Consolidated interim financial statements at 30 June 2003

Contents

Business review for the first half of 2003

The VINCI board of directors, chaired by Antoine Zacharias, met on 11 September 2003 to approve the financial statements for the first half of 2003 and examine the outlook for the full year.

Growth in net sales in France and the rest of the world

VINCI's net sales for the first half of 2003 amounted to €8.5 billion, up 2.1% on a like-for-like basis compared with the first half of the previous year.

On an actual basis, the increase in net sales was 0.6% due to exchange rate fluctuations, which had a negative impact of €200 million. This was partially offset by the consolidation of recent acquisitions, principally by VINCI Concessions and VINCI Energies.

These changes illustrate VINCI's capacity for maintaining organic growth and continuing its expansion despite a difficult business climate in some sectors, while at the same time selecting new projects very carefully in order to meet one of its top priorities, namely improving its margins.

The first quarter was marked by bad weather in most European countries, together with an unstable geopolitical situation. In the second, however, the company recorded an upturn in business (3.9% on a like-for-like basis), which was especially significant in concessions and construction business in France.

In France, VINCI posted a 1.3% rise in net sales on a like-for-like basis to €5.1 billion for the first half. On an actual basis, net sales in France rose 2.5%.

In international business, net sales amounted to €3.4 billion, up 3.2% on a like-for-like basis and at constant exchange rates. On an actual basis, the decline in net sales was limited to 2.2% despite unfavourable exchange rates.

Net sales by business line

In millions of euros	1st half 2002	1st half 2003	Change (actual)	Change (like-for-like)
Concessions	882	910	+ 3.2%	+ 3.1%
Energy	1,481	1,493	+ 0.8%	– 0.7%
Roads	2,382	2,329	– 2.2%	+ 0.7%
Construction	3,633	3,759	+ 3.5%	+ 5.7%
Misc. and elimination of inter-company transactions	88	24	—	—
Total	**8,466**	**8,515**	**+ 0.6%**	**+ 2.1%**

Significant increase in income

Net income for the first half amounted to €195.6 million, up almost 13% compared with the first half of 2002 (€173.6 million). Earnings per share rose 14% from €2.06 to €2.35.

This good performance reflects the 9.5% increase in net income less financial expense to €363 million (compared with €332 million for the first half of 2002), due to the growth of operating income and the improvement in financial expense.

Operating income rose 2.5% to €427 million (compared with €416 million for the first half of 2002), representing 5% of net sales (as against 4.9% for the first half of 2002). Each of VINCI's business lines maintained or improved its contribution and operating margin, demonstrating the responsiveness of the company's subsidiaries to their environment.

Operating income by business line

In millions of euros	1st half 2002	as a % of net sales	1st half 2003	as a % of net sales
Concessions	253	28.7%	257	28.2%
Energy	45	3%	49	3.3%
Roads	7	NS	8	NS
Construction	112	3.1%	113	3%
Misc. and elimination of inter-company transactions	(1)	–	–	–
Total	**416**	**4.9%**	**427**	**5%**

The €21 million improvement in net financial expense to €63 million (as against €84 million for the first half of 2002) was attributable to the improvement in operating cash flow and receipt of the first dividend from ASF, which offset the cost of financing of VINCI's interest in that company.

Financial situation

Despite unfavourable exchange rates, cash flow generated by operations during the first half of 2003 amounted to €494 million, close to the very high level of €524 million achieved during the first half of 2002, which benefited from the conclusion of a large contract in Africa.

As capital expenditure was reduced to €161 million (compared with €196 million for the first half of 2002), free cash flow of €333 million was generated before change in working capital requirement, up from the amount generated during the first half of 2002.

Growth investments in existing concessions (the intercity network and A86 for Cofiroute, and the Rion-Antirion bridge in Greece) represented €203 million, down from €221 million recorded for the first half of 2002, due to completion of work on the Chillán-Collipulli motorway in Chile.

The overall cashflows in the first half of 2003 resulted in an increase of debt of about €500 million, which corresponds closely to the seasonal change in working capital requirement. VINCI's debt in the first half of 2002 rose €1.3 billion due mainly to the company's investment in ASF.

Shareholders' equity and minority interests on the balance sheet at 30 June 2003 stood at €3.2 billion, up 6% over the position at 30 June 2002. Net debt represented €3 billion, due entirely to VINCI's Concessions business. Excluding treasury stock, it was €3.2 billion, down €530 million from the 30 June 2002 figure.

Parent company financial statements

The parent company's net income for the first half of 2003 amounted to €1,866 million. This includes a gain of €1,821 million arising on the contribution of the shares in Cofiroute held by VINCI to VINCI Concessions in February 2003. Reflecting this transaction, the parent company's shareholders' equity was €4.95 billion at 30 June 2003, against €3.35 billion at 30 June 2002.

Outlook for the full year

The chairman, Mr Zacharias, emphasised that VINCI is in good operational order and has a sound financial situation (Standard & Poor's ranking of BBB+ with stable outlook recently confirmed). Moreover, the order backlog has been renewed under good conditions and maintained at a very high level (€12 billion at 30 June 2003, representing nine months of average business activity). This gives the company's subsidiaries good visibility on both their business and financial performance.

Under these conditions, slight growth is expected in net sales, with continued improvement in operating income. The chairman further pointed out that net income should exceed the €500 million mark.

Key figures

in millions of euros	2003 First half	2002 First half pro forma (*)	2002 Full year
Consolidated net sales	**8,514.5**	**8,465.8**	**17,553.8**
of which in foreign countries	3,382.8	3,457.2	7,236.2
% of sales	*39.7%*	*40.8%*	*41.2%*
Gross operating surplus	686.1	722.0	1,664.0
% of sales	*8.1%*	*8.5%*	*9.5%*
Operating income	426.5	416.3	1,067.3
% of sales	*5.0%*	*4.9%*	*6.1%*
Operating income less net financial expense / plus net financial income	**363.1**	**331.6**	**875.1**
% of sales	***4.3%***	***3.9%***	***5.0%***
Net income	**195.6**	**173.6**	**477.8**
% of sales	***2.3%***	***2.1%***	***2.7%***
Earnings per share (in euros)	2.35	2.06	5.62
Dividend per share, excluding tax credit (in euros)			1.80
Shareholders' equity	2,650.7	2,488.3	2,597.4
Provisions for liabilities	1,552.7	1,642.6	1,627.9
Net financial (debt) / surplus	(2,993.9)	(3,323.4)	(2,492.9)
Cash flow from operations	**494.4**	**524.0**	**1,219.2**
Net capital expenditure	(160.8)	(195.8)	(454.6)
Concession fixed asset investments	(203.0)	(221.0)	(406.8)
Net financial investment	(67.9)	(1,143.2)	(1,188.4)
Average number of employees	**126,387**	**126,337**	**127,380**

(*) *Cf. Note C of the Notes to the Consolidated Financial Statements: Comparability of reporting periods: pro forma information.*

Consolidated statement of income

in millions of euros	Notes	2003 First half	2002 First half pro forma (*)	2002 First half	2002 Full year
Net sales	*1-2-3*	**8,514.5**	**8,465.8**	**8,465.8**	**17,553.8**
Other revenue		429.4	413.1	413.1	890.1
Operating income		**8,943.9**	**8,878.9**	**8,878.9**	**18,443.9**
Operating expense		(8,257.8)	(8,157.0)	(8,152.5)	(16,779.9)
Gross operating surplus	*2-3*	**686.1**	**722.0**	**726.4**	**1,664.0**
Depreciation and provisions		(259.5)	(305.7)	(311.1)	(596.8)
Operating income	*2-3*	**426.5**	**416.3**	**415.3**	**1,067.3**
Financial (expense) / income		(45.9)	(68.5)	(68.5)	(152.9)
Depreciation and provisions		(17.5)	(16.1)	(15.1)	(39.2)
Net financial (expense) / income	*4*	**(63.4)**	**(84.6)**	**(83.7)**	**(192.1)**
Operating income less net financial expense / plus net financial income		**363.1**	**331.6**	**331.6**	**875.1**
Exceptional items		(23.5)	(32.0)	(32.0)	(87.4)
Depreciation and provisions		55.8	51.5	51.5	94.6
Net exceptional (expense) / income	*5*	**32.3**	**19.5**	**19.5**	**7.1**
Income tax	*6*	(110.9)	(111.2)	(111.2)	(223.1)
Amortisation of goodwill	*8*	(45.8)	(31.9)	(31.9)	(102.3)
Net income of consolidated companies		**238.8**	**208.0**	**208.0**	**556.8**
Share in net earnings of companies accounted for by the equity method	*12*	(0.3)	1.9	1.9	0.8
Minority interest	*17*	(42.9)	(36.2)	(36.2)	(79.8)
Net income		**195.6**	**173.6**	**173.6**	**477.8**
Earnings per share (in euros)	*7*	2.35	2.06	2.06	5.62
Diluted earnings per share (in euros)	*7*	2.20	1.95	1.95	5.21

(*) *Cf. Note C of the Notes to the Consolidated Financial Statements: Comparability of reporting periods: pro forma information.*

Consolidated balance sheet

Assets in millions of euros	Notes	30 June 2003	30 June 2002 pro forma (*)	30 June 2002	31 December 2002
Intangible assets other than goodwill		171.6	208.7	208.7	192.3
Goodwill	*8*	869.8	916.2	916.2	921.6
Concession fixed assets	*9*	4,840.5	4,563.3	4,563.3	4,706.4
Tangible assets		1,854.0	1,938.4	1,938.4	1,926.7
Financial assets					
Investments in subsidiaries and affiliates	*11*	*1,368.0*	*1,301.5*	*1,301.5*	*1,302.1*
Investments accounted for by the equity method	*12*	*99.0*	*116.5*	*116.5*	*107.3*
Other financial fixed assets		*121.8*	*212.1*	*212.1*	*126.4*
		1,588.8	**1,630.0**	**1,630.0**	**1,535.8**
Deferred charges		48.4	50.5	69.7	51.4
Total fixed assets		**9,373.1**	**9,307.1**	**9,326.3**	**9,334.2**
Inventories and work in progress	*13*	505.0	585.3	585.3	423.7
Trade accounts and other related accounts	*13*	7,810.5	8,042.3	8,023.2	6,998.3
Short-term financial receivables	*14-20*	258.5	360.1	360.1	262.3
Marketable securities	*15-20*	2,507.3	1,122.2	1,122.2	2,205.7
Cash	*20*	1,550.7	1,076.1	1,076.1	898.0
Total current assets		**12,631.9**	**11,186.2**	**11,167.0**	**10,788.0**
Deferred tax	*6*	150.8	159.7	159.7	159.5
Total assets		**22,155.7**	**20,653.0**	**20,653.0**	**20,281.6**

Liabilities in millions of euros	Notes	30 June 2003	30 June 2002 pro forma (*)	30 June 2002	31 December 2002
Shareholders' equity					
Capital stock	*16*	*835.2*	*856.1*	*856.1*	*828.7*
Consolidated retained earnings		*1,676.9*	*1,471.2*	*1,471.2*	*1,322.2*
Currency translation reserves		*(57.0)*	*(12.6)*	*(12.6)*	*(31.2)*
Net income for the period		*195.6*	*173.6*	*173.6*	*477.8*
		2,650.7	**2,488.3**	**2,488.3**	**2,597.4**
Minority interest	*17*	525.5	505.4	505.4	511.9
Investment subsidies	*18*	494.6	434.5	434.5	472.5
Provisions for pension commitments		497.4	481.6	481.6	491.8
Provisions for liabilities	*2-3-19*	1,552.7	1,642.6	1,642.6	1,627.9
Debt	*20*				
Subordinated debt, bonds and debentures		*4,899.8*	*3,458.8*	*3,458.8*	*4,126.6*
Other long-term debt		*1,217.5*	*1,139.4*	*1,139.4*	*1,134.2*
Short-term debt (less than one year)		*1,193.0*	*1,283.8*	*1,283.8*	*598.0*
		7,310.4	**5,881.9**	**5,881.9**	**5,858.8**
Other long-term liabilities		55.6	49.1	49.1	59.5
Accounts payable and similar accounts	*13*	8,912.4	9,025.4	9,025.4	8,500.9
Deferred tax	*6*	156.5	144.1	144.1	160.9
Total shareholders' equity and liabilities		**22,155.7**	**20,653.0**	**20,653.0**	**20,281.6**

(*) *Cf. Note C of the Notes to the Consolidated Financial Statements: Comparability of reporting periods: pro forma information.*

Consolidated cash flow statement

in millions of euros	Notes	30 June 2003	30 June 2002 pro forma(*)	30 June 2002	31 December 2002
Operating transactions					
Gross operating surplus		686.1	722.0	726.4	1,664.0
Financial and exceptional transactions		(83.3)	(94.5)	(94.5)	(259.7)
Current tax		(108.4)	(103.4)	(103.4)	(185.1)
Operating cash flow		**494.4**	**524.0**	**528.5**	**1,219.2**
Net change in working capital requirement	*13*	(455.8)	(322.9)	(323.9)	353.4
		38.6	**201.1**	**204.5**	**1,572.5**
Net capital expenditure					
Capital expenditure		(203.6)	(236.7)	(245.1)	(557.5)
Fixed asset disposals		42.7	40.9	40.9	102.9
		(160.8)	**(195.8)**	**(204.2)**	**(454.6)**
Free cash flow *before investment in concessions*		**(122.3)**	**5.3**	**0.3**	**1,117.9**
Investment in concessions *net of subsidies*		**(203.0)**	**(221.0)**	**(221.1)**	**(406.8)**
Free cash flow *after investment in concessions*	**(I)**	**(325.3)**	**(215.7)**	**(220.8)**	**711.1**
Net financial investment					
Acquisition of financial investments		(86.6)	(1,135.7)	(1,135.7)	(1,218.4)
VINCI shares			(25.2)	(25.2)	(26.2)
Proceeds from the disposal of securities and non-operating buildings		18.8	17.7	17.7	56.2
		(67.9)	**(1,143.2)**	**(1,143.2)**	**(1,188.4)**
Change in financial fixed assets		0.8	25.1	30.2	132.8
	(II)	**(67.1)**	**(1,118.1)**	**(1,113.0)**	**(1,055.7)**
Financing transactions					
VINCI stock issues		26.1	133.8	133.8	147.7
Reduction in VINCI capital by cancellation of treasury stock					(195.5)
Minority interest in capital increase of subsidiaries		0.1	2.1	2.1	2.2
Dividends paid by VINCI		(142.0)	(131.4)	(131.4)	(131.3)
Dividends paid to minority interests		(21.7)	(15.6)	(15.6)	(50.8)
Dividends received from companies accounted for by the equity method		3.7	4.1	4.1	4.9
Change in other long-term debts		(0.1)	(6.2)	(6.2)	(1.1)
	(III)	**(133.9)**	**(13.1)**	**(13.1)**	**(223.8)**
Cash flows for the financial period	**(I + II + III)**	**(526.2)**	**(1,346.9)**	**(1,346.9)**	**(568.4)**
Net financial (debt) / surplus at 1 January		**(2,492.9)**	**(2,071.7)**	**(2,071.7)**	**(2,071.7)**
Effect of changes in exchange rates and consolidation scope, and other		25.1	69.1	69.1	121.0
Reclassification of VINCI shares as marketable securities			26.1	26.1	26.2
Net financial (debt) / surplus at 31 December or 30 June	*20*	**(2,993.9)**	**(3,323.4)**	**(3,323.4)**	**(2,492.9)**
of which VINCI shares		*182.2*	*382.2*	*382.2*	*187.8*

(*) *Cf. Note C of the Notes to the Consolidated Financial Statements: Comparability of reporting periods: pro forma information.*

Changes in consolidated shareholders' equity

in millions of euros	Capital stock	Retained earnings	Currency translation reserves	Net income	Total
At 31 December 2001	**828.8**	**1,041.8**	**48.5**	**453.5**	**2,372.7**
Reduction in capital by cancellation of treasury stock	(30.8)	(164.6)	—	—	**(195.5)**
Capital increases	30.8	117.0	—	—	**147.7**
Allocation of net income and dividend payment	—	322.3	—	(453.5)	**(131.3)**
Restatements resulting from the application of the derogatory method	—	(11.1)	—	—	**(11.1)**
Changes in method, revaluation and miscellaneous	—	16.8	(4.8)	—	**12.0**
Currency translation differences	—	—	(74.9)	—	**(74.9)**
Net income attributable to group shareholders	—	—	—	477.8	**477.8**
At 31 December 2002	**828.7**	**1,322.2**	**(31.2)**	**477.8**	**2,597.4**
Capital increases	6.5	19.6	—	—	**26.1**
Allocation of net income and dividend payment	—	335.8	—	(477.8)	**(142.0)**
Revaluation and miscellaneous	—	(0.7)	0.6	—	**(0.1)**
Currency translation differences	—	—	(26.4)	—	**(26.4)**
Net income attributable to group shareholders	—	—	—	195.6	**195.6**
Au 30 juin 2003	**835.2**	**1,676.9**	**(57.0)**	**195.6**	**2,650.7**

In application of article 215 of Regulation 99-02, readers are informed that the goodwill that would have been recognised following the acquisition of a controlling interest in GTM as a result of the public share exchange offer and the merger, corresponds to the difference between the share capital increases (€2,172.8 million) and GTM's consolidated shareholders' equity at 1 July 2000 (€966.7 million).

Goodwill taken to Group shareholders' equity in 1997 on the contribution by Compagnie Générale des Eaux of GTIE to Santerne, represents a theoretical annual amortisation charge of €5.2 million.

Notes to the consolidated financial statements

A. Key events

Events occurring during the first half of 2003

■ Reorganisation of legal structure

VINCI Concessions

The reorganisation of the Concessions division that was started at the end of 2002 continued with the contribution in February 2003 by VINCI to VINCI Concessions of its holdings in Cofiroute, VINCI Park, VINCI Infrastructures and VINCI Airports.

In consideration for these contributions, VINCI Concessions issued 236,203,700 new shares allocated to VINCI, representing a total, share premiums included, of €3,620.9 million. The amount of this issue was set on the basis of the actual value of the shares contributed, except for the shares in VINCI Park, which were contributed for their net book value in VINCI.

VINCI Energies in France

VINCI Energies undertook an operational and legal reorganisation in the first half of 2003. Now that this has been completed, the subsidiaries of VINCI Energies in France, which were previously grouped into five geographic areas, are spread across fourteen areas.

■ New issues of bonds

On 7 May 2003 VINCI made an issue of bonds for an amount of €150 million, fungible with the €600 million bond issue made in July 2002, of which a first complementary tranche of €250 million was issued in November 2002. The total amount of this loan has thus been taken to €1 billion. The three tranches have a coupon rate of 5.875% and a maturity date of 22 July 2009.

On 30 April 2003 Cofiroute issued bonds of €600 million maturing on 30 April 2018. The issue price was 99.3128% of par value and the coupon rate is 5.25%.

B. Seasonal nature of the business

For most of the businesses in the group, and particularly in the roads business, the first half of the financial period is generally marked by lower business volumes than in the second half of the year due to less favourable weather conditions. Sales levels and results in the first half cannot be compared with those for the full financial year.

In addition, the seasonal nature of business is also reflected in a net outflow of cash from operations in the first half-year, due to the low level of cash receipts during this period.
No correcting adjustments have been made to take account of the impact of seasonal factors on the financial statements for the first half. Income and expenses for the Group from normal business operations that are of a seasonal, cyclical or occasional nature are accounted for using the same accounting methods as those adopted in the full-year financial statements. They are neither recognised in advance nor deferred in the interim financial statements. Income and expenses invoiced on an annual basis (e.g. patent fees, licence fees, etc.) are accounted for pro-rata using an accruals basis.

Liabilities arising in the first half, including those where the outcome giving rise to the liability will be in the second half of the year, have been provided for at the end of the period. In particular, in the case of loss-making contracts, known losses on completion are provided for in full at 30 June.

C. Accouting policies

General Principles

The consolidated financial statements for VINCI are prepared in accordance with the March 1999 recommendations of the Conseil National de la Comptabilité (CNC) (French accounting standards body) for interim financial statements and follow the same accounting policies and practices adopted in the 2002 annual report.

In accordance with Opinion 2003-E of 9 July 2003 of the urgent issues committee of the Conseil National de la Comptabilité relating to transitional procedures for the first adoption of component-based recognition and to the transitional provisions of article 15 of CRC Regulation 02-10 relating to asset amortisation, depreciation and impairment, these provisions have not been adopted in the Group's concession-operating enterprises.

Comparability of reporting periods: pro forma information

Changes in the presentation of expenses deferred to several periods

To improve the presentation of consolidated financial statements, site installation costs, previously recorded as deferred expenses under fixed assets, have been accounted for under working capital requirements since 31 December 2002. The amortisation of the issuance expenses of the OCEANE bonds, shown under operating income at 30 June 2002, has been included as an expense under net financial income/(expense) since 31 December 2002.

To facilitate comparison with previous periods, pro forma information at 30 June 2002 has been prepared, which includes the changes in presentation described above, which have no impact on net profit or shareholders' equity.

Estimation of tax charge

The tax charge for the first half of 2003 has been calculated by applying the forecast average effective tax rate for the whole Group for 2003 to the profit before tax.

Retirement pension commitments

No actuarial assessment has been made for the financial statements for the half year. The retirement pension charge for the half-year is equivalent to one half of the forecast whole-year net expense for 2003.

Consolidation scope

The consolidation scope breaks down as following:

	30 June 2003			31 December 2002		
	Total	**France**	**Foreign**	**Total**	**France**	**Foreign**
Fully consolidated	**1,215**	807	408	**1,179**	787	392
Proportionate consolidation	**267**	125	142	**261**	117	144
Equity method	**28**	13	15	**28**	14	14
	1,510	**945**	**565**	**1,468**	**918**	**550**

The main companies consolidated for the first time in the first half of 2003 are Gestipark in Canada, in the VINCI Park division, and Spark Iberica in Spain, in the VINCI Energies division. The other changes in scope of consolidation result mainly from the reorganisation of the legal structure of VINCI Energies (cf. note A. Key events).

D. Information by business line

Pro forma data for the first half of 2002 have been restated to take account of the changes in presentation of deferred expenses (described in note C).

The tables below present financial information by business line and by geographical area.

• Concessions: management under concessions or service agreements of motorways and major infrastructures, car parks, and airports, and provision of airport support services.
• Energy: electrical works and engineering, information and communication technology, thermal equipment.
• Roads: road building, production of materials, environmental activities.
• Construction: design and construction in the building, civil engineering, and hydraulic sectors, and facilities management.

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

1. Net sales

1.1. Breakdown of net sales by business line

in millions of euros	1st half 2003	1st half 2002	Change 2003/2002 consolidation basis: actual	constant	2002 Full year
Concessions	909.9	882.1	3.2%	3.1%	1,850.7
Energy	1,493.2	1,480.9	0.8%	– 0.7%	3,043.9
Roads	2,328.7	2,382.0	– 2.2%	0.7%	5,209.2
Construction	3,758.7	3,633.3	3.5%	5.7%	7,350.2
Holding co, misc. & eliminations	24.0	87.5	—	—	99.8
	8,514.5	**8,465.8**	**0.6%**	**2.1%**	**17,553.8**

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

1.2. Breakdown of revenue by geographical area

in millions of euros	2003 1st half	%	2002 1st half	%	2002 Full year	%
France	**5,131.7**	**60.3%**	**5,008.6**	**59.2%**	**10,317.6**	**58.8%**
Germany	658.2	7.7%	684.9	8.1%	1,506.7	8.6%
United Kingdom	746.5	8.8%	637.5	7.5%	1,404.3	8.0%
Benelux	397.5	4.0%	369.3	4.4%	820.6	4.7%
Other European countries	756.2	9.0%	701.7	8.3%	1,539.1	8.8%
Europe excluding France (*)	**2,558.4**	**30.0%**	**2,393.4**	**28.3%**	**5,270.7**	**30.0%**
North America	420.0	4.9%	522.0	6.2%	1,005.5	5.7%
Rest of the world	404.4	4.7%	541.8	6.4%	960.0	5.5%
Total	**8,514.5**	**100.0%**	**8,465.8**	**100.0%**	**17,553.8**	**100.0%**

(*) Includes the eurozone for €1,322 million at 30 June 2003, €1,297 million at 30 June 2002 and €2,807 million at 31 December 2002.

2. Other information by business line

in millions of euros	Concessions	Energy	Roads	Construction	Holding co, misc. & eliminations	Total
First half 2003						
Statement of income						
Net sales	909.9	1,493.2	2,328.7	3,758.7	24.0	**8,514.5**
Gross operating surplus	357.6	69.8	76.2	178.4	4.1	**686.1**
as a percentage of net sales	*39.3%*	*4.7%*	*3.3%*	*4.7%*	–	*8.1%*
Operating income	256.7	49.4	8.3	112.8	(0.7)	**426.5**
as a percentage of net sales	*28.2%*	*3.3%*	*0.4%*	*3.0%*	–	*5.0%*
Net income	89.0	22.6	0.4	76.1	7.5	**195.6**
as a percentage of net sales	*9.8%*	*1.5%*	*0.0%*	*2.0%*	–	*2.3%*
Balance sheet						
Provisions	**115.1**	**184.8**	**253.6**	**737.0**	**262.0**	**1,552.6**
Operating	93.9	151.7	213.1	618.7	46.5	**1,123.9**
Financial	11.0	0.1	0.1	12.6	53.0	**77.0**
Exceptional	10.2	33.0	40.4	105.7	162.5	**351.7**
Net debt (*)	(2,981.3)	259.8	2.2	880.3	(1,337.2)	**(3,176.2)**

in millions of euros	Concessions	Energy	Roads	Construction	Holding co, misc. & eliminations	Total
First half 2002 pro forma						
Statement of income						
Net sales	882.1	1,480.9	2,382.0	3,633.3	87.5	**8,465.8**
Gross operating surplus (**)	356.3	84.7	88.6	191.4	1.0	**722.0**
as a percentage of net sales	*40.4%*	*5.7%*	*3.7%*	*5.3%*	–	*8.5%*
Operating income (**)	253.0	44.7	6.8	111.9	(0.1)	**416.3**
as a percentage of net sales	*28.7%*	*3.0%*	*0.3%*	*3.1%*	–	*4.9%*
Net income	72.2	34.0	(9.1)	78.7	(2.2)	**173.6**
as a percentage of net sales	*8.2%*	*2.3%*	*– 0.4%*	*2.2%*	–	*2.1%*
Balance sheet						
Provisions	**113.2**	**213.2**	**283.6**	**797.7**	**235.0**	**1,642.7**
Operating	104.4	156.0	233.8	654.2	39.8	1,188.2
Financial	–	1.0	0.2	12.4	21.5	35.1
Exceptional	8.8	56.2	49.6	131.1	173.7	419.4
Net debt (*)	(2,923.3)	293.0	(208.9)	660.1	(1,526.5)	**(3,705.6)**

(*) Excluding treasury stock.

(**) *Cf. Note C; Comparability of reporting periods: pro forma information.*

in millions of euros	Concessions	Energy	Roads	Construction	Holding co, misc. & eliminations	Total
2002						
Statement of income						
Net sales	1 850.7	3,043.9	5,209.2	7,350.2	99.8	**17,553.8**
Gross operating surplus	776.9	174.8	321.9	394.8	(4.4)	**1,664.0**
as a percentage of net sales	*42.0%*	*5.7%*	*6.2%*	*5.4%*	—	*9.5%*
Operating income	566.6	117.8	165.7	212.3	4.9	**1,067.3**
as a percentage of net sales	*30.6%*	*3.9%*	*3.2%*	*2.9%*	—	*6.1%*
Net income	169.9	75.1	96.3	150.4	(13.9)	**477.8**
as a percentage of net sales	*9.2%*	*2.5%*	*1.8%*	*2.0%*	—	*2.7%*
Balance sheet						
Provisions	**105.1**	**203.5**	**265.2**	**782.3**	**271.9**	**1,627.9**
Operating	96.0	161.9	218.0	646.1	45.7	**1,167.7**
Financial	—	0.1	0.4	12.2	37.1	**49.8**
Exceptional	9.1	41.5	46.8	124.0	189.1	**410.5**
Net debt [*]	(2,972.7)	391.5	197.6	994.5	(1,291.5)	**(2,680.6)**

[*] Excluding treasury stock.

3. Information by business line specific to Concessions

in millions of euros	Cofiroute	VINCI Park	VINCI Infra-structures	VINCI Airports	VINCI Airports Services	VINCI Concessions holding	Total
First half 2003							
Statement of income							
Net sales	383.4	244.2	44.4	7.4	230.5	0.0	**909.9**
Gross operating surplus	255.0	84.7	15.7	1.0	6.8	(5.6)	**357.6**
as a percentage of net sales	*66.5%*	*34.7%*	*35.4%*	*13.5%*	*3.0%*	—	*39.3%*
Operating income	197.8	56.8	8.2	(0.5)	0.1	(5.7)	**256.7**
as a percentage of net sales	*51.6%*	*23.3%*	*18.5%*	*- 6.8%*	*0.0%*	—	*28.2%*
Net income	65.3	19.5	(1.5)	1.0	(7.5)	12.2	**89.0**
as a percentage of net sales	*17.0%*	*8.0%*	*- 3.4%*	*13.5%*	*- 3.3%*	—	*9.8%*
Balance sheet							
Provisions	65.6	25.5	8.8	1.2	14.0		**115.1**
Net debt	(1,639.0)	(485.4)	(501.1)	30.2	(332.0)	(54.1)	**(2,981.4)**

in millions of euros	Cofiroute	VINCI Park	VINCI Infra-structures	VINCI Airports	VINCI Airports Services	VINCI Concessions holding	Total
First half 2002 pro forma							
Statement of income							
Net sales	363.3	233.0	46.4	8.9	230.5	0.0	**882.1**
Gross operating surplus [*]	241.5	80.5	19.1	2.9	14.0	(1.7)	**356.3**
as a percentage of net sales	*66.5%*	*34.5%*	*41.2%*	*32.6%*	*6.1%*	–	*40.4%*
Operating income [*]	181.9	53.2	10.9	0.9	7.8	(1.7)	**253.0**
as a percentage of net sales	*50.1%*	*22.8%*	*23.5%*	*10.1%*	*3.4%*	–	*28.7%*
Net income	58.9	21.7	(2.3)	1.5	(5.9)	(1.7)	**72.2**
as a percentage of net sales	*16.2%*	*9.3%*	*– 5.0%*	*16.9%*	*– 2.6%*	–	*8.2%*
Balance sheet							
Provisions	73.3	30.0	7.1	–	2.7	–	**113.1**
Net debt	(1,612.7)	(531.7)	(461.0)	35.9	(353.8)	–	**(2,923.3)**

[*] *Cf. Note C; Comparability of reporting periods: pro forma information.*

in millions of euros	Cofiroute	VINCI Park	VINCI Infra-structures	VINCI Airports	VINCI Airports Services	VINCI Concessions holding	Total
2002							
Statement of income							
Net sales	787.1	484.0	76.1	17.9	485.6	0.0	**1,850.7**
Gross operating surplus	537.0	176.3	36.2	5.8	24.4	(2.8)	**776.9**
as a percentage of net sales	*68.2%*	*36.4%*	*47.6%*	*32.4%*	*5.0%*	–	*42.0%*
Operating income	424.4	113.6	19.6	2.8	9.0	(2.8)	**566.6**
as a percentage of net sales	*53.9%*	*23.5%*	*25.8%*	*15.6%*	*1.9%*	–	*30.6%*
Net income	141.4	48.0	(6.1)	2.7	(13.3)	(2.8)	**169.9**
as a percentage of net sales	*18.0%*	*9.9%*	*– 8.0%*	*15.1%*	*– 2.7%*	–	*9.2%*
Balance sheet							
Provisions	67.0	25.3	7.8	1.4	3.6	–	**105.1**
Net debt	(1,635.9)	(517.7)	(477.0)	(2.4)	(300.2)	(39.5)	**(2,972.7)**

E. Notes to the statement of income

4. Net financial income / (expense)

in millions of euros	2003 1st half	2002 1st half	2002 Full year
Net financial expenses (*)	(90.3)	(90.4)	(188.3)
Dividends received	28.9	10.0	15.7
Other financial provisions	(2.5)	(0.6)	(5.9)
Foreign currency translation and other gains / (losses)	0.5	(2.7)	(13.6)
	(63.4)	**(83.7)**	**(192.1)**

(*) Including amortisation of the redemption premiums on OCEANE bonds for €15.8 million at 30 June 2003, €11.7 million at 30 June 2002 and €27.5 million at 31 December 2002.

Net financial expenses in the period were mainly attributable to concessions (€65.5 million) of which €40.8 million related to Cofiroute.

Foreign exchange gains for the period amounted to €0.8 million. This amount takes into account hedging transactions entered into by the Group.

5. Net exceptional income / (expense)

in millions of euros	2003 1st half	2002 1st half	2002 Full year
Net gains from asset disposals	13.5	7.9	24.4
Net restructuring costs	(17.0)	(13.2)	(65.3)
Other exceptional income and expenses (net of provisions)	35.8	24.8	48.0
	32.3	**19.5**	**7.1**

Net gains from asset disposals at 30 June 2003 include a gain of €11 million arising on the sale of the former head office of Entreprise Jean Lefebvre.

Other exceptional income and expenses includes the reversal of provisions following the favourable outcome of several disputes in connection with completed sites in foreign countries.

6. Income tax

in millions of euros	2003 1st half	2002 1st half	2002 Full year
Current and deferred tax	110.9	111.2	223.1
Effective tax rate	28.0%	31.7%	25.3%

The tax charge remains stable at €111 million. Income tax includes the tax charge, for the first half of 2003, of €55 million for Cofiroute and €38 million for the VINCI holding company.

7. Earnings per share

Earnings per share is calculated on the basis of the weighted number of shares in circulation in the period, including treasury stock, recorded under marketable securities and held mainly for allocation to employees as part of VINCI stock purchase option plans.

Diluted earnings per share takes account of the weighted number of dilutive equity instruments, such as share subscription options and convertible bonds. Net income is restated for financial savings net of tax resulting from the potential conversion of convertible bonds into shares.

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

The following tables compare basic and diluted earnings per share:

First half 2003	Net income (*)	Number of shares	Earnings per share (**)
Earnings per share	**195.6**	**83,036,168**	**2.36**
Stock subscription options	—	1,566,398	—
Convertible bonds	15.5	11,308,334	—
Diluted earnings per share	**211.1**	**95,910,900**	**2.20**
First half 2002	**Net income (*)**	**Number of shares**	**Earnings per share (**)**
Earnings per share	**173.6**	**84,432,091**	**2.06**
Stock subscription options	—	2,611,938	—
Convertible bonds	11.0	7,849,815	—
Diluted earnings per share	**184.6**	**94,893,844**	**1.95**
2002	**Net income (*)**	**Number of shares**	**Earnings per share (**)**
Earnings per share	**477.8**	**85,019,698**	**5.62**
Stock subscription options	—	2,176,980	—
Convertible bonds	26.6	9,579,075	—
Diluted earnings per share	**504.4**	**96,775,753**	**5.21**

(*) In millions of euros.
(**) In euros.

Earnings per share increased by 14.5% between the first half of 2002 and the first half of 2003. Diluted earnings per share increased by 12.8%.

F. Notes to the balance sheet

8. Goodwill

Changes in the first half of 2003 were as follows:

in millions of euros	Gross	Amortisation	Net
31 December 2002	**1,576.5**	**(654.9)**	**921.6**
Goodwill on acquisition recognised during the period	5.5	–	**5.5**
Amortisation charge	–	(45.8)	**(45.8)**
Translation differences	(23.6)	10.6	**(13.0)**
Cessation of consolidation and miscellaneous	(3.5)	4.9	**1.5**
30 June 2003	**1,555.0**	**(685.1)**	**869.8**

Amortisation for the period includes exceptional amortisation of goodwill arising on the acquisition of TMS, amounting to €15 million.

The main goodwill items are as follows:

in millions of euros	Gross	30 June 2003 Amortisation	Net	31 December 2002 Net
VINCI Park (ex-Sogeparc)	412.9	(62.5)	350.4	357.7
VINCI Airports US	151.0	(44.9)	106.1	118.5
Norwest Holst	104.8	(81.0)	23.8	28.2
Teerbau	82.8	(41.4)	41.5	44.2
Entreprise Jean Lefebvre	74.4	(33.3)	41.1	42.9
TMS	48.6	(26.0)	22.6	38.6
Emil Lundgren AB	26.2	(4.6)	21.6	22.3
Moter SA	25.0	(15.2)	9.7	10.3
SEN	21.6	(2.1)	19.5	20.0
Carrière de Luché	20.9	(4.9)	16.1	16.6
Other goodwill under €10 million [*]	586.7	(369.3)	217.4	222.2
Total	**1,555.0**	**(685.1)**	**869.8**	**921.6**

[*] Net, on an individual item basis.

9. 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 balance sheet value of infrastructure under concession.

9.1. Movements during the period

in millions of euros	Gross	Depreciation	Net
31 December 2002	**6 595.0**	**(1,888.6)**	**4,706.4**
Changes in consolidation scope	10.0	(5.4)	**4.6**
Acquisitions	231.0	—	**231.0**
Disposals	(35.9)	33.3	**(2.6)**
Depreciation and provisions	—	(86.3)	**(86.3)**
Translation differences	(13.9)	1.3	**(12.6)**
30 June 2003	**6,786.2**	**(1,945.7)**	**4,840.5**

Acquisitions for the period mainly relate to Cofiroute (€127.3 million) mainly in respect of the A85 motorway and tunnel VL1 on the A86 motorway, and the Rion-Antirion bridge in Greece (€84.6 million).

9.2. Breakdown by business segment

in millions of euros	30 June 2003 Gross	30 June 2003 Depreciation	30 June 2003 Net	31 December 2002 Net
Parking	1,211.0	(428.8)	**782.2**	**804.9**
Cofiroute	4,391.4	(1,457.1)	**2,934.3**	**2,865.9**
Other infrastructure concessions	1,183.7	(59.7)	**1,124.0**	**1,035.5**
	6,786.2	**(1,945.7)**	**4,840.5**	**4,706.4**

10. Tangible fixed assets

Movements during the period

in millions of euros	Gross	Depreciation	Net
31 December 2002	**4,530.9**	**(2,604.2)**	**1,926.7**
Changes in consolidation scope	(65.2)	34.4	**(30.8)**
Acquisitions	196.1	—	**196.1**
Disposals	(156.7)	128.7	**(28.0)**
Depreciation and provisions	—	(195.3)	**(195.3)**
Translation differences	(32.0)	17.3	**(14.7)**
30 June 2003	**4,473.2**	**(2,619.1)**	**1,854.0**

11. Investments in subsidiaries and affiliates

At 30 June 2003, investments in subsidiaries and affiliates broke down as follows:

in millions of euros	% held	30 June 2003 Net	Stock market value	Stock market price
Shares in listed subsidiaries and affiliates (ASF)	17.95 %	1,103.1	1,055.2	25.45 euros
Long-term investment securities (TBI)	14.90 %	81.0	65.4	54.5 pence
Other shares, in unlisted subsidiaries and affiliates	—	183.9	—	—
Total	**—**	**1,368.0**	**—**	**—**

In the first half of 2003, the Group acquired a further 2,320,000 ASF shares at an average price of €25.12, representing an investment of €58.2 million. The major part of these shares previously constituted Eiffage's holding.

The Group considers that the stock market values of the TBI and ASF shares at 30 June 2003 are not representative of their value in use. The prices at which these shares were initially recognised, (€26.60 per share for ASF and £0.065 per share for TBI), have therefore been kept.

It should be recalled that an exceptional asset impairment provision of €34 million was taken at 31 December 2001 against the holding of TBI shares to reduce their carrying amount in the Group financial statements to their value in use as calculated using the discounted cash flow method.

12. Investments accounted for by the equity method

Changes in the period

in millions of euros	30 June 2003	31 December 2002
Beginning of the period	**107.3**	**135.4**
Change in consolidation method	—	(5.5)
Group share of net income for the period *of which concessions*	(0.3) *2.3*	0.8 *(2.5)*
Dividends paid	(3.7)	(4.9)
Changes in consolidation scope and translation differences	(4.3)	(18.5)
End of the period	**99.0**	**107.3**
of which concessions	83.9	86.1

Investments accounted for by the equity method at 30 June 2003 are mainly infrastructure concession operating companies over which the Group has significant influence. These are the Severn River Crossing bridges in the United Kingdom, Mexican airports managed by ASUR (ITA) and GACN (SETA), bridges over the Tagus in Portugal (Lusoponte), the Prado-Carénage tunnel in Marseille managed by SMTPC, and ADP Management, of which the Group owns 34% and which owns 10% of Beijing airport and 25% of Liège airport.

13. Working capital requirement / (surplus)

in millions of euros	30 June 2003	30 June 2002	31 December 2002
Inventories and work in progress (net)	505.0	585.3	423.7
Operating receivables	8,235.9	8,424.2	7,431.8
Provisions against operating receivables	(425.5)	(401.0)	(433.5)
Inventories and operating receivables (I)	**8,315.4**	**8,608.5**	**7,422.0**
Trade and other operating liabilities	8,912.4	9,025.3	8,500.9
Operating liabilities (II)	**8,912.4**	**9,025.3**	**8,500.9**
Working capital requirement (I-II)	**(596.9)**	**(416.8)**	**(1,078.9)**

The lower working capital surplus in the first half-year is due mainly to the low level of cash receipts during this period. (see Note B, Seasonal Nature of the Business).

14. Short-term financial receivables

Short-term financial receivables include the financial current accounts of non-consolidated companies for €143 million at 30 June 2003.

15. Marketable securities

Marketable securities break down as follows:

in millions of euros	30 June 2003	30 June 2002	31 December 2002
Marketable securities	2,507.3	1,122.2	2,205.7
of which VINCI shares	*182.2*	*382.2*	*187.8*

At 30 June 2003, treasury stock consisted of 4,035,181 shares representing 4.83 % of the capital stock. These shares were acquired at an average price of 46.82 euros per share and all held for allocation to managers of the Group under various stock purchase option schemes.

VINCI bought back no treasury stock during the first half of 2003. On 27 June 2003, VINCI entered into an option agreement maturing on 26 September 2003 to sell 20,000 VINCI shares.

Other marketable securities consist mainly of negotiable debt instruments and cash instruments (mutual funds).

16. Changes in shareholders' equity

Increases in share capital during the period relate to shares issued as part of the Group employee savings scheme or when subscription options were exercised.

At 30 June 2003 total share capital was represented by 83,524,703 shares with a nominal value of €10.

17. Minority interests

During the period movements in minority interests were as follows:

in millions of euros	30 June 2003	30 June 2002	31 December 2002
Beginning of the period	**511.9**	**511.4**	**511.4**
Changes in consolidation scope	(7.8)	(28.7)	(30.7)
Issues of new shares subscribed to by third parties	0.1	2.1	2.2
Minority interest in net income for the period	42.9	36.2	79.8
Dividends paid	(21.7)	(15.6)	(50.8)
End of the period	**525.5**	**505.4**	**511.9**

At 30 June 2003, the minority interest in Cofiroute was €360 million, against €335 million at 31 December 2002, and in CFE was €81 million, against €86 million at 31 December 2002.

18. Investment grants

This item consists mostly of investment subsidies for infrastructure concession contracts. At 30 June 2003, these included €314 million for the Rion-Antirion bridge in Greece and €127 million for the Stade de France stadium in Paris.

The change in the period includes the investment subsidy of €22.2 million received by Gefyra, the operator of the Rion-Antirion bridge in Greece.

19. Provisions for liabilities

Movements over the period in provisions for liabilities shown in the balance sheet were as follows:

in millions of euros	31 December 2002	Charges	Used	Unused provisions reversed	Changes in consolidation scope and misc.	30 June 2003
After-sales service	246.6	20.3	(25.4)	(0.8)	(2.3)	238.5
Losses on completion and construction project liabilities	312.7	170.3	(145.4)	(7.5)	(4.1)	326.1
Major repairs	148.6	20.8	(22.9)	(0.1)	1.1	147.5
Litigation and other operating liabilities	459.7	38.4	(62.3)	(16.1)	(7.9)	411.8
Operating liabilities	**1,167.6**	**250.0**	**(255.9)**	**(24.5)**	**(13.2)**	**1,123.9**
Financial liabilities	**49.8**	**19.7**	**(3.4)**	—	**10.9**	**77.0**
Restructuring	71.6	16.8	(25.1)	(3.4)	(1.8)	58.1
Other exceptional liabilities	338.9	19.2	(23.9)	(37.8)	(2.9)	293.6
Exceptional liabilities	**410.5**	**36.0**	**(49.0)**	**(41.2)**	**(4.6)**	**351.7**
Total	**1,627.9**	**305.6**	**(308.3)**	**(65.7)**	**(6.9)**	**1,552.6**

Reversals of unused provisions mainly relate to the favourable outcome of several disputes in foreign countries.

Provisions for after-sales service cover the commitments of Group entities under statutory warranties on completed projects, in particular ten-year warranties on building projects. They are estimated statistically on the basis of observations of expenses for previous years or individually on the basis of defects identified.

Provisions for completion losses on contracts and construction project liabilities 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 under completion warranties.

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

Provisions for litigation and for other operating liabilities mainly relate to provisions for disputes with customers that generally last more than the length of the period.

Provisions for exceptional liabilities cover liabilities of a non-recurring nature, in particular restructuring costs, which amounted to €58.1 million at 30 June 2002. Of this €33.7 million was for Construction, €17.7 million for Energy and Information, and €5.8 million for Roads.

20. Net debt

Excluding the effect of treasury stock, VINCI's net debt at 30 June 2003 was €3,176.1 million, compared with €3,705.6 million at 30 June 2002, a reduction over 12 months of €529.4 million.

After taking account of treasury stock, net debt was €2,993.9 million at 30 June 2003, against €2,492.9 million at 30 June 2002.

Net debt can be broken down as follows:

in millions of euros	30 June 2003	30 June 2002	31 December 2002
Subordinated debt with indefinite maturity	(13.1)	(16.9)	(15.6)
Bond issues	(4,899.8)	(3,458.8)	(4,126.5)
Other borrowing and debt	(1,204.4)	(1,122.5)	(1,118.6)
I – Total long-term debt	**(6,117.3)**	**(4,598.2)**	**(5,260.7)**
Bank overdrafts and other short-term borrowing	(1,193.0)	(1,283.8)	(598.0)
II – Gross debt	**(7,310.4)**	**(5,882.0)**	**(5,858.7)**
Marketable securities and other short-term financial receivables, excluding treasury stock	2,583.5	1,100.3	2,280.0
Cash	1,550.7	1,076.1	898.0
III - Net financial surplus / (debt)	**(3,176.2)**	**(3,705.6)**	**(2,680.7)**
Treasury stock	182.2	382.2	187.8
IV – Net financial surplus / (debt), treasury stock included	**(2,993.9)**	**(3,323.4)**	**(2,492.9)**

On 7 May 2003 VINCI made a further issue of bonds of €150 million, fungible with the bond issue of 22 July 2002, with a coupon rate of 5.875% and a maturity date of 22 July 2009. The issue price of this further tranche was 106.156%.

On 30 April 2003 Cofiroute issued bonds for €600 million maturing on 30 April 2018. The issue price was 99.3128% of par value and the coupon rate is 5.25%.

Bank overdrafts and other short-term borrowing includes €566 million (€305 million at 30 June 2002) in treasury notes issued by the VINCI parent company, including US$20 million in US dollars.

G. Additional information

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 the 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 that is now bankrupt. EDF, having been implicated by the Company, was ordered to guarantee the Company up to 40%, which reduced the amount of the Company's liability to €13.6 million in principal and interest, before taking account of insurance claims. Given the circumstances of the case, the Company lodged an appeal against this decision at the beginning of 1999. Proceedings are still underway. Meanwhile, actions and procedures have been taken since 1999 against the Group's insurers. An agreement has been reached providing for a total settlement of €11.5 million, reducing the overall charge to VINCI in respect of this dispute to €2.1 million as matters now stand.

• In 1997, SNCF lodged multiple claims with the Paris Administrative Courts against a large number of construction and civil engineering enterprises with a view to obtaining financial compensation for the prejudice that it claims to have suffered during the award, between 1987 and 1990, of tenders for the construction of the TGV Nord and Rhône Alpes high-speed train lines and their interconnections. This petition was the consequence of the finding by the competition authority against the enterprises concerned in 1995, which the Paris Court of Appeal upheld overall, ruling on further hearing after its previous ruling was overturned in 1997. The Group continues to consider that SNCF suffered no financial prejudice on the award of these tenders to its subsidiaries involved. This administrative procedure is currently the subject of an expert review of the two tenders concerned (the other petitions are still being studied by the Court).

• The dispute, lodged before the Paris courts, 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. VINCI does not expect the dispute to have a material impact on its financial situation in the event of an unfavourable outcome.

• In the dispute between VINCI and Bouygues Bâtiment as co-shareholders of Consortium Stade de France, Bouygues Bâtiment is claiming 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 19 December 2000. In its ruling on 14 September 2002, the Paris Commercial Court found that Bouygues Bâtiment and VINCI should each hold an equal share of the concession operating company and appointed an expert to provide the information required to value the company's shares. VINCI has entered an appeal against this ruling, and does not expect the dispute to have a material impact on its financial situation in the event of an unfavourable outcome.

• Due to the delayed delivery of a hotel building in Lyon because of a fire accidentally caused by a subcontractor, Sogea Nord Ouest, a subsidiary of Sogea Construction, is involved in a dispute with the principal, HIL, over the penalties for late completion and the assessment of damages. Sogea Nord Ouest has appealed against the decision of the Lyon Commercial Court of 10 October 2000 ordering it to pay €9 million to HIL, and has sued the sub-contractor responsible. The Appeal Court could rule on the case in the second half of 2003.VINCI does not expect the dispute to have a material impact on its financial situation in the event of an unfavourable outcome.

• 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 up to US$7.2 million by Coface, which was in turn counter-guaranteed by the Mexican state organisation in question.

CBC also 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 institutions. Following the payment default by Intertour, these financial institutions have initiated various legal proceedings, including one before the Paris Commercial Court, in which CBC was called as guarantor of the principal amount of €41 million.

As regards the latter two disputes, the Group does not expect, in the current state of affairs, any material impact on its financial situation.

• Lastly, several VINCI Group companies are being investigated under competition law, and a number of VINCI Group employees are subject, on a personal basis, to judicial enquiry procedures that aim to determine whether they have participated in practices restricting competition or made inappropriate use of corporate assets for the direct or indirect benefit of political figures or parties. VINCI does not expect these procedures to have a material impact on its financial situation in the event of an unfavourable outcome.

The claims made under the above disputes represent approximately €300 million in aggregate. As the Group considers that a large part of these claims are unfounded, and taking account of the rulings made by the lower courts, the value of the real potential liabilities connected with these cases has been estimated at approximately €100 million, and provisions have been taken for an aggregate of this amount in the balance sheets at 30 June 2003 of the companies concerned.

Main consolidated companies at 30 June 2003

	Consolidation method	VINCI group holding
1. Concessions		
VINCI Concessions SA	Full	100.00
VINCI Park	Full	100.00
Sogeparc France	Full	99.95
Sogeparc CGST	Full	100.00
VINCI Park Services Ltd (UK)	Full	100.00
Zeson (Hong Kong)	Full	100.00
TFM (UK)	Full	100.00
Cofiroute	Full	65.34
VINCI Infrastructures	Full	100.00
Stade de France	PC	66.67
SMTPC (Prado-Carénage Tunnel)	EM	31.34
Lusoponte (Bridges over the Tagus river - Portugal)	EM	30.85
Severn River Crossing (UK)	EM	35.00
Strait Crossing Development Inc (Canada)	PC	49.90
Gefyra (Rion-Antirion bridge - Greece)	Full	53.00
Autopista Del Bosque (Chillán-Collipulli motorway - Chile)	Full	82.95
VINCI Airports	Full	100.00
Société Concessionnaire de l'Aéroport de Pochentong (Cambodia)	PC	70.00
Inversiones Técnicas Aeroportuarias - ITA (Mexico)	EM	24.50
Servicios de Tecnologia Aeroportuaria - SETA (Mexico)	EM	37.25
ADP Management	EM	34.00
VINCI Airport UK	Full	100.00
VINCI Airports Services	Full	100.00
VINCI Airports US (WFS)	Full	100.00
SEN	Full	100.00
SPA TRANS	Full	100.00

Full: full consolidation - PC: proportionate consolidation - EM: equity method

	Consolidation method	VINCI group holding
2. Energy		
VINCI Energies	Full	100.00
TMS (Austria)	Full	100.00
SDEL Tertiaire	Full	100.00
VINCI Energies Deutschland and its subsidiaries (Controlmatic, G+H Isolierung, Calanbau)	Full	100.00
Garczynski Traploir	Full	100.00
Santerne Exploitation	Full	100.00
VINCI Energies Île-de-France	Full	100.00
Tunzini	Full	100.00
Tunzini Protection incendie	Full	100.00
Emil Lundgren (Sweden)	Full	100.00
Fournié-Grospaud	Full	100.00
Graniou Île-de-France	Full	100.00
GTIE UK (UK)	Full	100.00
VINCI Energies Activités spéciales	Full	100.00
Lefort Francheteau	Full	100.00
3. Roads		
Eurovia	Full	100.00
Ringway (UK)	Full	90,65
Hubbard (USA)	Full	100.00
SSZ (Czech Republic)	Full	92.06
Eurovia Champagne-Ardenne Lorraine	Full	100.00
Eurovia Méditerranée	Full	100.00
Eurovia Île-de-France	Full	100.00
Probisa Technología y Construcción (Spain)	Full	87.84
Construction DJL (Canada)	Full	95.80
Eurovia Bretagne	Full	100.00
EJL Île-de-France	Full	100.00
Eurovia Alpes	Full	100.00
Eurovia Normandie	Full	100.00
Bitumix (Chile)	Full	50.10
Boucher (Belgium)	Full	100.00
EJL Sud-Est	Full	100.00
EJL Est	Full	100.00
Cestne Stavby Kosice (Slovakia)	Full	95.56
EJL Centre	Full	100.00
CTW Strassenbaustoff (Switzerland)	Full	57.43
EJL Méditerranée	Full	100.00
Eurovia Polska Spolka Akcyjna (Poland)	Full	92.46
Eurovia GmbH (Allemagne)	Full	100.00
Teerbau	Full	100.00
Eurovia VBU	Full	100.00

Full: full consolidation - PC: proportionate consolidation - EM: equity method

	Consolidation method	VINCI group holding
4. Construction		
Sogea Construction	Full	100.00
SICRA	Full	100.00
Campenon Bernard Construction	Full	100.00
Bateg	Full	100.00
Sogea Nord-Ouest	Full	100.00
Campenon Bernard Méditerranée	Full	100.00
Sogea Nord	Full	100.00
EMCC	Full	100.00
Deschiron	Full	100.00
Énergilec	Full	100.00
VINCI Environnement	Full	100.00
GTM Construction	Full	100.00
GTM Génie Civil et Services	Full	100.00
GTM Bâtiment	Full	100.00
Dumez Île-de-France	Full	100.00
Chantiers Modernes	Full	100.00
Les Travaux du Midi	Full	100.00
Lainé Delau	Full	100.00
GTM Terrassement	Full	100.00
Dumez Méditerranée	Full	100.00
Petit	Full	100.00
Dumez EPS	Full	100.00
Scao	PC	33.33
VINCI Construction Filiales Internationales		
Sogea-Satom	Full	100.00
Warbud (Poland)	Full	72.93
SBTPC (Réunion)	Full	100.00
Hidepitö (Hungary)	Full	97.69
SMP (Czech Republic)	Full	87.52
First Czech Construction Company (Czech Republic)	Full	100.00
Dumez Calédonie	Full	100.00
Sobea Gabon (Gabon)	Full	90.00
Sogea Martinique	Full	100.00

Full: full consolidation - PC: proportionate consolidation - EM: equity method

	Consolidation method	VINCI group holding
VINCI Construction, UK, Germany, and USA		
VINCI PLC (UK)	Full	100.00
Rosser and Russel (UK)	Full	100.00
Crispin and Borst (UK)	Full	100.00
VINCI Investment (UK)	Full	100.00
SKE (Germany)	Full	100.00
Brüggemann (Germany)	Full	100.00
SKE SSI (USA)	Full	100.00
Klee (Germany)	Full	100.00
VINCI Bautec (Germany)	Full	100.00
Compagnie d'Entreprises CFE (Belgium)	Full	45.38
Dredging Environmental and Marine Engineering - DEME	PC	21.67
MBG	Full	45.38
Bageci	Full	45.38
Van Wellen	PC	22.69
VINCI Construction Grands Projets	Full	100.00
Socaso	Full	100.00
Constructora Dumez-GTM Tribasa (Chile)	Full	99.99
Janin Atlas (Canada)	Full	100.00
Freyssinet	Full	100.00
Freyssinet France	Full	100.00
The Reinforced Earth Cy - RECO (USA)	Full	100.00
Ménard Soltraitement	Full	100.00
Freyssinet International et Cie	Full	100.00
Immer Property (Australia)	Full	70.00
Freyssinet Korea (Korea)	Full	90.00
Freyssinet Hong Kong (Hong Kong)	Full	100.00
5. Other operational entities		
Sorif (Property)	Full	100.00
Elige (Property)	Full	100.00
Doris Engineering	EM	36.95

Full: full consolidation - PC: proportionate consolidation - EM: equity method

Report of the statutory auditors on the limited review of the consolidated half-year financial statements

For the period from 1 January 2003 to 30 June 2003

In accordance with our appointment as Statutory Auditors of your Company and pursuant to Article L. 232-7 of the French Commercial Code, we have performed a:

• limited review of the consolidated results and report on business activity as presented in the attached consolidated half-year financial statements for VINCI for the period from 1 January 2003 to 30 June 2003; and

• the specific verification of information in the report for the half year.

The Board of Directors is responsible for the preparation of the consolidated half-year financial statements. Our role is to express our conclusion on these financial statements, based on our limited review.

We conducted the limited review in accordance with professional standards applicable in France. Those standards require that we perform limited procedures to obtain an assurance, which is less than that obtained in an audit, as to whether the consolidated half-year financial statements are free from material misstatement. A review of this nature does not include all the control procedures that are involved in an audit but is limited to analytical procedures and to inquiries of management and knowledgeable personnel on information that we deemed necessary.

Based on our limited review, nothing has come to our attention that causes us to believe that the consolidated half-year financial statements, having regard to the accounting rules and principles generally accepted in France, do not give a true and fair view of the financial position and the assets and liabilities of the Group as at 30 June 2003 and of the results of its operations for the six month period then ended.

We have also verified, in accordance with the professional standards applicable in France, the information contained in the half-year management report commenting on the consolidated half-year financial statements submitted to our limited review. We have no comment as to their fair presentation and conformity with the consolidated half-year financial statements.

Neuilly-sur-Seine and Paris, 10 october 2003
The Statutory Auditors

Deloitte Touche Tohmatsu
Thierry Benoit

RSM Salustro Reydel
Bernard Cattenoz
Benoît Lebrun