



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

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

The bonds (the "Bonds") convertible into new shares and/or exchangeable for existing shares (the "Shares") of VINCI (the "Company") are being offered by way of a public offering in France and an offering to institutional investors in and outside France.

The terms and conditions of the Bonds and certain information in relation to the Company contained in the French language prospectus (Note d'opération définitive) are set out in English in this document for information purposes only. This document should be read in conjunction with the Document de référence of the Company, which was filed with the French Commission des opérations de bourse on 12 April 2002 under the number D.02-215.

THIS DOCUMENT CONTAINS A FREE, NON-BINDING TRANSLATION FOR INFORMATION PURPOSES ONLY OF THE FRENCH LANGUAGE NOTE D'OPERATION DEFINITIVE RELATING TO THE ISSUE OF THE BONDS WHICH RECEIVED VISA NO. 02-432 DATED 23 APRIL 2002 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 NOTE D'OPERATION DEFINITIVE SHALL PREVAIL. NEITHER THE COMPANY NOR ANY OF THE MANAGERS WILL ASSUME ANY LIABILITY WITH RESPECT TO THIS NON-CERTIFIED TRANSLATION.

Application has been made to list the Bonds on the Premier Marché of Euronext Paris S.A. with effect from 2 May 2002. The existing Shares of the Company are listed on the Premier Marché of Euronext Paris S.A.

Lead Manager and Bookrunner

BNP PARIBAS

Co-Lead Managers

CREDIT AGRICOLE INDOSUEZ

CREDIT LYONNAIS

SG INVESTMENT BANKING

UBS WARBURG (FRANCE) S.A.

The date of this document is 23 April 2002.

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This document does not constitute an offer of, or an invitation to any person to subscribe for 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 the Company 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 BNP Paribas as to the accuracy or completeness of the information set out in this document.

The Offering is being conducted pursuant to the standards and requirements of French laws and regulations.

No person has been authorised to give any information or to make any representation other than those contained in this document, and, if given or made, such information or representations must not be relied upon as having been authorised.

This communication is directed only to persons who (i) are outside the United Kingdom or (ii) fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 (the "Order") or (iii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order (all such persons together being referred to as "relevant persons"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

In connection with this issue, BNP Paribas, or any person acting on its behalf, acting on behalf of the Managers, may over-allot or effect transactions for a limited period with a view to supporting the market price of the Bonds at a level higher than that which might otherwise prevail. However, there is no obligation on BNP Paribas, or any person acting on its behalf, to carry out such activities. Such stabilisation, if commenced, may be discontinued at any time, and must be brought to an end after a limited period.

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A French Limited Liability Company (*société anonyme*) with a Board of Directors, having a share capital of Euro 844,978,890
Registered office: 1, cours Ferdinand-de-Lesseps - 92851 Rueil-Malmaison
Registered with the Nanterre Registry of Companies and Commerce under number 552 037 806 RCS Nanterre

**FINAL PROSPECTUS
(NOTE D'OPERATION DEFINITIVE)**

MADE AVAILABLE TO THE PUBLIC IN RELATION TO THE ISSUE AND ADMISSION TO LISTING ON THE *PREMIER MARCHÉ* OF EURONEXT PARIS S.A. OF BONDS WITH AN AGGREGATE PRINCIPAL AMOUNT OF EURO 435,000,060, WHICH MAY BE INCREASED TO EURO 500,250,060 CONVERTIBLE INTO NEW SHARES AND/OR EXCHANGEABLE FOR EXISTING SHARES (THE "SHARES") (*OBLIGATIONS À OPTION DE CONVERSION EN ACTIONS NOUVELLES ET/OU D'ÉCHANGE EN ACTIONS EXISTANTES*) (THE "BONDS")

The legal notice will be published in *the Bulletin des Annonces légales obligatoires* on 26 April 2002

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*, the *Commission des opérations de bourse* granted a visa N° 02-432 on 23 April 2002 to this final prospectus in accordance with its Regulation no. 98-01. This final prospectus has been prepared by the Company and renders the signatories liable for the contents thereof. The visa does not imply approval of the suitability of the transaction or authentication of the accounting and financial items included herein. It has been granted after review of the relevance and consistency of the information given in 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. Although they are governed by Articles L.228-91 *et seq.* of the French Commercial Code (*Code de commerce*), the instruments do not conform to the characteristics of either convertible bonds or exchangeable bonds. In particular, in the event of early redemption or redemption at maturity, the holder shall be entitled to exercise its rights to receive Shares only during the period between the date of the notice announcing such redemption (which shall be published at the latest one month before such redemption date) and the 7th business day before the date set for such redemption.
- the fact that holders can request early redemption in cash of all or part of the Bonds held by them on 2 May 2006, 2 May 2010 and 2 May 2014. Such a request shall be irrevocable. These three options, were they to be widely exercised, could significantly reduce the number of holders and the depth of the secondary market for the Bonds over the remaining maturity period.

This final prospectus consists of:

- the *Document de référence* of VINCI, which was filed with the *Commission des opérations de bourse* on 12 April 2002 under the number D.02-215;
- the *Note d'opération préliminaire*, which was registered with the *Commission des opérations de bourse* on 22 April 2002 under the number 02-426; and
- this *Note d'opération définitive*.

Copies of these documents are available free of charge at the offices of BNP Paribas, as well as at the Company's registered office, which is located at 1, cours Ferdinand-de-Lesseps - 92851 Rueil-Malmaison.

BNP PARIBAS
Lead Manager and Bookrunner

TABLE OF CONTENTS

	Page
TABLE OF CONTENTS	4
CHAPTER I PERSONS RESPONSIBLE FOR THE FINAL PROSPECTUS AND THE AUDIT OF THE ACCOUNTS.....	10
1.1 PERSON RESPONSIBLE FOR THE FINAL PROSPECTUS	10
1.2 CERTIFICATE OF THE PERSON RESPONSIBLE FOR THE FINAL PROSPECTUS.....	10
1.3 PERSONS RESPONSIBLE FOR THE AUDIT OF THE ACCOUNTS.....	10
1.3.1 Statutory auditors.....	10
1.3.2 Substitute statutory auditors.....	10
1.4 CERTIFICATE (AVIS) OF THE STATUTORY AUDITORS ON THE NOTE D'OPERATION	11
1.5 PERSONS RESPONSIBLE FOR THE FINANCIAL INFORMATION	12
CHAPTER II ISSUE AND ADMISSION TO THE <i>PREMIER MARCHÉ</i> OF BONDS CONVERTIBLE INTO NEW SHARES AND/OR EXCHANGEABLE FOR EXISTING SHARES	13
2.1 CONTEXT OF THE ISSUE	13
2.1.1 Authorisations.....	13
2.2 INFORMATION RELATING TO THE BONDS	14
2.2.1 Number and principal amount of the Bonds issued, proceeds of the issue...	14
2.2.2 Structure of the issue.....	15
2.2.3 Intentions of the main shareholders.....	16
2.2.4 Preferential subscription rights, priority subscription period.....	16
2.2.5 Subscription period	16
2.2.6 Financial institutions responsible for the offering.....	17
2.3 TERMS AND CONDITIONS OF THE BONDS	17
2.3.1 Form, denomination and delivery of the Bonds.....	17
2.3.2 Principal amount of each Bond - Issue Price	17
2.3.3 Issue Date	17
2.3.4 Settlement Date.....	18
2.3.5 Nominal Interest Rate	18
2.3.6 Annual Interest Rate.....	18

Non-binding free translation into English for information purposes only
Original in French

2.3.7	Redemption	18
2.3.8	Gross yield to maturity	21
2.3.9	Term and average duration of the Bonds	21
2.3.10	Further issues.....	21
2.3.11	Status and negative pledge.....	21
2.3.12	Guarantee.....	22
2.3.13	Underwriting.....	22
2.3.14	Rating	22
2.3.15	Representation of Bondholders	22
2.3.16	Public offers	23
2.3.17	Taxation.....	23
2.4	LISTING AND TRADING.....	26
2.4.1	Listing.....	26
2.4.2	Restrictions on the transferability of the Bonds	26
2.4.3	Listing of similar securities.....	26
2.5	GENERAL INFORMATION	26
2.5.1	Fiscal Agent.....	26
2.5.2	Courts having jurisdiction in the event of a dispute.....	26
2.5.3	Use of proceeds	26
2.6	CONVERSION AND/OR EXCHANGE OF BONDS INTO SHARES.....	27
2.6.1	Nature of the conversion and/or of exchange rights.....	27
2.6.2	Suspension of the conversion/exchange right.....	27
2.6.3	Exercise Period and conversion/exchange ratio.....	28
2.6.4	Exercise of the conversion/exchange right	28
2.6.5	Rights of Bondholders to interest on the Bonds and to dividends on delivered Shares	28
2.6.6	Tax regime on conversion and/or exchange.....	28
2.6.7	Adjustments / Maintenance of Bondholders rights	29
2.6.8	Treatment of fractional entitlements	34
2.6.9	Notices to Bondholders	34
2.6.10	Impact of conversion and/or exchange on existing shareholders	34
2.7	SHARES DELIVERED UPON EXERCISE, CONVERSION OR EXCHANGE RIGHT.....	35

**Non-binding free translation into English for information purposes only
Original in French**

2.7.1	Rights attaching to Shares to be delivered	35
2.7.2	Transferability of Shares	36
2.7.3	Nature and form of Shares	36
2.7.4	Taxation of converted/exchanged Shares	36
2.7.5	Listing of new Shares	39
CHAPTER III	GENERAL INFORMATION ON THE COMPANY AND ITS SHARE CAPITAL	41
CHAPTER IV	GENERAL INFORMATION ON THE COMPANY'S BUSINESS	42
CHAPTER V	CONSOLIDATED FINANCIAL STATEMENTS	43
CHAPTER VI	BOARD OF DIRECTORS, MANAGEMENT AND SUPERVISION	44
CHAPTER VII	GENERAL INFORMATION REGARDING THE COMPANY'S RECENT DEVELOPMENTS AND PROSPECTS	45

**SUMMARY TERMS AND CONDITIONS OF THE BONDS CONVERTIBLE INTO NEW SHARES
AND/OR EXCHANGEABLE FOR EXISTING SHARES**

PRINCIPAL AMOUNT OF THE ISSUE AND NUMBER OF BONDS ISSUED

The issue will consist of an initial principal amount of Euro 435,000,060, divided into 4,833,334 Bonds. In order to cover any over-allotments, VINCI ("VINCI" or the "Company") has granted to the Lead Manager and Bookrunner, on behalf of the Managers, an over-allotment option of up to 15 per cent. of the total principal amount of the issue. This over-allotment option will be exercisable once only on or before 26 April 2002. If the over-allotment option is exercised in full, the principal amount of this issue will be equal to Euro 500,250,060, divided into 5,558,334 Bonds.

PRINCIPAL AMOUNT OF EACH BOND

The principal amount of each Bond is Euro 90, representing a premium of 25 per cent. above the VINCI Share reference price.

PROCEEDS

The gross proceeds of the issue will amount to Euro 435,000,060 and may be increased to Euro 500,250,060 in the event that the over-allotment option is exercised.

ISSUE PRICE

The issue price is par and is payable in full on the Settlement Date (as defined below).

ISSUE AND SETTLEMENT DATE

2 May 2002 (the "Settlement Date").

DURATION OF THE BONDS

15 years and 244 days from the Settlement Date.

ANNUAL INTEREST

The Bonds will bear interest at a rate of 2 per cent. per annum, i.e. Euro 1.80 per Bond, payable annually in arrear on 1 January of each year (or the following business day). For the period from the Settlement Date of the Bonds to 31 December 2002, an interest amount of Euro 1.20 per Bond will be payable on 1 January 2003 (or the following business day).

GROSS YIELD TO MATURITY

3.875 per cent. at the Settlement Date (in the absence of conversion into or exchange for Shares and redemption prior to maturity).

REDEMPTION AT MATURITY

Redemption in full on 1 January 2018 at a principal amount of Euro 125.46 per Bond, equal to 139.40 per cent. of the principal amount of each Bond.

EARLY REDEMPTION AT THE OPTION OF THE COMPANY

Possible:

- at the option of the Company, at any time, by means of repurchases on or off-market or by means of public offers;
- at the option of the Company at any time from 1 January 2006 until the seventh business day preceding the redemption date, at an early redemption price (the “Early Redemption Price”) which will ensure that the initial Bondholder receives a gross yield to maturity equivalent to that which would have been received in the event of redemption at maturity, if the product of (i) the applicable conversion/exchange ratio and (ii) the arithmetic average of the closing prices of VINCI Shares on the *Premier Marché* of Euronext Paris S.A. calculated over a period of 20 consecutive stock exchange trading days during which the Shares are quoted, as selected by VINCI from among the 40 consecutive stock exchange trading days during which the Shares are quoted preceding the date of publication of the notice announcing such early redemption, exceeds 125 per cent. of such Early Redemption Price;
- at the option of the Company at any time at the Early Redemption Price (as defined above), if less than 10 per cent. of the Bonds issued remain outstanding.

EARLY REDEMPTION AT THE OPTION OF THE BONDHOLDERS

Each bondholder (a “Bondholder”) may request that all or part of its Bonds be redeemed at the Early Redemption Price calculated as at the applicable Early Redemption Date (as defined below) on 2 May 2006, 2 May 2010 and 2 May 2014 (or the following business day) (the “Early Redemption Date”).

EARLY REDEMPTION IN THE EVENT OF DEFAULT

The Bonds will be redeemable in accordance with the terms of paragraph 2.3.7.7 (“Early redemption of the Bonds in the event of default”) in the event of a default by the Company or any of its Principal Subsidiaries as defined in paragraph 2.3.7.7.

CONVERSION AND/OR EXCHANGE OF THE BONDS FOR SHARES

The Bondholders may request the conversion and/or exchange of the Bonds for Shares at any time from the Settlement Date until the seventh business day preceding the redemption date, at a ratio of one Share per Bond, subject to the adjustments provided for in paragraph 2.6.7.

PREFERENTIAL SUBSCRIPTION RIGHTS AND PRIORITY SUBSCRIPTION PERIOD

The Company’s shareholders have waived their preferential subscription rights. No priority subscription period is applicable.

The Company may at its discretion deliver new Shares to be issued and/or existing Shares.

SUBSCRIPTION PERIOD

The placement of the Bonds with institutional investors took place on 22 April 2002. Subscription will be open to individuals in France from 24 April 2002 to 26 April 2002 inclusive.

RIGHTS ATTACHED TO NEW SHARES ISSUED FOLLOWING CONVERSION

New Shares to be issued following conversion of the Bonds shall carry full rights from the first day of the financial year in which the Bonds are so converted (including all dividends payable in respect of the financial year in which the conversion occurs and in respect of subsequent years).

RIGHTS ATTACHED TO EXISTING SHARES DELIVERED AFTER EXCHANGE

Existing Shares delivered on exchange of the Bonds shall carry full rights from the date of delivery (including all dividends payable following delivery of such Shares).

RATING OF THE BONDS

The Bonds have not been rated.

CLOSING PRICE OF THE SHARES

Reference price of the Shares : Euro 72 per Share.

APPLICABLE LAW

French law.

LISTING OF THE BONDS

Premier Marché of Euronext Paris S.A.

LISTING OF THE SHARES

Premier Marché of Euronext Paris S.A.

CLEARING

Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme*.

CHAPTER I

PERSONS RESPONSIBLE FOR THE FINAL PROSPECTUS AND THE AUDIT OF THE ACCOUNTS

1.1 PERSON RESPONSIBLE FOR THE FINAL PROSPECTUS

Mr. Antoine ZACHARIAS, Chairman and Managing Director

1.2 CERTIFICATE OF THE PERSON RESPONSIBLE FOR THE FINAL 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 and its subsidiaries, as well as the rights attached to the securities being offered. This document does not contain any omission that makes it misleading.”

Antoine ZACHARIAS
Chairman and Managing Director

1.3 PERSONS RESPONSIBLE FOR THE AUDIT OF THE ACCOUNTS

1.3.1 Statutory auditors

RSM SALUSTRO REYDEL, 8, avenue Delcassé - 75008 Paris, France

represented by Bernard CATTENOZ and Benoît LEBRUN

Date of first appointment: 23 June 1989

Expiry of present appointment: subsequent to the Shareholders' Meeting that will approve the financial statements for 2006

DELOITTE TOUCHE TOHMATSU, 185 avenue Charles-de-Gaulle - 92200 Neuilly-sur-Seine, France

represented by Thierry BENOIT and Dominique DESCOURS

Date of first appointment: 30 May 2001

Expiry of present appointment: subsequent to the Shareholders' Meeting that will approve the financial statements for 2006

1.3.2 Substitute statutory auditors

François PAVARD, 8, avenue Delcassé - 75008 Paris, France

Date of first appointment: 16 June 1995

Expiry of present appointment: 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 appointment: 30 May 2001

Expiry of present appointment: subsequent to the Shareholders' Meeting that will approve the financial statements for 2006

1.4 CERTIFICATE (AVIS) OF THE STATUTORY AUDITORS ON THE NOTE D'OPERATION

In our capacity as statutory auditors of VINCI, and pursuant to the *Commission des opérations de bourse* Regulation no. 98-01, we have verified, in accordance with the professional standards applicable in France, the information relating to the financial condition set out in this *Note d'opération définitive* in connection with the issue and admission to the *Premier Marché* of Euronext Paris SA, of Bonds convertible into new Shares and/or exchangeable for existing Shares.

This *Note d'opération définitive* supplements the *Document de référence* of VINCI filed with the *Commission des opérations de bourse* under the number D.02-215 on 12 April 2002, in respect of which we have already given an opinion wherein we concluded on 5 April 2002 that:

- The annual and consolidated financial statements of VINCI for the financial years ended 31 December 1999, 31 December 2000 and 31 December 2001 were audited by us pursuant to professional standards applicable in France, and were certified without qualification.

Our report on the consolidated financial statements to 31 December 1999 refers 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 examined the pro forma consolidated financial statements for the financial years ended 31 December 1999 and 2000, prepared under the responsibility of the Board of Directors and included in this document, in accordance with professional standards applicable in France and have rendered an unqualified report thereon, which includes the above comment in respect of the historical consolidated financial statements of VINCI at 31 December 1999.

Based on the procedures described above, we have no further comments to make with respect to the fairness of the information on the financial position of the Company or the 31 December 2001 financial statements included in this *Note d'opération définitive*.

This *Note d'opération définitive* has been prepared by the Board of Directors. It is our duty to express an opinion on the fairness of the information it contains relating to the Company's financial position.

Our procedures, performed in accordance with the professional standards applicable in France, consisted of verifying the fair presentation of the information on the financial position and checking that it is in accordance with the financial statements on which a report has been issued. They also consisted of reading the other information contained in the *Note d'opération définitive* in order to identify any significant inconsistencies between it and the information relating to the financial position and the financial statements, and pointing out any manifestly incorrect information that may have come to our attention based on our overall knowledge of VINCI, obtained during our audit. As this *Note d'opération définitive* does not contain any isolated forward-looking statements resulting from a structured elaboration, our review has not taken into account the management's hypotheses and their statistical expressions.

On the basis of these procedures, we have no further comments to make regarding the fairness of the information on the financial position contained in this *Note d'opération définitive*.

Neuilly-sur-Seine and Paris, 23 April 2002

The Statutory Auditors

DELOITTE TOUCHE TOHMATSU

RSM SALUSTRO REYDEL

Thierry BENOIT

Dominique DESCOURS

Bernard CATTENOZ

Benoît LEBRUN

1.5 PERSONS RESPONSIBLE FOR THE FINANCIAL INFORMATION

Christian LABEYRIE

Finance Director, member of the Executive Committee and Secretary of the Board of Directors

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Pierre COPPEY

Director Communications Human Resources and Synergies and member of the Executive Committee

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CHAPTER II

ISSUE AND ADMISSION TO THE *PREMIER MARCHÉ* OF BONDS CONVERTIBLE INTO NEW SHARES AND/OR EXCHANGEABLE FOR EXISTING SHARES

2.1 CONTEXT OF THE ISSUE

2.1.1 Authorisations

2.1.1.1 *General shareholders' meeting authorising the issue*

The combined general meeting of shareholders (*assemblée générale mixte*) ("General Meeting") of the Company 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 (*conseil d'administration*), from 30 May 2001 and for a period of 26 months, the necessary power to issue, on one or more occasions, in France and abroad, in Euros or in any other currency or currency 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:
 - ordinary Shares;
 - securities giving rights by way of conversion, exchange, reimbursement, presentation of a warrant, a combination of the above or in any other manner, to the allotment, 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 above-mentioned delegation;
- decided that the maximum principal amount of any increase of share capital to be made available immediately and/or in the future pursuant to this tenth resolution shall not exceed Euro 400 million, not including any adjustments that may be made pursuant to the law, it being understood 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, and that capital increases made prior to this authorisation will not be taken into account in this limit;
- decided that the maximum principal amount of debt securities giving access to the capital shall not exceed Euro 1,300 million or the equivalent thereof as at 30 May 2001 in any other currency or currency unit established by reference to several currencies, it being understood 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 that meeting will be included in the Euro 1,300 million limit;
- granted all necessary powers to the Board of Directors, including the ability to sub-delegate to the Chairman, to issue Shares, warrants (*bons de souscription d'actions*) or securities at times decided by it and in accordance with applicable law, in particular:
 - to determine the type, characteristics and terms and conditions of the securities to be issued;
 - to arrange for any charges to be set against issue or transfer premiums;

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- to attribute all securities by means of conversion, exchange, reimbursement or presentation of a warrant;
- to set the terms and conditions of the issue(s);
- to set the principal amount, the issue price and the premium that may, if applicable, be set at the time of issue;
- to determine the method of payment for the Shares and/or the securities to be issued;
- if applicable, to determine the terms and conditions for the exercise of rights attached to the securities issued or to be issued and, in particular, set the date, which may be retroactive, from which new Shares give rights, as well as all other terms and conditions of the issue;
- to set the terms and conditions under which the Company may, if applicable, be entitled to buy or exchange the securities issued or to be issued on a 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 the possible suspension of the exercise of rights attached to the securities issued for a maximum period of 3 months;
- to charge the costs of 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 into any agreements, take any measures, decide on and carry out any formalities and set all the necessary conditions to successfully carry out any transaction contemplated by this authorisation.

2.1.1.2 Decision of the Board of Directors and the Chairman of the Board

By virtue of the authorisation granted by the General Meeting of 30 May 2001, and in particular its tenth resolution, the Board of Directors, in its meeting of 12 March 2002, authorised the Chairman to issue bonds convertible into new Shares and/or exchangeable for existing Shares without shareholders' preferential subscription rights, on the terms and conditions set by the Board during its meeting of 12 March 2002.

On 23 April 2002, the Chairman of the Board of Directors set the initial principal amount of the issue at Euro 435,000,060 which may be increased to 500,250,060, and determined the following terms.

2.2 INFORMATION RELATING TO THE BONDS

2.2.1 Number and principal amount of the Bonds issued, proceeds of the issue

In this *Note d'opération définitive*, a "Bond" means a bond convertible into new Shares and/or exchangeable for existing Shares of the Company, the terms of which are set out herein.

2.2.1.1 Number and principal amount of the Bonds

This issue by the Company of 2 per cent. Bonds due January 2018 will consist of a total initial principal amount of Euro 435,000,060, divided into 4,833,334 Bonds.

To cover possible over-allotments, the Company has granted the Lead Manager and Bookrunner an over-allotment option of up to a maximum of 15 per cent. of the initial principal amount, which shall be exercisable once only on or before 26 April 2002. If the over-allotment option is exercised in full, the total principal amount of the issue will increase to Euro 500,250,060, divided into 5,558,334 Bonds.

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2.2.1.2 Proceeds of the Issue

The gross proceeds of the issue will be Euro 435,000,060 which, if the over-allotment option is exercised in full, may be increased to Euro 500,250,060.

The net proceeds of the issue paid to the Company, after deduction of approximately Euro 5,000,000 for financial intermediaries fees and legal and administrative costs, will be Euro 430,000,060 which, if the over-allotment option is exercised in full, may be increased to approximately Euro 494,550,060.

2.2.2 Structure of the issue

2.2.2.1 Placement

The Bonds are offered in a global offering:

- in France, to corporates and individuals, and
- outside France, by way of a private placement, in accordance with the rules applicable in each country where the placement is made, with the exception of the United States of America, Canada and Japan where no placement may be made.

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

2.2.2.2 Selling restrictions

The distribution of the final prospectus or the sale of the Bonds may be subject to specific regulations in certain jurisdictions. Any persons in possession of the final prospectus should inform themselves of and comply with any local restrictions contained therein.

The financial institutions participating in the placement of the Bonds will 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 selling restrictions.

United Kingdom selling restrictions

Each institution involved in the offering agrees that:

- (a) it has not offered or sold, and will not, prior to the expiry of a period of six months from the issue date of the Bonds, offer or sell any Bonds to persons in the United Kingdom, except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses 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) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Acts 2000 (the “FSMA”)) received by it in connection with the issue or sale of any Bonds in circumstances in which Section 21(1) of the FSMA does not apply to the Company; and
- (c) it has complied, and will comply with all provisions of the FSMA with respect to anything done by it in relation to the Bonds, in, from or otherwise involving the United Kingdom.

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Original in French**

United States selling 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 (the “Securities Act”) and, subject to certain exceptions, may be neither offered nor sold in the United States of America or to or for the account or benefit of U.S. persons.

Each institution responsible for the Offering agrees and warrants that it will not offer and sell the Bonds or Shares to be issued upon conversion or delivered upon exchange of the Bonds (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the Settlement Date within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each distributor or dealer to which it sells Bonds during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Bonds within the United States or to, or for the account or benefit of, U.S. persons.

The Bonds are offered and sold outside the United States to persons which are not U.S. persons pursuant to Regulation S of the Securities Act.

Terms used in the preceding paragraphs have the meanings given to them in Regulation S of the Securities Act.

In addition, until 40 days after the commencement of the offering, an offer or sale of Bonds or Shares to be issued upon conversion or delivered upon exchange of the Bonds within the United States by a dealer (whether or not it is participating in the offering) may violate the registration requirements of the Securities Act.

Canada and Japan selling restrictions

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

2.2.3 Intentions of the main shareholders

None of the main shareholders have advised the Company of an intention to subscribe for the Bonds.

2.2.4 Preferential subscription rights, priority subscription period

The shareholders have expressly waived their preferential subscription rights to the Bonds. This decision also includes an express waiver by the shareholders of their preferential subscription rights to the new Shares to be issued on conversion of the Bonds.

No priority subscription period for the Bonds is applicable.

2.2.5 Subscription period

The placement with institutional investors took place on 22 April 2002. The subscription will be open to individuals from 24 April 2002 to 26 April 2002 inclusive.

Timetable:

22 April 2002	Visa of the <i>Commission des opérations de bourse</i> on the <i>Note d'opération préliminaire</i> .
22 April 2002 (evening)	Bookbuilding.

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Original in French**

23 April 2002	Determination of the final terms of the issue and visa of the <i>Commission des opérations de bourse</i> on this <i>Note d'opération définitive</i> .
24 April 2002	Commencement of subscription period for the public.
26 April 2002	End of subscription period for the public.
26 April 2002	Deadline for exercise of over-allotment option.
2 May 2002	Settlement and delivery of Bonds.

The final principal amount of the issue and the final number of Bonds will be determined by 26 April 2002 and set out in a notice published by Euronext Paris S.A. as soon as possible after that date.

2.2.6 Financial institutions responsible for the offering

Orders for subscription should be placed with BNP Paribas acting as Lead Manager and Bookrunner.

2.3 TERMS AND CONDITIONS OF THE BONDS

2.3.1 Form, denomination and delivery of the Bonds

The Bonds to be issued by the Company are neither convertible bonds within the meaning of Articles L.225-161 *et seq.* of the *Code de commerce*, nor exchangeable bonds within the meaning of Articles L.225-168 *et seq.* of the *Code de commerce*, but rather constitute securities carrying rights to convert or exchange bonds for share capital within the meaning of Articles L.228-91 *et seq.* of the *Code de commerce*.

The Bonds will be governed by French law.

The Bonds will be in either registered or bearer form, at the option of the holders. The Bonds will in any event be issued in dematerialised book-entry form and held, as the case may be, by:

- BNP Paribas Securities Services S.A. acting for the Company in respect of fully registered Bonds (*nominatifs purs*);
- a Euroclear France authorised financial intermediary (*intermédiaire financier habilité*) for administered registered securities (*nominatifs administrés*) and bearer securities (*au porteur*).

Settlement and delivery of the issue will take place through the SLAB system of settlement and delivery of Euroclear France (formerly Sicovam S.A.) (Sicovam Code: 18841 and ISIN Code: FR0000188419).

All Bonds will be accepted for clearing through Euroclear France, which will ensure the clearing of the Bonds amongst the account holders. The Bonds will also be accepted for clearing through Euroclear Bank S.A/N.V. and Clearstream Banking, société anonyme.

The Bonds will be inscribed in book-entry form and will be transferable as from the Settlement Date.

2.3.2 Principal amount of each Bond - Issue Price

The principal amount of each Bond is Euro 90. The Bonds shall be issued at par, namely Euro 90 per Bond, payable in full on the Settlement Date.

2.3.3 Issue Date

2 May 2002.

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Original in French**

2.3.4 Settlement Date

2 May 2002.

2.3.5 Nominal Interest Rate

2 per cent.

2.3.6 Annual Interest Rate

The Bonds will bear interest at a rate of 2 per cent. per annum, i.e. Euro 1.80 per Bond, payable annually in arrear on 1 January of each year. For the period from the Settlement Date to 31 December 2002, an interest amount of Euro 1.20 per Bond will be payable on 1 January 2003 (or, if such day is not a business day, on the following business day).

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, divided by 365 for a 365-day year (or by 366 days in a leap year).

Subject to paragraph 2.6.5 “Rights of Bondholders to interest on the Bonds and to dividends on delivered Shares”, 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.

A “business day” shall mean any day (other than a Saturday or Sunday) on which banks are open in Paris and on which Euroclear France operates normally.

2.3.7 Redemption

2.3.7.1 Redemption at maturity

Unless they are subject to early redemption, exchange or conversion, the Bonds will be redeemed in full on 1 January 2018 at the price of Euro 125.46 per Bond, equal to 139.40 per cent. of the principal amount of each Bond.

Claims in respect of principal will become void after a period of 30 years from the due date of redemption.

2.3.7.2 Early redemption through repurchase or public offers

The Company may at any time, without any limitation as to price or quantity, redeem the Bonds early, either through repurchases, 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.

2.3.7.3 Early redemption at the Company's option

- (1) The Company may at any time from 1 January 2006 to the seventh business day preceding the scheduled redemption date, redeem all outstanding Bonds subject to the following conditions:
 - (i) at an Early Redemption Price, including interest from and including 1 January preceding the Early Redemption Date to and including the actual redemption date, which shall be determined so that the Bondholder on such Early Redemption Date (taking into account previous interest payments received) will receive a gross yield to maturity equivalent to that which would have been received in the event of redemption at maturity, i.e. 3.875 per cent.;
 - (ii) such early redemption shall only be possible if the product of:
 - the then prevailing conversion/exchange ratio (as defined in paragraph 2.6.3); and,

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Original in French**

- the arithmetic average of the closing prices of the Company's Shares on Euronext Paris S.A. calculated over any 20 consecutive stock exchange trading days during which the Company's Shares are quoted, as selected by the Company from the 40 consecutive stock exchange trading days preceding the date of publication of a notice relating to such early redemption (as set out in paragraph 2.3.7.4);

exceeds 125 per cent. of the such Early Redemption Price.

For information purposes, the table below sets out, as at the interest payment dates during the optional early redemption period, the Early Redemption Price of each Bond, in the event of early redemption, the minimum price per Share required in order to allow early redemption, the implied average annual growth rate for the Shares in case of exercise of the conversion/exchange and the yield to maturity for the Bondholder who exercises his right to convert and/or exchange:

Date of early redemption	Early Redemption Price	Minimum price per Shares required to allow early redemption	Implied annual average growth rate for the Shares	Yield to maturity in the event of the exercise of conversion/exchange right
1 January 2006	Euro 96.34	Euro 120.42	15.04 per cent.	10.08 per cent.
1 January 2010	Euro 104.35	Euro 130.43	8.05 per cent.	6.68 per cent.
1 January 2014	Euro 113.67	Euro 142.09	5.99 per cent.	5.64 per cent.
1 January 2017	Euro 121.66	Euro 152.07	5.23 per cent.	5.24 per cent.

- (2) The Company may, at its option, redeem at any time all of the Bonds outstanding at a price equal to the Early Redemption Price set out in paragraph 2.3.7.3(1) (i) above, if less than 10 per cent. of the Bonds remain outstanding.
- (3) In each case specified in sub-paragraphs 1 and 2 above, Bondholders shall remain entitled to exercise their right to convert/exchange the Bonds pursuant to the provisions of paragraph 2.6.

2.3.7.4 Publication of information relating to early redemption or redemption at maturity

Information relating to the number of Bonds redeemed, converted or exchanged and the number of outstanding Bonds will be sent each year to Euronext Paris S.A. for publication and may be obtained from the Company or the Fiscal Agent.

Any decision to redeem the Bonds at or prior to maturity will be published in a notice in the *Journal Officiel* (in so far as is required by current regulations), in a notice in a financial newspaper with national circulation in France and in a notice of Euronext Paris S.A., at the latest one month prior to the date set for redemption.

2.3.7.5 Early redemption at the option of the Bondholders

Any Bondholder may request early redemption of all or part of its Bonds on 2 May 2006, 2 May 2010 and 2 May 2014 (or if such day is not a business day the following business day) at the Early Redemption Price (as defined in paragraph 2.3.7.3), as calculated on the applicable Early Redemption Date.

The Company will remind the Bondholders of their early redemption option by way of a notice to be published in the *Journal Officiel* between 45 and 30 days before the Early Redemption Date. In addition, such

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Original in French

information will be published in a financial newspaper with national circulation in France and in a notice to be issued by Euronext Paris S.A.

Each Bondholder requesting early redemption of all or part of its Bonds on any of the Early Redemption Dates will have to submit its request to the Euroclear France authorised financial intermediary through which such Bonds are held and which will then transmit such request to the Fiscal Agent, by not later than the tenth business day preceding the relevant Early Redemption Date.

Once the request for early redemption has been made by Bondholder to the Euroclear France authorised financial intermediary, such request will become irrevocable and the Company will be bound to redeem all the Bonds which are the subject of early redemption requests on the relevant Early Redemption Date, in accordance with the above conditions.

2.3.7.6 Cancellation of the Bonds

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

2.3.7.7 Early redemption upon an event of default

The representatives of the *Masse* may, pursuant to a majority decision of the Bondholders' general meeting, by joint written notice sent to the Company with a copy to the Fiscal Agent, require that all the Bonds be redeemed at the Early Redemption Price calculated in accordance with paragraph 2.3.7.3(1)(i) if any of the following events occurs:

- (a) the Company fails to pay on the due date any interest due on any Bond and such default is not remedied within a period of 10 business days from such due date;
- (b) the Company fails to perform any of its other obligations under the terms of the Bonds and such failure is not remedied within a period of 30 days from receipt by the Company of written notification of said default from the representatives of the *Masse*;
- (c) the Company or any of its Principal Subsidiaries (as defined below) fails to pay any amount due under any of its other indebtedness (*dettes d'emprunt*) or guarantees in respect of borrowed money (*garantie d'emprunt*), in excess of Euro 20 million, at maturity or, if applicable, on expiry of any applicable grace period;
- (d) any indebtedness of the Company or any one of its Principal Subsidiaries (as defined below) in excess of Euro 20 million becomes due and payable prior to its stated maturity;
- (e) the Company or any of its Principal Subsidiaries (as defined below) seeks the appointment of an administrative receiver (*conciliateur*), makes a settlement with its principal creditors (*accord amiable*), ceases payments (*cessation de paiements*), or becomes subject to a judicial liquidation (*liquidation judiciaire*) or a transfer of the whole of its business (*cession totale de l'entreprise*) or any other equivalent procedure or measure;
- (f) the Company's Shares cease to be listed on Euronext Paris S.A. or any other regulated or similar market within the European Union.

For the purposes of the foregoing, a "Principal Subsidiary" means a fully consolidated company in which the Company, directly or indirectly, controls at least 50 per cent. of the voting rights and which represents over 10 per cent. of the consolidated turnover of the Company over the last financial year.

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Original in French**

2.3.8 Gross yield to maturity

The gross yield to maturity will be 3.875 per cent. as at the Settlement Date (provided that the Bonds are not converted and/or exchanged into Shares or redeemed prior to maturity).

In the French bond market, “gross yield to maturity” means the annual rate which, at a given date, is equal, on a compounded interest basis, to the present value of all amounts payable and receivable under the Bonds (as defined by the *Comité de Normalisation Obligataire*).

For information purposes, the table below sets out the required minimum trading price of the Company’s Shares at maturity, in order to give different yields spreads over French Treasury bonds (*Obligations assimilables du Trésor* (“OATs”)) with the same maturity date as well as the implied internal growth rate of the Shares:

Yield to maturity as at Settlement Date⁽¹⁾	Trading price of the Shares at maturity	Implied annual average growth rate of a Share^{(2) (3)}
OAT - 1 per cent. = 4.49 per cent.	Euro 141.20	4.39 per cent.
OAT = 5.49 per cent.	Euro 166.75	5.50 per cent.
OAT + 1 per cent. = 6.49 per cent.	Euro 196.28	6.61 per cent.

(1) Yield to maturity interpolated with French Treasury bond with same maturity: 5.49 per cent. on 22 April 2002.

(2) Excluding dividends.

(3) Compared to the reference price of Euro 72 and with a calculation date of 2 May 2002 (not including the last coupon)

2.3.9 Term and average duration of the Bonds

The scheduled term of the Bonds is 15 years and 244 days from the Settlement Date to the Maturity Date. The average duration is identical to such term of the Bonds in the absence of conversion and/or exchange and in the absence of early redemption.

2.3.10 Further issues

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

2.3.11 Status and negative pledge

2.3.11.1 Status

The Bonds and any interest thereon constitute direct, general, unconditional, unsubordinated and unsecured obligations of the Company, and rank equally among themselves and *pari passu* with all other present or future unsecured debts and guarantees of the Company.

2.3.11.2 Negative pledge

So long as any of the Bonds remain outstanding, the Company undertakes not to grant any mortgage (*hypothèque*) over its present or future real property assets, nor any pledge on its business (*nantissement sur*

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Original in French

son fonds de commerce) for the benefit of other bonds without granting the same security interest to the Bondholders and ensuring that the Bonds have the same ranking. This undertaking is given only in relation to security interests granted in favour of holders of bonds and does not affect in any way the Company's right to otherwise dispose of its assets or to grant security in respect of such assets in any other circumstances.

2.3.12 Guarantee

Payments of interest, principal, taxes, costs and other amounts are not subject to any specific guarantee.

2.3.13 Underwriting

A syndicate of banks led by BNP Paribas as Lead Manager and Bookrunner will underwrite the Bonds, pursuant to the terms of an underwriting agreement which should be entered into with the Company on 23 April 2002.

2.3.14 Rating

The Bonds are not rated.

2.3.15 Representation of Bondholders

Pursuant to Article L.228-46 of the *Code de commerce*, the Bondholders will be grouped together in a collective group (the "*Masse*") which shall have legal personality.

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

(a) Representatives of the *Masse*:

- Jean-Marcel François, residing at La Thibaudière, 4, rue des Cures, 77400 Thorigny-sur-Marne;
- Alain Moruzzi, residing at 7, rue de la Ferme, 78530 Buc.

The representatives shall have the power without restriction or reservation, acting jointly or severally, to carry out all acts of an administrative nature on behalf of the *Masse* to protect the common interests of the Bondholders. They will carry out these functions until their death, their resignation, their dismissal by the general meeting of Bondholders, or in the event of incapacity or until they become forbidden to act. Their appointment will automatically cease, in accordance with the law, on the date of final or full redemption, whether early or not, 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 judgements or settlements.

The remuneration of each of the appointed representatives of the *Masse* of Euro 500 per year is payable by the Company on 31 December in each year from 2002 to 2017 inclusive, assuming that there are still Bonds outstanding at that date.

(b) Substitute representatives of the *Masse*:

- Philippe Quinard residing at 5 bis, rue Bouquet, 77300 Fontainebleau;
- Christian Vallet residing at 28, avenue Charles Floquet, 75007 Paris.

These substitute representatives may be called on to replace either of the appointed representatives in their absence if they are unable to act.

The date on which the appointment of the substitute representative takes effect will be the date of delivery of the registered letter in which the remaining appointed representative, the Company or any other interested

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Original in French

party informs the substitute representative of the permanent or temporary unavailability of the other appointed representative. Where appropriate, this notification will also be sent, in similar form, to the Company.

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

They will only become entitled to the remuneration of Euro 500 if they take on the role of appointed representative permanently. This remuneration will accrue from the date on which they assume such duties.

The Company will bear the cost of the remuneration of the appointed representatives, Bondholder general meeting costs, costs of publishing the decisions thereof, and any costs linked to the appointment where appropriate of appointed representatives in accordance with Article L.228-50 of the *Code de commerce*, all costs of administration and management relating to the *Masse*, and the meeting costs of the *Masse*.

(c) **General conditions**

In the event of the Bondholders being called to a meeting, they will meet at the Company's registered office or in any other place specified in the notice convening the meeting.

Each Bondholder will have the right, during the 15 days preceding the Bondholders general meeting, to consult or obtain a copy of the text detailing the resolutions to be proposed and the reports to be presented to the meeting at the Company's registered office, administrative headquarters or any other place specified in the notice, in person or by proxy.

In the event of further bond issues giving subscribers identical rights to the Bondholders, and if so specified in the terms and conditions of such further bond issues, all Bondholders will be grouped together to form a single *Masse*.

2.3.16 Public offers

Under current French legislation, in the event of the Company's Shares being the subject of a public offer by way of exchange of securities or otherwise, the offer should also include any securities giving access to the Company's share capital or voting rights, and therefore the Bonds. Any public offer proposal would first be reviewed by the *Conseil des marchés financiers* which will decide on its admissibility having regard to the terms provided and, in particular, the value of the offer. A *note d'information* detailing the terms and conditions of the offer will also be submitted to the *Commission des opérations de bourse* for its approval (*visa*).

2.3.17 Taxation

Payments of interest and repayment of principal on the Bonds shall only be subject to the deduction of withholding tax and any other taxes that French law imposes or may impose on Bondholders.

Under current French legislation, the following summary sets out the tax consequences that may be applicable to Bondholders. However, all individuals or corporate entities (resident or non-resident for tax purposes in the Republic of France) should consult their usual tax advisers for details of the tax regime which applies in their particular case.

Payments of interest to Bondholders who are not French tax residents will be exempt from withholding tax to the extent described in paragraph 2.3.17.2 ("Non-French tax residents")

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

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Original in French**

2.3.17.1 *French tax residents*

1. Individuals holding the Bonds as part of their personal assets.

(a) Interest and redemption premium

Income received from the Bonds by individuals holding securities as part of their private assets is:

- either included in total income, subject to:
 - income tax calculated on a progressive scale,
 - the general social contribution of 7.5 per cent. of which 5.1 per cent. is deductible from taxable income (Articles 1600-0 C and 1600-0 E of the General Tax Code (*Code Général des Impôts*)),
 - a social levy of 2 per cent. (Article 1600-0 F *bis* III 1 of the General Tax Code),
 - a social debt repayment contribution of 0.5 per cent. (Articles 1600-0 G and 1600-0 L of the General Tax Code);
- or, at the taxpayer's option, subject to:
 - a withholding tax at the rate of 15 per cent. (Article 125-A of the General Tax Code),
 - a general social contribution of 7.5 per cent. (Articles 1600-0 C and 1600-0 E of the General Tax Code),
 - a social levy of 2 per cent. (Article 1600-F *bis* III 1 of the General Tax Code),
 - a social debt repayment contribution of 0.5 per cent. (Articles 1600-0 G and 1600-0 L of the General Tax Code).

(b) Capital Gains

Pursuant to Article 150-0 A of the General Tax Code, any capital gains realised by individuals are taxable from the first Euro of such gains where the aggregate amount of disposals of securities per tax household from the 1st January 2002 and in the course of that year exceeds the threshold of Euro 7,650 per annum as follows:

- income tax at the rate of 16 per cent. (Article 200 A-2 of the General Tax Code),
- a general social contribution of 7.5 per cent.,
- a social levy of 2 per cent., and
- a social debt repayment contribution of 0.5 per cent.

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 Euro 7,670 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 2.6.6.

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Original in French**

2. Legal entities subject to corporation tax

(a) Interest and redemption premium

Interest accrued on the Bonds during the financial year is included in taxable income and is taxable at an annual rate of 33.3 per cent., to which an additional surcharge of 3 per cent. is applicable (Article 235 *ter* ZA of the General Tax Code) for financial years ending on or after 1 January 2002.

A social contribution of 3.3 per cent. (Article 235 *ter* ZC of the General Tax Code) is also applicable; this is calculated on the amount of corporate tax, with an allowance of Euro 763,000 for each 12-month period. However, entities whose turnover before tax is less than Euro 7,630,000 and whose share capital is fully paid-up and held continuously as to at least 75 per cent. by individuals (or by entities satisfying these conditions for redemption of capital, turnover and holding of capital) are exempt from this contribution. Further, for such companies, corporation tax is fixed with respect to the first Euro 38,120 of taxable income for each twelve-month period at 15 per cent. for the financial years commencing after 1 January 2002.

Pursuant to the provisions of Article 238 *septies* E of the General Tax Code, companies holding the Bonds must consolidate a portion of the redemption premium received by them at the time of subscription or acquisition of such Bonds into the taxable income of each of their financial years when such premium exceeds 10 per cent. of the acquisition or subscription price.

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

(b) Capital gains

Disposal of the Bonds gives rise to a loss or a gain, which is to be included in taxable income.

The amount of the loss or the gain is equal to the difference between the disposal price and the acquisition price of the Bonds plus, where appropriate, the amount of the redemption premium, already taxed and not yet received, at a rate of 33.3 per cent. (or, if applicable, a rate of 15 per cent. of the Euro 38,120 cap for each period of 12 months) plus the additional surcharge of 3 per cent. (article 235 *ter* ZA of the General Tax Code) as well as, if applicable, the social contribution of 3.3 per cent. (Article 235 *ter* ZC of the General Tax Code).

(c) Conversion and/or exchange of Bonds into Shares.

See paragraph 2.6.6.

2.3.17.2 *Non-French tax residents*

(a) Income tax interest and redemption premiums

Bond denominated in Euros issued by French legal entities are deemed to be issued outside France for the application of the provisions of Article 131 *quater* of the General Tax Code (*Bulletin Officiel des Impôts 5 I 11-98, Instruction Administrative* dated 30 September 1998). Consequently, interest paid out on the Bonds to persons who are resident for tax purposes or have their registered office outside the French Republic shall be exempt from the withholding tax referred to in Article 125 A-III of the General Tax Code. Interest on the Bonds is, moreover, exempt from social contributions pursuant to Articles 1600-0 C *et seq.* of the General Tax Code.

(b) Capital gains

Persons who are not domiciled in France for tax purposes within the meaning of Article 4 B of the General Tax Code, or whose registered office is located outside France, are not subject to capital gains tax upon the disposal of the Bonds, provided that such Bonds are not listed in the assets of a permanent establishment or a fixed base located in France.

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Original in French

(c) Conversion and/or exchange of Bonds into Shares.

See paragraph 2.6.6.

2.4 LISTING AND TRADING

2.4.1 Listing

Application has been made to list the Bonds on the *Premier Marché* of Euronext Paris S.A. Listing is expected to take place on the Settlement Date under Sicovam Code 18841.

No application for listing on any other market is planned.

2.4.2 Restrictions on the transferability of the Bonds

No restriction is imposed by the terms and conditions of the issue on the transferability of the Bonds.

2.4.3 Listing of similar securities

In July 2001, the Company issued 5,750,000 bonds, with a principal amount of Euro 518 million, which have been listed since 20 July 2001.

2.5 GENERAL INFORMATION

2.5.1 Fiscal Agent

BNP Paribas Securities Services S.A. as “Fiscal Agent” will centralise payments under the Bonds (payment of accrued interest, redemption of the Bonds at maturity, etc.).

The fiscal agency of the Bonds shall also be carried out by BNP Paribas Securities Services S.A..

2.5.2 Courts having jurisdiction in the event of a dispute

Claims against the Company as defendant will be submitted to the jurisdiction of the courts at the location of its registered office and otherwise will be designated pursuant to the nature of the dispute, unless otherwise provided for in the French civil procedure code (*Nouveau Code de Procédure Civile*).

2.5.3 Use of proceeds

For several years, the Company has set about re-focusing its portfolio of activities by developing in priority business lines with a higher added value and which offer continuing growth potential, i.e. concessions and related services, electrical engineering, road works and facility management.

This strategy is implemented by means of a focused external growth policy, the main elements in 2001 being the acquisition of WFS, a North American leader in airport services, the acquisition of 14.9 per cent. of the issued share capital of the British airport operator TBI and the acquisition of the Austrian company TMS, which specialises in automated systems for the automobile industry. In April 2002, in the context of a offering of shares in ASF (a company that operates 2,800 km of motorway in the south and west of France), the Company acquired 37,311,246 ASF shares representing 16.4 per cent. of ASF's share capital at an average price of Euro 26.68 per share.

The issue proceeds of the Bonds will be used to re-finance the external growth operations undertaken by the Company, in particular its investment in ASF. They will permit the Company to lengthen the maturity of its financings and to reduce its average financing costs, while protecting the interests of its shareholders (as conversions may be satisfied, at the Company's option, by the delivery of either new or existing Shares or a combination of the two).

2.6 CONVERSION AND/OR EXCHANGE OF BONDS INTO SHARES

2.6.1 Nature of the conversion and/or of exchange rights

Bondholders shall, at any time from the Settlement Date, have the right to receive at the option of the Company, new or existing Shares in the Company (hereafter called the “right to request the conversion or exchange for Shares”), which shall be paid up and/or settled by delivery by way of set-off against amounts owed under the Bonds, subject to the provisions set out below in paragraph 2.6.8 “Treatment of fractional entitlements”.

At its option, the Company may deliver new Shares and/or existing Shares (hereafter called the “right to attribute Shares”).

By a decision of the general shareholder’s meeting held on 19 December 2000, the Company was authorised, pursuant to article L.225-209 et seq. of the French Commercial Code (Code de commerce), and for a period of 18 months from 19 December 2000 to purchase its own Shares f up to 10 per cent. of its share capital. This Share purchase programme was described in a prospectus approved by the Commission des opérations de bourse on 1 December 2000 under number 00-1954.

On 2 March 2002, the number of Shares repurchased by the Company was 7,469,530, corresponding to 8.8 per cent. of its share capital. Of those 7,469,530 repurchased Shares :

- 7,010,587 Shares cover purchase options granted to VINCI employees. 36 per cent. of those options are currently exercisable, 25 per cent. will be exercisable from October 2002, 3 per cent. from March 2003 and 36 per cent. from January 2004;*
- 308,783 Shares cover a call option (expiration: January 2003, exercise price: Euro 63.68) granted to a financial institution in connection with hedging activities relating to a leveraged employee savings plan;*
- the balance, corresponding to 150,160 Shares, is held in an investment portfolio and can be used in particular to deliver Shares in exchange for Bonds.*

A new Share repurchase programme covering up to 10 per cent. of the share capital will be submitted to the general shareholders’ meeting scheduled for 6 June 2002.

2.6.2 Suspension of the conversion/exchange right

In the event of a share capital increase, an issue of securities conferring rights to receive Shares, a merger (*fusion*) or spin-off (*scission*) or any other financial transaction conferring preferential subscription rights, or providing a priority subscription period for the benefit of the Company’s shareholders, the Company reserves the right to suspend the Bondholders’ right to request the conversion or exchange for Shares for a period not exceeding three months. This suspension does not affect the rights of Bondholders exercising their right to request the conversion or exchange for Shares during the period set out in paragraph 2.6.3.

The Company’s decision to suspend the exercise of the right to request the conversion or exchange for 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, and shall mention the commencement and the end dates of the suspension. This information will also be published in a financial newspaper with general circulation in France and in a notice issued by Euronext Paris S.A..

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2.6.3 Exercise Period and conversion/exchange ratio

The right to request the conversion or exchange of the Bonds for Shares may be exercised at any time from the Settlement Date to the seventh business day preceding the redemption date, at a ratio of ONE Share for ONE Bond, subject to paragraph 2.6.7 “Adjustments/Maintenance of Bondholders’ rights”.

For Bonds redeemed at maturity or prior to maturity, the right to request the conversion or exchange for Shares shall end on the seventh business day preceding the relevant redemption date.

Any Bondholder who has not exercised his right to request the conversion or exchange for Shares prior to this date will receive the redemption price determined in accordance with paragraph 2.3.7.1 or paragraph 2.3.7.3, as the case may be.

2.6.4 Exercise of the conversion/exchange right

To exercise their conversion/exchange right, Bondholders must send a request to the Euroclear France authorised financial intermediary with which their Bonds are registered. BNP Paribas Securities Services S.A. will centralise all such requests.

Any request to convert or exchange Bonds for Shares that received by BNP Paribas Securities Services S.A. in this capacity during a calendar month (hereafter called an “Exercise Period”) shall take effect on of the earlier of the following two dates (hereafter called an “Exercise Date”) below:

- (i) the last business day of such calendar month; and
- (ii) the 7th business day preceding the date set for the redemption.

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

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

All Bondholders with the same Exercise Date shall be treated equally and shall have their Bonds, as the case may be, converted and exchanged in the same proportion, subject to rounding.

Bondholders shall receive the Shares on the seventh business day following the Exercise Date.

2.6.5 Rights of Bondholders to interest on the Bonds and to dividends on delivered Shares

In case of exercise of the right to request the conversion or exchange for Shares, no interest shall be paid to Bondholders in respect of the period elapsed between the last interest payment date preceding the Exercise Date and the date on which the Shares are delivered.

The rights attached to new Shares issued upon conversion are described in paragraph 2.7.1.1 below.

The rights attached to existing Shares delivered upon an exchange are described in paragraph 2.7.1.2 below.

2.6.6 Tax regime on conversion and/or exchange

Under current French legislation, the following tax regime applies.

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2.6.6.1 French tax residents

1. Individuals holding the Bonds as part of their private assets

The conversion of the Bonds into new Shares and/or the exchange of the Bonds for existing Shares is not considered to be a transfer for value.

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

If such Shares are later sold, the net gain, calculated on the basis of the acquisition price or the 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.

To the extent that they are subject to tax, such capital gains are taxed at the rate of 26 per cent. (consisting of income tax of 16 per cent., general social contribution of 7.5 per cent., social levy of 2 per cent. and social debt repayment contribution of 0.5 per cent.).

2. Legal entities subject to corporation tax

2.1 Regime applicable to the conversion of the Bonds into new Shares

Capital gains made or losses incurred upon the conversion of the Bonds into new Shares by legal entities that are French residents for corporate tax purposes have the benefit of the tax deferral provided for in Article 38-7 of the General Tax Code and accordingly are included in income for the fiscal year during which the Shares received upon conversion are disposed of.

Accordingly, upon subsequent transfer of the Shares delivered upon conversion, any capital gain or loss attributed to such transfer is calculated on the basis of the value for tax purposes that the Bonds were deemed to have had for the transferor.

Subject to a penalty equal to 5 per cent. of the sums deferred, legal entities that benefit from tax deferral must satisfy the annual disclosure requirements provided for by Article 54 *septies* I and II of the General Tax Code until the expiry of such deferral.

2.2 Regime applicable to the exchange of the Bonds into existing Shares

The tax deferral regime does not apply to the exchange of the Bonds for existing Shares. In this case, any profit or loss resulting from an exchange will be subject to corporate tax under the conditions specified by French law as described in paragraph 2.3.17.1.

The same will apply in the case of delivery of both new and existing Shares for a Bond.

2.6.6.2 Non-French tax residents

Capital gains realised on conversion of the Bonds into new Shares and/or the exchange of the Bonds for existing Shares by persons non resident in France for tax purposes, or whose registered office is not in France (and who do not have an established or fixed base in France to act as the registered holder of the Bonds), are not subject to tax in France.

2.6.7 Adjustments / Maintenance of Bondholders rights

2.6.7.1 Company's obligations

Pursuant to French law and for as long as any of the Bonds are outstanding, the Company undertakes not to redeem any of its share capital r, nor to alter the way it distributes its profits. The Company may, however,

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Original in French**

create preferred shares without voting rights, provided that the Bondholders' rights are unaffected pursuant to the requirements of paragraphs 2.6.7.2. to 2.6.7.4.

2.6.7.2 Capital reduction resulting from losses

In the event of a reduction in share capital due to losses, the rights of Bondholders exercising the right to request the conversion or exchange for Shares will be reduced accordingly, as if such Bondholders had been shareholders from the date of issue of the Bonds, whether the capital reduction was by way of a reduction in the nominal value of such Shares or in the number of such Shares.

2.6.7.3 Financial transactions

After any of the following transactions:

- an issue of securities with listed preferential subscription rights;
- an increase of share capital through capitalisation of reserves, profits or share premiums, and the distribution of bonus Shares, division or consolidation of Shares;
- a capitalisation of reserves, profits or share premiums, by increasing the nominal share value;
- a distribution of reserves or premiums in cash or securities;
- a bonus issue to shareholders of any financial instrument other than Shares in the Company;
- a takeover (*absorption*), merger (*fusion*) or spin-off (*scission*);
- the repurchase by the Company of its own Shares at a price higher than the market price; or
- the distribution of an exceptional dividend;

which the Company may carry out with effect from the present 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 conditions set out below.

This adjustment will be made so as to equalise the value of the Shares, that would have been obtained had the right to request the conversion or exchange for Shares been exercised before any of the above-mentioned operations took place and the value of such Shares that will be obtained if the right to request the conversion or exchange for Shares is exercised after such operation takes place.

In the event of adjustments being made as per sub-paragraphs 1 to 8 below, the new conversion/exchange ratio will be determined to three decimal places, rounded to the nearest one-thousandth (0.0005 being rounded up to the nearest one-thousandth). Any further adjustments will be based on the previous conversion/exchange ratio, calculated and rounded in the same way. Bonds may only be exchanged for a whole number of Shares, the payment of fractions being detailed below (see paragraph 2.6.8).

1. In the event of financial transactions taking place involving listed preferential subscription rights, the new Share conversion/exchange ratio will be equal to the product of the attribution ratio in effect prior to the commencement of the relevant transaction by the following formula:

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

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Original in French

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

2. In the event of an increase in share capital by capitalisation of reserves, profits or share premiums and bonus issue of Shares, or in the event of division or consolidation of Shares, the new Share conversion/exchange ratio will be equal to the product of the Share conversion/exchange ratio in effect before the commencement of the relevant transaction by the following formula:

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

3. In the event of an increase in capital by means of a capitalisation of reserves, profits or share premiums effected by increasing the Shares' nominal value, Bondholders who exercise their right to request the conversion or exchange for Shares will be entitled to a Share with a nominal value increased accordingly.

4. In the event of distribution of reserves or premiums in the form of cash or securities, the new Share conversion/exchange ratio will be equal to the product of the Share conversion/exchange ratio applicable before the commencement of the relevant transaction by the following formula:

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

To calculate this formula:

- the Share price before distribution will be determined by using the average opening price quoted on Euronext Paris S.A. (or, if not listed on Euronext Paris S.A., on such other regulated or similar market on which the Shares are quoted), for 20 consecutive stock exchange trading days, during which the Shares were traded chosen from the 40 trading days preceding the date of distribution;
- the value of securities 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 such regulated or similar market for 20 consecutive stock exchange trading days during which the Shares were traded, chosen from the 40 trading days preceding the date of distribution;
- if the securities are not traded on a regulated or similar 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 Shares are traded, to be chosen by the Company from within the 40 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 a bonus issue to shareholders of any financial instrument(s) other than Shares in the Company, the new Share conversion/exchange ratio will be:

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Original in French

(a) if the right to receive the financial instrument(s) are quoted on Euronext Paris SA, the product of the applicable Share conversion/exchange ratio prior to the relevant transaction, calculated using the following formula:

$$\frac{\text{Share price ex-right} + \text{value of the free distribution right}}{\text{Share price ex-right}}$$

For the calculation of this formula, the ex-rights Share value and the value of the free distribution right will be determined by using the average opening price quoted on Euronext Paris S.A. (or, if not quoted on Euronext Paris S.A., on another regulated or similar market on which the Shares and the free distribution rights are both quoted), of the Shares and the free distribution rights, for the first 10 stock exchange trading days during which both are traded simultaneously. If this calculation is based on fewer than five quotations, it will be determined or validated by an independent expert.

(b) if the free distribution rights for the financial instrument(s) are not quoted on Euronext Paris S.A., the product of the applicable Share conversion/exchange ratio prior to the transaction, calculated using the following formula:

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

For the calculation of this formula, the prices of the Share price ex-right and of the value of the financial instrument(s) attached to each Share, if the latter is quoted on a regulated or similar market, will be determined by using the average opening price for 10 consecutive stock exchange trading days following the date of distribution of such financial instruments during which the Shares or financial instrument(s) are quoted simultaneously. If the financial instrument(s) attached are not quoted on a regulated or similar market, they will be valued by an independent expert.

6. In the event that the 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 convertible and/or exchangeable for Shares in the new or acquiring company.

The new Share conversion/exchange ratio will be determined by adjusting the Share conversion/exchange ratio in force prior to the operation, using the exchange ratio 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 Company in the application of all the above clauses, destined to protect, where necessary, the Bondholders' rights in the event of financial or securities transactions 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 higher than the Share market price, the new Share conversion/exchange ratio shall be equal to the product of the current Share conversion/exchange ratio in effect before the commencement of the relevant transaction by the following ratio calculated to the nearest hundredth of a Share:

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Original in French**

$$\frac{\text{Share price} + \text{Pc per cent.} \times \text{Buyback price} - \text{Share price}}{\text{Share price}}$$

Share price

Where:

- “Share price” means the average price over at least 10 consecutive stock exchange trading days selected among the 20 preceding the buyback (or the option to buy back);
- “Pc per cent.” means the percentage of the capital bought back;
- “Buy-Back price” means the actual price at which Shares are bought back (by definition higher than the Share price defined above).

8. In the event of the Company paying an exceptional dividend (as defined below), the new Share conversion/exchange ratio shall be calculated as indicated below.

For the purposes of this sub-paragraph 8, the term “Exceptional Dividend” means any dividend paid in cash or in kind to shareholders, where the total amount of such dividend (without taking into account any tax credits (*avoir fiscal*)) (the “Reference Dividend”) and all the other dividends in cash or in kind paid out to shareholders in the course of the same financial year (without taking into account related tax credits) (the “Previous Dividends”) represent a “ratio of distributed dividends” (as defined below) of more than 5 per cent.

In the preceding sentence, the term “Ratio of Distributed Dividends” means the sum of the ratios obtained by dividing the Reference Dividend and each Previous Dividend by the Company’s average market capitalisation on the date preceding the corresponding distribution date; the market capitalisation used being equal to the product of (x) 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 respective number of Shares outstanding on each of those dates. Any dividend or any fraction of a dividend leading to an adjustment of the Share conversion/exchange ratio by virtue of sub-paragraphs 1 to 7 above is not taken into consideration in the application of this clause.

The formula for calculating the new Share conversion/exchange ratio in the event of payment of an Exceptional Dividend is the following:

$$\text{NRA} = \text{RA} \times (1 + \text{RDD} - 3\%)$$

Where:

- NRA means the new Share conversion/exchange ratio;
- RA means the last Share conversion/exchange ratio in effect prior to the distribution of the Reference Dividend leading to an adjustment; and
- RDD means the Ratio of Distributed Dividends, as defined above,

it being understood that any dividend paid between the payment date of a Reference Dividend (i.e. an Exceptional Dividend) and the end of the same financial year (an “Additional Dividend”) shall give rise to an adjustment using the following formula:

$$\text{NRA} = \text{RA} \times (1 + \text{RDS})$$

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Original in French

Where:

“RDS” means the ratio obtained by dividing the Additional Dividend (excluding any portion of such dividend giving rise to the calculation of a new Share conversion/exchange ratio pursuant to sub-paragraphs 1 to 7 above), excluding any tax credits, by the market capitalisation of the Company, defined as (x) the closing price of the Shares on Euronext S.A. on the day before the date of distribution of the Additional Dividend multiplied by (y) the number of Shares outstanding on such date.

9. If the Company carries out transactions for which an adjustment would not have been provided for under sub-paragraphs 1 to 8 above, and where subsequent French law or regulations would require an adjustment, the Company will carry out such adjustment pursuant to the applicable statutory and legal provisions and market practices in effect in France at such time.

The Board of Directors shall report on the components of the calculation and on the results of any adjustment in the next annual report following such adjustment.

2.6.7.4 Publication of information relating to adjustments

In the event of an adjustment, the new Share conversion/exchange ratio shall be notified to the Bondholders by means of a notice published in the *Bulletin des Annonces légales obligatoires*, in a financial newspaper having general circulation in France and by a notice by Euronext Paris S.A.

2.6.8 Treatment of fractional entitlements

Each Bondholder exercising his right to request the conversion or exchange for Shares will receive a number of Shares calculated by multiplying the number of Bonds presented by the Share conversion/exchanged ratio in effect on such day.

If the resulting number of Shares is not a whole number, the Bondholder may request the delivery of:

- either the next lower whole number of Shares; in which case the Bondholder will receive a sum equal to the value of the fraction of the remaining Share in cash, calculated 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 Share was quoted;
- or the next higher whole number of Shares provided that in such case such Bondholder pays to the Company an amount equal to the value of the additional fraction of the Share requested, calculated on the basis set out in the preceding paragraph.

2.6.9 Notices to Bondholders

If the Company carries out a transaction comprising preferential subscription rights 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 with general circulation in France and in a notice issued by Euronext Paris S.A.

2.6.10 Impact of conversion and/or exchange on existing shareholders

The information provided below together with and the terms and conditions of the transaction will be included in 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 Company’s registered office during the prescribed period and will be brought to their attention at the next general meeting.

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Original in French**

For information purposes, on the assumption that all the Bonds are converted into Shares, the impact of the conversion on the Company's shareholders would be as follows:

1. The impact of the issue and conversion on the holding of a shareholder with a 1 per cent. interest in the Company's share capital prior to the issue and who does not subscribe to this issue, such calculation being made on the basis of the number of Shares as at 31 December 2001, is as follows:

	Shareholding in per cent.
Prior to the issue of the Bonds	1.00 per cent.
Following issue and conversion of 4,833,334 Bonds	0.95 per cent.
Following issue and conversion of 5,558,334 Bonds (assuming exercise of the over-allotment option)	0.94 per cent.

2. The impact of the issue and conversion of the Bonds on the consolidated shareholders' equity for a shareholder holding one Share of the Company and who does not subscribe to this issue (calculated on the basis of consolidated shareholders' equity and the number of Shares comprising the capital on 31 December 2001).

	Share Capital¹
Prior to the issue of the Bonds	Euro 28.08
Following issue and conversion of 4,833,334 Bonds	Euro 31.43
Following issue and conversion of 5,558,334 Bonds (assuming exercise of the over-allotment option)	Euro 31.90

¹ *excluding minority interests*

In the event that all the Bonds are exchanged for existing Shares, the position of the Company's shareholders would not be affected.

2.7 SHARES DELIVERED UPON EXERCISE, CONVERSION OR EXCHANGE RIGHT

2.7.1 Rights attaching to Shares to be delivered

2.7.1.1 New Shares to be issued upon conversion

Shares to be issued upon conversion shall be subject to all the provisions of the articles of association (*statuts*) and shall carry full rights from the first day of the financial year in which the Exercise Date occurs. The holders thereof will be entitled to the same dividend in respect of the financial year in which the Exercise Date occurs and subsequent financial years, as other Shares with equivalent dividend rights (assuming the same nominal value). Consequently, they will be fully assimilated to such Shares from the time the dividend relating to the preceding financial year is paid, or if none were distributed, after the annual general meeting called to approve the accounts for that previous financial year.

2.7.1.2 Existing Shares to be delivered upon 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, provided that in the event that the Shares are traded ex-dividend between the Exercise Date and the date of delivery to the holder, Bondholders shall not be entitled to such dividend or to any compensation therefore.

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Original in French**

2.7.1.3 General provisions

Each new or existing Share entitles its holder to an interest in the Company's assets, profits and liquidation surplus, in proportion to the number and the nominal value of the existing Shares, taking into account, as applicable, any redeemed or unpaid portion of the Company's share capital, the nominal amount of Shares and, if applicable, the respective rights pertaining to Shares of different classes.

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

Dividends are subject to a five-year statute of limitations, for the benefit of the French State.

2.7.2 Transferability of Shares

No provision in the articles of association (*statuts*) limits the free transferability of the Shares.

2.7.3 Nature and form of Shares

The Shares shall be in either registered or bearer form at the shareholder's option.

Whatever their form, the Shares are required to be recorded in an account maintained by the Company or its agent (*CIC Cicotrites*) or by a Euroclear France authorised financial intermediary. The rights of each holder shall thus be represented by an entry in its name with *CIC Cicotrites* for fully registered Shares (*nominatifs purs*) and with the Euroclear France authorised financial intermediary of their choice for administered registered Shares (*nominatifs administrés*) and bearer Shares (*au porteur*).

2.7.4 Taxation of converted/exchanged Shares

Pursuant to current legislation, the following is a summary of the tax consequences 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.

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

2.7.4.1. French tax residents

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

(a) Dividends

Dividends paid by French companies, including a tax credit (*avoir fiscal*) of 50 per cent., are taken into account for the calculation of the taxpayer's total income in the category of income from securities; dividends benefit from an annual allowance of Euro 2,440 for married couples subject to joint taxation and for other couples that have opted for joint taxation with effect from the assessment in respect of the year in which the third anniversary of the registration of a union agreement (*pacte civil de solidarité*) falls (as defined in Article 515-1 of the French Civil Code) and Euro 1,220 for a single person, widow or widower, divorcee or married couples subject to separate tax treatment. These allowances shall not apply to taxpayers liable for income tax at the marginal income tax rate. Dividends, as well as related tax credits, are included in taxable income which is subject to income tax at a progressive rate. In addition, the following apply without any allowance:

- a general social contribution of 7.5 per cent., of which 5.1 per cent. is deductible from taxable income (Articles 1600-0 C and 1600-0 E of the General Tax Code);
- a social contribution of 2 per cent. (Article 1600-0 F *bis* III 1 of the General Tax Code); and

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Original in French**

- a social debt repayment contribution of 0.50 per cent. (Articles 1600-0 G and 1600-0 L of the General Tax Code).

The tax credit attached to dividends is off-set against the total amount of income tax payable or subject to reimbursement if it exceeds the amount of income tax.

(b) Capital gains

Pursuant to Article 150-0 A of the General Tax Code, capital gains realised by individuals are taxable as of the first Euro of such gains, where the aggregate amount of disposals of securities realised during that calendar year per tax household is greater than Euro 7,650, are subject to:

- income tax at the rate of 16 per cent. (Article 200-A-2 of the General Tax Code)
- a general social contribution of 7.5 per cent. (Articles 1600-0 C and 1600-0 E of the General tax Code;
- a social levy of 2 per cent. (Article 1600-0 F *bis* III 1 of the General Tax Code);
- a social debt repayment contribution of 0.5 per cent. (Articles 1600-0 G and 1600-0 L of the General Tax Code).

Capital losses can be off-set against gains of the same nature from the same year or, if necessary, the following five years provided that the minimum threshold of Euro 7,650 mentioned above was exceeded in the year in which the loss was realised.

(c) Special regime for share savings plans

Shares issued by French companies are eligible to be held in a share savings plan (*Plan d'épargne en Actions*) established 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 remain subject to the general social contribution, the social levy and the social debt repayment contribution.

The table below summarises the different applicable taxes based on the duration of the share savings plan.

Duration of the share savings plan	Social levy	General social contribution	Social debt repayment contribution	Income tax	Total
Less than 2 years	2.0 per cent.	7.5 per cent.	0.5 per cent.	22.5	32.5 per cent. ⁽¹⁾
Between 2 and 5 years	2.0 per cent.	7.5 per cent.	0.5 per cent.	16.0	26.0 per cent. ⁽¹⁾
More than 5 years	2.0 per cent.	7.5 per cent.	0.5 per cent.	0.00	10.0 per cent.

⁽¹⁾ Of total revenues if the disposals threshold is exceeded

2. Corporate/legal entities subject to corporation tax

(a) Dividends

Dividends received by legal entities that are subject to corporation tax, together with tax credits equal to 15 per cent. of the value of dividends paid, are included in taxable income which is taxed at the rate of 33 1/3 per cent., to which should be added a supplementary tax of 3 per cent. (Article 235 *ter* ZA of the General Tax Code). The tax credits may be increased by an amount corresponding to 70 per cent. of the withholding tax

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Original in French

(*précompte*) paid by the Company, other than any due by reason of a deduction from the long-term capital gains reserve.

A 3.3 per cent. social contribution (Article 235 *ter* ZC of the General Tax Code) is also applicable; it is added to the amount of the corporate tax, less an allowance of Euro 763,000 for each 12-month period. However, entities which have a turnover before tax of less than Euro 7,630,000 and whose share capital is fully paid-up and held continuously as to at least 75 per cent. by individuals (or entities satisfying the same conditions) are exempt from this contribution. In addition, for such entities, the corporation tax rate is fixed with respect to the first Euro 38,120 of taxable income for each 12-month period at 15 per cent. for the financial years commencing after 1 January 2002.

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

(b) Capital gains

The disposal of shares other than participating shares gives rise to a gain or loss included in the taxable income are subject to corporation tax at the rate of 33 1/3 per cent., plus an additional 3 per cent. supplementary tax (Article 235 *ter* ZA of the General Tax Code), and, where applicable, a 3.3 per cent. social contribution (Article 235 *ter* ZC of the General Tax Code) applies.

Capital gains arising from the disposal of shares that are characterised as participating shares (as described below) or that are treated for tax purposes as participating shares are eligible for the long-term capital gains regime, provided that such shares have been held for at least two years and provided that the obligation to book a special reserve for long-term capital gains has been complied with. Such disposals are taxable at the corporate tax rate of 19 per cent. (or, if applicable, at a rate of 15 per cent. with respect to up to Euro 38,120 for each 12-month period). In addition, a supplementary tax equal to 3 per cent. of the corporation tax is levied (Article 235 *ter* SA of the CGI) and, where applicable, the social contribution of 3.3 per cent. (Article 235 *ter* ZC of the CGI) is levied.

Any shares qualifying as such for accounting purposes are deemed to be participating shares and, subject to certain conditions, shares purchased pursuant to a public take-over bid or exchange offer, as well as shares that benefit from the parent company tax regime or whose acquisition price is at least equal to Euro 22,800,000, are considered to be participating shares.

2.7.4.2. *Non-French tax residents*

(a) Dividends

Dividends distributed by companies having their registered office in France are subject to a withholding tax at a rate of 25 per cent. when the registered office or tax domicile of the beneficiary is outside 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. 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 that the relevant persons prove before the date of payment of dividends that they are resident of such other relevant state for the purposes of such treaty (*Instruction Administrative* 4-J-I-94 of 13 May 1994). The tax

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credit is, where applicable, refunded subject to the deduction of the applicable withholding tax at the rate provided for in the tax treaty.

(b) Capital gains

Capital gains arising from share disposals by persons not resident for tax purposes in France as defined in Article 4B of the General Tax Code or whose registered office is outside France (and who do not have 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 per cent. of the profits of the Company during the five years preceding the disposal, are not subject to French tax (Article 244 *bis* C of the General Tax Code).

2.7.5 Listing of new Shares

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

2.7.5.1 Assimilation of new Shares

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

The Company's Shares are listed on the *Premier Marché* of Euronext Paris S.A. (Sicovam code: 12548).

The Shares are admitted to the Deferred Settlement System (*Système de Règlement Différé (SRD)*).

2.7.5.2 Other places of listing

The Company's Shares are listed on the *Premier Marché* of Euronext Paris S.A. and are included in the CAC 40, Euronext 100, DJ STOXX and Next Prime indices.

2.7.5.3 Trading volume and 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:

		Average Price⁽¹⁾ (in Euros)	High (in Euros)	Low (in Euros)	Transactions⁽²⁾ (in number of Shares)	Cash⁽²⁾ (in millions of Euros)
2000	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	73.62	75.90	69.85	5 991 065	439.8

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		Average Price⁽¹⁾ (in Euros)	High (in Euros)	Low (in Euros)	Transactions⁽²⁾ (in number of Shares)	Cash⁽²⁾ (in millions of Euros)
	August	69.33	73.00	65.00	9 990 464	685.0
	September	63.28	69.10	55.40	8 792 097	552.0
	October	64.37	67.00	60.80	7 265 604	464.3
	November	65.23	67.45	61.85	7 056 957	459.4
	December	63.76	66.10	61.75	5 478 882	349.1
2002	January	66.30	70.00	61.30	5 915 061	392.0
	February	70.94	72.45	68.50	5 535 371	392.5
	March	72.02	74.90	69.55	9 890 565	714.17

⁽¹⁾ *Average closing prices.*

⁽²⁾ *These figures exclude disposals by Vivendi Universal and Suez.*

Source : Euronext Paris S.A.

CHAPTER III

GENERAL INFORMATION ON THE COMPANY AND ITS SHARE CAPITAL

General information about the Company and its share capital can be found in the *Document de référence*, which was filed with the *Commission des opérations de bourse* on 12 April 2002 under the number D.02-215.

There have been no further developments, to the Company's knowledge, since the filing of the *Document de référence*.

CHAPTER IV

GENERAL INFORMATION ON THE COMPANY'S BUSINESS

General information about the Company's business can be found in the *Document de référence*, which was filed with the *Commission des opérations de bourse* on 12 April 2002 under the number D.02-215.

There have been no further developments, to the Company's knowledge, since the filing of the *Document de référence*.

CHAPTER V

CONSOLIDATED FINANCIAL STATEMENTS

General information about the Company's financial statements can be found in the *Document de référence*, which was filed with the *Commission des opérations de bourse* on 12 April 2002 under the number D.02-215.

There have been no further developments, to the Company's knowledge, since the filing of the *Document de référence*.

CHAPTER VI

BOARD OF DIRECTORS, MANAGEMENT AND SUPERVISION

General information about the Company's board of directors, administration and management can be found in the *Document de référence*, which was filed with the *Commission des opérations de bourse* on 12 April 2002 under the number D.02-215.

There have been no further developments, to the Company's knowledge, since the filing of the *Document de référence*.

CHAPTER VII

GENERAL INFORMATION REGARDING THE COMPANY'S RECENT DEVELOPMENTS AND PROSPECTS

General information concerning the Company's recent developments and prospects is provided in the *Document de référence*, which was filed with the *Commission des opérations de bourse* on 12 April 2002 under the number D.02-215.

In April 2002, the Company continued its development in road concession contracts by acquiring a stake in the share capital of ASF, a company which operates 2,800 km of motorway in southern and western France.

As of 12 April 2002, the Company had acquired a total of 37,311,246 ASF shares, amounting to 16.4 per cent. of ASF's share capital, at an average price of Euro 26.68 per share. The Company is acting in concertation with the construction group Eiffage. As of 12 April 2002, the Company and Eiffage jointly held 39,091,246 ASF shares, amounting to 17.2 per cent. of ASF's share capital.

The Company and Eiffage have decided to hold and manage their holding in a joint structure, in which the Company will have a very substantial majority. The Company and Eiffage, long-standing partners in Cofiroute, will thus act together through this new entity which, to the best of their knowledge, has become the largest shareholder in ASF after the French government.

The Company and Eiffage will seek to be involved in ASF's growth, particularly in international markets, by leveraging both their expertise and existing network of operations.

Except for the information mentioned above, there have been no further developments, to the Company's knowledge, since the filing of the *Document de référence*.