Bonds convertible and / or exchangeable into new or existing shares of VINCI

Obligations à option de conversion et/ou d'échange en actions nouvelles ou existantes

The bonds (the "Bonds") convertible and/or exchangeable into new or existing shares of VINCI ("VINCI") are being offered by way of an offering in France and outside France.

The terms and conditions of the Bonds and certain information in relation to VINCI contained in the French language prospectus is set out in English in this document for information purposes only. This document should be read in conjunction with the English translation of the *document de référence* of VINCI, which was registered with the *Commission des Opérations de Bourse* on 19 April 2001 under the number R.01-122, which has been translated into English for information purposes and accompany this document.

THIS DOCUMENT CONTAINS A FREE TRANSLATION FOR INFORMATION PURPOSES ONLY OF THE FRENCH LANGUAGE FINAL PROSPECTUS RELATING TO THE ISSUE OF THE BONDS WHICH RECEIVED VISA NO. 01-950 DATED 11 JULY 2001 OF THE COMMISSION DES OPERATIONS DE BOURSE. IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED IN THESE DOCUMENTS, THE RELEVANT STATEMENTS OR ITEMS OF THE FRENCH VERSION OF THE FINAL PROSPECTUS SHALL PREVAIL.

Application has been made to list the Bonds on the *Premier Marché* of Euronext Paris S.A. with effect from 20 July 2001. The existing shares of VINCI are listed on the Premier Marché of Euronext Paris S.A.

Crédit Lyonnais

The date of this document is 11 July 2001.

This document does not constitute an offer or invitation to any person to subscribe the Bonds. No action has been taken in any jurisdiction other than France that would permit a public offering of the Bonds, or the circulation or distribution of this document or any other offering material, in any jurisdiction where action for that purpose is required.

The distribution of this document and the offering of the Bonds in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required to inform themselves about, and to observe, any such restrictions.

THIS DOCUMENT HAS NOT BEEN AND WILL NOT BE SUBMITTED TO THE CLEARANCE PROCEDURES OF THE COMMISSION DES OPERATIONS DE BOURSE AND ACCORDINGLY MAY NOT BE USED IN CONNECTION WITH ANY OFFER OR SALE OF THE BONDS TO THE PUBLIC IN FRANCE.

The delivery of this document, or any sale made in connection with the offer of the Bonds, shall not imply that the information herein contained is correct at any time subsequent to the date hereof or that there has been no change in the affairs of VINCI and its consolidated subsidiaries since the date of this document.

The Bonds and the shares to be issued upon conversion or delivered upon exchange of the Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States. The Bonds are being offered and sold outside the United States in accordance with Regulation S of the Securities Act. Terms used in this paragraph have the meaning ascribed to such terms in Regulation S.

No representation or warranty, express or implied, is made, and no responsibility is accepted by Crédit Lyonnais as to the accuracy or completeness of the information set out in this document.

A French Limited Liability Company (*Société Anonyme*) with a share capital of Euro 804,764,220
Registered office: 1, cours Ferdinand-de-Lesseps – F 92851 Rueil-Malmaison

FINAL PROSPECTUS (*NOTE D'OPERATION DEFINITIVE*)

Made available to the public in relation to the issue and admission to the *Premier Marché* of Euronext Paris S.A. of Euro 450,000,000 aggregate principal amount, capable of being increased to Euro 517,500,000 of Bonds convertible and/or exchangeable into new or existing shares (*obligations à option de conversion et/ou d'échange en actions nouvelles et/ou existantes*) of VINCI with a nominal value of Euro 90.

The legal notice will be published in the *Bulletin des Annonces Légales Obligatoires* on 13 July 2001

COB

Visa of the *Commission des Opérations de Bourse*

Pursuant to Articles L.412-1 and L.621-8 of the *Code Monétaire et Financier*, this final prospectus (*note d'opération définitive*) has received the visa no. 01-954 dated 11 July 2001 of the *Commission des Opérations de Bourse* in accordance with its Regulation n° 98-01. This final prospectus (*note d'opération définitive*) has been drafted by the issuer and renders the signatories thereof liable. The approval does not imply approval of the suitability of the transaction or authentication of the accounting and financial items shown. It has been granted after review of the relevance and consistency of the information given in the light of the transaction offered to investors.

Warning

The *Commission des Opérations de Bourse* draws the attention of the public to the specific characteristics of the financial instruments described in this prospectus. As they come within the scope of Articles L.228-91 and subsequent of the *Code de commerce* (formerly Article 339-1 and subsequent of Law no. 66-537 of 24 July 1966), the instruments do not have certain characteristics of convertible Bonds or exchangeable Bonds. In particular, in the event of early redemption or redemption at maturity the holder shall be entitled to exercise their rights to receive shares only in the period between the date of the notice announcing such redemption (which shall be published at the latest one month before the redemption date) and the 7th business day before the date set for such redemption.

This final prospectus (*note d'opération définitive*) consists of:
- the *document de référence* of VINCI, which was registered with the *Commission des Opérations de Bourse* on 19 April 2001 under the number R.01-122;
- the *note d'opération préliminaire*, which received the visa no. 01-950 of the *Commission des Opérations de Bourse* on 11 July 2001;
- this final prospectus (*note d'opération définitive*).

Copies of these documents are available for inspection at the offices of Crédit Lyonnais, 81, rue de Richelieu - 75002 Paris, VINCI, Direction Financière, 1, cours Ferdinand-de-Lesseps, 92851 Rueil-Malmaison Cedex, tel.: 01.47.16.45.39.

CREDIT LYONNAIS

Lead manager and bookrunner

VINCI
PRINCIPAL CHARACTERISTICS OF THE BONDS CONVERTIBLE AND/OR EXCHANGEABLE INTO NEW AND/OR EXISTING SHARES OF VINCI

NUMBER OF BONDS ISSUED
The number of Bonds amounts to 5,000,000, representing a total nominal amount of Euro 450,000,000 (approximately FRF 2,950 million) which may be increased to a maximum of 5,750,000 representing a total nominal amount of Euro 517,500,000 (approximately FRF 3,395 million).

NOMINAL VALUE OF THE BONDS
The nominal value of the Bonds has been fixed at Euro 90.

ISSUE PRICE
At par value, i.e. Euro 90 (approximately FRF 590.36) per bond.

ISSUE DATE AND SETTLEMENT DATE
20 July 2001.

TERM OF THE BONDS
5 years and 165 days from the settlement date.

ANNUAL INTEREST
The Bonds will bear interest at a rate of l% per annum, payable annually in arrears on 1 January of each year. In respect of interest for the period from 20 July 2001 to 31 December 2001, the amount payable on 1 January 2002 will be calculated on a prorata temporis basis.

GROSS YIELD TO MATURITY
4.35% as at the settlement date (in the absence of conversion and/or exchange into shares and in absence of early redemption).

REDEMPTION AT MATURITY
Redemption in full on 1 January 2007 at an amount of Euro l08.12 (approximately FRF 709.22) per Bond, being 120.13% of the nominal value of the Bonds.

EARLY REDEMPTION
Possible:
- by means of purchases, on or off the market, or public offers,
- at the issuer's option at any time from 1 January 2005 to 31 December 2006, at an early redemption price which guarantees to the initial subscriber a gross yield equivalent that which would have obtained on redemption at maturity, if the product of (i) the existing conversion/exchange ratio, and (ii) the arithmetical mean of the closing prices of a VINCI share on the Euronext Paris S.A. *Premier Marché* calculated over a period of 20 consecutive stock exchange trading days during which the share is quoted as selected by VINCI, from among the 40 stock exchange trading days preceding the date of publication of the notice concerning such early repayment, exceeds 130% of the early redemption price of each Bond, and
- at the issuer's option, at any time, at the early redemption price, as defined above, when fewer than 10% of the Bonds issued remain outstanding.

EARLY REDEMPION IN CASE OF DEFAULT
In the event of VINCI or one of its Principal Subsidiaries' default, the Bonds shall be redeemable immediately, pursuant to the terms of paragraph 2.2.6.6.

CONVERSION AND/OR EXCHANGE OF THE BONDS INTO SHARES OF VINCI
At any time from 20 July 2001, until the seventh business day preceding the redemption date, the Bondholders may require that the Bonds are converted and/or exchanged into shares of VINCI at the rate of one share (subject to the terms of paragraph 2.5.7 "Maintenance of Bondholders rights") for one Bond. VINCI may, at its option, deliver new shares and/or existing shares.

PREFERENTIAL SUBSCRIPTION RIGHT AND PRIORITY SUBSCRIPTION PERIOD
The shareholders have waived their preferential subscription right and no priority subscription period is applicable.

PUBLIC OFFERING
The Bonds will be offered to the public from 12 July 2001 to 16 July 2001 inclusive. The placing may be closed without prior notice, except with regard to individuals, for whom it will remain open from 12 July 2001 to 16 July 2001 inclusive.

STOCK EXCHANGE PRICE OF ONE SHARE
Euro 73.50 (FRF 482.13), corresponding to the price of one share on 11 July 2001 at the time the final conditions were set.

CONVERSION RATE FROM EURO INTO FRENCH FRANCS
The rounded up amounts in Francs have been calculated using the official exchange rate of Euro 1 = FRF 6,55957 and are given for information purposes only.

CONTENTS

Chapter I

Persons responsible for the prospectus and the audit of the accounts

1.1 Person responsible for the prospectus

Mr. Antoine ZACHARIAS

1.2 Certificate of the person responsible for the prospectus

"To our knowledge, all the information contained in this final prospectus is true and accurate. It includes all the information required by investors to form an opinion as to the assets and liabilities, business activities, financial position, financial results and future prospects of VINCI as well as to the rights attached to the securities being offered, this document does not contain any omission which makes it misleading."

The Chairman of the Board of Directors

Antoine ZACHARIAS

1.3 Persons responsible for the audit of the accounts

Statutory auditors

RSM SALUSTRO REYDEL, 8, avenue Delcassé – 75008 Paris, France,
represented by Bernard CATTENOZ and Bertrand VIALATTE
Mandate renewed on 30 May 2001.
Expiry of present mandate: subsequent to the Shareholders' Meeting that will approve the financial statements for 2006.

DELOITTE TOUCHE TOHMATSU, 183, avenue Charles-de-Gaulle 92200 Neuilly-sur-Seine, France,
represented by Thierry BENOIT and Dominique DESCOURS.
Date of first mandate: on 30 May 2001.
Expiry of present mandate: subsequent to the Shareholders' Meeting that will approve the financial statements for 2006.

Substitute auditors

François PAVARD, 8 avenue Delcassé – 75008 Paris, France.
Mandate renewed on 30 May 2001.
Expiry of present mandate: subsequent to the Shareholders' Meeting that will approve the financial statements for 2006.

BEAS SARL, 7-9 villa Houssay – 92200 Neuilly-sur-Seine, France.
Date of first mandate: 30 May 2001.
Expiry of present mandate: subsequent to the Shareholders' Meeting that will approve the financial statements for 2006.

1.4 Certificate (*attestation*) of Auditors

In our capacity as auditors of VINCI, and pursuant to the *Commission des Opérations de Bourse* Regulation n° 98-01, we have verified, pursuant to the professional standards applicable in France, the information related to the financial situation statements set out in this final prospectus (*note d'opération définitive*) in connection with the issue and admission to the *Premier Marché* of Euronext Paris S.A. of a loan represented by Bonds convertible and/or exchangeable into new and/or existing shares.

This final prospectus (*note d'opération définitive*) incorporates the *Note d'opération préliminaire* which received the visa no. 01-950 of the *Commission des Opérations de Bourse* on 11 July 2001 and the *Document de référence* of VINCI registered by the *Commission des Opérations de Bourse* under the number R.01-122 on 19 April 2001, in respect of which we have already given an opinion wherein we concluded on 18 April 2001:

"• The annual and consolidated financial statements of VINCI for the financial years to 31 December 1998, 31 December 1999 and 31 December 2000 were audited by us pursuant to professional standards applicable in France, and were certified without reservations.
• Our report on the consolidated financial statements to 31 December 1998 draws attention to Note A of the Appendix relating to key events. It describes:
  – the change in accounting policy with regard to leasing contracts;
  – the change in accounting policy relating to the use of the percentage-of-completion method by the subsidiaries in the electrical engineering and works division and the thermal and mechanical engineering division
• Our report on the consolidated financial statements to 31 December 1999 draws attention to note A of the Appendix, which describes a change in accounting policy relating to the cancellation of expenses previously treated as deferred assets in respect of concession contracts temporarily in deficit.
• We have also audited the pro forma consolidated financial statements for the financial years to 31 December 1999 and 2000, prepared by your company's Board of Directors and presented in this document, pursuant to professional standards applicable in France. We have also prepared a report on the subject, which is included in this document and in which we express no reservation. The above comment about the historical consolidated statements of VINCI to 31 December 1999 can be found in this document.

On the basis of our audit, we have no further comments to make regarding the honesty of the information about the financial position of the company or the historical and pro forma statements including in this document."

This final prospectus *(note d'opération définitive)* has been drawn up by the Board of Directors. It is our duty to express an opinion on the honesty of the information it contains about the financial position.

Our procedures, according to the professional standards applicable in France, were to verify the fair presentation of the information related to the financial position and to check that it agreed with the financial statements on which a report has been issued. They also consisted in reading the other information contained in the final prospectus (*note d'opération définitive*) in order to identify any significant inconsistencies between them and the information related to the financial position and the financial statements, and in order to indicate any manifestly wrong information which we might have found on the basis of the general knowledge about the company we have acquired as part of our mission.

On the basis of these procedures, we have no further comments to make regarding the fair presentation of the information related to the financial position and to the financial statements contained in this final prospectus (*note d'opération définitive*).

Neuilly-sur-Seine and Paris, 11 July 2001

The Auditors

RSM Salustro Reydel
Bernard CATTENOZ
Bertrand VIALATTE

Deloitte Touche Tohmatsu
Thierry BENOIT
Dominique DESCOURS

1.5 Persons responsible for the financial information

Christian LABEYRIE
Finance Director and Secretary for the Board of Directors (*Directoire*)
Tel.: +33.1.47.16.48.65

Pierre COPPEY
Communications Director
Tel.: +33.1.47.16.35.41

Chapter II

Issue on and admission to the *Premier Marché* of the bonds convertible and/or exchangeable into new or existing shares *(obligations à option de conversion et/ou d'échange en actions nouvelles et/ou existantes)*

2.1 Context of the issue

2.1.1 Authorisations

2.1.1.1 Meeting authorising the issue

The combined general meeting of shareholders *(Assemblée Générale Mixte)* of VINCI held on 30 May 2001, in compliance with the rules relating to quorum and requirements for voting for extraordinary general meetings, pursuant to its tenth resolution,

- delegated to the Board of Directors, from 30 May 2001 and for a period of 26 months, the power necessary to issue, in one or more accasions, in France and abroad, in euros or in any other monetary unit whatsoever established by reference to several foreign currencies, with or without a premium, without the shareholders' preferential subscription right on the initial issue, which the General Meeting has expressly relinquished, of:
  - ordinary shares,
  - securities giving rights, by conversion, exchange, reimbursement, presentation of a warrant, combination of the means or in any other manner, to the allotment, immediately and/or in the future, at any time or at a fixed date, to a portion of the share capital of the company;
- decided to waive the preferential subscription rights of shareholders to the shares and securities to be issued in accordance with the abovementioned delegation;
- decided that the maximum nominal amount of any increase of share capital capable of being made immediately and/or in the future resulting from all insuance shall not exceed Euro 400 million, not including any adjustments which may be made pursuant to the law, it being specified that the nominal value of all capital increases that may be made directly or indirectly as a result of the ninth and eleventh resolutions, will be set against this amount, it being understood that the capital increases made prior to this authorisation will not be taken into account in this ceiling;
- decided that the maximum nominal amount of debt securities giving access to the capital, could not exceed Euro 1,300 million or the equivalent value at today's date of this amount in any other currency or currency unit established by reference to several currencies, it being stated that this amount will be added to the nominal value of the debt securities that may be issued under the second resolution of the meeting of 25 October 1999 and that the nominal value of the debt securities that may be issued under the ninth resolution of this meeting will be charged against the said ceiling of Euro 1,300 million;
- granted all necessary powers to the Board of Directors including the ability to sub-delegate to the Chairman, to issue shares, vouchers *(bons de souscription d'actions)* or securities under this resolution, at times decided by it and pursuant to the terms and conditions it will set pursuant to the law, in particular:
  - to stipulate the type of securities to be created, their characteristics and the terms and conditions of their issue;
  - to arrange for any charges to be set against issue or transfer premiums;
  - to attribute all securities by means of conversion, exchange, reimbursement or presentation of a voucher;
  - to set the terms and conditions of the issue(s);
  - to decide the amount to be issued, the issue price and the premium that may, if applicable, be requested at the time of issue;
  - to determine the method whereby the shares and/or the securities issued or to be issued will be released;
  - if applicable, to lay down the terms and conditions for the exercise of the rights attached to the securities issued or to be issued and, in particular, set the date, which may be retroactive, from which new shares are valid as well as all other terms and conditions under which the issue is made;
  - to set the terms and conditions under which the Company will, if applicable, be entitled to buy or exchange the securities issued or to be issued on the stock market, at any time or during set periods, whether or not with a view to their cancellation, pursuant to statutory provisions;
  - to make provision for possible suspension of the exercise of the rights attached to the securities issued for a maximum period of 3 months;
  - to take the initiative of charging the costs of the capital increases against the value of the issue or transfer premiums and to deduct from this value the amounts required to bring the legal reserve up to one tenth of the new capital after each increase;
  - and in general to enter any agreements, take any measures, decide on and carry out any formalities and set all the necessary conditions in order to bring to a successful conclusion any issues that may be made under this authorisation.

2.1.1.2 Decision of the Board of Directors

Pursuant to the authorisation granted by the Combined General Meeting of shareholders of VINCI on 30 May 2001, and in particular its tenth resolution, the Board of Directors, in its meeting of 7 June 2001, authorised the Chairman to issue Bonds convertible an/or exchangeable into new or existing shares under the terms and conditions set by the Board during its meeting of 8 March 2001.

The Chairman of the Board of Directors decided on 11 July 2001 to set the initial nominal value of the issue at Euro 450 million and to determine the nature of the loan as follows:

2.1.2 Initial number and nominal amount of the bonds issued

2.1.2.1 Initial number and nominal amount of the Bonds

This VINCI loan of 1% July 2001/December 2006, with an initial nominal value of Euro 450,000,000 (i.e. approximately FRF 2,950 million), shall be represented by 5,000,000 Bonds convertible and/or exchangeable into new or existing shares, of nominal value of Euro 90 each.

To meet possible excess demand from subscribers, the nominal amount may be increased to Euro 517,500,000 (i.e. approximately FRF 3,395 million) represented by 5,750,000 Bonds, of a nominal value of Euro 90 each.

2.1.2.2 Proceeds of Issue

The gross proceeds of the issue will be Euro 450,000,000 and may be increased to Euro 517,500,000.

The net proceeds of the issue paid to the issuer, after deducting from the gross proceeds Euro 6.95 million from corresponding to the fees due to financial intermediaries and approximately Euro 443.1 for legal and administrative costs, and may be increased to Euro 509.5 million.

2.1.3 Structure of the issue

2.1.3.1 Offers

The Bonds, which are offered as part of a global offering, will be offered:

- in France, to legal entities and individual,
- outside France and the United States of America, pursuant to the rules applicable to each jurisdiction in which the Bonds are offered.

No specific tranche of Bonds is designated for a particular market.

2.1.3.2 Selling restitutions

The distribution of the prospectus or the sale of the Bonds may be subject to specific regulations, in certain jurisdictions.

Any persons in possession of the prospectus should familiarise himself and comply with any local restrictions.

Establishments involved in the investment shall comply with the laws and regulations in force in the jurisdiction in which the Bonds are to be offered and in particular with the following investment restrictions.

United Kingdom Investment restrictions

Each institution involved in the investment agrees that:

a) that it has not offered or sold, and will not prior to the date six months following the date of their, offer or sell any Bonds to persons in the United Kingdom, except to persons whose ordinary activities involve them it acquiring, holding, managing or disposing of financial products (in principal or agent) for the purposes of their business or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning the *Public Offers of Securities Regulations* 1995;
b) that it has complied, and will comply with all provisions of, the *Financial Services Act* 1986 with respect to anything done by it in relation to the Bonds, in, from or otherwise involving the United Kingdom, and
c) that it has only issued or sent on, and it will only issue or send on, any document received by it in connection with the issue or sale of Bonds to a person who is of a kind described in Article 11(3) of the *Financial Services Act 1986 (Investment Advertisements)* (Exemptions) Order 1996 or is a person to whom the document may otherwise lawfully be issued or passed on.

United States Investment restrictions

The Bonds and the shares to be issued or delivered on conversion or exchange thereof have not been, and will not be, registered under the U.S. *Securities Act of 1933* as amended (the "*Securities Act*") and, subject to certain exceptions, may be neither offered nor sold in the United States of America.

The Bonds are offered and sold outside the United States pursuant to Regulation S of the *Securities Act*.

Terms used in the preceding above two paragraphs have the meaning ascribed to such terms in Regulation S of the *Securities Act*.

Canada and Japan Investment Restrictions

Each institution responsible for the investment agrees that it has not offered or sold, nor will it offer or sell, the Bonds in Japan or Canada.

2.1.3.3 Intentions of the Major Shareholders

None of the shareholders have advised the company of their intentions regarding participation in this issue.

2.1.4 Preferential Subscription Rights, Priority subscription period

The shareholders have expressly waived their preferential subscription right to the Bonds. This decision also included an express waiver of the shareholders for their preferential subscription rights to the new shares issued on conversion of the Bonds.

No period of priority is envisaged.

2.1.5 Duration of offer

The investment will be open from 12 July 2001 until 16 July 2001 inclusive and may be closed without prior notice, except in the case of individual investors for whom it will remain open up to and including 16 July 2001.

2.1.6 Financial institutions responsible for the offering

Orders for subscription should be lodged with the Crédit Lyonnais and the BNP Paribas, Société Générale, ABN Amro Rothschild and UBS Warburg (France) S.A.

2.2 Terms and conditions of the Bonds

2.2.0 Form, denomination and delivery of Bonds

The Bonds to be issued by VINCI constitute neither convertible Bonds for the purposes of Articles L 225-161 *et seq.* of the *Code de Commerce*, nor exchangeable Bonds for the purposes of Articles L 225-168 *et seq.* of the Code, but rather constitute securities carrying rights to attribution of securities representing a quota of the capital within the meaning of Articles L 228-91 *et seq.* of the *Code de Commerce*.

The Bonds are governed by French law.

The Bonds will be either bearer or registered form, at the option of the holders. The Bonds will be recorded in accounts held, as the case may be, by:

- Euro Emetteurs Finance, commissioned by VINCI for fully registered Bonds *(nominatifs purs)*;
- an approved financial intermediary *(intermédiaire financier habilité)* for administered registered securities *(nominatifs administrés)* and bearer securities.

Settlement and delivery of the issue will take place through SLAB system of settlement and delivery of Euroclear France (formerly Sicovam S.A.).

All Bonds will be accepted for clearance through Euroclear France, which will ensure the clearing of Bonds account holders. The Bonds will also be accepted through Euroclear Bank and Clearstream Banking.

The Bonds will be credited to the accounts and will be negotiated as from the settlement date.

2.2.1 Nominal Par value - Issue Price

The unit par value of the Bonds is set at Euro 90 each.

The Bonds will be issued at par value, being Euro 90 per Bond, payable in full on the settlement date.

2.2.2 Issue Date

20 July 2001.

2.2.3 Settlement Date

20 July 2001.

2.2.4 Nominal Interest Rate

1%.

2.2.5 Annual Interest Rate

The Bonds will bear interest at a rate of 1% per annum of their nominal amount, payable annually in arrears on 1 January of each year. For the period from the date of first dividend entitlement to 31 December 2001, interest will be payable on 1 January 2002 on a prorata basis.

All interest payments relating to an interest period of less than one year will be calculated on the basis of the above annual interest rate but for the number of days of the period elapsed, and using a 365-day year as a reference period (or 366 days in a leap year).

Interest will cease to accrue from the date of redemption of the Bonds. Claims in respect of interest will become void after a period of five years.

2.2.6 Redemption

2.2.6.1 Redemption at maturity

The Bonds will be redeemable in full on 1 January 2007 at an amount of Euro 108.12 (i.e. approximately FRF 709.22) per Bond, being approximately 20.13% of the par value of each Bonds.

Claims in respect of principal will become void lapse after a period of thirty years from the date of redemption.

2.2.6.2 Early redemption through Buy-Backs or Public Offers

The company shall be entitled at any time, without any limitation on price or quantity, to redeem the Bonds early, either through buy-backs, whether on or off-exchange, or by means of public purchase or exchange offers. Any such transaction shall not affect the due date for redemption of any Bonds still outstanding.

2.2.6.3 Early redemption at the issuer's option

The company shall be entitled and at any time from 1 January 2005 to 31 December 2006, to redeem all of the Bonds outstanding subject to the following conditions:

i. the early redemption price shall be determined so as to guarantee the initial subscriber at the date of, a yield equivalent to that which he would have received on redemption at maturity, i.e. a yield at 4.35%;

ii. such early redemption shall only be possible if:

- the existing conversion/exchange ratio (as defined in paragraph 2.5.3); and,
- the arithmetic mean of the closing prices of the share on Euronext Paris calculated over any 20 consecutive stock exchange trading days during which the share are quoted on such Stock Exchange, as selected by the company from the 40 consecutive stock exchange trading days preceding the date of publication of a notice relating to such repayment (as set out in Paragraph 2.2.6.4);

exceeds 130% of the early redemption price of a Bond.

"Stock exchange trading day" shall means any business day on which the shares are quoted by Euronext Paris S.A. other than a day on which such trading cease prior to he exchange's usual closing time.

"Business day" shall mean any day (other than a Saturday or Sunday) on which banks are open for business in Paris and on which Euroclear France (formerly Sicovam S.A.) is open for business.

For information purposes, the table below sets out, as at the interest payment dates during the optional redemption period, the early redemption price of each bond, should they be reimbursed, the minimum price the VINCI share will need to reach for, the annual internal growth rate for the share, in case of exercise of the attribution and the Yield to maturity for the Bondholder who exercises his share attribution right:

Date of early redemption	Early redemption price	Minimum share price for early redemption	Induced annual growth rate of the share	Yield to maturity in the event of the exercise of conversion/ exchange right
1 January 2005	Euro 100.98	Euro 131.27	18.30%	12.43%
1 January 2006	Euro 104.47	Euro 135.81	14.79%	10.54%

2. The Company shall also be entitled, as its option, to redeem at any time all of the Bonds outstanding at a price equal to the early reimbursement price set per 2.2.6.3 (1) (i) above, if less than 10% of the number of Bonds initially issued remain outstanding prior to such redemption.

3. In each case specified in Paragraphs 1. and 2. above, Bondholders shall remain entitled to exercise their share attribution right of the Bonds pursuant to the provisions of paragraph 2.5 above.

2.2.6.4 Publication of information relating to an early reimbursement or a redemption at maturity

The information relating to the number of Bonds purchased, converted or exchanged and the number of Bonds in circulation will be sent each year to Euronext Paris S.A. so that the public may be informed and may be obtained from VINCI or the establishment responsible for servicing the securities.

The company's decision to carry out a normal or early reimbursement operation will be published in the *Journal Officiel* (in so far as is required by current regulations) and will be the subject of a financial notice in the press and a Euronext Paris S.A. notice at the latest one month prior to the date set for redemption.

2.2.6.5 Cancellation of Bonds

Bonds redeemed upon or prior to maturity Bonds purchased on or off-exchange, or by way of public offer and Bonds which have been converted and/or exchanged into shares, shall cease to be outstanding and shall be cancelled pursuant to French law.

2.2.6.6 Early redemption in Case of Default

On or more Bond-holders, by means of a joint written notification sent to VINCI, with a copy to the centralising agent, may render the full quantity of the Bonds payable at the early redemption price calculated pursuant to paragraph 2.2.6.3 (1) (i) under the following circumstances:

1) should VINCI fail to pay on the due date any interest due for any Bond and should VINCI fail to remedy such default within 10 business days from the due date;
2) should VINCI fail to fulfil any other stipulation relating to the Bonds and should VINCI fail to remedy this failure within a period of 30 days from receipt by VINCI of written notification of said default from the representatives of the masse of Bond holders;
3) should VINCI or one of its Significant Subsidiaries (as defined below) fail to pay any amount due under any of its other indebtedness *(dettes)* or guarantees in respect of borrowed money *(garantie d'emprunt)*, totalling at least Euro 20 million, at maturity or, if applicable, on expiry of any period of grace granted;
4) in the case of acceleration of maturity following failure by VINCI or one of its Significant Subsidiaries (as defined below) to pay another loan exceeding Euro 20 million;
5) should VINCI or one of its Significant subsidiaries (as defined below) should request the appointment of a conciliation officer, enter into a friendly agreement *(accord amiable)* with its main creditors, find itself in a position of payment suspension, be subject to liquidation procedures *(liquidation judiciaire)*, complete stoppage of its business *(cession totale de l'entreprise)* or any other analogous procedure;
6) should the Company shares no longer be authorised to be traded on the Paris Stock Exchange or any other regulated or similar market within the European Union.

For the purposes of the foregoing, a "Significant Subsidiary" is defined as a fully consolidated Company , in which VINCI – directly or indirectly – controls at least 50% of the voting rights, and which represented over 10% of the consolidated turnover of the company over the last financial year.

2.2.7 Gross yield to maturity

4.35% as at year-end (provided that the Bonds are converted or exchanged into shares or redeemed prior to maturity). This will be determined pursuant to the terms and conditions given in paragraph 2.2.1.

In the French bond market, "yield to maturity" means the annual which, at a given date, equals at such rate and on a compound interest basis, the current value of all amounts receivable under the Bonds (as defined by the *Comité de Normalisation Obligataire*).

By way of example, the table below sets out the price which VINCI shares must reach on the maturity date, in order to give by conversion and/or exchange of shares, the following yields:

Yield to maturity as at settlement date [1]	Share price at maturity in euros	Implied Average annual growth rate of a share [2][3]
OAT + 1% = 5.695%	116.17	8.76%
OAT + 2% = 6.695%	122.46	9.82%
OAT + 3% = 7.695%	129.02	10.87%

(1) Yield to maturity of the interpolated with equivalent treasury bond (obligation assimilable du Tresor) of the same maturity = 4.695%

(2) Excluding dividends.

(3) Compared to the reference price of Euro 73.50 and with a calculation date of 20 July 2001.

2.2.8 Term and average duration of Bonds

5 years and 165 days from the settlement date (average duration is identical to the term of the Bonds, in the absence of any conversion and/or exchange and in the absence of early redemption of the Bonds).

2.2.9 Further issues

If the Company subsequently issues further Bonds, having in all respects the same as the Bonds, it may, without the consent of the Bondholders, and provided that the terms and conditions of all such Bonds permit, integrate all such further Bonds, thereby treating them as the same issue for the purposes of trading and servicing.

2.2.10 Status and negative pledge

2.2.10.1 Status

The Bonds and any interest earned thereon constitute direct general, unconditional, unsubordinated unsecured obligations, of VINCI, and rank equally among themselves and pari passu with all other present or future unsecured debts held by VINCI.

2.2.10.2 Negative pledge

The VINCI Company agrees not to mortgage *(hypothèque)* in any way its immovable assets and rights currently or subsequently owned, before the complete redemption of all its Bonds, nor to undertake any commercial pledge to the benefit of other Bonds, without extending the same guarantees and the same ranking to these Bonds. This agreement applies exclusively to issues of Bonds and in no way affects the VINCI company's liberty to dispose of the ownership of its assets or to use the said assets as security in any other circumstances.

2.2.11 Guarantee

The servicing of the loan in terms of interest, amortisation, taxes, charges and ancillary amounts, is not subject to any particular guarantee.

2.2.12 Underwriting of offer

A group of banks, led by the Crédit Lyonnais will underwrite the Bond subscription, pursuant to the conditions fixed in a contract of guarantee, drawn up with the VINCI Company.

2.2.13 Rating

The loan has not been the subject of any request for credit rating information.

2.2.14 Representation of Bondholders

Pursuant to Article L 228-46 of the *Code de Commerce*, Bonds must be grouped together to form a fund, which will be considered as a legal personality.

Pursuant to Article 228-47 of the above-mentioned Code, the following are designated:

a) Appointed representatives of the Bondholders:

- Josiane BOUSQUET, 10, allée des Bergeronnettes - 95260 Mours,
- Corinne BOURDIER, 101, avenue Emile Zola – 75015 Paris.

The appointed representatives shall without restriction or reservation, jointly or severally, have the power to undertake all acts of an administration nature on behalf of all Bondholders to defend the common interests of the Bondholders. They will carry out these functions until the event of their death, their resignation, their dismissal by the general Meeting of Bondholders, or in the event of incapacity or incompatibility. Their term of office will come to an end, in accordance with the law, on the day of the last payment or of full redemption, advance or otherwise, of the Bonds. Where appropriate, this term of office will be extended, in accordance with the law, until the resolution of any legal proceedings in which the representatives are involved and the enforcement of any decisions or transactions ordered has been accomplished.

The remuneration of each of the appointed representatives of the Bondholders is paid for by the company, and will be Euro 500 per

year, payable on 31 December each year from 2001 to 2006 inclusive, assuming that there are still Bonds outstanding at this date.
b) Deputy representatives of the Bondholders:

- Jean-Pierre TICHIT, 11 rue de la Station – 95170 Deuil-La-Barrre,
- Joël RETHORE, 95 rue Rivay – 92300 Levallois-Perret.

These deputy representatives may be called on in turn to replace either of the appointed representatives in their absence.

The actual date of commencement of duties of the deputy representative will be the date of delivery of the registered letter, in which the remaining appointed representative, the Company or any other interested party informs the deputy of the permanent or temporary unavailability of the appointed representative. Where appropriate, this notification will also be sent, in similar form, to VINCI.

In the event of temporary or permanent replacement, the deputy representatives will have the same powers as the appointed representatives.

They will be entitled to the remuneration of Euro 500 only if they take on the role of permanent appointed representative. This remuneration will commence on their date of inauguration.

VINCI will bear the remuneration of the Bondholder representatives, as well as any travelling costs, Bondholder general meeting costs, costs linked to advertising their decisions and any costs linked to the appointment where appropriate of Bondholder representatives in accordance with Article L 228-50 of the *Code de Commerce*, all costs of administration and management relating to the Bondholders' fund, and the meeting costs of this fund.

c) General conditions:
In the event of the general meeting being called to a meeting, they will meet at the Company registered office, or in any other place specified in the meeting notices.

Each Bondholder will have the right, within the 15 days preceding the meeting of the fund general meeting, to consult, or obtain a copy of, the text detailing resolutions to be proposed and reports to be presented to the assembly, from the Company's registered office, the administrative management's registered office or any other place specified in the notice, in person or through a representative.

In the event of further bond issues givingsubscribers identical rights to Bondholders, and if specified in the issuance contracts, all Bondholders will be grouped together to form a single fund.

2.2.15 Takeover bids

It is specified that under current regulations, in the event of the Company's shares forming the object of a takeover bid, by way of exchange of securities or otherwise, the bid should also include any securities giving access to the company's capital or company voting rights, and therefore the present Bonds. The planned takeover bid would first be examined by the *Conseil des Marchés Financiers*, which will decide on its admissibility having regard to the elements provided and in particular, the value of the bid. A memorandum detailing the terms and conditions of the bid will also be submitted to the *Commission des Opérations de Bourse* for approval.

2.2.16 Taxation

The payment of interest and the redemption of Bonds are carried out with only standard withholding at source, and any taxes which are (or become) the legal responsibility of Bondholders.

On the basis of current legislation, the following summary sets out the fiscal consequences, which may be applicable to subscribers. However, all individuals or bodies corporate [resident or non-resident for tax purposes in the Republic of France] should consult their usual tax adviser, for details of the tax regime which applies to their particular case.

Non-French residents should comply with the tax laws applicable in the jurisdiction in which they are resident.

2.2.16.1 French residents

1. Individuals holding securities as part of their in their personal assets

(a) Interest
Income received from Bonds by individuals holding securities in their personal assets is:

- either included in basic global income, subject:
  - to the progressive scale of income tax,
  - to the generalised social contribution of 7.5%, of which 5.1% is deductible from the total taxable income (Article 1600-O E of the General Taxation Code),
  - to a social deduction of 2% (Article 1600-O F bis III 1 of the General Taxation Code),
  - to the social debt repayment of 0.5% (Article 1600-O L of the General Taxation Code);
- or, optionally, subject:
  - to a standard deduction at source at the rate of 15% (Article 125-A of the General Taxation Code), and a generalised social contribution of 7.5% (Article 1600-O E of the General Taxation Code),

- to a social deduction of 2% (Article 1600-O F bis III 1 of the General Taxation Code),
- to the social debt repayment of 0.5% (Article 1600-O L of the General Taxation Code).

(b) Capital gains
Pursuant to Article 150 A of the General Taxation Code, any capital gains realised by individuals are taxable:

- at a rate of 16% pursuant to Article 200 A2 of the General Taxation Code,
- at a rate of 7.5% corresponding to the general social contribution,
- at a rate of 2% corresponding to social deduction,
- at a rate of 0.5% corresponding to the social debt repayment tax,

if the total value of securities sold during the calendar year exceeded the threshold of FRF 50,000.

Capital losses can be set off against capital gains of the same type realised in the same year and, if necessary, in the five following years, provided that the FRF 50,000 threshold mentioned above was exceeded during the same year in which the capital loss occurred.

(c) Conversion and/or exchange of Bonds into shares
See paragraph 2.5.6.

2. Legal entities subject to corporation tax

(a) Interest and redemption premium
Interest accrued on Bonds during the financial year is included in the basic taxable sum, and is taxable at an annual rate of 33 1/3%, to which an additional surcharge of 6% is applicable (Article 235 ter ZA of the General Taxation Code) for financial years ending in 2001, reduced to 3% for financial years ending on or after 1 January 2002.

For financial years ending on or after 1 January 2000, a social contribution of 3.3% (Article 235 ter ZC of the General Taxation Code) applies in addition; this is added to the amount of the corporate tax, with an allowance of FRF-5 million. However, entities which turnover before tax of less than FRF-50 million and whose share capital is fully paid – up and held continuously as to at least 75% by individuals (or by entities satisfying these conditions for redemption of capital, turnover and holding of capital are exempt from this contribution.

Pursuant to the provisions of Article 238 septies E of the General Taxation Code companies holding Bonds must integrate a portion of the redemption premium recorded by them at the time of subscription or acquisition of Bonds, into the taxable results of each of their financial years, each time the premium exceeds 10% of the acquisition price.

To apply these provisions, the redemption premium is understood to be the difference between the sums potentially receivable from the Issuer excluding annual interest and that paid at the time of the purchase.

However, these provisions do not apply to Bonds where the average issue price is greater than 90% of the redemption value.

Consequently, the taxable annuity (including the premium and the linear interest of the financial year) is obtained by applying the yield to maturity to the purchase price as determined on the purchase date, the said price being increased each year by the portion of the premium capitalised on the anniversary date of redemption of the loan. The yield is the annual rate, which, on the acquisition date, equals at this rate and on a compound interest basis, the current values of the amounts to be paid and amounts receivable .

(b) Capital gains
The transfer of Bonds gives rise to the recording of a loss or a gain, equal to the difference between the transfer price and the purchase price of the Bonds, included in the taxable income.

The amount of the loss or the gain is equal to the difference between the transfer price and the acquisition price of Bonds plus, where appropriate, the amounts of the redemption premia, already subject to tax and not yet received, at a rate of 33 1/3% plus the contribution of 6% specified reduced to 3% for financial years ending on or after 1 January 2002 (Article 235 ter ZA of the General Taxation Code).

In addition, for financial years ending on or after 1 January 2000, a social contribution of 3.3% (Article 235 ter ZC of the General Taxation Code) also applies; it is levied on the amount of the corporate tax, reduced by an allowance of FRF 5 million. However, companies making a pre tax turnover of under FRF 50 million and whose capital is entirely paid up and held continuously for 75% at least by individuals or by a company meeting these conditions are exempt from paying this contribution.

(c) Conversion and or exchange of bonds into shares
See paragraph 2.5.6.

2.2.16.2 Non-French residents for tax purposes

(a) Interest
Bond issues denominated in euros made by French corporations are deemed to be made outside France for the application of the provisions of Article 131 quater of the General Taxation Code (*Bulletin Officiel des Impôts* 5 I 11-98, *Instruction Administrative* of 30 September 1998). Consequently, bond interest paid out to persons who have their tax domicile or their registered office outside the French Republic shall be exempt from the levy laid down in Article 125 A-III of the General Taxation Code. Interest from Bonds is, moreover, exempt from social contributions pursuant to Articles 1600-O A and subsequent of the General Taxation Code.

(b) Capital gains
The taxation laid down in Article 150 A of the General Taxation Code does not apply to capital gains made on the transfer of securities for a consideration, by persons who are not resident for tax purposes in France, in terms of Article 4 B of the same law, or whose registered office is outside France (Article 244 bis C of the General Taxation Code).

(c) Conversion and or exchange of bonds into shares
See paragraph 2.5.6.

2.3 Listing, trading

2.3.1 Listing

Bonds are the subjects of a listing application for the *Premier Marché* of Euronext Paris S.A. Their listing date is planned as 20 July 2001.

2.3.2 Restrictions on the free trading of securities

No restriction is imposed by the issue conditions for the free trading of Bonds.

2.3.3 Listing of same category securities

None.

2.4 General information

2.4.1 Paying Agent

Euro Emetteurs Finance will centralise the financing the loan (payment of accrued interest, redemption of amortised securities, etc.).

The financing of securities shall also be ensured by *Euro Emetteurs Finance*.

2.4.2 Jurisdiction

Claims against the issuer as defendant will be submitted to the jurisdiction of the courts of the location of the registered office and otherwise will be designated pursuant to the nature of the dispute, unless otherwise provided for in the *Nouveau Code de Procedure Civile*.

2.4.3 Use of proceeds

This transaction comes within the strategy undertaken by VINCI several years ago, of re-balancing its portfolio of activities, through development targeted on high profile jobs, which generate recurrent cash flows and offer a genuine potential for growth such as concessions and related services, electrical engineering, road works and facility management.

The issue will enable VINCI to reinforce its financial structure and to increase its long-term resources, in order to be able to grasp opportunities for external growth meeting financial and strategic criteria, in particular in the area of transport infrastructure concessions and associated services.

In order to limit the potentially diluting impact of the issue on the earning per share, VINCI recently reinforced the rateable portion of cross-shareholding, which on 31 May 2001 amounted to 8.5% of the capital or 6.8 million shares (including 4.7 million that cover share options granted to management). Moreover, VINCI has a purchase capacity of 1.2 million additional shares, in connection with the authorisation granted by the General Meeting of shareholders on 19 December 2000. The programme of own share purchase was the subject of a prospectus *(note d'information)* referred to by the *Commission des Opérations de Bourse* on 1 December 2000 under no. 00-1954.

2.5 Conversion and/or exchange of bonds into shares

2.5.1 Nature of rights of conversion and/or of exchange

Bondholders shall, at any time from the settlement date, have the option of attributing new or existing shares in the company, callable by VINCI (hereafter called the "right to attribute shares"), that shall be paid up and / or settled by commutation of their bond credit, subject to the stipulations laid down below in the paragraph 2.5.8 "Treatment of fractions".

If it wishes, the company may re-sell new shares to be issued and /or existing shares.

2.5.2 Suspension of the conversion/exchange right

In the event of an increase in share capital or issue of securities giving access to the capital, a merger *(fusion)* or de-merger *(scission)* or of other financial transaction comprising a preferential subscription right, or reserving a priority subscription period for the benefit of the Company shareholders, the company reserves the right to suspend exercising the right to attribute shares for a period not exceeding three months. This option does not affect the rights of Bondholders called for redemption to attribute shares nor the period outlined paragraph 2.5.3.

The Company decision to suspend the exercising of the right to attribute shares shall be published in a notice in the *Bulletin des Annonces Légales Obligatoires*. This notice shall be published at least 15 days before the date on which the suspension comes into force; it shall mention the commencement and the end dates of the suspension. This information will be published in a financial newspaper with general circulation in France and in a notice issued by Euronext Paris S.A.

2.5.3 Exercise Period and conversion/exchange ratio

The right to attribute shares may be exercised at any time from the settlement date to the 7th business day preceding the redemption date, at a rate of ONE VINCI share for ONE bond, subject to paragraph 2.5.7 “Maintaining Bondholder rights”.

For Bonds put in redemption on maturity or called, the right to attribute shares shall end on the 7th business day preceding the redemption date.

Any Bondholder who has not exercised his right to attribute shares prior to this date will receive the refund price determined according to the conditions set according to paragraph 2.2.6.1 or in paragraph 2.2.6.3.

2.5.4 Exercise of the conversion/exchange right

To exercise the right to attribute shares, Bondholders must make an application to the bookrunner with whom their securities are registered on account. *Euro Emetteurs Finance* shall ensure the centralising of these transactions.

Any request to exercise the right to attribute shares which reaches *Euro Emetteurs Finance* in its capacity of centraliser in the course of a calendar month (hereafter called a "Exercise Period") shall take effect on whichever is the nearer of the two dates (hereafter called a "Exercise Date") below:

(i) the last business day of such calendar month;

(ii) the 7th business day preceding the date set for the redemption.

For Bonds with the same Exercise Date, the VINCI Company may, as it wishes, choose between:

- the conversion of Bonds into new shares;
- the exchange of Bonds into existing shares;
- the delivery of a combination of new and existing shares.

All Bondholders with the same Exercise Date shall be treated equally and shall see their Bonds, if need be, redeemed and exchanged in the same proportion, subject to rounding off.

Bondholders shall receive shares on the 7th business day after the Exercise Date.

2.5.5 Rights of Bondholders to interest from Bonds and to dividends from shares delivered

In case of exercise of the right to attribute shares, no interest shall be paid to Bondholders under the period elapsed between the last date of payment of interest preceding the Exercise Date and the date on which the delivery of shares occurs.

Rights attached to new shares issued after a refund, are defined in paragraph 2.6.1.1 below.

Rights attached to existing shares returned after an exchange are defined in paragraph 2.6.1.2 below.

2.5.6 Tax regime on conversion and /or exchange

Under current French legislation, the following tax regime applies.

2.5.6.1 System on conversion of Bonds into new shares

2.5.6.1.1 French residents

1. Individuals holding securities as part of their private assets

Any capital gains realised upon conversion of Bonds into new shares benefit from a tax deferral, pursuant to Article 150-0 B of the General Tax Code.

If these shares are later sold, the net gain, calculated on the basis of the acquisition value of the shares (Article 150-0 D 9 of the General Tax Code), is subject to the standard taxes applicable on capital gains from the sale of securities. Any amounts paid or received, corresponding to any fractioned lot which may have arisen on conversion (See paragraph 2.5.8), will be added to or subtracted from the original acquisition price of the Bonds converted, as appropriate.

2. Legal entities subject to corporation tax

Any capital gains realised by legal entities resident in France, and therefore subject to corporation taxes in the event of conversion to new stock, will benefit from tax deferral, provided for in Article 38-7 of the CGI. If the shares obtained during the conversion are later sold, the return value of the sale (gain or loss) will be determined with reference to the value for tax purposes of the Bonds, increased or discounted, as appropriate, by the amount received or paid out, corresponding to any fractional entitlement which may have arisen on conversion (See paragraph 2.5.8).

All cases of deferred tax are subject to the condition that the legal entity satisfies completes all disclosure requirements under Article 54 septies I and II of the General Tax Code until the end of the deferred period, failing which a penalty equal to 5% of the amounts of deferred tax in question may be imposed.

2.5.6.1.2 Non French residents

Capital gains realised on conversion of Bonds into new shares by persons non-tax resident in France, or legal entities whose registered office is not in France (and who do not have an established base in France to act as the registered holder of the Bonds), are not subject to tax in France.

2.5.6.2 Arrangements for exchanging Bonds for existing shares

2.5.6.2.1 French residents

1. Individuals holding securities as part of their private assets

The exchange of Bonds into existing shares is deemed to be a sale for consideration. The capital gain will be difference between the value of the shares received in the sale and the acquisition price of the Bonds. This capital gain will be taxable pursuant to the conditions detailed in paragraph 2.2.15.1.

The same would apply in the event of a joint purchase of new and old stock in exchange for a Bond.

2. Legal entities subject to corporation tax

The tax deferral regime does not apply in the event of an exchange of Bonds into existing shares. In this case, the profit made during the exchange is subject to corporation tax, pursuant to the common law conditions detailed in paragraph 2.2.15.1, 2.

The same would apply in the event of a joint purchase of new and old shares in exchange for a bond.

2.5.6.2.2 Non French-residents

Gains made through the exchange of Bonds for existing shares, by persons whose residence for tax purposes is not in France, or legal entities whose registered office is not in France (and who do not have an established base in France to act as registered holder of the Bonds), are not subject to French taxes.

2.5.7 Maintenance of Bondholders rights

2.5.7.1 Issuer's obligations

Pursuant to French law and for as long as Bonds with warrant for conversion and/or exchange for new or existing shares are outstanding, the Company agrees not to engage in any share capital repayment, nor any modification in its distribution of profits. The Company may, however, create preferred shares without voting rights, provided that Bondholders' rights are unaffected pursuant to the requirements of paragraph 2.5.7.

2.5.7.2 Capital reduction from losses

In the event of a reduction in share capital due to losses, the rights of those Bondholders opting for the attribution of shares will therefore be reduced, as if the said Bondholders had been shareholders from the date of issue of the Bonds, whether the capital reduction be made through a reduction in the number of shares or in the nominal value of those shares.

2.5.7.3 Financial transactions

After any of the following transactions:

- issue of securities carrying quoted preferential subscription rights,
- capital increase of share capital by capitalisation of reserves, profits or share premiums, and the free attribution of shares; division or consolidation of shares;
- capitalisation of reserves, profits or share premiums, by increase of nominal share value,
- distribution of reserves or premiums in cash or securities,
- free issue to shareholders of any financial instrument other than shares in the company,
- take-over, merger *(fusion)*s or de-mergers *(scissions)*,
- repurchase of its own shares at a higher price than the market price,
- distribution of an exceptional dividend,

which the company may carry out with effect from the current issue, the Bondholders' rights will be maintained through an adjustment of the attribution ratio up to the maturity or early redemption date, pursuant to the terms and conditions set out below.

This adjustment will be made so as to equalise the value of the shares, which would have been obtained, had the right to share attribution been exercised before any of the above-mentioned operations took place, and the value of those shares which will be obtained if the right to share attribution is exercised after the said operation takes place.

In the event of adjustments being made as per paragraphs 1. to 8. below, the new attribution ratio will be determined to three decimal places, rounded off to the nearest thousandth (0.0005 is rounded up to the next thousandth). Any further adjustments will be made based on the previous attribution ration, calculated and rounded off in the same way. Bonds may only be exchanged for a whole number of shares.
Payment of fractions is detailed below (See paragraph 2.5.8).

1. In the event of financial transaction taking place involving share purchase rights, the new share attribution ratio will be equal to the product of the attribution ratio in effect prior to the commencement of the transaction under consideration by the following formula:

$$\frac{\text{Share price ex-subscription right plus the price of the subscription right}}{\text{Share price ex-subscription right}}$$

For the purposes of this calculation, the prices of the share ex-subscription right and the subscription right will be determined using the average opening prices quoted on Euronext Paris S.A. market, on each stock exchange trading day falling in the subscription period, during which the shares ex-subscription right and the subscription right are simultaneously quoted.

2. In the event of a increase in share capital by capitalisation of reserves, profits or share premiums and free issue of shares, or in the event of division or consolidation of shares, the new share attribution ratio will be equal to the product of attribution ratio in effect before the commencement of the transaction under consideration by the following formula:

$$\frac{\text{Number of shares existing after transaction}}{\text{Number of shares existing before transaction}}$$

3. In the event of an increase in capital by capitalisation of surpluses, profits or share premiums, effected by increasing the nominal share value, Bondholders who exercise their right to share attribution will be entitled to a nominal share value raised to the appropriate amount.

4. In the event of distribution of surplus or premiums in the form of cash or securities, the new share attribution ratio will be equal to the product of the attribution ratio applicable before the commencement of the transaction under consideration by the following formula:

$$\frac{\text{Share price before distribution}}{\text{Share price before distribution less the amount distributed, or the value of securities distributed, in relation to each share}}$$

To calculate this formula:

- share price before distribution will be determined using the average opening price quoted on Euronext Paris S.A. (or, if not listed on Euronext Paris S.A., on another regulated or associated market on which the share is quoted), on twenty consecutive stock exchange trading days, during which the share was traded, from within the forty trading days preceding the date of distribution;
- the value of shares distributed will be calculated as described above for securities already being traded on a regulated or associated market. It will be determined using the average opening price on the said regulated or associated market over twenty consecutive stock exchange trading days during which the share was traded, from within the forty trading days preceding the date of distribution;
- if the securities are not traded on a regulated or associated market prior to the date of distribution, the value of the securities will be determined using the average opening price on the regulated or associated market over twenty consecutive stock exchange trading days during which the share is traded, to be chosen by the company from within the forty trading days following the date of distribution, if the securities are traded within this period. Otherwise, it will be determined by an independent expert of international repute, chosen by the Company.

5. In the event of free issue to shareholders of any financial instrument(s) other than shares in the Company, the new share attribution ratio would be:

(a) If the allotment rights for the financial instrument(s) are quoted on Euronext Paris SA, the product of the applicable attribution ratio prior to the operation, calculated using the formula:

$$\frac{\text{Share price Ex-right + value of allotment rights}}{\text{Share price ex-right}}$$

For the calculation of this formula, the ex-rights share value and the value of the allotment rights are determined using the average opening price traded on Euronext Paris S.A. (or, if not quoted on Euronext Paris S.A., on another regulated or associated market on which the share and allotment rights are both quoted), of the shares and the allotment rights, over the first ten stock exchange trading days during which both are traded simultaneously. If this calculation is based on fewer than five quotations, it must be valued or validated by an expert of international repute.

(b) If the allotment rights for the financial instrument(s) are not quoted on Euronext Paris S.A., the product of the applicable attribution ratio prior to the transaction, calculated using the formula:

$$\frac{\text{Share price ex-right + value of allotment rights for financial instrument(s) attached to each share}}{\text{Share price ex-right}}$$

For the calculation of this formula, the prices of the shares ex-right and of the financial instrument(s) attached to each share, if quoted on a regulated or associated market, will be determined using the average opening price over ten consecutive stock exchange trading days following the date of attribution during which the shares or financial instrument(s) are traded simultaneously. If the financial instrument(s) attached are not quoted on a regulated or associated market, they will be valued by an expert of international repute.

6. In the event, the issuing company is taken over *(absorption)* by another company, or merges *(fusion)* with one or more companies to form a new company or if the company de-merges *(scission)*, the Bonds will be replaced with shares in the new or acquiring company.

The new share attribution ratio will be determined by adjusting the attribution ratio in force prior to the operation, using the rate of exchange of shares in the issuing company against shares in the new or acquiring company or beneficiary companies from the de-merger *(scission)*. These companies will replace the issuing company in the application of all the above clauses, destined to protect, where necessary, the Bondholders' rights in the event of financial or share operations and, more generally, to ensure that Bondholders' rights are respected pursuant to the legal, regulatory and contractual requirements.

7. In the event of the company purchasing its own shares at a price greater than the share market price, the new share attribution ratio shall be equal to the product of the current attribution ratio by the following ratio calculated to the nearest hundredth of a share:

$$\frac{\text{Share price + Pc\% x (Buyback price – share price)}}{\text{Share price}}$$

Where:

- "Share price" means the average price over at least 10 consecutive stock exchange prices selected among the 20 preceding the buyback(or the option to buyback),
- "Pc%" means the percentage of the capital bought back,
- "Buy- Back price" means the actual price by which shares are bought back (by definition higher than the market price defined above).

8. In the event of the company paying an exceptional dividend (as defined below), the new share attribution ratio shall be calculated as indicated below.

For the requirements of paragraph 8, the term "Exceptional Dividend" means any dividend paid in cash or in kind to shareholders, in so far as the total amount of this dividend (prior to deduction of tax at source and without taking tax credits into consideration) (the "Reference Dividend") and all the other dividends in cash or in kind paid out to shareholders in the course of the same corporate financial year (the "Previous Dividends"), represent a "ratio of distributed dividends" (as defined below) of over 5%.

In the meaning of the preceding sentence, the term "ratio of distributed dividends" means the sum of the ratios obtained dividing the Reference Dividend and each previous dividends by the company's market capitalisation on the date preceding the corresponding distribution date; the market capitalisation used to calculate each of these statements being equal to the product (x) of the closing price of the company's shares on Euronext Paris S.A. on the day preceding the distribution date of Reference Dividend or of each Previous Dividend and (y) the number of shares existing on each of these dates. Any dividend or any fractions of dividends leading to an adjustment of the share attribution ratio by virtue of paragraphs 1. to 7. above is not taken into consideration for the application of this clause.

The formula for calculating the new share attribution ratio in the event of payment of a exceptional dividend is the following one:

$$\text{NRAA = RAA x (1 + RDD –3\%)}$$

Where:

- NRAA means the new share attribution ratio;
- RAA means the last share attribution ratio current prior to the distribution of the Reference Dividend; and
- RDD means the ratio of dividends distributed, as defined above.

It being specified that any dividend (if necessary reduced by any fraction of the dividend giving rise to the calculation of a new share attribution ratio in application of paragraphs 1. to 7. above) paid between the payment date of a Reference Dividend and the end of the same corporate financial year shall give rise to an adjustment using this formula:

$$NRAA = RAA \times (1 + RDD)$$

Assuming that the company carries out transactions for which an adjustment would not have been effected under paragraphs 1. to 8. above, and where legislation or a later law ruling allow for an adjustment, the company will proceed with such adjustment pursuant to the applicable statutory and legal provisions and market practices in effect in France at such time.

The *directoire* shall give an account of the components of the calculation and of the results of any adjustment in the next annual report.

2.5.7.4 Publication of information relating to adjustments

In the event of adjustment, the new attribution ratio shall be brought to the attention of Bondholders by means of a notice published in the *Bulletin des Annonces Légales Obligatoires*, and in a financial newspaper having general circulation and by a notice of Euronext Paris S.A.

2.5.8 Treatment of fractions

Any Bondholder exercising his rights under Bonds may obtain a number of VINCI shares calculated by applying to the number of Bonds presented the share attribution ratio in force.

If the number of shares thus calculated is not a whole number, the Bondholder may request the delivery of:

- either the nearest whole number of shares immediately below; in which case, a sum equal to the value of the fraction of an additional share will be paid to him in cash, assessed on the basis of the opening share price quoted on the exchange on the last stock exchange trading day of the exercise period of the financial year in which the VINCI share was quoted;
- or the nearest whole number of shares immediately greater than such entitlement, on provided that in such case such Bondholder pays to the issuer an amount sum equal to the value of the additional fraction of a share requested, calculated on the basis et out in the preceding paragraph.

2.5.9 Notice to Bondholders

In case of transaction comprising a preferential subscription right reserved for existing shareholders, the Bondholders will be notified prior to the commencement of such transaction by a notice published in the *Bulletin des Annonces Légales Obligatoires*, in a financial newspaper having general circulation in France and by a notice of Euronext Paris S.A.

2.5.10 Effect of conversion and /or exchange on the shareholder's position

The information provided below together with and the terms of the transaction shall be an integral part of the additional report prepared pursuant to Articles 155-2 and 155-3 of the decree of 23 March 1967. This additional report, together with the additional report of the statutory auditors, is available to shareholders at the issuer's registered office during the prescribed period and will be brought to their attention at the next general meeting.

For information purposes, on the assumption that all the VINCI shares of all of the Bonds issued, the effect of the conversion on the VINCI shareholder's position would be as follows:

1. Impact of the issue and conversion on the holding of a shareholder with a 1% interest in VINCI share capital prior to the issue and who does not subscribe to this issuance, such calculation being made on the basis of the number of shares as at 31 December 2000:

	Shareholder's holding %
Before the issue of the Bonds	1.000%
After the issue and conversion of 5,000,000 Bonds	0.941%
After the issue and conversion of 5,750,000 Bonds (in the event of the penalty clause coming into effect)	0.932%

2. The Effect of the issue and conversion of the consolidated shareholder's equity holding one VINCI share and who does not subscribe to this issuance, (such calculation being made on the basis of consolidated equity and the number of shares comprising the capital on 31 December 2000).

	Share of shareholder's equity
Before the issue of the Bonds	Euro 21.66
After the issue and conversion of 5,000,000 Bonds	Euro 25.72
After the issue and conversion of 5,750,000 Bonds (in the event of the penalty clause coming into effect)	Euro 26.29

In the event that all the Bonds are exchanged for existing shares, the position of VINCI shareholders would not be affected.

2.6 Shares issued upon conversion or exchange of the bonds

2.6.1 Rights attaching to shares to be attributed

2.6.1.1 New shares from the conversion

Shares to be issued on conversion shall be subject to all statutory stipulations and shall bear interest from the 1st day of the corporate financial year in which the exercise date occurs. They will be entitle to the same dividend, equal to the par value, under the said corporate financial year and subsequent financial years, as that that could be distributed to the other shares bearing the same interest. Consequently, they will be fully assimilated to such shares from the time the dividend relating to the preceding financial year is put into payment, or if none were distributed, after the annual General Meeting called to approve the accounts for that financial year.

2.6.1.2 Existing shares resulting from the exchange

Shares delivered on exchange shall be existing ordinary shares conferring on their holders from the date of delivery, all the rights attached to shares, subject to the stipulations of paragraph 2.5.5.

2.6.1.3 General provisions

Each new or existing share gives the rigth to an interest in the assets, profits, and in liquidation surplus of the issuer in proportion to that part of the share capital represented by it, taking account of whether any share capital has been redeemed or not, whether the shares have been fully paid-up or not, the nominal value of ordinary shares and of rights of different classes of shares.

Shares are subject to the provisions of the articles of association *(statuts)*.

Dividends, which have not been claimed within five years after their payment, become void and are transferred to the French State.

2.6.2 Negotiability of shares

No provision in the articles of association limits the free transferability of the shares

2.6.3 Nature and form of shares

The shares shall be either in bearer or registered Form at the shareholder's option.

Whatever their form, the shares are required to be recorded in an account maintained by the issuer or its agent *(CIC Cicotitres)* or an authorised intermediary. The rights of each holders shall thus be represented by an entry in its name with *CIC Cicotitres* for the pure nominal shares and with the intermediary of their choice for administered registered *(nominatifs administres)* and bearer shares.

2.6.4 Taxation attributed shares

Pursuant to current legislation, the following is a summary of the provisions , which may apply to investors. Individuals and corporate entities, should however, consult their usual tax adviser for details of the tax regime applicable to them.

Persons not resident in France for tax purposes should comply with the tax legislation in force in the State in which they are resident.

2.6.4.1 French residents

1. Individuals holding their French shares as part of their private assets

(a) Dividends
Dividends from French shares, including a tax credit of 50%, are taken into account for the calculation of the taxpayer's

total income in the category of income from securities; dividends benefit from the annual allowance of FRF 16,000 for married couples subject to a joint assessment and for other couples which have opted for joint assessment with effect from the assessment in respect of the year win which the third anniversary of the registration of a union agreement *(pacte de solidarité)* falls (Article 515-1 of the Civil Code)and FRF 8,000 for a single person, widow, or widower, divorced person or married couples subject to separate tax treatment. These allowances shall not apply to single taxpayers, widows, widowers, or divorced people whose total net taxable income exceeds FRF 299,200 and taxpayers subject to a joint assessment whose total net taxable income exceeds FRF 598,400. Dividends, as well as related tax credits are currently subject to income tax on a progressive scale to which is added without any allowance:

- a general social contribution of 7.5%, of which 5.1% is deductible from income tax (Article 1600-0 E of the General Tax Code),
- a social deduction of 2% (Article 1600-0 F bis III 1 of the General Tax Code),
- a social debt repayment contribution of 0.50% (Article 1600-0 L of the General Tax Code).

The tax credit attached to dividends paid out is set off against the total amount of income tax payable or is repayable if it exceeds the amount of income tax.

(b) Capital gains
Pursuant to Article 150-0 A of the General Tax Code, capital gains resulting from transfers by individuals are taxable at the rate of 16% once the total amount of disposal of securities realised during that calendar year in respect of that household is greater than FRF 50,000 at a rate of 15% (Article 200 A 2 of the General Tax Code) to which is added:

- a general social contribution of 7.5% (Article 1600-0 E of the General Tax Code);
- a social deduction of 2% (Article 1600-0 F bis III 1 of the General Tax Code);
- a social debt repayment contribution of 0.5% (Article 1600-0 L of the General Tax Code).

Capital gains realised by individuals directly or indirectly holding or having held during the five years preceding the transfer more than 25% of the rights to the corporate profits of the Company are taxable as of the first franc, at the rate indicated above.

Capital losses can be set off against gains of the same nature from the same year or, if necessary, the following five years provided that the minimum threshold of FRF 50,000 mentioned above was exceeded in the year in which the loss was realised.

(c) Special regulations for share savings plans
Shares issued by French companies are eligible to be held in a share savings plan *(Plan d'épargne en Actions)* created by law no. 92-666 of 16 July 1992.

Subject to certain conditions, the dividends received and the capital gains realised are exempt from income tax, but are still subject to the social deduction, the general social contribution and the social debt repayment contribution.

The table below summarises the different taxes applicable based on the term of the share saving plan.

Duration of the share savings plan	Social deduction	General Social Contribution	Social dept repayment contribution	Income Tax	Total
Less than 2 years	2,0%	7,5%	0,5%	22,5%	32,5% (1)
Between 2 and 5 years	2,0%	7,5%	0,5%	16,0%	26,0% (1)
More than 5 years	2,0%	7,5% (2) (3)	0,5% (4)	0,00%	10,0%

(1) Of total proceeds if the transfer threshold is exceeded.

(2) Limited to 3.4% for proceeds acquired between 1 January 1997 and 31 December 1997.

(3) For proceeds acquired as of 1 January 1998.

(4) For proceeds acquired as of 1 February 1996.

2. Legal entities subject to corporation tax

(a) Dividends
Dividends received by legal entities subject to corporation tax, together with a tax credits equal to 25% of the value of the dividend paid for tax credits used in 2001, and 15% for those used as from 1 January 2002, are included in the total taxable income, which is taxed at the rate of $33^{1/3}$%, to which should be added a supplement of 6% (Article 235 ter ZA of the General Tax Code) (reduced to 3% as from 1 January 2002). The tax credit may be increased by an amount corresponding to 50% of the withholding tax (precompte) paid by the company, other than any due by reason of a deduction from the long-term capital gains reserve for tax credits used in 2001 and 70% of the *précompte* for tax credits used as from 1 January 2002.

For financial years ending on or after 1 January 2000, a 3.3% social contribution (Article 235 ter ZC of the General Tax Code) applies; it is added to the amount of the corporate tax, with an allowance of FRF 5 million. However, entities which have a turnover before tax of less than of less than FRF 50 million and whose share capital is fully paid up and held continuously as to at least 75% by individuals (or entities satisfying these conditions) are exempt from this contribution.

If the company meets the requirements and has opted for the parent companies' taxation regime as provided for in Articles 145, 146 and 216 of the General Tax Code, the dividends received are exempt from the taxable base, after deducting a share for costs and charges of 5% of the gross amount of these divided (tax credit included). The tax credits attached to these dividends cannot be used to pay corporate tax but may be deducted from the withholding amount (*précompte*); the tax credit in this case is equal to 50% of the dividends received.

(b) Capital gains
The transfer of securities other than shares leads to the recording of a gain or loss included in the taxable result at the rate of $33\ ^{1/3}$% plus the aforementioned additional 6% increase reduced to 3% for financial years ending on 1 January 2002 (Article 235 ter ZA of the General Tax Code).

For financial years ending on 1 January 2000, a 3.3% social security tax (Article 235 ter ZC of the General Tax Code) applies; it is based on the amount of the corporate tax, reduced by a discount of FRF 5 million. However, entities which have a turnover before tax of less than FRF 50 million and whose share capital is fully paid up and held continuously as to at least 75% by individuals (or entities satisfying these conditions) are exempt from this contribution.

Capital gains resulting from the transfer of stock shares or shares that rank the same as shares for tax purposes, are eligible for the long-term capital gains regime provided they have been held for at least two years, subject to fulfilment of the obligation to form the special long-term capital gains reserve, and taxable at the rate of 19% plus the aforementioned additional 6% increase reduced to 3% for the financial years ending on 1 January 2002 (Article 235 ter ZA of the General Tax Code).

The following in particular are considered stock shares: shares or stocks of companies possessing these features from an accounting standpoint and, under certain circumstances, shares acquired carrying out a tender offer or an acquisition by public exchange share offer, as well as securities entitling the holder to the parent companies' and subsidiaries' taxation regime or whose cost price is at least equal to FRF 150 million.

For financial years ending on or after 1 January 2000, a 3.3% social contribution (Article 235 ter ZC of the General Tax Code) applies; it is based on the corporate tax amount reduced by a discount of 5 million French francs. However, entities which have a turnover before tax of less than of less than FRF 50 million and whose share capital is fully paid up and held continuously as to at least 75% by individuals (or entities satisfying these conditions) are exempt from this contribution.

2.6.4.2 Non-French residents

(a) Dividends
Dividends distributed by companies having a registered office in France are subject to withholding at source of 25% when the registered office or tax domicile of the beneficiary is outside of France.

Under certain conditions, this withholding tax may be reduced, or even eliminated, as a result of an international tax treaty or through Article 119-ter of the General Tax Code and the tax credit may be transferred by pursuant to such treaties.

As an exception, dividends from a French source paid to persons who do not have their registered office or tax domicile in France and who are entitled to transfer their tax credit pursuant to a treaty to avoid double taxation, shall be subject, to withholding tax at the reduced rate provided for in the treaty, provided notably that the relevant persons prove before the date of payment of dividends that they are not resident in France for the purposes of this treaty (*Instruction Administrative* 4-J-1-94 of 13 May 1994).

(b) Capital gains
Capital gains arising from share transfers by persons not resident for tax purposes in France or whose Registered office is outside France (and not having a permanent establishment or fixed base in France as part of whose assets the shares are recorded) and which have not held at any time, directly or indirectly, alone or together with members of their family more than 25% of the profits of the company during the five years preceding the transfer, are not subject to French tax (Article 244 bis C of the General Tax Code).

2.6.5 Listing of shares attributed

Application shall be made to list the new shares issued as a result of conversion of Bonds periodically on Euronext Paris S.A. *Premier Marché*. Existing shares that have been exchanged shall be immediately tradable on such exchange.

2.6.6 Place of listing

2.6.6.1 Assimilation of new share

VINCI shares are listed on the *Premier Marché* of the Euronext Paris S.A. Application shall be made to list the new shares resulting conversion to trading on Euronext Paris S.A. based on the date from which they carry full dividend rights either directly on the same line as existing shares or initially, on a second line.

2.6.6.2/3 Other places of listing

Not applicable.

2.6.6.4 Volume of transactions and movements in share price

The table below shows prices and volumes of transactions for the company's shares on the *Premier Marché* of Euronext Paris S.A. for the last 18 months (Euroclear code: 12548):

		Average price (1) (in EUR)	Highest (in EUR)	Lowest (in EUR)	Transactions (2) (in number of shares)	Capital traded (2) (in million of EUR)
2000	January	45.84	49.99	43.00	2,041,163	94.5
	February	44.53	48.80	40.10	4,763,031	214.2
	March	42.66	46.00	38.40	3,798,419	162.6
	April	42.53	45.00	39.90	1,496,949	63.3
	May	44.22	47.95	41.50	1,881,755	85.4
	June	45.56	47.00	43.00	1,989,602	90.4
	July	46.77	49.37	43.50	3,913,986	184.3
	August	51.35	60.50	45.73	5,752,535	305.6
	September	57.53	60.00	54.50	3,682,471	211.0
	October	57.70	59.35	54.05	3,919,344	225.7
	November	58.25	62.80	55.70	4,341,655	254.3
	December	62.51	66.00	59.50	3,905,057	244.2
2001	January	62.90	67.15	59.00	3,765,178	236.2
	February	64.00	66.90	56.30	6,012,161	373.2
	March	66.53	70.60	62.40	7,869,500	527.9
	April	66.88	70.00	63.50	7,928,339	529.1
	May	70.19	73.50	66.20	5,655,039	394.3
	June	72.97	76.00	69.05	8,621,485	628.2
	July (2 to 10)	74.98	75.90	73.70	1,657,816	124.2

Source: Euronext Paris
(1) Arithmetic mean of the closing prices.
(2) These figures exclude the transfers of VIVENDI UNIVERSAL (13 million shares in 2000) and SUEZ (2.9 million shares in October 2000; 2 million in December 2000; 9.5 million in April 2001)

VINCI shares increased 15% in the first half of 2001, vs. 4% for the DJ Stoxx Construction index and an 11% drop for SBF 120. In a difficult stock market context, VINCI has benefited from its defensive nature and from renewed new investor interest after the merger *(fusion)* with the GTM GROUP and after its two primary shareholders, VIVENDI UNIVERSAL and SUEZ, backed out.

The closing price for VINCI shares on 11 July 2001 was 74 EUR.

As of 30 June 2001, VINCI's stock exchange capitalisation was 6.1 billion EUR, ranking it 44th on the Paris Stock Exchange.

Forty million VINCI shares were traded in the 1st half of 2001 (not counting the transfer carried out by SUEZ), representing an average daily transaction volume of 320,00 shares vs. 165,000 in 2000. This is the result of the change in stock exchange status following the merger *(fusion)* with the GTM GROUP and the expansion of the float, which were reflected in heavy growth in volumes traded and an improvement of share's liquidity.

2.6.7 Competent Courts

Any claim against the company as defendant will be submitted to the jurisdiction of the competent courts at the location of the registered office of the company and which will be designated according to the nature of the disputes, unless otherwise provided by the *Nouveau Code de Procedure Civile*.

Chapter III

General information regarding the company and its share capital

The information relating to this chapter is provided in the *document de référence* registered with the *Commission des Opérations de Bourse* on 19 April 2001 under no. R.01-122. Subject to the supplemental information provided below, this information is correct at the date of this final prospectus *(note d'opération définitive)*.

3.1 Change in VINCI's capital

On 26 February 2001, VINCI's share capital was increased to Euro 792,200,280, representing 79,220,028 shares with par nominal value of Euro 10 each.

The capital increases resulted from enrolment in the *Plan d'épargne groupe* during the first quarter of 2001, and the exercise of stock options resulted in the creation of 1,256,394 new shares between 27 February 2001 and 31 May 2001.

As of 31 May 2001, VINCI's share capital was increased to Euro 804,764,220, representing 80,476,422 shares with par nominal value of Euro 10 each.

Change in capital since 31 December 1999

	Date noted by Board or decided by Shareholders' Meeting	Capital increase (reduction) (in EUR)	Issue, contribution or merger (*fusion*) premium (in EUR)	Number of shares created	Number of shares comprising capital stock	Amount of capital stock (in EUR)
Position at 31/12/99					**40,261,023**	**523,393,299**
Options exercised	08/03/00	457,158	497,696	35,166	40,296,189	523,850,457
GSS and options exercised	03/10/00	9,413,651	16,181,243	724,127	41,020,316	533,264,108
OPE on GTM Group	03/10/00	476,391,084	1,639,884,693	36,645,468	77,665,784	1,009,655,192
Options exercised	(*)	616,213	804,681	47,401	77,713,185	1,010,271,405
Merger (*fusion*) with GTM	19/12/00	12,728,352	75,273	979,104	78,692,289	1,022,999,757
Reduction of nominal value from Euro 13 to Euro 10	19/12/00	(236,076,867)	236,076,867	-	78,692,289	786,922,890
GSS and options exercised	08/03/01	4,623,120	14,465,459	462,312	79,154,601	791,546,010
Position at 31/12/00					**79,154,601**	**791,546,010**
Options exercised	08/03/01	654,270	1,064,407	65,427	79,220,028	792,200,280
GSS and options exercised	07/06/01	12,563,940	42,814,641	1,256,394	80,476,422	804,764,220
Position at 31/05/01					**80,476,422**	**804,764,220**

(*) Statements by the Chairman on 9 and 23 November 2000. Noted by the Board of Directors on 8 March 2001.

Option plans
As of 31 May 2001, the 11,995,224 unexercised purchase and subscription options represented 13.7% of VINCI's diluted capital, accompanied by an average exercise price of Euro 42.8. 9% of these options are currently exercisable, 9% will become exercisable starting in 2003, 65% in 2004, and 17% in 2005.

As of 31 May 2001, the six members of VINCI's executive committee held all 1,996,911 options to purchase or subscribe VINCI shares, with an average exercise price of Euro 41.6.

Between 1 January and 31 May 2001, 465 000 VINCI stock purchase or subscription options were attributed to the members of the VINCI executive committee. These options are exercisable from 8 March 2005 until 7 March 2011 at a strike price of Euro 57.

Between 1 January 2001 and 31 May 2001, the members of the executive committee exercised 3 698 subscription options at a strike price of Euro 30.93.

At 31 May 2001, the six members of the VINCI executive committee together held 2 458 213 VINCI stock purchase or subscription options, with an average strike price of Euro 44.5, representing 20% of options non-exercised at today's date, and 2.8% of VINCI's diluted capital. 1% of these options are currently exercisable, 24% will become exercisable in 2003, 40% in 2004 and 35% in 2005.

Name of option plan	1998 SGE purchase	1st 1999 SGE purchase	2nd 1999 SGE purchase	1st 2001 Vinci purchase	2nd 2001 Vinci purchase	Total purchase plans	1991 SGE subscription	1992 SGE subscription
Date of Shareholders' Meeting	18/06/93	25/05/98	25/05/98	25/10/99	25/10/99	-	30/06/88	30/06/88
Date of Board Meeting	04/03/98	10/05/99	07/09/99	03/10/00	08/03/01	-	05/12/91	06/11/92
Original number of beneficiaries	8	3	590	999	3	1,183	87	116
Original number of options	800,000	101,490	2,006,309	1,767,500	232,500	4,907,799	269,500	327,500
Date from which options may be exercised	05/03/03	05/03/03	07/09/04	03/10/04	08/03/05	-	01/01/93	01/01/94
Expiry date	05/03/05	05/03/05	06/09/09	02/10/10	07/03/11	-	05/12/01	06/11/02
Adjusted exercise price (in EUR)	33.70	33.80	43.66	48.04	57.00	44.46	25.90	16.79
Options exercised in 2000	101,809	-	30,000	-	-	131,809	11,162	8,870
Options exercised between 01/01/01 and 31/05/01	-	-	5,333	-	-	5,333	10,575	2,915
Residual options not exercised at 31/05/01	610,854	101,490	1,970,976	1,767,500	232,500	4,683,320	72,895	90,360
As % of diluted capital (*)	0.7 %	0.1 %	2.2 %	2.0 %	0.3 %	5.3 %	0.1 %	0.1 %
Number of residual beneficiaries	7	3	588	999	3	1,181	24	34

Name of option plan	1993 SGE subscription	1994 SGE subscription	1995 GTM subscription	1996 GTM subscription	1997 GTM subscription	1998 SGM subscription	1998 GTM subscription	1st 1999 SGE subscription
Date of Shareholders' Meeting	18/06/93	18/06/93	-	-	-	18/06/93	-	25/05/98
Date of Board Meeting	04/11/93	04/11/94	-	-	-	04/03/98	-	09/03/99
Original number of beneficiaries	117	119	29	168	194	66	211	88
Original number of options	282,000	305,000	26,880	343,800	357,000	240,500	357,360	652,000
Date from which options may be exercised	01/01/95	01/01/96	12/09/97	11/06/98	27/06/99	01/01/99	27/03/03	09/03/04
Expiry date	04/11/03	04/11/04	11/09/02	10/06/04	26/03/05	04/03/08	24/03/06	08/03/09
Adjusted exercise price (in EUR)	30.93	25.01	23.50	19.31	18.74	25.61	25.41	37.98
Options exercised in 2000	21,132	55,707	-	-	-	100	-	20,063
Options exercised between 01/01/01 and 31/05/01	36,290	26,541	7,680	53,400	12,000	8,201	1,800	-
Residual options not not exercised at 31/05/01	110,154	85,128	11,760	230,400	310,800	216,235	347,640	634,020
As % of diluted capital (*)	0.1 %	0.1 %	0.0 %	0.3 %	0.4 %	0.2 %	0.4 %	0.7 %
Number of residual beneficiaries	50	41	17	134	186	58	210	87

(*) VINCI statutory capital at 31 May 2001 plus the capital increases resulting from the exercise of all the subscription options not yet taken up by that date.

Name of option plan	2nd 1999 SGE subscription	1999 GTM subscription	2000 SGE subscription	2000 GTM subscription	1st 2001 VINCI subscription	2nd 2001 VINCI subscription	Total subscription plans	Grand total
Date of Shareholders' Meeting	25/05/98	-	25/10/99	-	25/10/99	25/10/99	-	-
Date of Board Meeting	07/09/99	-	11/01/00	-	03/10/00	08/03/01	-	-
Original number of beneficiaries	590	369	40	355	999	3	1,705	1,705
Original number of options	1,003,191	692,868	975,000	564,120	1,767,500	232,500	8,396,719	13,304,518
Date from which options options may be exercised	07/09/04	24/03/04	11/01/05	24/05/05	03/10/04	08/03/05	-	-
Expiry date	06/09/09	23/03/07	10/01/10	23/05/08	02/10/10	07/03/11	-	-
Adjusted exercise price (in EUR)	42.30	32.93	50.00	35.63	57.00	57.00	41.68	42.77
Options exercised in 2000	15,000	-	-	-	-	-	132,034	263,843
Options exercised between 01/01/01 and 31/05/01	2,667	2,400	-	1,800	-	-	166,269	171,602
Residual options not exercised at 31/05/01	985,524	682,668	975,000	559,320	1,767,500	232,500	7,311,904	11,995,224
As % of diluted capital (*)	1.1 %	0.8 %	1.1 %	0.6 %	2.0 %	0.3 %	8.3 %	13.7 %
Number of residual beneficiaries	588	368	40	354	999	3	1,657	1,657

(*) VINCI statutory capital at 31 May 2001 plus the capital increases resulting from the exercise of all the subscription options not yet taken up by that date

3.2 Change in share holding structure of VINCI

The principal changes that have occurred since publication of the reference document are as follows:

- SUEZ scaled back its shareholding from 17% to 5% of capital in April 2001 by selling 8.5 million shares (11% of capital) to institutional investors in a private placement of one million shares (1% of capital) to VINCI as part of its share buy-back plan. SUEZ also issued 3 million Bonds convertible to VINCI shares, representing 3.7% of capital. These Bonds, issued at Euro 76.86 and listed in Luxembourg, mature at 2.5 years. In the event that all of these Bonds are converted, SUEZ would ultimately retain only a 1.3% stake in VINCI.

- VINCI has followed its plan to buy back its own shares by acquiring one million shares from SUEZ in April 2001. As of 31 May 2001, the group held 8.5% of its capital, or 6.8 million shares, 4.7 million of which cover purchase options granted to employees, and had the capability to purchase 1.2 million additional shares. The share buyback plan was the subject of the prospectus *(note d'information)* approved by the *Commission des Opérations de Bourse* on 1 December 2000 under no. 00-1954.

- The proportion of employees-held capital has grown from 4.1% to 5.3%. Enrolment of French employees in the "Castor" Group Savings Plan was exceptionally high during the first quarter of 2001 (Euro 48 million compared with Euro 43 million for the entire year 2000). At the beginning of the year, Castor was made available to employees of German and British subsidiaries, whose enrolments stood at Euro 5 million for first quarter in 2001.

As of 31 May 2001, to the best of the Company's knowledge, VINCI's capital and voting rights were distributed as follows:

	Shares	%	Voting rights	%
GROUPE VIVENDI UNIVERSAL(1)	6,818,695	8.5	6,818,695	9.3
GROUPE SUEZ(2)	4,026,508	5.0	4,026,508	5.5
Employees (PEG)	4,284,310	5.3	4,284,310	5.8
Self-controlled	6,821,008	8.5	0	0.0
MOBIL OIL FRANCE	929,868	1.2	929,868	1.3
Others	57,596,033	71.6	57,596,033	78.2
Total	**80,476,422**	**100.0**	**73,655,414**	**100.0**

(1) In February 2001, VIVENDI UNIVERSAL floated a 5-year debt issue exchangeable to VINCI shares and covering its entire equity stake.

(2) In April 2001, SUEZ floated a 2.5-year debt issue exchangeable to VINCI shares covering 3 million shares (3.7% of capital).

Chapter IV

Information on the company's business

The information relating to this chapter is provided in the *document de référence* registered with the *Commission des Opérations de Bourse* on 19 April 2001 under no. R.01-122. This information is correct at the date of this final prospectus *(note d'opération définitive)*.

Chapter V

Assets, financial position, results

The information relating to this chapter is provided in the *document de référence* registered with the *Commission des Opérations de Bourse* on 19 April 2001 under no. R.01-122. This information is correct at the date of this final prospectus *(note d'opération définitive)*.

Chapter VI

Board of directors, management and supervision

The information relating to this chapter is provided in the *document de référence* registered with the *Commission des Opérations de Bourse* on 19 April 2001 under no. R.01-122. Subject to the supplemental information provided below, this information is correct at the date of this final prospectus *(note d'opération définitive)*.

Following SUEZ's conversion to company governed by the board of directors, the following VINCI directors hold the following new positions:

Philippe BRONGNIART
Director and Chief Executive Officer of SUEZ

François JACLOT
Director and Chief Executive Officer of SUEZ

Yves-Thibault de SILGUY
Chief Executive Officer of SUEZ

Chapter VII

Information regarding recent changes and future prospects

The details provided below supplement the information contained in the *document de référence* registered with the *Commission des Opérations de Bourse* on 19 April 2001:

7.1 Recent changes

7.1.1 Key developments

- **On 9 July 2001, VINCI announced** that it had won the competitive bidding in a 50/50 joint venture with the British firm MILLER, for award of a 40-year concession - Project Finance Initiative (PFI) – for the Newport highway project, near Cardiff, Wales. The Newport County Borough Council's selection took place after a two-year negotiation phase.

- The contract includes construction of a 2x2 lane rapid transit route bypassing the city of Newport and construction of a 623.35-footbowstring bridge spanning the Usk River.

- The project, worth Euro 92 million, will be carried out by VINCI CONSTRUCTION GRANDS PROJETS in partnership with MILLER CIVIL ENGINEERING. Work will start at the beginning of 2002 and will last two and a half years.

- Ringway, a subsidiary of EUROVIA (VINCI GROUP), will handle all maintenance for the project.

- The contractor will be compensated by means of a shadow toll system in which annual payments are calculated primarily on the basis of lane availability s and the highway's traffic performance.

- The British PFI regime allows the government and local communities to license the management of a public service to a private enterprise for a given period of time, in exchange for reclamation, construction, or maintenance. NORWEST HOLST, a British subsidiary of VINCI, has already established itself in the PFI sector, notably with contracts for renovation of Cardiff's former industrial districts and 3,000 buildings in the city of Liverpool.

- **On 5 July 2001, VINCI announced** the signing of two new contracts by BLYTHE and HUBBARD, the two VINCI road-building subsidiaries in the United States, for a total of Euro 141 million:

- BLYTHE has just signed an Euro 83 million road-building contract with the State of South Carolina to enlarge and reinforce 5.59 miles of route I-385 starting from the business centre of Greenville. In addition to the road, the work includes the construction of six works of art, of five interchanges and of a 269,100-ft supporting wall. The "Intelligent Traffic Services (ITS)" a real time information system on traffic conditions will be installed in order to limit project-connected inconvenience.

- HUBBARD has just been awarded a Euro 58 million contract in Orlando, Florida for rehabbing, within the scope of a design-build contract, of a 14.29-mile section of highway I-4. This section notably includes traversing the city of Orlando. Road widening and repair work must be completed in 2 and a half years.

- **On 5 July 2001, VINCI announced** that during April 2001 its subsidiary GITE sold its subsidiary manufacture of concrete posts, lighting poles, beams and other precast pieces (BMI) to the Irish group CRH.

- The BMI group is present on the entire French territory with 23 plants. In 2000 it realised revenues of Euro 47 million and it employs 320 people.

- By joining the CRH group, BMI will be offered new development opportunities in France and in Europe. CRH in fact plans to include BMI in a scheme of development for one of its core businesses, the production of ready-made concrete products.

- This transfer is a new illustration of VINCI ENERGIES INFORMATION'S repositioning toward information and communication technology, number one in France and a leader in Europe in the field of energy and information, with revenues of 3,063 million in 2000.

- **On 2 July 2001, VINCI announced** that it had signed, on that very day, an agreements for the sale of its WANNER subsidiary to the German group KAEFER.

- WANNER, present in France in the industrial insulation business market segment has 1,000 employees and realised revenues of Euro 65 million in 2000.

- Its integration in the KAEFER group, which was the object of major collective bargaining with its workforce, opens new development opportunities. In effect KAEFER, whose main business is industrial insulation, plans to strengthen its international presence. With the acquisition of WANNER, it increases the portion of its business conducted outside Germany to 45%.

- This transfer fits with the strategy of VINCI ENERGIES INFORMATION which is number one in France and a leader in Europe in the field of energy and information with revenues of Euro 3,063 million with plans to accelerate restructuring in the new information and communication technology field, both in the tertiary sector and in the industrial field.

• **On 20 June 2001, VINCI announced** the launch of the VINCI PARK brand name.

- The VINCI PARK brand name groups all VINCI business in the field of parking facilities and associated services. With 900 parking facilities spread over 12 countries and Euro 500 million in revenues, VINCI PARK becomes the premier European name in parking facility operators and the sector's world leader for licensed parking.

- VINCI PARK unites two major historical parking facility brand names: SOGEPARC and parcs GTM, whose co-operation has been made possible by the merger *(fusion)* of VINCI and the GTM GROUP. VINCI PARK is present in the historical and cultural centre of all major French cities, in several countries in European and in the American continent, as well as in Hong Kong. The launch of VINCI PARK demonstrates VINCI's strong desire to make top quality services available to as large a public as possible: the French parking facilities alone welcome over 140 million customers every year.

- The logic of the development of concession and service business on which VINCI's history and culture is founded finds in VINCI PARK a new icon with very high quality, cleanliness and safety requirements. "No subsidiary is unaware of the importance of services which create value and contribute to inspire customer loyalty", declared Antoine ZACHARIAS. Since its inception VINCI PARK has adopted a charter which includes commitments such as a perfect welcome, well-marked parking facilities, as well as the guarantee of certain services, such as bicycle rentals, escorting customers to their vehicle, a 24/7 toll-free number for suggestions or complaints.

7.1.2 Consolidated revenue for first quarter 2001

VINCI's consolidated revenue increased to Euro 3.7 billion in the first quarter of 2001, an appreciation of 5.3% with perimeter and exchange rate remaining constant in comparison with the same period in the previous financial year [1].

Following the very sizeable growth recorded in 2000, business remained sustained for the combined Group business in the first quarter of 2001.

In France, revenues grew by 7.8% at comparable structure; representing 64.5% of the total.

Revenues abroad increased by 5.6% at comparable structure except for Germany. Global growth was limited to 1% due to the effect of downsizing measures taken in German.

• **Concessions (+6.2% at comparable structure)**
Thanks to a constant network traffic increase of almost 4%, COFIROUTE revenues remain stable in spite of the application of the new VAT regime on 1 January 2001 and of the moving to April 2001 of the toll increases scheduled for February.

For parking, VINCI PARK posted a 9% growth at comparable structure thanks to the coming in force of recent contracts in France and abroad.

Revenues for other work concessions and for service business strongly increased (+24%). Realised by half in the airport sector, it already represents 15% of revenues for the concession area.

• **Energy – Information (+4.9% at comparable structure)**
In the electric energy sector (40% of the total for the area), the business maintained the very high levels reached at the beginning of the year 2000.

In the new information and communication technologies, growth continued (+10%), spurred by strong demand by industry and corporate communication networks. This frontier technology business sector represents 30% of the revenues for the area.

In thermal, fire protection and the industrial sector underwent satisfactory development, the insulation and finishing business, on their part, continued their restructuring.

• **Roads (+4% at comparable structure)**
Revenues in France continued to increase (+6%) after the excellent performance in the previous financial year, in spite of unfavourable weather conditions in March.

(1) Pro forma data for 1st quarter 2000 including revenues for the GTM GROUP, COFIROUTE and for Stade of France.

Revenues abroad (except for Germany), increased by 14% and represent 30% of the total. Growth was particularly strong in Great Britain, Central Europe, and North America.

In Germany, TEERBAU's refocusing on its core competencies, implemented during the year 2000, and the selective policy in order taking translated into a severe decrease of 1st quarter business (-30%). Germany's part in the revenues for this area was thus scaled back from 11% to 7%.

• **Constructions (+3.9% at comparable structure)**
The increase of business conducted in France (+6.6% at comparable structure) translated the excellent overall performance of the VINCI CONSTRUCTION's regional companies, in a market situation always well disposed to constructions.

VINCI CONSTRUCTION also registered the positive impact of its positioning in the telecommunication infrastructure field and the resumption of works on the A86 loop west of Paris.

Finally, within the scope of the development of service business, VINCI CONSTRUCTION finalised the acquisition of ENERGILEC, specialised in multi-technical maintenance for large real estate groupings, mostly in the Paris region.

Abroad, global stability (+0.4%) incorporates an increase of recurrent business and with a strong technical content (facility management; specialised civil engineering) and a decrease of large-scale projects.

Consolidated turnover for the first quarter *(in millions of Euros)*	2001	2000 pro forma	Variation 2001/2000 Real structure	Constant structure
Concessions	307.6	288.5	6.6%	6.2%
Energy and Information	708.3	695.5	1.8%	4.9%
Roads	1,036.7	994.1	4.3%	4.0%
Construction	1,565.1	1,494.3	4.7%	3.9%
Miscellaneous and eliminations	93.6	77.1	-	-
Total	3,711.3	3,549.5	4.6%	5.3%
Of which in France:				
Concessions	265.2	256.0	3.6%	3.2%
Energy and Information	505.0	484.6	4.2%	7.9%
Roads	656.3	618.4	6.1%	6.0%
Construction	908.6	837.7	8.5%	6.6%
Miscellaneous and eliminations	57.5	38.2	-	-
Total	2,392.6	2,234.8	7.1%	7.8%
Of which outside France				
Concessions	42.5	32.5	30.7%	29.9%
Energy and Information	203.4	210.9	(3.6%)	(1.8%)
Roads	380.4	375.7	1.2%	0.7%
Construction	656.5	656.7	0.0%	0.4%
Miscellaneous and eliminations	36.1	38.9	-	-
Total	**1,318.8**	**1,314.7**	**0.3%**	**1.0%**

• **Backlog**
Favouring business quality with a high level of selectivity in order taking, at the end of March 2001 the Group has an order backlog for Euro 10.6 billion, with an increase of 7.6% in comparison with 31 March 2000.

7.2 Future prospects

In spite of a purposely moderate growth in revenues, VINCI's operational profitability should register a new increase in 2001, thanks to performance improvement in all sectors, the impact of synergies and the pursuit of expansion of businesses with strong added value, such as concessions, the new information and communication technologies, roads or facility management.

The company confirmed a target increase of approximately 20% of current income before taxes except for non-recurrent items. In spite of a higher tax rate, net income should at least equal the levels reached in 2000.

A French Limited Liability Company (*société anonyme*) with a share capital of Euro 804,764,220
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