OFFERING CIRCULAR

(incorporated as a société anonyme (with limited liability) in the Republic of France)

(the "**Issuer**" or "**VINCI**")

€600,000,000 5.875 per cent. Bonds due 2009 (the "Bonds")

Issue price: 99.58 per cent.

The Bonds will mature on 22nd July, 2009.

The Issuer may, at its option, and in certain circumstances shall be required to, redeem prior to maturity all, but not some only, of the Bonds at any time at par plus accrued interest, only in the event of certain tax changes as described under "*Conditions of the Bonds — Redemption and Purchase*".

Application has been made for the listing of the Bonds on the Luxembourg Stock Exchange.

The Bonds will be rated Baa1 by Moody's France SA and BBB+ by Standard & Poor's, a Division of The McGraw Hill Companies. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation.

The Bonds will initially be represented by a temporary global bond (the "**Temporary Global Bond**"), without interest coupons, which will be deposited on or about 22nd July, 2002 (the "**Closing Date**") with a common depositary for Euroclear Bank S.A./N.V., as operator of the Euroclear System ("**Euroclear**") and Clearstream Banking, société anonyme ("**Clearstream, Luxembourg**"). Interests in the Temporary Global Bond will be exchangeable for interests in a permanent global bond (the "**Permanent Global Bond**" and, together with the Temporary Global Bond, the "**Global Bonds**"), without interest coupons, on or after 1st September, 2002 (the "**Exchange Date**"), upon certification as to non-U.S. beneficial ownership. Interests in the Permanent Global Bond will be exchangeable for definitive Bonds only in certain limited circumstances — see "*Summary of Provisions relating to the Bonds while represented by the Global Bonds*".

Joint Lead Managers and Bookrunners

BNP PARIBAS **CREDIT LYONNAIS**

SG INVESTMENT BANKING

Co-Lead Manager

UBS WARBURG

The date of this Offering Circular is 18th July, 2002

The Issuer, having made all reasonable enquiries, confirms that this Offering Circular contains all information with respect to the Issuer and the Issuer, its subsidiaries and affiliates (the "**Group**") taken as a whole which is material in the context of the issuance and offering of the Bonds, that such information is true and accurate in all material respects and is not misleading, that the opinions and intentions expressed in this Offering Circular are honestly held and that there are no other facts in relation to the Issuer or the Group the omission of which would, in the context of the issuance and offering of the Bonds, make this Offering Circular or any of such information or the expression of any such opinions or intentions misleading. The Issuer accepts responsibility accordingly.

The Managers (as defined in "*Subscription and Sale*") have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Managers as to the accuracy or completeness of the information contained or incorporated in this Offering Circular or any other information provided by the Issuer in connection with the Bonds or their distribution.

No person is or has been authorised by the Issuer or any of the Managers to give any information or to make any representation not contained in or not consistent with this Offering Circular or any other information supplied in connection with the Bonds or their distribution and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Managers.

Neither this Offering Circular nor any other information supplied in connection with the Bonds or their distribution (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer or any of the Managers that any recipient of this Offering Circular or any other information supplied in connection with the Bonds or their distribution should purchase any of the Bonds. Each investor contemplating purchasing any Bonds should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and the Group. Investors should review, *inter alia*, the most recently published financial statements and annual report of the Issuer when deciding whether or not to purchase any Bonds. Neither this Offering Circular nor any other information supplied in connection with the issue of the Bonds constitutes an offer or invitation by or on behalf of the Issuer or any of the Managers to any person to subscribe for or to purchase any of the Bonds.

Neither the delivery of this Offering Circular nor the offering, sale or delivery of any of the Bonds shall in any circumstances imply that the information contained herein concerning the Issuer or the Group is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Bonds or their distribution is correct as of any time subsequent to the date indicated in the document containing the same. The Managers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Bonds or to advise any investor in the Bonds of any information coming to their attention.

The Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "**Securities Act**") and are subject to U.S. tax law requirements. Subject to certain exceptions, Bonds may not be offered, sold or delivered within the United States or to U.S. persons (see "*Subscription and Sale*").

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Bonds in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of Bonds may be restricted by law in certain jurisdictions. The Issuer and the Managers do not represent that this Offering Circular may be lawfully distributed, or that any Bonds may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Managers which would permit a public offering of any Bonds or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Bonds may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Bonds may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Bonds. In particular, there are restrictions on the distribution of this Offering Circular and the offer or sale of Bonds in the United States, the United Kingdom and France (see "*Subscription and Sale*").

All references in this document to "*Euro*", "*euro*" and "€" refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended.

TABLE OF CONTENTS

Stabilisation

In connection with the issue and distribution of the Bonds, Société Générale or any person acting on its behalf may over-allot or effect transactions with a view to supporting the market price of the Bonds at a level higher than that which might otherwise prevail for a limited period after the issue date. However, there may be no obligation on Société Générale or any of its agents to do this. Such stabilising, if commenced, may be discontinued at any time and must be brought to an end after a limited period.

Incorporation by reference

The annual audited non-consolidated financial statements (*comptes sociaux*) of the Issuer in respect of the financial years ended 31st December, 1999, 2000 and 2001 and the pro-forma consolidated financial statements of the Issuer in respect of the financial year ended 31st December, 2000, together with the reports of the auditors and the Board of Directors thereon, are incorporated by reference in this Offering Circular. Copies of such financial statements are available free of charge from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in Luxembourg, as further set out under "*General Information - Documents Available*".

Taxation

All prospective Bondholders should seek independent advice as to their tax position.

CONDITIONS OF THE BONDS

The following is the text of the Conditions of the Bonds which will be endorsed on each Bond in definitive form:

The €600,000,000 5.875 per cent. Bonds due 2009 (the "**Bonds**", which expression shall in these Conditions, unless the context otherwise requires, include any further bonds issued pursuant to Condition 13 (*Further Issues*) and forming a single series with the Bonds) of VINCI, a French *société anonyme* registered under number RCS 552 037 806, (the "**Issuer**") are issued subject to and with the benefit of an Agency Agreement dated 18th July, 2002 (such agreement as amended and/or supplemented and/or restated from time to time, the "**Agency Agreement**") made between the Issuer, Crédit Lyonnais Luxembourg S.A. as fiscal agent and principal paying agent (the "**Fiscal Agent**" and, together with any other paying agents appointed from time to time, the "**Paying Agents**", which terms shall include successors).

The Bonds are issued pursuant to a resolution of the *Assemblée Générale Ordinaire* (Ordinary General Meeting) of the Issuer adopted on 12th December, 2001, a resolution of the *Conseil d'Administration* (Board of Directors) of the Issuer adopted on 6th June, 2002 and a decision of Bernard Huvelin made on 9th July, 2002.

The statements in these Conditions include summaries of, and are subject to, the detailed provisions of and definitions in the Agency Agreement. Copies of the Agency Agreement are available for inspection during normal business hours by the holders of the Bonds (the "**Bondholders**") and the holders of the interest coupons appertaining to the Bonds (the "**Couponholders**" and the "**Coupons**" respectively) at the specified office of each of the Paying Agents. The Bondholders and the Couponholders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Agency Agreement applicable to them. References in these Conditions to the Fiscal Agent and the Paying Agents shall include any successor appointed under the Agency Agreement.

1. FORM, DENOMINATION AND TITLE

(1) Form and Denomination

The Bonds are in bearer form, serially numbered, in the denomination of €1,000 with Coupons attached on issue.

(2) Title

Title to the Bonds and to the Coupons will pass by delivery.

(3) Holder Absolute Owner

The Issuer and any Paying Agent may (to the fullest extent permitted by applicable laws) deem and treat the holder of any Bond or Coupon as the absolute owner for all purposes (whether or not the Bond or Coupon shall be overdue and notwithstanding any notice of ownership, trust or interest in it or writing on the Bond or Coupon or any notice of previous loss or theft of the Bond or Coupon) and no person will be liable for so treating the holder.

2. STATUS

The Bonds and the Coupons are direct, unconditional and (subject to the provisions of Condition 3 (*Negative Pledge*)) unsecured obligations of the Issuer and rank and will rank *pari passu* without any preference among themselves and (subject as provided above) with all other outstanding unsecured and unsubordinated obligations of the Issuer, present and future, but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

3. NEGATIVE PLEDGE

So long as any of the Bonds remains outstanding (as defined in the Agency Agreement), the Issuer will not, and will ensure that none of its Principal Subsidiaries will, create or permit to subsist any Security Interest upon any of their respective Assets, present or future, to secure any Relevant Debt or any guarantee or indemnity in respect of any Relevant Debt other than a Permitted Security (all as defined below) unless, at the same time or prior thereto, the Issuer's obligations under the Bonds are (a) equally and rateably secured therewith or (b) have the benefit of such other security, guarantee, indemnity or other arrangement in substantially comparable terms thereto.

For the purposes of this Condition:

(a) "**Affiliate**" of any Person means any Subsidiary or holding company of that Person, or any Subsidiary of any such holding company, or any other Person in which that Person or any such holding company or Subsidiary owns at least 20 per cent. of the share capital of the like;

(b) "**Asset(s)**" of any Person means all or any part of its business, undertaking, property, assets, revenues (including any right to receive revenues) and uncalled capital, wherever situated;

(c) "**Existing Security on After-Acquired Subsidiaries**" means any Security Interest granted by any Person over its Assets in respect of any Relevant Debt and which is existing at the time any such Person becomes, whether by the acquisition of share capital or otherwise, a Principal Subsidiary of the Issuer or whose business and/or activities, in whole or in part, are assumed by or vested in the Issuer or any other Principal Subsidiary after the date of issue of the Bonds (other than any Security Interest created in contemplation thereof);

(d) "**Group**" means the Issuer and its Subsidiaries;

(e) "**Permitted Security**" means:

(i) any Security Interest granted in respect of or in connection with any Project Finance Indebtedness; or

(ii) any Existing Security on After-Acquired Subsidiaries;

(f) "**Person**" includes any individual, company, corporation, firm, partnership, joint venture, undertaking, association, organisation, trust, state or Agency of a state (in each case, whether or not having separate legal personality);

(g) "**Principal Subsidiary**" means at any relevant time a Subsidiary of the Issuer:

(i) in respect of which the Issuer (1) owns or controls, directly or indirectly, the Relevant Percentage or more of the share capital and voting rights and (2) has nominated a majority of the representatives on its Board of Directors (or equivalent management body); and

(ii) (x) whose total net sales (*chiffre d'affaires*) (or, where the Subsidiary in question prepares consolidated accounts, whose total consolidated net sales (*chiffre d'affaires*) attributable to the Issuer) represents not less than one (1) per cent. of the total consolidated net sales (*chiffre d'affaires*) of the Issuer, all as calculated by reference to the then latest audited accounts (or consolidated accounts, as the case may be) of such Subsidiary and the then latest audited consolidated accounts of the Issuer and its consolidated Subsidiaries or (y) to which is transferred all or substantially all the assets and undertakings of a Subsidiary which immediately prior to such transfer is a Principal Subsidiary;

Please see the tables setting out details of the net sales and share capital of certain VINCI subsidiaries on pages 25 and 67 of this Offering Circular.

(h) "**Project Finance Indebtedness**" means any Relevant Debt incurred to finance the construction, development, operation and/or maintenance of an asset or business (a "**Project**"):

(i) which is incurred by a single purpose Person ("**SPP**") (whether or not any such SPP is a member of the Group or a Subsidiary or an Affiliate of such a member) all or substantially all of whose Assets relate to the construction, development, operation and/or maintenance of the Project, either directly or indirectly, through one or more other SPPs incorporated solely for the purposes of, and all or substantially all of whose Assets relate to, the construction, development, operation and/or maintenance of the Project (each a "**Project Entity**"); and

(ii) in respect of which the holder(s) of such Relevant Debt (the "**Lender**") has no recourse to any member of the Group or a Subsidiary or an Affiliate of such a member for the repayment or payment of any sum in respect of such Relevant Debt other than recourse:

(A) in respect of share capital (or equivalent) in a Project Entity; and/or

(B) to a Project Entity in respect of such sum limited to the aggregate cash flow from the Project, and/or

(C) to a Project Entity for the sole purpose of enforcing any Security Interest given to the Lender over the Assets constituting or derived from the Project (or rights given by any shareholder or equivalent in a Project Entity over its shares or equity equivalent in the Project Entity) in order to secure that Relevant Debt, provided that: (x) the extent of such recourse to a Project Entity is limited solely to the amount of any recoveries made on any such enforcement, and (y) the Lender is not entitled, by virtue of any right or claim arising out of or in connection with such Relevant Debt, to commence proceedings for the winding-up or dissolution of a Project Entity or to appoint or procure the appointment of any receiver, trustee or similar person or official in respect of a Project Entity or any of its Assets (save for the Assets which are the subject of such encumbrance); and/or

(D) to a Project Entity or a member of the Group or a Subsidiary or Affiliate of such member, which recourse is limited to a claim for damages (other than liquidated damages) for breach of a representation, warranty or obligation (not being a payment obligation or an obligation to procure payment by another or an indemnity in respect thereof) by the Person against whom recourse is available; and/or

(E) to any collateral or covenant to pay provided by any member of the Group or a Subsidiary or an Affiliate of such a member in exchange for the transfer to it of Assets in the form of cash of a Project Entity provided that such collateral or covenant provided in exchange for such Assets does not have a value greater than the market value of such Assets at the time of transfer;

(i) "**Relevant Debt**" means (i) any present or future indebtedness for borrowed money in the form of, or represented by, bonds (*obligations*), notes or other securities (including *titres de créances négociables*) which are for the time being, or which are capable of being, quoted, listed or ordinarily dealt in on any stock exchange, over-the-counter market or other securities market and (ii) any guarantee or indemnity of any such indebtedness;

(j) "**Relevant Percentage**" means, in respect of Cofiroute, 85 per cent. and, in respect of any other Subsidiary, 51 per cent.;

(k) "**Security Interest**" means any mortgage, lien, charge, pledge or other form of security interest (*sûreté réelle*); and

(l) "**Subsidiary**" means, in relation to any Person or entity at any time, any other Person or entity (whether or not now existing) as defined in Article L.233-1 of the French *Code de commerce* (commercial code) or any other Person or entity controlled directly or indirectly by such Person or entity within the meaning of Article L.233-3 of the French *Code de commerce*.

4. INTEREST

(1) Interest Rate and Interest Payment Dates

The Bonds bear interest from and including 22nd July, 2002 at the rate of 5.875 per cent. per annum, payable annually in arrear on 22nd July (each an "**Interest Payment Date**"). The first payment shall be made on 22nd July, 2003.

(2) Interest Accrual

Each Bond will cease to bear interest from and including its due date for redemption unless, upon due presentation, payment of the principal in respect of the Bond is improperly withheld or refused or unless default is otherwise made in respect of payment. In such event, interest will continue to accrue until whichever is the earlier of:

(a) the date on which all amounts due in respect of such Bond have been paid; and

(b) five days after the date on which the full amount of the moneys payable in respect of such Bonds has been received by the Fiscal Agent and notice to that effect has been given to the Bondholders in accordance with Condition 11 (*Notices*).

(3) Calculation of Broken Interest

When interest is required to be calculated in respect of a period of less than a full year, it shall be calculated on the basis of (a) the actual number of days in the period from and including the date from which interest begins to accrue (the "**Accrual Date**") to but excluding the date on which it falls due divided by (b) the actual number of days from and including the Accrual Date to but excluding the next following Interest Payment Date.

5. PAYMENTS

(1) Payments in respect of Bonds

Payments of principal and interest in respect of each Bond will be made against presentation and surrender (or, in the case of part payment only, endorsement) of the Bond, except that payments of interest due on an Interest Payment Date will be made against presentation and surrender (or, in the case of part payment only, endorsement) of the relevant Coupon, in each case at the specified office of any of the Paying Agents.

(2) Method of Payment

Payments will be made in Euro by credit or transfer to a Euro account (or any other account to which Euro may be credited or transferred) specified by the payee or, at the option of the payee, by Euro cheque.

(3) Missing Unmatured Coupons

Each Bond should be presented for payment together with all relative unmatured Coupons, failing which the full amount of any relative missing unmatured Coupon (or, in the case of payment not being made in full, that proportion of the full amount of the missing unmatured Coupon which the amount so paid bears to the total amount due) will be deducted from the amount due for payment. Each amount so deducted will be paid in the manner mentioned above against presentation and surrender (or, in the case of part payment only, endorsement) of the relative missing Coupon at any time before the expiry of 10 years after the Relevant Date (as defined in Condition 7 (*Taxation*)) in respect of the relevant Bond (whether or not the Coupon would otherwise have become void pursuant to Condition 8 (*Prescription*)) or, if later, five years after the date on which the Coupon would have become due, but not thereafter.

(4) Payments subject to Applicable Laws

Payments in respect of principal and interest on Bonds and Coupons, respectively, are subject in all cases to any fiscal or other laws and regulations applicable in the place of payment, but without prejudice to the provisions of Condition 7 (*Taxation*).

(5) Payment only on a Presentation Date

A holder shall be entitled to present a Bond or Coupon for payment only on a Presentation Date and shall not, except as provided in Condition 4 (*Interest*), be entitled to any further interest or other payment if a Presentation Date is after the due date.

"**Presentation Date**" means a day which (subject to Condition 8 (*Prescription*)):

(a) is or falls after the relevant due date;

(b) is a Business Day in the place of the specified office of the Paying Agent at which the Bond or Coupon is presented for payment; and

(c) in the case of payment by credit or transfer to a Euro account as referred to above, is a TARGET Settlement Day.

In this Condition:

(i) "**Business Day**" means, in relation to any place, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in that place; and

(ii) "**TARGET Settlement Day System**" means a day on which the TARGET System is operating and "**TARGET System**" means the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET) System.

(6) Initial Paying Agents

The names of the initial Paying Agents and their initial specified offices are set out at the end of these Conditions. The Issuer reserves the right at any time to vary or terminate the appointment of any Paying Agent and to appoint additional or other Paying Agents provided that:

(a) so long as the Bonds are listed on the Luxembourg Stock Exchange and the rules of such exchange so require, there will at all times be a Paying Agent with a specified office in Luxembourg; and

(b) if any European Union Directive on the taxation of savings implementing the conclusions of the ECOFIN Council meeting of 26th-27th November, 2000 or any law implementing or complying with, or introduced in order to conform to such Directive is introduced, the Issuer will ensure that, to the extent possible, it maintains a Paying Agent in a Member State of the European Union that will not be obliged to withhold or deduct tax pursuant to any such Directive.

Notice of any termination or appointment and of any changes in specified offices given to the Bondholders as soon as reasonably practicable by or on behalf of the Issuer in accordance with Condition 11 (*Notices*).

6. REDEMPTION AND PURCHASE

(1) Redemption at Maturity

Unless previously redeemed or purchased and cancelled as provided below, the Issuer will redeem the Bonds at their principal amount on 22nd July, 2009.

(2) Redemption for Taxation Reasons

(a) The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Fiscal Agent and, in accordance with Condition 11 (*Notices*), the Bondholders (which notice shall be irrevocable), if on the occasion of the next payment due under the Bonds, the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 7 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of the Republic of France or any political subdivision of, or any authority in, or of, the Republic of France having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 22nd July, 2002, provided that the due date for redemption of which notice hereunder may be given shall be no earlier than the latest practicable date on which the Issuer could make such payment without withholding for French taxes or, if such date has passed, as soon as practicable thereafter.

(b) If the Issuer would on the occasion of the next payment due under the Bonds be prevented by French law from making payment to the Bondholders or the Couponholders of the full amount then due and payable, notwithstanding the undertaking to pay additional amounts contained in Condition

7 (*Taxation*), then the Issuer shall forthwith give notice of such fact to the Fiscal Agent and the Issuer shall forthwith redeem all, but not some only, of the Bonds then outstanding, upon giving not less than 7 nor more than 30 days' irrevocable notice to the Bondholders, provided that the due date for redemption of which notice hereunder may be given shall be no earlier than the latest practicable date on which the Issuer could make such payment without withholding for French taxes, or if such date is past, as soon as practicable thereafter.

(c) Bonds redeemed pursuant to this Condition will be redeemed at their principal amount together with interest accrued to but excluding the date of redemption.

(3) Purchases

The Issuer or any of its Subsidiaries (as defined in Condition 3 (*Negative Pledge*)) may at any time purchase Bonds (provided that all unmatured Coupons appertaining to the Bonds are purchased with the Bonds) in any manner and at any price. If purchases are made by tender, tenders must be available to all Bondholders alike.

(4) Cancellations

All Bonds which are (a) redeemed or (b) purchased by or on behalf of the Issuer will forthwith be cancelled, together with all relative unmatured Coupons attached to the Bonds or surrendered with the Bonds, and accordingly may not be reissued or resold.

7. TAXATION

(1) Tax Exemption

The Bonds being issued outside the Republic of France, interest and other revenues with respect to the Bonds benefit from the exemption provided for in Article 131 *quater* of the French *Code général des impôts* (general tax code) from deduction of tax at source. Accordingly, such payments do not give the right to any tax credit from any French source.

(2) Additional Amounts

If, as a result of any change in or in the interpretation or application of any laws or regulations of the Republic of France or any political subdivision of, or any authority in, or of, the Republic of France having power to tax (a "**Taxing Authority**"), any payments in respect of the Bonds or Coupons are subject to withholding with respect to any taxes, duties or assessments whatsoever levied by or on behalf of a Taxing Authority, the Issuer will, to the fullest extent then permitted by law, pay such additional amounts as may be necessary in order that the holder of each Bond or Coupon, after deduction of such taxes or duties, will receive the full amount then due and payable; provided that no such additional amounts shall be payable with respect to any Bond or Coupon:

(a) presented for payment by or on behalf of a holder who is subject to such taxes, duties or assessments in respect of such Bond or Coupon by reason of his being connected with the Republic France otherwise than by reason only of the holding of such Bond or Coupon, or

(b) presented for payment more than 30 days after the Relevant Date (as defined below), except to the extent that the holder would have been entitled to such additional amounts on presenting the same for payment on the last day of such period of 30 days; or

(c) where such withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to any European Union Directive on the taxation of savings implementing the conclusions of the ECOFIN Council meeting of 26th-27th November, 2000 or any law implementing or complying with, or introduced in order to conform to, such Directive; or

(d) presented for payment by or on behalf of a Bondholder or Couponholder, as the case may be, who would be able to avoid such withholding or deduction by presenting the relevant Bond or Coupon to another Paying Agent in a Member State of the European Union.

(3) Interpretation

In these Conditions, "**Relevant Date**" means the date on which the payment first becomes due but, if the full amount of the money payable has not been received by the Fiscal Agent on or before the due date, it means the date on which, the full amount of the money having been so received, notice to that effect shall have been duly given to the Bondholders by the Issuer in accordance with Condition 11 (*Notices*).

8. PRESCRIPTION

Bonds and Coupons will become void unless presented for payment within periods of 10 years (in the case of principal) and five years (in the case of interest) from the Relevant Date in respect of the Bonds or, as the case may be, the Coupons, subject to the provisions of Condition 5 (*Payments*).

9. EVENTS OF DEFAULT

The holder of any Bond may give notice to the Fiscal Agent at its specified office that the Bond is, and it shall accordingly forthwith become, immediately due and repayable at its principal amount, together with interest accrued to the date of repayment, if any of the following events ("**Events of Default**") shall have occurred and be continuing:

(a) if default is made in the payment of any principal or interest due in respect of the Bonds or any of them and the default continues for a period of 7 days in the case of principal and 15 days in the case of interest; or

(b) if the Issuer fails to perform or observe any of its other obligations under these Conditions and (except in any case where the failure is incapable of remedy when no continuation or notice as is hereinafter mentioned will be required) the failure continues for the period of 30 days next following the service by any Bondholder on the Fiscal Agent at its specified office of notice requiring the same to be remedied; or

(c) (i) any other present or future indebtedness of the Issuer or any of its Principal Subsidiaries for or in respect of moneys borrowed or raised becomes due and payable prior to its stated maturity by reason of any actual default or event of default, or (ii) any such indebtedness is not paid when due or, as the case may be, within any applicable grace period, or (iii) the Issuer or any of its Principal Subsidiaries fails to pay when due any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised, provided that the aggregate amount of the relevant indebtedness, guarantees and indemnities in respect of which one or more of the events mentioned above in this paragraph have occurred equals or exceeds €20,000,000 or its equivalent in any other currency; or

(d) any mortgage, charge, pledge, lien or other encumbrance, present or future, created or assumed by the Issuer or any of its Principal Subsidiaries becomes enforceable and any step is taken to enforce it (including the taking of possession or the appointment of a receiver, manager or other similar person) provided that the aggregate amount of indebtedness secured by mortgages, charges, pledges, liens or other encumbrances in relation to which any such step is taken equals or exceeds €20,000,000 or its equivalent in any other currency; or

(e) if either (i) the Issuer or any of its Principal Subsidiaries established in the Republic of France makes any proposal for a general moratorium in relation to its debt or applies for the appointment of a conciliator (*conciliateur*) or enters into an amicable settlement (*accord amiable*) with its creditors or a judgment is issued for the judicial liquidation (*liquidation judiciaire*) or for a judicial transfer of the whole of its business (*cession totale de l'entreprise*) or, to the extent permitted by applicable law, if it is subject to any other insolvency or bankruptcy proceedings or if it makes any conveyance, assignment or other arrangement for the benefit of its creditors or enters into a composition with its creditors or (ii) any of the Issuer's Principal Subsidiaries not established in the Republic of France is (or is deemed by law or a court to be) insolvent or bankrupt or is granted a moratorium of payments or is unable to pay its debts, stops, suspends or threatens to stop or suspend payment of all or a material part of (or of a particular type of) its debts within the meaning of any applicable law, proposes or makes any agreement for the deferral, rescheduling or other readjustment of all of (or all of a particular type of) its debts (or any part which it will or might otherwise be unable to pay when due), proposes or makes a general assignment or any arrangement or composition with or for the benefit of the relevant creditors in respect of any such debts or a moratorium is agreed or declared in respect of or affecting all or any part of (or of a particular type of) the debts of any such Principal Subsidiary or (iii) an encumbrancer or a receiver or a person with similar functions appointed for execution takes possession of the whole or any material part of the assets or undertaking of the Issuer or any of its Principal Subsidiaries or a distress, execution or other process is levied or enforced upon or sued out against a material part of the property or assets of the Issuer or any of its Principal Subsidiaries and is not paid, discharged, removed or stayed within 30 days; or

(f) an order is made or an effective resolution passed for the winding-up or dissolution of the Issuer or any of its Principal Subsidiaries, or the Issuer or any of its Principal Subsidiaries ceases or threatens to cease to carry on all or a material part of its business or operations, except for the purpose of and followed by a Permitted Reorganisation; or

(g) any action, condition or thing (including the obtaining or effecting of any necessary consent, approval, authorisation, exemption, filing, licence, order, recording or registration) at any time required to be taken, fulfilled or done by or on behalf of the Issuer in order (i) to enable the Issuer lawfully to enter into, exercise its rights and perform and comply with its obligations under the Bonds, (ii) to ensure that those obligations are legally binding and enforceable and (iii) to make the Bonds admissible in evidence in the courts of the Republic of France is not taken, fulfilled or done and such failure continues for a period of 30 days from the date the Issuer becomes aware of any such failure; or

(h) any event occurs which under the laws of any jurisdiction where any of the Issuer's Principal Subsidiaries is for the time being incorporated has an analogous effect to any of the events referred to in paragraphs (e) and (f) above.

For the purposes of this Condition:

(i) a "**Permitted Reorganisation**" means a reconstruction, amalgamation, reorganisation, merger, consolidation or transfer of assets and/or activities (a "**Reorganisation**") (i) in the case of the Issuer, where (a) the surviving legal entity which acquires or to which is transferred all or a substantial part of the business and/or activities of the Issuer (such entity, the "**Successor**"), (1) is a company incorporated and resident in France and (2) expressly and effectively or by law assumes all the obligations of the Issuer under the Bonds and has obtained all necessary authorisations therefor and (b) no Adverse Rating Event occurs as a result of or in connection with such Reorganisation, (ii) in the case of a Principal Subsidiary, whereby the undertaking and assets of such Principal Subsidiary are transferred to or otherwise vested in one or more of the Issuer or another of its Subsidiaries or another company in which the Issuer, directly or indirectly, holds a greater number of shares and voting rights than any other single non-governmental shareholder in such company, and provided that such transfer does not give rise to an Adverse Rating Event, or (iii) in the case of the Issuer and/or any Principal Subsidiary, the terms of which have previously been approved by an Extraordinary Resolution of the Bondholders;

(ii) an "**Adverse Rating Event**" means either (a) any credit rating assigned to the long-term unsecured and unsubordinated indebtedness of, or any other corporate rating assigned by any Rating Agency to, the Successor or, in the case of (ii) above, the Issuer, in each case immediately following the Reorganisation, being lower than any credit rating assigned by such Rating Agency to the Issuer, in each case immediately prior to such Reorganisation, or (b) the Successor or, in the case of (ii) above, the Issuer being placed on "credit watch with negative implications" (or any equivalent or analogous status) by any Rating Agency;

(iii) "**Rating Agency(ies)**" means Standard & Poor's, a Division of The McGraw Hill Companies, and Moody's France SA (and their respective successors); and

(iv) "**Principal Subsidiary**" has the meaning given to it in Condition 3 (*Negative Pledge*).

10. REPLACEMENT OF BONDS AND COUPONS

Should any Bond or Coupon be lost, stolen, mutilated, defaced or destroyed it may be replaced at the specified office of the Fiscal Agent, upon payment by the claimant of the expenses incurred in connection with the replacement and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Bonds or Coupons must be surrendered before replacements will be issued.

11. NOTICES

All notices to the Bondholders will be valid if published in a leading English language daily newspaper published in London or such other English language daily newspaper with general circulation in Europe as the Issuer may decide and, so long as the Bonds are listed on the Luxembourg Stock Exchange and the rules of that exchange so require, in one daily newspaper published in Luxembourg. It is expected that such publications will normally be made in the *Financial Times* and the *Luxemburger Wort*, respectively. The Issuer shall also ensure that notices are duly published in a manner which complies with the rules and regulations of any stock exchange on which the Bonds are for the time being listed. Any such notice will be deemed to have been given on the date of the first publication or, where required to be published in more than one newspaper or on different dates, on the first date on which publication is made. Couponholders will be deemed for all purposes to have notice of the contents of any notice given to the Bondholders in accordance with this Condition.

12. MEETINGS OF BONDHOLDERS AND MODIFICATION

(1) Provisions for Meetings

The Agency Agreement contains provisions for convening meetings of the Bondholders to consider any matter affecting their interests, including the modification by Extraordinary Resolution of these Conditions or the provisions of the Agency Agreement. The quorum at any meeting for passing an Extraordinary Resolution will be one or more persons present holding or representing more than 50 per cent. in principal amount of the Bonds for the time being outstanding, or at any adjourned meeting one or more persons present whatever the principal amount of the Bonds held or represented by him or them, except that at any meeting the business of which includes the modification of certain of these Conditions the necessary quorum for passing an Extraordinary Resolution will be one or more persons present holding or representing not less than 75 per cent., or at any adjourned meeting not less than 25 per cent., of the principal amount of the Bonds for the time being outstanding. An Extraordinary Resolution passed at any meeting of the Bondholders will be binding on all Bondholders, whether or not they are present at the meeting, and on all Couponholders.

(2) Modification

The Issuer and the Fiscal Agent may agree, without the consent of the Bondholders or Couponholders, to any modification of any of these Conditions or any of the provisions of the Agency Agreement either (i) for the purpose of curing any ambiguity or of curing, correcting or supplementing any defective provision contained herein or therein or (ii) in any manner which is not materially prejudicial to the interests of the Bondholders or the Couponholders. Any modification shall be binding on the Bondholders and the Couponholders and, unless the Fiscal Agent agrees otherwise, any modification shall be notified by the Issuer to the Bondholders as soon as reasonably practicable thereafter in accordance with Condition 11 (*Notices*).

13. FURTHER ISSUES

The Issuer may from time to time without the consent of the Bondholders or Couponholders create and issue further bonds, having terms and conditions the same as those of the Bonds, or the same except for the amount of the first payment of interest, which may be consolidated and form a single series with the outstanding Bonds.

14. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

No rights are conferred on any person under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of these Conditions, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

15. GOVERNING LAW AND SUBMISSION TO JURISDICTION

(1) Governing Law

The Agency Agreement, the Bonds and the Coupons are governed by, and will be construed in accordance with, English law.

(2) Jurisdiction of English Courts

The Issuer irrevocably agrees for the benefit of the Bondholders and the Couponholders that the courts of England are to have jurisdiction to settle any disputes which may arise out of or in connection with the Bonds or the Coupons and that accordingly any suit, action or proceedings arising out of or in connection therewith (together referred to as "**Proceedings**") may be brought in the courts of England. The Issuer irrevocably and unconditionally waives and agrees not to raise any objection which it may have now or subsequently to the laying of the venue of any Proceedings in the courts of England and any claim that any Proceedings have been brought in an inconvenient forum and further irrevocably and unconditionally agrees that a judgment in any Proceedings brought in the courts of England shall be conclusive and binding upon it and may be enforced in the courts of any other jurisdiction, subject to any applicable laws and public policy. Nothing in this Condition shall limit any right to take Proceedings against the Issuer in any other court of competent jurisdiction, nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction, whether concurrently or not.

(3) Appointment of Process Agent

The Issuer hereby irrevocably and unconditionally appoints Hackwood Secretaries Limited at its registered office for the time being (currently One Silk Street, London EC2Y 8HQ) as its agent for service of process in England in respect of any Proceedings and undertakes that in the event of such agent ceasing so to act it will appoint another person as its agent for that purpose.

(4) Other Documents

The Issuer has in the Agency Agreement submitted to the jurisdiction of the English courts and appointed an agent in England for service of process, in terms substantially similar to those set out above.

SUMMARY OF PROVISIONS RELATING TO THE BONDS WHILE REPRESENTED BY THE GLOBAL BONDS

The following is a summary of the provisions to be contained in the Global Bonds which will apply to, and in some cases modify, the Conditions of the Bonds while the Bonds are represented by the Global Bonds.

1. Exchange

The Temporary Global Bond is exchangeable for interests in the Permanent Global Bond on or after a date which is expected to be 1st September, 2002 upon certification as to non-U.S. beneficial ownership in the form set out in the Temporary Global Bond.

The Permanent Global Bond will be exchangeable in whole but not in part (free of charge to the holder) for definitive Bonds only if (in each case, an "**Exchange Event**"):

(a) an event of default (as set out in Condition 9 (*Events of Default)*) has occurred and is continuing and a notice referred to in such Condition has been given by any Bondholder; or

(b) the Issuer has been notified that both Euroclear Bank S.A./N.V. as operator of the Euroclear System ("**Euroclear**") and/or Clearstream Banking, société anonyme ("**Clearstream, Luxembourg**") have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and no successor clearing system is available; or

(c) the Issuer has or will become subject to adverse tax consequences which would not be suffered were the Bonds in definitive form.

The Issuer will promptly give notice in accordance with Condition 11 (*Notices*) to Bondholders if an Exchange Event occurs. In the case of (a) or (b) above, the holder of the Permanent Global Bond, acting on the instructions of one or more of the Accountholders (as defined below), may give notice to the Issuer and the Fiscal Agent and, in the case of (c) above, the Issuer may give notice to the Fiscal Agent of its intention to exchange the Permanent Global Bond for definitive Bonds on or after the Exchange Date (as defined below).

On or after the Exchange Date the holder of the Permanent Global Bond may or, in the case of (c) above, shall surrender the Permanent Global Bond to or to the order of the Fiscal Agent. In exchange for the Permanent Global Bond the Issuer will deliver, or procure the delivery of, an equal aggregate principal amount of definitive Bonds (having attached to them all Coupons in respect of interest which has not already been paid on the Permanent Global Bond), security printed in accordance with any applicable legal and stock exchange requirements and in or substantially in the form set out in the Agency Agreement. On exchange of the Permanent Global Bond, the Issuer will procure that it is cancelled and, if the holder so requests, returned to the holder together with any relevant definitive Bonds.

"**Exchange Date**" means a day specified in the notice requiring exchange falling not less than 60 days after that on which such notice is given, being a day on which banks are open for business in the place in which the specified office of the Fiscal Agent is located and, except in the case of exchange pursuant to (b) above, in the place in which the relevant clearing system is located.

2. Payments

On and after 1st September, 2002 no payment will be made on the Temporary Global Bond unless exchange for an interest in the Permanent Global Bond is improperly withheld or refused. Payments of principal and interest in respect of Bonds represented by a Global Bond will, subject as set out below, be made against presentation for endorsement and, if no further payment falls to be made in respect of the Bonds, surrender of such Global Bond to the order of the Fiscal Agent or such other Paying Agent as shall have been notified to the Bondholders for such purposes. A record of each payment made will be endorsed on the appropriate part of the schedule to the relevant Global Bond by or on behalf of the Fiscal Agent, which endorsement shall be *prima facie* evidence that such payment has been made in respect of the Bonds. Payments of interest on the Temporary Global Bond (if permitted by the first sentence of this paragraph) will be made only upon certification as to non-U.S. beneficial ownership unless such certification has already been made.

3. Notices

For so long as all of the Bonds are represented by one or both of the Global Bonds and such Global Bond(s) is/are held on behalf of Euroclear and/Clearstream, Luxembourg, notices to Bondholders may be given by delivery of the relevant notice to Euroclear and/or Clearstream, Luxembourg (as the case may be) for communication to the relative Accountholders rather than by publication as required by Condition 11 (*Notices*), provided that so long as the Bonds are listed on the Luxembourg Stock Exchange and the rules of the Luxembourg Stock Exchange so require, notices shall also be published in a leading newspaper having general circulation in Luxembourg (which is expected to be the *Luxemburger Wort*). Any such notice shall be deemed to have been given to the Bondholders on the fifth day after the day on which such notice is delivered to Euroclear and/or Clearstream, Luxembourg (as the case may be) as aforesaid.

4. Accountholders

For so long as all of the Bonds are represented by one or both of the Global Bonds and such Global Bond(s) is/are held on behalf of Euroclear and/or Clearstream, Luxembourg, each person who is for the time being shown in the records of Euroclear or Clearstream, Luxembourg as the holder of a particular principal amount of such Bonds (each an "**Accountholder**") (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg as to the principal amount of such Bonds standing to the account of any person shall be conclusive and binding for all purposes) shall be treated as the holder of such principal amount of such Bonds for all purposes (including for the purposes of any quorum requirements of, or the right to demand a poll at, meetings of the Bondholders) other than with respect to the payment of principal and interest on such Bonds, the right to which shall be vested, as against the Issuer solely in the bearer of the relevant Global Bond in accordance with and subject to its terms. Each Accountholder must look solely to Euroclear or Clearstream, Luxembourg, as the case may be, for its share of each payment made to the bearer of the relevant Global Bond.

5. Prescription

Claims against the Issuer in respect of principal and interest on the Bonds represented by a Global Bond will be prescribed after 10 years (in the case of principal) and five years (in the case of interest) from the Relevant Date (as defined in Condition 7 (*Taxation*)).

6. Cancellation

Cancellation of any Bond represented by a Global Bond and required by the Conditions of the Bonds to be cancelled following its redemption or purchase will be effected by endorsement by or on behalf of the Fiscal Agent of the reduction in the principal amount of the relevant Global Bond on the relevant part of the schedule thereto.

7. Euroclear and Clearstream, Luxembourg

References therein and herein to Euroclear and/or Clearstream, Luxembourg shall be deemed to include references to any other clearing system through which interests in the Bonds are held.

USE OF PROCEEDS

The net proceeds of the issue of the Bonds, amounting to approximately €595,374,600, will be applied by the Issuer for its general corporate activities and/or to refinance its existing debt.

DESCRIPTION OF THE ISSUER

Introduction

VINCI is a French *société anonyme* (public limited company) with a *Conseil d'Administration* (Board of Directors), established under French law and with a term expiring, unless extended, on 21 December 2078. It is registered at the *Registre du Commerce et des Sociétés de Nanterre* under number RCS 552 037 806. Its registered office is at 1, cours Ferdinand de Lesseps, 92851 Rueil-Malmaison, France.

VINCI's objects (as more fully set out in article 2 of VINCI's *statuts* (constitutional documents)) are:

- undertaking all forms of civil engineering and in particular all types of underground works, foundations, hydraulics and reinforced concrete; and
- more generally, undertaking all industrial, commercial, financial, securities and property transactions related to the purposes specified above.

Brief history of the Group

VINCI, originally named Société Générale d'Entreprises ("**SGE**"), was formed in 1908. SGE experienced strong growth in the years preceding World War I. It contributed to France's defence efforts during the war and to the country's reconstruction afterwards. In the twenties and thirties, SGE's main growth avenue was electrical power, but the nationalisation of the Group's electrical power assets in 1946 forced SGE to redeploy into building and civil engineering. In the post-war decades, SGE became the leader in France in civil engineering.

In 1966, the Group became part of Compagnie Générale d'Electricité (now named Alcatel). In 1970, it moved into motorway concessions and was one of the founders of Cofiroute, which was set up to finance, build and operate the A10 (Paris-Orléans) and A11 (Paris-Le Mans) motorways. In 1982, when SGE was mainly focused on the French market, it merged with Sainrapt-et-Brice, a company specialised in prestressed concrete with an active export business.

In 1984, the then French state-owned Compagnie de Saint-Gobain became the Group's majority shareholder and launched a wide-ranging restructuring process: SGE became a holding company, whose main subsidiary Sogea resulted from the merger of SGE-BTP and Saint-Gobain's construction business and focused on construction (the Group's primary core business). With the acquisition of two other subsidiaries, Bourdin-Chaussé (1977) and Cochery (1982), roadworks became the Group's second core business. Electricité Saunier-Duval (now called Sdel), Tunzini and Wanner Isofi constituted the Group's third core business (electrical power and climate control).

In 1988, after it was privatised, Saint-Gobain sold its controlling interest in SGE to Compagnie Générale des Eaux. The latter contributed construction subsidiaries Campenon Bernard and Freyssinet, as well as roadworks company Viafrance. In the early nineties, several acquisitions helped give the Group a truly European dimension. SGE took over Norwest Holst, a UK company specialised in construction and civil engineering, and several companies in Germany, notably VBU (roadworks), Controlmatic (electrical engineering) and Klee (construction and maintenance).

1997 was marked by large-scale operations between SGE and Compagnie Générale des Eaux. SGE transferred its household waste treatment business and most of its water distribution and property development activities to Compagnie Générale des Eaux. In exchange, Compagnie Générale des Eaux transferred electrical contracting companies GTIE and Santerne, as well as 90% of French construction company CBC, to SGE. At the same time, Compagnie Générale des Eaux reduced its interest in SGE from 85% to 50% through a private placement of shares with French and foreign institutional investors. Subsequently, SGE reorganised itself into four core businesses (concessions, energy and information, roads and construction).

In 1998 and 1999, SGE continued its acquisitions programme, targeting businesses with recurring incomes and high added value. SGE launched a successful takeover bid on Sogeparc, the French leader in car parks, and acquired Teerbau, the roadworks leader in Germany. In the energy sector, it acquired Emil Lundgren, a Swedish electrical engineering company, and Calanbau, the German leader in fire protection. With the acquisition of Terre

Armée Internationale and Ménard Soltraitement, SGE's construction subsidiary Freyssinet became the world leader in geotechnical engineering.

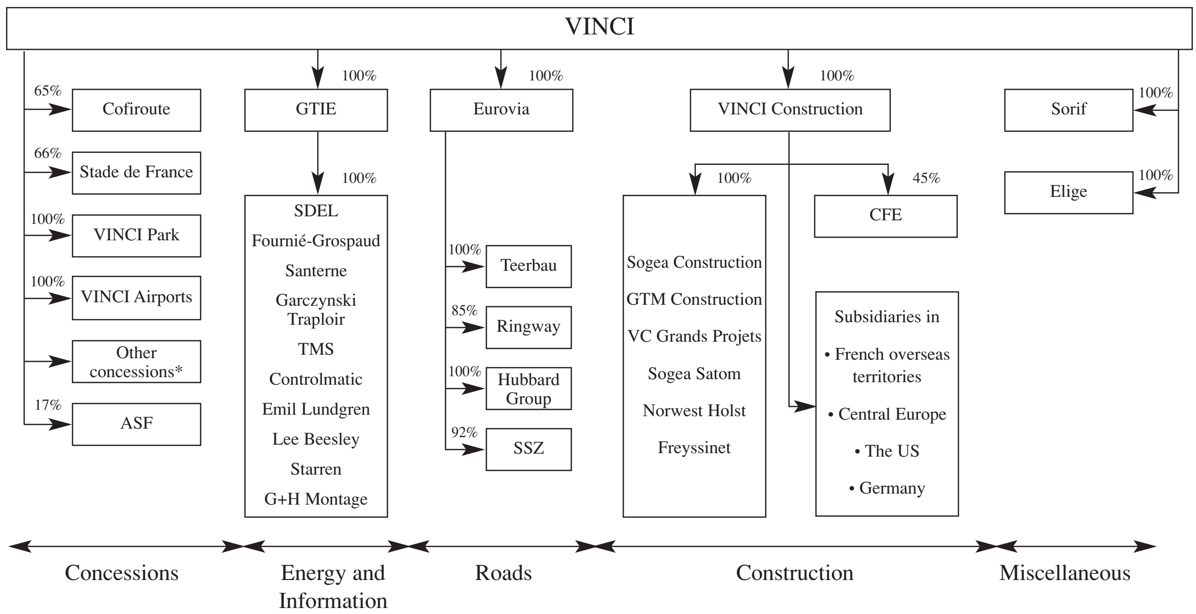
In February 2000, Compagnie Générale des Eaux (by then renamed Vivendi Universal) ceased to be a majority shareholder in VINCI, selling most of its shares in SGE to institutional investors and keeping only 17% of the capital stock. In May, SGE changed its name to VINCI. In July, VINCI launched a share-funded takeover bid on GTM, a French construction company, and the subsequent merger of VINCI with GTM in December gave rise to a world leader in concessions, construction and related services.

In 2001, Vivendi Universal and Suez, GTM's former majority shareholders, both issued exchangeable bonds into VINCI shares with the aim of withdrawing completely from VINCI's capital. VINCI continued to grow, acquiring US company WFS, a world leader in airport support services, and TMS, an Austrian company specialising in automated manufacturing systems for the automotive industry. In the wake of the events of 11 September, VINCI withdrew its takeover bid on UK airport operator TBI.

Finally, in January 2002, Norwest Holst acquired Crispin & Borst, a UK company specialised in building maintenance and in April, VINCI acquired a 14% stake in Autoroutes du Sud de la France (ASF), the French state-sector motorway concession operator. At the same time, Eiffage, acting in concert with VINCI, acquired a 1% stake in ASF. VINCI and Eiffage together now hold a 17% stake in ASF.

Organisation chart

The following simplified chart shows the main companies held directly or indirectly by VINCI (and the percentage of capital held) at 30 June 2002.



* See list on page 23 of this Offering Circular

Management and corporate governance

VINCI's *Conseil d'Administration* (Board of Directors) includes 16 members whose term of office is six years. Two of the directors are senior executives (Mr Zacharias and Mr Huvelin), three are former senior executives (Mr Dejouany, Mr Michel and Mr Minc), four represent former VINCI majority shareholders (Mr Brongniart, Mr Jaclot and Mr de Silguy represent Suez, and Mr Proglio represents Vivendi Universal), and Mr Vernoux represents VINCI employee shareholders participating in the Group's saving schemes. The six other directors are independent business managers who have no other ties with the Group.

The Board of Directors debates all major issues concerning the Group, namely making strategic decisions, approving financial statements, approving principal acquisitions, approving debt and equity issues, deciding changes to the legal structure of the Group, approving employee share plans, approving share repurchases and generally making all other decisions within VINCI's objects that are not otherwise reserved to VINCI's *Assemblées Générales* (Shareholder Meetings).

The following table lists the terms of office, functions and ages of members of the Board of Directors:

- Antoine Zacharias (age 63): Chairman and CEO of VINCI
  Expiration of term 2008
- Dominique Bazy (age 50): Chairman and CEO of UBS Holding France
  Expiration of term 2008
- Philippe Brongniart (age 63): Director and Senior Executive Vice-President of Suez
  Expiration of term 2006
- Guy Dejouany (age 81): Honorary President of Vivendi Universal
  Expiration of term 2006
- Alain Dinin (age 51): Vice Chairman of the Executive Board and General Manager of Nexity
  Expiration of term 2008
- Patrick Faure (age 56): Chairman of Renault Sport and Deputy General Manager of Renault
  Expiration of term 2005
- Dominique Ferrero (age 55): General Manager of Crédit Lyonnais
  Expiration of term 2006
- Bernard Huvelin (age 65): Co-Chief Operating Officer of VINCI
  Expiration of term 2006
- François Jaclot (age 53): Director and Senior Executive Vice-President of Suez
  Expiration of term 2006
- Serge Michel (age 75): Chairman and CEO of Soficot
  Expiration of term 2008
- Alain Minc (age 53): Chairman of AM Conseil and of Société des Lecteurs du Monde
  Expiration of term 2006
- Henri Proglio (age 53): Chairman of the Executive Board of Vivendi Environnement
  Expiration of term 2008
- Henri Saint Olive (age 58): Chairman of Banque Saint Olive
  Expiration of term 2006
- Yves-Thibault de Silguy (age 53): Senior Executive Vice-President of Suez
  Expiration of term 2006
- Denis Vernoux (age 55): Chairman Président of the Conseil de surveillance of VINCI Actionnariat
  Expiration of term 2008
- Willy Stricker (age 59): Chairman of CDC Ixis Private Equity
  Expiration of term 2006

Board of Directors Audit Committee

The Audit Committee is chaired by Dominique Bazy and includes François Jaclot and Henri Saint Olive. The Audit Committee's role is to examine the non-consolidated (*comptes sociaux*) and consolidated financial statements before they are submitted to the Board of Directors, to ensure that the accounting methods and principles used are appropriate and consistent, to verify the consistency of the Group's internal control arrangements and to monitor the quality of the information submitted to the shareholders. It also gives advice on the appointment of the statutory auditors. The Audit Committee met three times in 2001.

Board of Directors Investment Committee

This committee was created in October 2000, is chaired by Dominique Ferrero and includes Willy Stricker and Yves-Thibault de Silguy. It is responsible for reviewing all major acquisition or divestment projects likely to have a significant impact on the Group's business, results or the market performance of the VINCI shares, before they are submitted to the Board of Directors. The Investment Committee met once in 2001.

Board of Directors Remuneration Committee

This committee is chaired by Serge Michel and includes Patrick Faure and Alain Minc. It makes recommendations to the Board of Directors on the remuneration of executive directors and senior executives. It met three times in 2001.

Executive Committee

The Executive Committee enables VINCI's central management to meet with the heads of the Group's business divisions. The members of the Executive Committee are:

- Antoine Zacharias (Chairman and CEO of VINCI)
- Bernard Huvelin (Co-Chief Operating Officer of VINCI, Member of the Board)
- Xavier Huillard (Co-Chief Operating Officer of VINCI, Chairman and CEO of VINCI Energy and Information)
- Roger Martin (Co-Chief Operating Officer of VINCI, Chairman and CEO of VINCI Roads)
- Dario d'Annunzio (Chairman and CEO of VINCI Concessions and Cofiroute)
- Philippe Ratynski (Chairman and CEO of VINCI Construction)
- Christian Labeyrie (Vice-President and Chief Financial Officer of VINCI)
- Pierre Coppey (Vice-President, Corporate Communication, HR and Synergies of VINCI)

Management and Co-ordination Committee

The Management and Co-ordination Committee allows senior executives to meet with the members of the Executive Committee. The purpose of this committee is to ensure wide consultation and discussion of VINCI's strategy and development.

Capital Structure

Subscribed share capital

On 30 June 2002, VINCI's capital stock amounted to Euro 856,094,330 divided into 85,609,433 ordinary shares with a nominal value of Euro 10 each.

The breakdown of principal shareholders, capital stock and voting rights at 30 June 2002 was:

Shareholder	*number of shares*	*as %*	*as % fully diluted*	*Number of voting rights*	*as %*
Employees	7,815,761	9.13%	7.54%	7,815,761	9.98%
Treasury stock	7,289,618	8.51%	7.03%	0	0.00%
Vivendi Universal*	6,818,695	7.96%	6.58%	6,818,695	8.71%
Suez	2,000,000	2.34%	1.93%	2,000,000	2.55%
Mobil Oil France	929,868	1.09%	0.90%	929,868	1.19%
Others	60,755,491	70.97%	58.59%	60,755,491	77.57%
Total	85,609,433	100.00%	82.55%	78,319,815	100.00%

* On 1 July 2002, Vivendi Universal sold (to shareholders in the "Others" category) 5,266,390 VINCI shares, thereby reducing its interest from 7.96% to 1.81% of VINCI's existing share capital.

Potential capital

The only existing securities that can give rise to the creation of new VINCI shares are bonds convertible into and/or exchangeable for new and/or existing VINCI shares (OCEANE bonds) and share subscription options granted to senior executives and Group employees.

OCEANE bond issues

In July 2001, VINCI issued 5,750,000 bonds convertible into and/or exchangeable for new and/or existing shares for an aggregate principal amount of Euro 518 million. The bonds carry a 1% coupon and will be fully redeemed on 1 January 2007 at Euro 108.12 (representing 120% of the Euro 90 issue price). The bonds can be converted at any time on the basis of one VINCI share for one bond. As at 30 June 2002, no bond had been converted.

In April 2002, VINCI issued 5,558,334 bonds convertible into and/or exchangeable for new and/or existing shares for an aggregate principal amount of Euro 500 million. The bonds carry a 2% coupon and will be fully redeemed on 1 January 2018 at Euro 125.46 (representing 139.4% of the Euro 90 issue price). The bonds can be converted at any time on the basis of one VINCI share for one bond. As at 30 June 2002, no bond had been converted.

Share subscription options

There are 18 stock subscription option plans (of which six GTM subscription option plans and three Sogeparc subscription option plans that have been converted into VINCI subscription option plans, following the mergers (*fusion-absorption*) of GTM and Sogeparc, on 19 December 2000 and 12 December 2001 respectively).

There are close to 1,700 stock option beneficiaries. Each option gives the holder the right to subscribe one VINCI share. On 30 June 2002, there were 6,784,934 options that had not yet been exercised, representing 6.5% of VINCI's diluted capital. The average exercise price was €43.05. 81% of options outstanding are currently exercisable, 18% will become exercisable as from 2003 and 1% as from 2004.

Further, the eight members of the VINCI Executive Committee held 2,910,845 stock subscription or purchase options, with an average exercise price of €50.46, on 30 May 2002.

	number of shares	*as %*	*as % fully diluted*
Total existing shares	85,609,433	100.00%	82.55%
Share subscription options	6,784,934	7.93%	6.54%
OCEANE (July 2001)	5,750,000	6.72%	5.54%
OCEANE (April 2002)	5,558,334	6.49%	5.36%
Total shares "fully diluted"	103,702,701	121.13%	100.00%

Own shareholding

VINCI initiated a share buy-back programme in 1998, acquiring 1.8 million of its own shares at an average of €65 per share between 1 January 2001 and 1 March 2002. On 30 June 2002, the Group held 8.5% of its own capital stock, i.e. 7.3 million shares, including 6.7 million to cover employee stock options, and was in a position to purchase 1.3 million additional shares.

There are six stock option purchase plans. On 30 June 2002, there were 6,714,565 options that had not yet been exercised, representing 92% of VINCI's Treasury stock. The average exercise price per option was €51.99. 51% of options outstanding are currently exercisable, 11% will become exercisable as from 2003, 26% as from 2004 and 12% as from 2005.

VINCI's *Assemblée Générale Ordinaire* (Ordinary Shareholders' Meeting) of 6 June 2002 has currently authorised, up to a maximum amount of €500 million, the purchase by VINCI of up to 10% of the shares making up its capital stock. VINCI is considering several possible uses for the shares acquired under this authorisation, namely stock purchase option plans, honouring the terms of certain securities (options, exchangeable/convertible and similar securities), corporate acquisitions, certain market stabilisation activities, responding to stock market movements and cancellation pursuant to VINCI's financial policy. The authorisation provides for certain limitations, namely as to repurchase price and runs for a period of 18 months from 6 June 2002.

Market valuation

VINCI shares are listed on the Paris stock exchange and are included in the CAC 40, Euronext 100, DJ Stoxx and Next Prime indexes. At a share price of Euro 69.7 at 14 June 2002, VINCI's market capitalisation amounted to Euro 5.9 billion.

Capitalisation

The following table sets forth the capitalisation of VINCI as at 31 December 2001.

(in millions of Euros)

Shareholders' equity	2,373
Minority interests	511
Long-term financial debt	4,003
Short-term financial debt	1,275
Cash	(746)
Treasury stock	(356)
Marketable securities & short-term financial receivables	(2,103)
Capitalisation (net of cash and cash equivalent)	4,957

There has been no material change in the capitalisation of VINCI and its consolidated subsidiaries since 31 December 2001, except for:

- traditional cyclic negative evolution of cash-flows in the first months of the year that reaches, on an average basis, a peak of around 500 million Euros;
- the acquisition of a 17% stake of ASF in May 2002, for 1 billion Euros;
- the issue, in April 2002, of Euro 500 million 2 per cent. OCEANE bonds due 2018;
- the issue by VINCI of the Bonds pursuant to this Offering Circular; and
- a dividend distribution on 27 June 2002 of 131 million Euros.

Business overview

The Group is a world leader in concessions, construction and related services. The Group is organised into four core business divisions.

VINCI Concessions

VINCI Concessions has been present for over a century in outsourced infrastructure management and has considerable expertise in the design, turnkey construction, financing and operation of facilities. VINCI Concessions operates in four principal areas: (1) in road infrastructure, VINCI Concessions manages 1,300 km of toll roads, ranging from Cofiroute, handling 900 km of roads in western France and tunnels under construction on the A86 motorway west of Paris, to interests in foreign companies in Chile, Canada and Thailand; (2) with 730,000 parking places in streets and parking lots in 12 countries managed on behalf of public and private clients, VINCI Park is the largest car park operator in Europe and one of the world leaders in the parking sector (VINCI Park offers a comprehensive range of services, including the design, financing, building and operation of all parking-related infrastructure); (3) in the airport sector, VINCI is present in two complementary businesses: airport management (26 airports processing 40 million passengers a year) and ground handling services, where VINCI is a leader in the United States and some 20 other countries through WFS and in France through SEN; (4) in the field of major infrastructure, VINCI operates the Stade de France stadium in Paris, five bridges (in Portugal, the United Kingdom and Canada) and a tunnel in Marseilles, with a further bridge under construction (the Rion-Antirion Bridge in Greece, scheduled to open in 2004).

The table below sets out the main VINCI concessions as at 31 December 2001.

	Country	*Percentage holding*	*Residual life of contract (years)*
Motorways			
• Cofiroute (896 km)	France	65%	28
• Cofiroute A86 tunnels	France	65%	70[1]
• Chillan-Collipulli (160 km)	Chile	83%	19
• Fredericton-Moncton (200 km)	Canada	12%	31
• Don Muang (20 km)	Thailand	5%	19
Car parks			
• VINCI Park	France and other countries	100%	30[2]
Airports			
• ITA (9 airports)[3]	Mexico	25%	47
• OMA (13 airports)[4]	Mexico	37%	48
• Cambodia (2 airports)	Cambodia	70%	18
• ADP Management (Beijing)[5]	China	34%	48
• ADP Management (Liège)[6]	Belgium	34%	38
Infrastructure			
• Stade de France	France	66%	23
• Rion-Antirion bridge	Greece	53%	37
• Confederation bridge	Canada	50%	30
• Severn River crossings (2 bridges)	UK	35%	12
• Tagus River crossings (2 bridges)	Portugal	25%	28
• Prado-Carénage tunnel	France	31%	23

(1) When the tunnels are fully in service.
(2) On average.
(3) "Strategic partner", with 15% of capital.
(4) "Strategic partner", with 15% of capital.
(5) "Strategic partner", with 10% of capital.
(6) "Strategic partner", with 25% of capital.

In 2001, VINCI Concessions generated 57% of the Group's operating income and 9% of the Group's net sales (83% of which was in France). Cofiroute's share of such contributions was, respectively, 79% and 51%.

Key figures as at 31 December 2001:

Operating income	Euro 603 million
Net sales	Euro 1,460 million
Net sales outside France	Euro 253 million
Workforce	19,314

VINCI Energy and Information

With GTIE, VINCI Energy and Information is a leader in France and a leading player in Europe in information and energy technologies. It is present in three areas: (1) optimisation of manufacturing equipment (information systems, electrical and thermal engineering and maintenance, as well as manufacturing systems and processes for the automotive industry); (2) communication infrastructure (fixed and cellular), networks and services for companies, local authorities and operators; and (3) equipment for living and working areas (power transmission and distribution, power information networks, signalling and urban lighting, traffic management and fire protection). GTIE runs a network of 800 companies that focus on local markets through a large number of generally small scale recurrent contracts. GTIE's strategy is that this small-scale localisation will enable it to respond more quickly to the constant evolution and development that characterises these markets.

In 2001, VINCI Energy and Information generated 18% of the Group's net sales (70% of which was in France) and 8% of the Group's operating income.

Key figures as at 31 December 2001:

Operating income	Euro 86 million
Net sales	Euro 2,944 million
Net sales outside France	Euro 891 million
Workforce	25,000

VINCI Roads

Following the successful merger of Eurovia and Entreprise Jean Lefebvre in 2001, VINCI Roads is the European leader in the road and recycled materials industries. It is present in three complementary businesses: (1) roadworks, including construction and maintenance of all types of road infrastructure, from major highways, via fixed-route public transportation systems (such as tramways), to pedestrians walkways; (2) materials production through 200 quarries, 95 binder plants, 400 coating stations and 90 recycling units (VINCI Roads is the number two in France with annual sales of roughly 1 billion Euros); and (3) environment-related activities (recycling of inert waste into road building materials, noise-reduction systems, demolition/deconstruction and landfill construction). Most business comes through a large number of small contracts (around 45,000 a year), a large majority of them relating to maintenance work. This situation lowers risk exposure and allows for more stable earnings.

In 2001, VINCI Roads generated 33% of the Group's net sales (59% of which was in France) and 16% of the Group's operating income.

Key figures as at 31 December 2001:

Operating income	Euro 173 million
Net sales	Euro 5,473 million
Net sales outside France	Euro 2,257 million
Workforce	38,000

VINCI Construction

VINCI Construction is active in building, civil engineering, hydraulics and facilities management. The broad scope of its know-how, together with very strong geographic coverage in its international network, particularly in Europe, makes it the largest construction company in France and the third in Europe. VINCI Construction is organised into six main entities: (1) GTM Construction and (2) Sogea Construction, two independent networks operating in France, with a large number of businesses; (3) VINCI Construction Grands Projets (large construction projects in France and abroad); (4) Freyssinet (the world leader in specialised civil engineering projects such as superstructures, soil reinforcement and improvement, and large structure repairs); (5) VINCI Construction Filiales Internationales (construction activities in Africa, the French overseas territories and central Europe); and (6) the UK, German and US subsidiaries. VINCI Construction's management strategy is based on giving the maximum of responsibility to its profit centres and systematically repositioning businesses in the least cyclical market segments with the highest added value. This strategy has enabled VINCI Construction to increase operating margin to nearly 3% in 2001.

In 2001, VINCI Construction represented 19% of the Group's operating income and 40% of the Group's net sales (56% of which was in France).

Key figures as at 31 December 2001:

Operating income	Euro 200 million
Net sales	Euro 6,832 million
Net sales outside France	Euro 3,011 million
Workforce	45,000

Main subsidiaries

The table below sets out VINCI's main subsidiaries as at 31 December 2001.

(in million Euros)

Undertakings	*Active field*	*Percentage held directly or indirectly*	*Capital stock*	*Reserves & Retained earnings before net income appropriation*	*Net income in the last financial year*	*Dividends received by VINCI*
Cofiroute*	Concessions	65%	158.3	575.4	195.1	53.2
VINCI Airports	Concessions	100%	200.0	–	(44.7)	–
VINCI Park	Concessions	100%	192.5	611.2	20.2	–
GTIE	Energy and information	100%	99.5	81.7	74.6	70.2
Eurovia	Roads	100%	366.4	56.1	60.2	9.2
Entreprise Jean Lefebvre	Roads	100%	66.4	178.6	56.0	76.1
VINCI Construction	Construction	100%	148.8	109.7	24.2	–
Freyssinet International	Construction	100%	15.6	3.2	(7.5)	–

* Currently, VINCI does not have a majority of representatives on the board of directors of Cofiroute.

Strategy

During the 1997-2001 period, when VINCI reorganised its activities into the four core businesses, it also launched a Euro 600 million restructuring programme to lower its fixed costs base. The Group made significant steps in eliminating certain structural loss-makers, divesting certain non-strategic businesses and property development activities, and resumed an aggressive acquisitions policy.

Over the same period, VINCI reduced risk exposure through more selective order taking, particularly in major works, and by focusing on margins rather than volume of sales. To lessen exposure to business cycles, it also diversified its portfolio and refocused on recurring business, such as industrial maintenance and facilities management. In addition, VINCI systematically applied a policy that involved decentralising activities and management and spinning off businesses. By applying this management model throughout the Group, VINCI was able to establish long-term growth patterns and to report a 6.2% operating margin in 2001 (2.9% excluding concessions).

As an independent company, VINCI adopted a new name. Under the name of VINCI, it launched in July 2000 a recommended share-for-share takeover bid on GTM, whose main shareholder, Suez, wished to withdraw. The offer was successful, with 97.4% of GTM's shares exchanged. Suez transferred its majority interest in GTM to VINCI, which in turn sold GTM's industrial division to Suez. On 19 December 2000, following the approval of their respective shareholder meetings, VINCI and GTM merged.

In 2001, the first full year following the takeover, pre-tax synergy savings exceeded Euro 50 million. VINCI's post-merger market capitalisation is 80% higher than the sum of the respective market capitalisations of VINCI and GTM before the merger.

VINCI intends to pursue the same strategy over the next few years and will aim at consolidating and enhancing the profitability of business lines and accelerating the development of the most promising sectors (concessions, energy and information), particularly through acquisitions.

Objectives and prospects for 2002

The value of VINCI's order backlog (excluding concessions) came to €10.4bn at 31 December 2001, which is comparable with the level reported at the end of 2000.

In the more uncertain economic climate of 2002, VINCI intends to continue to pursue its strategy, which involves focusing on high value-added business, by developing concessions, especially in car parks, airports and motorways, and by accelerating efforts to shift the focus of the construction, roads, and energy and information businesses toward services. VINCI also intends to increase its acquisitions in Europe, particularly in information and communication technologies and roads. The Group also intends to continue its strategy of selective order taking and risk control, but has not set a specific target for growth in net sales.

VINCI intends to continue to improve operating margins in all core businesses, particularly through the full impact of synergies from the merger with GTM, and the progressive improvement of under-performing units.

Recent developments: net Sales in the 1st quarter 2002

VINCI's consolidated net sales in the first quarter of 2002 amounted to 3.83 billion Euros, representing growth of 3.2% over the first quarter of the previous year.

The changes in scope of consolidation, which account for additional net sales of approximately 170 million Euros in the quarter, are consistent with VINCI's strategic thrust. VINCI's current strategic orientation consists of favouring business in recurrent services that offer good visibility in high-growth and strong value-added markets, and that strengthen the company's international presence.

The newly consolidated companies are WFS, a North American leader in airport services and a specialist in cargo handling, the Austrian company TMS, which designs and installs automated industrial manufacturing systems for the automotive industry, and Crispin & Borst, a company specialising in the maintenance of buildings in the London region.

On a like-for-like basis (scope of consolidation and exchange rates), net sales were generally stable (down 0.9%).

In France, the trend that emerged at the end of 2001 continued, and net sales were slightly down (2.7% on a like-for-like basis) in comparison with the very high level recorded in the first quarter of the previous year, especially in roads and energy and information.

On the other hand, net sales outside France were up 2.4% on a like-for-like basis, reflecting strong growth in concessions (14%), a good performance by VINCI Construction, and the first perceptible effects of recovery in road business in Germany.

In total, net sales generated outside France exceeded 1.5 billion Euros, representing a real increase of almost 15% in comparison with the first quarter of 2001, when the impact of the previously mentioned newly consolidated companies is included. Non-French business now accounts for almost 40% of total net sales.

Concessions and Services

Net sales for the Concessions business sector came to 417 million Euros, representing an increase of 35.5% over the first quarter of 2001. On a like-for-like basis, the increase in net sales amounted to 7.6%.

Over the quarter, Cofiroute reported an increase of 12% in net sales to 160 million Euros, reflecting a 4.4% increase in traffic on a like-for-like network basis, the impact of opening of new sections (A28, A85) completed in the course of 2001, and also the impact of price increases applied in March 2002. In the previous year, price increases did not take effect until April.

VINCI Park's business remained stable on a like-for-like basis. The growth of its international operations (almost 8%) made it possible to offset the weaker demand in France (down 3%), where the use of certain parking facilities in commercial areas was adversely affected in the aftermath of the 11 September attacks.

Net sales in airport services at 122 million Euros include 101 million Euros for WFS, which has been consolidated since October 2001: the recovery in airport services started in December 2001 and continued into the first quarter of 2002, but has not yet come back to the level of the first quarter of 2001.

Energy and Information

The quarterly net sales of GTIE amounted to 691 million Euros, slightly up on an actual basis, due to the first consolidation of TMS.

In France, net sales remained stable on a like-to-like basis (down 2% to 487 million Euros), in comparison with the high level attained in the first quarter of 2001. Despite the market slowdown observed in telecommunications and in some industrial sectors, commercial activity continues to improve, with confirmed orders in excess of budgeted levels in most subsidiaries.

Outside France, the 11% decrease in net sales to 204 million Euros on a like-for-like basis is the result of divergent trends: a decline in Northern Europe, offset in part by a slight rise in Germany.

Roads

In France, after the strong growth experienced over the two previous financial years (almost 20% in total), the 15% decline in Eurovia's net sales to 556 million Euros in the first quarter of 2002 reflects the market's return to a level comparable to that of the preceding period.

This trend was anticipated by Eurovia in 2001 on the occasion of its operational merger with EJL. The magnitude of this trend can not be assumed to apply to the year as a whole, due principally to seasonal factors.

In Germany, after several years of recession, net sales increased by 8%, and this trend is supported by an increase in confirmed orders against a background of improving market conditions. Outside Germany and France, business remained at a sustained level (up 1.1% in comparison with 2001) in most countries of Europe and North America. Eurovia's total net sales outside France rose 2.4% to 387 million Euros.

Construction

In France, where VINCI Construction reported stable net sales of 897 million Euros, the building business was sustained, especially in the Paris and south-east regions. Conversely, net sales were down in civil engineering and in earthworks due to the completion of several projects (the Télia contract in particular), the delay in the awarding of work on the TGV East, and the provisional shutdown of the A86 east tunnel work site. The negative impact was partially offset by the coming on stream of the Havre-Port 2000 project.

Outside France, net sales increased substantially (8.4% on a like-for-like basis) to 743 million Euros, reflecting the dynamism of VINCI Construction's operations in Europe, especially the UK, and in French-speaking Africa, as well as Freyssinet's growth in its specialised business lines. Conversely, major projects sales decreased by almost 20%.

The consolidated order backlog (excluding concessions) stood at 11.5 billion Euros on 31 March 2002, representing a 5% rise over 12 months. This amounts to approximately nine months of business on an annual basis.

Consolidated Net Sales for the 3 month periods ended 31 March 2002 and 2001 (Unaudited)

(in millions of Euros)	*31 March 2002*	*31 March 2001*	*Variation 2002/2001 actual*	*like with like*
CONSOLIDATED NET SALES				
Concessions and Services	417.0	307.6	35.5%	7.6%
Energy and Information	690.5	678.2	1.8%	(4.5%)
Roads	942.8	1,036.7	(9.1%)	(8.9%)
Construction	1,640.2	1,565.1	4.8%	2.8%
Miscellaneous and double counts	138.8	123.7		
Total	3,829.2	3,711.3	3.2%	(0.9)
Of which France				
Concessions and Services	280.8	265.2	5.9%	6.7%
Energy and Information	487.0	500.0	(2.6%)	(1.9%)
Roads	556.0	656.3	(15.3%)	(15.5%)
Construction	897.6	908.6	(1.2%)	(1.3%)
Miscellaneous and double counts	98.2	62.3		
Total	2,319.6	2,392.5	(3.0%)	(2.7%)
Of which outside France				
Concessions and Services	136.1	42.5	ns	14.0%
Energy and Information	203.6	178.2	14.2%	(11.5%)
Roads	386.8	380.4	1.7%	2.4%
Construction	742.6	656.5	13.1%	8.4%
Miscellaneous and double counts	40.5	61.4		
Total	1,509.6	1,318.9	14.5%	2.4%

CONSOLIDATED FINANCIAL STATEMENTS

(for the year ended 31 December, in millions of euros)	*2001*	*2000*	*1999*
Consolidated net sales	**17,172.4**	**14,126.8**	**9,056.8**
Of which net sales outside France	6,507.5	5,460.2	3,547.7
Gross operating surplus	1,556.9	1,121.7	463.5
% of net sales	9.1%	7.9%	5.1%
Operating income	1,058.4	722.4	210.8
% of net sales	6.2%	5.1%	2.3%
Operating income less net financial expense/plus net financial income	**850.1**	**627.6**	**216.8**
Net income	**453.5**	**299.8**	**146.3**
Earnings per share (in euros)	5.65	5.98	3.64
Dividend per share, excluding tax credit (in euros)	1.70	1.65	1.60
Shareholders' equity	2,372.7	1,834.2	567.3
Provisions for liabilities	1,662.2	1,950.3	1,043.6
Net financial (debt)/surplus	(2,071.7)	(1,855.4)	53.4
Cash flow from operations	**1,101.1**	**874.8**	**377.5**
Net capital expenditure(1)	(1,109.7)	(718.6)	(189.1)
Net financial investments	(283.9)	(2,149.2)	(839.6)
Average number of employees	**129,499**	**122,070**	**70,699**

(1) Including investments in concessions

CONSOLIDATED STATEMENT OF INCOME

(for the year ended 31 December, in millions of euros)	*Notes*	*2001*	*2000 pro forma*	*2000*	*1999 pro forma*	*1999*
Net sales	1-2	**17,172.4**	**17,331.3**	**14,126.8**	**15,723.8**	**9,056.8**
Other revenue		1,019.6	774.3	614.8	535.3	356.5
Operating income		**18,192.0**	**18,105.6**	**14,741.6**	**16,259.1**	**9,413.3**
Operating expense		**(16,635.1)**	**(16,645.9)**	**(13,620.0)**	**(14,947.2)**(*)	**(8,949.8)**(*)
Gross operating surplus	2	1,556.9	1,459.7	1,121.7	1,311.8	463.5
Depreciation and provisions		(498.5)	(493.7)	(399.3)	(525.2)	(252.6)
Operating income	2-4	**1,058.4**	**966.0**	**722.4**	**786.7**	**210.8**
Financial (expense)/income		(125.6)	(116.2)	(63.1)	(119.4)	(10.0)
Depreciation and provisions		(82.7)	(61.3)	(31.7)	(46.4)	15.9
Net financial (expense)/income	5	(208.3)	(177.4)	(94.8)	(165.8)	5.9
Operating income less net financial expense/plus net financial income		**850.1**	**788.6**	**627.6**	**620.9**	**216.8**
Exceptional items		(54.9)	1.7	(85.0)	45.2	(46.8)
Depreciation and provisions		47.9	(83.8)	(87.8)	(66.0)	15.3
Net exceptional expense	6	(6.9)	(82.1)	(172.8)	(20.8)	(31.5)
Income tax	7	(182.2)	(109.3)	(35.7)	(174.3)	(35.4)
Amortisation of goodwill	11	(122.3)	(94.9)	(90.4)	(78.3)	(54.9)
Net income of consolidated companies		**538.6**	**502.2**	**328.7**	**347.5**	**95.0**
Share in net earnings of companies accounted for by the equity method	15	1.5	5.4	26.9	2.5	55.8
Minority interest	20	(86.6)	(84.6)	(55.8)	(77.3)	(4.5)
Net income		**453.5**	**423.0**	**299.8**	**272.7**	**146.3**
Earnings per share (in euros)	8	5.65	5.42	5.98	3.53	3.64
Diluted earnings per share (in euros)	8	5.39	5.31	5.80	3.48	3.60

(*) Employee profit-sharing for 1999 has been restated under operating expense, in accordance with the new accounting method for consolidated financial statements

CONSOLIDATED BALANCE SHEET

Assets

(as at 31 December, in millions of euros)	*Notes*	*2001*	*2000 pro forma*	*2000*	*1999 pro forma*	*1999*
Intangible assets other than goodwill	10	223.7	104.2	104.2	64.9	28.1
Goodwill	11	900.2	800.3	800.3	822.4	671.4
Concession fixed assets	2-12	5,484.9	5,056.3	5,056.3	4,688.1	386.5
Tangible assets	2-3-13	1,921.8	1,860.6	1,860.6	1,686.8	881.1
Financial assets						
Investments in subsidiaries and affiliates	14	312.8	163.4	163.4	139.9	70.9
Investments accounted for by the equity method	15	135.4	117.4	117.4	266.6	234.1
Other financial fixed assets	16	245.0	324.7	324.7	287.8	73.2
		693.2	605.5	605.5	694.3	378.2
Deferred charges		74.5	37.7	37.7	54.9	27.0
Total fixed assets		**9,298.4**	**8,464.6**	**8,464.6**	**8,011.3**	**2,372.3**
Inventories and work in progress	17	405.1	459.8	459.8	1,052.3	332.6
Trade accounts receivable and related accounts	17	7,250.0	7,322.7	7,322.7	6,568.0	4,008.6
Short-term financial receivables	18-24	296.4	146.9	146.9	212.9	160.3
Marketable securities	19	2,163.2	1,340.2	1,340.2	1,088.4	736.5
Cash	24	746.0	777.7	777.7	775.9	334.2
Total current assets		**10,860.8**	**10,047.3**	**10,047.3**	**9,697.5**	**5,572.2**
Deferred tax	7	143.5	251.7	251.7	155.2	34.1
Total assets		**20,302.7**	**18,763.5**	**18,763.5**	**17,864.0**	**7,978.6**

Shareholders Equity and Liabilities

(in millions of euros)	*Notes*	*2001*	*2000 pro forma*	*2000*	*1999 pro forma*	*1999*
Shareholders' equity						
Capital stock		828.8	791.5	791.5	523.4	523.4
Consolidated retained earnings		1,090.3	619.6	742.9	603.9	(102.4)
Net income for the year		453.5	423.0	299.8	272.7	146.3
		2,372.7	1,834.2	1,834.2	1,400.0	567.3
Minority interest	20	511.4	482.4	482.4	487.8	26.1
Investment subsidies	21	425.5	409.7	409.7	376.1	0.8
Provisions for pension commitments	22	472.5	429.2	429.2	451.4	361.8
Provisions for liabilities	2-23	1,662.2	1,950.3	1,950.3	1,860.9	1,043.6
Special concession amortisation	5	1,063.1	984.5	984.5	919.2	–
Debt						
Subordinated debt, bonds and debentures		2,942.3	1,857.9	1,752.3	1,926.0	50.6
Other long-term debt		1,060.4	1,173.7	1,145.2	1,236.4	450.0
Short-term debt (less than 1 year)		1,274.7	1,088.6	1,222.7	985.1	676.9
	24	**5,277.4**	**4,120.2**	**4,120.2**	**4,147.5**	**1,177.6**
Other long-term liabilities		50.5	60.9	60.9	38.8	12.8
Accounts payable and similar accounts	17	8,353.9	8,259.8	8,259.8	8,046.8	4,769.5
Deferred tax	7	113.7	232.3	232.3	135.6	19.1
Total shareholders' equity and liabilities		**20,302.7**	**18,763.5**	**18,763.5**	**17,864.0**	**7,978.6**

CONSOLIDATED CASH FLOW STATEMENT

(as at 31 December, in millions of euros)	*Notes*	*2001*	*2000 pro forma*	*2000*	*1999*
Operating transactions					
Gross operating surplus		1,556.9	1,459.7	1,121.7	463.5
Financial and exceptional transactions		(284.0)	(245.3)	(190.1)	(85.8)
Tax for the year		(176.7)	(135.9)	(67.3)	(29.5)
Operating cash flow	9	**1,096.2**	**1,078.6**	**864.2**	**348.2**
Net change in working capital requirement	17	154.5	(49.8)	107.7	216.0
		1,250.6	**1,028.8**	**972.0**	**564.2**
Net capital expenditure					
Capital expenditure	2	(548.1)	(588.0)	(511.8)	(252.2)
Fixed asset disposals		75.3	62.8	50.6	63.1
		(472.8)	**(525.2)**	**(461.2)**	**(189.1)**
Free cash flow *before investment in concession and financial investments*	**(I)**	**777.8**	**503.6**	**510.7**	**375.1**
Investment in concessions *net of subsidies*	**2**	**(636.9)**	**(535.9)**	**(257.4)**	**–**
Net financial investment					
Acquisition of investments and securities	2	(418.8)	(292.5)	(2,349.2)	(718.2)
VINCI shares		(81.9)	(145.2)	(145.2)	(156.4)
Proceeds from the disposal of securities		216.9	462.4	345.1	35.0
		(283.9)	**24.8**	**(2,149.2)**	**(839.6)**
Net change in financial fixed assets		32.4	(23.2)	7.6	6.5
	(II)	**(888.4)**	**(534.3)**	**(2,339.0)**	**(833.1)**
Financing transactions					
VINCI stock issues		160.0	47.0	2,163.3	23.4
Minority interest in capital increase of subsidiaries		5.6	4.3	4.3	3.8
Dividends paid by VINCI		(119.5)	(59.1)	(59.1)	(53.2)
Dividends paid to minority interest in subsidiaries		(45.7)	(44.1)	(28.0)	(4.0)
Dividends received from companies accounted for by the equity method		5.0	3.4	10.6	29.3
Other long-term liabilities		10.0	4.8	7.0	(4.3)
	(III)	**15.4**	**(43.7)**	**2,098.1**	**(5.0)**
Cash flows for the financial year	**(I + II + III)**	**(95.1)**	**(74.4)**	**209.9**	**(463.1)**
Net financial (debt)/surplus on 1 January		**(1,855.4)**	**(2,070.5)**	**53.4**	**684.9**
Impact of exchange rates, scope of consolidation and other		(203.1)	144.5	(2,263.7)	(250.3)
Restatement of VINCI shares as marketable securities		81.9	145.0	145.0	81.9
Net financial (debt)/surplus on 31 December		**(2,071.7)**	**(1,855.4)**	**(1,855.4)**	**53.4**
of which VINCI shares		*356.2*	*274.2*	*274.2*	*109.8*

CHANGES IN CONSOLIDATED SHAREHOLDERS' EQUITY

(as at 31 December, in millions of euros)	*Capital stock*	*Retained earnings*	*Net income*	*Total*
On 31 December 1999	**523.4**	**(102.4)**	**146.3**	**567.3**
Capital increase resulting from the share exchange offer on GTM	476.4	1,639.9	–	2,116.3
Capital increase resulting from the merger with GTM	12.7	43.8	–	56.5
GTM goodwill(*)	–	(1,206.1)	–	(1,206.1)
Other capital increases	15.1	31.9	–	47.1
Reduction of nominal value of shares	(236.1)	236.1	–	–
Allocation of net income and dividend payment	–	87.2	(146.3)	(59.1)
Currency differences and miscellaneous	–	12.5	–	12.5
Net income after minority interest	–	–	299.8	299.8
On 31 December 2000	**791.5**	**742.9**	**299.8**	**1,834.2**
Capital increases resulting from mergers	2.6	12.3	–	14.9
Other capital increases	34.7	125.3	–	160.0
Allocation of net income and dividend payment	–	180.3	(299.8)	(119.5)
Restatements resulting from the application of the derogatory method	–	14.6	–	14.6
Currency differences and miscellaneous	–	15.0	–	15.0
Net income after minority interest	–	–	453.5	453.5
On 31 December 2001	**828.8**	**1,090.3**	**453.5**	**2,372.7**

(*) In compliance with Article 215 of regulation 99-02, the goodwill arising on the takeover of GTM, following the share exchange offer and the subsequent merger, corresponds to the difference between the capital increases (€2,172.8m) and GTM's consolidated shareholders' equity on 1 July 2000 (€966.7m)

Goodwill allocated to shareholders' equity in 1997 represents an annual theoretical amortisation of €5.2m.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

A. KEY EVENTS

Key events of 2001

Acquisition of WFS (Worldwide Flight Services) and Acac

In early September 2001, VINCI acquired two companies in the United States, WFS (Worldwide Flight Services) and Acac, through VINCI Airport US. With these acquisitions, VINCI's airport business has become the third largest supplier of airport services worldwide. The companies were purchased on the basis of an enterprise value of $285m, including €90m for the acquisition of 100% of WFS and Acac shares, plus the two companies' debt, the majority of which is non-recourse. WFS and Acac were consolidated as from 1 October 2001. In the wake of the events of 11 September, the group recorded an exceptional €45m amortisation of goodwill (which had totalled €170m after the allocation of €114m to the market share of the cargo handling business).

Acquisition of TBI

On 14 August 2001, before launching a takeover bid on UK airport operator TBI, VINCI purchased 83,250,000 shares in the company (14.9% of its capital) for €119m (£75m, or 90p a share). The takeover bid was withdrawn on 24 September and, following the events of 11 September, an exceptional €34m provision for depreciation was made to bring the book value of the shares into line with their estimated value in use of 65p a share.

Legal and financial reorganisation

Following the VINCI-GTM merger, VINCI was reorganised around four core business lines (VINCI Concessions, VINCI Energy and Information, VINCI Roads and VINCI Construction). As part of this process, in 2001, the financial and legal organisation was simplified and restructured to match the operational organisation. The reorganisation mainly affected the following three business lines:

- **VINCI Concessions**

  All car park concession and operation activities were brought under the banner of VINCI Park, a wholly owned VINCI subsidiary. The operation was completed on 12 December 2001, with the merger by absorption of Sogeparc, Sogea, Socofreg, Sogepag and Finec with VINCI, followed by the transfer of all VINCI car park assets to VINCI Park.

- **VINCI Roads**

  VINCI Roads was created with the partial transfer of road materials production and roadworks assets from Entreprise Jean Lefebvre to Eurovia, effective 1 July 2001.

- **VINCI Construction**

  VINCI decided to bring together all French and foreign construction activities and related services within a single holding company, VINCI Construction. Most of the reorganisation process was completed in 2001.

  The above-mentioned operations had no impact on VINCI's consolidated financial statements.

B. ACCOUNTING POLICIES

General principles

The consolidated financial statements of the Company are prepared in accordance with the rules of consolidation laid down by Regulation 99-02 of the French Accounting Regulations Committee.

The French Accounting Regulations Committee adopted CNC opinion 00-01 dated 20 April 2000 concerning liabilities. The new regulations will apply to financial statements for financial years beginning on or after 1 January 2002, but companies may decide to apply them as from 1 January 2000. VINCI, however, has not opted to do so, and believes that the new regulations are unlikely to have any significant impact on the financial statements for 2002.

The consolidated financial statements comply with the key accounting policies and principles described below.

1. CONSOLIDATION METHODS

Scope of consolidation

The consolidated financial statements include the financial statements of all the companies with net sales greater than €2m as well as those of subsidiaries whose net sales are below this figure but whose impact on the Group's financial statements is significant.

Businesses over which the Company exercises majority control are fully consolidated. Those in which the Company's interest represents less than 50%, but over which it exercises de facto management control, are also fully consolidated. Those over which the Company exercises significant influence are consolidated by the equity method. Proportionate consolidation is used for jointly controlled entities, regardless of the percentage of ownership. This applies in particular to the Stade de France, of which the Company holds 66.66%. Similarly, joint-venture companies that make a material contribution to net sales and have a balance sheet of significance to the Group are consolidated proportionately.

At 31 December 2001, VINCI's scope of consolidation included 1,371 companies (versus 1,289 a year earlier). The breakdown by method of consolidation is as follows:

	2001			*2000*		
	Total	*France*	*Other*	*Total*	*France*	*Other*
Full consolidation	1,124	758	366	1,050	701	349
Proportionate consolidation	212	64	148	203	57	146
Equity method	35	17	18	36	17	19
	1,371	**839**	**532**	**1,289**	**775**	**514**

Major changes in the scope of consolidation included:

- Concessions: WFS;
- Roads: White Mountain Quarries Ltd (bituminous mix) in the UK and CSK in the Czech Republic;
- Construction: facilities management company Energilec;
- Energy and Information: several new companies, including ETE.

Translation of the financial statements of foreign subsidiaries

The financial statements of consolidated foreign companies are translated at year-end exchange rates for the balance sheet and at average exchange rates in the statement of income. Gains or losses arising from foreign currency translation are recorded in consolidated reserves. The foreign currency translation gains or losses of companies in euro zone countries remain in consolidated shareholders' equity in accordance with applicable rules. When the decline in value of a given currency is considered irreversible, the impact of the devaluation is recorded in the statement of income.

Method for preparing pro forma accounts

To facilitate comparisons between the financial statements of the last three years, pro forma financial statements were prepared for 2000 and 1999 which take into account the consolidation of GTM for a full year, as well as the full consolidation of Cofiroute and the consolidation on a proportionate basis of 66.66% of Stade de France, to reflect the percentages VINCI holds in Cofiroute and Stade de France as a result of the merger with GTM.

The pro forma accounts were drawn up according to the methodology described on page 54 of the Report of the Board of Directors in the 2000 Annual Report and in compliance with the accounting principles described below, within the framework of the derogatory method provided for by paragraph 215 of Regulation 99-02 of the French Accounting Regulations Committee.

2. VALUATION RULES AND POLICIES

Intangible fixed assets

Intangible fixed assets consist essentially of customer bases and software. Customer bases are recorded on the basis of their acquisition cost and amortised according to the best estimates of their life span, between 10 and 20 years. Software is depreciated over its life span. In some cases, the acquisition of companies can result in recording intangible assets that cannot be amortised, such as market share, when these assets can be evaluated separately and in circumstances making it possible to monitor their value. Such assets can be amortised on the basis of a value test.

Acquired intangible fixed assets are recorded in the balance sheet at acquisition cost.

Goodwill

Goodwill represents the difference, recorded as at the date a company is first consolidated, between the cost of acquiring the shares in that company and the fair value of the assets and liabilities on the date of acquisition.

Goodwill is recorded under assets in the balance sheet under "Goodwill" and amortised over a period not exceeding 20 years, with the following exceptions:

- goodwill arising on the acquisition of companies that operate quarries is amortised over the expected operating life of the quarry, up to a maximum of 40 years;
- goodwill arising on the acquisition of companies that operate parking facilities is amortised over the average residual life of the relevant contracts.

Goodwill may be subject to an exceptional amortisation write-down when justified by the trend of trading forecasts or the financial structure of the companies concerned.

Concession fixed assets

Infrastructure operated through public service delegation or concession contracts is included under a specific heading in the assets side of the balance sheet. It is depreciated from the date it is put into service until the contract expires. Depreciation is calculated on the basis of the cost of works, less investment subsidies received, and, when applicable, indemnities paid when the infrastructure is returned to the body awarding the concession contract. Financial costs incurred during the construction period are included in the cost of works until the infrastructure is put into service.

The depreciation method employed depends on the specific characteristics of each individual concession and on how close to completion it is. Straight-line depreciation is generally used for concessions that have reached maturity, but the declining-balance method can be used in the early period. In the event that the useful life of the infrastructure exceeds the duration of the concession, depreciation is recorded over the shorter period (special concession amortisation) in operating income, except in the case of motorway concessions, where it is booked in financial expenses and presented on the liabilities side of the balance sheet under special concession amortisation, in compliance with generally accepted practices in this industry in France.

Tangible fixed assets

Land, buildings and equipment are generally valued at their acquisition or production cost. For investment buildings, finance costs associated with the construction period are capitalised.

Depreciation is generally calculated using the straight-line method. The reducing-balance method may however be used when it appears more appropriate for the conditions in which the asset is used.

Buildings in operational use	from 15 to 40 years
Civil engineering equipment	from 2 to 10 years
Vehicles	from 3 to 5 years
Fixtures and furnishings	from 8 to 10 years
Office furniture and equipment	from 3 to 10 years

Lease-financing transactions

Fixed assets financed through leasing arrangements are recorded as purchases when the terms of the contract are those of a lease-financing contract. A lease-financing contract is a contract in which the lessor leases the right to use a given period to the lessee in exchange for payment, and in which the lessor transfers to the lessee virtually all of the advantages and risks of ownership of the asset.

Such fixed assets are included in assets at their historical cost and depreciated over the same periods as assets owned outright by or made fully available to the Company.

Rental contracts that do not fit the definition of a lease-financing contract are recorded as operational rental contracts and the payments accounted for as expenses.

Financial fixed assets

Shares in non-consolidated companies and other financial fixed assets are recorded in the balance sheet at net acquisition cost, less provision for depreciation when applicable. A provision is made on shares in non-consolidated companies whenever value in use falls below book value.

Fair value is determined on the basis of the share of capital stock, adjusted if necessary to take into account the market value of the shares, their strategic importance for the Group and the growth and earnings prospects of the company concerned.

Inventory and work in progress

Inventory and work in progress is valued at the lower of cost and realisable value. In property activities, the financing costs during the construction phase are included in production costs.

Accounts receivable and other operating receivables

Accounts receivable and other operating receivables are assessed based on their nominal value, less provisions to take into account the probability of recovery.

Marketable securities

Marketable securities are recorded at acquisition cost and assessed at the lower of book value and market value.

Stock purchase or subscription options

Stock purchase or subscription options granted to Group employees are not accounted for on the date they are granted but give rise to a capital increase corresponding to the number of shares allocated to beneficiaries upon the exercise of their options.

VINCI shares held in treasury for allocation to employees as part of the stock purchase plans are accounted for as marketable securities according to the same methods of valuation and depreciation as for other marketable securities.

Pension commitments

Pension commitments (both lump-sum payments on retirement and supplementary pension benefits) are covered by balance sheet provisions, for both current and retired employees.

These commitments are assessed by means of an internationally recognised actuarial forecasting method (the projected unit credit method). On the other hand, commitments relating to lump-sum payments on retirement for manual construction workers are met by contributing to an insurance scheme and are accounted for as an expense when contributions are payable.

Provisions for liabilities and charges

Provisions for liabilities and charges are of a contingent nature as regards both the amount set aside and the date at which that amount will be needed. They are set aside to cover liabilities and charges that have (by the end of the financial year) become either likely or certain to occur, as a result of a past or present event.

Bond issue costs and redemption premiums

Bond issue costs and redemption premiums are amortised in equal portions over the life of the issue.

Translation of foreign currency items

Consolidated balance sheet items denominated in foreign currencies are translated at year-end exchange rates or at the rate of the hedging instrument used. Unrealised foreign currency translation gains or losses are recorded in the results of the year in which they occur.

Interest and exchange rate hedging instruments

To manage exchange rate liability on commercial transactions and interest rate liability on debt, the Group uses hedging derivatives. Exchange rate liability is managed using futures, currency swaps and option purchases; interest rate liability is managed using swap, cap and floor purchases.

When exchange or interest rate transactions are carried out for hedging purposes, gains and losses are booked over the same period as the event covered. Otherwise, when the market value is lower than the initial contract value, the unrealised capital loss is recorded as a provision for a liability and/or as a provision for depreciation.

Net sales and other revenue

Consolidated net sales are the total amount of works, products and services carried out by the Group in the exercise of its business. This includes the following revenue, after elimination of inter-company transactions:

- revenue from fully consolidated companies;
- revenue from jointly controlled companies, consolidated proportionately;
- revenue from joint-venture companies, based on the Group's share in the company.

In concessions, net sales mainly include toll revenue from motorways, and revenue from car parks and airport activities.

The following items are excluded from net sales and are recorded as other operating income:

- various fees and income collected on behalf of third parties;
- revenue from rentals (e.g. buildings and telecommunication links).

Long-term contracts

The group recognises income from long-term contracts according to the percentage of completion method, in compliance with Opinion 99-08 of the French Accounting Regulations Committee. For civil engineering projects in which the Group's share is less than €10m in terms of turnover, income is generally recognised as work on the contract progresses. If the estimate of the ultimate out-turn of a contract indicates a loss, a provision is made for the loss on the completed contract, based on the most probable estimates of income including, where appropriate, rights to additional revenue or claims.

Operating income less net financial income/(expense)

This item reflects the activities of Group entities and the cost of financing these activities, including the costs related to employee profit-sharing.

It does not include items of an exceptional nature, nor those directly related to operations, such as restructuring costs, costs and provisions associated with the disposal of non-operating assets, the costs of closing companies or industrial sites and debt waivers of a financial nature.

Deferred taxes

Deferred taxes are recorded on all temporary differences between the value of consolidated assets and liabilities for tax and accounting purposes, and are calculated by the liability method. The impact of changes in the tax rate is recorded in net income for the year in which the change is decided.

Deferred tax assets that result from these temporary differences, from tax loss carry forwards and from deferred tax credits, are recognised only if they are likely to crystallise in the future. This likelihood is assessed at year-end, based on the projected earnings of the tax entities in question.

Earnings per share

Earnings per share correspond to net income after minority interest, divided by the average number of shares outstanding during the year. Diluted earnings per share are calculated based on the number of shares outstanding, adjusted for financial instruments, such as convertible bonds or stock subscription options, issued by the Company and likely to increase the number of shares outstanding.

C. INFORMATION BY BUSINESS LINE

Data for 1999 and 2000 in the tables below are based on pro forma data drawn up according to the principles described in note B.1, "Method for preparing pro forma accounts". The following tables present financial information by business line and by geographical area.

- **Concessions:** car parks, roads and major infrastructure under concession, airport management and airport support services.
- **Energy and Information:** electrical works and engineering, information and communication technology, thermal equipment.
- **Roads:** roadworks, materials production, environmental activities.
- **Construction:** building, civil engineering, hydraulic works and facilities management.

Information by business line is based on the same accounting methods as those used in the financial statements.

1.1. Net sales

1.1. Breakdown by business line

(in millions of euros)	*2001*	*2000 Pro forma*	*1999 Pro forma*
Concessions	1,462.1	1,263.4	1,220.7
Energy and Information	2,966.7	3,096.4	2,741.2
Roads	5,498.4	5,354.5	4,824.8
Construction	6,942.9	7,176.2	6,557.4
Holding company, miscellaneous and eliminations	302.3	440.8	379.7
	17,172.4	**17,331.3**	**15,723.8**

Cofiroute net sales include €78m in 2000 and €81m in 1999 in VAT payments, reclassified under "Holding company, miscellaneous and eliminations". As from 1 January 2001, Cofiroute became subject to VAT and net sales are therefore recorded net of VAT.

The above data for each business line is stated before elimination of transactions between the business lines.

1.2. Breakdown of net sales by geographical area

(in millions of euros)	*2001*	*%*	*2000 Pro forma*	*%*	*1999 Pro forma*	*%*
France	**10,601.9**	**62%**	**10,690.3**	**62%**	**9,410.9**	**60%**
Germany	1,475.8	9%	1,683.2	10%	1,923.3	12%
UK	1,116.6	7%	1,167.9	7%	951.7	6%
Benelux	744.5	4%	848.2	5%	732.2	5%
Other European countries	1,343.1	7%	1,229.7	7%	1,089.7	7%
Europe outside France	**4,680.0**	**27%**	**4,929.0**	**28%**	**4,696.9**	**30%**
North America	834.5	5%	710.6	4%	538.4	3%
Rest of the world	1,056.0	6%	1,001.4	6%	1,077.6	7%
Total	**17,172.4**	**100%**	**17,331.3**	**100%**	**15,723.8**	**100%**

2. Other information by business line

(in millions of euros and number of employees)	*Concessions*	*Energy and Information*	*Roads*	*Construction*	*Holding company and miscellaneous*	*Total*
2001						
• **Statement of income**						
Net sales	1,462.1	2,966.7	5,498.4	6,942.9	302.3	17,172.4
Gross operating surplus	719.5	145.9	368.1	337.3	(14.0)	1,556.8
Operating income	603.2	86.4	172.9	199.8	(3.7)	1,058.6
• **Investment**	**816.2**	**193.1**	**173.8**	**263.0**	**157.7**	**1,603.8**
Capital expenditure (including concessions)	685.3	91.6	157.0	236.3	14.8	1,185.0
Financial investments	130.9	101.5	16.8	26.7	142.9	418.8
• **Balance sheet**						
Net tangible fixed assets						
Private sector	281.3	217.1	671.3	704.4	47.7	1,921.8
Concessions	5,481.8	–	0.3	2.8	–	5,484.9
Provisions	**113.6**	**190.9**	**290.7**	**824.6**	**242.3**	**1,662.2**
Operating	104.1	145.8	230.0	651.6	48.4	1,179.9
Financial	–	1.7	0.2	9.1	9.8	20.9
Exceptional	9.6	43.4	60.5	164.0	184.0	461.4
Working capital requirement	(112.4)	(255.2)	30.6	(319.7)	(42.0)	(698.7)
Capital employed	5,484.1	100.2	1,016.5	170.8	163.4	6,935.0
• **Employees**	**19,314**	**25,316**	**38,084**	**44,922**	**1,863**	**129,499**

(in millions of euros and number of employees)	*Concessions*	*Energy and Information*	*Roads*	*Construction*	*Holding company and miscellaneous*	*Total*
2000 pro forma						
• **Statement of income**						
Net sales	1,263.4	3,096.4	5,354.5	7,176.2	440.8	17,331.3
Gross operating surplus	647.9	188.7	297.9	324.8	0.4	1,459.7
Operating income	567.6	117.7	155.7	150.2	(25.2)	966.0
• **Investment**	**652.7**	**118.7**	**224.3**	**331.2**	**89.5**	**1,416.4**
Capital expenditure (including concessions)	571.2	78.0	212.5	253.7	8.5	1,123.9
Financial investments	81.5	40.7	11.8	77.5	81.0	292.5
• **Balance sheet**						
Net tangible fixed assets						
Private sector	154.6	204.1	684.7	661.7	155.5	1,860.6
Concessions	5,655.3	–	–	1.0	–	5,656.3
Provisions	**115.8**	**229.3**	**307.8**	**905.0**	**392.3**	**1,950.3**
Operating	102.2	158.4	234.3	755.0	88.4	1,338.3
Financial	0.0	2.5	0.9	7.9	0.6	12.0
Exceptional	13.6	68.4	72.6	142.1	303.3	600.0
• **Employees**	**9,433**	**25,384**	**37,508**	**46,851**	**2,894**	**122,070**

3. Other information by geographical area

(in millions of euros)	*France*	*Germany*	*UK*	*Benelux*	*Other European countries*	*North America*	*Rest of the World*	*Total*
2001								
Gross tangible fixed assets	2,488.1	345.9	213.9	589.1	309.4	336.5	188.7	4,471.6
Depreciation	(1,491.3)	(243.4)	(64.2)	(343.9)	(93.2)	(128.5)	(185.3)	(2,549.8)
Net tangible fixed assets	996.8	102.5	149.7	245.2	216.2	208.0	3.4	1,921.8

D. NOTES TO THE STATEMENT OF INCOME

Figures for 1999 and 2000 below are the historical figures reported.

4. Operating income

4.1. Breakdown of operating expense by type

(in millions of euros)	*2001*	*2000*	*1999*
Purchases	4,799.8	4,257.2	2,642.5
Outside services	6,641.7	5,326.2	3,477.6
Wages, salaries and benefits	4,375.4	3,494.9	2,479.2
Employee profit-sharing	34.9	32.4	12.5
Other expenses	783.3	509.3	338.0
	16,635.1	13,620.0	8,949.8

4.2. Depreciation and provisions

(in millions of euros)	*2001*	*2000*	*1999*
Depreciation			
Intangible fixed assets	19.7	13.1	8.9
Concession fixed assets	73.9	48.2	10.0
Tangible fixed assets	385.3	294.0	185.0
Deferred expenses	21.8	20.4	10.7
	500.8	375.7	214.6
Provision allocations/ (reversals)			
Write-down of assets	24.7	(1.5)	6.2
Operating liabilities and charges	(27.1)	25.1	31.9
	(2.4)	23.6	38.1

5. Net financial income/(expense)

(in millions of euros)	*2001*	*2000*	*1999*
Net interest income/(expense)	(153.1)	(81.7)	(4.8)
Dividends received	14.5	13.5	6.2
Special concession amortisation	(78.6)	(33.9)	-
Financial provisions	4.6	2.1	15.9
Foreign currency translation and other gains/(losses)	4.3	5.2	(11.4)
	(208.3)	(94.8)	5.9

Net financial expenses over the year were mainly attributable to concessions and included €167m for Cofiroute (€88.4m in interest expense and €78.6m in special concession amortisation). Foreign currency translation also includes the hedging transactions entered into by the Group. The devaluation of the Argentine peso had no significant impact on 2001 results.

6. Net exceptional expense

(in millions of euros)	*2001*	*2000*	*1999*
Net gains from asset disposals	56.9	63.0	21.4
Net restructuring costs	(17.8)	(91.7)	(25.1)
Other exceptional gains and losses (net of provisions)	(46.0)	(144.2)	(27.8)
	(6.9)	(172.8)	(31.5)

• 2001

Net gains from asset disposals included the impact of the early termination of lease-financing arrangements for the VINCI head office in Rueil-Malmaison (€28m).

Other exceptional expense included mainly the write-down of TBI shares (€34.2m) and the amortisation of the actuarial difference resulting from the liquidation of supplementary pension commitments in Germany (€40m). Other exceptional income included a prior year tax credit arising from tax consolidation in the UK (€25.7m).

• 2000

Net gains from asset disposals included €37m in capital gains on the sale of GTM's industrial division to Suez.

Other exceptional expense included costs linked to the share-funded takeover bid on GTM and the subsequent absorption of that company (€22m), charges related to the change in name (€10m) and provisions for litigation under way.

7. Income tax

7.1. Analysis of net tax charges

(in millions of euros)	*2001*	*2000*	*1999*
Current tax	(176.7)	(67.3)	(29.5)
Deferred tax	(5.5)	31.6	(5.9)
	(182.2)	(35.7)	(35.4)

Current tax includes €106m payable by Cofiroute and €30m payable by the VINCI holding company.

The Group, having used up tax loss carry forwards in France, recognised an exceptional €20m income as part of adjustments in deferred taxes.

The parent company and its subsidiaries are periodically subject to tax audits by the tax authorities.

7.2. Effective tax rate

The differences recognised in 2001 between the theoretical tax rate in force in France and the effective tax rate are as follows:

(in millions of euros and in percentage)	*2001*
Net income before tax and amortisation of goodwill	843.1
Theoretical tax rate	36.42%
Expected tax charge	**307.1**
Impact of taxes due on revenues subject to a lower tax rate	(11.0)
Impact of tax loss carry forwards and other unrecognised temporary differences or previously restricted differences	(48.0)
Tax rate differences (foreign countries)	(26.2)
Permanent differences and miscellaneous	(39.6)
Tax charge actually recognised	**182.3**
Effective tax rate	21.61%

7.3. Analysis of deferred tax assets and liabilities at 31 December 2001

(in millions of euros)	*Assets*	*Liabilities*	*Net*
From tax loss carry forwards	–	–	–
From temporary differences	143.5	(113.7)	29.8
Net deferred taxes	143.5	(113.7)	29.8

Deferred taxes, calculated on the basis of temporary differences, generated at €10m increase in net deferred tax assets in 2001.

7.4. Unrecognised deferred tax assets

At 31 December 2001, deferred tax assets that were unrecognised due to the uncertainty of their realisation, mainly in respect of German subsidiaries, amounted to €245m.

8. Earnings per share

Earnings per share is calculated on the basis of the weighted number of shares outstanding over the year, including treasury stock, which is recorded under marketable securities and is held by the Company mainly for allocation to employees as part of stock purchase options.

Diluted earnings per share takes into account share equivalents that have a weighted dilution effect over the year. Net income is restated for financial savings net of tax resulting from the potential conversion into shares of convertible bonds.

Dilution resulting from the exercise of share subscription options is determined, in compliance with principles currently in force, according to the treasury stock method as defined by international standards.

The following tables compare earnings per share and diluted earnings per share over the last three years:

2001	*Net income*(1)	*Number of shares*	*Earnings per share*(2)
Net earnings per share	453.5	80,299,357	5.65
Stock subscription options	–	2,609,075	–
Convertible bonds	7.4	2,555,556	–
Diluted net earnings per share	460.9	85,463,988	5.39

2000	*Net income*(1)	*Number of shares*	*Earnings per share*(2)
Net earnings per share	299.8	50,132,468	5.98
Stock subscription options	–	1,574,348	–
Convertible bonds	–	–	–
Diluted net earnings per share	299.8	51,706,816	5.80

1999	*Net income*(1)	*Number of shares*	*Earnings per share*(2)
Net earnings per share	146.3	40,225,264	3.64
Stock subscription options	–	429,900	–
Convertible bonds	–	–	–
Diluted net earnings per share	146.3	40,655,164	3.60

(1) In millions of euros

(2) In euros

9. Cash flow from operations

The reconciliation of net income of consolidated companies to cash flow from operations is as follows:

(in millions of euros)	*2001*	*2000*	*1999*
Net income of consolidated companies	**538.6**	**328.7**	**95.0**
Deferred taxes	5.5	(31.6)	5.9
Net amortisation/depreciation allocations	632.9	464.0	269.4
Net allocations to provisions	(19.0)	166.2	(0.8)
Gross cash flow from operations	**1,158.0**	**927.2**	**369.6**
Net gains from asset disposals	(61.9)	(63.0)	(21.4)
Cash flow (excl. dividends from companies consolidated by equity method)	**1,096.2**	**864.2**	**348.2**
Dividends from companies accounted for by equity method	5.0	10.6	29.3
Cash flow from operations	**1,101.1**	**874.8**	**377.5**

E. NOTES TO THE BALANCE SHEET

10. Intangible fixed assets other than goodwill

Changes between 2000 and 2001 were as follows:

(in millions of euros)	*Gross book value*	*Amortisation*	*Net book value*
At 31 December 1999	**87.9**	**(59.9)**	**28.1**
Impact of GTM consolidation	81.1	(40.2)	40.9
Other changes in consolidation scope	11.5	(6.8)	4.7
Increases during the year	48.3	(14.6)	33.7
Reductions during the year	(9.8)	6.6	(3.2)
Foreign currency translation differences	0.5	(0.4)	0.1
At 31 December 2000	**219.6**	**(115.4)**	**104.2**
Changes in consolidation scope	112.6	3.0	115.6
Increases during the year	25.7	(21.2)	4.5
Reductions during the year	(11.4)	4.5	(6.9)
Foreign currency translation differences	7.4	(1.2)	6.2
At 31 December 2001	**353.9**	**(130.3)**	**223.7**

Intangible fixed assets at the end of the year included the market share of WFS's cargo handling business representing €113.9m (see note 11). Other intangible fixed assets consisted mainly of customer bases and software.

11. Goodwill

Changes between 2000 and 2001 were as follows:

(in millions of euros)	*Gross book value*	*Amortisation*	*Net book value*
At 31 December 1999	**962.8**	**(291.4)**	**671.4**
Impact of GTM consolidation	270.0	(84.9)	185.0
Goodwill acquired during the year	99.6	–	99.6
Amortisation and provisions	–	(90.4)	(90.4)
Foreign currency translation differences	0.3	0.6	0.9
Deconsolidations	(75.4)	9.1	(66.2)
At 31 December 2000	**1,257.2**	**(456.9)**	**800.3**
Goodwill acquired during the year	195.8	–	195.8
Amortisation and provisions	–	(122.3)	(122.3)
Foreign currency translation differences	10.1	(3.3)	6.8
Deconsolidations	15.4	4.2	19.6
At 31 December 2001	**1,478.5**	**(578.3)**	**900.2**

Goodwill acquired during the year included mainly €170.5m for WFS, to be amortised over 20 years. This amount was determined after allocation of the difference on initial consolidation (€114m or $100m) to the market share of WFS's cargo handling business.

After the events of 11 September and the resulting deterioration in the airport services market, a €45m exceptional provision for WFS goodwill was recorded. At 31 December 2001, the net book value of WFS goodwill amounted to €123.5m.

Main goodwill items were as follows:

(in millions of euros)	*Gross book value*	*2001 Amortisation*	*Net book value*	*2000 Net book value*
Sogeparc	397.4	(32.3)	365.1	368.6
VINCI Airport US (WFS/Acac)	170.5	(47.0)	123.5	-
Norwest Holst	119.4	(83.3)	36.1	41.0
Teerbau GmbH	82.8	(33.1)	49.7	52.6
Enterprise Jean Lefebvre	74.4	(27.9)	46.5	49.6
Rosser & Russel	31.1	(19.0)	12.0	13.3
Emil Lundgren AB	26.2	(2.6)	23.6	25.2
TFM Contract Service	28.5	(28.5)	0.0	13.6
Other goodwill under €10m(*)	548.2	(304.6)	243.7	236.5
Total	**1,478.5**	**(578.3)**	**900.2**	**800.3**

(*) Net book value

Goodwill on UK car park company TFM Contract Service was reduced to zero during the year after the exceptional €14m provision for amortisation.

12. Fixed assets relating to concessions

Concession fixed assets comprise both investments by the Group as part of commitments in connection with concession contracts and the fixed value of infrastructure under concession.

12.1. Movements in 2000 and 2001

(in millions of euros)	*Gross book value*	*Amortisation*	*Net book value*
At 31 December 1999	**551.1**	**(164.6)**	**386.5**
Impact of GTM consolidation	4,764.3	(392.9)	4,371.4
Other changes in consolidation scope	46.2	(7.3)	39.0
Acquisitions	317.0	–	317.0
Disposals	(12.9)	11.6	(1.3)
Depreciation and provisions	–	(48.2)	(48.2)
Foreign currency translation differences	(8.3)	0.2	(8.1)
At 31 December 2000	**5,657.5**	**(601.2)**	**5,056.3**
Changes in consolidation scope	(85.7)	19.5	(66.2)
Acquisitions	593.2	–	593.2
Disposals	(14.8)	9.8	(4.9)
Depreciation and provisions	–	(78.9)	(78.9)
Foreign currency translation differences	(13.3)	(1.3)	(14.6)
At 31 December 2001	**6,137.0**	**(652.1)**	**5,484.9**

Acquisitions in 2001 included Cofiroute (€311m), the Rion-Antirion bridge (€151m) and the Chillan-Collipulli motorway (€83m).

12.2. Breakdown by business segment

(in millions of euros)	*Gross book value*	*Amortisation at 31 Dec. 2001*	*Net book value*	*Net book value at 31 Dec. 2000*	*Net book value at 31 Dec. 1999*
Car parks	1,091.7	(368.3)	723.4	796.8	372.9
Cofiroute	4,058.3	(241.0)	3,817.3[1]	3,535.0	–
Other infrastructure concessions	987.0	(42.8)	944.2[2]	724.0	13.6
	6,137.0	**(652.1)**	**5,484.9**	**5,056.3**	**386.5**

(1) Of which €537m in assets under construction

(2) Of which €362m for the Rion-Antirion bridge and €222m for the Chillan-Collipulli motorway

13. Tangible fixed assets

13.1. Movements in 2000 and 2001

(in millions of euros)	*Gross book value*	*Depreciation*	*Net book value*
At 31 December 1999	**2,275.3**	**(1,394.3)**	**881.1**
Impact of GTM consolidation	1,978.7	(1,131.8)	847.0
Other changes in consolidation scope	(8.0)	52.7	44.8
Acquisitions	429.3	–	429.3
Disposals	(308.3)	259.5	(48.9)
Depreciation and provisions	–	(296.1)	(296.1)
Foreign currency translation differences	8.2	(4.7)	3.5
At 31 December 2000	**4,375.3**	**(2,514.7)**	**1,860.6**
Changes in consolidation scope	52.0	27.6	79.6
Acquisitions	497.1	–	497.1
Disposals	(484.0)	340.2	(143.7)
Depreciation and provisions	–	(388.8)	(388.8)
Foreign currency translation differences	31.2	(14.2)	17.0
At 31 December 2001	**4,471.6**	**(2,549.8)**	**1,921.8**

13.2. Breakdown by type of asset

(in millions of euros)	*Gross book value*	*Depreciation at 31 Dec. 2001*	*Net book value*	*Net book value at 31 Dec. 2000*	*Net book value at 31 Dec. 1999*
Land	257.2	(42.2)	215.0	231.7	138.9
Buildings	811.3	(335.4)	475.8	536.6	300.9
Plant and equipment	2,450.5	(1,635.6)	814.9	828.6	258.5
Fixtures and other	914.6	(535.0)	379.6	224.1	164.5
Assets under construction	38.1	(1.6)	36.5	39.6	18.4
	4,471.6	**(2,549.8)**	**1,921.8**	**1,860.6**	**881.1**

14. Investments in subsidiaries and affiliates

This item includes principally the TBI and TMS shares purchased during the year.

On 14 August 2001, VINCI acquired from an institutional investor 83,250,000 shares (14.9%) in UK airport operator TBI. TBI reports around €200m in annual consolidated sales. The acquisition cost (excluding related expenses) was £75m (90p a share)or €119.5m. After the events of 11 September, an exceptional €34m provision for depreciation was recorded to bring the book value of the shares into line with their fair value, estimated at 65p a share. At 31 December 2001, TBI was trading at 57p a share.

On 8 November 2001, VINCI subsidiary GTIE acquired TMS, an Austrian designer and supplier of automated manufacturing systems for the automobile industry. TMS reported €220m in consolidated sales in 2001 and employs around 1,000 people. It will be consolidated as from 1 January 2002.

15. Investments accounted for by the equity method

15.1. Movements in 2000 and 2001

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*	*31 Dec. 1999*
Value at the beginning of the year	**117.4**	**234.1**	**200.3**
Impact of GTM consolidation	–	491.7	–
Change in consolidation method	(5.4)	(492.6)	–
Capital increase in equity affiliates	–	43.1	–
Group share of net income for the year	1.5	26.9	55.8
of which concessions	1.6	26.2	53.6
Dividends paid and miscellaneous	(5.0)	(10.6)	(29.3)
Other changes in consolidation scope	26.8	(175.3)	7.3
Value at the end of the year	**135.4**	**117.4**	**234.1**
of which concessions	105.2	78.1	217.0

In 2000, the main change in consolidation method involved Cofiroute (€475m), which went from consolidation by the equity method to full consolidation, following the VINCI-GTM merger.

VINCI's share of the capital increase of ADP Management in 2000 amounted to €43m. The value of shares in companies belonging to GTM’s industrial division (accounted for by the equity method in the balance sheet at the beginning of 2000 and deconsolidated after they were sold in October 2000), came to €177.6m.

15.2. Financial details on companies accounted for by the equity method

Investments in companies accounted for by the equity method consist mainly of concession operators over which the Group has significant influence: the Severn River Crossing (UK), Mexican airports managed by ASUR and GACN, the bridges on the Tagus River in Portugal (Lusoponte), and the Prado-Carénage tunnel in Marseilles (SMTPC).

The key figures for these companies in 2001 are as follows (on a 100% basis):

(in millions of euros)	*Severn River Crossing*	*ITA (Asur)*	*OMA (GACN)*	*Lusoponte*	*SMTPC*
% holding	**35.00%**	**24.50%**	**37.25%**	**24.80%**	**31.35%**
Net sales	107.0	4.8	7.8	62.1	21.9
Group share	37.4	1.2	2.9	15.4	6.9
Operating income	64.2	1.6	1.5	21.4	17.0
Operating income less net financial expense	5.3	2.0	(3.4)	(15.3)	1.5
Net income/(loss)	–	7.4	(1.8)	(4.5)	1.4
Group share of net income/(loss)	**–**	**1.8**	**(0.7)**	**(1.1)**	**0.4**
Shareholders' equity at 31 Dec. 2001	–	172.2	53.1	(6.2)	(1.0)
Group Share of shareholders' equity	**–**	**42.2**	**19.8**	**(1.5)**	**(0.3)**
Net debt at 31 Dec. 2001	746.2	(5.8)	(1.0)	413.3	116.4
Shareholder loans (VINCI share)	7.6	–	51.9	8.7	–

16. Other financial assets and long-term financial receivables

This item includes:

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*	*31 Dec. 1999*
Long-term financial receivables	221.6	303.4	63.9
Other net financial assets	23.4	21.3	9.3
	245.0	**324.7**	**73.2**

Long-term financial receivables consist mainly of:

- €100m in 15-year loans granted by Entreprise Jean Lefebvre, as part of securitisation in previous years. The reimbursement of these loans is guaranteed when they mature in 2006;
- €35m in vendor loans, maturing in 2002, on the sale of offshore platforms to Stolt Offshore SA as part of the sale of ETPM;
- €68m in shareholder loans to concessionary companies consolidated according to the equity method (see note 15.2).

Other financial fixed assets include notably:

- €4.9m in subordinated convertible notes in SMTPC (Prado-Carénage tunnel in Marseilles).
- Loans to non-consolidated subsidiaries.

17. Working capital requirement

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*	*31 Dec. 1999*	*2001/2000 change in scope of consolidation*	*2001/2000 change in operation*
Inventories and work in progress (net value)	405.1	459.8	332.6	19.1	(73.8)
Trade accounts receivable	7,676.1	7,724.4	4,238.0	43.3	(91.6)
Provision for accounts receivable	(426.1)	(401.7)	(229.4)	(1.7)	(22.7)
Inventory and accounts receivable (I)	**7,655.1**	**7,782.5**	**4,341.2**	**60.7**	**(188.0)**
Trade and other accounts payable	8,353.9	8,259.8	4,769.5	127.7	(33.6)
Accounts payable (II)	**8,353.9**	**8,259.8**	**4,769.5**	**127.7**	**(33.6)**
Working Capital requirement (I-II)	**(698.7)**	**(477.3)**	**(428.3)**	**(67.0)**	**(154.4)**

18. Short-term financial receivables

Short-term financial receivables include the current accounts of several non-consolidated companies.

19. Marketable securities

Marketable securities break down as follows:

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*	*31 Dec. 1999*
Marketable securities	2,163.2	1,303.9	712.0
Including treasury stock	*356.2*	*274.2*	*109.8*

At 31 December 2001, treasury stock consisted of 7,083,390 shares making up 8.55% of the capital stock. These shares were acquired at an average price of €50.56 per share and are being held principally with a view to allocation to managers of the Group under various stock purchase option schemes. In total, 1,309,215 shares were acquired for €83.1m in 2001 for an average price of €63.50.

Marketable securities also include 6,142,857 Stolt Offshore shares received in February 2000 in payment for the ETPM shares held by GTM. These shares give VINCI a 7.05% interest in Stolt Offshore.

At 31 December 2001, the book value of the Stolt Offshore shares amounted to €119.3m and corresponded to VINCI's exercise price of the put options held over the Stolt Offshore shares.

VINCI began selling these shares in February 2002 for the amount guaranteed by the initial contract and recorded in the balance sheet at 31 December 2001.

Other marketable securities consist primarily of negotiable debt instruments and cash instruments (mutual funds). There is no significant difference between their market value and their net book value at 31 December 2001.

20. Minority interest

In 2000 and 2001, movements in minority interest were as follows:

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*	*31 Dec. 1999*
Beginning of the year	**482.4**	**26.1**	**25.2**
Changes in consolidation scope	(17.3)	423.9	(4.3)
Capital increases subscribed by third parties	5.6	4.3	3.8
Minority interest share in the year's net income	86.6	55.8	4.5
Dividends paid	(45.9)	(27.8)	(3.2)
End of the year	**511.4**	**482.4**	**26.1**

In 2000, changes in the scope of consolidation were essentially due to the consolidation of GTM (€174m) and Cofiroute (€254m).

At 31 December 2001, minority interest in Cofiroute amounted to €299m.

The Group has provided for the minority shareholders' interests in subsidiaries with negative shareholders' equity, including the income/loss for the year.

21. Investment subsidies

This item consists mainly of investment subsidies for infrastructure concession contracts, including €205m for the Rion-Antirion bridge in Greece and €127m for the Stade de France stadium in Paris.

22. Provisions for pension liabilities

Provisions for pension liabilities concern mainly France and Germany, and are calculated on the basis of the following assumptions:

	2001	*2000*
Discount rate	5.5%	5.5%
Inflation rate	1.5% - 2.0%	1.5% - 2.0%
Salary increase	2% - 3%	2% - 3%
Pension increase	1.5% - 2.0%	1.5% - 2.0%
Amortisation period of initial actuarial debt	10 - 15 years	10 - 15 years

For the other countries, the actuarial assumptions are selected on the basis of local conditions in force. They are adjusted to reflect interest rate and mortality trends.

Pension liabilities broke down as follows:

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*	*31 Dec. 1999*
Commitments in France			
Lump-sum payments on retirement	113.3	107.0	69.8
Pensions and other retirement commitments	74.5	81.1	44.0
of which – current employees	40.4	47.0	27.0
– retired employees	34.1	34.1	17.0
Total	**187.8**	**188.0**	**113.8**
of which – covered by provisions	151.9	152.5	98.5
– covered by insurance schemes	35.9	35.6	15.3
Commitments outside France			
Pensions and other retirement commitments	523.4	462.4	436.3
of which – current employees	251.7	243.2	209.0
– retired employees	271.6	219.1	227.3
Total	**523.4**	**462.4**	**436.3**
of which – covered by provisions	320.6	276.8	263.3
– covered by pension funds	202.7	185.6	173.0
Total commitments	**711.2**	**650.4**	**550.1**
of which – covered by provisions	472.5	429.2	361.8
– covered by insurance schemes	35.9	35.6	15.2
– covered by pension funds	202.7	185.6	173.0

Commitments covered by insurance are mainly in respect of supplementary pension benefits for VINCI corporate executives and senior managers. Commitments covered by pension funds are in respect of UK subsidiary Norwest Holst.

The cost of pensions borne by the company during the year broke down as follows:

(in millions of euros)	*2001*
Cost of services rendered	(16.9)
Discounting cost	(37.2)
Pension fund yields	18.8
Amortisation of actuarial gains and losses	(49.9)
Other	(6.8)
Net cost over the year	**(91.9)**

Pension costs during the year included an exceptional €40m charge for the amortisation of the actuarial difference resulting from the liquidation of the supplementary pension scheme in Germany (see note 6).

23. Provisions for liabilities

Movements in provisions for liabilities over the year were as follows:

(in millions of euros)	*31 Dec. 2000*	*Allocations*	*Reversals*	*Changes in consol.*	*31 Dec. 2001*
After-sales service	253.5	112.3	(102.0)	(3.1)	260.7
Anticipated losses on contracts and worksite liability	306.2	227.4	(208.9)	(16.2)	308.6
Major repairs	136.1	58.8	(62.7)	14.2	146.4
Litigation and other operating liabilities	642.5	206.8	(280.6)	(104.5)	464.2
Operating liability	**1,338.3**	**605.3**	**(654.2)**	**(109.5)**	**1,179.9**
Financial liability	**12.0**	**17.0**	**(12.1)**	**4.0**	**20.9**
Restructuring	127.7	54.4	(107.2)	6.5	81.4
Other exceptional liability	472.3	113.7	(215.9)	10.0	380.1
Exceptional liability	**600.0**	**168.1**	**(323.1)**	**16.5**	**461.4**
	1,950.3	**790.4**	**(989.3)**	**(89.1)**	**1,662.2**

Provisions for after-sales service cover the commitments of Group businesses as part of statutory ten-year and two-year warranties on completed projects. These provisions are estimated on a statistical basis having regard to experience in previous years, or on an individual basis in the case of identified problems.

Provisions for anticipated losses on contracts and worksite liability are made mainly when end-of-contract projections, based on the most likely estimated outcome, point to a loss, and when work needs to be carried out on completed projects, as part of completion warranties.

Provisions for major repairs mainly concern Cofiroute. They are calculated at the end of each year based on a pluri-annual works plan drawn up by the Company's engineering services and revised annually to take into account changes in costs and in the corresponding spending.

Provisions for litigation and other operating liabilities provide for disputes with customers, where the investigative period usually overruns the end of the financial year.

Provisions for exceptional liability cover liabilities of a non-recurring nature, such as restructuring costs (€81m at the end of 2001, of which €29m for Construction, €23m for Energy and Information and €18m for Roads) and exceptional disputed claims.

24. Net debt/(surplus)

24.1. Cash management

Cash is managed centrally by specialist teams within the VINCI finance department, in accordance with rules drawn up by senior management. Net cash surpluses generated by subsidiaries are transferred to the holding company, and redistributed according to existing needs. Cash surpluses are invested, and funds are borrowed on the market to cover cash shortages. Such centralised management makes it possible to optimise financial resources and reduce costs. It also allows close monitoring of cash generated by the various entities. Cash surpluses are managed so as to generate a return equivalent to that on the money market, while avoiding capital risk. These transactions are carried out only with counter-parties approved by senior management. Given the wide choice of counter-parties, selected on the basis of their agency ratings, the Group considers that it is not exposed to a concentration of credit risk.

24.2. Analysis of net debt

At the end of 2001,VINCI had €2,072m in net debt, up from €1,855m a year earlier. Net debt broke down as follows:

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*	*31 Dec. 1999*
Subordinated debt with indefinite maturity	(19.2)	(23.7)	–
Subordinated debt	–	–	(45.7)
Bond issues	(2,942.3)	(1,853.9)	(6.3)
Other borrowing and debt	(1,041.2)	(1,171.9)	(497.4)
I – Total long-term debt	**(4,002.7)**	**(3,049.5)**	**(549.4)**
Bank overdrafts and other short-term borrowing	(1,274.7)	(1,070.7)	(628.2)
II – Gross debt	**(5,277.4)**	**(4,120.2)**	**(1,177.6)**
Marketable securities and other short-term receivables	2,459.7	1,487.1	896.8
Cash	746.0	777.7	334.2
III – Net financial surplus/(debt)	**(2,071.7)**	**(1,855.4)**	**53.4**

On 11 July 2001, VINCI issued bonds convertible in and/or exchangeable for new and/or existing shares (OCEANE bonds). The terms of the issue are as follows:

- amount: €517.5m
- total bonds issued: 5,750,000;
- nominal value: €90;
- maturity: 1 January 2007;
- coupon: 1%;
- yield to maturity: 4.35%;
- conversion ratio: one VINCI share for one bond;
- redemption value on maturity: €108.12;
- early redemption: as from 1 January 2005, if the share price exceeds 130% of the early redemption price giving yield to maturity.

Bank overdrafts and other short-term borrowing include €529m (including US$27m) in treasury notes issued by the VINCI parent company at 31 December 2001 (versus €138m at 31 December 2000).

24.3. Breakdown of net debt by business segment

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*
Concessions	(2,907.5)	(2,475.4)
Other project financing (PFI)	(68.6)	(46.2)
Energy and Information, Roads, Construction, holding company and miscellaneous	904.4	666.2
	(2,071.7)	**(1,855.4)**

Net debt held by the Concessions business is essentially made up of non-recourse finance.

24.4. Breakdown of long-term debt by maturity

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*
Maturities between 1 and 2 years	123.4	143.4
Maturities between 2 and 5 years[1]	1,331.4	686.5
Maturities beyond 5 years[2]	2,093.8	1,613.2
Indefinite maturities	281.7	454.4
Debt > 1 year	3,830.3	2,897.5
Debt < 1 year	172.4	152.0
Total	**4,002.7**	**3,049.5**

(1) Including the €517.5m OCEANE bond issue in 2001

(2) including €300m in new bonds issued by Cofiroute in 2001

24.5. Breakdown of long-term debt into fixed and variable rates

	At 31 Dec. 2001			*At 31 Dec. 2000*		
(in millions of euros)	*Amount*	*%*	*Rate*	*Amount*	*%*	*Rate*
Fixed rate(*)	2,247.3	56%	7.12%	2,376.1	78%	6.31%
Variable rate	1,755.4	44%	4.13%	673.4	22%	5.33%
Total	**4,002.7**	**100%**	**5.81%**	**3,049.5**	**100%**	**6.10%**

(*) Including hedged variable rates

Fixed rate borrowings are the result of either fixed rate transactions or of interest rate swaps (the latter represent €271m). Lower interest rates in 2001 resulted in an increase in the share of variable debt, particularly at Cofiroute.

24.6. Breakdown of long-term debt by currency

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*
Euro	3,381.8	2,766.4
US dollar	131.8	32.2
Sterling	95.2	65.7
Chilean peso	231.6	15.3
Canadian dollar	146.2	158.3
Other	16.1	11.6
Total	**4,002.7**	**3,049.5**

25. Management of market risk

25.1. Currency risk

Nature of risk exposure

VINCI does business throughout the world through subsidiaries that operate mainly in their domestic market. Insofar as possible, contracts invoiced in foreign currency give rise to expenses denominated in the same currency. This applies particularly to construction sites abroad, for which subcontracting and supply costs in the local currency are far larger than costs in euro. Consequently, the Group's exposure to exchange rate risk on business transactions is limited.

Hedging rules

Net exposure to exchange rate risk is monitored regularly. VINCI uses traditional hedging instruments (e.g. futures, option purchases and swaps). Hedging activities are carried out centrally.

Currency derivatives

(in millions of euros)	*At 31 Dec. 2001/ notional amounts*
Currency futures	
US dollar	101.2
Sterling	7.4
Other currencies	10.8
Total	**119.4**
Purchase contracts	7.8
Sales contracts	111.6
Currency options	**158.9**
Currency swaps	**83.9**

The fair value of currency derivatives is not significantly different from book value.

25.2. Interest rate risk

While VINCI is not prepared to give up all the advantages of aggressive debt management, it has nonetheless adopted a cautious approach to interest risk coverage. At 31 December 2001, around 56% of all long-term debt was fixed rate. Hedging mainly involves swaps, caps and floors. Subsidiary Cofiroute, in which VINCI holds 65.3%, is an exception in that it has its own credit rating. VINCI and Cofiroute finance departments therefore coordinate their management policies.

Interest rate derivatives

	Notional amounts			
(in millions of euros)	*< 1 year*	*1 to 5 years*	*> 5 years*	*Total*
Swaps of variable borrower rates	169.7	161.6	1,618.6	1,949.9
Swaps of fixed borrower rates	87.0	377.2	547.0	1,011.2
Caps and floors	2.5	405.5	–	408.0
Total	**259.2**	**944.3**	**2,165.6**	**3,369.1**

The fair value of interest rate derivatives is not significantly different from book value.

25.3. Use of derivatives

Derivatives are used strictly for the interest and exchange rate hedging transactions described above. VINCI uses only traditional derivative instruments, the risks of which are well understood. As part of its share buy-back programme, VINCI has decided to sell puts on its own shares to benefit from stock price volatility. The underlying stocks for these transactions came to 125,000 shares outstanding at 31 December 2001.

F. ADDITIONAL INFORMATION

26. Transactions with related parties

Transactions with related parties are essentially transactions with the equity affiliates described in note 15.

27. Off-balance sheet commitments

27.1 Commitments given

They break down as follows:

(in millions of euros)	*31 Dec. 2001*	*31 Dec. 2000*	*31 Dec. 1999*
Performance bonds and guarantees	4,020.8	3,934.8	2,474.5
Guarantees given to non-consolidated partnerships	272.2	151.1	143.7
Other commitments	115.3	155.3	27.6
	4,408.3	**4,241.3**	**2,645.7**

Breakdown of commitments by business line at 31 December 2001

(in millions of euros)	*Performance bonds and guarantees*	*Guarantees given to non-consolidated partnerships*	*Other commitments*	*Total*
Concessions	3.6	42.0	27.2	72.8
Energy and information	298.9	76.8	6.8	382.5
Roads	478.7	132.3	28.0	639.0
Construction	2,314.9	0.8	53.3	2,369.0
Holding company and miscellaneous	924.7	20.3	-	945.0
	4,020.8	**272.2**	**115.3**	**4,408.3**

Performance bonds and guarantees

Guarantees given in respect of contracts consist essentially of end-of-contract performance guarantees and bank guarantees to cover advance payments received. When late completion or disputes concerning the execution of the contract make it likely that a liability will materialise, the liability is provisioned. VINCI generally considers that it is capable of meeting its commitments and that the risk that guarantees will be used is limited.

Some guarantees are issued directly by the holding company on behalf of a subsidiary as part of the latter's business activities (worksite guarantees).

Joint guarantees in non-consolidated partnership companies (e.g. SNCs and GIEs)

The partners of a partnership company are jointly responsible for debts contracted with third parties. The commitment is limited to the amount of the liabilities of the partnership company, less shareholders' equity and bank accounts (current and loan) in the name of each of the partners.

Other commitments

These include all commitments given other than those described above, such as return to better fortune clauses and sureties other than those given as collateral for debts recorded in the balance sheet.

Sureties amounting to €539m have been granted as collateral for loans, of which €456m relating to loans on the balance sheets of infrastructure concession companies.

27.2. Commitments received

Commitments received by the Group, which consist of personal sureties (performance bonds and guarantees), amounted to €476m at 31 December 2001 (versus €430.5m a year earlier).

28. Number of employees

The average number of employees of the consolidated companies breaks down as follows:

	2001	*2000*	*1999*
Engineers and managers	14,121	14,057	8,639
Workers and non-managers	115,378	108,013	62,060
	129,499	**122,070**	**70,699**

The increase in 2001 is due essentially to the consolidation of WFS and Acac (10,429 employees)

29. Remuneration of senior executives and board members

The remuneration of senior group management is determined by the Board of Directors on proposal by the Remuneration Committee. Remuneration of senior management includes a fixed salary and bonuses based on the Group's results, the performance of the VINCI share and on individual performance.

Total remuneration paid to the members of the VINCI executive committee (six people) amounted to €6.1m in 2001. Directors' fees paid by VINCI to members of the Board of Directors totalled €354,375 in 2001. Total remuneration including benefits in kind paid by VINCI to senior management in 2001 broke down as follows:

(in euros) *Directors*	*Gross fixed salary*	*Gross bonus*	*Net total[1] after tax and social charges*	*Directors' fees*	*Benefits in kind*
Antoine Zacharias, Chairman and CEO	1,255,303	1,364,724	1,100,411	55,245	Company car
Benard Huvelin, Co-Chief Operating Officer	429,261	749,439	495,054	18,071	Company car
Jérôme Tolot, Co-Chief Operating Officer	300,911	213,429	216,056	18,071	Company car
Directors chairing a committee (3 people)	–	–	–	28,071[2]	–
Other Directors (12 people)	–	–	–	18,071[2][3]	–

(1) Net remuneration equals gross remuneration less social charges and taxes calculated according to the formula of the French association of private enterprises (AFEP)

(2) The amount indicated is paid to each Director in that category

(3) Directors' fees paid in respect of Mr Jaclot (€18,071) and part of the directors' fees paid in respect of Mr Brongniart and Mr de Silguy (€10,000 each) were paid to Suez at the beginning of 2002

Some VINCI Directors also received Directors' fees from companies controlled by VINCI:

(in euros) *Director*	*Directors' fees*
Antoine Zacharias, Chairman and CEO	17,185
Benard Huvelin, Co-Chief Operating Officer	23,304
Serge Michel, Director	4,955

30. Litigation and arbitration

To the company's knowledge, there is no exceptional event or litigation likely to affect substantially the business, financial performance, net assets or financial situation of the Group or parent company.

- The claim lodged by Nersa against VINCI resulted at the end of 1998, in an award against both the Company and an Italian entrepreneur, which is now bankrupt. EDF, having been implicated by the Company, was ordered to guarantee the Company up to 40%, which reduces the amount of the Company's liability to €13.6m (principal and interest), before insurance claims. Given the circumstances of the case, the Company lodged an appeal against this decision at beginning of 1999. Proceedings are still under way. Meanwhile, actions and procedures have been taken since 1999 with regard to the Company's insurers. A settlement has been reached according to which the Company will receive a total indemnity of €11.5m, reducing the charge for VINCI to €2.1m.

- With regard to the claim lodged by SNCF against a group of companies which had taken part in the construction of the TGV Nord and Rhone-Alpes lines, a panel of experts was entrusted with an examination of possible damages suffered by SNCF with respect to the heads in its petition. The Group continues to contest the damages, especially since, in October 1999, the French supreme court reversed the order whereby the Paris appeal court had upheld the decision of the competition authority to impose fines on these companies. The case has therefore been referred back to the Paris appeal court, which could hand down a ruling in 2002.

- In the SSDS case that opposes a construction consortium (including Campenon Bernard) and the Hong Kong government, a settlement was reached that will have no significant impact on the financial situation of the Group, given the provisions already made.

- The dispute between VINCI and US company Global Industries concerns the failure of the sale of ETPM by GTM to Global Industries. The parties each claim compensation from the other for the damages resulting from the breakdown in negotiations. Even if the outcome is unfavourable, the dispute is unlikely to have a significant impact on VINCI's financial situation.

- In the dispute between VINCI and Bouygues Bâtiment as co-shareholders of Consortium Stade de France, Bouygues Bâtiment claims a right of first refusal for the acquisition of half of the shares in this company previously held by GTM and acquired by VINCI after the merger with GTM on 19th December 2000. Even if the outcome is unfavourable, the dispute is unlikely to have a significant impact on VINCI's financial situation.

- Due to the delayed delivery of a hotel building in Lyons, because of a fire accidentally caused by a subcontractor, Sogea is involved in a dispute with the owner HIL over the penalties for late completion and the assessment of damages. Sogea has appealed the decision of 10 October 2000 of the Lyons commercial court, which sentenced it to pay HIL €9m. It has also sued the subcontractor causing the accident. The Lyons appeal court could rule on the case in the second half of 2002. Even if the outcome is unfavourable, the dispute is unlikely to have a significant impact on VINCI's financial situation.

- CBC has been brought before the Mexican courts in several cases. One of the shareholders of Prodipe Inc. and a Mexican state organisation allege that CBC did not fulfil the terms of its contract concerning a tourist site development in Baja California, the financing of which was guaranteed as to US$7.2m by Coface, which was in turn counter-guaranteed by this Mexican state organisation.

  Also, CBC built a hotel in Bratislava (Slovakia) for Intertour, part of whose equity it holds. This transaction was financed through promissory notes issued by CBC and discounted without recourse with a French bank, which had counter guarantees from foreign financial organisations. Following payment default by Intertour, these financial organisations have initiated various legal proceedings, including one before the Paris commercial court, where CBC was charged with guaranteeing the principal amount of €41m.

  Insofar as the latter two disputes are concerned, the Group does not expect, in the current state of affairs, any significant impact on its financial situation in the event of an unfavourable outcome.

- Lastly, some of the Company's subsidiaries are being investigated under competition law. In addition, a number of senior managers are subject, on a personal basis, to judicial inquiry procedures, which aim to determine whether they may have made inappropriate use of corporate assets for the direct or indirect benefit of political figures or parties. VINCI does not expect these investigations or procedures, even in the event of an unfavourable outcome, to affect its financial situation substantially.

Main Consolidated companies at 31 December 2001

	Consolidation method	*VINCI group holding*
1. Concessions		
Car parks		
VINCI Park	FC	100.00%
Sogeparc France	FC	99.95%
CGST	FC	100.00%
VINCI Park Services Ltd (UK)	FC	100.00%
Zeson (Hong Kong)	FC	100.00%
TFM (UK)	FC	100.00%
Infrastructure		
Cofiroute	FC	65.34%
Stade de France	PC	66.67%
SMTPC (Prado-Carénage tunnel)	EM	31.35%
Lusoponte (bridges over the Tagus river, Portugal)	EM	24.80%
Severn River Crossing (UK)	EM	35.00%
Strait Crossing Development Inc. (Canada)	PC	49.90%
Gefyra (Rion-Antirion bridge, Greece)	FC	53.00%
Autopista Del Bosque (Chillian-Collipulli – Chile motorway)	FC	82.95%
Concessions and airport services		
Société Concessionaire de l'Aéroport de Pochentong (Cambodia)	PC	70.00%
Inversiones Técnicas Aeroportuarias – ITA (Mexico)	EM	24.50%
Operadora Mexicana de Aeropuertos – OMA (Mexico)	EM	37.25%
ADP Management	EM	34.00%
VINCI Airport US (WFS)	FC	100.00%
SEN	PC	50.00%
2. Energy and Information		
GTIE	FC	100.00%
Saunier Duval Électricité – SDEL	FC	100.00%
Santerne	FC	99.99%
Garczynski Traploir	FC	99.88%
Fournié-Grospaud	FC	99.88%
GTIE Île-de-France	FC	100.00%
Graniou Île-de-France	FC	100.00%
Emil Lundgren (Sweden)	FC	100.00%
Controlmatic (Germany)	FC	100.00%
Lee Beesley (UK)	FC	100.00%
GTIE Thermique	FC	100.00%
Lefort Francheteau	FC	100.00%
G+H Montage (Germany)	FC	100.00%

FC: full consolidation; PC: proportionate consolidation; EM: equity method

	Consolidation method	*VINCI group holding*
3. Roads		
Eurovia	FC	100.00%
Hubbard (USA)	FC	100.00%
Ringway (UK)	FC	85.18%
SSZ (Czech Republic)	FC	61.97%
Eurovia Méditerranée	FC	100.00%
Eurovia Champagne-Ardenne Lorraine	FC	100.00%
EJL Île-de-France	FC	100.00%
Eurovia Île-de-France	FC	100.00%
Probisa Tecnologia y Construcción (Spain)	FC	87.84%
Eurovia Bretagne	FC	100.00%
Construction DJL (Canada)	FC	95.80%
Eurovia Normandie	FC	100.00%
Eurovia Rhone-Alpes Auvergne	FC	100.00%
EJL Sud-Est	FC	100.00%
EJL Centre-Pays de la Loire	FC	100.00%
EJL Méditerranée	FC	100.00%
EJL Est	FC	100.00%
EJL Sud-Ouest	FC	100.00%
Bitumix (Chile)	FC	50.10%
Cornez Delacre (Belgium)	FC	100.00%
Cestne Stavby Kosice (Slovakia)	FC	89.85%
CTW Strassenbaustoff (Switzerland)	FC	51.68%
SPRD (Poland)	FC	87.26%
Eurovia GmbH (Germany)	FC	100.00%
Teerbau	FC	100.00%
Verkehrsbau Union – VBU	FC	100.00%
4. Construction		
Sogea Construction	FC	100.00%
Société Industrielle de Construction Rapide – SICRA	FC	100.00%
Bateg	FC	100.00%
Campenon Bernard Construction	FC	100.00%
Campenon Bernard Méditerranée	FC	100.00%
Sogea Nord	FC	100.00%
Sogea Nord-Ouest	FC	100.00%
Deschiron	FC	100.00%
EMCC	FC	100.00%
Énergilec	FC	100.00%
VINCI Enrivonment	FC	100.00%
GTM Construction	FC	100.00%
Scao	PC	33.33%
Chantiers Modernes	PC	100.00%
Dumez Île-de-France	FC	100.00%
Petit	FC	100.00%
Les Travaux du Midi	FC	100.00%
Dumez Méditerranée	FC	100.00%
Dumez EPS	FC	100.00%

FC: full consolidation; PC: proportionate consolidation; EM: equity method

	Consolidation method	*VINCI group holding*
Lainé	FC	100.00%
Entreprise Boeuf et Legrand	FC	100.00%
VINCI Construction Grands Projets	FC	100.00%
Socaso	FC	100.00%
Constructora Dumez-GTM Tribasa (Chile)	FC	99.99%
Janin Atlas (Canada)	FC	100.00%
VINCI Construction Filiales Internationales		
Sogea – Satom	FC	100.00%
Warbud (Poland)	FC	72.93%
Société Bourbonnaise de Travaus Publics et de Construction (Reunion Island)	FC	100.00%
Hidepitö (Hungary)	FC	97.08%
SMP (Czech Republic)	FC	73.66%
Sobea Gabon (Gabon)	FC	90.00%
Sogea Martinique	FC	100.00%
Dumez Calédonie	FC	100.00%
First Czech Construction Company (Czech Republic)	FC	100.00%
Compagnie d'Entreprises CFE (Belgium)	FC	45.38%
Dredging Environmental and Marine Engineering – DEME	PC	21.67%
MBG	FC	45.38%
Bageci	FC	45.38%
Van Wellen	PC	22.69%
VINCI Construction UK, Germany and USA		
Norwest Holst (UK)	FC	100.00%
Norwest Holst Construction	FC	100.00%
Rosser and Russell	FC	100.00%
VINCI Investment	FC	100.00%
SKE (Germany)	FC	100.00%
SKE SSI (USA)	FC	100.00%
Klee (Germany)	FC	100.00%
Brüggemann (Germany)	FC	99.98%
Freyssinet	FC	100.00%
Freyssinet France Nord	FC	100.00%
Freyssinet International et Cie	FC	100.00%
Menard Soltraitement	FC	100.00%
The Reinforced Earth Cy – RECO (USA)	FC	100.00%
Immer Property (Australia)	FC	74.00%
Freyssinet Hong Kong (Hong Kong)	FC	100.00%
Freyssinet Korea (Korea)	FC	90.00%

5. Other operational entities

Sorif (property)	FC	100.00%
Elige (property)	FC	100.00%
Nickel (Germany)	FC	100.00%
Doris Engineering	EM	46.95%

FC: full consolidation; PC: proportionate consolidation; EM: equity method

SUMMARY OF THE NON-CONSOLIDATED FINANCIAL STATEMENTS (*COMPTES SOCIAUX*)

The financial statements of the parent company have been prepared in accordance with French legal and regulatory requirements, and with generally accepted accounting principles, applied in a consistent manner.

The parent company financial statements for 2001 take into account the impact of legal restructuring operations carried out in the year. These included the merger by absorption of Sogeparc, Sogepag, Sogea, Socofreg, and Finec with VINCI, effective retroactively on 1 January 2001, and the transfer of VINCI car park assets to VINCI Park. Taken together, these operations increased parent company net income by €103.4m (including merger premiums and capital gains on asset contributions).

The purpose of these transactions was to simplify the group's legal organisation and align it with the operational organisation by business line set up in 2000.

Summary statement of income

(for the year ended 31 December, in millions of euros)	*2001*	*2000*	*1999*
Operating revenue	**117.1**	**118.4**	**52.9**
Operating expense	(12.4)	(19.5)	(21.0)
Dividends on investments in subsidiaries and affiliated companies	301.4	216.0	91.5
Income/(loss) of subsidiaries constituted as general or limited partnerships	27.3	0.4	17.5
Other financial revenue and expenses	(65.4)	(110.0)	(12.1)
Net financial income	**263.3**	**106.4**	**96.9**
Net exceptional income/(expense)	**146.8**	**(31.1)**	**(35.2)**
Income from tax consolidation, less tax charge	110.1	125.6	36.0
Net income	**507.8**	**181.4**	**76.7**

Taking into account the impact of the above-mentioned operations, the financial statements of the parent company for 2001 show net income of €507.8m, up from €181.4m for 2000.

The difference from one year to the next, having regard to the legal restructuring operations already mentioned, is due principally to the following factors:

- A reduction in the net interest charge from €55m to €37m, due to the decline in the holding company's net financial debt (down €112.9m, excluding the impact of legal restructuring).
- An increase in income from subsidiaries (in the form of dividend payments, or income transfers in the case of partnership and limited partnerships), from €216.4m in 2000 to €328.7m in 2001. The increase is due mainly to dividends paid by GTIE (€70.2m versus €49.4m in 2000) and dividends collected from the companies absorbed (€90.2m, of which €29.2m for Eurovia, and €19.2m for Sogea Holding UK).
- Net exceptional income amounting to €146.8m, compared with a net exceptional expense of €31.1m in 2000, under the combined impact of:
  - Merger premiums booked as income (from Finec, Socofreg, Sogea and Sogeparc) and capital gains on asset contributions (VINCI Park), which totalled €80.8m and €22.6m respectively;
  - A capital loss of €44.8m on the sale of TBI to VINCI Airport UK;
  - Various provision releases connected with claims and other exceptional liabilities (including a €44.4m guarantee against unrecorded liabilities in respect of ETPM and €23.7m in Cambodia sovereign risk).

Summary balance sheet

Assets (as at 31 December, in millions of euros)	*2001*	*2000*	*1999*
Intangible and tangible fixed assets	23.8	22.1	3.6
Financial assets	3,185.0	2,572.8	1,742.9
Other accounts receivable and adjustment accounts	204.5	214.0	50.7
Marketable securities and cash	2,232.8	1,283.4	645.8
Total assets	**5,646.1**	**4,092.3**	**2,443.0**
Shareholders' equity	2,242.6	1,405.1	743.7
Provisions for liabilities and charges	177.5	273.2	34.7
Debt	3,008.7	2,048.1	1,613.4
Other liabilities and adjustment accounts	217.3	365.9	51.2
Total shareholders' equity and liabilities	**5,646.1**	**4,092.3**	**2,443.0**

Financial assets

On 31 December 2001, financial assets broke down as follows:

(in millions of euros)	*Gross book value at 31 Dec. '01*	*Depreciation at 31 Dec. '01*	*Net book value at 31 Dec. '00*	*Net book value at 31 Dec. '00*
Investments in subsidiaries and affiliated companies and other securities	3,371.8	408.4	2,963.4	2,428.4
Other financial assets	231.5	9.9	221.6	144.4
Total financial assets	**3,603.3**	**418.3**	**3,185.0**	**2,572.8**

The gross book value of investments in subsidiaries totalled €3.3bn at 31 December 2001, up from €2.8bn a year earlier. The increase is due essentially to:

- The net positive impact of legal restructuring operations in 2001 (€290.9m), including the merger by absorption of Sogeparc, Sogepag, Sogea, Socofreg and Finec, and the transfer of most of the parking assets from VINCI to VINCI Park:
  - VINCI booked the shares received arising from the mergers or asset transfer (notably €517.1m for Eurovia, €175.7m for VINCI Construction and €761.8m for VINCI Park);
  - Conversely, it removed from its books €1,437.7m in respect of shares in the companies absorbed (including €598.6m for Sogeparc and €436.5m for Sogea).
- The €200m capital increase of VINCI Airports.

The Group set aside €52.9m in provisions against a decline in the value of investments in subsidiaries, including €45m in respect of shares in VINCI Airports.

Other financial assets include essentially €219.4m in accounts receivable linked to investments in subsidiaries (of which €104m for VINCI Park, up by €95.7m on 31 December 2000).

Shareholders' equity

(in millions of euros)	*Capital Stock*	*Additional paid-in capital*	*Reserves*	*Net income*	*Total*
Shareholders' equity at 31 December 2000	**791.5**	**354.4**	**77.8**	**181.4**	**1,405.1**
Appropriation of net income for 2000	-	-	61.9	(181.4)	(119.5)
Capital increases	34.7	125.4	-	-	160.1
Impact of mergers	2.6	285.6	1.0	-	289.2
Reduction of capital through reduction in par value	-	-	-	-	-
Net income for 2001	-	-	-	507.8	507.8
Shareholders' equity at 31 December 2001	**828.8**	**765.4**	**140.7**	**507.8**	**2,242.7**

At 31 December 2001, capital stock amounted to €828.8m, made up of 82,879,911 shares of €10 each.

The holding company's shareholders' equity totalled €2,242.6m at 31 December 2001, up from €1,405.1m. This includes capital increases of €289.2m following the merger operations, €149.8m from subscriptions to the group savings schemes (including €75.5m in subscriptions to Castor Avantage) and €10.3m from the exercise of stock options.

Capital increases during 2001 broke down as follows:

(in millions of euros)	*New shares*	*Capital stock*	*Additional paid-in capital*	*Total*
Impact of mergers	257,128	2.6	286.6	289.2
Employee subscriptions to group savings schemes	3,040,308	30.4	119.4	149.8
Exercise of share subscription options	427,874	4.3	6.0	10.3
Total	**3,725,310**	**37.3**	**412.0**	**449.3**

Net debt

(as at 31 December, in millions of Euros)	*2001*	*2000*	*1999*
Subordinated borrowings	-	-	45.7
Bonds and debentures	654.7	137.2	-
Borrowing from credit institutions..	130.4	118.4	192.4
Long-term debt (>1 year)	**785.1**	**255.6**	**238.1**
Accounts receivable and loans[1]	(207.9)	(99.9)	(50.0)
Marketable securities	(1,761.5)[2]	(988.0)	(593.9)
Cash and current cash accounts of subsidiaries.....................................	(471.2)	(279.3)	(44.3)
Bonds and debentures (<1 year)	6.5	4.0	-
Borrowing from credit institutions..	43.5	205.1	32.4
Bank overdrafts and treasury notes	528.9	138.2	145.5
Current cash accounts of subsidiaries	1,632.7	1,533.5	1,109.1
Net cash position..	**(229.0)**	**513.6**	**598.8**
Net debt	**556.1**	**769.2**	**836.9**

1 Including advance payments that can be capitalised and loans granted by VINCI.

2 Of which 7,083,390 VINCI shares held in treasury, representing €356.2m.

The holding company's net debt at 31 December 2001 amounted to €556.1m, down from €769.2m the year before. This represented an improvement of €213.1m, of which €100.6m derived from the cash resources of subsidiaries absorbed and the remainder from cash flow generated by large dividend receipts and the effects of legal restructuring operations.

"Bonds and debentures" includes the €517.5m OCEANE bond issue in July 2001.

Marketable securities are primarily made up of mutual funds and certificates of deposit, the market value of which at the year-end was approximately the same as their cost price. They also include 7,083,390 VINCI shares held in treasury, representing €356.2m (compared with 5,801,341 VINCI shares, representing €274.2m, at 31 December 2000).

Treasury notes issued by VINCI amounted to €528.9m at 31 December 2001 (compared with €138.2m at 31 December 2000).

Five-year financial summary

		1997	*1998*	*1999*	*2000*	*2001*
I -	**Capital stock at the end of the year**					
a -	Capital stock (in thousands of euros)..........	522,516.7	537,605.2	523,393.3	791,546.0	828,799.1
b -	Number of common shares issued[1]............	40,323,352	41,487,757	40,261,023	79,154,601	82,879.911
c -	Maximum number of shares to be issued through conversion of bonds[2]	-	-	-	-	-
II -	**Operations and net income/(loss) for the year (in thousands of euros)**					
a -	Net sales before tax	17,661.2	16,758.1	16,253.9	58,164.0	42,960.6
b -	Net income/(loss) before tax, employee profit sharing, depreciation and provisions	(4,067.6)	(37,491.8)	78,509.3	173,289.2	265,770.4
c -	Income tax[3]	(20,716.3)	(44,559.2)	(35,955.4)	(125,615.2)	(110,104.4)
d -	Net income/(loss) after tax, employee profit sharing, depreciation and provisions	(18,154.5)	50,851.5	76,667.7	181,372.6	507,760.1
e -	Dividends paid	24,589.0	53,229.3	59,093.4	121,108.4	130,946.2[4]
III -	**Earnings/(loss) per share (in euros)**					
a -	Earnings/(loss) after tax and employee profit sharing and before depreciation and provisions	0.4	0.2	2.8	3.8	4.5
b -	Earnings/(loss) after tax, employee profit sharing depreciation and provisions	(0.4)	1.2	1.9	2.3	6.1
c -	Net dividend paid per share (excluding tax credit)	0.6	1.4	1.6	1.65	1.7
IV -	**Employees**					
a -	Average number	80	85	104	150	177
b -	Salaries and wages (in thousands of euros)	6,908.2	7,673.8	10,174.1	18,870.9	39,003.2
c -	Social security costs and other social expenses (in thousands of euros)	2,613.6	2,961.2	3,678.1	6,503.4	11,481.3

(1) There were no preferred shares during the five-year period

(2) In July 2001, VINCI issued 5,750,000 OCEANE bonds, representing a total nominal amount of €517.5m. The nominal unit value of these bonds, which are convertible into VINCI shares, is €90. In the absence of conversion or exchange into VINCI shares, the bonds will be redeemed on 1 January 2007 at €108.12 each.

Of the stock options authorised by the Shareholders' Meetings of 30 June 1988, 18 June 1993, 25 May 1998 and 25 October 1999, and implemented by the Board of Directors' meetings of 5 December 1991, 6 November 1992, 4 November 1993, 4 November 1994, 4 March 1998, 9 March 1999, 7 September 1999, 11 January 2000, 3 October 2000 and 8 March 2001, as well as the GTM share subscription options converted into VINCI share subscription options by the Shareholders' Meeting of 19 December 2000 and the Sogeparc share subscription options converted into VINCI share subscription options by the Shareholders' Meeting of 12 December 2001, a total of 7,140,852 had not yet been exercised at 31 December 2001.

(3) Taxes recovered from subsidiaries under tax consolidation arrangements, less VINCI's own tax charge.

(4) Calculated on the basis of the number of shares outstanding at 2 March 2002, less treasury stock at the same date.

Subsidiaries and affiliated companies at 31 December 2001

The information in the following table reflects only the individual financial statements of the subsidiaries.

(in thousands of euros)	*Capital stock*	*Reserves and retained earnings before net income appropria-tion*	*Per-centage share of capital stock held (%)*	*Book value of shares held (gross)*	*Book value of shares held (net)*	*Loans and advances made by VINCI*	*Sureties and guarantees given by VINCI*	*Net sales before tax in the last financial year*	*Net income or loss in the last financial year*	*Dividends received by VINCI*
1 - Subsidiaries (at least 50% of capital held by VINCI)										
French subsidiaries										
Stade de France Consortium	29,728	(2,433)	66.67	19,818	19,818	-	-	62,081	1,282	2,973
Elige Participations	16,000	6,897	100.00	86,469	28,073	-	-	29,888	5,896	1,830
Enterprise Jean Lefebvre	66,362	178,648	100.00	305,067	305,067	-	-	6,492	56,003	76,121
Eurovia	366,400	56,127	50.00	517,080	517,080	-	-	2,054	60,222	9,160
Freyssinet International	15,625	3,183	100.00	20,450	20,450	22,800	-	3,922	(7,474)	-
GTIE Thermique	22,350	(3,143)	100.00	22,715	22,715	-	-	9,542	3,281	-
GTM Participations	50,960	(9,417)	100.00	105,662	59,059	-	-	-	17,515	-
GTIE	99,511	81,749	99.15	305,026	305,026	-	-	55,619	74,560	70,209
Lefort Francheteau	9,441	154	100.00	10,278	10,278	-	-	28,286	3,528	-
Ornem	322	2	99.99	14,222	488	-	-	-	217	-
Snel	2,622	83	99.98	2,740	2,740	-	-	-	366	-
VINCI Airports	200,000	(1)	100.00	200,000	155,315	-	-	-	(44,684)	-
VINCI Assurances	38	-	99.44	38	38	-	-	4,254	1,215	-
VINCI Construction (formerly CB SGE)	148,807	109,674	85.34	357,141	357,141	-	-	77,360	24,178	-
VINCI Park	192,533	611,224	98.77	828,462	828,462	104,033	-	45,437	20,203	-
Other subsidiaries (together)	-	-	-	44,125	2,621	-	-	-	-	-
Foreign subsidiaries										
Autopista del Bosque	46,162	10,389	81.25	46,990	46,990	-	-	8,775	(2,756)	-
Gefyra	65,220	-	53.00	36,972	36,972	-	-	-	-	-
SCA Pochentong	21,559	745	70.00	10,673	10,673	11,821	-	22,153	3,873	-
Other subsidiaries (together)	-	-	-	167,826	3,068	-	-	-	-	-
2 - Affiliated companies (10 - 50% of capital held by VINCI)										
French companies										
ADP Management	129,101	(2,101)	34.00	43,895	43,895	-	-	2,140	(1,310)	-
Cofiroute(*)	158,282	575,386	48.23	108,064	108,064	-	-	740,814	195,128	53,180
SEN	7,500	782	45.00	10,671	10,671	-	-	6,795	396	-
Other companies (together)	-	-	-	7,457	1,783	-	-	-	-	-
Foreign companies										
Inversiones y Tecnicas	172,233	-	24.50	26,179	26,179	-	-	4,821	7,586	-
Other companies (together)	-	-	-	8,735	6,280	-	-	-	-	-

(*) Enterprise Jean Lefebvre, a wholly-owned subsidiary, also holds 17.11% of Cofiroute.

REPORTS OF THE STATUTORY AUDITORS

Report of the Statutory Auditors on the consolidated financial statements (year ended 31 December 2001)

In accordance with our appointment as auditors by your Shareholders' General Meeting, we have audited the accompanying consolidated financial statements of VINCI, prepared in euros, for the year ended 31 December 2001.

The consolidated financial statements have been approved the Board of Directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance that the consolidated financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements' presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above give a true and fair view of the financial position, the assets and liabilities at 31 December 2001 and the results of the operations of the companies included in the consolidation for the year then ended, in accordance with accounting principles generally accepted in France.

We have also performed the procedures required by law on the Group's financial information given in the report of the Board of Directors. We have no comments to make as to its fair presentation and its conformity with the consolidated financial statements.

Neuilly sur Seine and Paris, 5 April 2002
The Statutory Auditors

Deloitte Touche Tohmatsu	RSM Salustro Reydel
Thierry Benoit	Bernard Cattenoz
Dominique Desours	Benoît Lebrun

(This is a free translation of the original French text for information purposes only)

Report of the Statutory Auditors on the non-consolidated financial statements (*comptes sociaux*) (year ended 31 December 2001)

In accordance with our appointment as auditors by your Shareholders' General Meeting, we hereby report to you for the year ended 31 December 2001 on:

– the audit of the accompanying financial statements of VINCI, prepared in euros; and

– the specific verifications and information required by law.

The Board of Directors is responsible for the preparation of the annual financial statements. Our role is to express an opinion on these annual financial statements based on our audit.

1 – Opinion on the annual financial statements

We conducted the audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance that the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements' presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above give a true and fair view of the financial position of your Company, its assets and liabilities at 31 December 2001 and the results of its operations for the year then ended, in accordance with accounting principles generally accepted in France.

2 – Specific verifications and information

We have also performed the procedures required by law on the Group's financial information provided by the Board of Directors.

We have no comments to make as to the fair presentation and conformity with the annual financial statements of the information given in the report of the Board of Directors and in the documents addressed to the shareholders, with respect to the financial position and the annual financial statements. In accordance with the law, we have verified that the appropriate disclosures have been provided with regard to the acquisition of shares and controlling interests, and the identity of shareholders and holders of voting rights.

Neuilly sur Seine and Paris, 5 April 2002
The Statutory Auditors

Deloitte Touche Tohmatsu	RSM Salustro Reydel
Thierry Benoit	Bernard Cattenoz
Dominique Descours	Benoît Lebrun

(This is a free translation of the original French text for information purposes only)

SUBSCRIPTION AND SALE

Pursuant to a subscription agreement dated 18th July, 2002 (the "**Subscription Agreement**"), BNP Paribas, Crédit Lyonnais, Société Générale and UBS AG, acting through its business group UBS Warburg (the "**Managers**") have jointly and severally agreed to procure subscription and payment for, failing which, to subscribe and pay for the Bonds at the issue price of 99.58 per cent. of their principal amount less agreed commissions.

The Issuer will reimburse the Managers in respect of certain of their expenses, and has agreed to indemnify the Managers against certain liabilities, incurred in connection with the issue of the Bonds. The Subscription Agreement may be terminated in certain circumstances prior to payment of the Issuer.

United States

The Bonds have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

The Bonds are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986 and regulations thereunder.

Each Manager has agreed that, except as permitted by the Subscription Agreement, it will not offer, sell or deliver 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 date of issue of the Bonds within the United States or to, or for the account or benefit of, U.S. persons and that it will have sent to each dealer to which it sells any 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. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

The Bonds are being offered and sold only outside the United States to non-U.S. persons in reliance on Regulation S.

In addition, until 40 days after the commencement of the offering, an offer or sale of Bonds within the United States by any dealer that is not participating in the offering may violate the registration requirements of the Securities Act.

United Kingdom

Each Manager has represented and agreed that:

(i) it has not offered or sold and, prior to the expiry of the period of six months from the Closing Date, will not 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 of the Public Offers of Securities Regulations 1995 (as amended);

(ii) 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 Act (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 Issuer; and

(iii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Bonds in, from or otherwise involving the United Kingdom.

France

Each of the Managers and the Issuer has acknowledged that the Bonds are being issued or are deemed issued outside France and has represented and agreed that it has not offered or sold and will not offer or sell, directly or indirectly, Bonds to the public in France, and has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Offering Circular or any other offering material relating to the Bonds, and that such offers, sales and distributions have been and shall only be made in France to qualified investors (*investisseurs qualifiés*) acting for their own account, all as defined in, and in accordance with, articles L.411-1 and L.411-2 of the French Code *monétaire et financier* and *décret* no.98- 880 dated 1st October, 1998.

General

No action has been taken or will be taken by the Issuer or any of the Managers that would, or is intended to, permit a public offer of the Bonds in any country or jurisdiction where any such action for that purpose is required. Accordingly, each Manager has undertaken that it will not, directly or indirectly, offer or sell any Bonds or distribute or publish any offering circular, prospectus, form of application, advertisement or other document or information in any country or jurisdiction except under circumstances that will, to the best of its knowledge and belief, result in compliance with any applicable laws and regulations and all offers and sales of Bonds by it will be made on the same terms.

GENERAL INFORMATION

Authorisation

1. Authority to issue bonds constituting "*obligations*" under French law was duly granted by the *Assemblée Générale Ordinaire* (Ordinary General Meeting) of the Issuer to the *Conseil d'Administration* (Board of Directors) of the Issuer on 12th December, 2001. Such authority was duly delegated by the *Conseil d'Administration* (Board of Directors) of the Issuer to each of its *Président-Directeur Général* and Bernard Huvelin, an *Administrateur-Directeur Général Délégué*, acting separately, on 6th June, 2002. The issue of the Bonds was duly decided by a decision of Bernard Huvelin dated 9th July, 2002.

Listing

2. Application has been made to list the Bonds on the Luxembourg Stock Exchange. A legal notice relating to the issue of the Bonds and the constitutional documents of the Issuer are being lodged with the Registrar of the District Court in Luxembourg (*Greffier en Chef du Tribunal d'Arrondissement de et à Luxembourg*) where such documents may be examined and copies obtained.

Clearing Systems

3. The Bonds have been accepted for clearance through Euroclear and Clearstream, Luxembourg. The ISIN for the issue of the Bonds is XS0151548616 and the Common Code is 015154861.

No significant change

4. Save as disclosed in this Offering Circular, there has been no significant change in the financial or trading position of the Issuer or the Group since 31st December, 2001 and there has been no material adverse change in the financial position or prospects of the Issuer or the Group since 31st December, 2001 in each case which is material in the context of the issue of the Bonds.

Litigation

5. Save as disclosed in footnotes 30 to the 2001 consolidated financial statements of the Issuer, which are reproduced in full in this Offering Circular, neither the Issuer nor any other member of the Group is involved in any legal or arbitration proceedings (including any proceedings which are pending or threatened of which the Issuer is aware) which are material in the context of the issue of the Bonds.

Accounts

6. The auditors of the Issuer are Deloitte Touche Tohmatsu and RSM Salustro Reydel who have audited the Issuer's accounts, without qualification, in accordance with generally accepted auditing standards in the Republic of France for each of the three financial years ended on 31st December, 2001. For the financial year ended 31st December, 1999, their report (without qualifying their opinion) draws attention to Note A to the consolidated financial statements, which describes a change in accounting policy relating to the cancellation of charges previously treated as deferred assets in respect of concession contracts temporarily in deficit.

U.S. tax

7. The Bonds and Coupons will contain the following legend: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code."

Documents available

8. Copies of the following documents will be available from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in Luxembourg so long as any of the Bonds remains outstanding:

(a) the *statuts* (with an English translation thereof) of the Issuer;

(b) the audited consolidated and non-consolidated (*comptes sociaux*) financial statements of the Issuer in respect of the financial years ended 31st December, 1999, 2000 and 2001 and the pro-forma consolidated financial statements in respect of the financial year ended 31st December, 2000 (with an English translation of the consolidated financial statements and of the abbreviated non-consolidated (*comptes sociaux*) financial statements) (the Issuer currently prepares audited consolidated and non-consolidated (*comptes sociaux*) financial statements on an annual basis);

(c) the most recently published audited annual consolidated and non-consolidated (*comptes sociaux*) financial statements of the Issuer and the most recently published unaudited interim financial statements of the Issuer (with an English translation of the annual consolidated financial statements and of the annual abbreviated non-consolidated (*comptes sociaux*) financial statements) (the Issuer currently prepares unaudited interim consolidated financial statements on a semi-annual basis; the Issuer does not currently prepare unaudited interim non-consolidated financial statements (*comptes sociaux*));

(d) a copy of the final Offering Circular; and

(e) the Subscription Agreement and the Agency Agreement.

European Withholding Taxation

9. In December 2001 the EU Commission published a revised draft directive regarding the taxation of savings income. It is proposed that, subject to a number of important conditions being met, Member States will be required to provide to the tax authorities of another Member State details of payments of interest (or other similar income) paid by a person within its jurisdiction to an individual resident in that other Member State, except that Belgium, Austria and Luxembourg will instead operate a withholding system for a transitional period in relation to such payments. The proposed directive is not yet final, and may be subject to further amendment and/or clarification.

Contracts (Rights of Third Parties) Act 1999

10. The Act provides that, in certain circumstances, a person who is not a party to a contract may in his own right enforce a term of the contract. This issue of the Bonds expressly excludes the application of the Act.

THE ISSUER

VINCI
1 cours Ferdinand-de-Lesseps
92851 Rueil-Malmaison Cedex
France

FISCAL AND PAYING AGENT AND LISTING AGENT

Crédit Lyonnais Luxembourg S.A.
26A, boulevard Royal
L-2449 Luxembourg

LEGAL ADVISERS

To the Managers as to English and French law
Allen & Overy
Edouard VIII
26, boulevard des Capucines
75009 Paris
France

To the Issuer as to English and French law
Linklaters
25, rue de Marignan
75008 Paris
France

AUDITORS

Deloitte Touche Tohmatsu
185, avenue Charles de Gaulle
BP 136
92201 Neuilly-sur-Seine
France

RSM Salustro Reydel
8, avenue Delcassé
75008 Paris
France

printed by **eprint*financial*.com**
tel: + 44 (0) 20 7613 1800   document number 2185