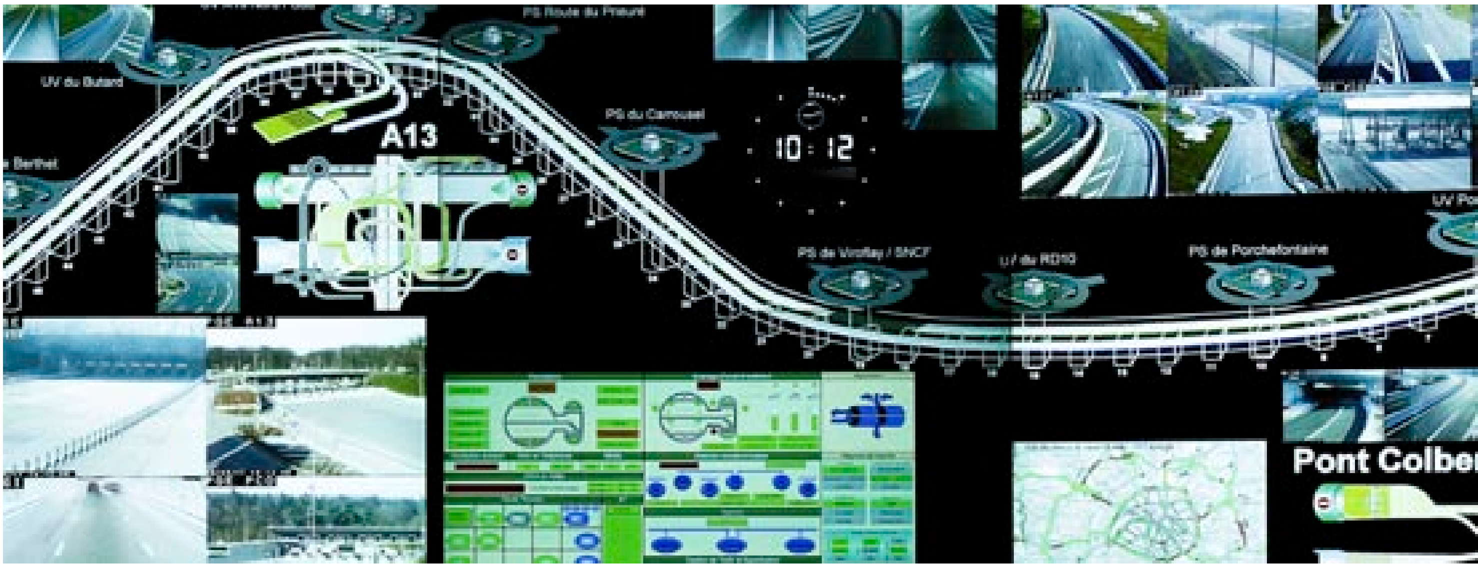
2010 Annual Report



Profile

VINCI is the world leader in concessions and construction, employing close to 180,000 people in some 100 countries. We design, build, finance and manage facilities that improve everyday life: the systems that transport us, the public and private buildings in which we live and work, the urban developments that create and improve our communities, and the water, energy and communication networks vital to human existence.
As a private sector company contributing to the development of society, VINCI successfully blends a business focus on today's priorities with the long-term sustainability of its accomplishments and integrated concessions-construction business model.

Milestones

1891
Creation of Grands Travaux de Marseille (GTM).

1899
Creation of Girolou (power stations and grids, concessions).

1908
Creation, as part of Girolou, of Société Générale d'Entreprises (SGE).

1946
SGE, heavily involved in the electricity sector until it was nationalised, moved into building and civil engineering.

1966
Compagnie Générale d'Électricité acquired control of SGE.

1970
SGE participated in the creation of Cofiroute, which financed, built and now operates the A10 (Paris–Poitiers) and A11 (Paris–Le Mans) motorways.

1984
Compagnie de Saint-Gobain became SGE's majority shareholder.

1988
Saint-Gobain sold its interest in SGE to Compagnie Générale des Eaux.

1990s
Several acquisitions gave SGE a European dimension.

1996
SGE reorganised into four core businesses: concessions, energy, roads and construction.

2000
Vivendi (formerly Compagnie Générale des Eaux) completed its withdrawal from SGE's share capital. Friendly takeover bid for GTM: merger of SGE-GTM created VINCI, the world's leading group in concessions, construction and related services.

2002
VINCI entered the CAC 40.

2006
VINCI acquired ASF, the biggest French motorway concession operator.

2010
During the past decade, VINCI multiplied its revenue by 2.4, its net profit by 5.9 and its market capitalisation by 12.

Contents

Key figures

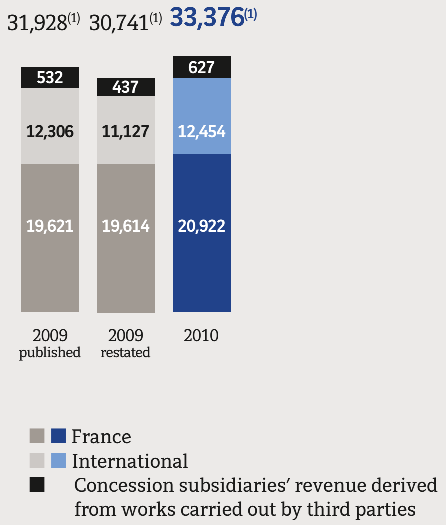
€33.4 billion

Revenue[1]

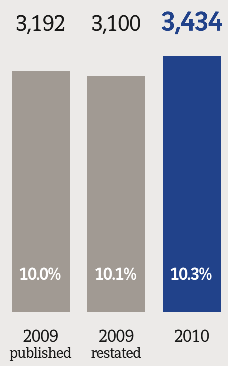
€22.5 billion

Market capitalisation
at 31 December 2010

Revenue
(in € millions)

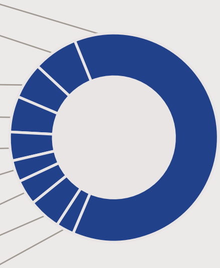


Operating profit from ordinary activities
(in €m and as a percentage of revenue[1])



Revenue by geographical area[1]
(in € millions and as a percentage)

France	20,922	62.7%
Central and Eastern Europe	2,283	6.8%
United Kingdom	1,864	5.6%
Germany	1,844	5.5%
Benelux	1,470	4.4%
Rest of Europe	1,087	3.3%
Americas	1,297	3.9%
Africa	1,698	5.1%
Asia, Middle East and rest of the world	911	2.7%



Workforce at 31 December

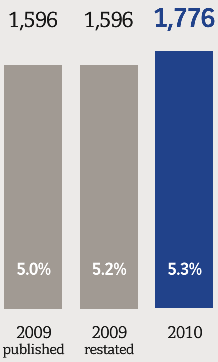
Contracting	162,870	90.7%
Concessions	16,064	9.0%
Holding companies and misc.	593	0.3%

€1,776 million
Net profit attributable to owners of the parent

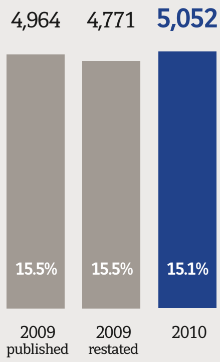
262,000
projects[2]

179,527
employees worldwide

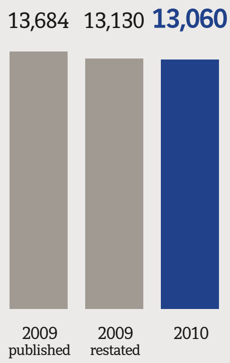
Net profit attributable to owners of the parent
(in €m and as a percentage of revenue[1])



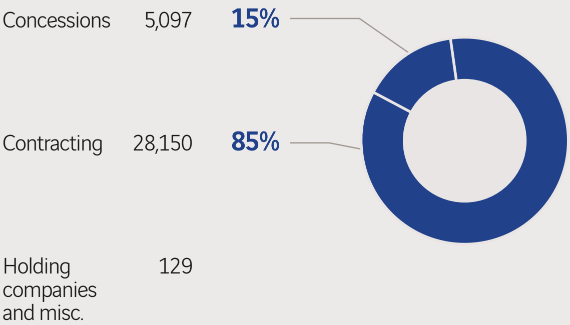
Cash flow from operations[3]
(in €m and as a percentage of revenue[1])



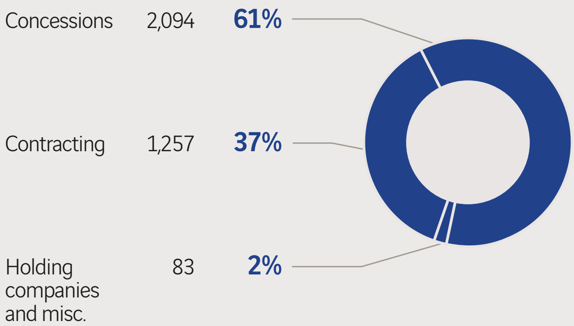
Net financial debt at 31 December
(in € millions)



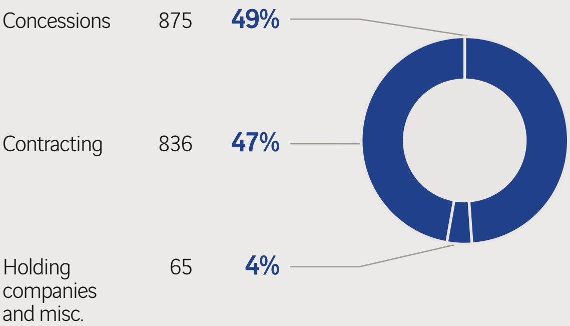
Revenue by business[1]
(in € millions and as a percentage)



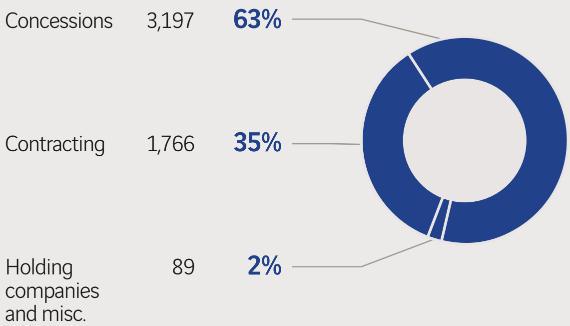
Operating profit from ordinary activities by business
(in € millions and as a percentage)



Net profit attributable to owners of the parent by business
(in € millions and as a percentage)



Cash flow from operations by business[3]
(in € millions and as a percentage)



Restated: data restated in accordance with IAS 31, change of method: election for equity accounting of jointly controlled companies (see note to the consolidated financial statements, p. 187).
(1) Excluding concession subsidiaries' revenue derived from works carried out by third parties.
(2) Estimate.
(3) Before tax and cost of financing.

Our convictions

Our objective is overall performance

Our ambition is to create value for our customers and shareholders and for society as a whole. We measure success over time and performance on more than just economic and financial results. We also look at how our projects meet the needs of users and the broader community, as well as considering their environmental impact and contribution to the development of both local and wider communities.

Our management model drives our growth

VINCI's management approach is built on decentralised organisations, autonomous operating units and empowered managers. These principles, coupled with the networking of teams and skill sets, encourage cross-disciplinary career development. This model underpins the unity of the Group. By spurring employees to give their best and fostering a cross-disciplinary outlook, it creates a framework enabling VINCI to design and execute comprehensive solutions.

We believe in humanistic values

Trust, respect, solidarity, the primacy of people over systems, the simultaneous recognition of individual initiative and teamwork, the fundamental principle of worksite excellence – these are the values that guide our actions and behaviours and are central to the identity of a group of entrepreneurs.


warbud

“When you have the support of a global group, you can think big.”

Grzegorz Maj
Environment projects director – VINCI Construction – Poland

VINCI Construction and Eurovia are working together in Poland to build motorways, bridges and tunnels. VINCI companies and teams join forces around the world to build infrastructure, public facilities, buildings, water supply systems and electricity grids. Their wide-ranging expertise is an asset and their shared culture is a strength.

"Working at VINCI involves looking out for the public interest."

Stéphane Moulin
Car park manager – VINCI Park – France

VINCI Park has transformed the parking business into a service business. When VINCI builds a car park, a motorway or a stadium, the main focus is on its users. The best projects are those that improve the day-to-day lives of the public at large. We know that the operative word in "public service contract" is "service".

"A green revolution is under way in our sector and I am proud to be part of it."

Clémence Le Van
Sustainable construction engineer – VINCI Construction – France

Nowadays, buildings have to be eco-designed and eco-built. To comply with energy performance and environmental protection requirements, the construction business activities are being overhauled. This is not news to VINCI's young engineers – the green revolution is standard operating procedure in our design offices and on our worksites.

“Being a shareholder of your company makes a big difference.”

Eric Gervais
Builder – Eurovia – France

One of VINCI’s main commitments is to employee shareholding. Over the past decade, the number of employee shareholders increased from 20,000 to nearly 100,000, i.e. over 55% of the workforce. Employees now own nearly 9% of VINCI’s stock and together constitute the biggest shareholder.

"Solidarity is not just about giving, it is about making a personal commitment."

Nathalie Vogt
Manager at the VINCI Foundation in Germany

Since its inception in 2002, the VINCI Corporate Foundation for the Community has supported nearly 1,000 projects carried out by non-profit organisations that promote social ties and help the disadvantaged find work. The Group provides funding and its employees provide personal involvement. At VINCI, solidarity has a face – the faces of the 1,000 sponsors who donate their time and skills to help those who are working to combat social exclusion. Additional foundations have been set up in the Czech Republic and Germany and others will soon follow in the countries where the Group operates.

Corporate governance

Message from the Chairman and CEO / Xavier Huillard

"The profile of our businesses is fully aligned with the underlying trends in our markets. To leverage this strength, we are pursuing synergies within the Group and speeding up our international expansion."

In 2010, the year in which it celebrated its 10th anniversary, VINCI once again demonstrated the strength and reliability of its business model. Despite a continuation of the generally depressed economic climate, our businesses showed encouraging signs of a revival in organic growth. Heavy goods vehicle traffic on VINCI motorways picked up, coming in the wake of the previous year's upturn in light vehicle traffic, leading to a 4% revenue increase in Concessions. In Contracting, activity bounced back more strongly than expected in the second half of the year. Together with our international expansion, this practically stabilised revenue, on a comparable basis, after the slight dip in 2009.

However, VINCI not only displayed resilience in 2010, it also gained fresh momentum. A number of acquisitions made on very favourable terms gave reported revenue a boost of 9% over the previous year and expanded our market coverage. The integration of Cegelec and Faceo opens up a host of new opportunities in the fast-growing energy and facilities management markets. In roadworks, the arrival of Tarmac has boosted our materials production capacity in Europe. In the construction businesses, our on-going strategy of targeted acquisitions in speciality areas with global reach – such as ground technologies, oil and gas infrastructure, and nuclear engineering – has proved its worth, securing important new contracts, in the Asia-Pacific region especially.

Against the background of a growing number of public-private partnerships (PPPs), our integrated concessions-contracting business model showed once again how effective it can be in winning new contracts. Projects for which we bid successfully, like the Tours-Bordeaux high-speed rail line, the Nantes airport and the Nice Stadium, in France, or the first section of the Moscow–St Petersburg motorway in Russia, represent several years of work for all of our businesses, in addition to the projects already on our books. VINCI's year-end backlog stood at €25.9 billion, an increase of 15% over the previous year. This confirms the rebound registered in 2010, and allows us to look to 2011 with confidence.

In the medium and long term, the profile of our businesses is fully aligned with the underlying trends in our markets, such as urban growth, the need for more transport and energy infrastructure, and the increasing focus on environmental concerns. Developments in these markets, leading to ever larger, more integrated and more complex projects, also tend to favour our position as market leader. To leverage these strengths fully, we are pursuing synergies within the Group, and working to bolster our project management capabilities. At the same time, we are speeding up our international expansion, in the emerging countries especially. This will allow us to move into new growth areas forming a good strategic fit with our European markets, where we will continue to maintain our focus on efficiency, creativity and productivity in order to preserve our positions and emerge strengthened from the current period of sluggish growth.

By transforming our company in this way while remaining true to our underlying values, we shall be better positioned to address the multiple challenges and opportunities of the next 10 years.

Board of Directors /

Xavier Huillard
Chairman and Chief Executive Officer, VINCI

Yves-Thibault de Silguy
Vice-Chairman and Senior Director of the Board, VINCI

Dominique Bazy
Managing Partner,
Barber Hauler Capital Advisers

Robert Castaigne(*)
Former Chief Financial Officer and former member of the Executive Committee, Total

François David
Chairman, Coface SA

Patrick Faure
Chairman, Patrick Faure et Associés

Dominique Ferrero
Adviser to the Chairman of Natixis

Jean-Pierre Lamoure
Chairman, Soletanche Freyssinet

Jean-Bernard Lévy(*)
Chairman of the Management Board, Vivendi

Michael Pragnell
Chairman of the Board,
Cancer Research UK

Henri Saint Olive
Chairman of the Board,
Banque Saint Olive

Pascale Sourisse(*)
Senior Vice President,
Defence and Security C4I systems,
Member of the Executive Committee, Thales

Denis Vernoux(**)
Design Engineer and Chairman of the Supervisory Board of the Castor corporate mutual funds

Qatari Diar Real Estate Investment Company
A company registered under Qatari law, represented by Yousuf Ahmad Al Hammadi(***)

(*) Renewal of appointment for a period of four years proposed to the Shareholders' Meeting of 2 May 2011.

(**) Denis Vernoux's appointment will end with his resignation after the next Shareholders' Meeting. The procedure provided for in VINCI's articles of association for the appointment of a director representing employee shareholders has therefore been initiated. Candidates for this position must be an employee of a Group company and represent employees on the Supervisory Board of a corporate mutual fund comprising over one-third of VINCI shares. The name of the candidate(s) was not known at the time of filing this reference document. Candidates will be presented for election at the VINCI Shareholders' Meeting of 2 May 2011.

(***) In place of Alain Maillot since 1 March 2011.

Audit Committee

This committee helps the Board monitor the accuracy and fair presentation of VINCI's consolidated and parent company financial statements, as well as the quality of financial information.

Composition:
Henri Saint Olive (Chairman)
Robert Castaigne
Michael Pragnell
Pascale Sourisse

Appointments and Corporate Governance Committee

This committee examines all candidacies for appointments to the Board, prepares recommendations on the appointment of executive company officers and succession planning, and ensures the rules of corporate governance are applied.

Composition:
Yves-Thibault de Silguy (Chairman)
Dominique Ferrero
Patrick Faure

Strategy and Investments Committee

This committee helps the Board develop the Group's strategy.
It examines proposed investments and divestments that could have a material impact on the Group's consolidation scope, business activity, results or stock market performance.

Composition*:
Yves-Thibault de Silguy (Chairman)
Jean-Pierre Lamoure
The permanent representative of Qatari Diar Real Estate Investment Company
Denis Vernoux

Remuneration Committee

This committee proposes the terms and conditions of remuneration of company officers to the Board.

Composition:
Jean-Bernard Lévy (Chairman)
Dominique Bazy
François David

(*) Permanent members

The Strategy and Investments Committee is open to any member of the Board who wishes to participate.

Corporate management structures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03


08


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2011 Executive Committee /

The Executive Committee is responsible for managing VINCI. It met 25 times in 2010.

01 Xavier Huillard
Chairman and Chief Executive Officer, VINCI

02 Christian Labeyrie
Executive Vice-President and Chief Financial Officer, VINCI

03 Richard Francioli
Executive Vice-President, Contracting, VINCI

04 Jean-Yves Le Brouster
Chairman, Energy business line

05 Jacques Tavernier
Chairman and Chief Executive Officer, Eurovia

06 Louis-Roch Burgard
Chief Executive Officer, VINCI Concessions

07 Pierre Coppey
Chairman, VINCI Autoroutes

08 Jean Rossi
Chairman, VINCI Construction

09 Bruno Dupety
Chief Operating Officer, VINCI Construction

10 Jean-Luc Pommier
Vice-President, Business Development, VINCI

11 Franck Mougin
Vice-President, Human Resources and Corporate Social Responsibility, VINCI

12 Pierre Duprat
Director of Corporate Communications, VINCI

13 Patrick Richard
General Counsel, VINCI
Secretary to the Board of Directors


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05

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07

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Management and Coordination Committee /

The Management and Coordination Committee brings together the members of the Executive Committee and senior VINCI executives. Its remit is to ensure broad discussion of VINCI's strategy and development. It met four times in 2010.

Hervé Adam
Deputy Managing Director, Energy business line

Pierre Anjolras
Chief Operating Officer, Eurovia

Renaud Bentegeat
Managing Director, CFE

Alain Bellanger
Deputy Managing Director, Energy business line

Gérard Bienfait
Chairman, VINCI Construction France

Alain Bonnot
Chairman, VINCI Construction Grands Projets

Dominique Bouvier
Chairman and Chief Executive Officer, Entrepose Contracting

Michel Cantet
Deputy Managing Director, Energy business line

José-Michaël Chenu
Chief Operating Officer, VINCI Construction France

Dominique Collomp
Deputy Managing Director, Eurovia

Philippe-Emmanuel Daussy
Chairman and Chief Executive Officer, Escota

Sébastien Fraisse
Deputy Managing Director, Operations, ASF

Denis Grand
Chairman and Chief Executive Officer, VINCI Park

Arnaud Grison
Chief Executive Officer, Cofiroute

Jean-Pierre Lamoure
Chairman, Soletanche Freyssinet

Olivier de la Roussière
Chairman, VINCI Immobilier

Patrick Lebrun
Deputy Managing Director, Energy business line

Bernard Lemoine
Deputy Managing Director, Energy business line

Yves Meignié
Deputy Managing Director, Energy business line

Christophe Pelissié du Rausas
Director of Client-side Project Management, VINCI Concessions

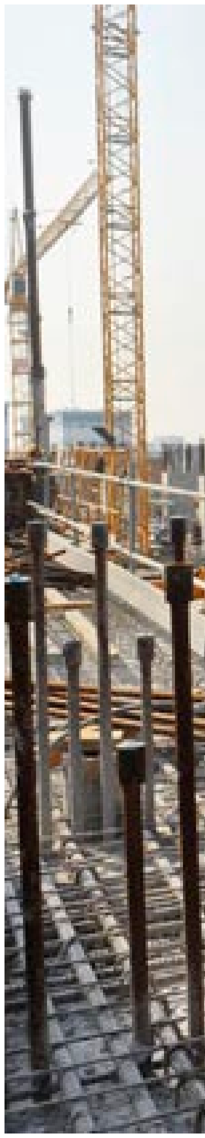
Fadi Selwan
Director, Business Development, VINCI Concessions

John Stanion
Chairman and Chief Executive, VINCI plc

Jérôme Stubler
Chief Executive Officer, Freyssinet

Guy Vacher
Chief Operating Officer, Eurovia

Strategy and outlook



01

A balanced business model that blends performance with resilience

— VINCI's business model is built on the strategic fit between its Concessions and Contracting businesses (i.e. construction, roads and energy):
– operating cycles: long in Concessions, and short to medium term in Contracting;
– financial: Concessions are capital intensive and generate recurring revenues, whereas Contracting requires relatively little capital but is structurally cash positive;
– expertise: programme organisation and financing, project management during construction and operation in Concessions; expertise in the design and turnkey execution of complex structures in Contracting.

As well as underpinning the company's expansion in times of economic growth, this model provides resilience in a cyclical downturn, as witnessed by the way both revenue and earnings have held up in the past three years.

VINCI's strategy is to build on this model and achieve balanced growth in its two main business areas, drawing on its broad range of expertise to embrace the entire cycle of its activities from project engineering to maintenance.

Leveraging operational synergies to better manage large and complex projects

— In the Contracting businesses, VINCI's strategy is to expand its local networks, develop high technical-content specialities with global applications, such as specialised civil engineering, ground engineering technologies, and oil and gas infrastructure. At the same time it is working to bolster the Group's large project management resources and capabilities, especially for turnkey projects embodying advanced systems engineering. Another pillar of VINCI's strategy is to strengthen the "long-term" dimension of its Contracting businesses by developing service activities. That was a key factor in VINCI's acquisition of Faceo in 2010, and the creation of VINCI Facilities, a division within its Energy

02

01. VINCI takes responsibility for the financing, design, construction and operation of transport infrastructure and complex buildings. /

02. The Group is stepping up international expansion beyond Europe, especially in Asia. /

business line dedicated to multitechnical and multiservice building maintenance.

In the Concessions businesses, VINCI's strategy is focusing on diversifying its areas of activity (e.g. road, rail and airport infrastructure, car parks, large public amenities and sports arenas), and on winning new contracts and developing new services to boost the efficient use of existing infrastructure.

This strategy has proved its worth in the recent period as evidenced by new large-scale contract wins that leverage the complementary skills and resources of all of VINCI's business lines. Examples in France include the Tours-Bordeaux high-speed rail line (LGV), the future Nantes airport, and the Nice Stadium.

Supporting this process, VINCI is energetically pursuing technical and managerial synergies among Group entities to enhance its future comprehensive project management capabilities, spanning the financing, design, construction and operation of transport infrastructure, public amenities and complex buildings.

Faster international growth

— VINCI is working to consolidate its positions in those European countries where it is already present, with special emphasis on the healthiest economies, while preserving its production potential in readiness for a return to growth. At the same time, it is stepping up its international expansion outside Europe, especially in the Middle East, North America and Asia. Underpinning this drive is the knowledge of new markets gained by major project teams and specialised subsidiaries with global reach. VINCI is also entering new territories, forging partnerships with leading local firms, especially in the emerging countries, as exemplified by the strategy already being pursued in Qatar, or the one now being deployed in India. New concessions outside France, such as the Moscow-St Petersburg motorway now in its start-up phase, are also helping to extend the Group's geographical reach.

As with operating synergies, VINCI is speeding up the deployment of management and training tools as well as measures to encourage job mobility in support of this international expansion.

Presence in markets with long-term growth potential

— VINCI's mix of businesses and its model are fully aligned with the trends in its markets. In the long term, urban development, the increasing importance of mobility and growing energy infrastructure needs will generate very large investment programmes for new construction and renovation in both emerging and mature economies. In most of these markets, economic stimulus packages, programmes to combat climate change and eco-efficiency policies will feed the flow of projects in both infrastructure and buildings.

At the same time, the scale, complexity and urgency of some projects and their massive financing requirements will accelerate the development of public-private partnerships (PPPs), even in those countries, such as the United States, where the concept is not widely accepted. These trends will benefit market leaders like VINCI that are able to take on the full responsibility for such projects, from financing to design, construction and operation.

Sustainable development

Moving towards overall performance


01

01. VINCI has launched the development of a diagnostic tool to enable its companies to assess their own performance in some 15 categories for sustainable development. /

— VINCI's sustainable development approach has for many years been an integral part of the company's values and strategy. From managing risk to creating value, it is gradually moving towards an overall performance model tailored to VINCI's short- and long-term activities and its growing international expansion.

The approach is coordinated by the Delegation for Sustainable Development, a streamlined structure that works in close cooperation with all functional and operational departments and reports to the vice-president, human resources and corporate social responsibility, who is a member of the Group's Executive Committee. A Diversity and Innovation Department was created in 2010 within this delegation; it is tasked with developing VINCI's social responsibility policy. The sustainable development approach is implemented under the supervision of an international committee with 25 members drawn from all areas of VINCI's business, with each member leading his or her own sustainable development network.

Clarifying ethical rules and values

— In 2010, VINCI set down in writing, in its Code of Ethics and Conduct, all the rules of conduct that apply to all its companies, managers and employees. By the end of the year, the code had been widely distributed and explained to the Group's managers. Assessment of their personal performance will from now on take into account compliance with these rules. A dedicated tool on the Group's intranet site will enable senior management to check that the rules are being applied.

The code also summarises the beliefs and commitments that form the cultural foundation of our Group. Taking this work to the next level, a detailed analysis has been undertaken to clarify the values that unite all VINCI employees despite the diversity of their professions and their geographic locations. A similar approach will be implemented to advance the social responsibility commitments in the VINCI Manifesto, in order to adapt it to our growing international dimension.

Sustainable development self-diagnosis method

— In 2010, VINCI launched the development of a self-diagnosis tool to enable its companies to assess their performance in some 15 categories for sustainable development. The aim is to provide our 3,500 operational managers with a method to help them, with the support of their respective Management Committee, rank their human resources, social and environmental issues, then to identify their priorities and take appropriate action. After a series of tests carried out in 2010, this tool will be deployed in 2011 in all the Group's business units.

Non-financial indices

VINCI regularly answers questionnaires from rating agencies specialising in socially responsible investment. In 2010, the Alpha group gave VINCI a particularly good rating in recognition of its total compliance with the law and for having supplied all the information required. VINCI is included in the ASPI Eurozone® (Advanced Sustainable Performance Indices) index. In the annual Carbon Disclosure Project survey, we obtained a rating of 80/100 for the transparency criterion, which is two points higher than in 2009 (sector average in France: 45/100), as well as a B rating for performance. VINCI also received the SAM Bronze Award from Sustainable Asset Management for the economic, social and environmental aspects of its business.

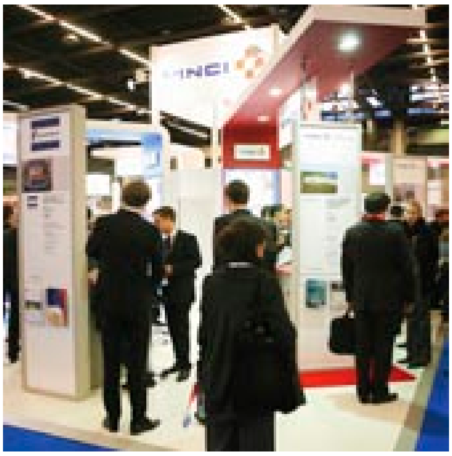
Lastly, VINCI's membership since 2003 of the United Nations' Global Compact and support for its 10 principles underpin the implementation of programmes in a neutral and internationally recognised framework.

Our commitments

Performance	Achieved in 2010	Objectives
Governance		
Ensure compliance with the Code of Ethics and Conduct	- Update the Code of Ethics and Conduct - Appoint an Ethics Referee - Disseminate the Code to 4,779 managers	- Generalise dissemination of the Code - Ensure compliance with the Code
Introduce non-financial criteria into the variable component of remuneration	- Determine the method for incorporating non-financial criteria in variable remuneration - Design the overall performance self-diagnostic for the Management Committee of each company	- Include non-financial criteria in variable remuneration - Roll out the sustainable development self-diagnostic tool
Promote balanced relations with suppliers	- Include non-financial assessment criteria in temporary employment agency evaluations	- Include HR, social and environmental criteria in the selection of suppliers, especially subcontractors - Include value chain partners in promoting a responsible purchasing approach
Human resources		
Encourage the creation of permanent jobs and develop training	- 16,783 people hired on a permanent basis worldwide, of which almost 7,000 in France - 88% of employees with permanent jobs (stable for five years) - 2.6 million hours of training - Over 102,000 trainees	- Develop international profiles in hiring - Encourage international job mobility - Encourage the employability of all employees - Step up the use of work-study programmes
Monitor the workplace health, safety and quality of life of employees and site workers	- VINCI accident frequency rate: 10.98 - VINCI accident severity rate: 0.72 - Accident frequency rate for temporary workers in France: 29.73 - 58% of companies with zero workplace accidents - Creation of a Workplace H&S group	- Reinforce managerial practices and individual conduct to aim for "zero accidents"; - Review work station ergonomics and work organisation - Encourage the exchange of best practices
Guarantee equal opportunities	- Almost 8,800 hours of diversity training - 15% women managers - 3,390 disabled workers - €4.2 million in revenue accorded to companies employing disabled workers - 29 follow-up audits performed in eight European countries - 22% of employees aged over 50	- Introduce a global network of diversity managers - Roll out diversity training to all operatives - Launch the "20% women managers by 2014" programme - Widen the scope of intervention
Share the benefits of growth	– Over 55% of employees worldwide are shareholders – 9% of the capital is owned by employees – Launch of Perco (Group retirement savings plan)	- Ensure employees benefit more widely from the company's results - Develop employee shareholding outside France
Promote social dialogue	– 997 collective agreements signed – 7,860 employee representatives worldwide	- Incorporate social and environmental issues in employee relations - Adjust the Group's personnel representation structures
Contribute to regional and local development		
Develop solidarity	– Amount of funding for corporate patronage: over €7 million – Launch the "A tree for every employee" project: plantations in five forests in Peru, Indonesia, Thailand and Morocco	– Provide solutions for employees experiencing difficulties – Promote solidarity around the "A tree for every employee" project
Encourage employees' civic engagement	– 112 projects supported by the VINCI Foundation – 167 employee sponsors – Creation of Solidarity City – Creation of two foundations in Germany and the Czech Republic	– Increase international efforts to help the Foundation take root in different countries – Develop the Solidarity City programme
Environment		
Limit the environmental impact of our activities	– Environmental report coverage rate (excluding Cegelec and Faceo): 92% of revenue – Launch quarterly management reports for Ringway, ASF, VINCI plc, VINCI Energies France, and Soletanche Bachy – Launch investments in the green motorway package	– Integrate new entrants (Cegelec, Faceo, etc.) in the scope of environmental reporting – Generalise environmental management reports – Continue investments in the green motorway package – Develop relations with environmental associations in the earliest stages of major projects
Combat climate change	– VINCI's fourth CO_2 audit: 2.15 million tonnes of equivalent CO_2 emitted (scopes 1 and 2) – 7.04 million tonnes of products recycled – Rollout of CO_2NCERNED: a comprehensive eco-comparison tool for complex ensembles	– Develop multi-criteria environmental analyses: CO_2, energy, water, waste, etc. – Quantify Scope 3 and 3+ emissions
Develop environmental value added in our proposals	– 10% revenue directly concerned by the conservation of biodiversity	– Step up work on environmental proposals – Pursue developments in electricity for mobility and energy efficiency
R&D and innovation		
Strive for technological excellence	– 57 research programmes under way – R&D budget of €40 million – 239 researchers (full-time equivalent) – 1,500 active patents	– Pursue cross-divisional research programmes on tomorrow's efficient buildings and infrastructure – Initiate work on user behaviour in LEBs and EPBs*
Develop R&D in eco-design and the sustainable city	– 13 research programmes currently supervised by the VINCI-ParisTech eco-design chair – More than 15 contributions from the eco-design chair	– Develop complementarity between work by the eco-design chair, the City Factory and the Regional Development Pivot Club
Promote employee innovations	– 60 projects selected from the 2009 VINCI Innovation Awards currently under development and dissemination – Preparation of the 2011 VINCI Innovation Awards	– Renew the 2011 VINCI Innovation Awards by including the Group's new companies – Boost the technological promotion of innovations and their dissemination

** LEB: low-energy building; EPB: energy positive building.*

Social responsibility and civic engagement



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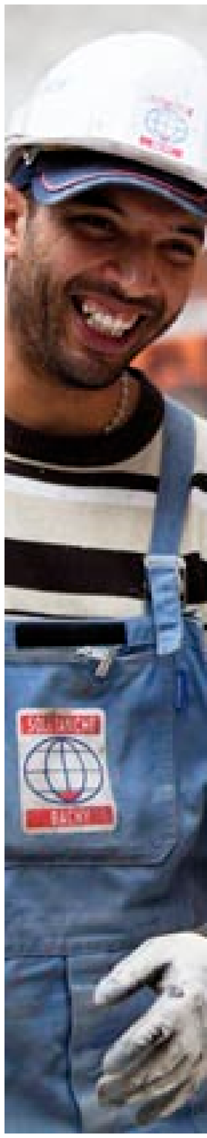


A responsible employer

Its 10th anniversary was an opportunity for VINCI to reassert its principles of human resources and social responsibility inscribed since 2006 in its Manifesto. At the same time, VINCI started to look more closely at changes to these principles in the light of the Group's growing internationalisation, together with the development of a self-diagnostic tool encouraging companies to take ownership of these commitments.

Creating permanent jobs

— Whenever possible, VINCI prefers to create permanent jobs. On 31 December 2010, we had 179,527 employees of whom 158,392 had permanent jobs. VINCI hired 16,783 people worldwide in the course of the year, almost 7,000 of whom were in France.

Anticipating the need for skills development

— The Group's employment policy, in line with its decentralised management model, remains the responsibility of its individual companies. As these are labour-intensive businesses, the goal is to develop the skills of all employees in order to improve productivity and keep pace with the increasingly complex technical component of our markets. This policy is made tangible mainly through the integration of training centres. In 2010, in-house training accounted for over 20% of total training hours. This responsible approach is backed by our forward-looking jobs and skills management system (GPEC). VINCI's human resources policy also aims to internationalise recruitment to support the internationalisation of our business, and to foster job mobility and cross-divisional expertise.

Upstream of hiring campaigns, VINCI companies enter into partnerships with educational institutions and recruitment agencies to make their businesses more attractive, establish appropriate courses, encourage professional integration and contribute to developing employment, especially for young people without any qualifications and people who have lost touch with the labour market.

In 2010, VINCI and its subsidiaries attended some 30 employment exhibitions, forums, etc. Over 8,000 students were provided with internships in Group companies (up 13% compared with 2009).

Ensuring the safety of all employees

— Ensuring the health and safety of its employees is VINCI's foremost duty. Our aim is to achieve zero accidents at worksites, business premises and during work-related travel. This aim applies to VINCI employees, temporary workers and subcontractors' employees.

03

01. VINCI reaches out to students to help make its businesses more attractive. /

02. All VINCI operational employees attend safety training courses. /

03. In 2010 VINCI hired nearly 17,000 employees. /

04. VINCI companies have 7,860 elected employee representatives. /

04

In five years, the number of training hours devoted to safety has increased 56%, and the frequency of lost-time accidents has fallen 34%. The number of companies recording zero lost-time accidents rose from 42% in 2005 to 58% in 2010. Safety courses attended by all of a company's employees along with the 15-minute safety sessions help ensure that each individual becomes an active participant in accident prevention through their everyday conduct. All levels of management are heavily involved in implementing and monitoring safety policy. Results in this area are included in managers' performance evaluation criteria. In 2010, Health and Safety coordination focused more specifically on preventing occupational diseases and psychosocial risks.

Sharing the benefits of growth

— VINCI encourages profit-sharing so employees can share in their company's results through systems adapted to the context and legislation in force in each country. In France, that policy is made concrete through the development of incentive schemes and employee shareholding. We encourage improvements to social security arrangements (health coverage and pensions), employee share ownership, and salary individualisation, focusing on personal responsibility and the performance of each employee. VINCI distributed more than €300 million in 2010 in the form of incentives, profit-sharing, employer contributions and social welfare.

In 2010, VINCI introduced Perco, a Group retirement savings plan. Open to all employees of our French subsidiaries, it will provide them with favourable conditions for establishing a retirement savings fund. For many years, VINCI has also been committed to making it easier for employees to participate in the company's capital through a share-based employee savings plan and an attractive employer contribution policy that favours the smallest savers. In 2010, we paid employer contributions totalling €87 million. On 31 December, close to 100,000 employees, i.e. over 55% of the workforce, owned 9% of VINCI's capital through the Group savings plan. VINCI is committed to promoting share ownership for the employees of its main foreign subsidiaries.

Developing social dialogue

— VINCI's responsible employer approach is also expressed through active social dialogue with employee representation bodies, in accordance with the principle of union independence and plurality. Worldwide, VINCI companies are encouraged to develop and take the lead in consultation and collective bargaining. There are 7,860 elected employee representatives in our companies. In 2010, 997 agreements were signed, 43 of which involved diversity and equal opportunity mechanisms.

Preventing discrimination and guaranteeing equal opportunities

— VINCI has adopted the principle of applying no discrimination, for any reason whatsoever, in its hiring processes and in workplace relations. Human resources management and, more generally, relations between employees are based on the principles of trust and mutual respect, and the concern for treating everyone with dignity.

In addition to providing an opportunity for social advancement, VINCI's companies apply a concerted equal opportunity management policy, particularly with regard to the gender mix and the employment of disabled people, people of immigrant background and older people. VINCI companies regularly have their practices in this area audited and use the results to direct improvement measures. Between

Social responsibility and civic engagement

01

02

2007 and 2009, 120 VINCI companies, including 30 outside France, underwent a diversity audit by the independent organisation Vigeo; follow-up audits are performed by a group of internal auditors trained by Vigeo to develop this approach. VINCI's managers are the guarantors of this policy's implementation. They ensure that these principles are passed down the entire management chain. Diversity modules have been included specifically for this purpose in the training courses for construction site supervisors.

At the end of 2010, our workforce included 23,478 women (up 39% in five years); they accounted for 13% of new hires. There were 3,390 disabled employees in France; business awarded to companies employing a majority of disabled people increased 20% in 2010 and represented revenue of over €4 million.

Integrating social factors in the value chain

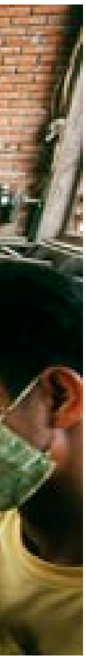
— Purchasing accounts for nearly 60% of our revenue. In 2010, VINCI continued to apply its policy to develop balanced relations with suppliers in line with its sustainable development objectives. As a result, new framework contracts were established with temporary employment agencies (22,449 full-time equivalent temporary workers in 2010), which now include five human resources and social evaluation criteria (health and safety, equal opportunities, training, social and commercial fraud). We will continue to roll out this strategy in 2011 to other groups of purchases, such as vehicle and construction site equipment leasing.

Contributing to local sustainable development

— By nature and by tradition, VINCI's companies have strong roots in their local communities and areas. Through their own activity and the extension into joint contracting and subcontracting, they contribute directly to the creation of wealth and employment. As partners in local development, they also contribute to local economic and social solidarity, especially in periods of slower growth as at present.

This spirit of responsibility is also expressed through social innovation. To develop and build on the approaches already implemented through employer groups or social integration structures, VINCI has taken the initiative of creating a hybrid business unit that will develop an overarching integration service, in France initially. It will facilitate – and encourage – the employment of people on integration-through-work contracts in our companies. Its services will encompass hiring, training and social support. By combining the appropriate human resources capabilities with a decentralised structure, in phase with VINCI's management model, this unit will eventually be able to handle the professional integration of around a thousand people a year.

In 2010, VINCI decided to make a major contribution to the Pur Projet non-profit organisation, which



03

01. In Cambodia, VINCI is a founding partner and shareholder in Artisans d'Angkor. /

02. VINCI's equal opportunity policy is regularly audited. /

03. The Solidarity City programme introduced by the VINCI Foundation aims to support very small non-profits creating a social link in disadvantaged neighbourhoods. /

aims to combat deforestation and climate change by creating five forests in four countries: Morocco, Indonesia, Thailand and Peru. Under this project, 180,000 trees, or one for each VINCI employee, will be planted. The trees will help reforestation, the conservation of biodiversity and the economic development of agricultural cooperatives in the four countries concerned.

Additionally, VINCI companies everywhere are encouraged to take local outreach initiatives as an extension to their business activities. This is the case, for example, in Cambodia where the management company of Siem Reap airport supports archaeological works at the Angkor temple site and is involved in the development of Artisans d'Angkor, which provides more than 1,100 people with an economic activity and income *(see p. 62)*. In another example, in France, Escota finances extensive paleontological digs that have led to the discovery along the route of the A8 motorway of hitherto unknown species of dinosaur.

Lastly, in 2010, VINCI enrolled in a new sponsorship programme at the Château de Versailles. After having taken on the complete restoration of the Hall of Mirrors and then the construction of a new visitor centre in the main courtyard, the Group has joined forces with the World Monuments Fund to restore Marie-Antoinette's Belvedere in the Petit Trianon estate, which it is estimated will cost €1 million.

Encouraging employee involvement in solidarity projects

— In line with our humanist beliefs and solidarity values, we support sustainable projects that create social links and help the unemployed find work. These initiatives are mainly managed by the VINCI Foundation for the Community, which combines financial and skills-based support through our employees' sponsorship of projects. In 2010, 112 projects were supported in France with the backing of Foundation grants of €2 million, helped by 167 employee sponsors who transmit their professional skills. To further anchor it in local communities, the Foundation launched the Solidarity City programme, which provides support for very small non-profits that create a social link in disadvantaged neighbourhoods, with the backing of our local companies. Two initiatives were launched in 2010 in the Greater Paris region; four others are scheduled for 2011.

Outside France, the Nadace Foundation in the Czech Republic and the Civic Engagement Foundation in Germany have been established along the same lines as the VINCI Foundation for the Community in France. They have backed some 20 projects for a total funding of €163,000. In Africa, the Issa (Sogea-Satom Initiatives for Africa) programme supports solidarity actions, such as construction of schools or medical buildings, water supply infrastructure and so on, that are launched and managed locally by the Sogea-Satom offices and site teams. Six projects received support under this programme in 2010, including the construction of a dispensary in the Bekodoka region of Madagascar. In 2011, Sogea-Satom is planning to extend its project on a "One project for every agency" basis.

Environment

01

01. On the A89 construction site, which is ISO 14001 certified, all site workers receive training in environmental conservation. /

Combating climate change

— For several years, VINCI has made climate a key aspect of its environmental policy. The Group has been measuring its global greenhouse gas emissions since 2007 using the ISO 14064 standard. In 2010, these emissions amounted to a total of 2.15 million tonnes of equivalent CO_2 on a Scope 1 and 2 basis. In addition to attempting to reduce emissions resulting directly from our business activities, we encourage our partners, suppliers (inputs) and customers – particularly those of our motorway networks, who are regularly encouraged to adopt eco-driving habits – to do likewise.

As an active participant in public discussions, VINCI focuses on reducing the public level of uncertainty surrounding the upcoming Kyoto Protocol deadlines and welcomes the tightening of greenhouse gas emission regulations in Europe and France, which provides companies with a relative level of visibility through to 2020. In line with the European objective of 20% renewable energy in overall energy consumption, VINCI is developing its expertise and offers in this area. For example, the VINCI Energies companies have already installed around 50 photovoltaic projects. DEME (VINCI Construction) has built the first tranche of Belgium's offshore wind farm (the 30 MW Thornton Bank), while in Romania, Eurovia was involved in the construction of one of the largest onshore wind farms in Europe (240 turbines, 600 MW).

Limiting the environmental impact of our business activities

— VINCI continued to deploy its environmental policy in 2010. We now have a reporting system that covers almost all our company's activity, and we employ auditors, who are independent experts, to issue opinions on a selection of our environmental data.

In all areas of business, VINCI companies strive to meet the highest environmental standards. The new self-diagnosis tool currently being deployed will enable VINCI companies to establish a detailed evaluation of their activities and construction sites, environmental performance (inflow management, reduction of pollution to a minimum, prevention of pollution risks, etc.), and to guide their improvement actions. The initiatives may extend beyond regulatory requirements, as evidenced by the green motorway package, which aims to redefine the environmental standards of VINCI's motorways in France. VINCI Autoroutes is investing €750 million in this package over three years *(see p. 48)* in exchange for an extension to its concession contracts.

In 2010, VINCI improved its expertise in biodiversity conservation. An internal group of 10 ecologists examined our avoidance, conservation and compensation practices based on a number of concrete examples. Their work is regularly presented at conferences and in public presentations.

VINCI strives to develop close relations with local environmental associations as early as possible in its projects. The A89 motorway construction site in France is the subject of an ambitious environmental programme put together with environmental associations. It includes an Environment Charter, specific training for all site workers, a programme to save the freshwater white-clawed crayfish implemented jointly with the Besançon natural history museum, and more.

Deploying an eco-efficiency policy

— In preparation for stricter environmental regulations and more stringent public regulations in Europe, we have made the development of eco-design, including life cycle analysis (LCA), of buildings and structures a priority. Extending the tools developed by Construction (Equer software) and Roads (Gaïa.be® eco-comparator), VINCI has acquired an integrated system called CO_2NCERNED. Used for complex projects, it quantifies the impact of project variants in terms of CO_2 emissions for the built environment and infrastructure. Tested in 2009, CO_2NCERNED has already been used for more than 80 projects, in particular transport infrastructure. We are currently developing new business modules to extend coverage to all VINCI businesses.

In 2010, VINCI Construction France launched Oxygen, an eco-offer covering all stages in a building project (design, construction and use), combined with an innovative energy performance guarantee system.

R&D and innovation

01

01. The Geomix® process, used to construct soil-concrete walls without spoil, received a 2009 VINCI Innovation Award. /

Striving for technological excellence

— In 2010, VINCI did a comparative study of the R&D practices of some 15 companies in its sector. With an annual budget upwards of €40 million (up 24% in a year) and 239 full-time equivalent researchers in its teams, VINCI ranks among the top of the sample. In 2010, 31 new inventions were patented, bringing the global portfolio to 1,499 patents. Of the 57 research programmes in progress in our various entities, most deal with environmental issues: eco-design, sustainable construction, green mobility, future toll systems, etc.

The research, development and innovation policy is led by a committee that reports to the Executive Committee and brings together the chief scientific and technical officers of the various divisions, covering the entire range of the Group's business activities. The committee's task is to encourage the exchange of information about in-house research projects and to support collaborative work, such as the Tomorrow's Infrastructure group involving all VINCI business lines, and the research and innovation group for an efficient service sector (Grite) involving VINCI Construction and the Energy business line.

Developing research in eco-design and the sustainable city

— In phase with the market outlook, VINCI encourages research in eco-design and the sustainable city through several complementary bodies.

The City Factory, created by VINCI, is a forward-looking discussion group comprising public and private players from all backgrounds who are involved at the topmost level in urban development and mobility issues. The City Factory is a multi-disciplinary forum in which different points of view, experience and visions can be compared and discussed. Two City Factory seminars were held in 2010: the first in Hamburg, Germany, addressed the issue of the living city; and the second, in Lyons, France, dealt with the interaction between urban development and transport policies (see www.lafabriquedelacite.com). A study about the "attractivity" of cities was also carried out in partnership with Sciences Po Paris. In 2011, the City Factory will hold a new cycle of discussions about the place of public spaces in the city of the future.

The VINCI-ParisTech partnership (Mines ParisTech, École des Ponts ParisTech and Agro ParisTech engineering schools) established in 2008 led to the creation of the first chair in eco-design of building complexes and infrastructure. This move was designed to promote the integration of eco-design concepts in the training provided for future generations of engineers and to develop decision-making tools for people involved in urban life and development. As a result of this partnership (www.chaire-eco-conception.org), 13 research projects have already been started. The initial results were presented at three scientific conferences in 2010.

The Regional Development Club brings together around 20 VINCI researchers and operational managers working on regional issues with the various local parties involved. Their aim is to use case studies to identify appropriate technical solutions. In 2010, their work focused in particular on such topics as the low-carbon city, mobility and amenities.

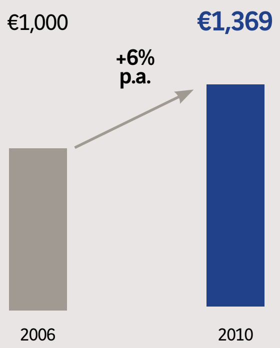
Increasing participative innovation

— VINCI's innovation culture is an integral part of its entrepreneurial culture. In line with our decentralised management model, we develop our potential for innovation by encouraging concrete initiatives at the most local level in our companies and among their teams. This participative approach encompasses not only technology but anything possible to advance our continuous improvement approach (methods, management, services, safety, sustainable development, etc.). It is particularly in evidence in the VINCI Innovation Awards, organised every two years and open to all our employees. 2010 was devoted to making the best use of the innovations revealed by the close to 1,500 projects submitted for the 2009 competition, and the preparation of the 2011 awards. All the projects submitted and selected for an award are available on our intranet site, which helps disseminate the innovations. Searching this database is facilitated by an efficient search engine, a new version of which was released in 2010.

Stock market and shareholder base

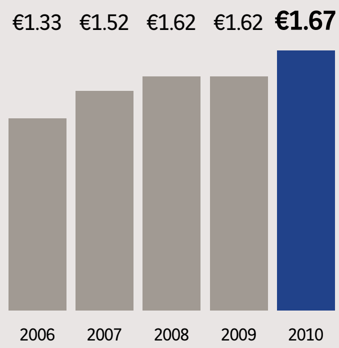
The VINCI share

Return on investment in VINCI shares over five years



A VINCI shareholder who invested €1,000 on 1 January 2006 and reinvested all the dividends received would have an investment of €1,369 on 31 December 2010. This represents an annual return of 6%.

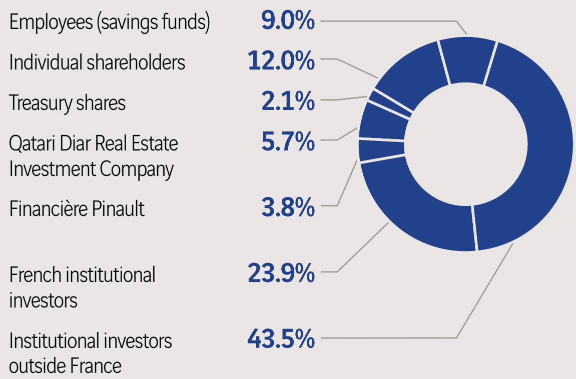
Higher dividend (*)



The dividend proposed to the Shareholders' Meeting of 2 May 2011 in respect of 2010 is €1.67 per share, representing 25.6% growth over the 2006 dividend.

(*) After restatement following the two-for-one share split in May 2007.

Shareholder base (**)



(**) Estimate based on a schedule of identifiable bearer shares at 31 December 2010 and a shareholder survey.

VINCI outperformed the CAC 40 in 2010...

— The VINCI share closed at €40.68 on 31 December 2010, representing a 3% increase over a year, while the CAC 40 and Euro Stoxx 50 indexes declined 3% and 6% respectively over the same period.

... and over the past decade

— Between 1 January 2000, the year VINCI was created, and 31 December 2010, our share price grew 257%, while the CAC 40 declined 36%. A shareholder who invested €1,000 on 1 January 2000 would have had an investment of €5,425 on 31 December 2010, representing an average return of 17%. During the same period, our market capitalisation was multiplied by 12.

Dividend: €1.67 per share (+3.1%)

— VINCI's dividend policy since 2006 has been to pay out 50% of the net profit attributable to owners of the parent. Accordingly, on 1 March 2011, the Board of Directors decided to propose to the Shareholders' Meeting on 2 May 2011 a total dividend of €1.67 per share, representing an increase of 3.1% over the previous year and a 4.1% return on the share price at 31 December 2010. After deducting the interim dividend of €0.52 paid on 16 December 2010, the final dividend to be paid on 9 June 2011 is €1.15 per share.

A balanced and diversified shareholder base

— 2010 saw Qatari Diar Real Estate Investment Company (Qatari Diar) become a VINCI shareholder as part of the Cegelec transaction. VINCI allotted Qatari Diar 31.5 million shares, comprising 21 million new shares and 10.5 million treasury shares, in payment for 100% of Cegelec's share capital. At 31 December 2010, with a 5.7% holding in VINCI's share capital, Qatari Diar was our second largest shareholder after the employee savings funds, through which some 100,000 employees own 9% of our share capital.

Other institutional shareholders, spread over almost 600 investment funds located mainly in France, the rest of Europe and North America, held 67.4% of VINCI's share capital.

Lastly, 294,000 individual shareholders – virtually stable year on year – accounted for 12% of our share capital at 31 December 2010.

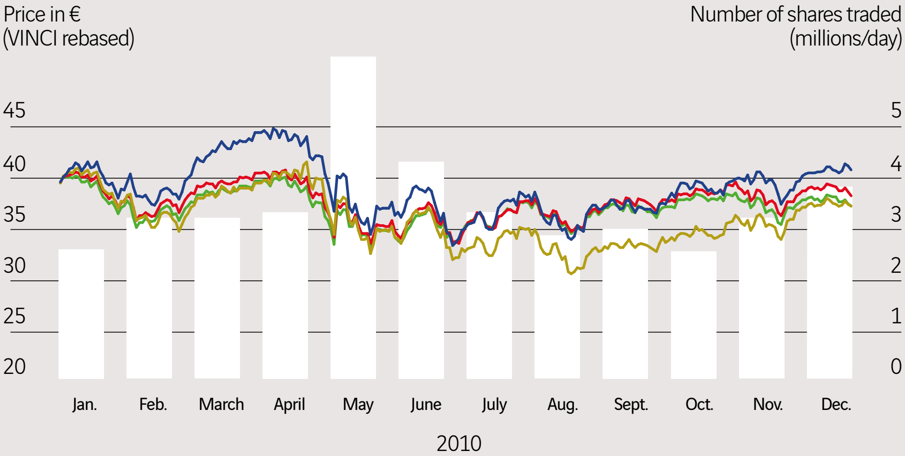
Individual shareholders

A popular share

— The findings of an exclusive survey carried out by weekly magazine *Le Revenu* and Publicis Consultants, published in *Le Revenu* in July 2010, confirmed our position as the third most popular share of individual shareholders in France in 2010. The same survey underlined shareholders' strong attachment to the VINCI Shareholders' Club, which they consider to be the second best club in the CAC 40. In addition, we were ranked seventh in the "Shareholder

VINCI
CAC 40
Euro Stoxx 50
Euro Stoxx Construction & Materials
VINCI shares traded

Share performance and average daily trading volume



Market capitalisation at 31 December 2010: €22.5 billion based on a price of €40.68 per share, ranking VINCI 17th in the CAC 40 by capitalisation and 16th by index weight.
Between 31 December 2009 and 31 December 2010, the VINCI share increased 3.1% while the CAC 40, Euro Stoxx 50 and Euro Stoxx Construction & Materials indexes declined 3.3%, 5.8% and 5.7% respectively.
In 2010, a daily average of 3.5 million shares was traded on the market (Euronext + MTFs).

VINCI website and shareholder publications

Our website features special pages for individual and institutional investors under the "Shareholders" and "Finance" tabs.

Shareholders have access to a suite of publications (in French only), in either printed or electronic form under the "Shareholders" tab.

(www.vinci.com)

VINCI Shareholder Relations Department

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Relations Department awards" of the *Journal des Finances* in December 2010.

Close contact at the highest level

— Xavier Huillard, chairman and CEO of VINCI, and Yves-Thibault de Silguy, the Group's vice-chairman and senior director, continued their efforts to inform and talk to shareholders. In 2010, they presented the Group to shareholders in seven French cities: Bordeaux, Clermont Ferrand, Lille, Lyons, Marseilles, Reims and Toulouse.

Xavier Huillard and Yves-Thibault de Silguy were also present at the Actionaria investment fair in Paris on 19 and 20 November 2010.

A rapidly growing Shareholders' Club

— Our Shareholders' Club almost doubled in size in 2010, with more than 18,000 members registered at 31 December 2010. A secure personalised page was created for club members on our website enabling them to register directly to participate in site visits and receive exclusive information about VINCI. In addition to the Shareholders' Meeting and Actionaria investment fair, 17 events were proposed to Group shareholders in France.

Institutional investors and financial analysts

— In 2010, our senior management met about 1,000 institutional investors and financial analysts, representing almost 500 financial institutions. In addition to the meetings and telephone conference calls set up for the publication of our annual, interim and quarterly results, we organised road shows totalling more than 30 days in Europe and North America, and we participated in seven general or sector-specific conferences organised in Paris, London and the United States by major financial institutions. Through one-on-one meetings or those held with small groups at our head office or during road shows, our management communicates regularly with the financial community about changes in the Group, its strategy, corporate governance and growth model.

In October 2010, VINCI organised a sector-specific presentation on VINCI Autoroutes for institutional investors and sell-side financial analysts covering our share. This gave them the opportunity to meet the business line's senior and line management with a view to gaining a better understanding of its challenges, strategy and management.

2010 Album
The year in facts and images

Hong Kong 22° 39′ N Lat.
114° 10′ E Long.

Complex foundations

Bachy Soletanche (VINCI Construction), which has operated in Hong Kong for many years, experienced strong growth there in 2010. As part of the Express Rail Link project between Hong Kong (photo) and the city of Guangzhou, the company started work on part of the foundations for the Kowloon terminus (180 large-diameter piles, 45,000 sq. metres of diaphragm walls, re-routing of networks and roads) and a 270 metre cut and cover tunnel. Bachy Soletanche is also participating in the works for the Central Wan Chai Bypass, an underground expressway crossing Hong Kong island from west to east. One of its tasks is to erect 37,000 sq. metres of diaphragm walls in the marina itself, based on temporary artificial islands built in the sea.

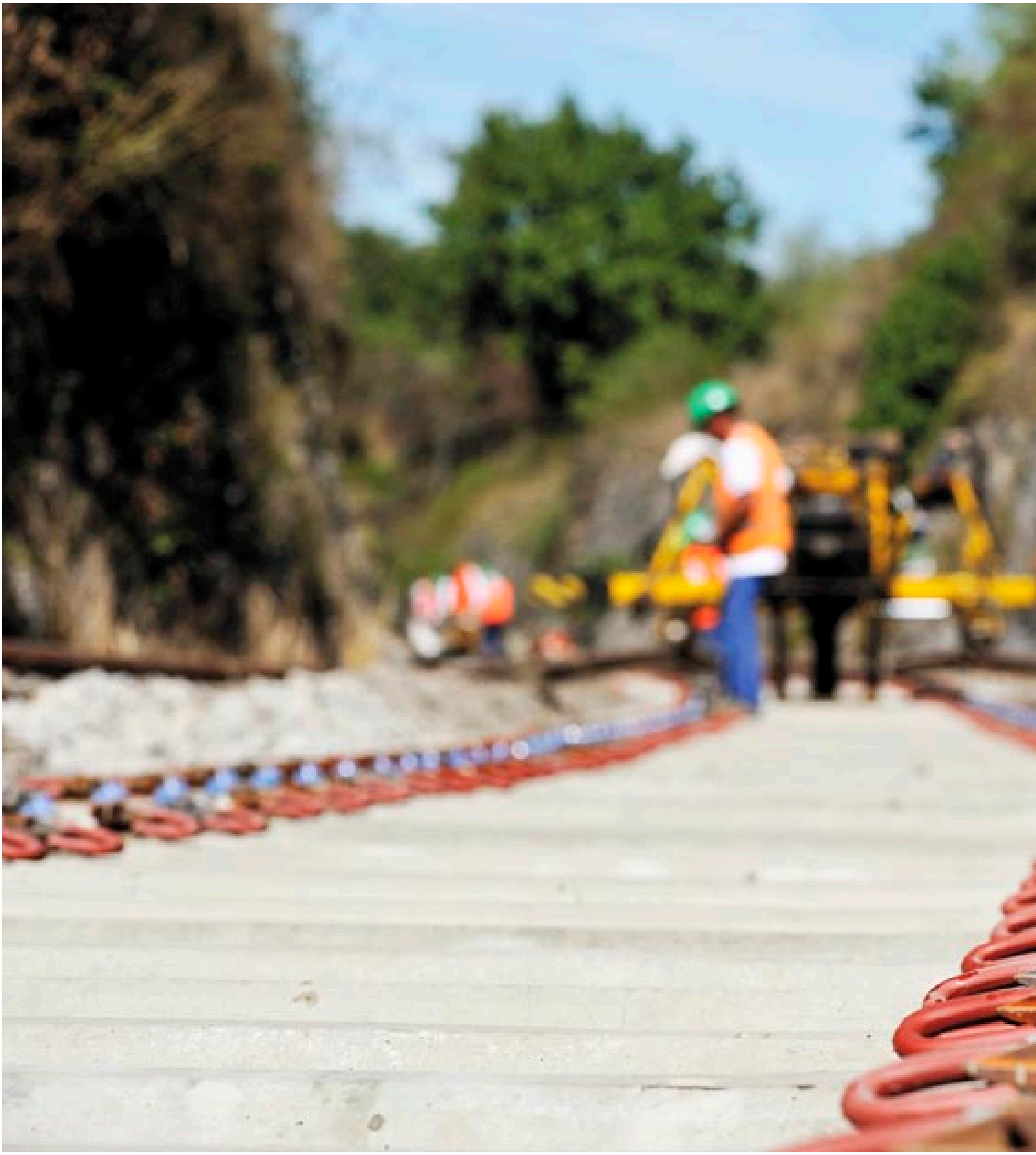
The year in facts and images

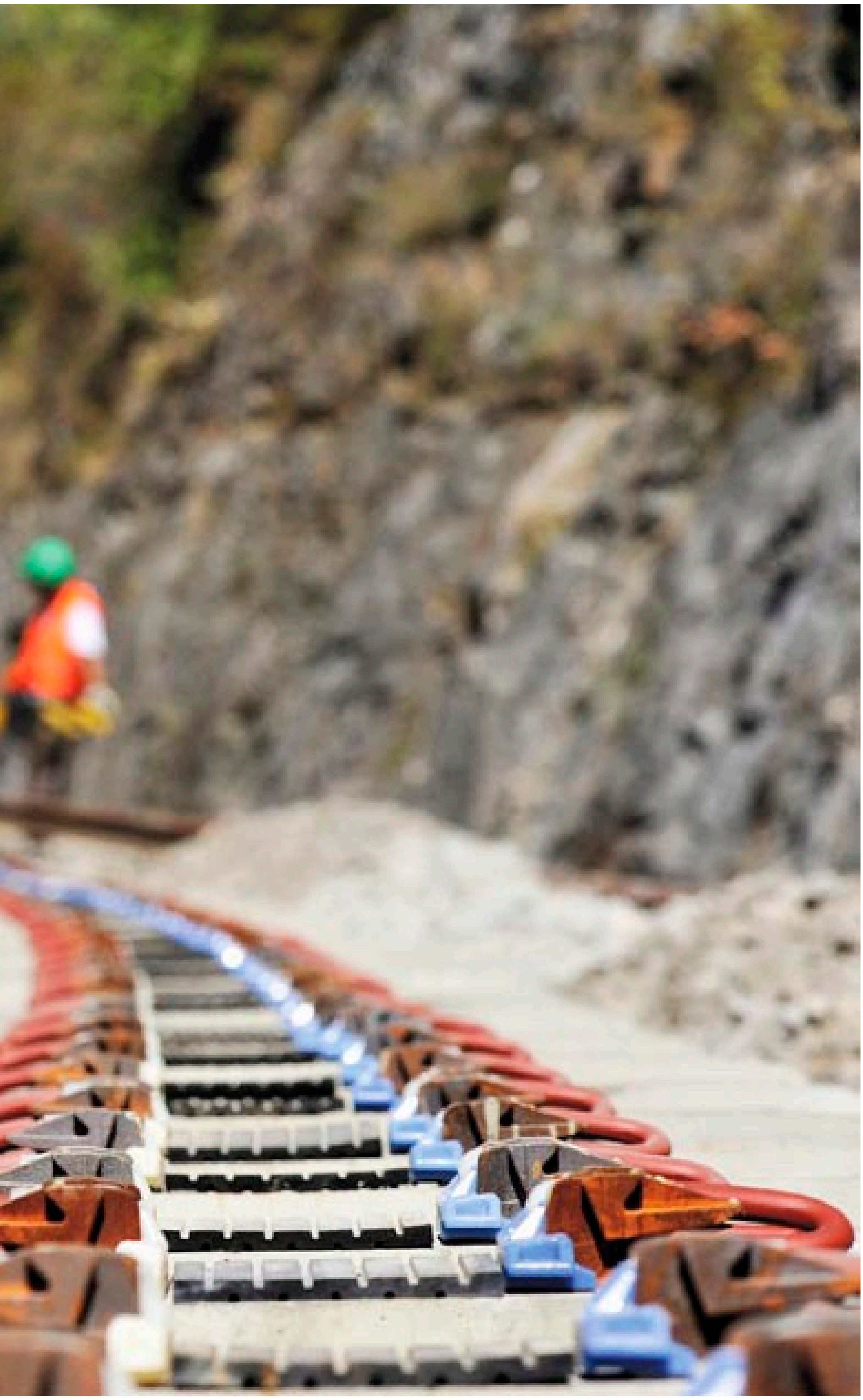
Girassol Platform 07° 39′ S Lat. 11° 44′ E Long.

Maintenance on the high seas

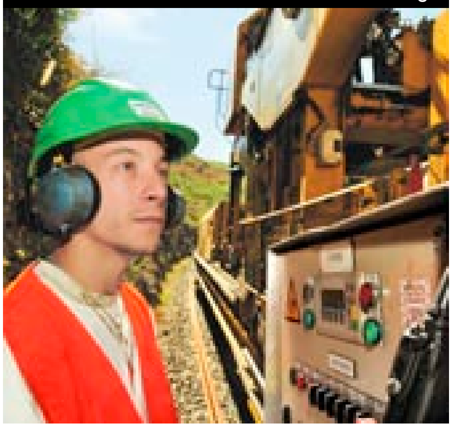
The arrival of Cegelec strengthened the expertise of VINCI's Energy business line in the buoyant markets for oil and gas infrastructure. Cegelec Oil & Gas, a subsidiary of the new Global Systems & Services division of the Energy business line, has been operating since 2001 on the Girassol Platform off Angola where it carries out all the maintenance for Total E&P. Some 90 Cegelec employees, many of them Angolans who benefitted from intensive training and skills transfer programmes, are working on this floating production, storage and offloading (FPSO) unit.

The year in facts and images





Capdenac 44° 58′ N Lat. 2° 06′ E Long.



Repairing 210 km of track

While gearing up for the construction of the high-speed line between Tours and Bordeaux, ETF-Eurovia Travaux Ferroviaires, through its subsidiary Européenne de Travaux Ferroviaires, completed the upgrade of 210 km of the Capdenac star-shaped network at the end of 2010. The project was carried out under the rail renewal plan of the Midi-Pyrénées region, the biggest regional line upgrade project in France. To make a success of this project in a particularly complex environment – a series of tunnels, steep embankments, difficult road access – Européenne de Travaux Ferroviaires combined the use of highly efficient equipment (replacement train for the continuous renewal of sleepers and tracks) with tracks laid by machine and manually. Some 500 employees worked on the project, which took 384,000 tonnes of ballast, 289,000 concrete sleepers and 340 km of rails.

The year in facts and images

Hallandsås 56° 38′ N Lat. 13° 00′ E Long.

Breakthrough of the first tunnel

The twin-bore Hallandsås rail tunnel in Sweden is one of the most difficult underground projects of the current era. Having come to a halt twice in the past, it was taken over in 2002 by a consortium comprising VINCI Construction Grands Projets and Skanska. On 25 August 2010, it passed a symbolic milestone with the breakthrough of the first tunnel. The 8.6 km tunnel had to be bored through a 320 metre fault, which required ground freezing over 130 metres under 13 bar of pressure. A little over two and a half years will be needed to bore the second tunnel. By the end of that time, about 100 VINCI employees will have worked on the project for more than 10 years.


Skans Vinci

The year in facts and images

Lyons 45° 71′ N Lat. 4° 84′ E Long.

Airport arrival time and comfort guaranteed

Lyons city centre to Saint Exupéry airport guaranteed in under 30 minutes: that's the service provided since 9 August 2010 by the Rhônexpress link, which runs a train every 15 minutes between 06.00 and 21.00, 365 days a year. The link was built under a concession contract by a consortium led by VINCI.
The Group's three Contracting business lines were involved in the design and construction of the project, for which VINCI Concessions was in charge of the programme management and financing. In addition to being reliable and regular, Rhônexpress offers a high level of service, including the presence of an on-board employee at all times, air conditioning, information screens showing flight timetables, electrical outlets and luggage stowing space. Customer satisfaction reached 94% right from the first survey.

The year in facts and images

Chernobyl 51° 26′ N Lat. 30° 23′ E Long.

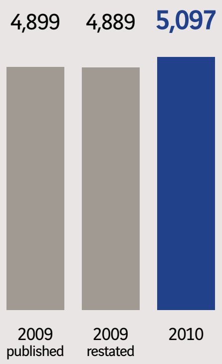
Work begins near the sarcophagus

In Chernobyl, the Novarka consortium comprising VINCI Construction Grands Projets (leader) and Bouygues Travaux Publics is building the containment shelter that will cover the damaged reactor and its sarcophagus, and will then serve as a dismantling facility.
The project entered its operational phase in 2010, with the first works being carried out.
At the end of the year, almost 650 consortium employees, including 120 expatriates, were working on site, in the design office or on logistics bases deployed throughout the region.
The arch will be erected on the site currently being built to the west of the sarcophagus.
It will then be slid into place on rails over the existing sarcophagus.

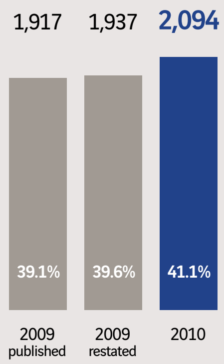
Concessions

— With its 4,385 km network, VINCI Autoroutes operates half of France's motorways under concession. VINCI Concessions is developing and operating a unique portfolio of transport infrastructure and public facility concessions in about 20 countries.

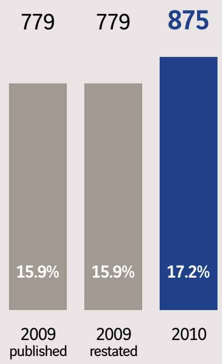
Revenue (1)
(in € millions)



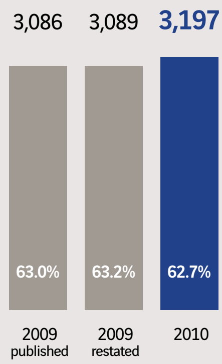
Operating profit from ordinary activities
(in €m and as % of revenue(1))



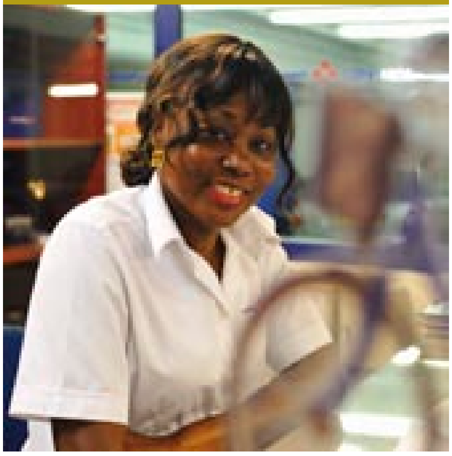
Net profit attributable to owners of the parent (2)
(in €m and as % of revenue(1))



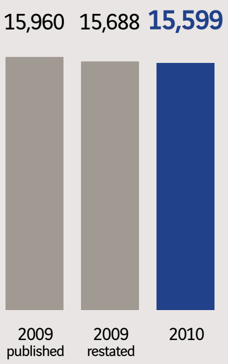
Cash flow from operations (3)
(in €m and as % of revenue(1))



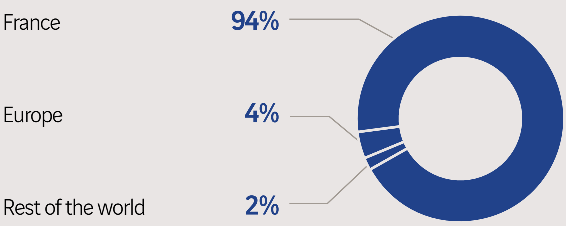
(1) Excluding concession subsidiaries' revenue derived from works by third parties.
(2) Including the impact of reclassifying ASF Holding and Cofiroute Holding out of the concessions business.
(3) Before tax and cost of financing.
(4) At 31 December.
Restated: data restated in accordance with IAS 31, change of method: election for equity accounting of jointly controlled companies.



Net financial debt (2) (4)
(in € millions)

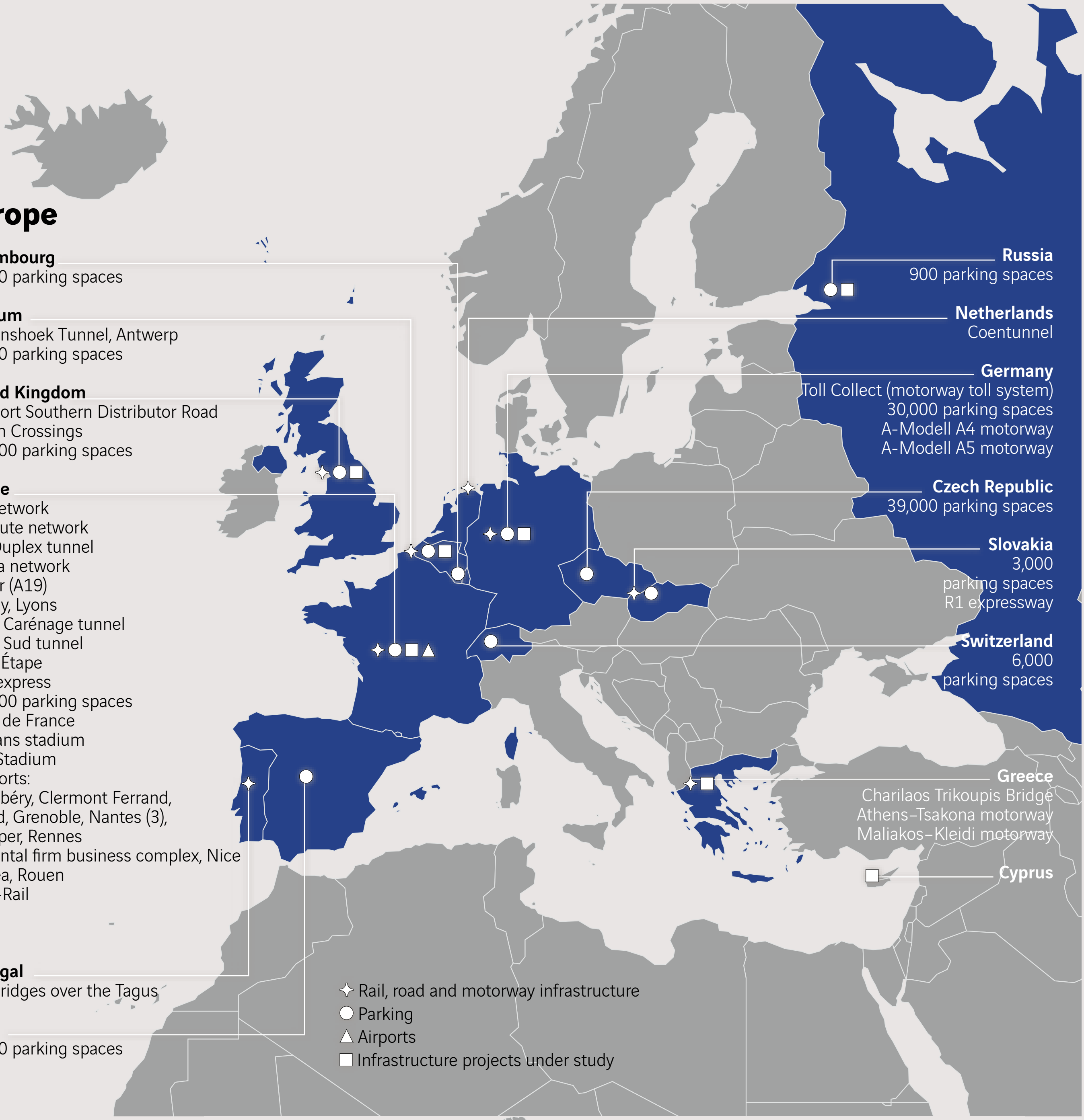


Revenue by geographical area (1)
(As a percentage)



Infrastructure	Description	Country	Share capital held	End of contract
Motorway and road infrastructure	**Network under concession**			
ASF network	2,714 km	France	100%	2033
Cofiroute network	1,100 km	France	83%	2031
Escota network	459 km	France	99%	2027
Arcour (A19)	101 km	France	100%	2070
Openly, Lyons	10 km	France	100%	2013(1)
R1 expressway(2)	52 km	Slovakia	50%	2041
A-Modell A4 motorway	45 km	Germany	50%	2037
A-Modell A5 motorway(2)	60 km	Germany	50%	2039
Newport Southern Distributor Road	10 km	United Kingdom	50%	2042
Athens–Tsakona motorway(2)	365 km	Greece	30%	2038
Maliakos–Kleidi motorway(2)	240 km	Greece	14%	2038
Fredericton–Moncton expressway	200 km	Canada	25%	2028
Trans Jamaican Highway	34 km	Jamaica	34%	2030
Bridges and tunnels				
A86 Duplex tunnel	Rueil Malmaison–Jouy en Josas/Versailles	France	83%	2086
Prado Carénage tunnel	Tunnel in Marseilles	France	33%	2025
Prado Sud tunnel(2)	Tunnel in Marseilles	France	59%	2054
Charilaos Trikoupis Bridge	Peloponnese–mainland	Greece	57%	2039
Tagus bridges	Two bridges in Lisbon	Portugal	37%	2030
Severn Crossings	Two bridges over the Severn	United Kingdom	35%	2016(3)
Coentunnel(2)	Tunnel in Amsterdam	Netherlands	28%	2037
Confederation Bridge	Prince Edward Island–mainland	Canada	19%	2032
Rail infrastructure				
Liefkenshoek(2)	Underground rail link (16 km) in Antwerp	Belgium	37%	2050
Rhônexpress	Light rail system (23 km) in Lyons	France	35%	2038
GSM-Rail(2)	Wireless communication system over 14,000 km of railway lines	France	30%	2025
Parking facilities				
VINCI Park	1.4 million spaces, of which 0.4 million under concession or freehold	World	100%	(4)
Car rental firm business complex, Nice-Côte d'Azur airport(2)	60,000 sq. metre building	France	100%	2040
Truck Étape	Two secure parking facilities for heavy goods vehicles	France	100%	
Airports				
France	Rennes, Dinard	France	49%	2025(1)
France	Chambéry, Clermont Ferrand, Grenoble, Quimper	France	99%	from 2011 to 2023(1)
France	Nantes Atlantique, Saint Nazaire – Montoir	France	85%	2066
France	Ancenis	France	100%	2018(1)
Cambodia	Phnom Penh, Siem Reap, Sihanoukville	Cambodia	70%	2040(3)
Stadiums and public facilities				
Stade de France	80,000 seats	France	67%	2025(5)
Le Mans stadium	25,000 seats	France	100%	2043
Nice Stadium(2)	35,000 seats	France	50%	2041
Public lighting in Rouen (Lucitea)		France	100%	2027

(1) Service, management or public service contracts.
(2) Under construction or to be built.
(3) Estimated date of end of contract.
(4) 25 years = average residual term for the 366,806 spaces under concession.
(5) See note J.35 to the consolidated financial statements.



Europe

Luxembourg
47,000 parking spaces

Belgium
Liefkenshoek Tunnel, Antwerp
45,000 parking spaces

United Kingdom
Newport Southern Distributor Road
Severn Crossings
124,000 parking spaces

France
ASF network
Cofiroute network
A86 Duplex tunnel
Escota network
Arcour (A19)
Openly, Lyons
Prado Carénage tunnel
Prado Sud tunnel
Truck Étape
Rhônexpress
462,000 parking spaces
Stade de France
Le Mans stadium
Nice Stadium
9 airports:
Chambéry, Clermont Ferrand,
Dinard, Grenoble, Nantes (3),
Quimper, Rennes
Car rental firm business complex, Nice
Lucitea, Rouen
GSM-Rail

Portugal
Two bridges over the Tagus

Spain
60,000 parking spaces

Russia
900 parking spaces

Netherlands
Coentunnel

Germany
Toll Collect (motorway toll system)
30,000 parking spaces
A-Modell A4 motorway
A-Modell A5 motorway

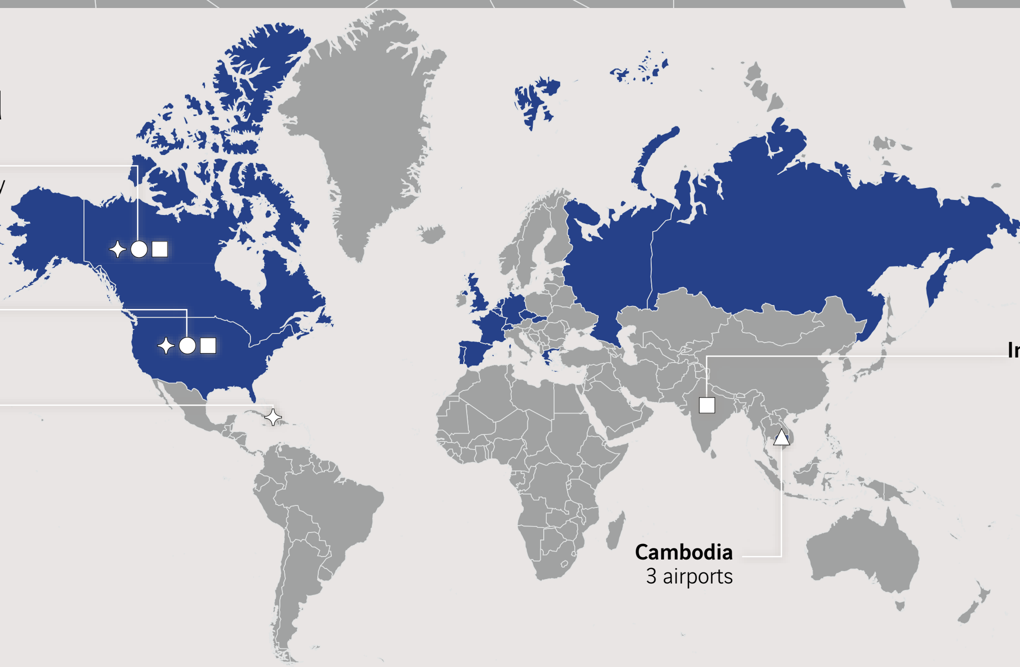
Czech Republic
39,000 parking spaces

Slovakia
3,000
parking spaces
R1 expressway

Switzerland
6,000
parking spaces

Greece
Charilaos Trikoupis Bridge
Athens–Tsakona motorway
Maliakos–Kleidi motorway

Cyprus



Rest of the world

Canada
Fredericton–Moncton expressway
Confederation Bridge
126,000 parking spaces

United States
445,000 parking spaces

Jamaica
Trans Jamaican Highway

India

Cambodia
3 airports

VINCI Autoroutes

The VINCI Autoroutes network

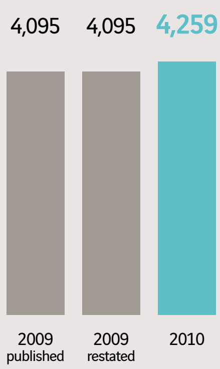
Motorway networks under concession in Europe

(in km)

Source: company literature.

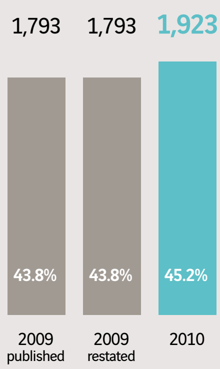
Revenue [1]

(in € millions)



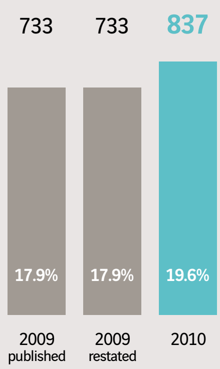
Operating profit from ordinary activities

(in €m and as % of revenue [1])



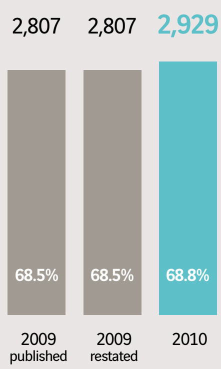
Net profit attributable to owners of the parent [4]

(in €m and as % of revenue [1])



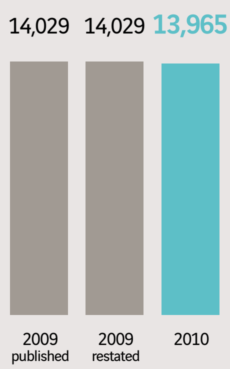
Cash flow from operations [2]

(in €m and as % of revenue [1])



Net financial debt [3] [4]

(in € millions)



(1) Excluding concession subsidiaries' revenue derived from works by third parties.
(2) Before tax and cost of financing.
(3) At 31 December.
(4) Including the impact of reclassifying ASF Holding and Cofiroute Holding out of the Concessions business.
Restated: data restated in accordance with IAS 31, change of method: election for equity accounting of jointly controlled companies.

With a network stretching 4,385 km, representing half of France's motorway network under concession, VINCI Autoroutes is Europe's leading motorway operator.

VINCI Autoroutes comprises four concession companies in France:
– ASF: 2,639 km of motorways in operation and 75 km under construction, covering the southern half of France;
– Cofiroute, with a network of 1,100 km serving the west of France and the A86 Duplex tunnel in the Greater Paris area (this 11 km tunnel fully entered service on 9 January 2011);
– Escota, with a network of 459 km in the Provence-Alpes-Côte d'Azur region of southern France;
– Arcour, comprising the 101 km A19 Artenay-Courtenay southern Greater Paris bypass motorway, operated by Cofiroute.

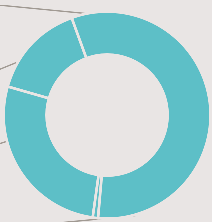
VINCI Autoroutes networks carry 2.2 million customers daily, with 1.3 million subscribers to the electronic toll collection service. Drivers cover 46.5 billion km annually on VINCI Autoroutes motorways, representing nearly 800 million toll transactions.

Bringing private sector performance to the service of the public, VINCI Autoroutes is working to make motorways safer, greener and more pleasant to use. Through its investment in building new sections, widening and upgrading existing sections, and enhancing environmental standards throughout its networks under the "green motorway package", it ranks among the foremost private-sector contracting authorities and investors in France.

Revenue by network[1]

(in € millions and as a percentage)

ASF	2,441	57%
Escota	633	15%
Cofiroute	1,150	27%
Arcour	35	1%

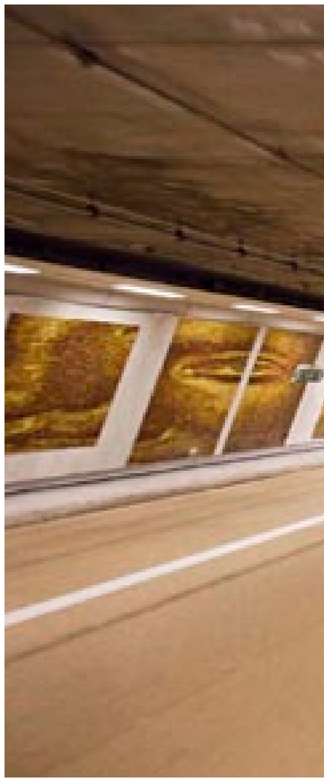


Traffic by network

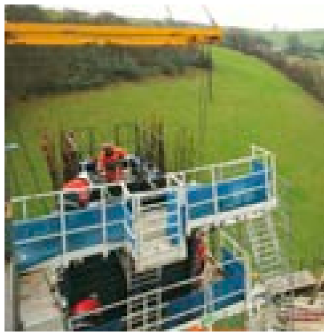
	In millions of kilometres travelled	% growth on a stable network
ASF	28,607	+2.0%
Escota	6,676	+1.8%
Cofiroute	10,981	+1.9%
Arcour	255	NA
Total	**46,518**	**+2.0%**

01. The A86 Duplex in the Greater Paris area, a new-generation urban tunnel, completes the outer ring road to the west of Paris. /

02. The works to extend the A89 towards Lyons include the construction of eight viaducts and three tunnels. /



01



02

A further year of growth and investment in network optimisation

VINCI Autoroutes continued its upward trend, recording growth in traffic greater than that of economic growth. The performance of its business model enabled the company to make substantial investments in the green motorway package and initiate the deployment of a new generation of services.

VINCI Autoroutes' performance in 2010 confirmed the robustness of its business model. Despite the economic environment and very bad weather conditions at the beginning and end of the year, revenue increased 4.0% to €4.3 billion. This increase breaks down into 2.0% for traffic growth, 0.4% for the impact of full-year operation of sections opened in 2009 (A19 and the first section of the A86 Duplex in the Paris region), as well as the toll increases included in the motorway operators' master plans. The 1.8% growth in light-vehicle traffic on a constant network extends the momentum of the upturn that started in 2009, bringing it back to the levels recorded before the 2008 economic crisis. A similar trend started about 18 months later in heavy-vehicle traffic, which was affected strongly by the crisis: after 15 months of steady decline, traffic picked up from February 2010 and kept pace with economic growth, but without reaching pre-crisis levels; growth over the year was 3.2%. Across all types of vehicle traffic, a daily average of 2.155 million customers drove on the VINCI Autoroutes networks. This included 1.141 million on ASF's network, 328,000 on Cofiroute's (including the A19) and 686,000 on Escota's.

Maintaining a high operating margin is key to the financial equilibrium of concession companies because of the level of debt they assume to finance the construction and modernisation of their networks. Efforts to control costs, particularly through optimising purchasing, and the productivity gains generated by the increasing automation of toll collection resulted in EBITDA-to-revenue of 68.8%, up 0.3% over the year.

In parallel, investments by the VINCI Autoroutes companies remained at a high level, with the green motorway package *(see p. 48)* coming on top of the network extension and modernisation requirements stipulated in ASF's and Escota's master plans. VINCI Autoroutes invested €876 million in its networks in 2010, against €963 million in 2009. However, thanks to its strict debt control policy, net debt remained stable: at 31 December 2010, it was €13.965 billion.

Infrastructure

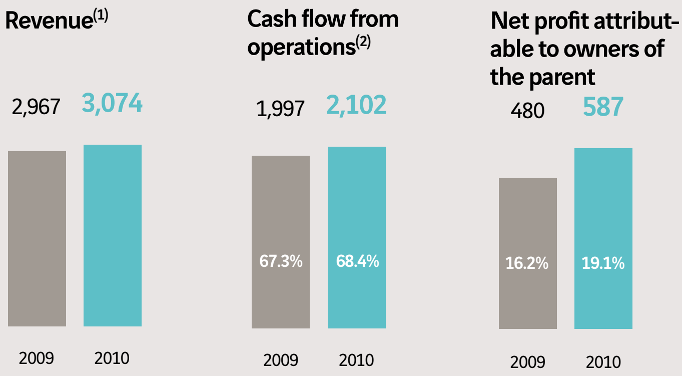
ASF

— ASF invested €509 million in 2010 to meet its contractual commitments. The year was marked by intense activity on the main project included in the company's investment programme: the extension of the A89 motorway towards Lyons (Balbigny–La Tour de Salvagny), a 53 km section in the Rhône-Alpes region, which includes eight viaducts with a total length of 2,150 metres and three twin-bore tunnels (two times 5,700 metres). The works continued in accordance with the contract schedule with the aim of opening the section to traffic at the end of 2012. The site is OHSAS 18001 (safety) and ISO 14001 (environment) certified, and all companies working there have signed an accident prevention charter, "Towards zero accidents". The project includes a very ambitious environmental programme, which was developed at an early stage with local nature conservation organisations.

ASF group

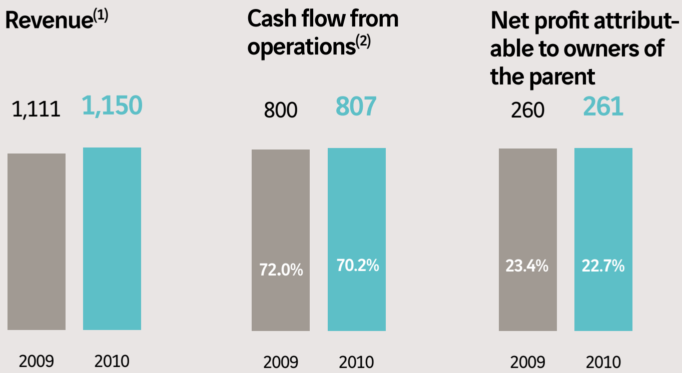
ASF and Escota

(In € millions and as a percentage of revenue[1])



Cofiroute

(In € millions and as a percentage of revenue [1])



(1) Excluding concession subsidiaries' revenue derived from works by third parties.
(2) Before tax and cost of financing.

On the Basque Coast motorway (A63) in the Aquitaine region, ASF continued to widen a heavily used 40 km section between Ondres and Biarritz to three-lane dual carriageway, representing a total investment of €700 million over nine years. The new Ametzondo viaduct (250 metres) was opened during the year, improving local traffic flows.

On the A87, ASF continued to widen and upgrade the Sorges–Mûrs Erigné section, which was recently added to the company's concession contract at the government's request. In addition, the company completed two junctions that optimise the continuity and coverage of the French motorway network: the A75-A9 junction completes the motorway link between Clermont Ferrand and Béziers; and the Lescar interchange on the A64, which will help to boost the economic development of the Greater Pau area and provide a link to the new A65 motorway between Pau and Bordeaux. Lastly, ASF launched the construction of the new Montgiscard interchange (A61), the upgrade of the Montauban bypass to motorway standards, and finalised the acquisition of land that will enable it to widen the A9 over 40 km between Perpignan and the Spanish border.

Cofiroute

— **A86 Duplex in the Greater Paris area.** After opening the first section to traffic in 2009, Cofiroute focused in 2010 on preparing for bringing the A86 Duplex in the Greater Paris area into full service. The official opening took place at the beginning of 2011. Marking the end of a project that has stretched over two decades and in which Cofiroute invested €2.2 billion, the 11 km tunnel completes the second bypass around the French capital and enables drivers to go from Rueil Malmaison to Vélizy in 10 minutes instead of 45 minutes using surface roads.

The A86 Duplex is more than just a major civil engineering structure; it is a complete transport system, built by drawing on the complementary expertise of VINCI's various business lines. The equipment that operates the tunnel and ensures user safety, which accounted for about 20% of the total project cost, is managed by a supervision system connected to 120,000 data collection points. In 2010, the EuroTAP consortium of 16 automobile clubs, with the support of the European Commission, surveyed 26 road tunnels in 13 countries and ranked the A86 Duplex as the safest tunnel in Europe. The auditors emphasised both the very good results in terms of accident prevention measures (one-way traffic, lane width, quality of the emergency evacuation routes and signage) and the quality of incident alert and response mechanisms (automatic detection, driver information and guidance system, efficiency of fire fighting equipment and emergency response mechanism, etc.).

A major reference for VINCI, the A86 Duplex is an advanced illustration of the kind of solutions the Group's integrated concession-construction business model can provide to public needs for large complex projects.

Free-flow toll systems and reducing CO_2 emissions

The 30 km/h free-flow toll system helps to keep traffic moving smoothly and reduces fuel consumption as well as greenhouse gas emissions. The creation of dedicated lanes in toll stations involves significant work to guarantee optimum safety for customers and employees. The systems deployed read the ETC tags and record transactions in under two seconds, so drivers do not have to bring their vehicle to a halt.

On its intercity network, Cofiroute completed two road widening projects. The first was on a 6 km section of the A71 near Orleans and included doubling the capacity of a bridge over the River Loire. The second project involved a 3 km section of the A11 to the north of Angers, in an extension of the city's motorway-standard bypass, which was opened to traffic in 2008.

Escota

— Escota continued to upgrade all the tunnels on its network – 20 structures totalling 19 km in length – to the new safety standards. This programme, which will be completed in 2013, represents a total investment of almost €400 million, of which €43 million in 2010. The works involve implementing new emergency evacuation mechanisms, together with fire detection, ventilation, CCTV and centralised technical management systems.

On the A8, significant road widening works, which represented an investment of €36 million in 2010, continued on a 27 km section between Châteauneuf le Rouge and Saint Maximin. Similar works were started in January 2011 on a 21 km section of the A50 between La Ciotat and Bandol.

Green motorway package

— A major event in January 2010 was the signature of the green motorway package by VINCI Autoroutes' companies and the French government. Proposed by VINCI Autoroutes, the green motorway package is innovative in terms of its contractual framework, which gave rise to two laws in France and two favourable opinions from the Commission in Brussels, as well as in terms of its purpose: to launch a widereaching environmental upgrade of all VINCI Autoroutes' networks. In exchange for a one-year extension to their concession contracts, ASF, Cofiroute and Escota have committed to investing €750 million over three years in environmental improvements to the oldest sections of their networks. The aim is to bring them closer to the standards applied to the newest sections built after France's 1992 Water Act.
The green package has five component parts.

Protecting water resources: development or redevelopment of water-related structures and systems for treating stormwater discharges (water retention ponds, grassed waterways, confinement sites, etc.) in order to prevent water pollution and protect abstraction points, rivers and streams located near the networks. Seventeen priority sections and about 100 sites have been identified on the ASF network, 172 discharge points on the Cofiroute network and 36 sites on the Escota network.

Protecting nearby residents from noise: façade insulation of more than 1,000 homes identified as "noise black spots"; installation of at-source protection (noise barriers or embankments planted with shrubs or trees); application of special surfacing to reduce traffic noise in urban areas.

Protecting biodiversity: identification of areas of conflict between ecological continuities and motorway infrastructure, and execution of

01

02

01. Source-separated waste collection has been introduced on almost 400 motorway rest and service areas. /

02. The installation of noise barriers is one of the measures included in the green motorway package to protect nearby residents from noise. /

the necessary improvement works (crossings for large and small animals, embankments, etc.); implementation of biodiversity management plans at sites of special ecological interest such as in the Sologne and Perche areas; restoration of ecological continuity (improvement of slopes and ponds, removal of invasive plants, etc.).

Eco-refurbishment of almost 400 rest and service areas (out of a total of 450 on VINCI Autoroutes' networks): redevelopment of buildings and green spaces; harmonisation of vehicle and pedestrian traffic flows; installation of reed-filter wastewater treatment units; more widespread use of source-separated waste collection.

Reducing fuel consumption and CO_2 emissions: creation of 172 free-flow toll lanes (30 km/h) at 36 busy toll stations *(see p. 48)*; construction – alone or in partnership with local authorities – of about 15 car-share parking facilities with over 1,200 spaces located near major urban areas served by the motorway network; deployment of new traffic management and information equipment (variable message signs showing journey times) to improve traffic flows and help reduce CO_2 emissions.

The green motorway package will involve a total of 1,300 projects to be carried out on the VINCI Autoroutes networks within a very tight timeframe. This will lead to the creation of the equivalent of 2,500 jobs for three years. Preliminary studies were started for all the projects in 2010 and the first works launched. The programme and its current status were presented at many different meetings, often attended by the regional or departmental prefect (central government's local representative).

Operation

Tolls

— With a view to easing customers' way through toll stations – one of the commitments in its customer service charter – and optimise its operations performance, VINCI Autoroutes continued its toll modernisation programme, which has two major thrusts.

The first concerns the spread of electronic toll collection (ETC). A major step in the deployment of standard services across all its networks, VINCI Autoroutes launched its first unified ETC offer for light vehicles under its own brand, with three options to meet the needs of occasional customers ("Temps libre"), regular customers ("Fréquence") and professional customers ("Télépéage pro"). The transponders are issued by a single company, EVA (Emetteur VINCI Autoroutes), which also manages the service. After-sales service, also harmonised, is provided for all account holders by customer service areas on all networks.

Backed by a radio campaign and advertised on the www.vinci-autoroutes.com website, the launch of the new offer generated spectacular growth in ETC accounts: 166,000 new tags were issued in 2010. The number of tags in service for light vehicles increased 15% to 1.332 million units. For heavy vehicles, 81% of all transactions were made electronically through the TIS-PL system that is deployed across the entire French network under concession.

Apart from making ETC more widely available, toll modernisation also calls for the partial or total automation of toll stations, especially those with little traffic, where all-payment terminals (bank cards and cash) are installed. The deployment of new equipment gœs hand in hand with developing remote assistance services. These are provided by specially trained operators working from dedicated sites and totally integrated within the operations organisation of each network. At the end of 2010, 98% of all toll stations were automated or semi-automated (automated operation at night, for example).

Across all types of vehicle using VINCI Autoroutes networks, 39% of transactions in 2010 were paid by ETC tag, 49% in other automated lanes and 12% were manual payments to toll booth operators. A total of 155 employees provided toll assistance from remote-operation centres.

Taking a break on the motorway in summer

During the entire summer, VINCI Autoroutes teams helped over 20 million holidaymakers by providing a programme of events that focused on safety, the environment, sport and culture to encourage them to take a break. Known as *Étapes estivales*, the events were organised on about 30 rest and service areas. Ambassadors of the VINCI Autoroutes brand – employees wearing yellow jackets – assisted holidaymakers on rest and service areas at weekends, including directing them to picnic areas specially set up in the shade.


01


02

Winter maintenance

— The first and last weeks of 2010 were marked by heavy snowfall, which required a special effort from VINCI Autoroutes teams. Some 2,300 employees trained in winter maintenance, together with over 1,100 snowploughs and salt spreaders, worked throughout the cold spell to maintain the best possible driving conditions. A comprehensive range of information methods (radio, SMS, e-mail, call centres and the Internet) were set in place for customers using the network or preparing to set out on their journeys. In coordination with government departments and the Red Cross, the VINCI Autoroutes teams provided assistance to customers caught in bad weather or heavy goods vehicles held in parking areas by order of the prefect. Thousands of sandwiches and hot drinks were thus distributed by Cofiroute teams on 8 and 9 December 2010 when up to 7,000 heavy goods vehicles were trapped on the network.

During the heavy snow, VINCI Autoroutes' companies also helped many public or private authorities by making their roads practicable.

Environmental certification

— The eco-motorway approach developed by VINCI Autoroutes applies not only to the construction and environmental upgrade of motorway infrastructure but also to its operation. All VINCI Autoroutes companies are working towards ISO 14001 certification. Cofiroute was certified for all its operating activity at the end of 2010; ASF's infrastructure department and a first regional operating department (Centre-Auvergne) were certified during the year. A similar approach is under way at Escota.

Services

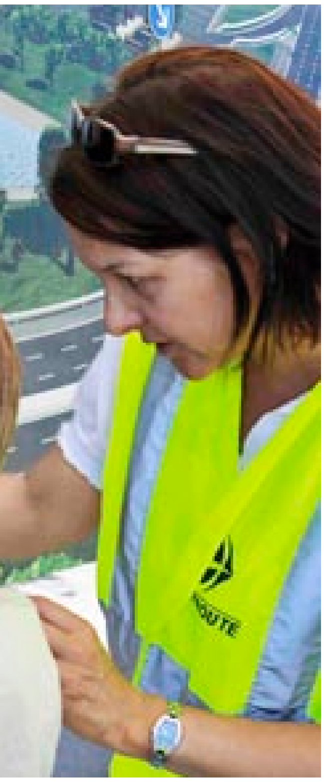
Rest and service areas

— In addition to the eco-refurbishment programme launched as part of the green motorway package, VINCI Autoroutes is improving the services available on its motorways in line with its customer service charter commitments. A total of 215 rest areas out of 279 will be equipped with new automated toilet facilities by 2012. The eco-refurbishment programme is also optimising customer service by developing picnic and relaxation areas, and improving accessibility for disabled people.

To broaden the range of its offer at service areas, VINCI Autoroutes has started replacing commercial facilities as the operating contracts for fuel stations, restaurants and shops reach their term. New brands, known outside the motorway sector, will help to optimise the services proposed. The renewal of contracts also presents an opportunity to modernise service areas by improving the architectural and environmental quality of the buildings, as well as the safety of outside areas (separation of light- and heavy-vehicle traffic flows, lighting, CCTV, etc.).

Heavy goods vehicles

— VINCI Autoroutes' companies are increasing their capacity to accommodate heavy goods vehicles at their rest and service areas. Over 2,800 additional parking spaces have been created over the past five years. Four new-generation lorry parks – secure and with services specifically for drivers – will be opened under the VINCI Autoroutes banner by the end of 2011. The first of these will be at Montélimar-Est on the A7. VINCI Autoroutes is also testing a system that counts the number of parking spaces available so that drivers can be informed using variable message signs located upstream of the service area. More generally, VINCI Autoroutes has started discussions with the professional bodies on the development of new services that meet the expectations of both fleet managers and drivers.



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01. and 02. Events held on rest and service areas during the summer. /

03. 2,300 employees trained in winter maintenance, together with 1,100 snowploughs and salt spreaders, work on the motorway during bad weather. /

04. Radio VINCI Autoroutes informs drivers of an incident on the network less than four minutes after it has been detected. /

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Radio stations and traffic information

— Motorway radio stations help to enhance the comfort and safety of customers through the quality of their programmes and the traffic information they provide. In 2010, with a view to offering a homogeneous service across all its networks, VINCI Autoroutes stepped up the pace of merging Autoroute FM (Cofiroute network) and Radio Trafic FM (ASF and Escota networks) to form Radio VINCI Autoroutes. The two radio stations are harmonising their editorial content and programmes to support customers throughout the networks with the same formats and musical signatures. Exploiting the synergies between the teams and resources will also intensify the local coverage of each network as it will enable journalists to report directly from the traffic on the motorway, thereby increasing the accuracy and effectiveness of traffic news – with the current organisation, drivers are notified of incidents in less than four minutes after their detection by operations teams. Elsewhere, VINCI Autoroutes' expertise in motorway radio stations has led to the company being selected by the concession operator created by Sanef and Eiffage for the A65 between Langon and Pau, which connects the A62 and A64 motorways operated by ASF. This new 150 km motorway has been covered by a radio station operated by VINCI Autoroutes since it was opened to traffic in December 2010. Listeners benefit from the same quality of programmes and services as those on VINCI Autoroutes' networks.

Information services for customers have also been enhanced by the new VINCI Autoroutes website (www.vinci-autoroutes.com) and the launch of Copilote, an iPhone traffic information application that uses GPS functionality to provide users with real-time, personalised information during their journeys on VINCI Autoroutes' networks. An application of the same type has been created for A86 Duplex customers in the Greater Paris area. In addition, ASF and Orange Business Services are working in partnership to develop TraficZen, a traffic information system for local authorities and road operators. The system is currently being tested in the Toulouse metropolitan area.

Safety

Road safety

— Over and beyond the daily efforts of its teams and organisations to ensure the safety of its customers on the motorway, VINCI Autoroutes is working on two other areas to improve motorway safety.

The first area involves innovation. With the support of the French government's road safety and traffic department (DSCR), Cofiroute has been testing a continuous white line along the emergency lane of the entire A19 and two sections of the A10 since 2009. The results achieved – fewer vehicles drifting into the emergency lane – have convinced public authorities to accept the idea of extending the continuous marking to the entire French motorway network, as is already the case in several other European countries. Cofiroute's 2010-2014 master plan includes this work.

ASF, meanwhile, has been testing a dynamic speed control system on 250 km of the A7 and 85 km of the A9 for several years. The system sets

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01. Road safety awareness campaigns target customers on the motorway. /

02. Toll Collect, the satellite-based toll system for heavy goods vehicles of over 12 tonnes, covers 12,500 km of German motorways. /

the maximum speed based on traffic density, which improves the smoothness of flows and reduces the number of accidents by 20% to 30%. ASF also worked in partnership with France's national institute for transport and safety research (INRETS) in 2010 to develop a radio beacon to warn motorists – over their car radio tuned in to 107.7 MHz – of an accident or traffic jam ahead.

In parallel, VINCI Autoroutes' companies work in partnership with public services in charge of road safety to raise their customers' awareness. This can take the form of nationwide campaigns run jointly by all of the networks, such as the annual discussion days with transport professionals, or regular local events organised throughout the year: school visits, open days in operations centres, driving schools for professional drivers, etc.

Employee safety

— VINCI Autoroutes' companies are implementing accident prevention plans involving all employees and management. In addition to specialist training (49,086 hours in 2010), these plans focus particularly on making employees aware of at-risk situations and identifying, through small groups of operations employees in regular 15-minute safety sessions, the correct individual and collective behaviour for preventing accidents.

Despite these efforts, employees wearing high visibility yellow jackets who work on the motorway are at the mercy of driver behaviour. In 2009 and 2010, two Cofiroute traffic officers working in the emergency lane were killed by drivers who fell asleep at the wheel. In parallel with the work done to analyse procedures and seek means of reducing employee exposure to risk while working on the motorway, VINCI Autoroutes and the Federation of French motorway and toll facility companies (ASFA) have again asked the public authorities to make combating driver fatigue and inattentiveness a road safety priority.

In addition, VINCI Autoroutes created the VINCI Autoroutes Foundation for Responsible Driving at the end of 2010. The foundation's mission is to unify and increase the impact of customer awareness campaigns, to improve knowledge about road behaviour and risks associated with the motorway, and to encourage testing solutions that help to reduce these risks.

International

Germany

— Cofiroute, a shareholder in Toll Collect, deployed and operates the toll system that covers the entire German motorway network (12,500 km) for vehicles of over 12 tonnes. The system uses satellite technology coupled with GSM links via on-board terminals and is 99.7% accurate. In 2010, the tolls collected on behalf of the German government amounted to €4.5 billion.

United States

— Cofiroute uses its expertise in the operation of complex toll systems for two contracts. The first, renewed in 2009 for 10 years, is the 91 Express Lanes in Los Angeles, a toll motorway (built in the central reservation of a non-toll motorway), equipped with a fully automated, free-flow system with variable tolls. Toll revenue in 2010 amounted to $37.9 million and average daily traffic was 34,896 vehicles.

The second contract covers two urban motorways, the I-394 and I-35W in Minneapolis, for which Cofiroute operates an innovative toll system on the HOT lanes (high occupancy and toll): free for vehicles with one or more passengers; toll charged for solo drivers. The system aims to maximise traffic on the HOT lanes using automated dynamic tolls. The price is adjusted every three minutes based on traffic density and varies on a scale from 1 to 14.

Outlook

VINCI Autoroutes expects further traffic growth on its networks in 2011. After catching up with, and then exceeding, pre-crisis levels in 2010, light vehicle traffic should continue to grow slowly. Growth in heavy goods vehicle traffic is likely to be more pronounced, in line with the recovery seen in 2010. Consequently, and given the impact of recent openings and the contractual rise in toll rates on 1 February 2011, toll revenues should grow at roughly the same rate as in 2010.

EBITDA margins are expected to edge up slightly again in 2011, despite low returns on the A86 Duplex in the Greater Paris area in the early phase of the concession. Margin growth will be driven partly by further automation of toll collection. An additional contributing factor will be the on-going integration of its motorway companies, generating synergies in terms of skills and costs controls, in purchasing and systems development especially.

At the same time, VINCI Autoroutes plans to speed up its investment programmes, with estimated expenditures of around €1.3 billion in 2011 on extending, upgrading and improving the environmental quality of its motorways. As a result, VINCI Autoroutes will be one of the largest investors in the current period. These long-term value-creating investments are an integral part of VINCI Autoroutes' concession mandate. They will be financed in part by extensions to its concession periods.

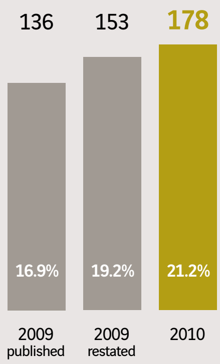
A similar approach is at work in services and customer relations. As an outgrowth of its charter of service commitments and the initial offers launched under its brand, VINCI Autoroutes will be deploying new toll offers, new mobility services and new standards of customer relations on its networks, to respond more effectively to the needs of its customers, individual and professional alike.

"VINCI Autoroutes plans to invest around €1.3 billion in 2011 on extending, upgrading and improving the environmental quality of its motorways."

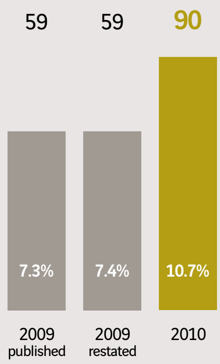
VINCI Concessions

Revenue(1)
(in € millions)

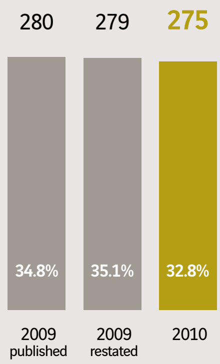
Operating profit from ordinary activities
(in €m and as % of revenue(1))



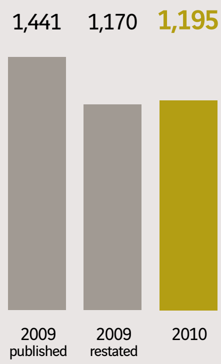
Net profit attributable to owners of the parent
(in €m and as % of revenue(1))



Cash flow from operations(2)
(in €m and as % of revenue(1))



Net financial debt(3)
(in € millions)



(1) Excluding concession subsidiaries' revenue derived from works by third parties.
(2) Before tax and cost of financing.
(3) At 31 December.
Restated: data restated in accordance with IAS 31, change of method: election for equity accounting of jointly controlled companies.
Note: the financial data is for VINCI Park and other infrastructure.

As both a developer of new concessions and operator of a unique portfolio of existing concessions, VINCI Concessions plays a pivotal role in implementing VINCI's integrated model. VINCI Concessions' expertise in design, financing, construction, operation and maintenance makes it a leading partner of public authorities in France and abroad for the development and operation of transport infrastructure and public facilities.

Motorway and road infrastructure. VINCI Concessions' projects include building and operating new motorway concessions in Greece (605 km), Germany (105 km) and Slovakia (52 km), as well as building the new Coentunnel in Amsterdam, the Netherlands. Through public-private partnerships (PPP), VINCI Concessions also operates a number of road infrastructure concessions in France, the United Kingdom, Portugal and Canada.

Rail infrastructure. In France, VINCI Concessions was named concession company for the planned SEA Tours-Bordeaux high-speed rail line (302 km) in 2010; it also holds the concession for Lyons's Rhônexpress city centre-airport express link, and is building the GSM-Rail communications network. In Belgium, VINCI Concessions is in charge of the Liefkenshoek tunnel project in the Port of Antwerp.

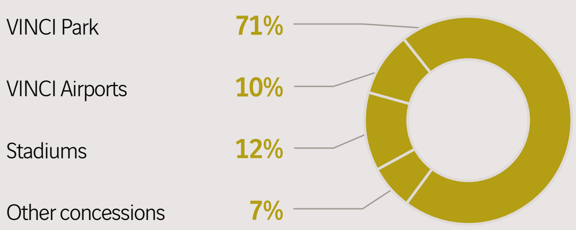
Stadiums. In France, VINCI Concessions is both the concession company for and the operator of the Stade de France outside Paris, and the MMArena Stadium in Le Mans. In early 2011, it was named concession company for the future Nice Stadium.

Airports. VINCI Airports signed the concession contract for the future international airport in western France, at Nantes, at the end of 2010, and now operates nine regional airports in France, under public service outsourcing or concession contracts. VINCI Airports is also the concession company for Cambodia's three international airports. These 12 airports handled nearly 8 million passengers in 2010.

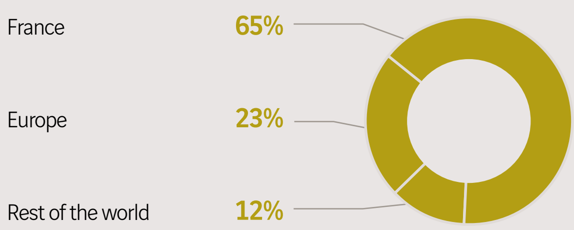
Parking. VINCI Park is the world's leading operator of car park concessions. It manages a total of 1,390,000 on-road and off-road parking spaces (2,400 car parks) in 12 countries in Europe and North America, under nearly 2,500 concession or service contracts.

Conscious of the responsibilities with which it is entrusted through its public service outsourcing contracts, VINCI Concessions seeks innovative approaches to optimise operations and infrastructure maintenance that best respond to the expectations of its end-users.

Revenue by business activity[1]
(As a percentage)



Revenue by geographical area[1]
(As a percentage)



01. A GSM-Rail standard communication system will equip 14,000 km of France's rail network. /

02. The high-speed line between Tours and Bordeaux will bring the cities to within two hours and five minutes of each other, compared with three hours at present. /

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Proven effectiveness of a business model

The major successes of 2010 confirm the coherence of VINCI's strategy and the growth potential of its integrated concession-construction business model in a context where most major transport and public facility infrastructure projects are launched in the form of public-private partnerships (PPPs).

Business development

Rail infrastructure

— **South Europe Atlantic high-speed line, France.** In March, the Lisea consortium led by VINCI Concessions was announced as preferred bidder for the concession contract for the future South Europe Atlantic high-speed line (SEA) between Tours and Bordeaux; in July, France's rail infrastructure manager RFF awarded Lisea the contract for a period of 50 years. The contract covers the design, construction, operation and maintenance of 302 km of high-speed line (LGV), and the construction of 40 km of connections between the high-speed line and existing lines. Although high-speed trains (TGVs) currently cover the distance between Paris and Tours at high speed, the extension of the LGV to Bordeaux will bring it to within two hours five minutes of the capital instead of three hours today. According to RFF, the new line should generate additional traffic of 3 million passengers a year on the Paris–Bordeaux route.

During the fourth quarter of 2010, the Council of State and the railway regulatory authority issued a positive opinion on the concession contract project, for which signature is expected during 2011 after finalisation of the financial commitments and mechanisms. Starting in the second half of 2010, in coordination with RFF, Lisea launched the consultation process with the 117 communities crossed by the line with a view to finalising, within the zone adopted, the precise definition of the land take and the network restoration structures (roads and water supply networks). In parallel, the construction joint venture, Cosea, which comprises VINCI Construction, Eurovia and VINCI's Energy business line, together with their partners specialising in railway engineering, namely Inexia, Arcadis and Egis Rail, started the first phases of detailed design and organisation studies.

The works are to be completed within 78 months of the contract coming into force, with the commercial opening of the line scheduled for 2017. The year ahead will focus mainly on land transactions, archæological diagnostics and excavations, and geotechnical boreholes. After that, at peak periods, the project will employ up to 4,500 people for the earthworks and civil engineering (including about 10% recruited from people undergoing social integration programmes) and 2,000 for the railway equipment component. When the works are completed, the line will be operated and maintained by Mesea, a company comprising VINCI Concessions and Inexia.

The total value of the project is estimated at more than €7 billion. The concession company's remuneration will be in the form of fees paid by rail operators for using the infrastructure.

— **GSM-Rail communication system, France.** Another success during the year in the rail PPP sector was the 15-year partnership contract signed in February by rail infrastructure manager RFF and the Synerail consortium, in which VINCI has a 30% interest. The contract calls for the construction and operation of a railway communication system to the

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03. The new Grand Ouest airport in Nantes will be France's first energy positive airport. /

04. The new Nice Stadium, one of the first to be built for Euro 2016, will have a timber structure that is one of the largest worldwide. /

GSM-Rail (Global System for Mobile Communication-Railway) standard. The new network, which replaces the existing analogue system and is compatible with European standards, will equip 14,000 km of track. It provides communication capability between train drivers and controllers on the ground, and will give RFF the voice and data services it needs to optimise railway operation in France. The works, carried out by a company owned 60% by VINCI's Energy business line *(see p. 74)*, represent a total investment of about €520 million and will take until 2015 to complete. They started in 2010 with the design and engineering phase, followed by the installation of optical fibre cable in the first sections of the network. Operation and maintenance of the GSM-Rail system, which will be carried out mainly by VINCI's Energy business line, represent a total of €450 million.

This project is an important step towards an integrated European rail system. In the longer term, the deployment of a common digital standard for managing rail traffic throughout the European Union is expected to triple traffic on high-speed lines.

Airports

— **Nantes – Aéroports du Grand Ouest, France.** Having been designated preferred bidder on 30 July 2010, Aéroports du Grand Ouest, a company in which VINCI Concessions has an 85% holding, signed the 55-year concession contract for two existing airports and the new airport for the Nantes area in December. This will be VINCI's first turnkey project for an airport as part of a greenfield concession arrangement. The works represent €450 million, with most of the construction to be carried out by VINCI Construction France and Eurovia.

The new infrastructure, which is to replace Nantes Atlantique airport, will form part of a balanced regional development plan for this part of western France aimed at reconciling economic development of the region – identified as one of the six fastest growing French regions of international stature – and environmental preservation. The latter objective structured the project's design: the new Nantes area airport will be the first energy positive airport in France; its runways and the location of its terminal will optimise flight and taxiing time, thereby generating fuel savings.

The design phase and preliminary work started in 2011, with works scheduled to begin in 2014 for a commercial opening in 2017. VINCI Airports, which will operate the new airport, took over operation of the existing airports, Nantes Atlantique and Saint Nazaire Montoir *(see p. 62)* on 1 January 2011.

Stadiums

— **Nice Stadium, France.** On 10 February 2011, the Nice municipality announced that the Nice Eco Stadium consortium, led by VINCI Concessions, was the winner of the 30-year partnership contract to design, finance, build, operate and maintain the city's new stadium. The 35,000 seat multi-sport facility, which will also host shows and events, will be the world's biggest timber structure. It is one of four new stadiums to be built in France – and will be one of the first to be completed – for the EUFA Euro 2016 soccer championship. The French National Sports Museum,

01. The first road PPP awarded in Slovakia covers the construction of the R1 expressway between Nitra and Tekovské Nemce (52 km). /

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currently located in Paris, will be relocated to the new stadium.

The stadium will be designed and built by a consortium comprising VINCI subsidiaries and local companies, associated with architects Wilmotte & Associés. It will then be operated by Nice Eco Stadium, supported by VINCI Facilities (a division of VINCI's Energy business line) for maintenance. The partnership contract also includes the construction and sale of a 29,000 sq. metre property development to be overseen by a company set up jointly by VINCI Immobilier and VINCI Construction France. The Nice Stadium will be the first pillar of the Eco Valley, a far-reaching urban and regional development project in the Var in the south of France, which was classified as a project of national interest in 2008.

The VINCI Group has been declared winner or preferred bidder on several other projects that were pending or under negotiation in 2010, including the CDG Express rail link in France and the Antwerp ring road in Belgium. In addition, at the end of the year, VINCI Concessions was competing for more than 45 projects in Europe, the United States and India.

Road and motorway infrastructure

Russia

— **Moscow–St Petersburg motorway.** North-West Concession Company LLC, the consortium led by VINCI Concessions, has held the concession for the first section of the Moscow–St Petersburg toll motorway since July 2009. The contract covers the design, financing, construction and operation of a 43 km section, the first part of which will be five-lane dual carriageway. The new road will alleviate congestion on the existing M10 link between Sheremetyevo International, Moscow's main airport, and the city centre. Construction costs are estimated at about €1 billion.

The reaction of ecologists and negative public opinion when the first trees were felled in June 2010 by the Russian authorities led the president of the Russian Federation to suspend the project and launch an additional phase of studies and public consultation on the motorway route. In December 2010, after several meetings with the various stakeholders, a government commission recommended maintaining the initial route but combined with specific measures to protect the environment. As a result of this position, which was later approved by the president of the Russian Federation, the parties began finalising contractual and financial aspects of the project based on a new schedule for land release and initiating the works.

Germany

— **A4 and A5 motorways.** As part of the A-Modell programme set up to finance the refurbishment and extension of the German motorway network, VINCI Concessions is the concession company for two motorway sections through Via Solutions Thüringen and Via Solutions Südwest, both owned 50%.

The **A4** was opened to traffic in September 2010, one year ahead of schedule. It is the first motorway concession in Germany. The 45 km section that runs between Gotha and Eisenach in Thuringia is one of the biggest motorway corridors crossing Germany

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02. In Germany, the A-Modell programme, awarded to VINCI Concessions for the A4 and A5 motorways, uses private investment to accelerate the modernisation of the country's motorway network. /

03. VINCI Concessions not only builds and operates motorways in Greece, but also initiates road safety awareness campaigns. /

from west to east. The contract, signed in 2007 for a period of 30 years, included the construction of a new 23 km section and taking over operation of an existing 22 km section. The works, executed notably by Eurovia, led to the opening in January 2010 of 18.5 km of three-lane dual carriageway and 6 km of two-lane dual carriageway forming the Hörselberg bypass. Since September 2010, all 45 km of the section are three-lane dual carriageway. The project also included 10 km of road deconstruction, which was completed in seven months in 2010, the concrete materials being reused as a base course to protect a new section against ice.

The concession company's remuneration is based on tolls paid by heavy goods vehicles of over 12 tonnes. The tolls are collected on behalf of the German government by the Toll Collect system, deployed and operated by a consortium including Cofiroute (VINCI Autoroutes). In 2010, average heavy-vehicle traffic on the entire section amounted to 6,700 vehicles a day.

The **A5** is a 60 km section between Offenburg and Karlsruhe in south-west Germany. The contract signed in 2009 included widening 42 km of motorway between Offenburg and Baden-Baden to three-lane dual carriageway and operating the entire 60 km for a period of 30 years. A first pavement totalling 16 km over several sections was completed in 2010. Works will continue until 2013. Heavy-vehicle traffic over the whole section amounted to an average of 9,500 vehicles a day.

Slovakia

— **R1 expressway.** The first road PPP contract awarded in Slovakia, the R1 is a 52 km two-lane dual carriageway to be built between Nitra and Tekovské Nemce. It comprises three sections totalling 46 km, together with the northern bypass around Banska Bystrica. The 30-year contract was signed in August by concession company Granvia (owned 50% by VINCI Concessions), which will be paid by the Slovakian government. The works, worth about €900 million, are being executed by Eurovia and VINCI Construction. After completion of the archaeological excavations, the focus turned in 2010 to earthworks and civil engineering structures with the aim of opening the first sections in 2011. Granvia Operation, a wholly owned subsidiary of VINCI Concessions, will operate the expressway and deploy the VINCI Group's motorway service standards on it.

Greece

— **Athens–Tsakona motorway.** Olympia Odos, owned 30% by VINCI Concessions, has held the 30-year concession contract since 2008. It covers the motorway between Athens and Tsakona, in the southern Peloponnese, via Corinth and Patras. The works, carried out mainly by VINCI Construction, continued in 2010 on the sections to be renovated and widened (120 km in total) and on the sections to be built (163 km), where operations were delayed due to difficulties associated with land release and archaeological excavations. Over the 201 km of existing motorway, Olympia Odos recorded an average of 71,400 transactions a day, of which 29,300 were in the Athens suburbs and 42,100 on the intercity sections.

— **Maliakos–Kleidi motorway.** VINCI Concessions owns a 14% interest in Aegean Motorway, the company that has held the 30-year concession for 240 km of motorway between Maliakos and Kleidi, on the Athens–Thessalonica corridor, since 2008. The upgrade of 210 km of existing sections, carried out mainly by VINCI Construction, were completed at the end of 2010. Works on the three twin-bore tunnels totalling 11 km, including one that, at 6 km, will be the longest tunnel in the Balkans, continued throughout the year. Traffic on the existing network generated an average of 75,500 transactions a day at six toll stations spread along the route.

— **Charilaos Trikoupis Bridge.** Built by VINCI and operated since 2004 by Gefyra, a VINCI Concessions subsidiary, the Charilaos Trikoupis Bridge is one of the biggest maritime bridges in Europe. It links the Peloponnese to mainland Greece over the Gulf of Corinth. Traffic averaged 12,750 vehicles a day in 2010.

01. The Liefkenshoek rail link, which is underground for 6 km, will help keep freight trains moving smoothly in the Port of Antwerp. /

02. The MMArena, which will host soccer matches, major shows, exhibitions and so on, is at the heart of Le Mans' sports excellence cluster. /

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France

— **Prado Sud tunnel, Marseilles.** Société Prado Sud, a company owned 58.5% by VINCI Concessions, has held the 46-year concession for the Prado Sud tunnel in Marseilles since 2008. The 1,500 metre tunnel, with two superimposed levels, is for use by light vehicles only. It will extend the existing Prado Carénage tunnel, also built and operated by VINCI under a concession contract, towards the city's southern districts. Construction of the tunnel started in mid-2010 following the preparatory phase launched in 2009. It is scheduled for opening in 2014.

Netherlands

— **Coentunnel, Amsterdam.** Coentunnel Company, owned 18% by VINCI Concessions, 18% by CFE (a VINCI Construction subsidiary) and 5% by CFE's subsidiary Dredging International, has held the 30-year contract for the new Coentunnel in Amsterdam since 2008. The contract calls for the construction of a 750 metre immersed tunnel with five lanes, the refurbishment of the existing tunnel, widening of the access roads (A5, A8 and A10 motorways) over 10 km and maintaining the infrastructure for 30 years. The new structure will double the capacity of the existing tunnel. It will also help to keep traffic on the western ring road around the city moving more smoothly and facilitate access to the north of the country. In 2010, the works, executed mainly by VINCI Construction and CFE, continued simultaneously on the prefabrication site for the immersed tunnel's box girders and on the project site in Amsterdam (roadworks and foundations).

Railway infrastructure

Belgium

— **Liefkenshoek link, Antwerp.** Locorail, the consortium in which VINCI Concessions and CFE (a VINCI Construction subsidiary) each have a 25% holding, has been the concession company for the new Liefkenshoek underground rail link in the Port of Antwerp since 2008. The 42-year contract calls for the design, financing, construction and maintenance of 16 km of double-track line. This additional link will help alleviate the dense rail traffic in the Port of Antwerp. The works, carried out mainly by VINCI Construction and CFE, include building a 6 km twin-tube tunnel, an aqueduct and 7 km of civil engineering structures. They entered full production phase in 2010 with the installation and start-up of the two tunnel boring machines that are working simultaneously in the two tubes. The structure is scheduled to be opened to traffic in 2014.

France

— **Rhônexpress, Lyons.** Rhônexpress, the first concession in France for a rail link between a city centre and airport, was opened on 9 August 2010. Less than four years elapsed between the award of contract to a consortium led by VINCI Concessions (35.2%) and the commercial opening of the 23 km light rail system that now runs between Lyons' Part

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03. In Lyons, the speed and regularity of the Rhônexpress link are the primary reasons for customer satisfaction. /

04. In 2010, 1.7 million spectators attended events at the Stade de France. /

Dieu railway station and the city's Saint Exupéry airport in under 30 minutes. All three of VINCI's Contracting business lines were involved in the line's design and construction, with VINCI Concessions as programme manager.

Reliable and regular, Rhônexpress operates 365 days a year from 05.00 until midnight, with a train every 15 minutes between 06.00 and 21.00. It provides a high level of service, including air-conditioned carriages, information screens giving flight schedules, electrical outlets, luggage storage space and the permanent presence of an on-board customer care agent.

Traffic during the first months of operation was better than projected, with almost 400,000 passengers between 9 August and the end of the year. The first customer survey, carried out three months after the line's opening, revealed 94% customer satisfaction. The primary reason for satisfaction was given as comfort; the primary reason for using the service was its speed and regularity.

Stadiums

France

— **Stade de France, Saint Denis,** near Paris. Co-built by VINCI and operated by a consortium in which VINCI Concessions has a 67% interest, the Stade de France generated revenue of over €90 million in 2010. A total of 1.7 million spectators attended 16 sporting events (including the finals of France's Top 14 rugby union competition, Europe's Heineken rugby cup and the French national and league soccer cups) and seven concerts or shows (including AC/DC, Indochine, U2, Yannick Noah and Verdi's *Aida*). The consortium signed a new agreement with the French soccer federation that binds the partners together until the end of the concession in 2025.

In international business, Sail StadeFrance Operating Company, a consortium subsidiary, contributed to the smooth running of the 2010 FIFA World Cup in South Africa by bringing the Cape Town stadium – voted the best in the competition – into operation. Meanwhile, Stade-France Live Events, another consortium subsidiary, produced its first live show outside the Stade de France: Ben-Hur in the ANZ Stadium in Sydney, Australia.

— **MMArena, Le Mans.** 2010 was a year of intense activity on the MMArena construction site in Le Mans in the lead-up to the official opening of the stadium on 29 January 2011. It took less than three years to build this new-generation stadium – the first in France to be given the name of a company under a naming rights agreement – after signature of the concession contract by Le Mans Stadium, a VINCI Concessions subsidiary. Designed as a multi-purpose facility and part of the Le Mans sports excellence cluster, the MMArena has 25,000 seats and all the equipment needed to host sports and cultural events, as well as corporate conventions and events, thanks to 3,000 sq. metres of reception areas. About a dozen VINCI Construction, Eurovia and Energy business line entities participated in erecting the stadium, whose innovative, lightweight architectural design required smaller quantities of materials.

01. In Cambodia, Phnom Penh and Siem Reap airports handled 3.2 million passengers in 2010. /

01

Mushrooming growth of Artisans d'Angkor

Through subsidiary SCA, VINCI Concessions is a founding partner and shareholder in Artisans d'Angkor. The aim of the company, which was created with public and private funds, is to foster the development of Khmer crafts while opening up job opportunities to the underprivileged populations in the region of Siem Reap (where SCA operates the airport that serves the Angkor Temple site). At the end of 2010, it employed 1,160 people, including 840 craftsmen, benefitting from guaranteed regular revenue and comprehensive welfare benefits. Spread over about 20 villages where the employees weave silk, carve wood or stone, make lacquerware or work with marble or precious metals, Artisans d'Angkor supports about 5,000 families and preserves the vitality of the rural fabric, slowing down the exodus of people towards the city. Four new weaving workshops were created in 2010, together with a shop in the Cambodian capital, boosting the business's commercial growth.

VINCI Airports

France

— A significant player in the French regional airports sector, VINCI Airports took a major step forward in its growth strategy with the signature in December 2010 of the concession contract for the new Nantes area airport and two existing airports *(see p. 57)*. VINCI Airports will operate the new airport when it is opened, scheduled for 2017. On 1 January 2011, when the contract came into force, the company took over operation of Nantes Atlantique airport (which handled over 3 million passengers in 2010) and Saint Nazaire Montoir airport, which specialises in hosting aero-industrial business activities, mainly to serve the local Airbus plant.

Prior to the above, the year was marked by the signature of another new deal: the public service contract for Rennes and Dinard-Saint Malo airports for a period of 14 years and 10 months. This contract was awarded by the Brittany regional council to a consortium in which VINCI Airports has a 49% interest. It came into force on 1 March 2010. VINCI Airports operates four other French airports under public service contracts: Clermont Ferrand-Auvergne, Grenoble-Isère, Chambéry-Savoie and Quimper-Cornouaille, through operating companies owned almost 99% by the Group following its acquisition of most of Keolis's shares on 31 December 2009.

Lastly, VINCI Airports was selected in December 2010 as operator of Ancenis airport from 1 May 2011 for a period of seven years. In total, the airports operated by VINCI Airports in France (excluding those in Nantes) generated traffic of 1.6 million passengers in 2010.

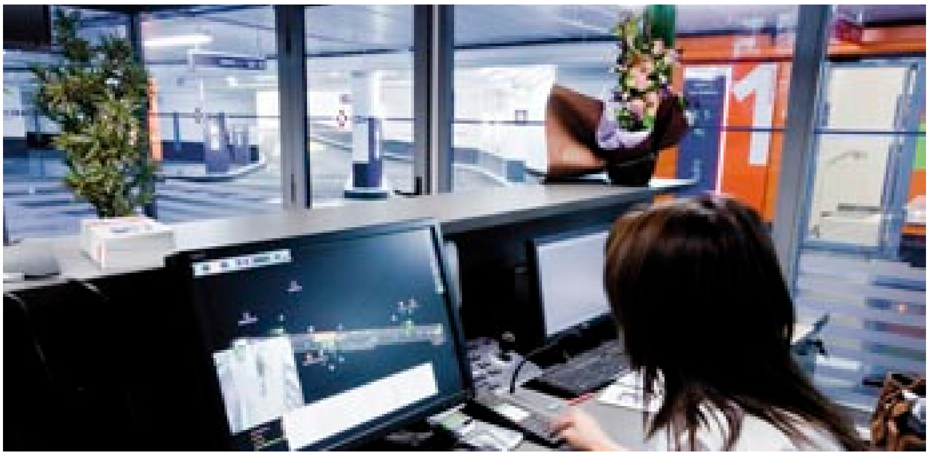
Through its subsidiary Park Azur, VINCI Concessions holds the concession for the new car rental firm business complex at Nice Côte d'Azur airport under the terms of a PPP that includes construction, operation and maintenance of the facility until 2040. The first tranche was delivered in 2010; completion of the second should enable full commissioning of the facility in mid-2011. The complex has the capacity to accommodate 2,500 vehicles.

Cambodia

— VINCI Airports' presence in Cambodia for the past 15 years is an illustration of the spirit of shared development that the Group adopts when taking on PPPs. Since 1995, through subsidiary SCA, VINCI Airports has been the concession operator of Phnom Penh airport, which has been profoundly modernised over that time. In the early 2000s, the company extended its scope to include Siem Reap airport, which has also been modernised and equipped with a new international passenger terminal to help develop tourism at the Angkor Temple sites. This was followed in 2006 by the addition of Sihanoukville airport to its portfolio. Initially only a modest sized airport, it has been totally refurbished and can now handle about the same number of passengers as Siem Reap. The challenge is to make the Sihanoukville region a new business and tourist destination, taking advantage of its outstanding natural beauty and its offshore oil and gas reserves.

In 2010, business was very brisk at Phnom Penh and Siem Reap airports, with traffic totalling 3.2 million passengers, up 17% over the year. Freight traffic grew even more sharply, in the order of 50%. SCA is thus supporting Cambodia's development against a backdrop of growth in South-East Asia, driven by the Chinese economy, that should stimulate continuous growth in international travel and trade over the coming years.

02



03

02. and **03.** In application of its stringent quality of service standards, VINCI Park adopted a new decor concept, which emphasises light and facilitates vehicle location. /

Anticipating the growth of electric vehicles

In 2010, VINCI Park initiated reflection on the installation of infrastructure for charging electric vehicles in its car parks and on the creation of associated services. To benefit from the experience of an automaker that is heavily involved in the development of electric vehicles, VINCI Park joined forces with Renault and is participating in the company's electric mobility trials in the Seine valley.

In November 2010, Air France decided to start operating service between Roissy-CDG in Paris and Phnom Penh from March 2011. This will be the first link between Cambodia and Europe since 1974.

VINCI Park

— VINCI Park's business improved in most of its markets in 2010, generating 3.5% growth in revenue to €596 million (up 0.7% on a comparable basis). The successful conclusion of new contracts and continuation of its external growth policy in the international arena produced an 11.2% increase in the number of parking spaces managed, from 1,250,000 to 1,390,000.

France

— Revenue generated in France increased 0.8%. The proactive local marketing policy added more than 10,000 new season ticket holders during the year. Hourly occupancy, meanwhile, which decreased slightly in 2009, stabilised at the beginning of 2010 before picking up in most regions from the summer onwards. However, industrial action and bad weather disrupted hourly occupancy at the end of the year. In terms of development, VINCI Park won some significant public service contracts for parking in Cergy Pontoise (20 car parks totalling 5,250 spaces), a hospital car park in Bordeaux (2,300 spaces) and several car parks in Arcachon (660 spaces) and Joué lès Tours (310 spaces). VINCI Park also purchased the freehold of a 500-space car park in Marseilles and won new service contracts, including in Ivry, Saint Nazaire and Paris.

In addition, numerous contracts were renewed. These included public service contracts for on-street parking in Saint Cloud (3,300 spaces), a car park in Hyères (600 spaces), seven others in Grenoble (3,130 spaces) and the Concorde car park in Paris (860 spaces), as well as service contracts for car parks in Toulon (2,500 spaces), Lyons (9,300 spaces) and Marseilles (340 spaces), several car parks in Grenoble (2,530 spaces) and the Bordeaux-Mérignac airport car park (6,800 spaces).

Lastly, several new car parks built within the framework of public service contracts were brought into service during the year. These included the Hôpital de la Conception car park in Marseilles (930 spaces), Parmentier car park in Neuilly sur Seine (345 spaces) and the Paixhans and Mazelle car parks in Metz (680 spaces).

International

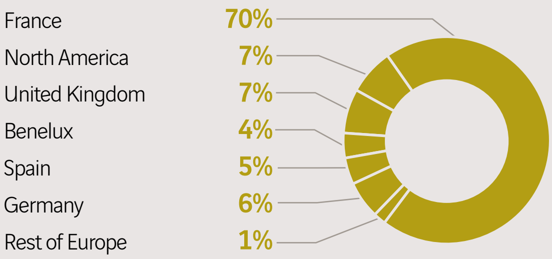
— Outside France, revenue increased 10.5% to €180 million. External growth momentum and the successful conclusion of new contracts largely offset the sluggishness of hourly occupancy in several markets.

In Europe, VINCI Park significantly strengthened its position in the United Kingdom, where the acquisition of Meteor in September 2010 made it the country's fourth largest operator, with a portfolio of 125,000 spaces managed. About 10 contracts were renewed during the year, both for parking

VINCI Park

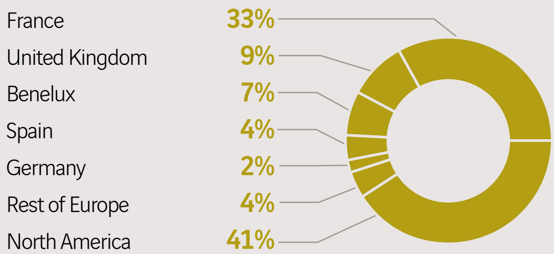
Revenue by geographical area[1]

(As a percentage)



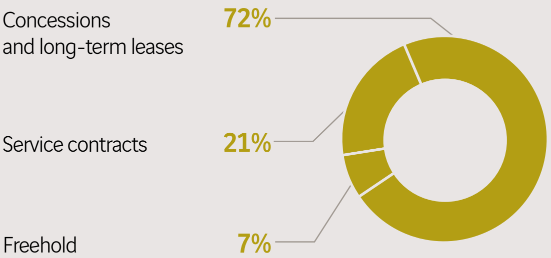
Spaces by geographical area

(As a percentage)



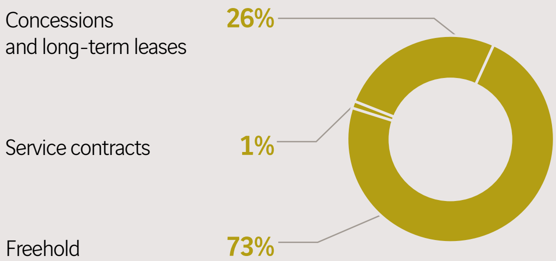
Revenue by type of contract[1]

(As a percentage)



Spaces by type of contract

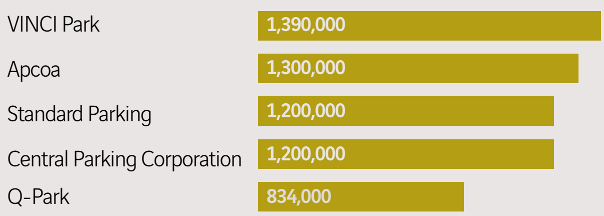
(As a percentage)



(1) Excluding concession subsidiaries' revenue derived from works by third parties.

VINCI Park's competitive position*

(Number of spaces operated)



** Source: internal study; company literature.*

facilities (Wandsworth and Cardiff in particular) and on-street parking (Calderdale, Slough, Bromley and Bracknell Forest). There was also steady growth in the hospital car park sector, with new contracts for hospitals in Singleton, Morriston and Stevenage, and the launch of works for a hospital car park in Gloucester.

VINCI Park continued to grow in Belgium, where its on-street parking management business was strengthened by the extension of several contracts and new contracts won in two towns, Zaventem and Merelbeke. VINCI Park's scope also extended to five new car parks in Anderlecht, Ixelles, Alost and Mechelen, totalling over 1,000 spaces. In Luxembourg, it added a new 150-space car park to its portfolio.

In Spain, the year was marked by several successes in the airport sector, with new contracts for the car parks at Valladolid airport (385 spaces) and La Palma airport (2,500 spaces), and the renewal of the contract at Grenada airport (555 spaces). VINCI Park also grew in Zaragoza by extending its business to include 6,700 on-street parking spaces and opening an eighth car park.

The company won new contracts in Germany (Schweinfurt, 650 spaces), Slovakia (600 spaces) and the Czech Republic, where it strengthened its position as market leader with a new car park in Prague (160 spaces).

In North America, LAZ Parking in the United States continued its growth momentum with the acquisition of Interpark, which enabled it to expand in such major cities as Atlanta, Philadelphia and Washington. A combination of organic and external growth increased the number of spaces managed from 368,000 to 435,000. In Canada, VINCI Park strengthened its position in valet parking by taking over Northern Valet. It also slightly increased the number of spaces managed and won two major contracts in Calgary (1,200 spaces).

In Qatar, VINCI Park opened a new avenue for international growth by signing a partnership agreement with Qatari Diar Real Estate Investment Company, extending the urban development project focus already developed jointly by VINCI and the Qatari fund to parking. The purpose of the company created by the two partners (QDVP, owned 51% by Qatari Diar Real Estate Investment Company and 49% by VINCI Park) is to study and build parking infrastructure to support Qatar's development, and then operate the facilities, establishing a range of sophisticated services adapted to the local market. A first car park with 1,000 spaces is expected to become operational in Doha in 2011 under this partnership arrangement. Several other projects are being studied, including one for managing car parks currently under construction by QDVC, a company jointly owned by Qatari Diar Real Estate Investment Company and VINCI Construction Grands Projets, in the new city of Lusail.

Outlook

The major successes of 2010, combined with the large number of contracts won in earlier years and now under construction, point to a year of intense activity for VINCI Concessions in 2011.

Most very large transport infrastructure and public facilities projects now take the form of PPPs, and VINCI Concessions will continue to be the flagship for VINCI's ambitions in this area. Its strategy seeks both to strengthen its positions in the European markets where it is already present and to set its sights on new horizons, especially in North America and other countries where the Group can lever the experience gained by its Contracting divisions.

VINCI Concessions plans to follow the same pragmatic, measured approach in diversifying its business portfolio. It will build on its well-established positions in road and parking infrastructure to expand into railways and airports, as well as major public facilities such as sports arenas. The recent, and increasingly large, projects won in each of these segments are milestones in this direction. This strategy will embrace both greenfield and brownfield projects, depending on the circumstances.

VINCI Concessions will simultaneously pursue its drive to improve the performance of the infrastructure it operates, through productivity gains, more aggressive marketing, and the development of new services, as VINCI Park has abundantly illustrated.

In the longer term, VINCI Concessions is fully aligned with the powerful trends at work in its markets. The growing importance of mobility issues and increasing urbanisation will create tremendous demand for new and upgraded infrastructure, leading to increasingly large and complex projects. By combining the size and financial strength of the VINCI Group with its capacity to deploy a full range of skills as a concession company, investor, builder, operator and service provider, VINCI Concessions will enjoy a decisive competitive advantage.

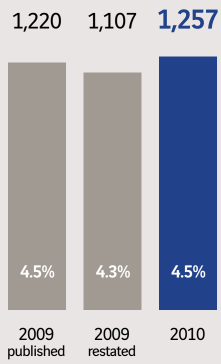
"VINCI Concessions is setting its sights on North America and other countries where the Group can lever the experience gained by its Contracting divisions."

Contracting

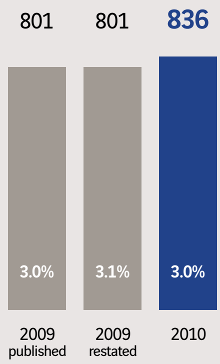
— At the heart of the Group's integrated model, the Energy business line, Eurovia and VINCI Construction form an unrivalled network of expertise and companies. In 2010, their 163,000 employees worked on 262,000 projects in some 100 countries.

Revenue
(in € millions)

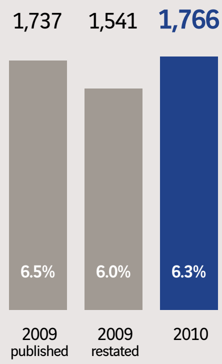
Operating profit from ordinary activities
(in €m and as % of revenue)



Net profit attributable to owners of the parent
(in €m and as % of revenue)

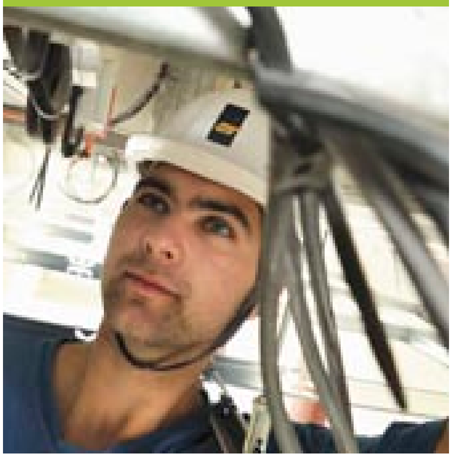


Cash flow from operations (1)
(in €m and as % of revenue)

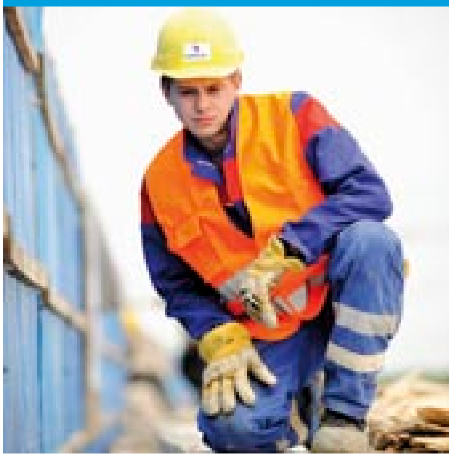


(1) Before tax and cost of financing.
(2) At 31 December.
Restated: data restated in accordance with IAS 31, change of method: election for equity accounting of jointly controlled companies.

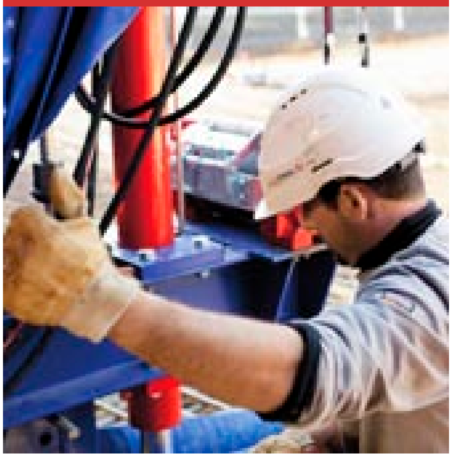
68
Energy business line



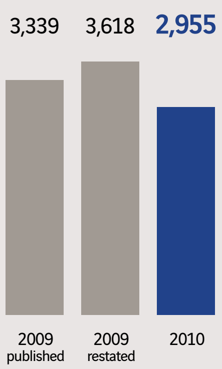
76
Eurovia



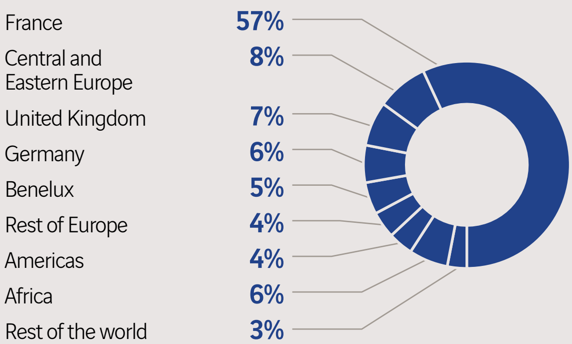
84
VINCI Construction



Net financial surplus [(2)]
(in € millions)



Revenue by geographical area
(As a percentage)



Energy business line

Competitive position of the Energy business line in its main markets

FRANCE
Energy substantially boosted its position and extended its geographical coverage and expertise with the acquisition of Cegelec and Faceo in 2010. Main competitors are Ineo and Cofely (GDF Suez), Spie, Eiffage Energie and ETDE (Bouygues).

GERMANY
The Energy business line is a major provider of thermal engineering (insulation, fire protection, climate engineering) services. It expanded its electrical installation operations with the acquisition of Cegelec and facilities management operations with that of Faceo. Competitors are Bilfinger Berger Power Services and Thyssen Krupp Industrial Services for insulation, Minimax for fire protection, and Imtech and Siemens for electrical installation.

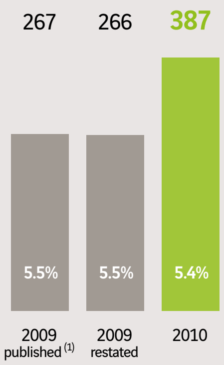
BENELUX
Energy substantially increased its operations in this geographical area thanks to the contribution of Cegelec. Main competitors are GDF Suez Energie Services and Imtech.

SWITZERLAND
Energy operates in electrical installation and telecommunications. Main competitors are Burkhalter and Alpiq.

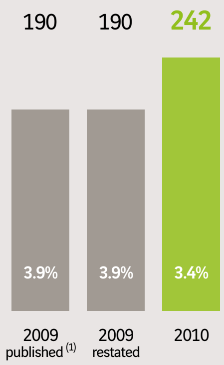
Sources: in-house studies and company literature.

Revenue
(in € millions)

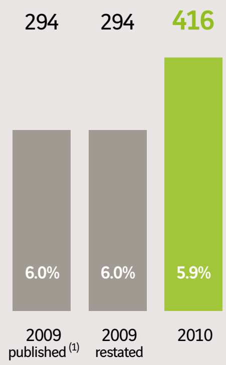
Operating profit from ordinary activities
(in €m and as % of revenue)



Net profit attributable to owners of the parent
(in €m and as % of revenue)



Cash flow from operations (2)
(in €m and as % of revenue)



Net financial surplus (3)
(in € millions)

(1) Including the impact of the creation of VINCI Facilities.
(2) Before tax and cost of financing.
(3) At 31 December.
Restated: data restated in accordance with IAS 31, change of method: election for equity accounting of jointly controlled companies.

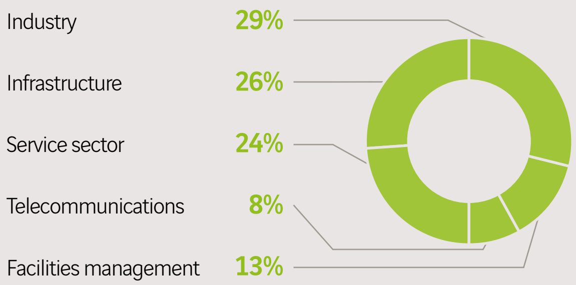
VINCI's Energy business line grew out of the combination of VINCI Energies and Cegelec in 2010, and includes the newly created VINCI Facilities. Businesses and public authorities draw on the extensive know-how of its 59,000 employees to deploy, equip, operate and optimise their energy, transport and communications infrastructure, industrial facilities and buildings.

The Energy business line combines expertise in its own technology areas – electrical power, HVAC, mechanical engineering, and information and communication technologies – with expert knowledge of its customers' businesses. It leverages this twofold expertise to develop high value added solutions in response to customers' demands for efficiency, reliability and safety.

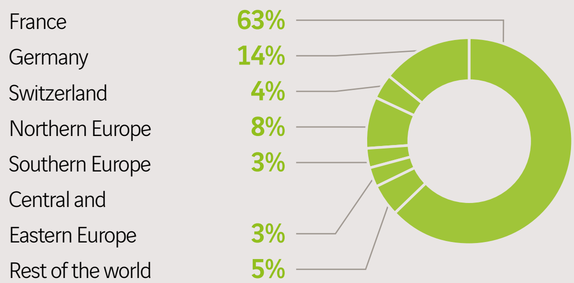
These solutions support customers throughout their projects' lifecycle, from project engineering and execution to maintenance, operation and facilities management. Thanks to an exceptionally dense network of 1,500 companies in 38 countries (20 in Europe), the Energy business line combines global reach with local service.

As a key player in energy efficiency and renewable energy, the Energy business line's expertise in integrating complex systems is a key component of VINCI's comprehensive solutions.

Revenue by business sector
(As a percentage)



Revenue by geographical area
(As a percentage)



01. Reinforcement of the 2 x 400 kV Tamareau-Tavel high voltage line in southern France. /

02. Multi-technical maintenance and multi-services for buildings. /


01


02

Stable economic performance and enhanced resilience

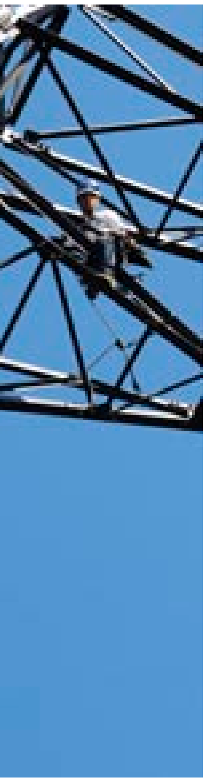
The Energy business line's wide range of technical and geographical areas of activity enabled it to weather the downturn across variable markets. The arrival of Cegelec and the creation of a division specialising in multi-technical maintenance and facilities management further enhanced the business line's resilience.

Two paramount events shaped 2010 for VINCI's Energy business line: the combination of VINCI Energies and Cegelec, announced in August 2009 as part of the strategic VINCI-Qatari Diar Real Estate Investment Company partnership and closed in April 2010; and the creation of VINCI Facilities. With these two moves, a new energy services and facilities management major was founded. It is the leader in most of its French markets and a leading player in its European and international markets. The Energy business line now accounts for 25% of revenue within the Group's Contracting business (up from 19% in 2009).

The VINCI Energies-Cegelec combination further strengthened the Energy business line's European networks, especially in France, Germany, the Benelux region, Spain and Switzerland. It opened up new prospects outside Europe, as Cegelec is well established in the Middle East, Africa, Indonesia and Brazil. The combination optimises coverage of Energy's main markets – energy infrastructure, monitoring and control, climate and thermal engineering, communication technologies – and reinforces the range of its services in specific segments such as oil and gas, space and nuclear. Energy can also build on Cegelec's longstanding experience in managing complex major projects, especially those with a systems component such as energy generation and transmission infrastructure.

Meanwhile, in a step marking the Group's determination to expand its Contracting business into long-term and recurrent business activities, it set up a dedicated facilities management division. VINCI Facilities was created in a dual move: first, the integration of VINCI's service sector maintenance business units (VINCI Construction's Manei and SKE and VINCI Energies' Opteor Tertiaire) and Cegelec's service sector maintenance activities; and second, the acquisition of Faceo from Apax Partners SA in July 2010. A benchmark in facilities management with a multi-site and multi-country offer of services, Faceo had 2,500 sites under management at the end of the year, spread across the world and covering 8 million square metres and 250,000 occupants. VINCI Facilities generates full-year revenue of some €1.2 billion and has 7,000 employees and locations in about 20 countries. As such it has the scale and expertise needed to develop services for buildings and their occupants in Europe and beyond, operating as a single-source provider under multi-year contracts with a performance guarantee and a reporting commitment.

Against this backdrop, revenue of the Energy business line increased 46.1% in 2010. On a comparable basis, it remained virtually unchanged (-0.3%) from 2009, following a sharp contraction (6.6%) the previous year. The ongoing policy of selective order taking, combined with efforts to adapt structures and control overheads, have kept operating margin at a good level (5.4% of revenue).



03

04

03. Runway and aircraft parking area lighting at the new Doha International Airport in Qatar. /

04. Connection of 42,000 panels and all HVA-LV components at the 8.9 MWp solar farm in Saint Clar de Lomagne in south-western France. /

Infrastructure

Energy

— The power generation, transmission, distribution and transformation activity continued to be buoyed by public and private sector investment in the expansion and modernisation of infrastructure and equipment. In France, where RTE has doubled its investments over the past two years, Energy business units are taking part in the national power transmission grid capacity reinforcement and safety upgrade programme, building on both their strong engineering skills and their extensive works capabilities; their expertise in monitoring and control and supervision equipment supports the development of the "intelligent layer" of grids. Another noteworthy event in France was the award by EDF of a major seven-year contract to refurbish the electrical equipment of 16 units that are part of France's nuclear installed capacity.

The development of renewable energy sources is a trend that holds out long-term prospects for the Energy business units. Their photovoltaic generation activity accounted for revenue of around €100 million in 2010. Orders won during the year included the Miradoux solar farm in south-western France, built under a turnkey design-build contract, and the Saint Clar de Lomagne facility, for which the Group connected 42,000 solar panels and all associated equipment. Four solar farms are under construction in the French West Indies-French Guiana region in a follow-up to the handover of the Marie Galante solar farm in Guadeloupe.

In the rural electrification market, business remained stable, bolstered by local authority investments in grid modernisation and power line undergrounding. In urban lighting, an area in which the Citéos brand offers solutions enabling local authorities to save up to 60% of their energy bill by installing new-generation equipment and control systems, three new public-private partnerships were signed during the year: Pointe à Pitre in Guadeloupe and Aix les Bains and Sassenage in south-eastern France. A number of major contracts were also renewed, including the one covering public lighting management in the city of Marseilles.

Outside France, a major contract was won in Morocco (VINCI share: €96 million) as part of a consortium led by GE Energy, to implement all auxiliary electrical and mechanical (balance of plant) equipment and perform civil engineering work at the new 315 MW conventional thermal power station in Kenitra north of Rabat. Cegelec is also building two 400 kV high-voltage lines in Morocco totalling more than 300 km in length. In Abidjan, Ivory Coast, the Energy business line handed over a 110 MW conventional thermal power station to Compagnie Ivoirienne de Production d'Electricité (CIPREL) under a turnkey project with a value of €55 million.

01

02

Climate control and high-tech equipment security for the new Société Générale trading room

Two years after the handover of the Granite tower, VINCI is continuing work on the new Société Générale trading room, which as one of Europe's largest, will be used by 3,500 market traders starting in 2012. Once VINCI Construction completed structural works, Energy business line teams set to work on the 160 metre long "horizontal tower" built on the cover over the Boulevard Circulaire ring road in Paris's La Défense business district. Cegelec France is handling climate control, ventilation and heating infrastructure, which includes a system for detecting the level of carbon dioxide emitted by occupants so as to precisely calculate the outside air intake required and thus save energy consumption. VINCI Energies France, for its part, is rolling out the networks (3,700 km of voice-data-image cables, 60 km of optical fibre) needed for the operation of the trading room. The facility will also be protected by state-of-the-art safety systems (3,500 fire detectors, 520 emergency exit management systems, 350 badge readers, 200 CCTV cameras, 350 loudspeakers).

Transport

— The Energy business line's expertise in transport infrastructure equipment and systems, boosted by the contribution of Cegelec, was in evidence in a large number of projects, many carried out in collaboration with the other VINCI divisions. Two urban transport systems – both emblematic project references for the Group – were completed in France during the year: the Rhônexpress light rail link between Lyons city centre and Saint Exupéry airport, and the 11 km A86 Duplex tunnel *(see p. 47)* in the Greater Paris area, the second section of which was brought into service in January 2011. The tunnel's operating system connects 120,000 control points and sets a new standard in safety and supervision systems. Energy business units are taking part in other projects in cooperation with other Group entities: the Escota motorway renovation programme, the construction and renovation of the Croix Rousse tunnels in Lyons, and the construction of the Sud Europe Atlantique high-speed rail line between Tours and Bordeaux *(see p. 56)*.

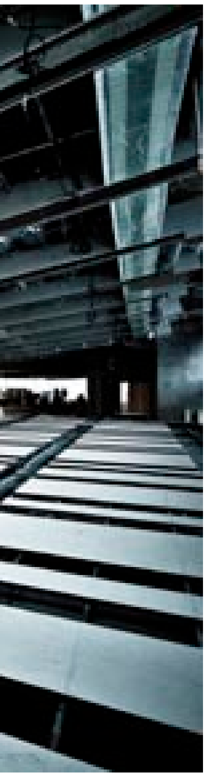
The Energy business line was involved in a large number of underground works in France and elsewhere (motorway tunnels in the Greater Paris area, the Elbe tunnel in Hamburg, the Lilienberg tunnel in Austria). Energy business units worked on and won contracts for a total of about 10 light rail projects, including those in Le Havre and Montpellier in France (together with VINCI Construction and Eurovia) and those in Barcelona, Spain, Bucharest, Romania, and Rabat and Casablanca, Morocco.

Industry

— Energy business units held up well in an industrial market that remained very sluggish. Despite the freeze or postponement of many investments, business volume remained comparable to the 2009 level in this market. The Energy business line owes its ability to weather the downturn to two factors: its local roots in a geographically widespread range of industrial areas, which generate a substantial number of contracts with regular and even longstanding customers; and its ability to design solutions tailored to the specific features of each industrial sector and thereby become its customers' "process expert".

This profile, extending across a wide range of industrial sectors, enabled Energy business units to make the most of those segments that remained buoyant – especially chemicals, pharmaceuticals, food processing, aerospace and environmental engineering. A few examples of the many projects carried out in these markets are, in France, the installation of an A350 assembly line for Airbus in Toulouse and the new supervision system at the water production plant in Neuilly sur Marne, one of the world's largest with a capacity of 600,000 cubic metres per day; and in Germany, the electrical systems and instrumentation at the new 100 MW Frankfurt-Höchst waste-to-energy plant.

The integration of Cegelec also strengthened Energy's positions in the high-tech oil and gas infrastructure sector. Business volume at exploration and drilling sites – most of them outside Europe – accounted for annualised revenue of



03

01. Execution of the technical works packages (HVAC, IT wiring, security systems) at the new Société Générale trading room in La Défense, Paris. /

02. Electrical system and process control installation at the Biopole waste-to-energy facility in Angers. /

03. Fire protection equipment (sprinkler heads) as part of the Prague central railway station renovation. /

about €300 million. The business units also took part in major processing and storage infrastructure projects such as the re-gasification terminal in Rotterdam, the Netherlands (a project led by VINCI Construction) and the new GDF underground natural gas storage site in Hauterives in southern France. They are also modernising the pipe system and instrumentation at the oil refinery in Cameroon.

Service sector

— In the service sector, as in industry, Energy's wide range of activities, expertise and projects gave its business units substantial resilience in a sector that was still struggling, especially in the office space segment. Here, however, and in major building projects in general, synergies with VINCI Construction boosted volume and order intake. Cases in point are the new trading room for Société Générale (see opposite) and the Descartes high-rise in Paris's La Défense business district, the Louis Vuitton Foundation building in Paris, the CMA-CGM tower in Marseilles and the MMArena in Le Mans, for which VINCI Energies France implemented the full range of technical works packages. In Brussels, Cegelec Belgique is taking part in the construction of the new Nato headquarters building and has won a major order to implement all electrical and climate engineering infrastructure at the new building of the Council of the European Union.

Business volume held up in the hospital sector, where complexity and reliability requirements enable the Energy business line to make the most of its skills. Major projects currently under way are hospitals in Lagny-Marne la Vallée and Valenciennes in France and Charleroi and Ghent in Belgium. New contracts have been signed as well. These notably include the renovation of the Vinatier hospital complex in Lyons, the Rangueil hospital in Toulouse and the hospital in Creil; and construction of new hospitals in Gothenburg, Sweden, and Loures, Portugal. A similar trend is observed in private-sector buildings with special technical and energy-related requirements, such as shopping centres, logistics hubs and data centres, in which technical works packages can account for up to 70% of the overall investment. These projects afford an opportunity for Energy business units to offer comprehensive services by making the most of their networking capacity.

More broadly, service-sector building contracts are increasingly including energy performance requirements, especially in France, where the regulations enacted in the wake of the Grenelle Environment Forum will make low-energy buildings compulsory starting in 2011. The energy efficiency market therefore constitutes a growth driver – for new construction in the short term and for the existing building stock, which will have to undergo major thermal renovation programmes, in the medium term.

Maintenance

— Energy optimisation is also a growth driver for services to buildings and their occupants. The entities brought together in VINCI Facilities are putting together comprehensive service packages that will enable their customers to better manage and control their energy consumption.

A high point occurred at the end of the year when Faceo signed a major contract with BASF covering the chemical group's 60 properties in Western Europe. BASF entrusted the management of its general services (technical building maintenance, cleaning, security, catering, reception, photocopying, archives, grounds, vehicle fleet management, etc.) to a single provider in a move to optimise costs and streamline the operation of its support services.

01. Work on Telekomunikacja Polska's fixed-line telephone network near Warsaw. /

02. Implementation of the audiovisual equipment for the new Earth space at the Vulcania educational theme park in Auvergne. /

02

01

Other contracts won by VINCI Facilities in 2010 included the head office of Dassault Systèmes in France and the maintenance contract covering 2,000 housing units at the US Air Force base in Kaiserslautern, Germany, the largest such base outside the United States.

Communication

Infrastructure

— The year's major event was the award to a VINCI-led consortium of the partnership contract for the rollout on the French rail network of the GSM-Rail system, a digital ground-to-train communication technology that is compatible with European standards *(see p. 56)*. The concession company awarded the design-build contract for the system to Synerail Construction (in which VINCI Energies holds 60% and SFR 40%). Following the engineering phase, which got under way in 2010, the company will be rolling out 1,900 radio sites, 12 to 35 metre high equipment and 1,700 km of optical fibre along 12,000 km of rail lines and equipping 300 tunnels with radio coverage. The total volume of business (engineering, design studies) for VINCI Energies, over a period of five years, is €215 million.

In other radio communications markets, Graniou's business activity was boosted by operator investments in network capacity extensions and 3G technology rollouts. The arrival of a fourth operator in the French market, Free Mobile, also helped to boost volume.

In fixed-line telecommunications, the rollout of FTTH (Fiber to the Home) optical fibre networks continued to drive the French market. Graniou worked with all market operators to equip the main French cities. The Energy business line also partners with local authorities to implement their broadband networks. Projects of this type are under way in the Ain department and in the north-eastern part of the Greater Paris area, where Graniou is rolling out a 120 km network in coooperation with VINCI Construction.

Outside France, Graniou also regularly acts as a partner of equipment manufacturers such as Ericsson in Denmark, and of operators such as SwissCom in Switzerland and TPSA in Poland, which entrusted to it the implementation of a copper and optical fibre network to link seven of its sites in the Poznan, Opole and Katowice regions.

Business communications

— In business communications, Energy recorded strong growth in markets driven by the advent of IP networks and new technologies that reduce costs and offer new services – trends that drive equipment renewal. Against this backdrop, the companies belonging to the Axians network took advantage of their positioning in high-potential segments such as telephony over IP, network and information system security, unified communications (convergence of technologies and fixed-line and mobile services) and collaborative communications (video-conferencing, teleworking, document sharing), all of which have been undergoing strong development in the context of the economic crisis and the resulting move to cut back on travel, as well as environmentally responsible solutions such as virtualisation of server parks. Lastly, Axians is working with the other entities in the Energy business line to develop urban CCTV systems.

Outlook

The Energy business line expects its business to grow in 2011, in the first place because of the full-year consolidation of Cegelec and Faceo, but thanks also to its robust overall resilience in its markets. The reconfigured business line, spanning an even broader array of expertise and geographies, will be further able to withstand economic headwinds.

Medium- and long-term growth prospects look strong in all of the Energy business line's markets.

Infrastructure. A series of huge construction and renovation programmes to boost capacity and upgrade networks, increase energy efficiency and develop renewable energies will buoy energy-related markets in the years to come. Numerous opportunities will also arise in energy production, especially in oil and gas and nuclear power. In transport infrastructure, the increasing number of very large projects, particularly ones harnessing the full spectrum of VINCI's capabilities, will showcase the Energy business line's systems integration capabilities.

Industry. Investment in manufacturing efficiency and expanding growth sectors such as environmental services will stimulate activity in this area. In the longer term, rising production costs in emerging countries and the growing focus on the carbon footprint of long-distance transport are bound to favour European industry once again.

Service sector. The search for energy efficiency, often in response to new regulations, will give a powerful boost to investment in new low energy buildings, and in renovating and improving the insulation of existing buildings. These investments will help accelerate construction and modernisation programmes for public amenities such as hospitals, schools, entertainment and cultural facilities. In the private sector, investment will also focus on technically advanced structures such as logistics bases and IT facilities, and on new generation green office buildings. Increasing demand for integrated facilities management solutions will also fuel growth in this business line.

Telecommunications. The trend to very fast broadband services means operators need to invest continuously in expanding and upgrading their infrastructure. This will apply to businesses as well, whose performance and competitiveness depend increasingly on the quality of their information systems and communication networks.

Synergies with the other VINCI business lines will be a crucial growth driver in most of these markets.

"Medium- and long-term growth prospects look strong in all of the VINCI's Energy business line's markets."

Eurovia

Eurovia's competitive position in its main markets

FRANCE
In the road and rail works market, Eurovia holds second place behind Colas and ahead of Eiffage Travaux Publics. The fragmented market is otherwise shared by about 8,300 local and regional contractors.
With the acquisition of the Tarmac quarries in 2010 Eurovia became the leader in the aggregates market, in which Colas and cement groups such as Lafarge and Ciments Français operate alongside more than 1,500 other producers.

GERMANY
Eurovia GmbH is number two behind Strabag. The other players are regional in scope.

CZECH REPUBLIC
Eurovia CS is the leader in road and rail works. Its main competitors are Skanska, Metrostav and Strabag.

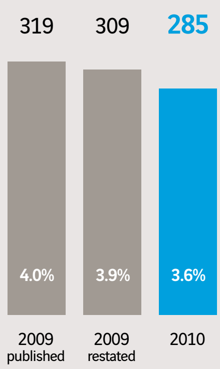
UNITED KINGDOM
Eurovia subsidiary Ringway is a major player in long-term maintenance contracts. Its main competitors are Carillion, Amey and Jarvis.

NORTH AMERICA
The Hubbard Group, a subsidiary of Eurovia, ranks number two in the south-eastern United States behind Archer Western Contractors. In Quebec, Eurovia subsidiary DJL is in second place after Sintra, a subsidiary of Colas.

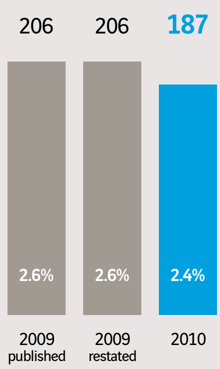
Sources: in-house studies, Fédération Nationale des Travaux Publics, Union Nationale des Producteurs de Granulats, company literature.

Revenue
(in € millions)

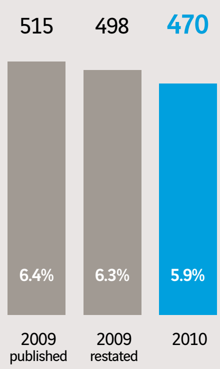
Operating profit from ordinary activities
(in €m and as % of revenue)



Net profit attributable to owners of the parent
(in €m and as % of revenue)



Cash flow from operations (1)
(in €m and as % of revenue)



Net financial surplus (2)
(in € millions)

(1) Before tax and cost of cost of financing .
(2) At 31 December .
(3) Restated: data restated in accordance with IAS 31, change of method: election for equity accounting of jointly controlled companies.

Eurovia is a world leader in transport and urban development infrastructure. While continuing to nurture its strong roots in France, 42% of its revenue now comes from its international operations, primarily in Western and Central Europe (Germany, the United Kingdom, Spain, the Czech Republic, Slovakia and Poland), and in the United States, Canada and Chile.

Eurovia is a multimodal construction firm, with integrated contracting and materials production business lines and a broad diversity of expertise, spanning:

– transport and urban development infrastructure. Eurovia builds roads, motorways, airports, rail and light rail infrastructure, as well as industrial and retail facilities. It also possesses extensive know-how in related areas, including urban renovation, signage, improving amenities, and environmental protection;

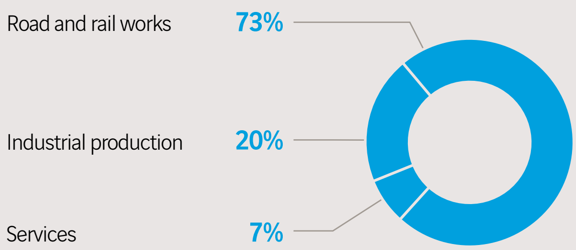
– industrial production. Eurovia operates a network of 430 quarries producing an annual 100 million tonnes of aggregate (Eurovia's share is 80 million tonnes), 45 binder plants, 400 hot mix plants, 150 recycling facilities and 10 factories producing road equipment (signage, pre-fabricated concrete and anti-noise barriers, etc.). These businesses contribute to Eurovia's revenue and profit growth while ensuring reliable supplies of materials for its projects (it controls* 3.1 billion tonnes of reserves of aggregates, representing around 35 years of production);

– maintenance and services. Eurovia provides comprehensive maintenance and servicing of roads, motorways, rail networks and urban transport infrastructure. These activities include network operation, routine and winter maintenance, emergency response and temporary signage, etc.). Eurovia also provides upstream design and coordination, consulting and technical support services.

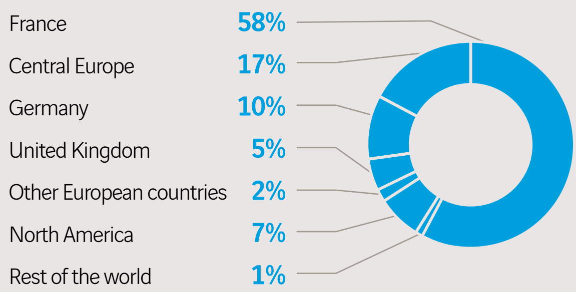
Eurovia invests heavily in research and development of products and processes to enhance road safety, protect the environment through materials recycling, cutting CO_2 emissions, etc., and to improve health and safety in the work place.

** Reserves controlled through ownership or royalty agreement.*

Revenue by business sector
(As a percentage)



Revenue by geographical area
(As a percentage)



01. The Recyvia® pavement refurbishing process used in the slow lane of the A10-A11 concurrent section achieved a recycling rate of 71%. /

02. Eurovia's acquisition of 88 quarries in France, Germany, the Czech Republic and Poland reinforces its industrial capabilities and positions it for major projects in the future. /


01

Resilience in sluggish markets

Eurovia performed well overall, against a difficult economic backdrop. International expansion, major public-private partnership projects and diversification into the rail sector helped to partly offset the decline in the company's traditional markets.


02

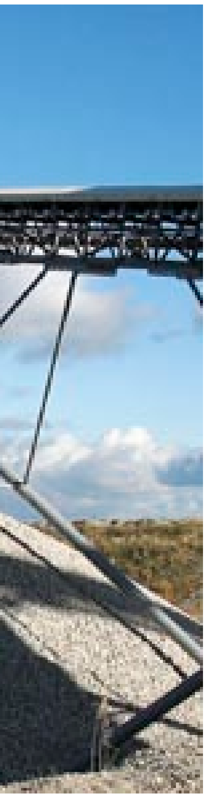
Eurovia faced a difficult economic environment in 2010. The decline in public-sector orders had an adverse effect on most of the company's markets, heightened competition and put pressure on prices. Poor weather in Europe at the beginning and the end of the year, and severe flooding in Central Europe, also depressed business volume. Against this backdrop, Eurovia nevertheless managed to turn in good overall performance, with a 1% increase in revenue; on a comparable structure and exchange rate basis, Eurovia recorded a limited contraction (-1.7%) in business volume.

Eurovia's diversity of markets and business activities helped to bolster its business volume. International expansion partly compensated for stagnation in the French market; major public-private partnership (PPP) projects in Germany and Slovakia and an increase in railway activity – a segment in which Eurovia took on significant positions with the acquisition of ETF-Eurovia Travaux Ferroviaires – partly offset the weakness in the company's traditional markets.

The small decline in margins also bore witness to Eurovia's strength: the operating margin came in at 3.6% (3.9% in 2009), one of the sector's highest. The business line owes its resilience in part to its broad activity base, as mentioned above, and in part to its management method, which fosters responsiveness by its companies in their local markets. Another reason for Eurovia's resilience is the fact that, at the first signs of the economic crisis, it took anticipatory action as part of the Horizon 2012 strategic plan aimed at improving the operating performance of works entities and industrial sites.

2010 saw a major acquisition with the purchase of a portion of the Tarmac company's quarries from the Anglo American mining group. The 88 sites acquired account for annual production of about 27 million tonnes of aggregates and boost Eurovia's total production capacity by nearly 40%. These quarries are primarily located in Eurovia's three largest European markets outside France, i.e. Germany, the Czech Republic and Poland, where sources of hard rock are relatively few and far between. In line with its strategy of integrating its own two business lines, Eurovia thus simultaneously strengthened its industrial plant and equipment and boosted its works activities in the Central European markets.

Eurovia continued its policy of innovation focused on the development of products and processes with environmental added value. Sequoia® was applied in projects for the first time in 2010. Developed by Eurovia laboratories, the plant-based binder contains no petroleum derivatives and was one of the entries selected in a 2010 call for projects launched by the French Ministry of



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03. Refurbishment of a hiking trail in the Mercantour national park in south-eastern France using a bitumen-free material to meet environmental requirements. /

04. Substantial resources are invested in R&D, especially in products and processes that improve road safety and protect the environment. /

04

430

quarries generating **100 million** tonnes of aggregates per year.

Ecology, Sustainable Development, Transport and Housing. In a separate development, Eurovia gradually equipped all its wholly owned coating plants to produce warm mix in a process that lowers the asphalt mix production temperature by 50°C. In 2010, 321,000 tonnes of warm mix were manufactured.

France

— Following a sharp contraction (-5.4%) in 2009, revenue remained essentially stable in France (-0.4%). Business volume remained buoyant in major projects and in the large urban areas, offsetting the local market decline in rural areas affected by reductions in General Council budgets.

Major road projects included the RN12 national highway, widened to a dual two-lane carriageway over a 10 km section east of Alençon; the first section of the east-west (LEO) link south of Avignon; and the upgrade of the RN104 (Francilienne) national highway in the Greater Paris area.

In the motorway sector, Eurovia continued, often in conjunction with other entities in VINCI's Contracting business, to work on major projects for the VINCI Autoroutes companies. Eurovia worked on the A89 extension towards Lyons (50 km); widening of the A63 near the Basque coast (first 18 km phase) and of the A87 at Angers (5 km); and on the new A75-A9 connection in Béziers. Eurovia also widened the A11 in the Greater Angers area and the A71 in Greater Orléans. In addition, Eurovia continued renovation work on all Escota network tunnels. A large number of local projects were also undertaken as part of France's green motorway package, including noise barriers, hydraulic works and toll barrier refurbishments to install the new 30 km/h non-stop ETC lanes.

Business was brisk in light rail systems. In this segment, Eurovia is developing integrated offers comprising infrastructure, streets, urban development and pavements, which combine the services of the local works division with the expertise of the rail division. The 14 km Brest light rail system now under construction is a good illustration of this

"In France, business volume remained buoyant in major projects and in the large urban areas, offsetting the decline in local markets in rural areas."

01. Eurovia is carrying out the road, civil engineering, urban development, track and infrastructure works on the Brest Métropole Océane urban community's first light rail line. It is 14 km long and has 27 stations. /

Rail synergies

The Tangentielle Nord light rail in the Greater Paris area, the extension of Line 1 of the Marseilles metro, the first light rail system in Le Havre – Eurovia worked on all these rail and light rail systems in cooperation with the other companies making up VINCI's Contracting business. These projects – in many cases won by a consortium or group of companies – make use of the complementary capabilities of VINCI Construction in the earthworks phase, Eurovia in roadbed development and re-connection of secondary lines, ETF-Eurovia Travaux Ferroviaire in track laying and the Energy business line in electrical systems and signalling system installation. These synergies are also at work, on a very large scale, in the Sud Europe Atlantique high-speed rail line project between Tours and Bordeaux.

01

02

integrated approach. Eurovia also worked on many light rail projects in the Greater Paris area (T1, T2, T3 and T6 contracts with a value of €183 million to 2012), Marseilles (extension of Line 2), Toulouse, Dijon, Strasbourg (Line F), Montpellier (Line 3), Le Havre and Orléans, where Eurovia won several contracts with a total value of €77 million as part of the construction of Line 2.

The railway activity again grew in 2010, with ETF-Eurovia Travaux Ferroviaires' revenue increasing 21% to €314 million. Apart from the eastern branch of the major Rhine-Rhône high-speed line now nearing completion, business was bolstered by the implementation of the Midi-Pyrénées rail plan. As the largest regional rail line refurbishment programme under way in France, the project has mobilised 500 people and one of ETF-Eurovia Travaux Ferroviaires' two rapid track layer machines (a substitution train that continuously renews sleepers and rails), in which 384,000 tonnes of ballast, 289,000 concrete sleepers and 340 km of rails were laid.

The concession for the future Tours-Bordeaux high-speed rail line (the Sud Europe Atlantique project), awarded to a VINCI-led consortium, will generate a very significant volume of business for Eurovia in coming years.

Western Europe

Germany

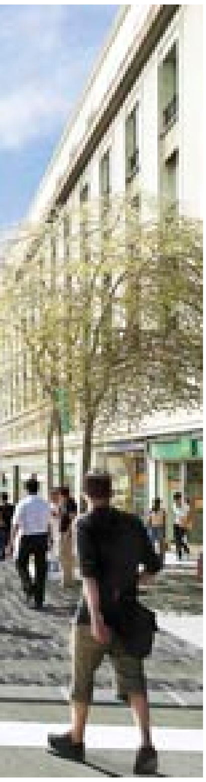
— Revenue declined 7.3% to €764 million in a market where sluggish public-sector orders prompted increasing competitive pressures. The business generated by motorway concessions granted to VINCI as part of the A-Modell programme helped offset the effects of the crisis, however: the completion of the 45 km Eisenach-Gotha A4 project, opened to traffic at the beginning of the year, coincided with the ramp-up of the 60 km Malsch-Offenburg A5 motorway refurbishment project (worth €170 million for Eurovia), in which 41.5 km will be widened to a dual three-lane carriageway. In addition, Eurovia signed a 16-year PPP covering maintenance and upgrade of about 100 km of roads in southern Westphalia. The contract calls for construction of 600,000 sq. metres of pavements and application of 150,000 tonnes of asphalt mix.

United Kingdom

— In this market, hard hit by the economic crisis, Eurovia's subsidiary Ringway recorded a decline in revenue (-9.6% to €370 million). Anticipating the downturn, Ringway undertook in 2009 (and continued in 2010) restructuring efforts aimed at maintaining operating profit. Contracts won during the year include the new access roads to the historic Trafalgar Gate district in Portsmouth. Along with VINCI Concessions, Ringway also bid on two large Private Finance Initiative projects.

Spain

— 2010 was also a difficult year south of the Pyrenees, as the severe economic crisis continued and the effects of the recovery measures taken in previous years gradually wore off. To adjust to the decline in volume (-23% to €114 million),



03

02. Pavement planing and asphalt mix application outside Buckingham Palace in London. /

03. The 52 km R1 expressway in Slovakia will link the cities of Nitra and Tekovske Nemce. /

restructuring measures were undertaken, particularly in industrial activities. Works activities, concentrated in Andalusia, Galicia and the Greater Madrid area, held up better. Eurovia won a three-year renewal of its Ministry of Transport contract covering comprehensive maintenance of a number of motorway (A7, A91) and highway (CN342) sections and a new contract of the same type in Galicia (a 30 km section of the A52 motorway).

Central Europe

Czech Republic and Slovakia

— Volume rose 19% to €1,104 million. The record order book at the end of the year, with a value of more than €1 billion, heralds another good year in 2011.

The main Eurovia project in the region, the R1 expressway in Slovakia that VINCI is building under a PPP contract *(see p. 59)*, has entered the full production phase mobilising up to 3,500 people. The contract, covering construction of the 52 km dual two-lane carriageway linking the cities of Nitra and Tekovske Nemce and providing a motorway bypass at Banska Bystrica, has a value for Eurovia CS of nearly €900 million over a period of three years. Business volume was also buoyant in railway works, with the completion of the Kolin node and the launch of the Votice-Benesov u Prahy corridor renovation – a project that includes overall rehabilitation of tracks, platforms and engineering structures over a distance of 18 km as well as the modernisation of catenaries and safety systems. Eurovia CS is also rolling out its integrated offer in the light rail infrastructure sector, with several renovations carried out on lines in Prague in the course of the year.

Poland

— In a market buoyed by major public programmes co-financed by the European Union, business volume again rose substantially, by 49% to €234 million. To support the strong growth in its works activity, Eurovia Polska's industrial plant and equipment was substantially expanded in 2010 with the acquisition of the Tarmac quarries. A major production site was also acquired during the year in Luban, the south of the country, which has annual production capacity of 2 million tonnes of aggregates.

Now with nationwide geographical coverage and the technical, managerial and human resources to take on major projects, Eurovia continued its development in major road projects, working in conjunction with Warbud (VINCI Construction) on projects with a significant civil engineering component. For example, the two partners continued work on a 17 km section of the S7 expressway between Elblag and Kalsk, and began construction of a 20 km section of the S5 between Poznan and Gniezno, a project that includes the reconstruction of part of the oil pipeline linking Russia with Western Europe. The two companies were also awarded, as part of a Eurovia Polska-led consortium, the construction of the Jaroslaw bypass in the south-eastern part of the country (11 km of expressways, including eight engineering structures and the placing of 130,000 tonnes of asphalt mix). The Eurovia Polska-Warbud consortium also won the contract to build the Salomea-Wolica section of the S8 expressway that will ultimately link Warsaw and Krakow. Business is expected to be brisk in coming years, with the Polish authorities planning to build 1,100 km of motorways and 2,100 km of expressways, notably in the run-up to Euro 2012.

In the other Central and Eastern European markets (Croatia, Lithuania, Romania), Eurovia's total revenue declined to €46 million. During the year, a 139-turbine wind farm was handed over near the Black Sea in Romania, for which Eurovia's local subsidiary Viarom built 110 km of roads and performed all earthworks and concrete foundation works.

01. Construction of an interchange with heavy traffic (US 29–NC 49) in North Carolina. /

02. Maintenance work on the "copper road" near the El Teniente mine in Chile. /

01

02

Americas

United States

— Eurovia operates in two states (Florida and North Carolina). Business volume declined 9.6% to €274 million. Restructuring measures and a policy of selective order taking did, however, succeed in maintaining margins.

With competition highly fragmented, Eurovia subsidiaries are making the most of their ability to carry out large design & build projects. One example is the US 19 project in Clearwater, Florida, on which Hubbard is working. The project consists in transforming a 4.1 km urban section into a dual two-lane carriageway flyover. Likewise in Florida, Hubbard also won the $85 million project to build a section of the I-95 in Brevard County and built one of the taxiways at Tampa International Airport. In North Carolina, Blythe won the contract to perform a safety upgrade on an interchange (US 29–NC 49) with heavy traffic and a $140 million contract to extend the Charlotte bypass, a project that includes the construction of an 8 km road section and about 20 engineering structures.

Canada

— Business volume continued to grow (+6.2% to €264 million), notably as a result of the integration of the BA Blacktop company in 2009. This acquisition extended Eurovia's positions in the country's western region around Vancouver, and supplements the longstanding locations of subsidiary DJL in Quebec. DJL's major projects during the year included continued construction of a 5 km section of the A50 motorway between Gatineau and Montreal, as well as the refurbishment of several sections of the A2 motorway in New Brunswick by means of microsurfacing.

Chile

— Business volume contracted 6.6% in a year of political transition that was also marked by the earthquake that struck the centre of the country. Many projects on order or in the tendering phase should make a return to growth possible in 2011.

In Chile, as in the United States and Canada, PPP contracts are expected to come into more widespread use in transport infrastructure construction and renovation as public investments decline. For Eurovia – with the support of VINCI Concessions – this constitutes a potential growth driver..

Outlook

Eurovia expects little change in its level of activity in 2011 compared to 2010, with a slight increase in reported revenue, due to the first-time consolidation of Tarmac over a full year.

In France, urban transport and rail track construction will remain brisk, which should offset the expected decline in local markets. Outside France, expected growth in activity in Central Europe, Chile and Canada should compensate for flat or declining revenue elsewhere.

Eurovia's efficiency plan, Performance 2012-2015, is aimed at boosting operating margins, pursuing targeted growth, especially in rail, North America and PPP projects, and investing in human capital, while focusing on innovation for sustainable development. Measures to adapt Eurovia's organisation and sharpen its competitive edge, together with greater integration of materials production and contracting, are expected to achieve 2011 operating margins close to their 2010 level.

Several underlying trends should combine to support activity in the medium to long term. These include the huge demand for new transport infrastructure in emerging countries and the need to upgrade existing infrastructure in mature economies. As urban growth continues everywhere, policies to promote greater mobility will generate a constant stream of new urban development projects.

As a builder of multimodal infrastructure, embracing road, rail and light rail, airports, etc., Eurovia is especially well placed to meet these new policy challenges and play a role in national, regional and local projects. Its diversification into rail infrastructure is expected to pay off in France in particular, where several high-speed rail projects are planned for the coming years. These include the South Europe Atlantic high-speed line concession, already awarded to VINCI, as well as programmes to upgrade regional lines.

Eurovia will also benefit in most of its markets from growing recourse to PPPs for construction and renovation programmes and transport infrastructure maintenance. Public authorities see these as an efficient response to the financial constraints they face. Synergies now at work within many of VINCI's existing projects will speed this process.

"Eurovia will also benefit in most of its markets from growing recourse to PPPs for construction and renovation programmes and transport infrastructure maintenance."

VINCI Construction

VINCI Construction's competitive position in its main markets

FRANCE
VINCI Construction is the leader in a French market estimated at €190 billion, ahead of Bouygues Construction, Eiffage Construction, Fayat and Spie Batignolles. The remaining market is divided among a large number of medium-sized companies and small contractors.

UNITED KINGDOM
VINCI Construction UK is a company of significant size in the United Kingdom, especially in the areas of infrastructure and facilities management. Its main competitors are Balfour Beatty, Carillion and Laing O'Rourke. The UK market is estimated at over €150 billion.

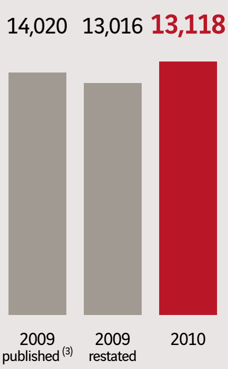
BENELUX
CFE is one of the leaders in a Belgian market estimated at €35 billion. Its main competitors are Royal BAM, Besix and Eiffage.

CENTRAL AND EASTERN EUROPE
VINCI Construction has over 10 years of experience operating in the region through mid-sized locally situated companies, particularly in Poland and the Czech Republic. Its main competitors in this region are Strabag and Skanska, as well as Polimex Mostrostal in Poland and Metrostav in the Czech Republic.

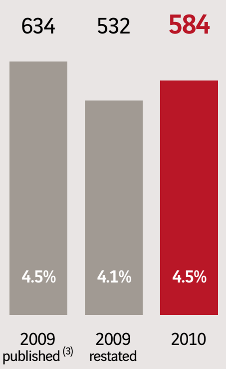
SPECIALISED MARKETS
VINCI Construction subsidiaries Soletanche Freyssinet, DEME and Entrepose Contracting operate in specialised civil engineering markets around the world.

Sources: Euroconstruct, December 2010 (market size); Le Moniteur; *company literature.*

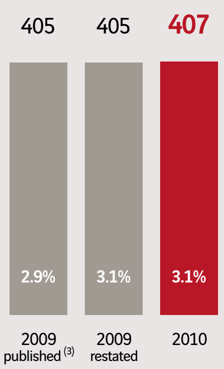
Revenue
(in € millions)



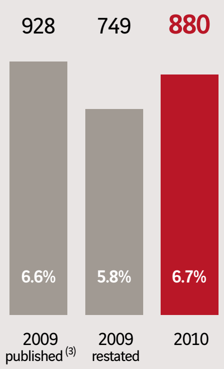
Operating profit from ordinary activities
(in €m and as % of revenue)



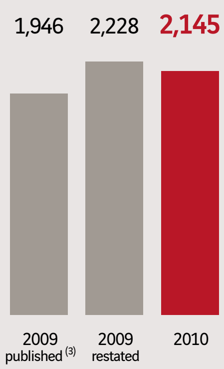
Net profit attributable to owners of the parent
(in €m and as % of revenue)



Cash flow from operations (1)
(in €m and as % of revenue)



Net financial surplus (2)
(in € millions)



(1) Before tax and cost of financing.
(2) At 31 December.
(3) Including the impact of the creation of VINCI Facilities.
Restated: data restated in accordance with IAS 31, change of method: election for equity accounting of jointly controlled companies.

VINCI Construction is France's leading construction company and a major global player, with an unrivalled array of capabilities in building, civil engineering, hydraulic engineering and contracting-related specialities.

Its three business areas form an excellent strategic fit.

A network of local subsidiaries:

— in France, VINCI Construction France stands at the head of a network of 440 profit centres with strong local roots, and around 30 local subsidiaries in France's overseas territories and dependencies;

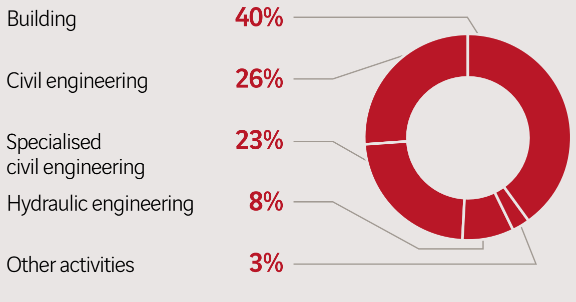
— outside France, with VINCI Construction UK in the United Kingdom; CFE (46.8% owned by VINCI), mainly in Benelux; Warbud, Pumstav-FCC and SMP in Poland and the Czech Republic and Sogea-Satom in Africa.

Specialised civil engineering subsidiaries serving global markets: Soletanche Freyssinet (deep foundations and ground technologies, civilian nuclear engineering); Entrepose Contracting (oil and gas infrastructure); DEME, 50%-owned by CFE (dredging, marine engineering, site remediation).

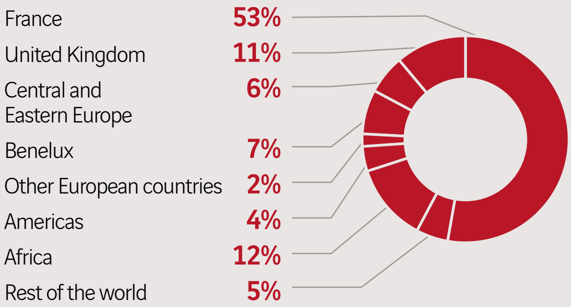
A division dedicated to the management and execution of complex projects, with VINCI Construction Grands Projets, VINCI Construction Terrassement and Dodin Campenon Bernard, which works on major civil engineering and construction projects in France and all over the world.

VINCI Construction exemplifies the Group's entrepreneurial spirit and management model. Its decentralised structure creates a framework for networking and empowerment of local managers, a focus on people and a responsive organisation. This model has helped to establish new standards of performance in building and public works.

Revenue by business sector
(As a percentage)



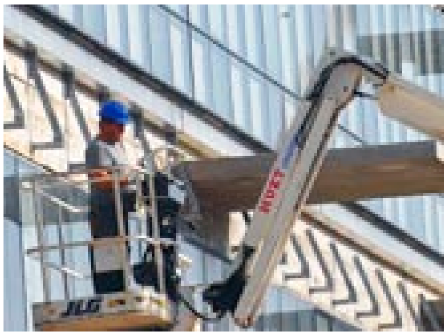
Revenue by geographical area
(As a percentage)



01. The flagship of the Rhône et Saône peninsula development, the 150,000 sq. metre Lyon Confluence leisure and shopping centre will open in 2011. /

02. Construction of the 640-bed Sainte Musse hospital began in Toulon in 2007. The facility will receive its first short-stay patients (general medicine, surgery, obstetrics and gynaecology) in 2011. /

01



02

Upturn in business activity and first signs of a return to growth

The second-half recovery in France and overall resilience of business activity in the international market appear to signal VINCI Construction bottomed out in 2010 and is now back on track for growth.

Following a 7.5% decline in 2009 and a further drop in the first quarter of 2010, partly owing to unfavourable weather conditions, activity picked up better than expected in the second half and VINCI Construction's revenue held steady at €13.1 billion (+0.8% in real terms, -2.2% on a comparable basis). At the same time, as a result of unremitting attention to selective order-taking, productivity and cost control, combined where needed with restructuring measures, operating margin increased to 4.5% of revenue (compared to 4.1% in 2009).

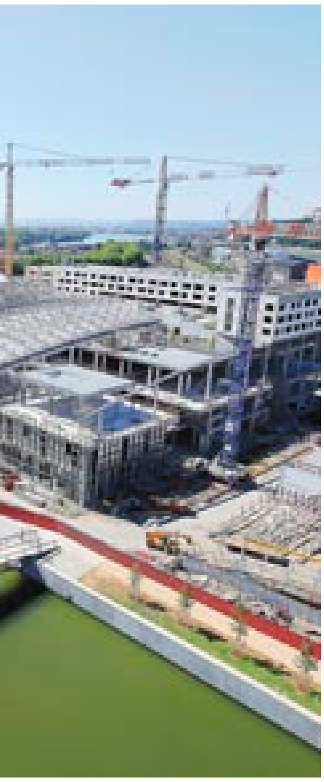
Networks of local subsidiaries

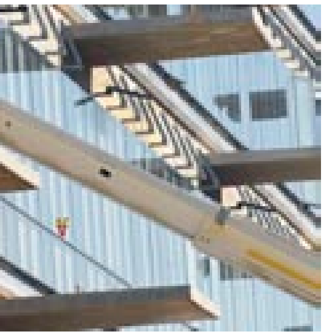
Mainland France

— VINCI Construction France recorded a limited revenue contraction (-1.7% to €5.4 billion), with most of the decline occurring in the first half.

Building. In this sector, which accounts for 70% of its revenue, VINCI Construction France benefited from its very broad market coverage, which enabled it to balance out opposing trends among the various market segments. Business was brisk in the two residential segments: public housing (both new construction and renovation), thanks to the development of competitive bids and high-performance construction methods that meet the needs of social housing authorities; and private housing, in which tax incentives and historically low interest rates drove a return to growth. In the latter segment, VINCI Construction France regularly worked with VINCI Immobilier, for example on projects that are part of the Rives de Seine urban renewal operation involving land formerly owned by Renault in Boulogne Billancourt.

The public building segment – hospitals, universities, and cultural and recreational facilities – also held up well. VINCI Construction France makes the most of its ability to take on large projects as a general contractor, often in synergy with fitting and finishing companies within the Energy business line. Significant projects continued or initiated during the year included, in the health care sector, the Ambroise Paré-Paul Desbief hospital in Marseilles, the University Cancer Clinic in Toulouse, the Sainte Musse hospital in Toulon, the Polemed hospital logistics hub in Marseilles (under a PPP contract), the Brain and Spine Institute in Paris; and the design-build contract for the Chambéry hospital, won at the end of the year and work on which began in early 2011. In the education sector, such projects included the buildings of the University of Paris-Diderot in the Paris Rive Gauche development zone and the Ensta campus in Palaiseau, both under PPP contracts. Lastly, projects in the functional building sector included the Hérault departmental archives building in Montpellier (Pierres Vives).





03

03. In Bordeaux, the Bacalan-Bastide vertical lift bridge, currently under construction, will pave the way for urban development on the right bank of the river without compromising the city's port operations. /

04. In total, 64,000 VINCI Construction employees work in project engineering and construction. /

04

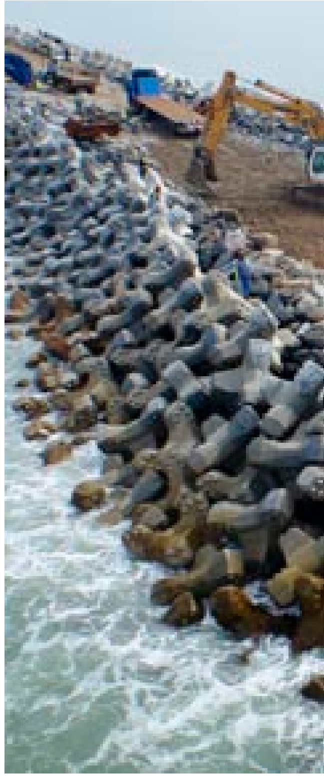
Business was also brisk in cultural and heritage buildings, where projects included the Cité du Cinéma in Saint Denis, the Confluences Museum in Lyons, the Museum of European and Mediterranean Civilisations (Mucem) in Marseilles and the Cité de l'Océan in Biarritz, built under a PPP. In major sports facilities, in addition to completing the MMArena Stadium in Le Mans for VINCI Concessions, VINCI Construction France is currently building new stadiums in Le Havre and Valenciennes (each of which seats 25,000). The construction of the 35,000-seat Nice Stadium as part of the partnership contract won by VINCI Concessions at the end of 2010, which entered into force in January 2011, should accelerate the expansion of business activity in this sector.

In private sector building, beyond the upturn in the housing market there were the first signs of a recovery in the service sector building market, which had been in severe recession since 2009. Recovery indicators included the launch of work on the Odéon tower in Monaco, a 170 metre residential building that will be the Principality's highest structure; the new order for the renovation of the Descartes tower in Paris's La Défense business district; and the resumption of work on several projects that were put on hold when the crisis hit, such as the Quais d'Arenc operation in Marseilles.

VINCI Construction's strong engineering and construction capabilities were also in evidence in several major hotel projects in Paris (Mandarin, Peninsula) as well as in the outsized worksite where the very innovative complex building designed by Frank Gehry was being erected for the Louis Vuitton Foundation for Creation.

Civil engineering. Above and beyond the many projects handled by its regional companies and specialised subsidiaries, VINCI Construction France worked on structures in synergy with VINCI Construction companies specialising in major projects *(see p. 92)*. Some of the most innovative included the Bacalan-Bastide Bridge in Bordeaux with a 117 metre, 3,500 tonne central lift span and the Térénez Bridge in Brittany, a 525 metre long curved cable-stayed structure. During the year, a PPP was also signed by a consortium headed by VINCI Construction France for the construction and 25-year maintenance of a new suspension bridge at Verdun sur Garonne in south-western France.

Hydraulic engineering. The reduction in standard pipeline work was partly offset by continued strong growth in demand for major wastewater treatment facilities. About 15 plants were under construction or being renovated during the year, and a contract was won at the end of the year to re-build the pre-treatment unit at the Seine Aval plant at Achères in the Greater Paris area. Business was also bolstered by systems re-routing work as part of light rail projects and by the construction of major hydraulic engineering works such as the stormwater basins in Compiègne and in the Sud Pays Basque urban community.



01. The Docklands Light Railway (DLR) automated elevated light rail system in London is being extended in the run-up to the Olympics. /

02. Two tunnels bored under the runways at Brussels National Airport are the key link in the Diabolo project, which will create a direct rail link to the northern part of the country and Antwerp. /

01

02

Overseas France

— Revenue generated in the French overseas departments and territories increased 8% to €0.5 billion, with the West Indies and Indian Ocean subsidiaries in the lead. The increased business volume mainly reflected demand in the public sector, both for building (health care, education, social housing), which accounted for nearly 40% of overall revenue, and for civil engineering works. The main projects of the year included: on Reunion Island, the Le Port grain terminal; the bridge over the Saint Etienne River (in cooperation with VINCI Construction France); and five wastewater treatment plants, including the Grand Prado plant, the plant at the Koniambo nickel processing facility in New Caledonia and the plants built for EDF power stations in Martinique and French Guiana.

United Kingdom

— At VINCI Construction UK, revenue contracted 8.4% to €1.2 billion. Hardest hit by the economic crisis was regional building activity. Public sector building held up better, especially in the hospital sector in which VINCI Construction UK is one of the six companies qualified under the national ProCure21+ programme, and in the education sector, where it is taking part in the Building Schools for the Future (BSF) programme in Sheffield and Liverpool.

In the civil engineering market, VINCI Construction UK continued work in London on major light rail infrastructure (Docklands Light Railway) and underground station renovation projects. It also won significant new London Underground orders, including the refurbishment of Victoria Station. Business was brisk in civilian nuclear engineering, the traditional business activity at VINCI Construction UK, and in wastewater treatment plant construction. It is expected that the National Infrastructure Plan initiated by the new British government at the end of 2010 will boost business activity across all civil engineering markets in coming years.

Benelux

— At CFE, in which VINCI Construction holds a 46.8% interest, revenue (excluding DEME) declined 2.5% to €0.9 billion. The recession affected the construction business as a whole. Private sector building contracted substantially, especially in Luxembourg, where the service sector property market experienced a sharp downturn, and in the countries of Central and Eastern Europe, where CFE subsidiaries work for private investors.

Business was better in civil engineering. Following a strong increase in 2009, this activity held steady at a high level, thanks in particular to two large infrastructure projects carried out under concession contracts by VINCI and CFE: the Liefkenshoek underground railway link in the port of Antwerp and the second Coentunnel in Amsterdam *(see p.60)*. CFE also continued work on the Diabolo underground rail project within the perimeter of Brussels airport.

Lastly, there was a considerable amount of property development activity, notably including the Ronndriesch and Green Hill projects in Luxembourg

03

04

03. In the Port of Cotonou, the extension of the inner harbour was handed over six months ahead of schedule. /

04. Near Warsaw, Poland, the first phase in the construction of the Czajka wastewater treatment plant, the country's largest, has been completed. /

Extension of the Port of Cotonou, Benin

Several VINCI Construction companies worked together on the port extension project in Cotonou, Benin. Three works packages were involved: the 300 metre extension of the existing wall at the entrance to the port, requiring 300,000 tonnes of rip-rap and 4,100 concrete elements, which was handed over six months ahead of schedule; construction of a 600 metre diaphragm wall quay with a draught of 12 metres that can be extended to 15; and construction of a jetty and installation (by Eurovia) of the rails for travelling cranes for two new berths. The goal is to increase the port's capacity for accommodating ships and handling and storing goods in order to increase activity at the port, which is essential to the country's economy.

and a first building PPP, obtained in partnership with SKE (VINCI Facilities), which covers schools for the German-speaking community in Belgium. The €146 million PPP involves construction and renovation of 64,000 sq. metres of buildings and their maintenance for a period of 25 years.

Central Europe

— Business volume came in at €0.5 billion in the Central Europe subsidiaries, down 9.7%. The situation varied from country to country and from sector to sector.

Poland. Following several years of very strong growth, business activity declined by 14%. By applying the Group's selectivity principles, Warbud managed to maintain its margins in a very competitive environment. Contrasting with the slump in private sector building (which was, however, less pronounced than in the previous year), volume remained high in the civil engineering sector. In 2010, Warbud completed the Copernicus Science Centre in Warsaw and the Konotopa highway interchange under a contract executed with Eurovia. Work continued on the Czajka wastewater treatment plant, which will be the country's largest when completed (with its capacity increased from 240,000 to 435,000 cu. metres per day, i.e. a population equivalent of 2.1 million). Handover is scheduled in 2011.

Czech Republic. Civil engineering activity held steady at a high level in a market driven by public sector orders. SMP was able to make the most of its longstanding expertise in engineering structures. In contrast, building activity again contracted. The merger of the two subsidiaries working in this market segment, undertaken at the beginning of the economic downturn, was finalised in 2010, making it possible to adapt structures to current market requirements.

Slovakia. Against a backdrop of recession, the local subsidiary was overhauled. Activity in Slovakia was, however, buoyed by orders for engineering structures along the new R1 motorway, which were placed under a concession contract with a consortium headed by VINCI.

Africa

— **Sogea-Satom** continued to follow a strong growth trajectory. Revenue rose 17% to €0.8 billion. With markets supported by major international donors, Sogea-Satom made the most of its historic roots, which give it in-depth knowledge of local markets, and its high-level expertise. The company was able to hold its own in an increasingly competitive environment. Reaching beyond its traditional locations, Sogea-Satom is expanding its presence in countries with oil resources such as Congo, helping to meet the strong demand for infrastructure in these markets.

Business volume remained very strong in earthworks and roadworks, which account for nearly 70% of the company's revenue. Examples are the RN12 and RN9 highways in Burundi and the RN5 highway in Burkina Faso. Business was also brisk in civil engineering activities, with major projects such as the Port of Cotonou, Benin (in partnership with VINCI Construction France and Soletanche Freyssinet). In hydraulic engineering, Sogea-Satom began a new water supply project for Libreville, the capital of Gabon, which includes the construction of two reservoirs and the installation of 12 km of 1,000 mm diameter pipelines.

Lastly, in Morocco, work started on the new Renault plant in Tangier. The project is being carried out to a particularly tight schedule – less than two years – to meet the customer's production goals.

01. 450 km of pipelines will be built in two years in Papua New Guinea, at an average rate of 500 to 600 metres per day. /

02. In Durban, South Africa, over 10 million cu. metres of materials were dredged to widen the entrance to the port and deepen the access channel. /


01


02

Specialised civil engineering

Soletanche Freyssinet

— After declining in 2009, revenue at Soletanche Freyssinet rose 5.1% to €2 billion. Soletanche Freyssinet, which generates 57% of its revenue outside the European Union, made the most of buoyant markets in Asia (Hong Kong and Singapore, primarily) and the Americas (Canada, United States, Mexico and South America) to compensate for flat business activity in the European countries hardest hit by the recession (the United Kingdom, Spain and Central Europe).

Deep foundations and ground technologies. Following a downturn in volume in this sector in 2009, Soletanche Bachy returned to modest growth. The first signs of an upturn came with the launch of significant new projects such as the foundations for the Odéon tower in Monaco. The civil engineering infrastructure activity, which is carried out on all continents, is doing well overall. The year was a busy one in Hong Kong especially, where Soletanche Bachy took part in the rail line being built towards Guangzhou on the mainland (for which the company is, in particular, building the foundations at the Kowloon terminal), and won an order for the underground expressway (Wan Chai Bypass) in Hong Kong. Major projects already under way continued: in Singapore, the new metro line; in Benin, the extension of the Port of Cotonou; and in Mexico, the foundations of the country's two highest skyscrapers.

In ground improvement, Menard increased its volume considerably as a result, *inter alia*, of major development projects in the Gulf States as well as in Germany and Poland (motorways), Australia and Canada.

2010 was also a good year for Terre Armee (vaults and retaining walls), especially in Canada, the United States and India.

Structures. Freyssinet exhibited good resilience in France, Central and Eastern Europe and elsewhere. The main projects completed and under way during the year included prestressing of containments for the Kalinin 4 reactors in Russia and the Olkiluoto EPR for Areva (handed over three months ahead of schedule) in Finland; installation of cable stays on the Geoga bridge connecting Busan with Geoje Island in Korea, and on the new Port Mann bridge in Vancouver, Canada, the Térénez Bridge in France and the roof of the Dr S.P. Mukherjee Swimming Stadium in India; reconstruction of bridges in Mexico; and ongoing work to install the cable-stayed roof of the BC Place stadium in Vancouver.

Nuclear. Nuvia consolidated its positions in its two main markets, France and the United Kingdom. Nuvia France carried out several decommissioning projects for EDF, the French Atomic Energy Commission (CEA) and Areva, and at the end of the year a major contract to supply and install earthquake protection devices at the reactor in Cadarache was confirmed. Fire protection products developed by Nuvia were selected for the EPR reactor in Flamanville and for several nuclear reactors in China.

In the United Kingdom, Nuvia expanded its engineering activity at the Sellafield site, the main nuclear power complex in the United Kingdom, and consolidated its position in the new construction market, signing a partnership contract with Cammell Laird, a major player in British shipbuilding. Nuvia also worked for the European Bank for Reconstruction and Development (EBRD) on the unloading of spent nuclear fuel from a Papa class Russian nuclear-powered submarine.

Oil and gas infrastructure

— **Entrepose Contracting** again recorded a strong increase in revenue (+35% to €0.8 billion). This growth was mainly driven by increased demand for land-based pipelines. Spiecapag, the benchmark player in this high-potential market, continued work on two major projects in South Africa (a 700 km pipeline between Durban and Johannesburg) and Angola (a network of three gas pipelines). At the end of the

03

04

03. In Vancouver, Canada, the roof of the BC Place stadium was replaced with a cable-supported retractable roof anchored to 36 masts standing 50 metres high around the stadium. /

04. In Australia, Menard Bachy now covers the entire range of Soletanche Freyssinet foundation and ground improvement services. /

year, it began its largest-ever project: construction, for Exxon Mobil, of a 450 km pipeline in Papua New Guinea, a project with a value of over $800 million that will enter the full production phase in 2011.

Business was also brisk in coastal operations (pipeline installation in shallow waters), with several projects in Libya, Cameroon and New Caledonia, as well as in construction of cryogenic tanks. In the latter segment, projects were under way in Algeria and the Netherlands in partnership with VINCI Construction Grands Projets, and to these was added, at the end of the year, an €83 million contract to build an LPG (liquefied petroleum gas) storage facility in Gabès, Tunisia.

Lastly, Entrepose Contracting continued to broaden its range of expertise by acquiring the HDI and Cofor companies, which specialise in horizontal and deep drilling respectively.

Dredging

— **DEME*** experienced a year of strong growth, with revenue rising to €1.8 billion. In addition to completing work to extend the port of Durban, South Africa, and continuing work on major projects such as the deepening and widening of the Panama Canal, the company launched the London Gateway Port project – one of Europe's largest container terminals – in the United Kingdom, for which the Thames will have to be deepened over a distance of 100 km. Substantial contracts were also won in Germany to build offshore wind farms, and above all in Russia, where DEME will be laying rip-rap for two offshore gas pipelines (Nord Stream) linking Russia with Germany via the Baltic sea over a distance of 1,220 km; laying a 100,000 tonne gravel bed in the Kara Sea to support an offshore gas rig; and filling the site of the 2014 Winter Olympics in Sochi using sand recovered from the Black Sea and transported over a distance of 120 km.

To reinforce the capacity and technological edge of its fleet, DEME commissioned a new 5,000 cu. metre trailer suction hopper dredger and launched the construction of two other ships. The first, with a loading capacity of 19,000 tonnes, is designed to lay rock at great depths (up to 2,000 metres), and will be used in particular on oil and gas projects. The second, a cutter suction dredger acquired in partnership with UDC in Qatar, is particularly well suited to the hard rock of the Persian Gulf and will be used to develop infrastructure projects in the region.

Lastly, DEME branched out in two new directions. The first new undertaking, in partnership with a Flemish and a Dutch company, is a service company dedicated to maritime terminals (CTOW). The second consists in investing, alongside the Flemish Innovation Agency and five other companies, in the experimental FlanSea project, aimed at generating electricity from wave energy.

** The DEME Group, 50% owned by CFE, which is 46.8% held by VINCI Construction, is now accounted for using the equity method in accordance with the IAS 31 "Interests in Joint Ventures".*

01. The Térénez Bridge, in Brittany, will connect the Crozon Peninsula with the northern Finistère region. /

02. A wastewater pumping station with a capacity of 900,000 cu. metres per day is being built north of Doha, Qatar, together with a 45 km collection system. /

01

02

Management and construction of complex projects

— In 2010, a new division was set up bringing together VINCI Construction Grands Projets, VINCI Construction Terrassement and Dodin Campenon Bernard. The combination of their project management, earthworks, engineering and major structure expertise is designed to support the Group's move into increasingly comprehensive and complex projects.

VINCI Construction Grands Projets recorded a contraction in volume of 10% (to €0.6 billion) during a transition period in which many projects in the studies and launch phases generated limited revenue.

In underground works, which are its leading business activity, in France VINCI Construction Grands Projets handed over the second section of the A86 Duplex for VINCI Autoroutes as well as the outfall tunnels carrying cooling water from the Flamanville EPR reactor for EDF. Elsewhere, it continued work on the Cairo and Athens metro systems in Egypt and Greece, the Coentunnel in Amsterdam, the Netherlands, and the Liefkenshoek rail link in Antwerp, Belgium (both for VINCI Concessions), as well as the Hallandsås rail tunnels in Sweden – a geologically highly complex project that reached a major milestone with the breakthrough of the first 8.6 km tube. Two new orders were booked in London, UK, as part of a consortium that includes Soletanche Bachy and other partners: one, in 2010, for the construction of a 7 km tunnel (the Lee Tunnel) designed to collect stormwater and wastewater in the east of the city (total contract value: €476 million; VINCI share 50%); the other, in early 2011, for the construction of tunnels at two stations along the future Crossrail link (total value €275 million; VINCI share 37%).

In the nuclear sector, the Chernobyl, Ukraine confinement project – which will cover over the existing sarcophagus and make it possible to dismantle the damaged reactor – entered the operational phase with the launch of initial works at the site. In Qatar, VINCI Construction Grands Projets continued work on projects developed with Qatari Diar Real Estate Investment Company within their joint company QDVC (car parks and light rail in the new city of Lusail; pumping station in Doha in collaboration with Entrepose Contracting), and the same partnership won a contract to build a 2,000-space underground car park and a 73,000 sq. metre landscaped park in Doha (Sheraton Park Project). In hydraulic engineering, the company won a new order in Jamaica to improve the water supply system in Kingston, involving the installation of 19 km of pipelines and the refurbishment of two treatment plants.

VINCI Construction Terrassement generated revenue of €0.3 billion. The company continued to work in synergy with other Group works companies on major projects awarded by VINCI Autoroutes (extension of the A89 motorway towards Lyons, widening of the A63 motorway). Volume is set to increase considerably in the railway segment, starting in 2012, with the ramp-up of the Tours-Bordeaux high-speed rail project.

Dodin Campenon Bernard generated revenue of €0.2 billion. Business was especially brisk in underground works. In collaboration with VINCI Construction France, the company worked on the extension of Line 12 of the Paris metro, the Croix Rousse and Oullins tunnels in Greater Lyons, and the Violay tunnel on the A89 motorway. It recently won, with VINCI Construction Terrassement, works package 47 of the LGV Est high-speed rail line, which includes the Saverne tunnel. In engineering structures, Dodin Campenon Bernard completed construction of the La Côtière viaduct on the A432 motorway in the Greater Lyons region, the Térénez Bridge in Brittany and a new A71 motorway bridge near Orléans for VINCI Autoroutes. In collaboration with two other VINCI Construction subsidiaries, it recently started work on the bridge over the Saint Etienne River.

Outlook

Signs of a pickup in activity, starting in the second half of 2010, suggest that the economic crisis has bottomed out for VINCI Construction. The backlog for this business line's entities at the end of 2010 confirms this trend and points to a return to growth in 2011.

Growth is expected to pick up in France in particular, VINCI Construction's main European market. The year-end backlog had yet to include major projects such as the Tours-Bordeaux high-speed line, while an aggressive sales drive and projects under study point to a revival of activity. Outside the European Union, most of the growth will come in the emerging countries, in Africa, the Middle East and Asia. VINCI Construction is expanding in those countries through a combination of local presence and major projects, as and when opportunities arise. The current portfolio of large-scale urban transport infrastructure, oil and gas infrastructure and offshore engineering projects around the world are evidence that this strategy is paying off.

In the longer term, potential demand in both mature and emerging economies will combine to sustain the momentum at VINCI Construction. Mature economies need to modernise their infrastructure extensively and improve environmental efficiency. Emerging countries, meanwhile, are poised to launch a wave of new construction projects. Vigorous demand is expected in all of VINCI Construction's main markets, from transport and energy infrastructure to urban development, water supply networks and water and wastewater treatment systems, public edifices such as hospitals, schools and leisure facilities, and commercial property of all kinds.

Another factor in VINCI Construction's favour is the growing demand for increasingly comprehensive and complex project packages, with a strong "systems" component. VINCI Construction will have a decisive competitive edge in such projects, thanks to its proven expertise in managing large projects and its capacity to harness all of the requisite technical expertise in-house. Ongoing efforts to leverage synergies internally will further reinforce this competitive advantage.

"The backlog at the end of 2010 points to a return to growth in 2011."

Substantial recovery for VINCI Immobilier

The residential market, driven by tax incentives, was buoyant in 2010, while the business and commercial property market showed the first signs of an upturn.

01. VINCI Immobilier offers high-quality programmes such as the 49-unit Carré d'Artois residence in Versailles. /

02. The Royal Mansour hotel in the heart of the medina in Marrakech was designed by VINCI Immobilier. /

01

02

VINCI Immobilier's revenue rose 8% to €603 million in 2010 against a backdrop of sustained recovery in the residential market and a slight improvement in the business and commercial property market. With margins holding up well in housing operations and the completion of several office space projects, operating profit from ordinary activity surged 51%.

Residential property

— The residential market recovery that began in the first quarter of 2009 continued unabated in 2010, driven by historically low interest rates and government incentives designed to boost rental property investments. The announcement that the tax incentives would be revised with effect from 2011 prompted a sharp acceleration in sales at the end of the year.

As the market picked up, VINCI Immobilier focused first on increasing its portfolio of properties to be developed, to prepare to meet demand in coming years. A total of 85 provisional sale agreements covering 6,531 housing units were signed in 2010. The housing unit portfolio increased by 24%, accounting at the end of the year for 8,688 units to be developed. Meanwhile, housing unit and managed residence reservations increased 6% in number and 26% in value. Work got under way on 57 operations during the year (compared to 42 in 2009), representing a record 4,048 unit starts, far exceeding the level of 2007, the last year before the crisis.

VINCI Immobilier anticipated changes in thermal regulations in France (RT 2012, based on the Grenelle II law). Low energy buildings will be compulsory in new business and commercial property construction from November 2011 and in new residential property construction from January 2013. Starting in 2010, all building permit applications filed by VINCI Immobilier (with the exception of those for serviced residences) were compliant with the low energy building standard.

Business and commercial property

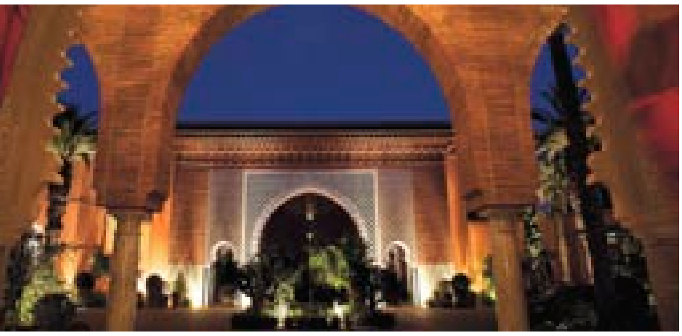
— Although the market remained anaemic, there were signs of improvement driven by a slight upturn in investments, mainly by institutional investors. Their asset allocation strategy was focused primarily on high-end rental properties. Off-plan sales, however, remained very few and far between.

Against this backdrop, VINCI Immobilier carried out several major structural renovation operations for users and investors under property development contracts.

Three major projects in the Greater Paris area stand out in 2010: the Cité du Cinéma, the 130,000 sq. metre SFR headquarters in the northern suburb of Saint Denis, and the Generali tower in the La Défense business district, co-developed with Nexity and VINCI Construction France. Work on the last two operations, carried out under property development contracts, is expected to get under way in 2011.

VINCI Immobilier also handed over two operations sold off-plan, one for the CIPAV pension fund and the Semapa urban development company in Paris's 13th *arrondissement* (13,500 sq. metres); the

03



03. The Cité du Cinéma complex. /

The Cité du Cinéma

In the northern Paris suburb of Saint Denis, VINCI Immobilier is building the Cité du Cinéma complex for EuropaCorp under a property development contract. Located in a former EDF power station that is part of the industrial heritage of the 1930s, the complex is dedicated to filmmaking and the film industry. Its 62,000 sq. metres will house office and business space, nine sound stages, a projection and reception space, and the premises of the Ecole Nationale Supérieure Louis Lumière photography and sound engineering school. Work got under way in March 2010 and will take two years to complete. It is being carried out primarily by VINCI Construction companies, responsible for the structural work, and Energy business units, in charge of climate control and electrical systems.

other, a 15,000 sq. metre office building called La Factory co-developed with Nexity, in Boulogne Billancourt.

In the French regions, the medium-sized office building market remained buoyant. Two such operations were sold in Lyons, one to the Bank of France and the other to Union Notariale Financière. VINCI Immobilier was also heavily involved in drawing up the bid submitted by the VINCI Concessions-led consortium for the Nice Stadium, which was declared the winner at the beginning of 2011. The property component of the bid, which includes the development of 29,000 sq. metres of retail space, helped win the partnership contract for the consortium at the end of the year.

Property services

— VINCI Immobilier completed the reorganisation of its property service activity in 2010. This activity is now divided into two entities: VINCI Immobilier Property Management, which focuses on businesses and large user and investor accounts and had 350,000 sq. metres of office and business space under management at the end of the year; and VINCI Immobilier Gestion, which concentrates on managing properties for individuals. The latter set up a large number of commonhold building management contracts for VINCI Immobilier operations and at the end of the year had about 12,500 commonhold units under management.

Outlook

— In 2011, VINCI Immobilier's business volume in the residential market is expected to remain buoyant, driven by demand that structurally exceeds supply, and by tax regulations that foster investment in low energy housing. Programmes initiated in 2010 and now being put in place should enable VINCI Immobilier to provide a diverse and well-distributed offer, particularly in Paris and the other large urban areas.

The business and commercial property market, which is dependent on the economic situation, may pick up if the recovery, for which there were signs in 2010, is confirmed. VINCI Immobilier will be seeking to make the most of an economic upturn by continuing its efforts to expand in three market segments:

– major business and commercial property operations carried out under property development contracts, which call for substantial financial resources to support commitments to customers;
– operations comprising refurbishment or upgrade to standards of existing buildings for large owners, to be carried out as part of programme manager/owner support assignments or turnkey contracts, which require technical and administrative expertise;
– off-plan sales of office buildings with a floor area of less than 15,000 sq. metres, for which a policy of active land search and control will be continued.

VINCI Immobilier thus confirms its development strategy targeting the core population centres in the large French urban areas.

General & financial elements

Report of the Board of Directors

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A. Report on the financial statements for the year

1. Consolidated financial statements

Preamble

With effect from the financial year 2010, VINCI has elected to apply the option available under IAS 31 "Interests in Joint Ventures", which enables jointly controlled entities to be reported using the equity method (see Note B to the consolidated financial statements). This option, which is already applied by other European companies in the construction and concessions sector, gives a better reflection of VINCI's business model in the area of concessions and public-private partnerships conducted through joint ventures and financed largely by means of non-recourse financing. It is consistent with the IASB's recent decision to abolish the proportionate consolidation method for jointly controlled entities and, in particular, the draft standard on Joint Arrangements that is expected to be published in 2011.

The 2009 data has been restated to take account of the change of method and enable comparison with 2010.

VINCI achieved a solid performance in 2010, marked by significant growth in revenue and profit.

The Group's 2010 consolidated revenue was €33.4 billion, up 8.6% over the previous year. This increase was attributable to the impact of external growth in 2010, the good momentum of motorway concessions and the resilience of the Contracting business lines.
The 4.3% increase in Concessions revenue reflects in particular the positive trend in traffic for VINCI Autoroutes.
In the Contracting business lines (Energy, Eurovia and VINCI Construction), the return to growth was confirmed in the second half of the year.
The integration of Cegelec and Faceo increased the size of the Energy business line, which should represent nearly 25% of the Group's total revenue. The business line includes a new division, VINCI Facilities, which operates in the buoyant facilities management sector.
These operations form part of the strategy launched by VINCI several years ago aimed at international growth and strengthening its technological expertise and businesses that generate a high level of recurring revenue.
More than 37% of VINCI's revenue is now generated outside France (43% in Contracting).

Revenue growth was accompanied by a 5.9% increase in cash flow from operations before tax and cost of financing (EBITDA) to almost €5.1 billion, representing 15.1% of revenue. VINCI Autoroutes' EBITDA margin exceeded the previously set target of stability, rising from 68.5% in 2009 to 68.8% in 2010.

Operating profit from ordinary activities increased 10.8% to €3.4 billion, representing 10.3% of revenue (10.1% in 2009). In Contracting, the operating margin improved from 4.3% in 2009 to 4.5% in 2010.

Net profit attributable to owners of the parent increased 11.3% to €1,776 million. It represented 5.3% of revenue compared to 5.2% in 2009. In addition to the good operating performance of all the Group's business lines, there was a reduction in the cost of financing, attributable to keeping debt under control and lower interest rates.

Net financial debt amounted to €13.1 billion at 31 December 2010, stable over a 12-month period. The €2.8 billion operating cash flow was sufficient to cover all the motorway concessions' growth and improvement investments, external growth and the dividends paid during the financial year, most of which – unlike the previous year – were paid in cash. The Group's financial situation was strengthened, equity now being equivalent in amount to net financial debt.

There were many commercial successes in 2010, the synergy between VINCI's Concessions and Contracting businesses leading to significant contracts being won. These included the high-speed line between Tours and Bordeaux (SEA), the future Grand Ouest airport near Nantes, the Nice Stadium and the first section of the Moscow-St Petersburg motorway. Contracting subsidiaries, meanwhile, were able to take advantage of new business opportunities at home and abroad thanks to their geographical redeployment and their technical expertise.
The order book for the Contracting business lines (Energy, Eurovia and VINCI Construction) amounted to €25.9 billion at 31 December 2010, an increase of nearly 15% over one year (3% on a constant structure basis). This figure does not include the major concession contracts mentioned above, for which completion of financing arrangements is under way.

1.1 Highlights of the period

1.1.1 Main acquisitions and disposals

Acquisition of Cegelec

On 14 April 2010, VINCI acquired 100% of the share capital of Cegelec as part of the strategic partnership concluded with Qatari Diar Real Estate Investment Company ("Qatari Diar") on 19 January 2010.

Cegelec is a major player in four areas: electrical, climate and mechanical engineering; automation, instrumentation and control; information and communication technologies; and maintenance and services. The acquisition of Cegelec makes VINCI one of Europe's leaders in the provision of services to businesses and local authorities in the energy field.

The transaction involved the transfer of 100% of Cegelec's assets and liabilities in exchange for 31.5 million VINCI shares (21 million new shares and 10.5 million treasury shares). In addition, VINCI made a cash payment of €16 million.

Qatari Diar, with 5.78% of VINCI's share capital, became the Group's second largest shareholder after employees participating in its savings scheme.

Cegelec has been fully consolidated in the Group's financial statements since 14 April 2010. In accordance with the IFRS, the contributions were valued using the opening price of VINCI shares on the day of the transaction, i.e. €43.97, giving a total of €1,401 million. Provisional goodwill, calculated on the basis of the fair value of Cegelec's assets and liabilities, amounts to €1,963 million.

Reorganisation of the Energy business line
VINCI transferred most of its facilities management activities into a new division, VINCI Facilities, created within the Energy business line. These activities were previously divided between VINCI Construction (in France and Germany) and VINCI Energies.
The segment information in the 2009 financial statements has been restated to reflect this new organisation.

Acquisition of Faceo
On 29 July 2010, VINCI acquired 100% of the share capital of Faceo, a company operating in facilities management throughout Europe, for €280 million, paid entirely in cash.
Faceo has been consolidated within VINCI Facilities since 1 August 2010. The provisional goodwill accounted for in respect of this acquisition amounted to €443 million.

Acquisition of Tarmac
Eurovia acquired 97 Tarmac quarries in France, Germany, the Czech Republic and Poland for €231 million.
The European competition authorities approved this transaction on 1 September 2010 subject to the sale of six quarries in France and three in the Czech Republic. Since that date, the businesses concerned have been fully consolidated in VINCI's consolidated financial statements. The valuation of the goodwill carried out on the basis of the fair value of the companies' assets and liabilities on the date of aquiring control has resulted in provisional goodwill of €25 million being recognised.

Other acquisitions by VINCI S.A.
Other acquisitions of shareholdings and controlling interests by VINCI S.A. are described in the Notes to the parent company accounts, page 275.

1.1.2 Financing operations

Bond issue by ASF
In the context of its EMTN programme, ASF (Autoroutes du Sud de la France) made two 10-year bond issues in 2010 for a total amount of €650 million, each with an annual coupon of 4.125%: the first on 12 April 2010 for €500 million, and the second on 20 September 2010 for €150 million. These operations, which will be used to refinance ASF's existing debt, will enable the company to extend the average maturity of its debt.

1.2 Revenue

VINCI's consolidated revenue in 2010 amounted to €33.4 billion[1], an increase of 8.6% compared with 2009, which is attributable to the positive effects of external growth (+8.2%) and exchange rates (+1.3%). On a comparable structure basis, business declined slightly (by 0.9%).
The 4.3% increase in Concessions revenue (+3.5% on a comparable structure basis) to €5.1 billion was due in particular to VINCI Autoroutes (+4.0%).
Revenue generated by the Contracting business lines (Energy, Eurovia and VINCI Construction), driven by external growth, increased 9.4% to €28.2 billion. On a comparable structure basis, business declined slightly compared with 2009 (by 1.7%).
In France, revenue increased 6.7% (decreased 0.3% on a constant structure basis) to €20.9 billion. Concessions' revenue increased 3.8%, while that of Contracting increased 7.2%.
Outside France, revenue rose 11.9% (decreased 1.8% on a constant structure and exchange rate basis) to €12.5 billion. It now represents 37% of total revenue (43% in Contracting).

Concessions: €5,097 million (+4.3% actual; +3.5% on a comparable structure basis)
VINCI Autoroutes: annual revenue amounted to €4,259 million in 2010, an increase of 4.0%. Traffic increased by 2.0% on a stable network basis (light vehicles: +1.8%; HGV: +3.2%). In addition, there was the positive impact of full-year operation of new sections opened in mid-2009 (+0.4%) – the A19 motorway (Arcour) and the first section of the A86 Duplex (Cofiroute) – and toll price increases. Overall, the growth in toll receipts in 2010 was 4.1%.

(1) Excluding concession subsidiaries' revenue derived from works carried out by non-Group companies (IFRIC 12).

Revenue by network

(in € millions)	2010	2009	2010/2009 change
ASF	2,441	2,357	+3.6%
Escota	633	610	+3.8%
Cofiroute	1,150	1,111	+3.5%
Arcour	35	18	-
VINCI Autoroutes	**4,259**	**4,095**	**+4.0%**

VINCI Park: revenue rose 3.5% (+0.7% on a comparable structure basis) to €596 million. In France, revenue increased slightly (+0.8%); outside France, the 10.5% growth was driven mainly by business developments in the United Kingdom and Canada.

Contracting: €28,150 million (+9.4% actual; -1.7% on a comparable structure basis)

Energy: €7,102 million (+46.1% actual; -0.3% on a comparable structure basis)

In France, thanks to the return to growth from the second half of 2010 onwards, revenue increased almost 43% on an actual basis to €4,439 million (of which Cegelec accounted for €1,161 million and Faceo for €142 million). On a comparable structure basis, revenue was up slightly (by 0.6%) at VINCI Energies. Activities related to energy infrastructure (production and transport) and telecommunications (business communications in particular) performed well, as did facilities management activities. The industry sector returned to slight growth thanks to a good fourth quarter, while the contraction in the service sector slowed.

Outside France, revenue for the year was €2,663 million (of which Cegelec accounted for €860 million and Faceo €58 million), representing 52% growth on an actual basis, but a slight 2.1% decline on a comparable structure basis.

Eurovia: €7,930 million (+1.0% actual; -1.7% on a comparable structure basis)

In France, weather conditions and fuel shortages caused by October's industrial action had an adverse effect on business at the beginning and end of the year. Over the year as a whole, however, business held up well. Annual revenue for 2010 was therefore only slightly down (by 0.4%) at €4,569 million (down 0.7% on a comparable structure basis).

Outside France, 2010 revenue was €3,362 million, a 3.1% increase on an actual basis (a 3.1% decrease on a constant structure and exchange rate basis). The ramp-up of the R1 expressway project in Slovakia and strong growth in Poland partially offset the decline in business recorded in the United Kingdom, Germany and the United States.

VINCI Construction: €13,118 million (+0.8% actual; -2.2% on a comparable structure basis)

In France, the business recovery that started in the third quarter accelerated during the fourth quarter. Over the year as a whole, revenue amounted to €6,904 million, down 3.4% on an actual basis (down 3.8% on a constant structure basis). The good performances achieved in public buildings (health, sport, etc.) and the residential sector (particularly social housing) mitigated the decline in the private non-residential and public works sectors.

Outside France, revenue increased 5.8% to €6,214 million (decreased 0.4% on a constant structure and exchange rate basis). The specialised civil engineering subsidiaries – Entrepose Contracting (oil and gas industry works) and Soletanche Freyssinet – and Sogea-Satom in Africa performed very well. However, business declined in the United Kingdom and Central Europe.

Revenue by entity

			2010/2009 change	
(in € millions)	2010	2009 restated	Actual	Comparable
Concessions	5,097	4,889	+4.3%	+3.5%
VINCI Autoroutes	4,259	4,095	+4.0%	+4.0%
VINCI Park	596	576	+3.5%	+0.7%
Other concessions	242	218	+11.0%	+3.0%
Contracting	28,150	25,729	+9.4%	(1.7%)
Energy business line	7,102	4,862	+46.1%	(0.3%)
Eurovia	7,930	7,851	+1.0%	(1.7%)
VINCI Construction	13,118	13,016	+0.8%	(2.2%)
Property	603	558	+8.0%	+8.0%
Internal eliminations	(475)	(435)	–	–
Total excluding concession subsidiaries' works revenue (IFRIC 12)	**33,376**	**30,741**	**+8.6%**	**(0.9%)**
Concession subsidiaries' works revenue	913	813	+12.3%	+12.3%
Intra-group eliminations	(286)	(376)	–	–
Concession subsidiaries' revenue derived from works carried out by non-Group companies	**627**	**437**	**+43.6%**	**+43.5%**
Total consolidated revenue	**34,003**	**31,178**	**+9.1%**	**(0.3%)**

Revenue by geographical area

(in € millions)	2010	% of the total	2009 restated	2010/2009 change Actual	2010/2009 change at constant exchange rates
France	**20,922**	**62.7%**	**19,614**	**+6.7%**	**+6.7%**
Central and Eastern Europe	2,283	6.8%	2,088	+9.4%	+4.4%
United Kingdom	1,864	5.6%	2,043	(8.8%)	(12.1%)
Germany	1,844	5.5%	1,747	+5.5%	+5.5%
Belgium	1,023	3.1%	827	+23.7%	+23.7%
Other European countries	1,534	4.6%	1,359	+12.9%	+10.6%
Europe excluding France	**8,548**	**25.6%**	**8,064**	**+6.0%**	**+3.4%**
Americas	1,297	3.9%	1,162	+11.6%	+2.4%
Africa	1,698	5.1%	1,294	+31.2%	+29.1%
Middle East and rest of the world	911	2.7%	608	+49.9%	+38.3%
International, outside Europe	**3,906**	**11.7 %**	**3,064**	**+27.5 %**	**+20.6 %**
Revenue (1)	**33,376**	**100.0%**	**30,741**	**+8.6%**	**+7.3%**

1.3 Operating profit from ordinary activities/operating profit, by entity

Operating profit from ordinary activities for the year rose 10.8% to €3,434 million, compared with €3,100 million in 2009. It represented 10.3% of revenue, compared with 10.1% in 2009.

Operating profit from ordinary activities/operating profit, by entity

(in € millions)	2010	% revenue (1)	2009 restated	% revenue (1)	2010/2009 change
Concessions	2,094	41.1%	1,937	39.6%	+8.1%
VINCI Autoroutes	1,923	45.2%	1,793	43.8%	+7.3%
VINCI Park	111	18.6%	98	17.0%	+13.6%
Other concessions & concession holding companies	60	–	46	–	–
Contracting	1,257	4.5%	1,107	4.3%	+13.5%
Energy business line	387	5.4%	266	5.5%	+45.3%
Eurovia	285	3.6%	309	3.9%	(7.6%)
VINCI Construction	584	4.5%	532	4.1%	+9.8%
Property	76	12.6%	51	9.1%	+50.8%
Holding companies	7		5		–
Operating profit from ordinary activities	**3,434**	**10.3%**	**3,100**	**10.1%**	**+10.8%**
Share-based payment expense (IFRS 2)	(71)		(63)		–
Goodwill impairment expense	(2)		(12)		–
Profit/(loss) of equity-accounted companies	68		85		–
Operating profit	**3,429**	**10.3%**	**3,110**	**10.1%**	**+10.2%**

Note: Operating profit from ordinary activities is defined as operating profit before the effects of share-based payments (IFRS 2), goodwill impairment losses and profit or loss of equity-accounted companies.

In Concessions, operating profit from ordinary activities was €2,094 million, representing 41.1% of revenue, compared with €1,937 million in 2009 (39.6% of revenue).
The 8.1% increase in operating profit from ordinary activities was due mainly to VINCI Autoroutes' operating profit from ordinary activities, attributable to growth in toll revenue, control of operating costs and the positive impact on the amortisation expense of the one-year extension to the concession contracts as part of the environmental investment programme (green motorway package) concluded at the beginning of the year.
As a result, the operating profit from ordinary activities of the motorway subsidiaries (ASF, Escota, Cofiroute and Arcour) increased 7.3% to €1,923 million, with an operating margin of 45.2% of revenue (43.8% of revenue in 2009).

VINCI Park, which had been affected by the recognition of exceptional impairment losses on some assets in Germany in 2009, increased its operating profit from ordinary activities by 13.6% to €111 million (€98 million in 2009).
For other concessions and concession holding companies, operating profit from ordinary activities was €60 million (€46 million in 2009).

The Contracting business recorded a 13.5% increase in operating profit from ordinary activities in 2010, to €1,257 million (€1,107 million in 2009), and improved operating margin to 4.5% (4.3% in 2009). This good performance confirmed the relevance of the strategy to strengthen activities specialising in high technical added value. The main acquisitions of the year (Cegelec, Faceo and Tarmac) contributed €94 million to operating profit from ordinary activities in 2010.

(1) Excluding concession subsidiaries' revenue derived from works carried out by non-Group companies (IFRIC 12)..

The Energy business line's operating profit from ordinary activities increased 45% to €387 million (€266 million in 2009). This includes Cegelec's and Faceo's contribution for €88 million. Overall, the operating margin remained virtually stable at 5.4% (5.5% in 2009).
In France, VINCI Energies' operating profit from ordinary activities increased 28% to €191 million, representing 6.3% of revenue.
Outside France, VINCI Energies' subsidiaries achieved operating profit from ordinary activities of €78 million, a slight decline from €79 million in 2009.
Cegelec contributed €71 million to the business line's operating profit from ordinary activities, while VINCI Facilities, including Faceo, contributed €47 million.

Eurovia's operating profit from ordinary activities declined 7.6% to €285 million, from €309 million in 2009. However, there was only a slight decline in its operating margin, which was 3.6% compared with 3.9% in 2009.
In France, the roadworks activities' operating profit from ordinary activities was down 12.2% at €173 million (€197 million in 2009). It was adversely affected at the beginning and end of the year by bad weather and the strikes and fuel shortages in October. However, ETF improved the operating margin on its railway works and industrial activities.
Outside France, operating profit from ordinary activities declined 7.9% despite a good performance in the Czech Republic and Slovakia. It was €93 million compared to €101 million in 2009.

VINCI Construction's operating profit from ordinary activities was €584 million (4.5% of revenue), an increase of nearly 10% compared with 2009 (€532 million, 4.1% of revenue).
In the majority of the business line's divisions, the operating margin remained high, both in France and internationally, or improved, particularly in the African subsidiaries of Sogea-Satom and at Entrepose Contracting.
VINCI Construction France remained the business line's main contributor, with operating profit from ordinary activities of €210 million, or 3.9% of revenue (€220 million in 2009, 4.0% of revenue).

VINCI Immobilier's operating profit from ordinary activities was €76 million (12.6% of revenue), an increase of nearly 51% compared with 2009. Business was particularly brisk in residential property, with almost 4,200 sales completed in 2010 (+34%).

After taking account of share-based payment expenses (IFRS 2), goodwill impairment losses and the share of the profit or loss of equity-accounted companies, **operating profit** was €3,429 million in 2010, or 10.3% of revenue, an increase of 10.2% compared with 2009 (€3,110 million).
The share-based payment expense, which reflects the benefits granted to employees under performance share, share subscription or purchase options and the Group Savings Scheme, amounted to €71 million (€63 million in 2009).
Impairment losses on goodwill amounted to €2 million during the period.
The Group's share of profit or loss of equity-accounted companies was €68 million, compared with €85 million at 31 December 2009. In Contracting, this includes the contribution of CFE's equity-accounted subsidiaries, including DEME (€49 million in 2010, €54 million in 2009).

1.4 Net profit

Consolidated net profit attributable to owners of the parent for 2010 amounted to €1,776 million, an increase of 11.3% compared with that of 2009 (€1,596 million).
Diluted net earnings per share was €3.30, an increase of 2.9% from €3.21 per share in 2009.

By business line, the changes reflect the trends observed in operating profit from ordinary activities (see above).

Net profit attributable to owners of the parent, by entity

(in € millions)	2010	2009 restated	2010/2009 change
Concessions	875	779	+12.4%
VINCI Autoroutes	837	733	+14.1%
VINCI Park	61	41	+47.3%
Other concessions and concession holding companies	(22)	5	–
Contracting	836	801	+4.4%
Energy business line	242	190	+27.3%
Eurovia	187	206	(9.0%)
VINCI Construction	407	405	+0.4%
Property	48	34	+40.2%
Holding companies	17	(18)	–
Total	**1,776**	**1,596**	**+11.3%**

The cost of net financial debt was down €78 million to €636 million (compared with €714 million in 2009). This improvement was due to the fall in interest rates and the reduction in the average amount of debt outstanding.

Other financial income and expenses amounted to a net expense of €45 million, compared with net income of €34 million in 2009.
For 2010, this figure includes capitalised borrowing costs on current investments, mainly at ASF, Escota and Cofiroute, in the amount of €77 million (compared with €99 million in 2009). It also includes the negative impact of the cost of discounting retirement benefit obligations and provisions for the obligation to maintain the condition of concession intangible assets in the amount of €74 million (compared with €101 million in 2009) due to the reduction in discount rates. Moreover, in 2010, provisions of €55 million were taken for financial risks in respect of investments in the Greek motorway companies, Aegean Motorway and Olympia Odos.

Capital gains on the disposal of shares amounted to €6 million (compared with €30 million in 2009).

The tax expense for the year amounted to €847 million, up €120 million from the previous year (€727 million). The effective rate was 30.8%, representing a slight increase from 2009 (30.0%).

Non-controlling interest of €125 million (€107 million in 2009) consists mainly of the share of the results of Cofiroute, CFE and Entrepose Contracting that is not attributable to the owners of the parent.

1.5 Cash flow from operations

Cash flow from operations before tax and financing costs increased 5.9% in 2010 to €5,052 million, from €4,771 million in 2009. It represented 15.1% of revenue for the period, compared with 15.5% in 2009.

The Concessions business was the Group's main contributor (63% of the total) with cash flow from operations increasing 3.5% to €3.2 billion, or 62.7% of revenue (€3.1 billion and 63.2% of revenue in 2009).
VINCI Autoroutes' cash flow from operations increased 4.4% to €2,929 million (€2,807 million in 2009) and represented 68.8% of revenue (68.5% in 2009).

For the Contracting divisions, cash flow from operations increased 14.6% to €1,766 million (compared with €1,541 million in 2009) and represented 6.3% of revenue, compared with 6.0% in 2009. The main acquisitions of 2010 (Cegelec, Faceo and Tarmac) contributed €104 million to cash flow in 2010.

Cash flow from operations by entity

(in € millions)	2010	% revenue [2]	2009 restated	% revenue [2]	Variation 2010/2009
Concessions	3,197	62.7%	3,089	63.2%	+3.5%
VINCI Autoroutes	2,929	68.8%	2,807	68.5%	+4.4%
VINCI Park	178	29.8%	198	34.3%	(10.1%)
Other concessions & concession holding companies	90	37.2%	85	38.8%	+6.5%
Contracting	1,766	6.3%	1,541	6.0%	+14.6%
Energy business line	416	5.9%	294	6.0%	+41.5%
Eurovia	470	5.9%	498	6.3%	(5.6%)
VINCI Construction	880	6.7%	749	5.8%	+17.5%
Property	72	11.9%	50	9.0%	+42.2%
Holding companies	17		90		
Total	**5,052**	**15.1%**	**4,771**	**15.5%**	**+5.9%**

1.6 Other cash flows

Cash flow from operating activities [3] amounted to €3,385 million, down €550 million from the 2009 figure (€3,935 million). This change reflects a marked increase in income taxes paid and a slight deterioration in working capital requirement.
The net change in working capital requirement and current provisions was an outflow of €78 million in 2010 compared with an inflow of €524 million in 2009. This change relates to VINCI Construction mainly; the Energy and Eurovia business lines have improved or stabilised their working capital requirement. The change was due in particular to the use of advances on some major projects, the continued application of France's LME Act on modernising the economy (shorter supplier payment terms) and the increase in receivables generated by the good level of business in the fourth quarter.
Income taxes paid increased by €306 million to €950 million (€644 million in 2009), this change being attributable to the fact that the Group received a tax repayment of approximately €100 million in 2009.
Net financial interest paid was €693 million in 2010, down €70 million over the period.

Investments in operating assets net of disposals were down 3% to €595 million (€616 million in 2009), due in part to Eurovia.

Free operating cash flow [4] amounted to €2,790 million, compared with €3,320 million in 2009.

Growth investments in the concessions (including the net increase in financial receivables in respect of public-private partnership agreements) amounted to €871 million during the period (€1,044 million in 2009). They included investments of €655 million at ASF and Escota (including €248 million in respect of the construction of the Lyons–Balbigny section), €99 million at Cofiroute (net of grant received), and €117 million on other projects under construction (principally the stadium at Le Mans and the car rental firm business complex in Nice). The total includes a grant of €100 million received by Cofiroute in respect of the A86 Duplex and application of the EU tunnel Directive. Investments made in 2010 in respect of the green motorway package amounted to €72 million.

Free cash flow before financial investments amounted to €1,919 million (€2,276 million in 2009).

(2) Excluding concession subsidiaries' revenue derived from works carried out by non-Group companies (IFRIC 12).

(3) Cash flow from operating activities: cash flow from operations adjusted for changes in working capital requirement, current provisions, net interest paid, taxes paid and dividends received from equity-accounted companies.

(4) Free operating cash flow: cash flow from operations adjusted for net investments in operating assets (excluding growth investments in concession fixed assets).

Financial investments (including the net debt of acquired companies on the date of their acquisition) represented a net amount of €2,425 million (€96 million in 2009). This figure comprises the total investment in Cegelec amounting to €1,626 million, including Cegelec's financial debt of €225 million, as well as the investment in Faceo for €392 million (including €112 million in respect of debt) and that in Tarmac for €283 million (including €52 million in respect of debt).
Disposals of shares over the period represented a total of €30 million (€60 million in 2009).

After taking these factors into account, there was a net outflow of €575 million in 2010 before operations affecting the share capital, compared to a net inflow of €2,148 million in 2009.

Operations affecting the share capital in 2010 represented a total of €1,605 million, including €1,385 million in respect of the payment for the Cegelec shares, €40 million associated with the partial payment in shares of the final 2009 dividend, and €266 million in respect of the savings plan and the exercise of share subscription options. They also included the buy-back of 2.7 million VINCI shares during the second half of 2010, for a total amount of €107 million, in the context of the share buy-back programme approved by the Shareholders' General Meeting of 6 May 2010.
In 2009, operations affecting the share capital resulted in the generation of net cash inflow of €652 million, of which €367 million was associated with the partial payment in shares of the final 2008 dividend, and €230 million with the Group Savings Scheme.

In total, dividends paid represented €965 million (€876 million in 2009), of which €903 million in respect of the dividend paid by VINCI S.A., while the balance mainly represented the dividends paid by Cofiroute to its minority shareholders.
The dividends paid by VINCI S.A. in 2010 included the final dividend in respect of 2009, for €590 million, to which was added the interim dividend of €282 million for 2010, paid in December 2010, and the coupon on the undated subordinated bond issued in 2006, for €31 million.

1.7 Balance sheet and net financial debt

Consolidated non-current assets amounted to €34.2 billion on 31 December 2010 (€30.9 billion on 31 December 2009). For the most part, they consisted of concession assets (€26.3 billion, including those of ASF/Escota for €17.5 billion).
After taking account of a working capital surplus of €6.5 billion, up by €516 million compared to 31 December 2009 due to the effects of changes in consolidation scope, the amount of consolidated capital employed amounted to €27.8 billion on 31 December 2010, higher than at the end of 2009 (€25.0 billion).
The Concessions business represented more than 90% of the total amount of consolidated capital employed.

The Group's equity on 31 December 2010 was €13.0 billion compared to €10.5 billion on 31 December 2009. This included non-controlling interests of €721 million (€656 million in 2009).

Consolidated net financial debt was €13.1 billion on 31 December 2010. Overall, it remained stable throughout the year.
Concessions net debt increased by €0.1 billion to €15.6 billion, while companies in the Contracting business generated a net cash surplus of almost €3.0 billion, down €0.7 billion due in particular to financial investments made in 2010.
The holding companies (including those of the motorway companies, ASF Holding and Cofiroute Holding) had net financial debt of €0.5 billion, down by €0.6 billion compared with 31 December 2009.

Net financial surplus/(debt)

(in € millions)	2010	2009 restated	2010/2009 change
Concessions	(15,599)	(15,688)	89
VINCI Autoroutes	(13,965)	(14,029)	64
VINCI Park	(787)	(819)	32
Other concessions	(408)	(351)	(57)
Concession holding companies	(439)	(489)	51
Contracting	2,955	3,618	(663)
Holding companies and miscellaneous	(416)	(1,060)	644
Net financial debt	**(13,060)**	**(13,130)**	**70**

1.8 Return on capital

Definitions:
- Return on Equity (ROE) is the net profit for the current period attributable to owners of the parent, divided by the equity excluding non-controlling interests at the previous year end;
- Net Operating Profit After Tax (NOPAT) is the operating profit from ordinary activities, after restating for various items (share in the profit or loss of equity-accounted entities, dividends received and other financial items) less the theoretical tax expense;
- Return on Capital Employed (ROCE) is the NOPAT divided by the average capital employed at the opening and closing balance sheet dates for the financial year in question.

Return on equity (ROE)

The Group's ROE was 18.1% in 2010, slightly down from the previous financial year (18.9%).

(in € millions)	2010	2009 restated
Equity at previous year end	9,811	8,424
Net profit for the year	1,776	1,596
ROE	**18.1%**	**18.9%**

Return on capital employed (ROCE)

ROCE rose from 9.0% in 2009 to 9.3% in 2010, due to the increase in the NOPAT (+8.2% to €2,458 million).

(in € millions)	2010	2009 restated
Capital employed at previous year end	25,005	25,315
Capital employed at this year end	27,766	25,005
Average capital employed	**26,386**	**25,160**
Operating profit from ordinary activities	3,434	3,100
Other items(*)	83	99
Theoretical tax charge(**)	(1,059)	(928)
NOPAT	**2,458**	**2,271**
ROCE	**9.3%**	**9.0%**

(*) Group share of the results of equity-accounted companies and dividends received.
(**) Based on the effective rate for the period by business line (30.8% in 2010 and 30.0% in 2009).

2. Parent company financial statements

VINCI's separate financial statements show revenue of €9.0 million, compared with €8.5 million at 31 December 2009, mainly consisting of services invoiced by the holding company to subsidiaries.

The parent company's net profit was €1,849 million in 2010, compared with €1,641 million in 2009.

The expenses referred to in Article 39.4 of the French General Tax Code amounted to €96,065 in 2010.

Note 10 to the parent company financial statements contains the disclosures relating to suppliers' payment terms required by the LME Act and Article L.441-6-1 of the French Commercial Code.

3. Dividends

The Board of Directors has decided to propose to the next Shareholders' General Meeting that the amount of the dividend for 2010 be set at €1.67 per share, an increase of 3.1% compared to the previous financial year.
Since an interim dividend of €0.52 per share was paid in December 2010, the final dividend payable on 9 June 2011 will be €1.15 per share.

Year	**2007**			**2008**			**2009**		
Type	Interim	Final	Total	Interim	Final	Total	Interim	Final	Total
Amount per share	€0.47	€1.05	€1.52	€0.52	€1.10	€1.62	€0.52	€1.10	€1.62
Number of qualifying shares	469,661,599	464,567,932	–	474,132,982	476,192,586	–	502,072,342	535,315,906	–
Aggregate amount paid (in € millions)	220.74	487.80	–	246.55	524.25	–	261.08	588.85	–
Tax allowance applicable to individual shareholders	40%	40%	–	40%	40%	–	40%	40%	–

Note: the nominal value of VINCI shares was divided by two in 2007.

B. Post balance sheet events, trends and outlook

1. Material post balance sheet events

1.1 Stade de France concession agreement

Under a preliminary ruling on the issue of constitutionality, the Constitutional Council ruled on 11 February 2011 that the French law of 11 December 1996 that was promulgated to approve the Stade de France concession was unconstitutional. The French Government and the company Consortium Stade de France (of which the Group is a 66.6% shareholder) will have to examine the consequences of this situation.

2. Information on trends

2.1 Outcome in 2010

When VINCI published its 2009 annual results, and then its half-yearly results, it announced, and then confirmed, the following targets for the financial year 2010:

- an increase in consolidated revenue of close to 5%, taking into account the positive impact of the external growth transactions completed (in particular Cegelec and Faceo), an increase in the motorway subsidiaries' toll revenue of the order of 4%, and a limited reduction in Contracting business revenue on a comparable structure basis;
- maintenance of the motorway concessions' EBITDA margins at the 2009 level;
- maintenance of the overall operating profit from ordinary activities/revenue margin of the Contracting businesses compared with 2009;
- stabilisation of net financial debt at the end of the year compared with the level reached at the end of June 2010.

These targets have either been achieved or exceeded and the Group's financial situation has been strengthened.

2.2 Trends in 2011

The order book of the Contracting business lines (Energy, Eurovia and VINCI Construction) was €25.9 billion at 31 December 2010, an increase of nearly 15% over 12 months. It represented 11 months of average business activity for the divisions concerned.

The order book of the Energy business line at 31 December 2010 amounted to €6.3 billion (including €1.8 billion for Cegelec and €0.8 billion for Faceo). This was an increase of 108% over 12 months (+24% excluding Cegelec and Faceo) and represented more than nine months of average business activity for the business line.

Eurovia's order book stood at €5.2 billion at 31 December 2010, down 10% compared with 31 December 2009. This change, attributable mainly to international business, is explained in part by the completion of major projects won in 2009 (the R1 expressway in Slovakia, motorways in Germany). It represented about eight months of average business activity for the business line.

VINCI Construction's order book amounted to €14.5 billion at 31 December 2010, an increase of more than 4% over 12 months. It represented more than 13 months of average business activity for the business line. About two-thirds of the orders are for work to be performed in 2011.

Order book (*)

(in € billions)	31/12/2010	31/12/2009 restated
Energy business line	6.3	3.0
Eurovia	5.2	5.7
VINCI Construction	14.5	13.9
Contracting	**25.9**	**22.6**

(*) Unaudited data.

On the date of publication of this document, there have been no material changes in the financial and commercial situation of the Group since 31 December 2010.

3. The Group's markets: seasonality of the business

Most of the Group's activities, but particularly roadworks, civil engineering and some concessions, record lower business volumes in the first half of the year than in the second. This is due mainly to less favourable weather conditions. In 2010, the difference between the two halves represented a difference in revenue of the order of 17%.

The seasonality of the Group's business is also reflected in the net use of cash in the first half, because of the lower level of receipts during this period and the pattern of operating cash flows, the majority of which is generated in the second half of the year. Group income and expenses in respect of ordinary activities that are of a seasonal, cyclical or occasional nature are accounted for using the same accounting methods as those adopted for the full-year financial statements. Income and expenses invoiced on an annual basis (e.g. patent and licence fees, etc.) are accounted for on a pro rata basis using an estimate for the full year.

C. Risk factors

VINCI's decentralised organisation allows it – in accordance with the Group's subsidiarity principle – to assess and handle risks at the most appropriate level of responsibility (subsidiary, business line, holding company) depending on their criticality.

The Group's general guidelines and its internal control systems enable reporting of information to the centre on the main risks and their treatment. The general approach and main procedures are described in the Report of the Chairman of the Board of Directors on corporate governance and internal control procedures, on page 160. Under this process, the risk mapping prepared in 2009 by the various Group entities has enabled the main risk factors specific to VINCI or its area of business to be identified.

Provisions are taken for the likely risks, including in particular possible losses on completion of construction projects as specified in Notes 20, 21 and 24 to the consolidated financial statements.

In general, VINCI's businesses are dependent on the economic climate and, in part, on public-sector orders. If these decrease, pressure on volumes of activity and prices may result.

1. Operational risks

1.1 Commitments

Commitments connected to bidding or to the acquisition or disposal of businesses constitute the first risk with which VINCI companies are faced in their various business lines (Concessions, Energy, Roads, Construction, Property, etc.).

Risks are taken into account in cost estimates right from the bidding stage of each project. Budgets are then prepared and updated during the execution phase.

1.1.1 Bidding

The Group has set up a policy for selecting new contracts. Procedures for monitoring commitments before they are taken have been applied for many years. Projects presenting specific risks, in particular those that exceed the thresholds as stated in the general guidelines, are reviewed by the Risk Committee before tenders are submitted.

Potential exposure to country risk is one of the factors of bidding risk. It is analysed prior to the tender being submitted (see Report of the Chairman of the Board of Directors on corporate governance and internal control procedures, page 160).

In the Contracting business (Energy, Roads and Construction), Group companies seek to avoid the risks connected with projects at an early stage by means of the terms and conditions of tenders, and in particular the associated technical, legal and financial commitments.
In most cases, these risks are limited by the modest size of construction contracts and their duration, which is usually a few months. The great diversity of the Group's skills, geographical locations and customers – some 45% of revenue is accounted for by public-sector clients – also contribute to risk sharing. At VINCI Construction France, approximately 45% of revenue is generated by contracts that are individually less than €5 million. VINCI Construction Grands Projets, which builds larger projects, accounts for only approximately 4% of the Construction business line's revenue and less than 2% of the Group's consolidated revenue. In this area, the Group's policy is to opt for projects with high technical value added, allowing its know-how to be leveraged in countries where the environment is known and manageable. Furthermore, these major projects are often carried out with external companies in joint ventures, which limits the Group's risks exposure.

New concession projects are systematically submitted to VINCI's Risk Committee for examination and approval. In addition, in order to limit commitments and the amount of risk capital invested by the Group in project companies, these projects are generally developed in partnership with other companies and are financed mainly by debt, which is generally with no or limited recourse against VINCI.

1.1.2 Property commitments

The Group's property development activities are mainly carried out through its specialised subsidiary, VINCI Immobilier. This company's activities are concentrated in the Greater Paris region and France's main conurbations. In 2010, these operations accounted for less than 2% of the Group's revenue. VINCI Immobilier's commitments are subject to prior examination by the Risk Committee and are subsequently subject to detailed reporting and regular monitoring processes. Some VINCI subsidiaries may participate in property development transactions as part of their construction activities, most of which are in France. These projects are systematically submitted to the Risk Committee for prior examination and approval. The Group's policy is to undertake new projects only if the risks related to the property and construction are under control and if the property is sufficiently pre-sold.

1.1.3 Acquisitions and disposals

To limit the risks associated with the integration of newly acquired companies and to be able to apply the Group's management principles in them, VINCI's policy is to acquire a majority interest in acquirees. Most proposed acquisitions and disposals are submitted to the Risk Committee for approval. The largest projects are also submitted to the Board of Directors after examination by the Strategy and Investment Committee (see paragraph 3.4.2 of the section entitled "Corporate Governance" contained in the Report of the Chairman of the Board of Directors on corporate governance and internal control, page 164).

1.2 Performance of contracts

1.2.1 General contract performance risks

In all the Group's divisions, VINCI companies are exposed to risks that can affect satisfactory performance. They are mainly the following:

Human resources management

VINCI's successes reside in the quality of its managerial model and its ability to attract, train and motivate its employees. Group companies are therefore exposed to risks connected with the management of their human resources: employees leaving, difficulties connected with recruitment and training, employees' health and safety, employment costs, industrial action or strikes.

On this score, VINCI considers the health and safety of its personnel and third parties involved with or affected by its operations to be major priorities. It has therefore set up a health and safety policy, which includes, in particular, measures that must be taken in the event of a pandemic.

VINCI has set up a jobs and competencies management system to handle the risks related to the availability and/or suitability of technical, administrative or financial staff, at management, white- and blue-collar worker level. The system aims to take into account future workloads and the resources needed.

Detailed information on VINCI's social responsibility approach is given in the Report of the Board of Directors – E. Social and environmental disclosures, on page 126.

Cost evolution

VINCI is potentially exposed to cost increases, particularly in the prices of some commodities and materials (notable examples are oil products, steel and cement). These issues are analysed for each core business in 1.2.2. Commodities risk is also covered in 2.3.

Subcontractors, joint contractors and suppliers

Given the diverse nature of VINCI's business activities and its organisational structure, which reflects the essentially local character of its markets, the Group considers that it is not dependent on a limited number of suppliers, joint contractors or subcontractors. Nevertheless, the quality of work done by other companies working with VINCI may have an impact on whether a given project is carried out satisfactorily.

VINCI companies usually set up early-stage preventative measures, including selecting their partners carefully, monitoring progress and taking any corrective measures needed during the project life.

Social or political instability

Given the large number of countries where VINCI operates, some of the Group's activities may occasionally be affected by industrial action (strikes) or various forms of political unrest (riots, terrorism, armed conflict), malevolent acts such as theft and vandalism on construction sites or criminal acts such as kidnapping. VINCI's Safety/Security Department regularly makes "country risk" information available to business lines to ensure the best possible preparation for work and travel, and makes recommendations aimed at reducing risks. It can also be called on to conduct site audits and/or implement regularly updated security plans.

Across its Contracting business lines (Energy, Roads, Construction), more than 55% of VINCI's revenue is generated in France, over 86% in total in Europe and 3% in North America.

VINCI's existing portfolio of concessions has little exposure to country risk: in 2010, 94% of revenue was generated in France, 98% in Europe and, hence, only 2% out of Europe, of which almost half in North America. Country risk involved in tender bids for new concession or PPP projects is assessed before the bid is made.

With respect to the various property operations conducted by VINCI Immobilier or the construction subsidiaries, these are mainly in France, Belgium and Luxembourg.

Foreign exchange risk, which is another facet of country risk, is analysed under Financial Risks in 2.3.

Natural events

Like any other company, VINCI may be affected by natural events such as earthquakes, floods, cyclones, windstorms, lightning and exceptional weather conditions, which could interrupt operations or trigger the collapse or accidental destruction of Group infrastructure assets under construction or in use. Such events may cause a partial decline in revenue for the relevant entity and could also entail a substantial increase in the costs involved in maintaining or repairing its facilities. However, part of these expenses can be borne by insurance policies.

For these last two risk groups, crisis situations need to be managed and VINCI has made preparations by setting up appropriate operational organisation arrangements.

Actions undertaken and training provided relate to alert procedures, the deployment of crisis management arrangements, and crisis management and resolution. The central organisation is applied in VINCI's business units, which have also set up their own crisis management and communication arrangements to improve responsiveness in the event of a crisis.

1.2.2 Risks specific to VINCI's business lines

The VINCI companies within each of the Group's business lines are exposed to risks, of which the prevention, control and daily management lie at the heart of their business.

Concessions and public-private partnerships (PPPs)

The first set of risks associated with concessions and PPP activities relates to design and construction. Although some risks such as land unavailability often remain with the granting authority, default by the latter cannot be ruled out. Risks connected with design and construction are generally transferred by the project companies holding the PPP contract to the contractors in charge of construction. Financing risks, however, fall within the remit of special purpose companies and their shareholders.

Regarding concessions in operation, the main risks relate to traffic levels or infrastructure usage and users' acceptance of tolls and prices whenever toll receipts account for virtually all the revenue. Traffic levels on motorway concessions are correlated to economic activity as regards heavy goods vehicles and may also be affected by fuel prices, in particular for light vehicles.

The risks connected with changes in the legislative and regulatory environment during the lifetime of contracts must be assessed on the basis of the contractual framework governing their terms. This framework may or may not provide for compensation mechanisms applying in the event of changes in the legislative, regulatory or tax framework.

Concession operating companies' price rises are generally linked to inflation. These companies are therefore potentially exposed to a contraction in the inflation rate.

The Group's image may be tarnished in the event of defaults in the quality of services provided (vehicle recovery, maintenance of the road network, etc.).

The deterioration of infrastructure, particularly due to heavy traffic, which requires the renewal of surface courses, is a risk usually covered by provisions. These provisions, labelled "obligation to maintain the condition of concession assets" are detailed in Note 21 to the consolidated financial statements.

The main financial risks and the legal and regulatory risks are described in paragraphs 2 "Financial risks" and 3 "Legal risks" below.

Contracting (Energy, Eurovia, VINCI Construction)

Although in the course of executing their contracts Group companies are exposed to the general risks referred to in 1.2.1, their extent varies from one entity to another, and from one project to another.

If they form part of the contractual obligations, obtaining official authorisations (planning permission in particular) and permits to use may represent unknowns that are managed on an individual contract basis by clearly planning the various steps preceding construction and acceptance of infrastructure.

As is the case for any entity entering into a contract, VINCI remains subject to the risk of a customer's default and, in particular, its insolvency. Cash flow and components of working capital requirement are therefore closely monitored.

The timetable and/or construction cost of the structure can differ from bid estimates as both depend on a wide range of parameters, some of which are difficult to forecast such as:
- weather conditions (see above);
- labour cost trends, expenses for subcontracting, materials, commodities and energy (see above).

The use of price review clauses and the short duration of most contracts enable this risk to be mitigated, but not completely eliminated.

Although VINCI bears the risk related to the cost of its own personnel directly, the risk of increases in the cost of external services is often transferred to subcontractors and suppliers by means of fixed-price agreements with them.

Exposure to oil prices mainly concerns Eurovia, which uses bitumen to build roads, fuel for industrial facilities and petrol for its equipment fleet.

For large projects, the technical complexity of unique infrastructure assets and site constraints (underground utilities, maintenance of traffic flows during construction works, etc.) and geological conditions are also areas where potentially major unexpected factors are subject to thorough analysis before tenders are submitted.
Some of the Group's activities may also be affected by the environmental, industrial and technological risks described in paragraph 4, page 112.

Property

The Group's property development activities are exposed to numerous risks associated in particular with administrative, technical and commercial factors that could result in delays (or even the abandoning of some projects), budget over-runs and uncertainties regarding the sales price of properties..

2. Financial risks

2.1 Counterparty risk and credit risk

The Group is exposed to counterparty risk in respect of its contracts and financial instruments entered into by VINCI and its subsidiaries should the debtor refuse to honour all or part of its commitment or be unable so to do. Counterparty risk may result in either a loss of value or a loss of liquidity. The Group is exposed to loss of value in respect of its cash investments, in respect of the acquisition of negotiable debt securities, marketable securities, financial receivables and derivative instruments and regarding guarantees or sureties received. It is exposed to a loss of liquidity on the amounts of its unused confirmed credit facilities. The counterparty risk management policy within the Group is described in Note 24.4 to the consolidated financial statements, page 252. VINCI is also exposed to credit risk with respect to its customers. These are described in Note 24.4 to the consolidated financial statements, page 252.

2.2 Liquidity risk

The Group's exposure to liquidity risk relates to its obligations to repay its existing debt (disclosed in Note 23.2.1 to the consolidated financial statements, page 244), to the financing of its future needs associated, in particular, with concession operators' investment programmes (see Note 9 to the consolidated financial statement, page 219) and with the Group's general needs. Details of these obligations and the Group's resources to meet them (cash flow surpluses, unused confirmed credit lines, financial ratings, etc.) are given in Note 23 to the consolidated financial statements, on page 241. The Group seeks to diversify its sources of funding by using the bond markets, banks and supranational banking organisations such as the European Investment Bank (EIB). Details of the various credit lines are given in Note 23 to the consolidated financial statements, page 241. Investment vehicles used to manage cash surpluses are mainly monetary UCITS, negotiable debt securities and bank deposits. Some financing agreements include pre-payment clauses in the event of non-compliance with financial ratios and covenants. These are described in Note 23.2.5 to the consolidated financial statements, page 246.

2.3 Market risks (interest rate, foreign exchange rate and commodity risks)

Because of its level of borrowings, VINCI is exposed to interest rate variations (mainly in the eurozone) in connection with its floating-rate debt and to changes in the spreads applied by lenders. VINCI is also exposed to currency risk in connection with its activities outside France. However, more than 75% of these activities are carried out through subsidiaries operating in the eurozone. In consequence, VINCI's exposure to currency risks remains limited. Management of interest rate and currency risks is explained in Notes 24.1 and 24.2 to the consolidated financial statements, pages 247 and 250. A large share of the Group's revenue is generated under contracts that include price review mechanisms, or under short-term contracts. As a general rule, the risk related to commodity price increases can therefore be considered as low. However, in the case of large-scale contracts with non-reviewable prices, commodity risks must be assessed on a case-by-case basis and be managed using suitable methods such as negotiation of firm price agreements with suppliers, through cash-and-carry deals and/or hedging derivatives using commodity indexes, etc.

2.4 Impact of public-private partnerships (PPPs) and concession contracts on the Group's financial situation

The impact of PPP and concession projects on the Group's financial situation, in particular regarding its exposure to interest rate and liquidity risks, is one of the items taken into account when responding to an invitation to tender. Depending on their size, such projects are submitted to either the holding company's or the particular business line's Risk Committee for examination and approval. Projects are generally carried out through special purpose entities, dedicated solely to realising the project. These vehicles are financed by loans made directly to the project company, with no or limited recourse against their shareholders, backed by the future receivables in a bid to minimise the capital outlay. Depending on the nature of the risks involved (e.g. traffic volumes and country in question) and the share of financing essentially assured by the authority granting the concession, the amount of receivables involved is generally limited to between 5% and a maximum of 20% of the total capital outlay. The impact on the Group's liquidity is therefore relatively low. Floating-rate debt raised by project companies is generally hedged by fixed-rate hedges for a very large proportion, usually more than 90%, in accordance with the commitments made to lenders.

3. Legal risks

3.1 Compliance with laws and regulations

Given the diversity of their activities and geographical locations, Group companies operate within a complex legal and regulatory environment that varies depending on the place where the service is provided and on the sector involved.
In particular they must comply with:
- the rules on the manner of agreeing and performing public and private sector contracts and orders;
- laws governing construction activities and the applicable technical rules governing the supply of services, supplies and works; and
- environmental, commercial, labour, competition, and finance and securities law.

It should be noted that, with respect to concession operations, the Group is dependent on public authorities, which may, as in France, unilaterally alter the terms and conditions of outsourced public service, PPP and concession contracts during their performance, subject to compensation, or cancel the contract itself.

The Group companies' operations could result in them being held civilly or criminally liable in France and in foreign countries and in them bearing the financial or administrative consequences. Similarly, Group executives and employees may also be held criminally liable.

A large share of the risks of non-compliance is therefore likely to lie firstly with executives and/or company officers and with employees to whom responsibility has been delegated.

The financial risks relating to the potential invoking of Group companies' civil liability are covered by insurance policies described in 5 below ("Insurance cover against risks").

The "Report of the Chairman on corporate governance and internal control procedures" includes a paragraph on compliance with laws and regulations in force.

3.2 Disputes and arbitration

Detailed information on the principal disputes and arbitrations in which the Group is involved can be found in Note I to the consolidated financial statements, pages 261-262. How provisions are taken is described in a paragraph in the Notes to the consolidated financial statements, page 196.

4. Environmental, industrial and technological risks

4.1 Economic risks and opportunities associated with climate change

VINCI divides climate change risks into four categories, each one being the subject of a specific approach in terms of economic risks and opportunities:
- physical risks such as damage or project delays due to the increasing number of climate events;
- regulatory risks caused by the introduction of more stringent international, European and national regulations aimed at reducing greenhouse gas emissions;
- competition risks caused by a possible increase in customer demand for more fuel-efficient products and processes;
- the risks of no action being taken to combat climate change.

Only one VINCI facility is concerned by France's national greenhouse gas quota scheme (PNAQ II): CIFC's plant (part of Eurovia) at Fos sur Mer near Marseilles, which has a quota of 190,085 tonnes. An agreed auditor verifies regulatory quota compliance of emissions by no later than 15 February each year. The CIFC facility generated 162,658 tonnes of CO_2 emissions in 2008, 121,480 tonnes of CO_2 in 2009 and 127,454 tonnes of CO_2 in 2010. Some 18,000 tonnes of CO_2 were sold in 2008, 51,000 tonnes in 2009 and 20,000 tonnes in 2010.

4.2 Industrial and environmental risks

VINCI has low exposure to industrial and environmental risks.

Some of Eurovia's activities – which are highly regulated – have similar profiles to industry and can therefore be exposed to these risks. The risks run by these activities are limited and well identified.
- Binder plants: the use or manufacture of products that are potentially hazardous to the environment is subject to continuous monitoring and internal inspections by Eurovia's quality, safety and environment managers.
- Production and application of bituminous mixes: the setting-up of an environmental regulation inspection group for industrial sites enables managers to take necessary action to ensure permanent compliance with regulations. Regular and unannounced external inspections to analyse products and measure the quantities in stock ensure that the plants comply with regulations. Performance techniques for applying bituminous mixes on worksites have been updated regularly over many years in close conjunction with the relevant health and safety bodies.

- Quarries: the pollution factors identified relate to noise, vibration and dust emissions. External audits of quarries are made annually by approved organisations. Dust emissions are inspected in accordance with standards by an external body and a report is submitted annually to the regional departments for industry, research and the environment (DRIRE).

Because these risks are limited, no special system has been set up to monitor the costs and investments associated with their prevention. However, all identified risks are analysed on a case-by-case basis and provisions are made where necessary. At 31 December 2010, provisions related to Eurovia, where the main risks in this area lie, amounted to €28 million, including €16.9 million in France. Provisions identified in VINCI's other subsidiaries stood at around €2 million.

VINCI is potentially exposed to risks connected with accidental pollution, in particular accidental spillage of hazardous goods on its roads network and construction sites. Even if VINCI's liability is not invoked, such an event could disrupt the particular site's operations. Such a situation would necessitate the deployment of crisis arrangements (see 1.2.1 "Natural events").

4.3 Specific technological risks

As VINCI has no facilities classified under clause IV of Article L.515-8 of the French Environmental Code (Seveso High Threshold), relating to environmental protection, Group companies are not directly concerned by technological risks. They can, however, be indirectly exposed to such risks in the following cases:
- some of the Group's activities may be carried out occasionally or permanently near facilities classified for environmental protection. In these cases, the companies involved comply with applicable legislation in force;
- some of the companies in the Energy, Eurovia and VINCI Construction (Freyssinet, VINCI Construction France, Soletanche Bachy, CFE and VINCI Construction Grands Projets) business lines carry out work inside classified facilities (in particular, nuclear power plants). Those responsible for such facilities are subject to a number of obligations and must take all necessary measures, especially for evacuating people.

5. Insurance cover against risks

5.1 General policy

Given the Group's decentralised organisation, this policy is defined at several levels of responsibility:
- VINCI's Executive Management lays down the general framework and rules, and in particular the standards applicable to all subsidiaries;
- within this framework, and after rigorously identifying and analysing the risks relating to their activities, the managers of the business lines or major subsidiaries define the optimum trade-off between the level and extent of the guarantees likely to meet the range of insurable risks, and a cost (comprising premiums and uninsured losses) allowing operational entities to remain competitive. With a view to preventing accidents and optimising costs, uninsured losses are defined on an individual subsidiary basis. Self-insurance budgets have been set up for civil liability, motor vehicle insurance and damage insurance at Eurovia, VINCI Construction France and VINCI Energies.

In addition to subsidiaries' specific cover, VINCI has also taken out cover on behalf of all its subsidiaries, in particular regarding:
- supplementary civil liability cover in addition to the first levels of cover arranged by subsidiaries;
- civil liability protection for company officers;
- liability for environmental damage.

VINCI also has its own brokerage firm, VINCI Assurances, charged with taking out policies and harmonising cover within the Group.

VINCI Assurances acts as a broker for most of the French subsidiaries. As a simple intermediary, it bears no financial risk as an insurer.

5.2 Loss prevention and claims record

Loss prevention arrangements are systematically adopted on construction sites and operating sites. This policy, which gives a major role to training, forms part of VINCI companies' approach in the areas of quality assurance and prevention of work-place accidents.

The Group's claims record in the area of civil liability is marked, on the basis of available statistics and data and without prejudging any actual responsibility, by the low number of incidents involving more than €1 million, by a few medium-sized incidents, ranging from €100,000 to €1 million and, lastly, by a relatively irreducible number of small incidents (some several thousand) of less than €100,000 each, which, to a great extent, are borne directly by subsidiaries as uninsured losses or under self-insurance cover.

5.3 Insurance in the Construction, Roads and Energy business lines

Civil liability

Subsidiaries are exposed to their responsibility for bodily, physical or consequential damage caused to third parties, including customers and principals.

The civil liability cover taken out by the Group comprises a first line that combines the cover in place at subsidiary level, intended to cover usual incidents, and a set of complementary lines taken out for the common benefit by VINCI.

In addition to this basic cover, specific insurance is taken out as a result of legal or contractual requirements or management decisions in areas such as:

- 10-year liability (in France);
- motor insurance;
- transport.

Property insurance

Office buildings and fixed production facilities are covered for a contractual rebuilding value, either value as new or an estimate of the maximum insurable loss. Site plant and equipment machinery is covered on a case-by-case basis and, if financially worthwhile, depending on value, type and age. Road vehicles, which are mostly pooled within fleets by subsidiary, are not generally covered on a comprehensive basis. CAR (Contractor's All Risks) is generally taken out in respect of major construction sites. In particular, this covers physical damage arising from accidents or natural events up to the value of the project as a maximum.

5.4 Insurance in concessions and services business lines

Property insurance

Concession operation involves a potential exposure of the Group to damage to assets under concession, whether accidental or not, that could result in an obligation to rebuild (bearing the related costs), in financial consequences due to the interruption of operations, and in obligations to providers of finance relating to debt servicing. As a general rule, bridges, tunnels and car parks are insured from their entry into service for their cost of reconstruction in the event of accidental destruction. This is not, however, the case for long-distance motorways and rail systems, where complete destruction is not envisaged.

Civil liability

Assets operated under concessions by VINCI subsidiaries in France or abroad are also covered by specific civil liability insurance arrangements, which are coordinated with the complementary cover at Group level. To date, no claim has been settled under these further lines of insurance in the concessions and services business lines. These arrangements are specifically designed to meet local legal requirements and those laid down in concession agreements. Concession operations in which VINCI is a minority shareholder do not generally benefit from the Group's complementary civil liability cover taken out on behalf of all entities.

Business interruption insurance

Business interruption insurance is intended to allow concession operators to restore an income stream interrupted by an accidental event affecting the normal operation of an asset, thus enabling the operator to meet any financial commitments towards lenders and cover ordinary operating overheads during the reconstruction period.

Operating losses are covered subject to various levels of uninsured loss. Losses may be expressed as an amount or as a number of days of interruption. Operations that have a low exposure to this risk (motorways being a notable example) are not systematically insured against such losses as an extended or complete stoppage of operations is not taken into consideration. Uninsured amounts are determined on a case-by-case basis to ensure that the concession's earnings are not materially affected by an accidental interruption in traffic.

D. Company officers and executives

1. Directors' appointments and functions

The table below shows the appointments and functions of the 14 members of the Board of Directors.

Xavier Huillard **Director since:** 2006 **Current appointment ends:** 2014 General Meeting **Age:** 56 **Nationality:** French **Address:** VINCI 1 cours Ferdinand de Lesseps 92500 Rueil Malmaison	**Chairman and Chief Executive Officer of VINCI** **Main appointments within the VINCI Group:** Chairman of VINCI Concessions SAS and of VINCI Concessions Management SAS, Director of Soletanche Freyssinet, VINCI plc (United Kingdom) and VINCI Investments Ltd (United Kingdom); Member of the Supervisory Board of VINCI Deutschland GmbH (Germany); permanent representative of VINCI on the Board of Directors of VINCI Energies and Eurovia, of Snel on the Board of Directors of ASF, of VINCI Concessions on the Board of Directors of Cofiroute and ASF Holding, Chairman of the VINCI Foundation for the Community. **Appointments within the Group that have expired during the last five financial years:** Chairman and Chief Executive Officer of VINCI Concessions SA; Chairman of the Board of Directors of VINCI Concessions SA; Director of Cofiroute, VINCI Energies and VINCI Park; Member of the Supervisory Board of VINCI Energies Deutschland GmbH; Chairman of VINCI Construction; Director of VINCI Construction Grands Projets. **Background:** Xavier Huillard is a graduate of the École Polytechnique and the École Nationale des Ponts et Chaussées. He has spent most of his working life in the construction industry in France and abroad. He joined Sogea in December 1996 as Deputy Chief Executive Officer in charge of international activities and specific projects, and then became its Chairman and Chief Executive Officer in 1998. He was appointed Deputy General Manager of VINCI in March 1998, and was Chairman of VINCI Construction from 2000 to 2002. He was appointed Co-Chief Operating Officer of VINCI and was Chairman and Chief Executive Officer of VINCI Energies from 2002 to 2004, then Chairman of VINCI Energies from 2004 to 2005. He became Director and Chief Executive Officer of VINCI in 2006 and was appointed Chairman of the Board of Directors on 6 May 2010. He was appointed Chairman of the Institut de l'Entreprise on 18 January 2011.
Yves-Thibault de Silguy Chairman of the Strategy and Investments Committee and of the Appointments and Corporate Governance Committee **Director since:** 2000 **Current appointment ends:** 2014 General Meeting **Age:** 62 **Nationality:** French **Address:** VINCI 1 cours Ferdinand de Lesseps 92500 Rueil Malmaison	**Vice-Chairman and Senior Director of the Board of Directors** **Main appointments within the VINCI Group:** permanent representative of VINCI on the Board of Directors of ASF. **Appointments outside the VINCI Group in listed companies:** Director of LVMH. **Other appointments outside the VINCI Group:** Director of Solvay (Belgium), VTB (France) and SMEG (Monaco); Member of the Supervisory Board of Sofisport, Chairman of YTSeuropaconsultants. Yves-Thibault de Silguy is also a member of the Board of Directors of the Collège de France Foundation and is a trustee of the IASC Foundation. He is also Chairman of the France-Qatar committee of Medef International, the French employers' organisation, and Chairman of the Board of Directors of Agro Paris Tech. He is a member of the Conseil des Affaires Etrangères. **Main appointments within the Group that have expired during the last five financial years:** Chairman of the Board of Directors of VINCI. **Appointments outside the Group that have expired during the last five years:** Chairman of the Board of Directors of Aguas Argentinas and of Sino French Holdings; Director of Lyonnaise Europe, Ondéo-Degrémont, Ondéo Services, Société Générale de Belgique, SITA, CDE, EEC, Marama Nui, Socif 4, Unelco Vanuatu, Fabricom, Degrémont, Suez Environnement, Suez Energies Services and Swire Sita Waste Services Ltd (China); Chairman of the Board of Directors or Director of subsidiaries of the Suez Group in New Caledonia, French Polynesia and Vanuatu; member of the Supervisory Board of Elyo and Métropole Télévision-M6; permanent representative of Lyonnaise Satellite on the Board of Directors of TPS Gestion; permanent representative of TPS on the Board of Directors of TPS Motivation; Director of VTB (Russia), Director of Suez Tractebel (Belgium); member of the Advisory Group of ING Direct (France), Vice-Chairman of the France-China committee and of the France-Algeria committee of Medef, the French employers' organisation; Chairman of the Board of Directors of the French university in Egypt; member of the Council for Economic Defence. **Background:** Yves-Thibault de Silguy has a degree in law from the University of Rennes, a Masters degree in public law, and is a graduate of the Institut d'Etudes Politiques Paris, public service section, and of the Ecole Nationale d'Administration. From 1976 to 1981, he worked at the Ministry of Foreign Affairs and for the European Commission from 1981 to 1985. He then worked at the French Embassy in Washington as a Counsellor (economic affairs) from 1985 to 1986. From 1986 to 1988, he was an adviser in the Prime Minister's office with responsibility for European affairs and international economic, monetary and financial affairs. From 1988 to 1993, he was Director in the international affairs department and then Director for International Affairs of the Usinor Sacilor Group. From 1993 to 1995, he was Secretary-General of the Interdepartmental Committee for Questions of Economic Cooperation in Europe and at the same time, adviser for European affairs and vice-sherpa in the Prime Minister's office, assisting in the preparation of summits of the industrialised nations. From 1995 to 1999, he was European Commissioner responsible for economic, monetary and financial affairs. From 2000 to 2005, he was Chairman of the European Policy committee of the Medef. In January 2000, he became a member of the Executive Board of Suez Lyonnaise des Eaux, of which he was Chief Executive Officer from 2001 to 2003. He was then Executive Vice-President of Suez from 2003 until June 2006. He was appointed Chairman of the Board of Directors of VINCI on 1 June 2006 and resigned from all his appointments at Suez. Since 6 May 2010, he has been Vice-Chairman and Senior Director of VINCI.
Dominique Bazy Member of the Remuneration Committee **Director since:** 1996 **Current appointment ends:** 2012 General Meeting **Age:** 59 **Nationality:** French **Address:** Barber Hauler Capital Advisers 19 rue des Capucines 75001 Paris	**Managing Partner of Barber Hauler Capital Advisers** **Other appointments:** Director of Pierre Fabre SA. **Appointments that have expired during the last five financial years:** Vice-Chairman Europe of UBS Investment Bank; Chairman and Chief Executive Officer of UBS Holding France SA; Chairman of the Board of Directors of UBS Securities France SA; Director of GrandVision and of Pierre Fabre Participations; member of the Supervisory Board of Atos Origin; Director of Atos Origin. **Background:** Dominique Bazy has a degree in law, and is a graduate of the Institut d'Études Politiques Paris and the École Nationale d'Administration. He is also a qualified economist. After holding various positions in government departments, he joined Athéna in 1984, became Chief Executive of Athéna Banque in 1985 and Deputy Chief Executive of Athéna from 1986 to 1988. He was appointed Chairman of Sicav Haussmann France in 1987. From 1990 to 1992, he held various positions with UAP. He was a member of the Executive Committee of Crédit Lyonnais in 1993 and Chairman of Clinvest from 1993 to 1994, Chairman of the Supervisory Board of Altus Finance in 1993, Executive Vice-President of Compagnie de l'UAP from 1995 to 1996, Chairman of Allianz Assurances France from 1997 to 2000, General Manager in charge of AGF's general agents department from 1998 to 2000, Member of the International Executive Committee of Allianz AG from 1997 to 2000, Chairman and Chief Executive Officer of UBS Warburg (now UBS) Holding France from 2000 to 2003, Chairman of UBS Securities France SA from 2003 to 2004. From 2004 to 2009, he was Vice-Chairman Europe of UBS Investment Bank. Since 1 September 2009, he has been Managing Partner of Barber Hauler Capital Advisers.

Robert Castaigne Member of the Audit Committee **Director since:** 2007 **Current appointment ends:** 2011 General Meeting (*) **Age:** 65 **Nationality:** French **Address:** Total 12 rue Christophe Colomb 75008 Paris	**Former Chief Financial Officer and former member of the Executive Committee of Total** **Appointments outside the VINCI Group in listed companies:** Director and member of the Audit Committee of Sanofi Aventis, and a Director and member of the Audit Committee of Société Générale. **Other appointments:** Director and Member of the Audit Committee of Compagnie Nationale à Portefeuille (Belgium). **Appointments that have expired during the last five financial years:** Chairman and Chief Executive Officer of Total Nucléaire and of Total Chimie, Director of Arkema, Elf Aquitaine, Total Gestion Filiales, Hutchinson, Total Gabon, Petrofina (Belgium), Alphega (Bermuda), Omnium Insurance & Reinsurance Company Ltd (Bermuda) and Total Upstream UK Ltd. **Background:** Robert Castaigne is a graduate of the École Centrale Lille and the École Nationale Supérieure du Pétrole et des Moteurs. He also holds a doctorate in economics from Université de Paris 1 – Panthéon-Sorbonne. He was an engineer at Total from 1 January 1972 and Chief Financial Officer and member of the Executive Committee of Total from June 1994 to May 2008.
François David Member of the Remuneration Committee **Director since:** 2003 **Current appointment ends:** 2013 General Meeting **Age:** 69 **Nationality:** French **Address:** Coface 12 cours Michelet La Défense 10 92065 Paris La Défense	**Chairman of Coface SA** **Appointments in listed companies:** Director of Rexel and member of the Supervisory Boards of Areva and Lagardère SCA. **Other appointments:** Chairman of Coface Services, Coface Deutschland and Coface Assicurazioni (Italy). Member of the Council of the Order of the Legion of Honour. **Appointments that have expired during the last five financial years:** Chairman and Chief Executive Officer of Coface SCRL Participations and Coface SCRL; Chairman of the Board of Directors of Coface Expert; Chairman of the Supervisory Board of AKC (Allgemeine Kreditversicherung Aktiengesellschaft Coface); Director of EADS and Chairman of ICISA (International Credit Insurance and Surety Association). **Background:** François David has a degree in sociology, is a graduate of the Institut d'Études Politiques Paris and of the École Nationale d'Administration. After holding various positions in government departments between 1969 and 1990, he was Chief Executive Officer (International) of Aérospatiale between 1990 and 1994. He has been Chairman of the Board of Directors of Coface since 1994, Chairman of the Supervisory Board of Coface Deutschland since 1996, Chairman of the Board of Directors of Coface Assicurazioni since 1997. In 2008, he was appointed to the Supervisory Boards of Areva and of Lagardère SCA. François David has also written several books.
Patrick Faure Member of the Appointments and Corporate Governance Committee **Director since:** 1993 **Current appointment ends:** 2013 General Meeting **Age:** 65 **Nationality:** French **Address:** Patrick Faure et Associés 18 quai de Béthune 75004 Paris	**Chairman of Patrick Faure et Associés** **Other appointments:** Director of Cofiroute, ESL & Network and of Waterslim (Luxembourg). **Appointments that have expired during the last five financial years:** Chairman and Chief Executive Officer of Renault Sport; Chairman of the Board of Directors of Renault F1 Team Ltd and of Benetton Formula; Director of Compagnie Financière Renault, Compagnie d'Affrètement et de Transport, ESL & Network, Giat Industries, AB Volvo, Renault Agriculture, Grigny UK Ltd; Deputy Chief Executive Officer and member of the Executive Committee of Renault; Chairman of the Board of Directors of Ertico and Chairman of the France-Ameriques Association. **Background:** Patrick Faure is a graduate of the Institut d'Études Politiques Paris and the École Nationale d'Administration. From 1979 onwards he held various positions with Renault including that of Manager of Renault Austria from 1981 to 1982 and of Renault UK from 1982 to 1984. In 1984, he was appointed central public relations manager of Renault and in July 1985 became manager of public relations and communication. In January 1986, he became Vice-President of Renault, and Company Secretary of the Renault Group in January 1988. In January 1991, he was appointed Deputy General Manager and Marketing Director, and Chairman of Renault Sport. Patrick Faure was Executive Vice-President and Member of the Executive Committee of Renault until 1 January 2005. He was also Chairman and Chief Executive Officer of Renault Sport and Chairman of the Board of Directors of Renault F1 Team Ltd until 2006. Patrick Faure has been adviser to Areva since 2006.
Dominique Ferrero Member of the Appointments and Corporate Governance Committee **Director since:** 2000 **Current appointment ends:** 2014 General Meeting **Age:** 64 **Nationality:** French **Address:** Natixis 5-7 rue de Monttessuy 75007 Paris	**Adviser to the Chairman of Natixis** **Appointments:** Permanent representative of Natixis on the Board of Directors of Natixis Private Equity. **Appointments that have expired during the last five financial years:** Member of the Management Board and Chief Executive Officer of Natixis; permanent representative of Natixis on the Board of Directors of Natixis Global Asset Management and of Coface; Chairman of the Management Board of Ixis Corporate & Investment Bank (Ixis CIB). **Background:** a graduate of the Ecole Normale Supérieure, Dominique Ferrero joined Banque Française du Commerce Extérieur (BFCE) in 1978. He was seconded from BFCE from 1981 to 1986 to various positions in the French Treasury, the Ministry for Foreign Trade and Tourism and the Ministry for Industrial Redeployment and Foreign Trade. From 1988 to 1991, he was Development Manager at BFCE, a Member of the Executive Management Committee, responsible for creating and developing its long-term corporate finance and merchant banking activities. He was appointed Managing Director of Société Financière de la BFCE then Deputy Managing Director and member of the general management in 1991 and Managing Director of BFCE in 1994. In 1996, he became Managing Director of the Natexis group (resulting from the merger of BFCE and Crédit National), then Managing Director of Natexis Banques Populaires (resulting from the merger of Natexis and Caisse Centrale des Banques Populaires) in 1999, and Chief Executive Officer of Crédit Lyonnais from 1999 to 2003. From 2004 to 2006, he was Senior Adviser and Vice-Chairman of Merrill Lynch Europe and, from 2006 to 2008, he was Chief Executive Officer of Natixis. He is now an adviser to the Chairman of Natixis.

Jean-Pierre Lamoure Member of the Strategy and Investments Committee **Director since:** 2008 **Current appointment ends:** 2012 General Meeting **Age:** 62 **Nationality:** French **Address:** Soletanche Freyssinet 133 boulevard National 92500 Rueil Malmaison	**Chairman of the Board of Directors of Soletanche Freyssinet** **Main appointments within the VINCI Group:** Chairman of Bachy Soletanche Holdings Ltd (UK). **Other appointments outside the VINCI Group:** Chairman of Psila; Manager of Comemi; Chairman of the Supervisory Board of Atlantic SFDT; Chairman of the Executive Board of Sedeco; Director and Secretary of the French National Federation of Public Works (FNTP). **Other appointments within the VINCI Group that have expired during the last five financial years:** Chairman and Chief Executive Officer of Soletanche; Chairman of Soletanche Bachy Entreprise and Soletanche Bachy; Manager of Compagnie du Sol and of Solval (company merged). **Appointments in listed companies outside the VINCI Group that have expired during the last five financial years:** Director of Technip. **Other appointments outside the VINCI Group that have expired during the last five financial years:** Joint Manager of HIGB, Manager of Promocalor and of Clamar, member of the Supervisory Board of Fortis Banque France. **Background:** Jean-Pierre Lamoure is a graduate of the École Polytechnique and Master Engineer of the Corps des Mines. He worked as head of oil and energy-saving techniques in the Mines department of the Ministry of Industry at Bordeaux and was a *chargé de mission* in the office of the Prefect of the Aquitaine region from 1975 to 1978, then head of the prospection–production and oilfield conservation department in the hydrocarbons department of the Ministry of Industry from 1978 to 1981. From 1981 to 1983, he was Head of Management Control and Planning in the insulation division of Saint-Gobain. In 1983 he joined the Soletanche group as Chief Executive Officer, a position he held from 1983 to 1987, before being appointed Chairman of the Executive Board of Soletanche Entreprise for 1987-1989. He was then Chairman and Chief Executive Officer of Soletanche S.A. from 1989 and between 1997 and 2008 of Soletanche Bachy, which became a subsidiary of VINCI Construction in 2007. Jean-Pierre Lamoure has also been Chairman of the Supervisory Board of Atlantic SFDT since 1998. Mr Lamoure was Vice-Chairman of the French National Federation of Public Works (FNTP) from 1998 until 2007, and has been its Secretary since 2007. Between 1995 and 1999 and between 2004 and 2009, he was also Chairman of that federation's Technical and Innovation Commission.
Jean-Bernard Lévy Chairman of the Remuneration Committee **Director since:** 2007 **Current appointment ends:** 2011 General Meeting (*) **Age:** 56 **Nationality:** French **Address:** Vivendi 42 avenue de Friedland, 75008 Paris	**Chairman of the Management Board of Vivendi** **Appointments in listed companies:** Chairman of Activision Blizzard Inc. (USA), Vice-Chairman of the Supervisory Board of Maroc Telecom (Morocco) and a Director of Société Générale. **Other appointments:** Chairman of the Supervisory Board of Canal+ France; Chairman of the Board of Directors of GVT Holding SA (Brazil); Vice-Chairman of the Supervisory Board of Canal+ Group; Director of SFR and NBC Universal Inc. (USA). Jean-Bernard Lévy is also a Director of the Institut Pasteur, Chairman of the Supervisory Board of Viroxis, Chairman of the Board of Directors of the Institut Télécom and member of the Board of Paris Europlace. **Appointments that have expired during the last five financial years:** None. **Background:** Jean-Bernard Lévy is a graduate of École Polytechnique and Telecom Paris Tech. He was an engineer at France Telecom from 1978 to 1986, and then technical adviser to Gérard Longuet, the French Minister for Postal and Telecommunication services from 1986 to 1988, General Manager, Communication Satellites at Matra Marconi Space from 1988 to 1993, Chief of Staff to Gérard Longuet, the French Minister for Industry, Postal Services and Telecommunications and Foreign Trade from 1993 to 1994. From 1995 to 1998, he was Chairman and Chief Executive Officer of Matra Communication, then Managing Partner, Corporate Finance at Oddo Pinatton from 1998 to 2002. He joined Vivendi Universal in August 2002 as Chief Operating Officer and was appointed Chairman of the Management Board of Vivendi on 28 April 2005.
Michael Pragnell Member of the Audit Committee **Director since:** 2009 **Current appointment ends:** 2013 General Meeting **Age:** 64 **Nationality:** British **Address:** Pound Cottage RG72 LR Silchester United Kingdom	**Chairman of the Board of Directors of Cancer Research UK** **Other appointments:** Member of the Board of Directors of INSEAD. **Appointments that have expired during the last five financial years:** Chief Executive Officer and Director of Syngenta AG. **Background:** Michael Pragnell is a graduate of St John's College, Oxford and INSEAD. In 1968, he joined Courtaulds Ltd where he held positions in marketing and sales. In 1974, he joined First National Bank of Chicago in the international department. From 1975 to 1995, he held various positions within the Courtaulds group: in marketing at International Paint plc (1975–1985), as Chief Executive Officer of National Plastics (1985-1986), as Chief Executive Officer of International Paint plc (1986–1992) and as Chief Financial Officer (1992–1994) of Courtaulds plc, where he was appointed to the Board of Directors in 1990. From 1995 to 2000, he was Chief Executive Officer of Zeneca Agrochemicals and a member of the Executive Committee of Zeneca plc (now known as AstraZeneca plc), and was appointed to the Board of Directors in 1997. In 2000, he was appointed founding Chief Executive Officer and Chairman of the Executive Committee of Syngenta AG, where he is also a founder member of the Board of Directors. From 2002 to 2005, he was Chairman of CropLife International.
Henri Saint Olive Chairman of the Audit Committee **Director since:** 2000 to 9 January 2006 and then from 16 May 2006 **Current appointment ends:** 2014 General Meeting **Age:** 67 **Nationality:** French **Address:** Banque Saint Olive 84 rue Duguesclin 69458 Lyon Cedex 06	**Chairman of the Board of Directors of Banque Saint Olive** **Appointments in listed companies:** Member of the Supervisory Board of ANF. **Other appointments:** Chairman of the Supervisory Board of Saint Olive et Cie and of Saint Olive Gestion; Chairman of the Board of Directors of Enyo; Manager of CF Participations and of Segipa; member of the Supervisory Boards of Prodith and of Monceau Générale Assurances; Director of Mutuelle Centrale de Réassurance, Compagnie Industrielle d'Assurance Mutuelle, Centre Hospitalier Saint-Joseph-et-Saint-Luc and of the Association de l'Hôpital Saint-Joseph at Lyons. **Appointments in listed companies that have expired during the last five financial years:** Member of the Supervisory Board of Eurazeo. **Appointments that have expired during the last five financial years:** Chairman of the Board of Directors of Ciarl; Director of Rue Impériale de Lyon, Monceau Assurances Mutuelles Associées and Groupe Monceau-Mutuelles Associées; Manager of LP Participation. **Background:** a graduate of HEC, in 1969 Henri Saint Olive joined Banque Saint Olive where he has spent his working life. He was appointed Chairman of the Executive Board of this bank in 1987 then Chairman of its Board of Directors in 1997.
Pascale Sourisse Member of the Audit Committee **Director since:** 2007 **Current appointment ends:** 2011 General Meeting (*) **Age:** 49 **Nationality:** French **Address:** Thales 160 boulevard de Valmy BP 82 92704 Colombes Cedex	**Senior Vice President of Thales' C4I Defence and Security Systems Division and Member of Thales' Executive Committee** **Appointments in listed companies:** Director and member of the Accounts and Audit Committee of Renault. **Other appointments:** Chairman and Chief Executive Officer of Thales Communications S.A., Chairman of Thales Security & Solutions SAS and of Thales Services SAS, and a Director of Thales North America Inc. (USA); Chairman of 181 Centelec SAS and a member of the Supervisory Board of Thales Alenia Space SAS; Director of DCNS, a member of the Board of Directors of Institut Télécom (Minefi), Chairman of the Board of Telecom Paris Tech and a member of the Board of Administrators of Gifas. **Appointments that have expired during the last five financial years:** Chairman and Chief Executive Officer of Alcatel Cyber Satellite; Chairman of Eurospace; Director and Chairman of Skybridge Satellite Operations; Director of Skybridge LLC, Skybridge 2LLC, Skybridge Operations France, Skybridge Communications par Satellites, Satlynx; Chairman of Thales Alenia Space France SAS, Alcatel Spacecom, and SkyBridge GP Inc.; Director of Thales Alenia Space Italia SpA, Telespazio Holding SRL, Galileo Industries SA, Galileo Industries SpA, and EuropeStar Ltd. **Background:** Pascale Sourisse is a graduate of École Polytechnique and is a telecommunications engineer. She worked as an engineer at Compagnie Générale des Eaux from 1984 to 1985, as an engineer in the telecommunications division of Jeumont-Schneider from 1985 to 1986, and as head of the enterprise network division at France Telecom from 1987 to 1990. From 1990 to 1994, she worked in the French Ministry for Industry, as assistant deputy manager, then deputy manager, of the Consumer Electronics and Audiovisual Communication department. Ms Sourisse worked for Alcatel Group, where she held the positions of Director, Planning and Strategy from 1995 to 1997, Chairman and Chief Executive Officer of Skybridge from 1997 to 2001, Chief Operating Officer and then President and Chief Executive Officer of Alcatel Space from 2001 to 2005. She was President of Alcatel Alenia Space (now Thales Alenia Space) from 2005 to 2008. Since April 2007, she has been a Member of the Executive Committee of Thales. From May 2008 until early 2010, she was Senior Vice President of Thales Land & Joint Systems Division. Ms Sourisse has been Senior Vice President of Thales' C4I Defence and Security Systems Division since early 2010.

Qatari Diar Real Estate Investment Company **Headquarters:** Lusail Visitor Center Lusail Street PO Box 23175 Doha, Qatar **Director since:** 2010 **Current appointment ends:** 2014 General Meeting **Nationality:** Qatari **Permanent representative:** Mr Yousuf Ahmad Al Hammadi Member of the Strategy and Investments Committee	Qatari Diar Real Estate Investment Company (Qatari Diar) was formed in 2005 and is wholly owned by the Qatar Investment Authority (QIA), which belongs to the State of Qatar. Qatari Diar is the main player in Qatar's urban development projects and in property development operations carried out abroad on behalf of the State of Qatar. Qatari Diar is present in more than 20 countries across Asia, Africa, Europe and South America. In 2008, Qatari Diar acquired control of Cegelec. In 2010, Qatari Diar transferred ownership of Cegelec to VINCI in exchange for new VINCI shares and treasury shares. Since the transaction, Qatari Diar has owned 31,500,000 VINCI shares. The Chairman of the Board of Directors of Qatari Diar is the Prime Minister, Sheikh Hamad bin Jassim bin Jabor Al Thani. Its Chief Executive Officer is Mr Ghanim bin Saad al-Saad, who is also Chairman of Barwa, a listed subsidiary in which Qatari Diar has a substantial shareholding and which is one of the country's main property developers. **Appointments in listed companies:** Qatari Diar is a Director of Veolia. **To 1 March 2011:** Mr Alain Maillot, a partner in the law firm Darrois Villey Maillot Brochier, was Qatari Diar's permanent representative on the Board of Directors of VINCI. **Appointments in listed companies:** Mr Maillot is also a Director of PCB SA (Belgium). **From 1 March 2011:** Mr Yousuf Ahmad Al Hammadi, Regional Manager Europe of Qatari Diar is now the permanent representative of this company on the Board of Directors of VINCI.
Denis Vernoux Member of the Strategy and Investments Committee **Director since:** 2002 **Current appointment ends:** 2012 General Meeting (**) **Age:** 64 **Nationality:** French **Address:** VINCI Construction Grands Projets 5 cours Ferdinand de Lesseps 92500 Rueil Malmaison	**Director representing employee shareholders** Denis Vernoux is an engineer at VINCI Construction Grands Projets. He is Chairman of the Joint Supervisory Board of the VINCI Castor and Castor Relais corporate mutual funds, and Chairman of the Supervisory Boards of the Castor Equilibre and Castor Rebond corporate mutual funds. **Background:** a qualified engineer (EIM-CHEBAP), Denis Vernoux has spent all his working life since 1973 in the VINCI Group. In particular, he was chief engineer in the technical department of Campenon Bernard. He is now chief engineer in the engineering and technical resources department of the subsidiary, VINCI Construction Grands Projets. At the same time, Denis Vernoux has successively been a member and secretary of the works council at the head office of Campenon Bernard and then of VINCI Construction Grands Projets. Mr Vernoux has submitted his resignation as Director representing employee shareholders of VINCI. His resignation will take effect at the close of the Shareholders' General Meeting to approve the financial statements of the 2010 financial year.

(*) Renewal of appointment for a period of four years proposed to the Shareholders' General Meeting.

(**) Mr Vernoux's appointment will terminate by resignation at the close of the next Shareholders' General Meeting. As a result, the process by which to appoint a Director representing employee shareholders under VINCI's Articles of Association has been initiated. A candidate seeking to be appointed to the position must be an employee of a Group company and must be an employee representative on the Supervisory Board of a corporate mutual fund comprising over one-third VINCI shares. VINCI shareholders will cast their vote on the candidates presented at the General Meeting.

2. Shares held by the company officers

2.1 Shares held by the company officers

In accordance with the Company's Articles of Association, the minimum number of VINCI shares that each Director (except the Director representing employee shareholders) must hold is 1,000, which, on the basis of the share price at 31 December 2010 (€40.68) amounts to a minimum of €40,680 invested in VINCI shares.
The table below summarises the number of shares held by the company officers as at 31 December 2010, as declared to the Company.

Company officer	Number of VINCI shares
Xavier Huillard	441,134
Yves-Thibault de Silguy	45,678
Dominique Bazy	1,400
Robert Castaigne	1,038
François David	1,184
Patrick Faure	5,103
Dominique Ferrero	2,229
Jean-Pierre Lamoure	2,000
Jean-Bernard Lévy	2,400
Michael Pragnell	1,000
Henri Saint Olive (*)	48,843
Pascale Sourisse	1,000
Qatari Diar Real Estate Investment Company (**)	1,000
Denis Vernoux	22

(*) Including 38,875 shares held indirectly through companies.

(**) The Qatari Diar group holds a total of 31,500,000 shares (1,000 directly and 31,499,000 through its subsidiary Comet Luxembourg)

2.2 Share transactions by company officers, executives and persons referred to in Article L.621-18-2 of the French Monetary and Financial Code

The Group's company officers and executives subject to spontaneous declaration of their share transactions have declared having made the following transactions in 2010:

(in number of shares)	Acquisitions (*)	Disposals (**)
Xavier Huillard	229,600	189,752
Christian Labeyrie	236,288	99,475
Henri Saint Olive (1)	5,000	–

(*) Excluding allocation of performance shares.

(**) Excluding donations and disposals of units in company savings funds.

(1) These shares were acquired through Somart, a company related to Henri Saint Olive.

3. Company officers' remuneration and interests

3.1 Directors' fees and other remuneration

The total amount of Directors' fees paid in 2010 by the Company (for the second half of 2009 and the first half of 2010) amounted to €787,500. Some company officers also received Directors' fees in 2010 from companies controlled by VINCI. The amount of Directors' fees payable by VINCI in respect of 2010 is €820,000.

The table below summarises the Directors' fees and other remuneration received in 2009 and 2010 by non-executive directors of VINCI:

Directors' fees and other remuneration received by non-executive company officers

	Amounts paid in 2009		Amounts paid in 2010	
Non-executive company officers (1)	**By VINCI**	**By companies controlled by VINCI**	**By VINCI**	**By companies controlled by VINCI**
Serving Directors				
Yves-Thibault de Silguy (2)	–	–	278,667	–
Dominique Bazy	60,000	–	58,333	–
Robert Castaigne	61,250	–	63,333	–
François David	45,000	–	45,000	–
Patrick Faure	50,000	7,500	45,000	10,000
Dominique Ferrero	32,500	–	58,333	–
Jean-Pierre Lamoure (3)	23,334	216,060	50,000	216,060
Jean-Bernard Lévy	59,375	–	60,000	–
Henri Saint Olive	75,000	–	73,333	–
Michael Pragnell (4)	9,167	–	47,500	–
Pascale Sourisse	54,375	–	63,333	–
Denis Vernoux (5)	50,000	–	50,000	–
Alain Maillot (6)	–	–	8,333	–
Former Directors				
Quentin Davies (7)	23,333	–	–	–
Bernard Huvelin (8)	45,833	38,842	–	–
Total Directors' fees and other remuneration	**589,167**	**262,402**	**901,165**	**226,060**

(1) These Directors have received no other remuneration from VINCI and the companies controlled by VINCI other than Directors' fees, except for Yves-Thibault de Silguy, Jean-Pierre Lamoure and Denis Vernoux.

(2) As from his appointment as Vice-Chairman and Senior Director on 6 May 2010. For the period from 6 May 2010 to 31 December 2010, Yves-Thibault de Silguy received remuneration of €278,667, including €31,667 in Directors' fees paid by VINCI and a supplementary retirement pension of €247,000. Yves-Thibault de Silguy also received benefits in kind of €3,010 (company car). In addition, YTSeuropaconsultants, a firm of which Yves-Thibault de Silguy is the sole partner, received €220,000 (ex. VAT) from VINCI for the period from 6 May to 31 December 2010 in connection with a services agreement between VINCI and YTSeuropaconsultants (see the "Report of the Chairman", page 160).

(3) In 2009, Jean-Pierre Lamoure received remuneration of €216,060 in respect of his appointment as Chairman of the Board of Directors of Soletanche Freyssinet (comprising a fixed part only) and received benefits in kind of €3,326 (company car). In 2010, Jean-Pierre Lamoure received remuneration of €216,060 in respect of his appointment as Chairman of the Board of Directors of Soletanche Freyssinet (comprising a fixed part only) and received benefits in kind of €3,326 (company car).

(4) Amounts paid in 2009 for the period from 14 May 2009 to 31 December 2009.

(5) As Denis Vernoux is a Director representing employee shareholders, his other remuneration is not disclosed.

(6) As from his appointment as a permanent representative of Qatari Diar Real Estate Investment Company.

(7) Amounts paid in 2009 for the period from 1 July 2008 until his resignation on 6 October 2008.

(8) Amounts paid in 2009 for the period from 1 January 2009 until the end of his appointment on 14 May 2009.

Note: Withholding tax is deducted from the amounts corresponding to Directors' fees received from foreign subsidiaries.

3.2 Remuneration of executive company officers

In accordance with the recommendations published by the Afep and Medef in October 2008 on the remuneration of executive company officers, the table below summarises the aggregate remuneration and options and performance shares granted to the current and former executive company officers during the last two years:

Summary of remuneration due in respect of the financial year and options and shares granted

Executive company officer	2009	2010 (*)
Xavier Huillard, Chairman and Chief Executive Officer		
Remuneration due in respect of the year	1,626,397	1,614,846
Value of options granted during the year	–	–
Value of performance shares granted during the year	–	–
Total	**1,626,397**	**1,614,846**
Yves-Thibault de Silguy, Vice-Chairman and Senior Director, former Chairman of the Board		
Remuneration due in respect of the year	1,666,902	511,486
Value of options granted during the year	–	–
Value of performance shares granted during the year	–	–
Total	**1,666,902**	**511,486**

(*) Period from 1 January 2010 to 6 May 2010 for Mr de Silguy (i.e. until the date of expiry of his term as Chairman of the Board of Directors)

a) Remuneration of Xavier Huillard

VINCI discloses hereunder the remuneration paid during the last two years by VINCI and Group companies to Xavier Huillard, Chairman and Chief Executive Officer, and the remuneration set by the Board of Directors, as proposed by the Remuneration Committee, that is due in respect of each of the two years, regardless of the year in which the remuneration in question is paid.

Summary of the remuneration of Xavier Huillard

	2009		2010	
Executive company officer	Amounts due in respect of the year	Amounts paid during the year	Amounts due in respect of the year	Amounts paid during the year
Xavier Huillard, Chairman and Chief Executive Officer				
Gross fixed remuneration	700,000	700,000	700,000	700,000
Gross variable remuneration	868,612	791,389	883,728	868,612
Deferred remuneration subject to conditions	–	–	(1)	-
Directors' fees	53,670	47,980	27,003	47,003
Benefits in kind	4,115	4,115	4,115	4,115
Total	**1,626,397**	**1,543,484**	**1,614,846**	**1,619,730**

Note: Directors fees received within the VINCI Group by executive company officers are deducted from the overall remuneration.

(1) Pursuant to the long-term incentive scheme awarded to Mr Huillard, an amount will be calculated subject to the terms and conditions set out in paragraph 4.1 of the "Report of the Chairman" (page 168). This amount will be calculated on the anniversary date of his appointment (6 May 2011) by the Board of Directors and will be duly accounted for in the Company's books. Mr Huillard will receive this amount at the end of his term of office (except in particular circumstances). At the end of 2010, the Company made an allowance in its books for an amount of €660,575 corresponding to the valuation, at market conditions prevailing on 31 December 2010, of the likely amount. The actual amount will be calculated and will vest on the anniversary date of Mr Huillard's office, i.e. on 6 May of each year.

Xavier Huillard's remuneration package is described on pages 167-168. It includes a fixed part set at €700,000 and a variable part of up to €1,440,000 (on an annual basis). The variable part comprises a part that can be adjusted by application of the performance index mentioned on page 168 and a part payable at the Board of Directors' discretion.

At its meeting held on 1 March 2011, the Board of Directors decided, as proposed by the Remuneration Committee, to set the variable part of Xavier Huillard's remuneration based on financial criteria, after calculating the performance index, at €570,731 in respect of 2010 and the managerial part at €360,000, making a total variable part of €930,731 before deducting the Directors' fees paid in 2010.

In 2010, Xavier Huillard was entitled to benefit from the additional supplementary pension scheme established for a certain number of senior executives of VINCI S.A. and described in the first paragraph of point (d) below.

The table below summarises the various data relating to the existence in favour of the executive company officer, if applicable, of (I) an employment contract in addition to the appointment as company officer, (II) supplementary pension plans, (III) commitments entered into by the Company corresponding to allowances or benefits due or that could be due as a consequence of cessation or change of the executive company officer's duties or after their cessation, and (IV) allowances compensating for a non-competition clause.

Executive company officer	Employment contract		Supplementary pension plan		Allowances or benefits that could be due as a result of cessation or change of duties		Allowances for non-competition clause	
	yes	no	yes	no	yes	no	yes	no
Xavier Huillard, Chairman and Chief Executive Officer								
Date of appointment: 06/05/2010								
Term of appointment ends at 2014 General Meeting		X (*)	X		X (**)			X

(*) Xavier Huillard had a suspended employment contract that ended via resignation on 6 May 2010 when he was appointed Chairman and Chief Executive Officer.

(**) Xavier Huillard is eligible for the payment of severance compensation in the event that the Company terminates his corporate office prior to the expiry of his term of office as a director. *See page 168.*

b) Remuneration of Yves-Thibault de Silguy until 6 May 2010

VINCI discloses hereunder the remuneration paid during the last two years by VINCI and Group companies to Yves-Thibault de Silguy in his capacity as executive company officer of VINCI until 6 May 2010 and the remuneration set by the Board of Directors as proposed by the Remuneration Committee that is due in respect of each of the two years, regardless of the year in which the remuneration in question is paid. The formula used to calculate the variable part of the remuneration on the basis of intrinsic performance and stock market price evolution results in an increase of 3.13% for 2010.

Summary of the remuneration of Yves-Thibault de Silguy in his capacity as executive company officer until 6 May 2010

	2009		2010 (*)	
Former executive company officer	**Amounts due in respect of the year**	**Amounts paid during the year**	**Amounts due in respect of the year**	**Amounts paid during the year**
Yves-Thibault de Silguy, Vice Chairman and Senior Director, former Chairman of the Board				
Gross fixed remuneration	750,000	750,000	250,000	250,000
Gross variable remuneration	792,387	741,556	213,648	792,387
Exceptional remuneration	–	–	6,333 (**)	–
Directors' fees	120,000	120,000	40,000	100,000
Benefits in kind	4,515	4,515	1,505	1,505
Total	**1,666,902**	**1,616,071**	**511,486**	**1,143,892**

(*) The amounts indicated correspond to the period from 1 January 2010 to 6 May 2010.

(**) This amount corresponds to the supplementary pension due for the period from 1 to 6 May 2010 (amount paid on 30 June 2010).

Note: Directors fees received within the VINCI Group by executive company officers are deducted from the overall remuneration.

Yves-Thibault de Silguy's remuneration package is described on page 167. Mr de Silguy's remuneration for the period from 1 January to 30 April 2010 comprises a fixed part of €250,000 (€750,000 on an annual basis) and a variable part. This variable remuneration, initially set at €750,000 when he was appointed Chairman of the Board of Directors on 1 June 2006, is adjustable on the basis of a performance index, referred to on page 167. At its meeting on 1 March 2011, the Board of Directors decided, as proposed by the Remuneration Committee, to set the variable part of Mr de Silguy's remuneration at €313,648 in respect of the period from 1 January to 30 April 2010. This sum corresponds to four-twelfths of the variable part determined by the Board of Directors in respect of 2009, increased by 3.13% resulting from the performance index calculation formula, before deduction of Director's fees paid in 2010 in respect of the term as Chairman.

Mr de Silguy, who does not have an employment contract and has no entitlement to any leaving allowance, drew his retirement pension as from 30 April 2010. He had an entitlement to a supplementary pension of €380,000 per annum, which was expressly approved by the Shareholders' Ordinary General Meeting of 10 May 2007 and then of 15 May 2008, in order to incorporate performance conditions in accordance with the law. The Board of Directors verified at its meeting on 6 May 2010 whether the performance conditions were met at the end of his term of office. This retirement pension will be acquired if trends in both quantitative indicators (net profit, cash flow from operations, ROCE, VINCI share price, outperformance of the VINCI share compared with a sample of comparable companies, and dividends) and qualitative indicators (connected with his personal performance) are, in the majority, positive. The Board monitors these indicators annually during the beneficiary's term of office. The purpose of this regime was to replace the retirement pension regime to which Mr de Silguy lost his entitlement when, having accepted his appointment in June 2006 as Chairman of the Board of Directors of VINCI, he left the Suez Group. In connection with the monitoring of the performance criteria instituted in accordance with the law, the Board of Directors considered that Mr de Silguy's performance was positive in 2006, 2007, 2008 and 2009 on each of the points considered, except for ROCE in 2006, the outperformance of the VINCI share in 2007, the changes in the VINCI share price in 2008 and net profit, cash flow, ROCE and increase in dividend in 2009. The Board of Directors considered, on 6 May 2010, as proposed by the Remuneration Committee, that trends in the performance indicators selected to determine whether the supplementary pension for Mr de Silguy was acquired were, during his term as Chairman of the Board of Directors, in the majority positive.

c) Benefits in kind paid to executive company officers
In 2010, Yves-Thibault de Silguy and Xavier Huillard had the use of a company car.

d) Obligations in respect of supplementary retirement schemes
A new collective pension scheme was put in place in 2010 for the senior executives of VINCI S.A. with at least 10 years' service, the purpose of which, subject to certain conditions being met, is to guarantee them a supplementary annual pension when they retire of between 20% and 40% of the average annual remuneration received in the last 36 months before they leave, with a ceiling that will be gradually increased to a maximum of eight times the social security ceiling at 1 January 2019.

The treatment of Xavier Huillard as an executive in order that he may, despite the termination of his employment contract, also benefit from this collective scheme, constitutes a commitment subject to the procedure for the authorisation of regulated agreements in accordance with Article L.225-42-1 of the French Commercial Code and was approved by the Shareholders' General Meeting of 6 May 2010.

Yves-Thibault de Silguy is entitled to a special pension regime described in paragraph (b) above.

At 31 December 2010, VINCI's obligations in respect of retirement pensions for Xavier Huillard and Yves-Thibault de Silguy amounted to €10,082,000 broken down as follows:

Beneficiary	Obligation at 31 December 2010 in € thousands
Xavier Huillard	3,211
Yves-Thibault de Silguy	6,871

Retirement benefit obligations are also described on page 259 of the Notes to the consolidated financial statements.

4. Options and performance shares

4.1 Policy on granting of options or performance shares
VINCI's Board of Directors has an authorisation from the General Meeting of 14 May 2009 to grant share subscription options and an authorisation from the General Meeting of 15 May 2008 to grant performance shares. In 2010, an incentive scheme was set up based on the granting of share subscription options and of performance shares.
VINCI's policy consists of allocating performance shares and options to a significant number of Group executives and employees in order to associate them with its good performance and ensure their long-term commitment.

4.2 Share subscription or share purchase option plans

4.2.1 Existing option plans

a) General information

Under the authorisations from the Shareholders' General Meeting, the Board of Directors of VINCI decided to implement share subscription and/or share purchase option plans, of which the details are given in the following table.

Record of granting of share subscription or purchase options

Plan	Date		Original number		Including options originally granted to		Date		In 2010		As at 31/12/2010		Exercise price
	Shareholders' Meeting	Board Meeting	Beneficiaries	Options [1]	Company officers [1] [3]	Top 10 employe beneficiaries [1] [2]	From which option may be exercised	Of expiry of option	Number of options exercised in 2010	Number of options cancelled or expired in 2010	Options not exercised at 31/12/2010	Number of remaining beneficiaries at 31/12/2010	Adjusted exercise price in euros
VINCI 2000 No. 1	25/10/99	11/01/00	40	3,900,000	1,000,000	1,360,000	11/01/02	10/01/10	27,224	–	–	–	12.25
VINCI 2000 No. 2	25/10/99	03/10/00	999	7,070,000	180,000	531,200	03/10/02	02/10/10	633,181	–	–	–	13.96
VINCI 2001	25/10/99	08/03/01	3	930,000	930,000	–	08/03/03	07/03/11	24,333	130,640	–	–	13.96
VINCI 2002 No. 1	25/10/99	17/12/02	287	9,802,000	2,620,000	1,212,000	25/01/04	17/12/12	488,820	–	1,137,175	78	15.59
VINCI 2002 No. 2	25/10/99	17/12/02	409	10,000,000	2,760,000	1,020,000	17/12/04	17/12/12	416,806	–	974,279	107	12.96
VINCI 2003	14/05/03	11/09/03	126	5,608,000	1,400,000	1,296,000	11/09/05	11/09/13	420,393	–	821,782	49	15.04
VINCI 2004	14/05/03	07/09/04	142	6,344,000	1,640,000	1,420,000	07/09/06	07/09/14	842,954	–	2,452,795	97	20.18
VINCI 2005	14/05/03	01/03/05	158	5,081,136	2,268,000	1,176,000	16/03/07	16/03/12	724,747	–	1,884,258	111	24.20
VINCI 2006 No. 1	14/05/03	09/01/06	8	2,630,000	1,850,000	780,000	09/01/08	09/01/13	–	–	1,071,950	6	35.58
VINCI 2006 No. 2	14/05/03	16/05/06	1,352	3,383,606	50,000	242,000	16/05/08	16/05/12	3,800	5,800	3,319,355	1,334	40.32
VINCI 2009 [4]	14/05/09	31/08/09	1,582	3,865,000	–	228,180	15/09/12	15/09/16	–	20,667	3,828,503	1,569	38.37
VINCI 2010 [4]	14/05/09	09/07/10	1,735	4,234,595	–	243,348	09/07/13	09/07/17	–	39,631	4,194,964	1,723	36.70
Total share subscription plans			**3,227**	**62,848,337**	**14,698,000**	**9,508,728**			**3,582,258**	**196,738**	**19,685,061**	**2,718**	**31.02**
VINCI 2000	25/10/99	03/10/00	999	7,070,000	180,000	531,200	03/10/02	02/10/10	627,139	130,640	–	–	11.77
VINCI 2001	25/10/99	08/03/01	3	930,000	930,000	–	08/03/03	07/03/11	24,333	–	–	–	13.96
VINCI 2002	25/10/99	25/01/02	7	198,000	–	198,000	25/01/04	24/01/12	–	–	6,263	1	15.59
VINCI 2006 No. 2	14/05/03	16/05/06	1,352	3,383,606	50,000	242,000	16/05/08	16/05/12	3,800	5,800	3,319,355	1,334	40.32
Total share purchase plans			**1,885**	**11,581,606**	**1,160,000**	**971,200**			**655,272**	**136,440**	**3,325,618**	**1,335**	**40.27**
Total			**3,231**	**74,429,943**	**15,858,000**	**10,479,928**			**4,237,530**	**333,178**	**23,010,679**	**2,719**	**32.36**

(1) Original number adjusted for the two-for-one share split in May 2007 but not adjusted for the increase in share capital in April 2006 (except for the 2006 No. 2 plan).
(2) Not company officers.
(3) Company officers serving at the time of granting.
(4) The final number of shares granted will be set on the basis of performance criteria.
Note: an option gives the right to subscribe to or purchase one share; option plans comprise an annual final vesting period by thirds over a three-year period as from the date of granting the options (except for the VINCI 2009 plan and the VINCI 2010 plan).

b) Number of shares that can be subscribed to or purchased by the company officers

Only one company officer, Xavier Huillard, can still subscribe to or purchase shares by exercising his options:

Total number of shares that can be subscribed to or purchased by the company officers at 31 December 2010

Company officer	Plan	Type	Number of shares
Xavier Huillard	VINCI 2003	Subscription	580
	VINCI 2004	Subscription	180,016
	VINCI 2005	Subscription	77,016
	VINCI 2006 No. 1	Subscription	265,434
Total			**523,046**

4.2.2 Options granted in 2010

a) General information

On 9 July 2010, the Board of Directors decided to use the authorisation given to it by the Shareholders' General Meeting of 14 May 2009 to implement a plan for the granting of share subscription options in the Company with effect from 9 July 2010. It provides for the granting of 4,234,595 options to subscribe to the Company's shares to 1,735 Group executives and employees. No options have been granted to company officers under this plan.

Each option gives a right to subscribe to one new VINCI share, at a subscription price of €36.70. Definitive granting of options is subject to the performance condition determined by the General Meeting, namely that the Board of Directors will note, at the end of a period of two years starting on 9 July 2010, changes in the VINCI stock market price and will determine the proportion of options finally granted having regard to the share's performance compared with that of an index initially comprising 13 European companies from the construction and infrastructure concessions sector.

The Board reserves the right to make any weightings reflecting in particular the market capitalisation of companies and to exclude from the list certain companies that, during the reference period, may have been the subject of exceptional transactions or de-listing or that may have experienced atypical price changes and to replace them if applicable with an index such as the Eurostoxx index.
The number of options finally granted will depend on this rate reflecting the performance of the VINCI share against the index; 100% of options will be granted if the rate is higher than 5% and 0% if it is lower than –5%. The percentage will be determined by linear interpolation between these two limits of +5% and –5%.
The options that have been definitively granted under the performance condition may only be exercised by the beneficiaries on or after 9 July 2013 subject to the presence condition. The shares acquired through the exercise of options may not be sold before expiry of a four-year retention period in accordance with tax rules, other than in the event of death, invalidity or involuntary retirement.
The beneficiaries also have a right to early exercise of options definitively granted after verification of the performance condition in the event of a public offer being made for the Company's shares.
The options are valid for seven years and expire on 9 July 2017.
No subsidiary controlled by VINCI has granted share subscription or purchase options.

b) Allocation of options to executive company officers
No options were granted in 2010 to executive company officers.

c) Allocation of options to the top 10 employees who are not company officers
During the year, 243,348 options were granted by VINCI and the companies included in the option grant scope, to the 10 VINCI Group employees with the largest number of option grants.

4.2.3 Options exercised in 2010

a) General information
Between 1 January and 31 December 2010, 4,237,530 options were exercised, comprising 3,582,258 subscription options and 655,272 purchase options. During this same period, 333,178 options were cancelled or expired, comprising 196,738 subscription options and 136,440 purchase options.
Taking this into account, the number of options remaining to be exercised at 31 December 2010 was 23,010,679 at an average exercise price of €32.36 (comprising 19,685,061 subscription options at an average price of €31.02 and 3,325,618 purchase options at an average price of €40.27).

b) Exercise of options by executive company officers
In 2010, Xavier Huillard, Chairman and Chief Executive Officer, exercised the following options:

Share subscription and purchase options exercised during the year

Executive company officer	Plan	Date of corresponding meeting of the Board of Directors	Type	Number of options exercised during the year	Exercise price (in euros)
Xavier Huillard	2003 Plan	11/09/03	Subscription	36,600	15.04
	2004 Plan	07/09/04	Subscription	25,000	20.18
	2005 Plan	01/03/05	Subscription	168,000	24.20
Total/weighted average				**229,600**	**22.30**

Note: Mr de Silguy, a former executive company officer, has no options.

c) Exercise of options by the top 10 employees who are not Group company officers
In 2010, the top 10 VINCI Group employees who were not company officers exercised the following options:

Plan	Type	Number of options exercised during the year	Exercise price (in euros)
VINCI 2000 No. 2	Subscription	20,418	13.96
VINCI 2000	Purchase	20,418	11.77
VINCI 2002 No. 2	Subscription	20,836	12.96
VINCI 2003	Subscription	73,593	15.04
VINCI 2004	Subscription	360,719	20.18
VINCI 2005	Subscription	172,316	24.20
Total/weighted average		**668,300**	**19.98**

4.3 Performance share plans

4.3.1 Existing performance share plans

a) General information

Record of granting of performance shares

Plan	Date		Original number		Including shares originally granted to		Final number	Date			At 31/12/2010	
	Share-holders' Meeting	Board Meeting	Bene-ficiaries	Performance shares	Company officers (1)	Top 10 employee bene-ficiaries (2)	Determined at the end of the vesting period	Start of vesting period	End of vesting period	End of retention period	Number of shares at 31/12/2010	Number of remaining bene-ficiaries at 31/12/2010
VINCI 2007 (3) (4)	16/05/06	12/12/06	1,434	2,200,000	55,000	139,000	2,053,980	02/01/07	02/01/09	02/11/11	–	–
VINCI 2008 (5)	16/05/06	11/12/07	1,570	2,165,700	72,000	130,000	1,582,325	02/01/08	02/01/10	02/01/12	–	–
VINCI 2009 (6)	15/05/08	31/08/09	1,582	1,545,999	–	91,272	unknown	15/09/09	15/09/11	15/09/13	1,526,347	1,563
VINCI 2010 (6)	15/05/08	09/07/10	1,813	1,726,138	–	97,339	unknown	09/07/10	09/07/12	09/07/14	1,709,036	1,798
Total				**7,637,837**	**127,000**	**457,611**					**3,235,383**	**2,214**

(1) Company officers serving at the time of granting.

(2) Not company officers.

(3) The number of shares originally granted takes account of the two-for-one share-split in May 2007.

(4) These shares were definitively granted to the beneficiaries on 2 January 2009, following the Board of Directors' decision on 16 December 2008, which noted that the performance conditions provided for in the plan decided in December 2006 had been met.

(5) 76.70% of the performance shares originally granted were definitively granted to the beneficiaries on 2 January 2010, following the decision by the Board of Directors on 15 December 2009, applying the performance indicator described below in paragraph 4.3.3.

(6) The number of shares finally granted at the end of the vesting period may be less depending on a performance indicator.

b) Number of performance shares granted to company officers

Two grants of performance shares to company officers were made as decided by the Board of Directors in December 2006 and in December 2007, as shown in the table below:

Performance shares granted to each company officer

Company officer	Plan	Date of corresponding meeting of the Board of Directors	Number of shares originally granted (*)	Definitive number determined at the end of the vesting period	Value of shares using the method used for the consolidated financial statements (**)	Date of vesting	Date of availability	Performance conditions
Xavier Huillard	2007 Plan	12/12/06	24,000	24,000	588,000	02/01/09	02/01/11	yes
	2008 Plan	11/12/07	22,000	16,874	475,847	02/01/10	02/01/12	yes
	2009 Plan	31/08/09	–	–	–	15/09/11	15/09/13	yes
	2010 Plan	09/07/10	–	–	–	09/07/12	09/07/14	yes
Yves-Thibault de Silguy	2007 Plan	12/12/06	30,000	30,000	735,000	02/01/09	02/01/11	yes
	2008 Plan	11/12/07	18,000	13,806	389,329	02/01/10	02/01/12	yes
	2009 Plan	31/08/09	–	–	–	15/09/11	15/09/13	yes
	2010 Plan	09/07/10	–	–	–	09/07/12	09/07/14	yes
Total			**94,000**	**84,680**	**2,188,176**			

(*) This number takes account of the two-for-one share-split in May 2007.

(**) This value is determined on the basis of the definitive number of shares granted.

It should be noted that these performance shares must be retained for two years and that company officers are required to retain at least one-quarter of them during the term of their appointment.
No performance shares became available for company officers in 2010.

4.3.2 Setting up of the 2010 plan

On 9 July 2010, the Board of Directors decided to use the authorisation given to it by the Shareholders' General Meeting of 15 May 2008 to implement a plan for the granting of Company performance shares, with effect from 9 July 2010. This plan provides for the granting of 1,726,138 existing shares to 1,813 beneficiaries, with 1,693,838 shares granted to 1,735 Group executives and employees and 32,300 shares granted to 78 high-potential or deserving managers. No performance shares have been granted to company officers under this plan.
The plan provides that the shares are only definitively granted at the end of a two-year vesting period. The number of shares definitively granted to beneficiaries depends on a performance indicator. Thus, definitive vesting is subject to the condition that in the financial years 2010 and 2011, the VINCI Group's average return on capital employed (ROCE) should be greater than 5%, after restating for non-controlling interests should these be greater than 33.33%. The number of performance shares finally granted will depend on this rate; 100% of the shares will be granted if it is greater than 6% and the proportion will be set by linear interpolation if this rate is between 5% and 6%.

The plan also provides that the shares granted in this way must be retained for two years, i.e. until 9 July 2014, during which they may not be disposed of, other than in the event of invalidity or death.
The number of shares originally granted by the Board of Directors on 9 July 2010 to the 10 employees who were not company officers and who were granted the largest number was 97,339.

4.3.3 Shares vesting on 2 January 2010 under the 2008 plan

On 15 December 2009, the Board of Directors noted that the performance indicator provided for in the plan decided in December 2007 was 76.70% on the basis of an average annual increase since 2 January 2008.
This performance indicator takes account of (I) the outperformance of the VINCI share compared with a sample of comparable European shares in the construction and infrastructure concessions sector (for 50%), (II) the increase in earnings per share (for 12.5%), (III) the increase in cash flow from operations before tax and financing costs (for 12.5%), (IV) the increase in operating profit (for 12.5%) and (V) the increase in return on capital employed (for 12.5%).
The change in the index obtained by the combination of the above factors must reflect, at the end of the vesting period, an annual average increase of 10% for the maximum number of the originally granted shares to be granted to the beneficiaries. If the change in the index is less than 10% per annum and greater than zero, the number of performance shares finally vesting will be reduced proportionally.
Consequently, at its meeting on 15 December 2009, the Board decided, as at 2 January 2010, to definitively grant the beneficiaries (1,488 individuals, including the executive company officer and the former executive company officer) 76.70% of the performance shares that were originally granted to them, representing 1,582,325 shares.

E. Social and environmental information

This report is compiled pursuant to Articles L.225-102-1, R.225-104 and R.225-105 of the French Commercial Code, and is based on such international reporting guidelines and standards as the Global Reporting Initiative and ISO 26000.

It contains three sections:
- social responsibility;
- the environment;
- stakeholder relations.

VINCI's sustainable development policy and strategy are presented on pages 18-25 of this annual report. Additional information is available on the Group's website at www.vinci.com, which also lists many examples of the innovative approaches adopted by the Group's companies and arranged by topic and type of challenge. Since 2002, VINCI has requested the opinion of its Statutory Auditors on its social and environmental reporting procedures and a selection of performance indicators. Approval, along with a note about the methods used, are presented on pages 147-149 and 158-159.
In addition to complying strictly with legislation, VINCI has voluntarily committed to observing the 10 principles of the UN's Global Compact and to reporting annually on its initiatives in this area.

Global Compact implementation

Commitments/principles	Initiatives in 2010
Human rights	
1. To support and respect the protection of internationally proclaimed human rights within the Group's sphere of influence.	- Sogea-Satom's support for human resources, health and educational projects in Africa through Issa (Initiatives Sogea-Satom pour l'Afrique). - Ongoing support for AIDS prevention programmes.
2. To ensure that Group companies are not complicit in human rights abuses.	- Creation of a self-evaluation procedure, including assessment of compliance with fundamental human rights; initial tests.
Labour standards	
3. To uphold the freedom of association and the effective recognition of the right to collective bargaining.	- Negotiation of a new agreement with social partners to improve social dialogue.
4. To uphold the elimination of all forms of forced and compulsory labour.	- Inclusion of social criteria in supplier and subcontractor selection process, as well as in framework contracts with VINCI subsidiaries. - Social criteria audited and monitored.
5. To uphold the effective abolition of child labour.	- Clauses prohibiting child labour added to framework contracts.
6. To uphold the elimination of discrimination in respect of employment and occupation.	- Fourth annual diversity audit: 10 international subsidiaries. - Follow-up of 2008 audits of 29 European subsidiaries. - Continuation of diversity training for operational staff initiated by the Construction business line and extended to other business lines. - Launch of diversity self-assessments. - Support for back-to-work initiatives near the Group's operations, mainly through the VINCI Foundation for the Community.
Environmental protection	
7. To support a precautionary approach to environmental challenges.	- Environmental criteria and pollution prevention systematically taken into consideration when assessing business and product risk (REACH). - Systematic application of life cycle analysis during proposal and design phases: multi-criteria analysis of each phase of the project life cycle.
8. To undertake initiatives to promote greater environmental responsibility.	- Environmental reporting strengthened, notably in international subsidiaries; 92% of entities (by revenue) covered. - Continuation of efforts to reduce energy consumption and greenhouse gas emissions at operating facilities and worksites.
9. To encourage the development and dissemination of environmentally friendly technologies.	- Support given to the research and teaching efforts of ParisTech's Chair in eco-design of building complexes and infrastructure: 13 research projects involving VINCI Executive Committee members and four conferences a year. - Organisation of The City Factory seminars on urban development and new low-carbon technologies in the city. - Integration of renewable energy and more energy-efficient systems in the Group's activities and proposals. - Support by the VINCI Foundation for the creation of green jobs to employ disadvantaged people.
Anti-corruption	
10. To work towards combating all forms of corruption, including extortion and bribery.	- Further reinforcement of internal controls. - Distribution of the Code of Ethics and Conduct. - Inclusion of civic engagement criteria in the supplier and subcontractor selection process, as well as in framework contracts with VINCI subsidiaries.

1. Social responsibility

1.1 General human resources policy

VINCI's policy of decentralised human resources management aims to ensure that it will act as a responsible employer by creating sustainable jobs, sharing its success with employees, promoting effective social dialogue, protecting each employee's health and safety, fighting discrimination and anticipating future skills requirements. The Group's policy of social and community innovation seeks to promote economic development while fostering a spirit of civic engagement among employees.

As a major player in a highly dispersed and extremely competitive sector despite its relatively low career appeal, VINCI is renewing its workforce to balance its demographic profile and providing for its international growth. In 2010, the Group rolled out its new human resources policy, which focuses on the increasingly international character of its operations, stronger synergies between businesses and the need for more effective dissemination of its corporate culture.

VINCI launched several initiatives to reassert and consolidate its corporate values, which place people first. One example is the workforce planning approach adopted three years ago. This approach promotes the fundamental principles set out by the International Labour Organisation (ILO). The Group's human resources management process includes individual performance and potential assessments based on a set of common criteria, annual reviews of talent in each entity, and reviews of resources by job function and across businesses. VINCI also seeks to foster synergies by encouraging and facilitating employee transfers between Group entities. In 2010, over 500 job offers were posted on the intranet, boosting the total number of internal transfers worldwide to 2,380. This represents a 10% increase in five years. The Group has also set up graduate training schemes to make its businesses more attractive to future managers.

1.2 Employment policy

1.2.1 Workforce

At the end of 2010, VINCI had 179,527 employees in about 100 countries. This represents an increase of 16% over 2009, attributable mainly to the acquisitions of Cegelec and Faceo. In keeping with its commitment to hire more employees under unlimited-term contracts, the Group recruited 16,783 people worldwide for permanent jobs during the year, of which almost 7,000 were in France.

1.2.2 Recruitment

Thanks to its dynamic recruitment and acquisition policy, the Group's workforce has grown over 34% over the past five years, with European entities now representing 85% of the total workforce. The objective is to accelerate the internationalisation of recruitment by employing new tools and methods. In 2010, despite the economic crisis, VINCI pursued its policy of active recruitment, particularly of young graduates, which accounted for 10% – or almost 1,700 – of new recruits.

Workforce at 31 December 2010 by geographical area and by business line

Workforce	2010								2009 (*)	2010/2009 (*)
	VINCI Autoroutes	VINCI Concessions	Energy	Eurovia	VINCI Construction	Holding cos. and misc.	Total		Total	Change
France	**8,413**	**2,766**	**36,620**	**24,213**	**33,348**	**583**	**105,943**	**59%**	**91,397**	**16%**
United Kingdom	7	1,234	1,155	1,765	5,241	0	**9,402**	5%	8,511	10%
Germany	0	202	6,245	4,007	44	10	**10,508**	6%	8,683	21%
Benelux	0	97	3,310	666	3,442	0	**7,515**	4%	5,348	41%
Spain	0	293	1,503	574	81	0	**2,451**	2%	2,095	17%
Central and Eastern Europe	0	136	2,190	6,166	4,563	0	**13,055**	7%	12,309	6%
Rest of Europe	0	101	3,290	0	610	0	**4,001**	2%	3,573	12%
Europe excl. France	**7**	**2,063**	**17,693**	**13,178**	**13,981**	**10**	**46,932**	**26%**	**40,519**	**16%**
Americas	73	1,509	2,288	2,363	2,704	0	**8,937**	5%	6,594	36%
Africa	0	0	1,038	0	9,687	0	**10,725**	6%	11,454	(6%)
Rest of the world	0	1,233	1,139	0	4,618	0	**6,990**	4%	4,497	55%
Total ☑	**8,493**	**7,571**	**58,778**	**39,754**	**64,338**	**593**	**179,527**	**100%**	**154,461**	**16%**

☑ *Audited indicators (see pages 158-159).*
(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

1.2.3 Workforce by category, gender and business line

At the end of 2010, VINCI's workforce consisted of 17% managers (15% in 2009) and 83% non-managers (85% in 2009). The proportion of female employees was stable at 13% of the total workforce. Women accounted for 15% of managers and 13% of non-managers. The number of women managers has more than doubled in five years.

Workforce at 31 December 2010 by category, gender and business line

Workforce	2010								2009 (*)	2010/2009 (*)
	VINCI Autoroutes	VINCI Concessions	Energy	Eurovia	VINCI Construction	Holding cos. and misc.	Total		Total	Change
Managers	978	720	10,269	4,472	13,639	351	**30,429**	17%	23,668	29%
Men	690	525	8,946	3,912	11,535	234	**25,842**	85%	20,052	29%
Women	288	195	1,323	560	2,104	117	**4,587**	15%	3,616	27%
Non-managers	7,515	6,851	48,509	35,282	50,699	242	**149,098**	83%	130,793	14%
Men	4,258	5,272	42,999	31,965	45,636	77	**130,207**	87%	114,121	14%
Women	3,257	1,579	5,510	3,317	5,063	165	**18,891**	13%	16,672	13%
Total ☑	**8,493**	**7,571**	**58,778**	**39,754**	**64,338**	**593**	**179,527**	**100%**	**154,461**	**16%**
Men☑	4,948	5,797	51,945	35,877	57,171	311	**156,049**	87%	134,173	16%
Women ☑	3,545	1,774	6,833	3,877	7,167	282	**23,478**	13%	20,288	16%

☑ *Audited indicators (see pages 158-159).*
(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

1.2.4 Type of employment contracts

The proportion of permanent jobs has been stable at about 88% of the workforce over the past five years. Of the Group's total 179,527 employees worldwide, 158,392 (over 88%) have permanent jobs. In France, especially in the construction sector, site contracts are considered permanent jobs. At 31 December 2010, 17,216 people were employed under fixed-term employment contracts. During the year, 13,152 temporary employees (full-time equivalents) worked for VINCI in France.

Workforce at 31 December 2010 by type of employment contract and business line

Workforce	2010								2009 (*)	2010/2009 (*)
	VINCI Autoroutes	VINCI Concessions	Energy	Eurovia	VINCI Construction	Holding cos. and misc.	Total		Total	Change
Permanent contracts	8,094	7,118	53,916	37,183	50,463	553	**157,327**	88%	133,856	18%
Site contracts	7	0	191	104	763	0	**1,065**	1%	954	12%
Fixed-term contracts	334	436	2,775	1,571	12,079	21	**17,216**	9%	16,358	5%
Work-and-study	58	17	1,896	896	1,033	19	**3,919**	2%	3,293	19%
Total VINCI employees	**8,493**	**7,571**	**58,778**	**39,754**	**64,338**	**593**	**179,527**	**100%**	**154,461**	**16%**
Temporary employees (full-time equivalents)	75	288	7,250	3,240	11,570	26	**22,449**	13%	16,963	32%

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

1.2.5 Reasons for departure

The Contracting business lines (Energy, Roads and Construction) execute their projects at temporary worksites and over a relatively short period. They traditionally employ a large number of people whose contracts expire once the project is completed or who seek employment with another company to avoid having to move. In the Concessions business, and particularly motorway concessions, seasonal variations in activity also explain the relatively large proportion of expired contracts.

Departures by business line (1)

Workforce	2010								2009 (2)	2010/2009 (2)
	VINCI Autoroutes	VINCI Concessions	Energy	Eurovia	VINCI Construction	Holding cos. and misc.	Total		Total	Change
Expired contracts (3)	9,155	1,668	2,454	2,737	12,292	23	**28,329**	58%	26,272	8%
Resignations	69	759	2,624	1,225	3,485	28	**8,190**	17%	6,561	25%
Redundancies	0	83	2,001	664	1,775	6	**4,529**	9%	3,207	41%
Dismissals	114	293	874	808	1,640	10	**3,739**	8%	4,838	(23%)
Other reasons (4)	66	360	730	1,522	1,024	19	**3,721**	8%	5,421	(31%)
Total	**9,404**	**3,163**	**8,683**	**6,956**	**20,216**	**86**	**48,508**	**100%**	**46,299**	**5%**

(1) Excluding changes in consolidation scope.
(2) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).
(3) Expiry of a fixed-term, site or work-and-study contract, or retirement.
(4) Includes termination during trial period, partial loss of business and mutually agreed contract termination (for France).

1.2.6 Workforce-reduction and employment protection schemes, redeployment efforts, rehiring and support measures

After a period of intense recruitment, the economic and financial crisis made it necessary to restructure some business activities. Since VINCI's operations cannot be relocated, senior management and human resources managers work together to ensure economic and social solidarity through job mobility and redeployment schemes, which are facilitated by the Group's extensive presence. Similarly, when VINCI makes an acquisition, it strives to retain staff whenever possible, since they are the guardians of valuable skills and the expertise needed to leverage Group synergies, share resources and drive networking. In 2010, 2,380 employees transferred to a new job within the VINCI Group. In response to the global economic and financial situation, some Group companies implemented redundancy plans or redeployed employees.
VINCI's human resources department and local HR managers regularly review sites experiencing business or employment difficulties.

1.3 Organisation of working hours

1.3.1 Hours worked and overtime

Working hours throughout the VINCI Group are subject to each country's legal requirements and collective bargaining agreements. In 2010, employees worked more than 289 million hours. There were 15.8 million overtime hours, representing 5.5% of the total worked.

Hours worked and overtime in 2009 and 2010

	2010			2009 (*)	2010/2009 (*)
	Managers	Non-managers	Total	Total	Change
Total hours worked	47,325,983	241,675,058	**289,001,041**	270,441,934	7%
Of which overtime	161,915	15,595,449	**15,757,364**	15,239,773	3%
Number of part-time employees	615	4,514	**5,129**	3,659	40%

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

1.3.2 Absenteeism

Employees were absent from work 3.3 million calendar days in 2010. Non-occupational illnesses accounted for 56% of these absences. Days absent represented 8.6% of the 38 million days worked worldwide, of which 21 million in France.

Days of absenteeism by cause

	2010								2009 (*)	2010/2009 (*)
In number of calendar days	VINCI Autoroutes	VINCI Concessions	Energy	Eurovia	VINCI Construction	Holding cos. and misc.	Total		Total	Change
Non-occupational illness	110,055	42,375	610,551	528,708	555,102	4,462	**1,851,253**	56%	1,628,915	14%
Work accident	8,353	5,176	57,252	46,366	89,003	552	**206,702**	6%	188,072	10%
Commuting accident	1,262	655	7,703	10,054	11,522	401	**31,597**	1%	30,147	5%
Occupational illness	3,720	38	9,637	22,935	19,342	195	**55,867**	2%	71,085	(21%)
Maternity/paternity leave	13,383	12,544	65,704	45,749	57,478	1,451	**196,309**	6%	153,253	28%
Short-time work	0	0	64,689	12,713	62,147	0	**139,549**	4%	67,133	108%
Other cause	47,918	4,014	143,524	394,942	217,833	223	**808,454**	25%	570,893	42%
Total	**184,691**	**64,802**	**959,060**	**1,061,467**	**1,012,427**	**7,284**	**3,289,731**	**100%**	**2,709,498**	**21%**

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

1.4 Remuneration, social security payments and employee savings

1.4.1 General policy

The Group's remuneration policy is in keeping with its decentralised management structure. It is based on common principles of allowing employees to take part in their employer's success through profit sharing and incentive schemes that reward individual performance. These principles are implemented through different means in the various countries where VINCI operates, in accordance with national contexts, laws and regulations. Employee remuneration may consist of a broad mixture of wages, bonuses, profit sharing, incentive schemes, employee share ownership, insurance and retirement plans, and other company benefits. VINCI supports all of these. The individual performance of all employees, regardless of position, is rewarded in accordance with their responsibilities and performance. In France, 94% of employees benefit from incentive schemes and/or profit sharing agreements. In total, VINCI employees in France shared in the Group's growth and success through the distribution of €173.5 million in profit sharing and incentive schemes, €5.8 million more than in 2009 and €75 million more than five years ago.

Remuneration and employee share ownership

(in € millions)	2010	2009 (*)	2010/2009 (*) Change	of which France 2010	of which France 2009 (*)	2010/2009 (*) Change
Incentive schemes	82.0	89.2	(8%)	75.4	76.1	(1%)
Share ownership	99.4	92.8	7%	98.1	91.6	7%
Welfare	32.7	43.5	(25%)	28.3	26.3	8%
Subtotal	214.1	225.5	(5%)	201.8	194.0	4%
Employer contribution	87.3	92.6	(6%)	87.3	89.4	(2%)
Total	**301.4**	**318.2**	**(5%)**	**289.1**	**283.4**	**2%**

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

1.4.2 Remuneration and social security payments

Remunerations and social security payments in France

	Total		Managers		Office, technical and supervisory staff		Manual labour	
(in € thousands)	2010	2009 (*)	2010	2009 (*)	2010	2009 (*)	2010	2009 (*)
Average VINCI salary	**34**	33	59	59	31	30	25	25
Men	**34**	34	62	62	32	32	25	25
Women	**31**	31	46	46	27	27	22	23
Social security payments	**48%**	49%	51%	51%	46%	50%	47%	47%

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

Remuneration and social security payments worldwide

	Total			Managers			Non-managers		
(in € thousands)	2010	2009 (*)	2010/2009 (*) change	2010	2009 (*)	2010/2009 (*) change	2010	2009 (*)	2010/2009 (*) change
Average VINCI salary	**30**	29	3%	54	58	(7%)	25	24	4%
Men	**30**	29	3%	56	61	(8%)	25	24	4%
Women	**28**	28	0%	42	43	(2%)	25	24	4%
Social security payments	**39%**	41%	(5%)	43%	44%	(2%)	37%	39%	(5%)

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

1.4.3 Employee savings schemes

VINCI continued its efforts to encourage employees to invest in its shares, carrying out three share issues during the year as provided for under the terms of its Group Savings Scheme in France. The regularity of share issues ensures the strength and continuity of this scheme, which has been available to employees since 1995.
In France, the number of employee shareholders rose 17% in 2010 and was stable at 60% of the workforce. Employee investment in the Castor fund, which invests exclusively in VINCI shares, is encouraged through a 10% discount on VINCI's share price and an employer contribution with a bracket favouring small investors. Employer contributions in 2010 were as follows:

- 100% up to €1,000;
- 70% from €1,000 to €3,000;
- 25% from €3,000 to €5,000;
- 10% from €5,000 to €11,000.

The maximum employer's annual contribution per employee was thus €3,500, similar to that in 2007 and 2008.

The total employer's contribution, which has more than doubled in five years, was over €87 million in 2010. Employees continued to own more than 9% of the Group's share capital at the end of the year. Their confidence in VINCI's future has once again made them collectively its largest shareholder. At 31 December 2010, over 55% of employees owned shares in VINCI through one of the Group's investment funds. The average portfolio was worth about €19,500.

Pursuant to the LME Act on modernising the economy, a new socially responsible investment fund was made available to employees in January 2010 within the framework of the Group Savings Scheme. The fund selected, Amundi Label Equilibre Solidaire, is invested in both equities and bonds. With the Castor equity fund and Castor Equilibre, which is composed of bonds and money-market instruments, it completes the savings scheme's family of funds. This new fund, which combines socially responsible investment (SRI) with solidarity initiatives, enables employees to invest in companies that support sustainable development in their dealings with people, the environment and society, while reinforcing the equity of companies that work towards integration through employment.
The target composition of the fund is 55% SRI equities, 35% fixed-income products and a maximum of 10% in securities issued by solidarity companies. Its objective is to benefit from the long-term performance of eurozone equities and bonds, such investment being exposed to the risks inherent in these markets.

During the first half of 2010, in preparation for the expiry of Castor Rebond, a guaranteed-capital formula that accounts for some 40% of VINCI Group Savings Scheme assets, VINCI launched Castor Rebond 2014, a new investment fund that enables employees to invest securely until 30 June 2014 while benefitting from any increase in VINCI's share price. The new fund was made available to all participants in the VINCI Group Savings Scheme (including the Castor Rebond fund) and in other Group company savings plans. Over €105 million were invested, representing 0.5% of employee share-ownership.

Given the current economic and social environment, together with the diminishing revenue of state pension plans, VINCI decided to help its employees save for retirement by setting up a Perco (a French collective retirement savings plan). Agreed with the Group's social partners (CFDT, CFE-CGC and CFTC) on 25 June 2010, it enables employees to save for retirement under more attractive terms than they could obtain individually. VINCI has committed to making matching 50% contributions of up to €200 a year for each voluntary employee contribution of €400. Made available to employees of French subsidiaries in December 2010, this new plan, named Archimedes, provides a complementary savings alternative to the Castor funds of the Group Savings Scheme. With Archimedes, employees can choose:

- to receive a lump-sum payment or an annuity upon retirement;
- to manage their investment themselves;
- to select from a wide range of investment vehicles in accordance with their particular savings or investment profile.

1.5 Social relations and collective bargaining agreements

1.5.1 Social dialogue

VINCI's social dialogue policy reflects its fundamental principles: recognising the role played by unions in the Group and the right of employees to belong to a trade union; achieving a constant balance between union involvement and close links with professional activities; facilitating communication and meetings between trade union representatives and employee representative bodies; ensuring that employee and trade union representatives are properly informed and trained by involving them in the Group's major initiatives (e.g. in the areas of health, safety, sustainable development, gender equality, and employing people with disabilities); and working to foster communication and collective bargaining worldwide. VINCI's decentralised organisational structure enables it to maintain social dialogue at all levels throughout the Group.
In 2010, 7,860 employees (including 7,177 in France) served as employee representatives. This is an increase of 24% over the year. In those countries that have not ratified the International Labour Organisation's conventions on union rights, VINCI companies are working to give employees the means of expressing themselves. QDVC in Qatar, for example, has set up an experimental forum that enables workers to express themselves through identified representatives.

1.5.2 Employee representative bodies

Employee representative bodies strengthen social dialogue by working locally with the various bodies that oversee occupational hygiene, health, safety and working conditions.

A number of bodies covering specific cases or national situations have been set up in certain countries to complement individual companies' employee representative bodies. France, for example, has a Group Works Council comprising representatives from over 50 entities. It meets at least twice a year and receives information about the Group's business and financial situation, employment trends and forecasts, and health and safety actions at Group and company levels. It is kept informed of the economic and business outlook for the coming year and has access to the Group's consolidated financial statements and the associated statutory auditors' reports. It is also informed, prior to any decision, of any significant projects that may affect the Group's consolidation scope or its legal or financial structure, and of their potential impact on employment. One example of this was the discussions held with Cegelec employee representatives in preparation for the company's acquisition in 2010.

Discussions within these various local or national bodies are reported at European level by the European Works Council. The latter, which was renewed in 2010 under an agreement that was unanimously approved by all unions, is composed of representatives from 17 countries in which VINCI operates. These countries are Austria, Belgium, the Czech Republic, France, Germany, Greece, Hungary, Luxembourg, the Netherlands, Poland, Portugal, Romania, Slovakia, Spain, Sweden, Switzerland and the United Kingdom. The role of the council, which meets once a year, is to ensure that the employee representatives of the Group's subsidiaries in the European Economic Area and Switzerland are properly informed and consulted.

1.5.3 Trade union freedoms

VINCI companies observe the laws and regulations of the countries in which they do business. Operational managers are assisted by human resources managers who propose the most appropriate solutions in compliance with local requirements and VINCI's own commitments to observing trade union freedoms. Since 88% of the Group's business is in Europe, the European Works Council is the prime guarantor of freedom of association and the right to organise.

1.5.4 Collective bargaining agreements

The collective agreements negotiated and signed by VINCI companies are a concrete example of the Group's decentralised approach to human resources management, which takes account of the realities on the ground and aims to improve working conditions, health, safety and the organisation of working hours. In 2010, 997 collective agreements were signed. These concerned 33% of the Group's companies and 52% of its workforce worldwide. The main themes of the agreements were remuneration and benefits with 565 agreements (57% of the agreements), equal opportunities and diversity with 43 agreements (4%), health and safety with 63 agreements (6%) and flexible work arrangements with 92 agreements (9%).
In 2010, negotiations started with social partners on a new agreement to promote social dialogue within the VINCI Group. It consolidates and expands the scope of collective bargaining.

1.5.5 Collective conflicts

Employee absences due to strikes totalled 21,788 days in France in 2010. This represents less than 0.1% of total working days. Pension reform in France was the main reason for the strikes.

1.6 Health, safety and security

1.6.1 General health and safety policy

Achieving zero accidents remains VINCI's top priority and all employees are working to that end. The goal applies not only to VINCI employees, but also to temporary personnel and anyone else working on a VINCI site, including the employees of joint contractors and subcontractors. The Group encourages and supports its subcontractors and suppliers in this effort; it also shares its resources with them and involves them in safety actions. In five years, this approach has reduced the frequency of lost-time accidents by 34% and their severity by 21%.

1.6.1.1 VINCI employees

VINCI employees' lost-time work accidents

Accident frequency rate, severity rate and percentage of VINCI companies with zero lost-time accidents

	Group			of which France		
	2010	2009 (*)	2010/2009 (*) change	2010	2009 (*)	2010/2009 (*) change
Lost-time accident frequency rate	10.98 ☑	10.53	4%	13.81	13.22	4%
Lost-time accident severity rate	0.72 ☑	0.70	3%	1.1	1.05	5%
Percentage of companies with zero lost-time accidents	58%	54%	7%	57%	50%	14%

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).
☑ *Audited indicators (see pages 158-159).*
Lost-time accident frequency rate = (number of lost-time accidents x 1,000,000)/number of hours worked.
Lost-time accident severity rate = (number of days of time off due to work accidents x 1,000)/number of hours worked

Accident frequency rate and severity rate of VINCI companies by business line

	Frequency rate		Severity rate	
	2010	2009 (*)	2010	2009 (*)
Concessions	13.62	9.68	0.58	0.49
VINCI Autoroutes	12.36	10.08	0.71	0.56
VINCI Concessions	14.89	9.24	0.44	0.42
Contracting	10.77	10.64	0.73	0.71
Energy	10.61	10.09	0.72	0.54
Eurovia	8.53	9.96	0.72	0.71
VINCI Construction	12.08	11.27	0.74	0.80
Group	10.98	10.53	0.72	0.70

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

The main objectives of the Group's health and safety policy are to anticipate and prevent occupational health and safety hazards (including psychosocial risks and harassment); to ensure the quality of hygiene, safety, health and living conditions in the workplace; and to redeploy employees who have suffered an occupational accident or illness.

Actions to promote health and safety include substance-abuse awareness, training and employee support campaigns; ergonomic studies of workstations; equipment adaptation and mechanisation; improving worksite organisation; and employee training to prevent musculoskeletal disorders and other occupational illnesses.

Occupational illnesses were responsible for 2% of total days of absence in 2010, compared with 3% in 2009. This represents 55,867 days of the total 38 million worked.

Number of days lost through occupational illness and its severity rate at VINCI companies

	Group			o/w France		
	2010	2009 (*)	2010/2009 (*) change	2010	2009 (*)	2010/2009 (*) change
Days lost through occupational illness	55,867	71,085	(21%)	52,266	45,184	16%
Occupational illness severity rate (**)	0.19	0.26	(27%)	0.35	0.33	6%

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).
(**) Occupational illness severity rate = (number of days lost through occupational illness x 1,000)/hours worked.

VINCI's health and safety policy is led by a safety coordination unit, which consists of all the health and safety coordinators in the Group's business lines and divisions worldwide. Its aim is to foster the sharing of best practices, improve the reliability of health and safety indicators and examine new ways of enhancing performance. In 2010, it launched Safe Together, a Group-wide initiative aimed at sharing best practices in the area of occupational health and safety with a view to capitalising on them and enabling VINCI companies to make further progress.

1.6.1.2 Temporary workers

Lost-time work accidents involving temporary personnel by business line

Accident frequency rate in France

	2010	2009 (*)	2010/2009 (*) change
Concessions	4.26	6.16	(31%)
VINCI Autoroutes	7.40	6.56	13%
VINCI Concessions	2.99	6.01	(50%)
Contracting	30.32	33.94	(11%)
Energy	23.02	22.66	2%
Eurovia	25.46	26.68	(5%)
VINCI Construction	36.9	40.78	(10%)
Total	**29.73**	**33.00**	**(10%)**

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

Under the terms of framework agreements, temporary employment agencies participate directly in the Group's health and safety policy. The substantial difference between the accident frequency rates of VINCI employees and temporary personnel reflects differences in the jobs performed, in technical know-how and experience, and in safety awareness and culture. Reports on work accidents involving temporary personnel enables concrete action to be taken to prevent them from reoccurring. These measures reduced the accident frequency rate of temporary personnel in VINCI companies in France by 10% in 2010.

1.6.1.3 Subcontractors

Many VINCI companies have signed specific framework contracts with their subcontractors. Special clauses covering accident prevention require, for example, that personal protective equipment be worn, work accidents reported and any change in work hazards notified. In a separate initiative, Cofiroute has prepared a guidebook of best safety practices for its subcontractors.

1.6.2 Managing road risk

Road risk concerns all VINCI employees who drive any of the 30,000 company vehicles or 10,000 site machines, as well as the 600 million customers who use the motorways, roads, car parks and other infrastructure operated by VINCI worldwide under concession contracts. Campaigns are organised to raise awareness and training is provided for those employees most exposed to road risk. One of the working groups created as part of the Group's Safe Together initiative has been tasked with promoting the sharing of best practices in this field.

1.7 Training

VINCI's training system seeks to develop the synergies available throughout the Group and deploy them throughout its decentralised organisation. Each business line has established its own training centres offering programmes tailored to its specific needs.

In 2010, an average of 15 hours of training per employee were provided, with managers receiving 19 hours and non-managers 14. Over €141 million were spent on training in 2010, most of it going towards technical and safety/environment training. VINCI's goal is to foster the professional development of all its employees by providing each of them with personalised training. This goal was confirmed in 2010 when 102,280 employees received training, 7% more than over the previous two years.

VINCI also confirmed its determination to develop synergies in 2010 by adapting its in-house training programmes for foreign subsidiaries. The VINCI Energies Academy, for example, continues to develop tailored training programmes for its employees throughout Europe.
To encourage the exchange of information and foster synergies, VINCI decided to set up an e-learning platform that will be available to all Group training centres.

Expansion of in-house training centres

Training centre	Business line	Number of training hours in 2010	2010/2009(*) change	Number of trainees in 2010	2010/2009(*) change
Cesame/VINCI Construction France	VINCI Construction	330,649	(7%)	17,270	(3%)
Eugène Freyssinet centre	VINCI Construction	4,802	40%	214	30%
VINCI Park school	VINCI Concessions	17,269	(27%)	1,410	(25%)
Parcours ASF	VINCI Autoroutes	59,382	(15%)	8,140	(14%)
Cofiroute Campus	VINCI Autoroutes	53,000	48%	5,000	53%
Road Industry Training Centre	Eurovia	102,046	(13%)	2,543	(16%)
VINCI Energies Academy	Energy	92,907	19%	4,367	0%
Cegelec Group University	Energy	27,600	NC	1,103	0%
Total		**687,655**	**1%**	**40,047**	**0%**

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

Breakdown of training hours by subject and by number of hours

	2010							2009(*)	2010/2009(*)
	Managers	Non-managers	Men	Women	Total		of which France	Total	change
Technical	181,466	989,891	1,064,618	106,739	**1,171,357**	44%	795,054	1,360,746	(14%)
Safety & environment	101,499	710,057	755,237	56,319	**811,556**	31%	551,371	845,189	(4%)
Management	90,542	80,886	145,110	26,318	**171,428**	6%	108,445	183,197	(6%)
IT	52,617	82,653	89,803	45,467	**135,270**	5%	87,418	147,152	(8%)
Admin/acctng/management/legal/HR	67,342	89,388	93,935	62,795	**156,730**	6%	95,124	150,866	4%
Languages	52,163	64,868	78,096	38,935	**117,031**	4%	36,646	120,277	(3%)
Diversity	2,447	6,351	7,446	1,352	**8,798**	1%	5,747	10,364	(15%)
Other	18,066	56,742	58,374	16,434	**74,808**	3%	38,142	121,946	(39%)
Total	**566,142**	**2,080,836**	**2,292,619**	**354,359**	**2,646,978**	**☑ 100%**	**1,717,947**	**2,939,737**	**(10%)**
Hours of training per employee	19	14	15	15	**15**		17	19	(21%)

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).
☑ Audited indicators (see pages 158-159).

VINCI pursued its commitment to work-and-study training in 2010, taking on 4,965 young trainees. The Group also encourages mentoring and is making this a preferred means for handing on expertise from one generation to the next. Special training courses in this method are held for site managers and team leaders. At VINCI Construction France, for example, 235 highly experienced and skilled workers, site managers and engineers have acquired "Master Builder" status and are committed to passing on their knowledge to young recruits. Mentoring is also used under the "Over 50" plan, which supports older employees in their professional development and opens up new opportunities for them in the latter part of their career.

1.8 Equal opportunities and diversity

1.8.1 General policy

VINCI's diversity policy is led by the equal opportunities committee, which was set up in 2004. Its aims are to prevent discrimination and guarantee equal opportunities. After an internal consultation process and external benchmarking, during which current performance was assessed and new opportunities were identified, VINCI reaffirmed its commitment to preventing any type of discrimination in its hiring, training, promotion and remuneration of employees and in their working conditions, as well as to ensuring equal opportunities for everyone, with a special focus on gender equality, people with disabilities, people from an immigrant background and people over the age of 50.

1.8.2 Promoting diversity

VINCI continued its diversity and equal opportunities audits in 2010, extending them to subsidiaries outside Europe, primarily in the United States. The follow-up on the audits performed on 29 European subsidiaries in eight countries in 2008 revealed positive changes in the areas examined.

Over the past two years, 81% of these subsidiaries have made progress in gender equality, 77% in preventing discrimination and 69% in their attitudes towards older employees. Over half of them are now more receptive to employing people with disabilities and one out of two is more open to people from immigrant backgrounds. Examples of the progress made include a 25% increase in women employees at EMCC (VINCI Construction); the inclusion of a diversity clause in the employment contracts of subsidiary Hallé (VINCI Construction); a discrimination monitoring unit set up at GTM (VINCI Construction); actions at Petit (VINCI Construction) to raise disability awareness at the worksite; and a study of age-related accident risks at Eurovia Spain.

The diversity booklet was published in 2010 and is available in French and English on the Group's intranet. Intended for operational managers, it explains the steps towards successful diversity management. The booklet presents over 250 of the Group's best practices in Europe and the United States.

Diversity training, included as part of the training programme for the Group's operational managers, continued. Previously provided only to works engineers and more senior managers, diversity training has been extended to site supervisors. Almost 8,800 hours of diversity training were provided in 2010. To assess its impact, VINCI conducted surveys of managers before and after the training course. The results of the 2010 survey revealed that 88% of managers were aware of having prejudices after the training, compared with 48% prior to it, and that 79% of them now feel that they have a key role to play in promoting diversity, compared with 56% previously.

A diversity self-assessment tool has been developed. It is designed to enable members of management committees, operational managers and members of human resources committees to identify the areas they need to work on and prepare action plans to improve their diversity performance.

To make progress in this area, VINCI is an active member of France's corporate social responsibility monitoring agency and two non-profit organisations, Managers for Diversity and the Institut du Mécénat de Solidarité, which encourages companies to increase their civic engagement activities. The Group is also participating in a study on diversity and business performance.

Percentage of women employees by business line

	2010						2009 (*)	2010-2009 (*)
	Managers		Non-managers		Total		Percentage of women	Change
Concessions	483	28.0%	4,836	34%	**5,319**	33.1%	34.0%	(2.6%)
VINCI Autoroutes	288	29.4%	3,257	43%	**3,545**	41.7%	42.3%	(1.4%)
VINCI Concessions	195	27.0%	1,579	23%	**1,774**	23.4%	23.1%	1.3%
Contracting	3,987	14.0%	13,890	10%	**17,877**	11.0%	10.7%	2.8%
Energy	1,323	12.8%	5,510	11%	**6,833**	11.6%	12.1%	(4.1%)
Eurovia	560	12.5%	3,317	9%	**3,877**	9.8%	9.5%	3.2%
VINCI Construction	2,104	15.4%	5,063	10%	**7,167**	11.1%	10.7%	3.7%
Holding cos. & misc.	117	33.3%	165	68%	**282**	47.6%	48.3%	(1.4%)
Total	**4,587**	**15.0%**	**18,891**	**13%**	**23,478**	**13.1%**	**13.1%**	**0.0%**

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

Percentage of employees with disabilities by business line

	2010						2009 (*)	2010-2009 (*)
	Managers		Non-managers		Total		Percentage of employees with disabilities	Change
Concessions	14	0.8%	440	3.1%	**454**	2.8%	2.9%	(3.4%)
VINCI Autoroutes	13	1.3%	364	4.8%	**377**	4.4%	4.4%	0%
VINCI Concessions	1	0.1%	76	1.1%	**77**	1.0%	1.1%	(9.1%)
Contracting	246	0.9%	2,679	2.0%	**2,925**	1.8%	1.7%	5.9%
Energy	88	0.9%	1,261	2.6%	**1,349**	2.3%	2.1%	9.5%
Eurovia	24	0.5%	642	1.8%	**666**	1.7%	1.9%	(10.5%)
VINCI Construction	134	1%	776	1.5%	**910**	1.4%	1.3%	7.7%
Holding cos. & misc.	2	0.6%	9	3.7%	**11**	1.9%	1.6%	18.8%
Total	**262**	**0.9%**	**3,128**	**2.1%**	**3,390**	**1.9%**	**1.8%**	**5.6%**

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

In 2010, €4.2 million of business was awarded to companies with workforces made up primarily of employees with disabilities. This represents an increase of 20%.

Percentage of employees over 50 by business line

	2010						2009 (*)	2010-2009 (*)
	Managers		Non-managers		Total		Percentage of employees over 50	Change
Concessions	359	21.4%	3,373	23.5%	**3,732**	23.2%	22.7%	2.2%
VINCI Autoroutes	227	23.2%	2,061	27.4%	**2,288**	26.9%	25.7%	4.7%
VINCI Concessions	132	18.3%	1,312	19.1%	**1,444**	19.1%	18.7%	2.1%
Contracting	6,811	24.0%	29,638	22.0%	**36,449**	22.4%	21.8%	2.8%
Energy	2,421	23.5%	11,554	23.8%	**13,975**	23.8%	21.2%	12.3%
Eurovia	1,082	24.2%	8,943	25.3%	**10,025**	25.2%	26.1%	(3.4%)
VINCI Construction	3,308	24.2%	9,141	18.0%	**12,449**	19.3%	19.4%	(0.5%)
Holding cos. & misc.	95	27.0%	44	18.2%	**139**	23.4%	23.8%	(1.7%)
Total	**7,265**	**23.9%**	**33,055**	**22.2%**	**40,320**	**22.5%**	**21.9%**	**2.7%**

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

2. Environment

2.1 General environmental policy

VINCI's policy is to address the environmental aspects of its operations at all levels. In addition to complying with regulations and anticipating regulatory changes, the Group's companies consider the environmental challenge to be a real and expanding opportunity for business development. R&D efforts focus heavily on improving the environmental performance of everyday life, infrastructure and mobility.

VINCI's environmental strategy has two major thrusts:

- preserving natural resources by understanding and limiting environmental impacts, preventing pollution and preserving biodiversity and nature for future generations. Environmental criteria are addressed during pre-project risk analyses;
- fighting climate change by systematically adopting an eco-design approach that takes into account the full life cycle of products and services to better limit their environmental impact throughout the value chain, and by designing and proposing a green offer. This approach, which had its origins in the construction industry, is making inroads into civil engineering, transport infrastructure, mobility, and the development of eco-neighbourhoods and more extensive eco-areas.

VINCI companies work closely with local environmental protection organisations to involve them at the earliest possible stage of new projects. These organisations sometimes assist in raising environmental awareness, training employees at worksites and providing environmental support and monitoring.

VINCI's environmental effort was marked in 2010 by:

- the integration of new subsidiaries, Cegelec and Faceo in particular;
- the deployment of the first tools to guarantee a project's environmental performance. One example is Oxygen, which VINCI Construction France uses to ensure that eco-responsible actions are taken from the initial phase of the building's design up to and including its occupancy;
- the ramping up of 13 research projects of the Chair in eco-design of building complexes and infrastructure, a five-year partnership between VINCI and the ParisTech group of engineering schools (www.chaire-eco-conception.com).

2.1.1 Environmental organisation

VINCI's environmental policy is driven by management's commitment, the empowerment of operational managers and its constant dialogue with stakeholders. To manage environmental risks, operational departments rely on a network of over 500 correspondents who ensure that environmental policy guidelines are observed on the ground. These correspondents work in environment, sustainable development and technical departments, ensuring the application of VINCI's environmental policy in all aspects of daily work. The Group's delegation for sustainable development oversees this network, organises technical working groups comprising experts from each business line and coordinates the Group's environmental action.

2.1.2 Environmental reporting scope

VINCI's environmental reporting system covers most of its companies. It uses the Group's common financial and social reporting application and is based on guidelines that were inspired by those of the Global Reporting Initiative (GRI) and Article 116 of the French New Economic Regulations Act, and have been adapted to the Group's activities. The reporting system uses some 60 quantitative indicators for measuring performance against such key environmental parameters as the consumption of resources and energy, greenhouse gas emissions, waste and recycling, certification, training, environmental incidents and environmental risk provisions. Environmental reports are prepared using updated methodological guidebooks and procedures that are available on the Group's intranet. The methodological note on pages 147-149 presents a list of these guidebooks and procedures.

In 2010, the college of Statutory Auditors examined the environmental data of Eurovia, VINCI Autoroutes, VINCI Construction France (fixed sites), VINCI Energies, VINCI Park in France and VINCI plc, i.e. at least one entity from each VINCI business line. More companies were audited than in 2009. Environmental data is presented in compliance with Article 116-b of France's New Economic Regulations Act of 2001 and the future requirements of the decree drafted to implement the Grenelle Environment Act of July 2010.

Environmental reporting coverage

(As a percentage)	**2010 worldwide revenue covered**	**2009 worldwide revenue covered**	**2008 worldwide revenue covered**
Concessions	93	93	93
Contracting			
VINCI Energies	100	100	100
Eurovia	97	95	90
VINCI Construction	85	85	76
VINCI Immobilier	100	100	100
Total	**92**	**91**	**85**

The scope selected excludes entities acquired in 2010, such as Faceo and Cegelec, which will be included in 2011 in accordance with the scope update procedure described in the methodological note on pages 147-149. Environmental reporting coverage increased slightly in 2010 to 92% of total revenue generated by companies in the reporting scope, mainly due to the integration of international subsidiaries of Eurovia and ETF-Eurovia Travaux Ferroviaires. Coverage of VINCI Construction's and VINCI Concessions' international operations is less consistent.

The environmental indicators that were audited by the college of Statutory Auditors in 2010 are identified by the symbol ☑ in the tables below. The figures presented in this report are consolidated on the basis of VINCI's share. This consolidation method was selected for environmental reporting in 2010 because it presents a more accurate picture of VINCI's environmental impact.

2.1.3 Environment training

VINCI ensures that employees are aware of the environmental aspects of each project. In 2010, 36% of VINCI Construction's workforce in France received some form of environmental training or awareness-raising. Outside France, VINCI Construction Grands Projets provides in-depth environmental awareness-raising at the start of 56% of its projects.

Environmental training in 2010 focused on complying with changing environmental regulations and the increasing importance of biodiversity and agroforestry. Through 15-minute environment sessions on building sites and discussions about climate change, VINCI informs its employees of the impact their work has on the environment and how they can reduce it.

Environment training and awareness

	Number of hours of training		In-house awareness campaigns
	2010	2009 (*)	
Concessions	5,662	3,318	Green motorway package and ISO 14001 programme deployed on motorways in service.
VINCI Autoroutes	5,048	2,907	
VINCI Concessions	614	411	
Contracting	29,344	36,181	
Energy	5,318	4,189	Over 160 employees attended the beginners' and advanced modules of the in-house energy efficiency training programme in 2010.
Eurovia	17,374	19,452	Environmental regulations training provided at all levels of the company.
VINCI Construction	6,652	12,540	Strengthening of 15-minute environment sessions in parallel with 15-minute safety sessions on worksites. Focus on water and waste.
Holding cos. and misc.	4	0	VINCI Immobilier: low-energy buildings training, eco-neighbourhood guidelines, awareness-raising on CO_2 and biodiversity themes.
Total	**35,010**	**39,499**	

(*) 2009: restated following the change of method under IAS 31, option for equity accounting of jointly controlled entities (see Note A.1.2 to the consolidated financial statements, page 187).

2.1.4 Preventing environmental incidents

Each Group entity is responsible for preparing and updating environmental incident prevention plans that address its specific environmental risks. Each project is subject to a preliminary analysis of environmental risks that serves to determine the equipment and procedures required to prevent or mitigate the risk of an environmental incident. Various documents and equipment are provided to prepare for and respond to an emergency situation.

Through the Group's cross-business clubs and committees, environment managers discuss best practices and their experiences to help minimise residual risks.

In 2010, VINCI's Contracting business line companies and their subcontractors were involved in six major environmental incidents in France. A major incident is defined as one that creates extensive pollution requiring clean-up by external specialists and has consequences stretching beyond the entity's responsibility. Four of the incidents resulted in water pollution and two in air pollution. They were all handled in accordance with applicable regulations. Elsewhere, there were two hazardous product spills caused by traffic accidents on the Group's motorway network.

2.1.5 Environmental certification

VINCI encourages its companies to obtain ISO 14001 or similar environmental certification to ensure the effectiveness of their environmental management system and continuous improvement process. Contracting business line companies pursued their efforts in this direction in 2010. Significant progress was made towards ISO 14001 certification of operations activities, particularly at VINCI Autoroutes as part of its eco-motorway programme, and at VINCI Facilities within the framework of environment-friendly facilities management.

Evaluation and environmental certification

(% of revenue)	ISO 14001 2010	2009	2008	Scope
VINCI Autoroutes				France
% of motorways in service	26	4	Not available	
% of motorways under construction	100	77	25	
VINCI Energies ☑	24	21	17	France and international
Eurovia				France and international
% of production from quarries owned	☑ 62.5	☑ 54	40	
% of production from coating plants owned	39	37	29	
% of production of binder plants owned	75	68	38	
% of f revenue from the works activity	37	37	32	
VINCI Construction	59	57	48	
o/w VINCI PLC	☑ 98	☑ 94	81	United Kingdom
o/w VINCI Construction France	☑ 56	☑ 55(*)	Not available	France

☑ *Audited indicators (see pages 158-159).*
(*) Adjusted for changes in consolidation scope.

A key event in VINCI Immobilier's year was the decision that all new residential and commercial property development projects are to be low-energy buildings even though the new heating regulations in France have not yet come into force. VINCI companies have acquired substantial expertise in meeting a variety of environmental standards, including HQE, BREEAM and LEED. Such projects accounted for 42% of VINCI Immobilier's business by revenue in 2010, compared with 43% in 2009, and about 10% of VINCI Construction's revenue worldwide, the same as in 2009. Meanwhile, Energy business line entities have developed an HQE Exploitation offer, which has already been implemented in about 10 of the buildings they manage.

2.2 Preserving resources

2.2.1 Protecting water resources

Although many systems are used to recycle water during projects, reducing VINCI's impact on water resources in France and worldwide is not so much a question of water consumption but of managing water discharged back into the environment. Contracting business line companies track the water they use for their projects closely to ensure that they do not pollute catchment areas.

The challenge is particularly high on motorways, where 68% of those in service have been equipped with water protection systems. The signing of the green motorway package has intensified efforts to upgrade equipment on the oldest motorway sections. This will involve installing or refurbishing water infrastructure and storm water treatment facilities at over 200 sites.

Programmes to reduce water consumption and repair leaking pipes are also being deployed on the motorway network, especially in dry regions such as the South of France, where Escota's programme has reduced water consumption by 40% in five years.

Water consumption (cubic metres of water purchased)

	2010	2009	Scope
Concessions	**1,054,778**	1,088,264	ASF, Cofiroute, Escota, Stade de France Consortium, VINCI Park France
VINCI Autoroutes	☑ 936,576	☑ 939,281	ASF, Cofiroute, Escota
VINCI Concessions	118,202	148,983	Stade de France Consortium, VINCI Park France
VINCI Park	☑ 91,407	104,775	France
Other concessions	26,795	44,208	
Contracting	**4,417,200**	4,623,654	
VINCI Energies	☑ 169,261	☑ 168,065	All VINCI Energies companies in France and worldwide
Eurovia	64,677	Not available	Eurovia International
VINCI Construction	4,183,262	4,455,589	86% of VINCI Construction's business, including all or part of VINCI Construction France, VINCI Construction Grands Projets, Entrepose Contracting, Soletanche Bachy, CFE, Freyssinet and VINCI plc
of which VINCI Construction France fixed sites	☑ 105,071	173,311	
of which VINCI plc	☑ 102,903	147,062	
Holding cos. & misc.	**2,000**	1,460	VINCI Immobilier
Total	**5,473,978**	**5,713,378**	–

☑ *Audited indicators (see pages 158-159).*

In absolute terms, water consumption has declined more than 4%. However, when the growth in business activity is taken into account, water consumption has been reduced by almost 10% in some cases thanks to the Group's determined efforts.

2.2.2 Raw materials

The raw materials used by VINCI's Contracting entities are monitored on a project-by-project basis and are not consolidated at Group level. In keeping with VINCI's decentralised organisational structure, raw material purchasing is managed by local entities. Efforts focus on purchasing recycled materials of equivalent performance, recycling waste (see section 2.2.8) and sourcing local products.

In Concessions, the consumption of raw materials is tracked and consolidated. In 2010, the main raw materials consumed were 751,555 tonnes of coating (compared with 722,855 tonnes in 2009) and 74,499 tonnes of de-icing salt (compared with 45,169 tonnes in 2009). The substantial increase in de-icing salt is attributable to the exceptionally harsh winter.

To gain a better understanding of the environmental impact of raw materials, VINCI is working with professional groups to prepare life cycle inventories (LCI) of aggregates, mixes, concretes and other materials, and participates in inter-industry working groups, such as OEET, France's infrastructure committee of the energy, environment and transport observatory.

2.2.3 Energy consumption

Energy consumption in France totalled 603 GWh in 2010, compared with 619 GWh in 2009 and 646 GWh in 2008. The combined expertise of VINCI Energies and the energy management working group enables VINCI entities to increase their energy efficiency throughout the energy chain, from performance assessment and recommendations to equipment installation and maintenance. Improving the energy efficiency of commercial buildings involves assessing their performance, installing devices that optimise energy consumption, and motivating building users to waste less energy (savings of more than 15%).
VINCI also systematically implements eco-efficient solutions for its customers (see sustainable development section of www.vinci.com). In 2010, VINCI led the Entreprises pour l'Environnement (EpE) working group on the energy efficiency of commercial buildings, which presented its findings to Jean-Louis Borloo, the minister of the environment, energy and sustainable development at that time. EpE is a coalition of leading French companies, which are strongly committed to the environment and sustainable development.

Natural gas, heating oil and electricity consumed by VINCI companies in 2010

	Natural gas (MWh)	Heating oil (litres)	Electricity (MWh)
	2010	2010	2010
Concessions	**14,852**	**1,692,915**	**255,841**
VINCI Autoroutes ☑	7,915	1,664,248	126,599
VINCI Park (France)	0	0	☑ 120,076
Stade de France Consortium	6,937	28,667	9,166
Contracting	**691,714**	**135,526,928**	**540,073**
VINCI Energies	34,422	☑ 1,995,717	☑ 53,181
Eurovia France	☑ 349,746	☑ 67,811,263	138,149
Eurovia International	☑ 274,903	☑ 18,375,457	88,380
Total Eurovia	☑ 624,649	☑ 86,186,720	226,529
VINCI PLC	1,668	☑ 7,118,949	☑ 8,146
VINCI Construction France fixed sites ☑	8,712	335,771	32,769
Other VINCI Construction	22,263	39,889,771	219,448
Total VINCI Construction	32,643	47,344,491	260,363
VINCI Immobilier	0	0	1,650
Total	**706,566**	**137,219,843**	**797,564**

☑ *Audited indicators (see pages 158-159).*

Due to the nature of its business, Eurovia continues to account for a large proportion of the Group's energy consumption. Natural gas and electricity consumption declined 9% and 4% respectively in 2010 (the definition of heating oil was changed in 2010). Eurovia was the first Group business line to set up an ambitious energy and CO_2 reduction plan. This involved the training of over 3,300 people in eco-driving and eco-operation of heavy equipment, as well as improving the energy efficiency of coating plants, quarry equipment and operations buildings.

At VINCI Construction, new-generation site huts that reduce energy consumption by 50% are now being used for an increasing number of projects.

Petrol and diesel consumption (VINCI's share)

(in litres)	2,010	2009	Change (adjusted for change in consolidation scope)	Scope and/or explanation for change
Concessions	**9,750,004**	9,452,053	**3%**	ASF, Cofiroute, Escota, VINCI Park in France in 2008. Stade de France Consortium added in 2009
VINCI Autoroutes	☑ 9,443,219	☑ 9,152,852	3%	ASF, Cofiroute, Escota
VINCI Park (France)	☑ 298,381	291,658	2%	France
Stade de France Consortium	8,404	7,543	11%	
Contracting	**288,953,961**	265,485,892		
VINCI Energies	☑ 33,484,646	☑ 34,359,170	(3%)	France and international
Eurovia France	☑ 54,221,171	☑ 52,757,000	(3%)	Petrol + diesel (petrol = 2% of total)
Eurovia International	☑ 60,268,355	71,551,000	(13%)	International petrol consumption is significant
Total Eurovia	☑ 114,489,526	124,308,000	(11%)	Energy-savings plan and decrease in activity
VINCI Construction	140,979,789	106,818,722	34%	
Total	**298,703,965**	274,937,945	**9%**	

☑ *Audited indicators* *(see pages 158-159).*

The 9% increase in total fuel consumption is attributable to the strong growth of VINCI Construction's business, particularly that of Sogea-Satom in Africa. Fuel consumption by the Group's other businesses declined 6%. Training in eco-driving (for drivers of passenger vehicles and lorries) and eco-operation (for heavy equipment operators) was continued in all Group subsidiaries. In addition to this in-house training, VINCI Autoroutes conducted eco-driving awareness campaigns for its customers at motorway rest and service areas.

2.2.4 Use of renewable energy

VINCI companies purchased 4,293 MWh of electricity generated from renewable energy sources under the terms of special contracts in 2010 (vs. 3,748 MWh in 2009). Similar contracts are used by all VINCI plc (VINCI Construction) fixed sites in the United Kingdom for the purchase of electricity.

VINCI Construction and VINCI Energies companies have developed expertise in designing, supplying and installing photovoltaic panels both for local projects and solar farms. Under a turnkey contract, VINCI Energies installed and delivered the largest solar farm in the French West Indies-Guiana region: the 2 MWp farm on Marie Galante in Guadeloupe. VINCI Construction's subsidiary CFE, meanwhile, designed and installed Belgium's largest solar panel field.

VINCI motorway concession companies (ASF, Cofiroute and Escota) have 3,183 devices that generate energy from renewable solar, thermal and wind power (not including heat pumps), compared with 3,040 such devices in 2009. The companies have completed a major effort to measure the energy efficiency of their facilities and are examining the possibility of using renewable energy on a large scale.

As for the Group's vehicle fleet, subsidiaries are currently testing hybrid and electric alternatives. VINCI is a member of a group of major companies that has made a commitment to government authorities to encourage and support the development and mass production of no-carbon vehicles.

2.2.5 Land usage

Through their activities, VINCI companies have a significant impact on the environment, landscape and housing because they create built-up areas, roads and car parks, and take up space for worksites, landfills and quarries.
Integrating sites into their environment and land usage are subjects of special concern for motorway concessions, which covered a total of 19,259 hectares of green area in 2010, compared with 18,245 in 2009, and for Eurovia's quarries. These entities have acquired special expertise in rehabilitation that enables them to restore the biodiversity of sites and make them an integral part of the local environment.

2.2.6 Air pollution

The VINCI business lines most concerned with the problem of atmospheric emissions are VINCI Concessions, Eurovia and VINCI Construction. In Concessions, atmospheric emissions were monitored at a sample comprising 70 car parks at VINCI Park, VINCI Airports and VINCI Autoroutes. This revealed that most of the emissions are generated by users (cars, planes, etc.). In 2010, 90% of a representative sample of VINCI Park sites were equipped with CO detectors (compared with 88% in 2009) and 46% with NO_x detectors (compared with 35% in 2009).

2.2.7 Noise pollution

To limit the noise generated by urban construction sites, motorway traffic, etc., all major VINCI projects are subject to a preliminary noise study. The findings of this study are used to determine the noise-reduction measures needed, and may include changing a motorway route, erecting noise barriers and embankments, or using special low-noise road surfacing materials, such as Eurovia's Viaphone®.

Noise levels on motorways in France are measured regularly to enable VINCI's motorway concession companies to identify and reduce "noise black spots". The facades of homes may then be protected using noise barriers or embankments planted with shrubs or trees.

Number of new homes protected against noise

	Total 2010	Total 2009
On new motorway sections	**1**	31
On existing motorways	**157**	118
On motorway widening projects	**0**	4
Under partnerships	**10**	1
Total	**168**	**154**

As part of the green motorway package, VINCI Autoroutes has committed to providing noise protection to 1,000 homes identified as "noise black spots". Studies and administrative work were conducted in 2010, with most of the noise-prevention work to be carried out in 2011 and 2012.

2.2.8 Waste management and recycling

VINCI's general policy focuses on three aspects: producing less waste at the source; waste sorting and ensuring its final traceability; and recovering waste to use it as a resource. This policy is closely associated with eco-design initiatives. Waste management is of importance to both Contracting entities (mainly construction site waste) and Concessions entities, which have to dispose of their customers' waste (car parks, motorways, etc.).

The Group's Contracting companies implement waste management plans at their worksites in accordance with local requirements. In the UK, VINCI companies have joined the national effort to reduce landfilled waste by 50% between 2005 and 2012. In 2010, VINCI plc produced 313,659 cubic metres ☑ of waste, of which over 59% was recycled (compared with 57% in 2009).

Recycling has been a priority at Eurovia for some 20 years and there is a veritable boom in the development of innovative products and processes that use smaller amounts of natural resources and energy. Eurovia now has 130 facilities that recycle most of the waste produced by its work-sites. In 2010, recovered and recycled materials represented 13% of the total volume of materials produced worldwide (compared with 5% in France), making Eurovia Europe's market leader in this field.

Waste recycling and recovery at Eurovia

	2010		2010		2009	2009
	World	Change 2009-2010	France	Change 2009-2010	World	France
Percentage of mix manufactured with recycled mix aggregate	8.3	1%	6.4	19%	8.2	5.4
Production of recycled material (in tonnes)	7,042,851	(5%)	5,954,529	7%	7,430,978	5,558,704
Total recycled material as a percentage of total aggregate production	12.4	(5%)	13.6	5%	12.9	13.0
Total recycled site rubble as a percentage of total aggregate production	☑ 9.0	☑ 2%	☑ 9.2	☑ 18%	8.7	☑ 7.8

☑ *Audited indicators (see pages 158-159).*

Selective waste collection at motorway rest areas equipped with sorting bins increased from 14% to 21% in 2010 as part of the green motorway package. VINCI Autoroutes also runs regular awareness campaigns to encourage motorway users to sort their waste. Once sorted, waste is delivered to recovery and treatment facilities. Hazardous waste, such as motor oil, is systematically tracked.

Waste collected on the VINCI Autoroutes motorways

(in tonnes)	2010	2009
Household waste ☑	**7,664**	7,843
Packaging sorted at rest areas and recycled	**59**	49
Glass sorted at rest areas and recycled	**19**	11
Non-hazardous waste, including household waste, collected and sorted (customers + operations)	**10,377**	10,693
Hazardous waste collected and sorted (customers + operations)	**1,934**	156
of which used motor oil ☑	**35.4**	35.3
Rest areas equipped for waste sorting	**21%**	14%

☑ *Audited indicators (see pages 158-159).*

The upgrading of electronic toll collection systems to ensure interoperability (Openly) produced an exceptionally large amount of waste electrical and electronic equipment (WEEE).

2.4 Fighting climate change

Greenhouse gas emissions (GHG) must be reduced in order to combat climate disruption. VINCI initiated a proactive programme on this subject in 2007, observing the laws of the most advanced countries. The impact of current carbon emissions regulations on VINCI's activities is mainly indirect. VINCI has only one facility that is subject to the European emissions trading scheme's National Allocation Plan (see page 112) and must also comply with the Carbon Reduction Commitment in the United Kingdom. VINCI Autoroutes has undertaken a study of the impact of carbon reduction measures on its activities. The new regulations are opening up opportunities for VINCI, whose companies now offer their customers climate-friendly solutions that enable them to reduce their own greenhouse gas emissions.

2.4.1 Greenhouse gas emissions

In 2007, VINCI adopted a Group-wide methodology for measuring its GHG emissions. The methodology uses the Group's environmental reporting data and measures ISO 14064 Scope 1 and 2 emissions. Scope 1 includes direct emissions from the use of fossil fuels (fixed sites, worksites and company vehicles), as well as non-energy emissions (mainly from decarbonising limestone at Eurovia's lime plant). Scope 2 includes indirect emissions produced to make energy (mainly electricity) that is purchased and used at fixed sites and for projects. Overall, VINCI's emissions in 2010 amounted to 2.15 million tonnes.

Greenhouse gas emissions (Scopes 1 and 2)

	tonnes of CO_2 equivalent	tonnes of CO_2 equivalent	Change
	2010	2009	
Concessions	**56,915**	**56,218**	**1.2%**
VINCI Autoroutes	42,755	42,722	0.1%
VINCI Concessions	14,160	13,496	4.9%
Contracting	**2,089,956**	**2,098,212**	**(0.4%)**
VINCI Energies	111,066	112,512	(1.3%)
Eurovia	1,064,603	1,068,804	(0.4%)
VINCI Construction	914,287	916,896	(0.3%)
Holding cos. and misc.	153	130	18%
Total	**2,147,024**	**2,154,560**	**(0.3%)**

Data extrapolated to cover 100% of VINCI's revenue.

Efforts to reduce greenhouse gas emissions made it possible to maintain the total at around 2.15 million tonnes in 2010 and 2009 despite the growth in the Group's business activities.

During the year, VINCI continued to carry out studies and develop specific tools to better quantify and control the GHG emissions associated with its business (ISO Scope 1, 2 and 3). Over 70 people attended an in-house seminar on this subject in 2010 to discuss their initiatives and tools. By applying the CO_2 Attitude approach on its worksites, VINCI Construction Grands Projets identified and implemented a number of actions to reduce Scope 3 emissions, thereby meeting its target of cutting total emissions by 7% in 2010. VINCI is an active member of national and international working groups that are defining standards for quantifying Scope 3 emissions in its industry.

How structures are used by customers is another source for reducing GHG emissions since operation accounts for over 50% of a rail line's lifetime emissions, 90% of a building's and over 95% of a motorway's. The CO_2NCERNED methodology developed by VINCI to assess a project's carbon footprint takes post-construction use into account so that alternative technologies capable of reducing user emissions can be compared and selected during the design phase. The methodology's success depends on the relationship with end-customers, which is why VINCI Autoroutes encourages motorists to drive more smoothly and to use the eco-comparator on its website to calculate the amount of CO_2 they could avoid emitting. As for VINCI Construction, it shows building occupants how they can consume less energy through its OXYGEN eco-commitment, while VINCI Facilities (Energy business line) provides its customers with innovative solutions for drastically reducing the carbon emissions of the buildings it manages.

CO_2 emissions of VINCI Autoroutes companies

(tonnes of equivalent CO_2)	2010	2009
ISO Scope 1 and 2 emissions ☑	42,755	42,722
Motorway user emissions	12,862,206	12,633,257 (*)

☑ *Audited indicators (see pages 158-159).*

(*) 2009 data adjusted for the 2010 calculation, including an increase in the number of vehicles.

Despite the 115 additional km of motorway operated (and included in the reporting scope) in 2010, the emissions of VINCI Autoroutes companies remained stable at about 42,700 tonnes of CO_2, confirming enhanced energy efficiency per kilometre of motorway in service. Customer emissions rose 1.8% over the year, mainly due to the increase in traffic on VINCI Autoroutes' network between 2009 and 2010.

Investors have responded positively to the measurement of GHG emissions and actions taken to reduce them. For the fourth year running, VINCI confirmed its lead position in climate strategy by obtaining the Carbon Disclosure Project's highest rating (80/100) among its peers in the construction and public works category (compared with the industry average of 45/100). The CDP, which is conducted on behalf of 475 investors, assesses the response to climate change of the world's largest 500 companies by market capitalisation. Once again in 2010, VINCI was one of the 20 top French companies in France's Carbon Disclosure Leadership Index.

2.4.2 Adapting to climate change

VINCI is preparing for the consequences of climate change by considering how its operations may be affected and how cities and buildings may have to be adapted. This new paradigm will require that business activities be re-engineered:

- to make buildings and other structures more resistant to extreme weather events, ensure long-term durability and provide innovative solutions to complete these projects at a reasonable cost to society;
- to reduce environmental impacts throughout the life cycle of Contracting and Concession projects. Research conducted in partnership with the ParisTech chair in the eco-design of building complexes and infrastructure is providing tools to meet this challenge.

Issues that concern the urban environment more specifically are addressed by The City Factory, a forum that encourages public- and private-sector operators to share experience and expertise with a view to promoting pioneering initiatives (see www.lafabriquedelacite.com).

2.5 Preserving biodiversity and biological balance

VINCI's biodiversity policy and strategy is implemented through the biodiversity working group, which carefully monitors the regulatory environment, provides scientific expertise and risk analysis, and promotes initiatives. In 2010, cooperation with such respected specialists as AgroParisTech, INRA (France's national agricultural research institute) and the French Museum of Natural History continued on research projects in the Group's experimental fields and in discussions on future biodiversity regulations. VINCI is also a member of several discussion groups such as EpE and the French biodiversity research foundation.

The physical dimensions of VINCI's operations and their long-term nature give it an ideal perspective for observing changes in the natural environment, its preservation and regeneration. As a result, VINCI companies have a responsibility to take early action to reduce the adverse impact of its operations on eco-systems, for example through impact studies or various preventive measures. Impact studies are conducted during the various stages of all Contracting and Concessions projects, in France, Europe and farther afield. These studies involve determining the initial state of the natural environment before the project begins, determining potential impacts (through simulations and comparisons with other projects and their effects), and monitoring environmental conditions at various intervals after project completion. With the support of in-house and external specialists, VINCI constantly strives to limit and mitigate the impact of its activities on biodiversity. As a last resort, if it proves to be too impractical to implement the above measures, compensatory means are considered.

As part of the green motorway package, VINCI Autoroutes increased the number of crossings for wild animals by 23% in 2010, from 529 to 652. A further 241 km of fencing was erected to protect wildlife, bringing the total to 8,654 km.
To celebrate Biodiversity Year in 2010 and prepare for the Year of the Forest in 2011, VINCI launched "A tree for every employee". Under this programme, it will create five forests by planting 190,000 trees (one for each employee) in Peru, Indonesia, Thailand and Morocco. Conducted in partnership with Pur Projet, this experimental programme supports biodiversity, reforestation and agroforestry in local communities.

2.6 Preservation and restoration

2.6.1 Legal and regulatory compliance

The legal departments and quality, health, safety and environment (QHSE) departments of the Group's subsidiaries are responsible for monitoring project compliance with environmental laws and regulations. Special IT tools for managing regulatory and QHSE risks are also used, such as VINCI Energies' Préventéo®, which provides regulatory monitoring and standardises the criteria for the Group's regulatory audit. This expertise and the environmental regulations watch are pooled through cross-business working groups.

2.6.2 Environmental protection costs

Expenditure on protecting the environment (e.g. soil remediation at Soletanche Bachy, cleaning and decontamination of structures at Freyssinet, recovery of organic materials at VINCI Environnement) is generally included in operating expenses and are not consolidated at the entity or business line level.

At Eurovia, investments in equipment and materials to prevent environmental pollution account for 16% of total capital expenditure.

VINCI Autoroutes companies consolidate their environmental expenditure data for the observation and statistics department of the French sustainable development commission. Annual environmental expenditure rose almost 44% in 2010.

Environment-related expenditure by VINCI Autoroutes companies in 2010

(in € millions)	2010	2009
Annual environmental investment	83	58
Annual spend on the upkeep of natural areas	30	31
Insurance premiums to cover environmental risks	0.34	0.32

2.6.3 Environment provisions and guarantees

See "Environmental, industrial and technological risks", pages 112-113.

2.6.4 Damages paid in 2010 following a legal decision on an environmental matter and lawsuits filed for damage to the environment

No VINCI companies appear to have paid any damages in 2010 subsequent to a court decision on an environmental matter. Legal decisions regarding the environment are handled directly by the operating entities concerned and the amounts paid are not consolidated at Group level.

2.7 Objectives for subsidiaries outside France

The programmes, resources and targets for foreign subsidiaries are the same as those set for French subsidiaries (see "Our Commitments", page 19).

2.8 Research, development and innovation

Information on research, development and innovation is described under the heading "Sustainable development", page 25.

3. Stakeholder relations

3.1 Impact on local employment and development

Due to the nature of its business activities, VINCI often works in partnerships through joint ventures, or with joint contractors and subcontractors, and sometimes with large numbers of temporary employees. The Group's sphere of influence is therefore significant and its companies are major local players. VINCI has almost 2,200 entities, all contributing to economic and social solidarity in the 100 or so countries worldwide where they operate. They are active in local business communities and support the local economy, community and work of local non-profit organisations.

In response to the current economic and social crises in many parts of the world, VINCI is concentrating its efforts on developing solidarity and on encouraging its employees to engage with local communities. At corporate level, the Group willingly supplies information about its social and civic engagement initiatives to government authorities, national, European or international institutions, and trade associations. In 2010, VINCI launched a new programme aimed at developing a comprehensive response to social and professional integration based on the Group's activities. An ad hoc entity set up in early 2011 provides Group companies with innovative and effective solutions that will enable them to meet their social commitments. The new programme provides a comprehensive framework that takes the specific training requirements and social difficulties of disadvantaged people into account and helps them to find lasting employment and a place in society. Over the medium term, this approach is to be implemented internationally in accordance with local economic and social conditions. It leverages a variety of recognised employment resources.

One of these resources is the employer group created to promote social integration through work and qualifications (GEIQ), which has been used by VINCI companies for several years. In France, Group companies are active in 35 of the 53 GEIQs that focus on the building and civil engineering sectors. In 2006, at the initiative of 11 subsidiaries, VINCI helped set up the GEIQ for the Greater Paris area, which has found jobs for 345 people, including 89 in 2010. The fact that the number of jobs was the same as in 2009 despite the more difficult economic environment reflects the continuing commitment of the Group's companies. Over 45 VINCI subsidiaries are currently involved in this programme.
Supporting employees with disabilities is the aim of Trajeo'h, which began in the Rhône-Alpes region. This programme was extended in 2010 to the Greater Paris area, where it has 20 members to date and some 25 VINCI subsidiaries are expected to join in 2011.

VINCI is also involved in many other actions each year to support employment and local communities. These include Sogea-Satom's initiatives to provide comprehensive management training for future African executives in Senegal, Burkina Faso and Cameroon. Another example is the Eurovia Foundation, which grants scholarships to some of its employees' children who pursue higher education. In 2010, it granted 424 scholarships totalling €377,700.

In addition to supporting innovative social and civic engagement initiatives, VINCI companies are encouraged to work with environmental conservation organisations such as the Nicolas Hulot foundation for nature and mankind. In 2010, VINCI partnered with the Pur Projet association on a novel project to combat deforestation and global warming by creating five forests in four countries: Morocco, Indonesia, Thailand and Peru. The 190,000 trees planted (one for each employee) will not only contribute to reforestation and preserve biodiversity but will also support the development of local agricultural cooperatives. This is no doubt a fitting project for 2011, the Year of the Forest.

VINCI companies everywhere are encouraged to take community initiatives that are closely linked to their business and area of operation. One example is SCA, which operates Siem Reap airport in Cambodia. The company is supporting archaeological excavations at the Angkor Temple site and is a founder partner of the Artisans d'Angkor network, which provides more than 1,000 people with an economic activity and income. In France, Escota is funding extensive palaeontological excavations that have led to the discovery of new dinosaur species along the A8 motorway, and VINCI has been supporting the restoration of the Château de Versailles for the past several years.

The VINCI Foundation for the Community encourages employees to use their skills to serve local community groups and works to combat all forms of social exclusion. It helps disadvantaged people find jobs, develops solidarity in low-income communities and promotes civic engagement among VINCI employees. In 2010, 112 projects were supported (861 since 2002) by 167 employee-sponsors (over 1,000 since 2002) and subsidies totalling over €2 million. These have enabled numerous community associations and social integration organisations to improve, expand and sustain their services. Seventy-five percent of the projects supported were proposed by VINCI employees.

A new programme, Cité Solidaire, was launched in 2010 with the aim of supporting very small community associations working right in the centre of underprivileged neighbourhoods. It has three objectives: to support projects in these communities, to assist small neighbourhood associations that act locally, and to encourage Group companies to sponsor projects and allow their employees to contribute their skills. In 2010, 13 associations in the Paris suburbs of Argenteuil and Saint Denis received a total of €182,000 under this programme. In 2011, Cité Solidaire will be extended to four other French cities.
Wherever it operates, VINCI encourages the creation of foundations to combat all forms of social exclusion. One example is the Nadace Foundation in the Czech Republic, which was set up two years ago and provided €73,000 of funding to nine projects involving 10 employee-sponsors in 2010. The VINCI Foundation for Social Responsibility, which was established in Germany in 2010, supported eight projects with the aid of eight employee-sponsors and subsidies totalling €100,000.

In all, investment in corporate philanthropy projects (social integration, the environment, cultural and scientific endeavours) totalled over €7 million in 2010.

3.2 Customer relations

When responding to tenders, Group companies increasingly include life cycle analysis of their projects and take social and environmental factors into account, thereby addressing the needs of public and private-sector contracting authorities and end users. This approach, which is already quite common in international tenders, is becoming more frequent within the framework of public-private partnerships (PPPs). In addition, VINCI subsidiaries are developing quality measurement tools on their intranet sites and pooling the data obtained: customer satisfaction surveys, feedback and gap analysis, etc.

VINCI companies are encouraged to maintain and improve the quality of their products and services. This continuous improvement process is reflected in the quality certifications they have all obtained and preserved. For example, 98% of Eurovia's works activity in France and 88% internationally are now ISO 9001 certified, compared with 97% and 85% respectively in 2009. For production activities (i.e. coating and binder plants), this proportion is almost 70% both in France and other countries. Eurovia has also obtained ISO 9001 certification for 57% of its quarries in France and all its quarries outside France (compared with 98% in 2009). At VINCI Energies, 67% of operations are ISO 9001 certified compared with 63% in 2009. Companies in the industrial sector have other specific certifications and qualifications: 22% of operations are ILO OSH/OHSAS certified, 7% meet the requirements of MASE (company safety improvement manual) and 11% have received VCA contractor safety certification. All VINCI Construction divisions have a quality, health, safety and environment department. Of VINCI Construction's operations, 77% are ISO 9001 certified (74% in 2009) and 53% meet ILO OSH/OHSAS requirements (56% in 2009). At VINCI Autoroutes, in 2004, Cofiroute was the first French motorway operator to have obtained ISO 9001 certification for its operations activity. This certification was renewed for a further three years at the end of 2009. ASF is ISO 9001 certified for its motorway design-build and development activities.

3.3 Subcontractors and suppliers

3.3.1 General policy

As in 2009, purchases totalled 58% of the Group's revenue. They consisted of €8 billion for materials and €11.5 billion for external services, including subcontracting. VINCI pursued its policy of working to establish balanced and sustainable relationships with its suppliers and subcontractors. During the year, the Group reaffirmed its intention to measure and take into account human resources, community and environmental factors in the overall value chain.

This policy is overseen jointly at Group and operational levels by the central purchasing coordination unit and the purchasing departments of business lines and subsidiaries. It is implemented by the purchasing network, in particular through decentralised purchasing clubs in France and the various countries where VINCI operates. In addition to the framework contracts signed by business lines and subsidiaries with their suppliers, over 400 national, European and global cross-business framework contracts have been signed to meet the multiple procurement requirements of Group companies.

3.3.2 Managing relations with suppliers and subcontractors

This procurement policy has led to an increasing emphasis on sustainable development criteria in the selection of products and suppliers and in the drafting of framework contracts and specifications for the Group and its business lines. The criteria take into account the environmental impact of products and services and the human resources conditions of their production or provision. VINCI Construction France, for example, is increasing its purchases of green products and services from environmentally sensitive suppliers, which are developing new products with life cycles that reduce energy consumption over the life of the project. Three years ago, ASF launched a pragmatic eco-responsible approach to purchasing that takes products, suppliers and behaviour into account. In the United Kingdom, Eurovia asks its suppliers to provide key environmental data so that it can assess their carbon footprint and take this into account to optimise purchasing decisions.

Various tools and methods, including procurement training, were developed or improved in 2010 to promote the development of sustainable relationships with suppliers and subcontractors. VINCI reviewed its process for assessing key Group procurement criteria and the associated human resources, community and environmental risks for each major category of product or service. ASF has defined its responsible procurement principles in its purchasing guide, which includes the fundamental principle that all purchasing personnel should act with integrity and emphasises the importance of the notions of courtesy, respect, transparency and fairness. During the year, the Group took an online platform initially set up by ASF and developed it for the purpose of identifying potential risks associated with cleaning and other products, sharing information and evaluating suppliers' commitment to sustainable development. In an extension of that initiative, a second platform was developed and tested for French temporary employment agencies in 2010. The platform evaluates suppliers on the basis of five criteria: occupational health and safety; promoting diversity and preventing discrimination; training and skills development; compliance with labour laws; and preventing fraud and corruption. In keeping with VINCI's continuous improvement process, suppliers are encouraged to adopt the Group's values and commitments and are provided with a progress plan to assist them in this goal.

The Group's purchasing strategy also involves purchasing more from companies and non-profit organisations working towards social integration for the long-term unemployed and people with disabilities. ASF has tripled the amount of work it subcontracts to organisations that employ people with disabilities in three years. Similarly, VINCI is seeking to extend its current contract with AFP, a non-profit organisation that helps to find jobs for people suffering from paralysis, to other partners who will treat waste electrical and electronic equipment and set up collection points nearer to Group companies in order to minimise transport requirements. In 2010, the Group purchased 16% more services from AFP's organisations than in 2009. VINCI also works in partnership with Ateliers sans Frontières, a non-profit organisation that collects and repairs discarded computer equipment for resale at a low price to other non-profit organisations. Over the past three years, 19 tonnes of equipment have been recycled, of which 8 tonnes in 2010.

Importance of subcontracting

Subcontractors are generally selected from among small and medium companies located near Group plants or worksites, thereby developing the local economy. These partners are increasingly involved in project planning and preparation. Human resources and environmental factors are gradually being added to their contracts. The general policy is to strengthen the relationship over the long term. Subcontracting and joint contracting companies have long been committed to the Group's safety policy and observe the 10 principles of the UN's Global Compact. Frequent contact with contractors at worksites enables Group companies to verify that they observe the International Labour Organisation's fundamental conventions. Internal communication channels are established each year for operational managers and human resources networks.

Note on the methods used in social and environmental reporting

VINCI's social and environmental reporting framework complies with Articles L.225-102-1, R.225-104 and R.225-105 of the French Commercial Code and is based on the transparency principles of the Global Reporting Initiative (GRI).

1. Methodological procedures

VINCI's procedures are specified in the following materials:

- for social indicators:
  - a guidebook in four languages (French, English, German and Spanish) containing social indicator definitions;
  - a methodological guide to VINCI's social reporting system, including a reporting tool users' manual in four languages (French, English, German and Spanish);
  - a guide to consistency checks in two languages (French and English).

- for environmental indicators:
  - a methodological guide to VINCI's environmental reporting system, including a guide to the definition of common indicators that entities can use to set up their environmental reporting procedures. This guide is available in two languages (French and English);
  - a users' manual in two languages (French and English) for the IT system.

All of the above materials are accessible on the Group's intranet site.

The Group's efforts to accelerate its social and environmental reporting process in 2010 resulted in:
- new methods for earlier preparation of HR indicators, applicable to VINCI Construction Grands Projets, Soletanche Freyssinet, Entrepose Contracting and VINCI Holding in 2010;
- the shifting of the reference period for environmental reporting by one quarter (the reference period for year Y is now from 1 October Y-1 to 30 September Y). This change applied to all entities in 2010.

2. Scope

The reporting scope is intended to be representative of all VINCI's business activities:
- social reporting has covered all Group entities by consolidated worldwide revenue since 2002. The consolidation of social data within this scope is similar to that of financial data;
- in 2010, environmental reporting covered 86% of Group entities by revenue worldwide. The VINCI Group consolidates environmental data within this scope in proportion to its shareholding in each entity.

Changes in scope
- Social reporting scope: changes in scope in year Y are taken into account in the same year.
- Environmental reporting scope: an entity acquired in year Y (between 1 January and 31 December) must participate in the environmental reporting procedure in year Y+1 and provide data for that year.

3. Indicator selection

Indicators are selected on the basis of the social and environmental impact of the Group's activities and the risks associated with the challenges of those activities.

There are three levels of core social indicators:
- those specified in Articles R.225-104 and R.225-105 of the French Commercial Code;
- those included in the social report, as required by French law; and
- specific indicators reflecting VINCI's human resources policy.

The complementary nature of these three levels of indicators makes it possible to measure the results of the Group's human resources policy and social commitments.

The core environmental indicators are made up of five types:
- resource consumption (energy, CO_2 and water);
- waste management and recycling;
- certifications and special projects;
- environmental awareness and training;
- environmental incidents and provisions for environmental risks.

Each business line continues to use its own additional indicators, which are based on its specific environmental challenges.

4. Methodological explanations and limitations

The methodologies used for some social and environmental indicators may be subject to limitations due to:
- differences between French and international definitions (which VINCI is working to harmonise);
- differences in labour and social laws in some countries;
- the fact that some estimates may not be representative or that some external data required for calculations may not be available, particularly data required for environmental indicators at VINCI Construction, where a statistical approach is being deployed for this purpose;
- changes in indicator definitions that could affect their measurement;
- changes in business scope from one year to the next;
- the difficulty of collecting data from a subcontractor or joint venture with external partners;
- the procedures for collecting and entering this information.

Eurovia France's energy consumption for 2010 was calculated at its consolidation level using the financial amounts the entities entered in the financial reporting tool and the average prices of diesel, domestic heating oil and natural gas during the environmental reporting reference period. Steps are being taken to report energy consumption directly in the financial reporting tool.

VINCI Park's water consumption in France is calculated from the total purchase cost of water divided by its average price in France. This calculation does not, however, apply to car parks equipped with fire extinguishing systems as they charge significantly higher prices for season tickets. For these car parks, the volume of water consumed is calculated using an average water price that is adjusted on the basis of the estimated season ticket cost for a sample of car parks. This method entails some uncertainty given the possibility that the sample selected may not be representative. This uncertainty is relatively small, however, in relation to the Group's total water consumption.

The figures in the annual report are based on data known at the end of the financial year. They may, however, be adjusted the following year if a significant anomaly is observed and provided that the adjustment is substantiated in detail.
None of the figures published in the 2009 annual report were adjusted in 2010.

5. Consolidation and internal control

Social data is collected from each operational entity using "VISION II", a dedicated reporting package. Some checks are performed automatically when data is entered; Group business lines and divisions check data consistency within their respective scopes.
Social data is then consolidated in two steps:
- Step 1: at business line and division levels

Each level consolidates all data within its scope and checks that it is consistent. The data is then forwarded to the Group's human resources department.
- Step 2: at Group human resources department level

The Group human resources department consolidates all the data received and checks its consistency.

Environmental data is collected, checked and consolidated by the environment managers in each business line and division using their own IT tools.
All the data is then consolidated centrally using "VISION II" and data consistency checks are performed at Group level by the delegation for sustainable development. Comparisons are made with the previous year's data and any material discrepancies are analysed in detail.

6. External controls

Each year since 2003, VINCI has asked its Statutory Auditors to give their opinion on the quality of the procedures used to report social and environmental information and on the reliability of the data selected by VINCI. In 2010, the audit was conducted by two Statutory Auditors. The social and environmental indicators that they audited are identified in the tables by the symbol ☑ (see pages 126-147). The nature of the auditing work carried out and the findings are presented on pages 158-159.

F. General Information about the Company and its share capital

1. Corporate name and Articles of Association

Corporate name: VINCI.
Registered office: 1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, France
Telephone: +33 1 47 16 35 00 – Fax: +33 1 47 51 91 02
Type of company: French public limited company ("Société Anonyme") with a Board of Directors
Applicable legislation: French
Date of formation: 1 July 1908
Legal term of existence: The initial duration was set at 99 years and was extended by another 99 years on 21 December 1979. The date of expiry is thus 21 December 2078, unless the term of existence is extended once again or the company is liquidated at an earlier date.
Financial year: From 1 January to 31 December
Registration number: RCS 552 037 806 Nanterre – Siret no. 552 037 806 00585 – Code NAF: 7010Z
Place where legal documents can be consulted: Legal documents relating to VINCI are available at its registered office, at the Clerk's Office of the Nanterre Commercial Court and on the Company's website (www.vinci.com).

Corporate purpose (Article 2 of the Articles of Association)

The Company has as its purpose:
- undertaking all forms of civil engineering: in particular, development of the goodwill originally contributed by Sainrapt-et-Brice and continuation of the business of that company, specialising in all types of underground works, foundations, hydraulics and reinforced concrete; and
- more generally, all industrial, commercial, financial, securities and property operations directly or indirectly related to the purposes specified above.

The Company may pursue these operations in mainland France and overseas France, as well as other countries, either alone, or in partnership, on a trading basis, or in any other form whatsoever, either directly, or indirectly through transfer, leasing arrangements or under licence, either on a brokerage or commission basis.
In addition, it may implement any measures, either alone or by any other means, create any partnerships or companies, make any contributions in kind to existing companies, merge or enter into alliances with them, subscribe, purchase and resell any shares or other corporate rights, take all orders and extend any loans, credits and advances.

Statutory appropriation of income (excerpt from Article 19 of the Articles of Association)

At least 5% of the income for the year, after deduction of any previous year's losses, is taken to the statutory reserve. This ceases to be obligatory when the reserve reaches an amount equal to 10% of the share capital. This process is to resume when the reserve falls below this 10% level.
The income available for distribution consists of the income for the year (after deduction of previous years' losses as well as any amounts set aside in reserves in application of the law or Articles of Association) and retained earnings.
The Shareholders' Meeting allocates the following from this distributable income:
- any amounts considered by the Board of Directors as appropriate for constituting or supplementing any ordinary or special reserves, or for carrying over to the next year as retained earnings;
- the amount required for distribution to shareholders by way of a first dividend, equal to 5% of the amounts of their fully paid, unredeemed shares. Shareholders cannot, however, claim this dividend against the income of subsequent years should the income of a given year be insufficient for the dividend payment;
- the balance available after these allocations is distributed in respect of all shares, in proportion to the amount of the share capital they represent.

Following a proposal from the Board of Directors, the Shareholders' Meeting may decide to distribute amounts taken from available reserves. In such a case, the decision must indicate the specific reserves from which the amounts are to be taken.

Except in the case of a capital reduction, no distribution to shareholders may be made if the shareholders' equity is (or would be following such a distribution) less than the amount of the share capital plus any reserves whose distribution is not permitted under the law or Articles of Association.
The conditions for payment of dividends agreed by the Shareholders' Meeting are determined by the Shareholders' Meeting or, failing that, by the Board of Directors. The payment of dividends must occur within nine months of the year-end, unless this deadline is extended by a Court decision.
The Shareholders' Meeting may offer each shareholder, for all or for part of the dividend or interim dividend distributed, the choice between payment in cash and payment in shares.

Shareholders' Meetings (Article 17 and excerpt from Article 8 of the Articles of Association)
Shareholders' Meetings are called and take place in accordance with the legislation and regulations in force.
Meetings are held either at the registered office or at another location specified in the notice of the meeting.
All shareholders may, regardless of the number of shares they own, participate in meetings personally or by proxy, on producing evidence of their identity and shareholding in the form of either:
- a personal registration of the shares in their own name; or
- a record of the shares in a bearer securities account with an authorised intermediary, who provides an attendance certificate, which can be communicated by electronic means if necessary.

These formalities must be completed no later than midnight (Paris time) on the third business day before the meeting.

Shareholders wishing to attend the meeting but who have not received their admission card by midnight (Paris time) of the third business day before the meeting will be given an attendance certificate. However, the Board of Directors may shorten or remove this time period provided that any such decision applies to all shareholders.
If the Board of Directors so decides when the Shareholders' Meeting is called, any shareholder may take part in the meeting by videoconference or vote by any telecommunications or electronic means, including via the Internet, in accordance with the applicable regulations in force at the time such means are used. Any such decision must be communicated in the Notice of Meeting.

Postal votes may be subject to the terms and conditions defined by law and regulations. Shareholders may transmit proxy forms and postal votes for every Shareholders' Meeting, under the conditions set by the laws and regulations, either in paper form or, if the Board of Directors so authorises, by electronic means, including over the Internet. Those shareholders who use the electronic voting form made available on the website set up by the centralising bank within the required time period are considered as being present in the same way as shareholders physically present or represented at the meeting. Shareholders may complete and sign the electronic voting form directly on the centralising bank's website by any process decided by the Board of Directors that meets the conditions set forth in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code and Articles R.225-77, subsection 2, and R.225-79 of the French Commercial Code and, more generally, the provisions of law and regulations in force. This process may include the use of a personal identifier and password.

Proxy forms received and votes cast prior to the Shareholders' Meeting by electronic means, together with the acknowledgement of receipt provided, shall be considered as irrevocable acts enforceable with regard to all parties involved, it being specified that in the event of shares being sold before the third business day preceding the Shareholders' Meeting at midnight (Paris time), the Company shall invalidate or amend, as necessary, any proxy form or vote cast prior to such date and time.

Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his or her absence, by the Vice-Chairman of the Board of Directors, if a Vice-Chairman has been designated, or by a member of the Board of Directors specifically appointed by the Board of Directors to that effect. Failing that, the Shareholders' Meeting elects its own Chairman.

The Minutes of the Shareholders' Meetings are drawn up and copies thereof are certified and delivered in compliance with the regulations in force.

In addition to the voting right attached to it under the law, each share gives the right to a proportion (based on the number and nominal value of outstanding shares) of the Company's assets, earnings and liquidating dividends.

Statutory threshold provisions (excerpt from Article 10b of the Articles of Association)
In addition to the obligations relating to declaration thresholds set out in paragraph 1 of Article L.233-7 of the French Commercial Code, any individual or legal entity, acting alone or in concert, who comes to hold or ceases to hold a proportion of the share capital, voting rights or securities giving future access to the Company's share capital, equal to or greater than 1%, or a multiple thereof, including a multiple exceeding the reporting threshold as defined by legislative and regulatory provisions in force, must inform the Company within five stock market trading days of the date of crossing one of these thresholds or, when a Shareholders' Meeting has been convened, no later than midnight (Paris time), of the third business day preceding the meeting, of the total number of shares, voting rights or securities giving future access to the Company's share capital that it holds on its own account directly or indirectly, or in concert.
Failure to meet this obligation will be sanctioned by the loss of the voting rights attached to the shares exceeding the undeclared proportion at any Shareholders' Meeting held within two years of the date of the due notification provided for above.
This sanction is applied if so requested by one or several shareholders holding at least 5% of the Company's share capital and if the request is entered in the minutes of the Shareholders' Meeting.

Shareholder identification (excerpt from Article 10b of the Articles of Association)
The Company is entitled to ask the securities clearing body, under the conditions defined by the regulations in force, for the name, nationality and address of individuals or legal entities holding securities that confer, now or in the future, voting rights at its Shareholders' Meetings; for the number of securities held by each individual or legal entity; and, where applicable, the restrictions attached to those securities.

2. Relations between the parent company and subsidiaries

2.1 Organisation chart (*)

VINCI

CONCESSIONS

- **VINCI Autoroutes**
  - ASF 100%
  - Escota 99%
  - Cofiroute 83%
  - Arcour 100%
- **VINCI Concessions**
  - VINCI Park
  - VINCI Airports
  - Railway infrastructure
  - Road infrastructure
  - Stadiums

VINCI Immobilier

CONTRACTING

- **VINCI Construction**
  - VINCI Construction France
  - VINCI Construction UK
  - CFE (Belgium)
  - Sogea-Satom (Africa)
  - Subsidiaries in overseas France
  - Subsidiaries in Central Europe
  - Soletanche Freyssinet
  - Entrepose Contracting
  - VINCI Construction Grands Projets
  - VINCI Construction Terrassement
  - Dodin Campenon Bernard
- **Energy**
  - VINCI Energies France
  - Cegelec France
  - Cegelec GSS
  - VINCI Energies Cegelec International
  - VINCI Facilities
- **Eurovia**
  - French subsidiaries
  - Eurovia GmbH (Germany)
  - Eurovia CS (Czech Repub. and Slovakia)
  - Eurovia Group Ltd (UK)
  - Hubbard Group (USA)
  - Eurovia Canada
  - Other foreign subsidiaries
  - ETF-Eurovia Travaux Ferroviaires
  - Specialised subsidiaries (incl. Signature)
  - Eurovia Stone

(*) Simplified organisation chart of the Group at 31 December 2010 (main companies owned directly or indirectly and percentage of capital held).

VINCI's direct shareholdings in subsidiaries and affiliates are described on page 287. The list of the main consolidated companies (pages 263-269) gives an indication of the various subsidiaries that comprise the Group and of VINCI's equity interest (whether direct or indirect) in the various entities.

2.2 Role of the VINCI holding company towards its subsidiaries

The VINCI holding company has no operational activities of its own. The Group's operational activities are carried out by a large number of subsidiaries (there were 2,197 consolidated entities at 31 December 2010), which are organised into five business lines within two core businesses, Concessions (VINCI Autoroutes and VINCI Concessions) and Contracting (Energy, Eurovia and VINCI Construction). VINCI Immobilier, which is in charge of property development activities, reports directly to the VINCI holding company.
The holding company provides leadership and supervisory functions for the Group's operational entities, supplying services and assistance to its subsidiaries in the following areas:

- development and execution of strategy, acquisitions and disposals, and the study and implementation of industrial and commercial synergies within the Group;
- provision of expertise in administrative, legal, human resources, tax, financial, communication and sustainable development matters.

VINCI also shares with its subsidiaries the benefits associated with the Group's size and reputation, such as access to internationally recognised partners, optimisation of terms for financing, purchasing and insurance, easier access to regulatory authorities, and public relations.

2.3 Movements of funds between the VINCI holding company and its subsidiaries

The main movements of funds between the VINCI holding company and its subsidiaries, other than the payment of dividends, are as follows:

Payment for the holding company's assistance to its subsidiaries

In exchange for the assistance provided to its subsidiaries, the holding company receives a fee depending on the services provided. For 2010, fees for assistance received by VINCI from its subsidiaries amounted to €84.6 million.

Centralised cash management

Group subsidiaries' cash surpluses are generally invested with the holding company through a cash pooling system. In return, the holding company meets subsidiaries' financing needs. The holding company acts on the money and the financial markets on its own behalf or on its subsidiaries' behalf, investing and borrowing funds as necessary. With some exceptions (the main one to date being ASF and its subsidiaries in accordance with the contracts entered into with the Caisse Nationale des Autoroutes), this system applies to all French subsidiaries wholly owned, directly or indirectly, by VINCI. The cash management of the German subsidiaries is centralised by VINCI Finance International (VFI), a wholly owned subsidiary of VINCI. The role of VFI is to centralise all cash flows of foreign subsidiaries working in the Group's main markets in Europe and North America. VFI also makes medium- and long-term loans to Group subsidiaries to finance asset acquisitions, working capital or investments.

VINCI and VFI may make medium-term loans to some subsidiaries and receive funds from other subsidiaries for short- and medium-term investments. At 31 December 2010, these transactions represented outstandings for VINCI of €997 million for medium-term loans and €1,281 million for fixed-term deposits, and outstandings for VFI of €1,624 million for medium-term loans and €145 million for fixed-term deposits.

Regulated agreements

There are regulated agreements between VINCI and its subsidiaries, which are subject to prior authorisation by the Board of Directors, special reports by the Statutory Auditors and approval by the Shareholders' General Meeting.

3. General information about VINCI's share capital

All changes in share capital or in the rights attached to the shares are subject to general legal provisions. The Articles of Association do not provide for additional conditions (except as regards capital thresholds, see paragraph 1 "Statutory threshold provisions"). On 31 December 2010, VINCI's share capital amounted to €1,381,551,117.50, represented by 552,620,447 shares, each with a nominal value of €2.5, fully paid-up and all of the same class. VINCI shares are registered or bearer shares, at the shareholder's choice, and may be traded freely.

3.1 Movements in share capital over five years

	Capital increase/ (reduction) (in euros)	Share premium arising on contributions or mergers (in euros)	Number of shares issued or cancelled (*)	Number of shares outstanding (*)	Share capital (in euros)
Position at 31/12/2005				**393,272,548**	**983,181,370**
Share capital reduction	(34,875,000)	(445,071,106)	(13,950,000)	379,322,548	948,306,370
Group Savings Scheme	23,938,315	236,775,085	9,575,326	388,897,874	972,244,685
Share subscription options exercised	23,880,620	111,025,993	9,552,248	398,450,122	996,125,305
Share capital increase	180,432,020	2,325,239,176	72,172,808	470,622,930	1,176,557,325
Position at 31/12/2006				**470,622,930**	**1,176,557,325**
Share capital reduction	(9,500,000)	(113,364,800)	(3,800,000)	466,822,930	1,167,057,325
Group Savings Scheme	21,693,128	310,020,226	8,677,251	475,500,181	1,188,750,453
Share subscription options exercised	26,191,518	134,657,853	10,476,607	485,976,788	1,214,941,970
Position at 31/12/2007				**485,976,788**	**1,214,941,970**
Group Savings Scheme	8,476,643	139,104,535	3,390,657	489,367,445	1,223,418,613
Share subscription options exercised	5,887,258	31,048,028	2,354,903	491,722,348	1,229,305,870
Payment of dividend in shares	11,100,330	185,751,933	4,440,132	496,162,480	1,240,406,200
Position at 31/12/2008				**496,162,480**	**1,240,406,200**
Group Savings Scheme	22,671,710	207,017,588	9,068,684	505,231,164	1,263,077,910
Share subscription options exercised	7,355,790	44,962,646	2,942,316	508,173,480	1,270,433,700
Payment of dividend in shares	31,960,175	334,842,687	12,784,070	520,957,550	1,302,393,875
Position at 31/12/2009				**520,957,550**	**1,302,393,875**
Group Savings Scheme	15,091,573	187,374,980	6,036,629	526,994,179	1,317,485,448
Share subscription options exercised	8,955,645	54,594,480	3,582,258	530,576,437	1,326,441,093
Payment of dividend in shares	2,610,025	36,999,714	1,044,010	531,620,447	1,329,051,118
Cegelec contribution	52,500,000	792,067,594	21,000,000	552,620,447	1,381,551,118
Position at 31/12/2010				**552,620,447**	**1,381,551,118**

(*) Adjusted for the two-for-one share split in May 2007.

3.2 Potential capital

The only existing financial instruments that could cause the creation of new shares are the share subscription options granted to VINCI officers and employees (see section D paragraph 4.2 on page 123 for details of these options). Share subscription and purchase options would become exercisable in the event of a takeover bid.

3.3 Changes in the breakdown of share capital and voting rights during the last three years

Breakdown of share capital at 31 December 2010

	December 2010 [2]			December 2009			December 2008		
	Number of shares	% capital	% voting rights	Number of shares	% capital	% voting rights	Number of shares	% capital	% voting rights
Treasury shares [1]	11,360,406	2.1%	–	21,083,639	4.0%	–	22,919,652	4.6%	–
Employees (company mutual funds)	49,904,956	9.0%	9.2%	47,809,964	9.2%	9.6%	40,915,658	8.2%	8.6%
Total not publicly held	**61,265,362**	**11.1%**	**9.2%**	**68,893,603**	**13.2%**	**9.6%**	**63,835,310**	**12.9%**	**8.6%**
Company officers	2,507,943	0.5%	0.5%	2,177,357	0.4%	0.4%	2,327,737	0.5%	0.5%
Other individual shareholders	63,845,270	11.6%	11.8%	62,103,977	11.9%	12.4%	59,780,117	12.0%	12.6%
Total individual shareholders	**66,353,213**	**12.0%**	**12.3%**	**64,281,334**	**12.3%**	**12.9%**	**62,107,854**	**12.5%**	**13.1%**
Qatari Diar	31,500,000	5.7%	5.8%	–	–	–	–	–	–
Financière Pinault	20,987,172	3.8%	3.9%	20,987,172	4.0%	4.2%	20,987,172	4.2%	4.4%
Other institutional investors	372,514,700	67.4%	68.8%	366,795,441	70.5%	73.3%	349,232,144	70.4%	73.8%
Total institutional investors	**425,001,872**	**76.9%**	**78.5%**	**387,782,613**	**74.5%**	**77.5%**	**370,219,316**	**74.6%**	**78.2%**
Total	**552,620,447**	**100.0%**	**100.0%**	**520,957,550**	**100.0%**	**100.0%**	**496,162,480**	**100.0%**	**100.0%**

(1) Treasury shares held by VINCI S.A.

(2) Estimates at 31 December 2010 on the basis of registered named shareholders, a schedule of identifiable bearer shares and a shareholding survey conducted with institutional investors.

Employee shareholders
Details of the Group Savings Scheme are given in the "Social and environmental information" section of the Board of Report of the Board of Directors on page 131 and in Notes F.18 and F.19.3 to the consolidated financial statements.

Voting rights
The difference between the breakdown of shareholdings and voting rights is due to the absence of voting rights attached to treasury shares. There are no double voting rights.

Breaching of shareholding thresholds
According to the declarations received by the Company of breaches of the legal threshold of 5% or the threshold of 1% provided for in the Articles of Association of the share capital or voting rights, the shareholders identified at 31 December 2010 as holding more than 1% of the share capital or voting rights, other than those shown in the table above, are as follows:
- Amundi: three declarations in 2010; the latest, dated 29 November 2010, mentions a shareholding in VINCI of 3.9%;
- Crédit Agricole: three declarations in 2010; the latest, dated 7 December 2010, mentions a shareholding in VINCI of 1.0% by Prédica and of 1.9% by Crédit Agricole S.A.;
- Crédit Suisse: seven declarations in 2010; the latest, dated 31 December 2010, mentions a shareholding in VINCI of 1.5%;
- BNP Paribas: shareholding of 1.1%, declared on 22 December 2010;
- Comet Luxembourg, a company owned by Qatari Diar: shareholding of 5.8% at 16 April 2010.

Shareholder agreements
In accordance with the strategic partnership agreement signed by Qatari Diar Real Estate Investment Company (Qatari Diar) and VINCI on 19 January 2010 and following approval by the European competition authorities, VINCI's Board of Directors met on 14 April 2010 and carried out the Cegelec transfer by issuing new shares and exchanging treasury shares. Upon completion of the transaction, Qatari Diar acquired a shareholding in VINCI. This acquisition was accompanied by a stable shareholding agreement, under which VINCI agreed to reserve a seat on its Board of Directors for a director nominated by Qatari Diar. Qatari Diar was appointed by the Shareholders' Meeting of 6 May 2010 and designated Mr Maillot as its permanent representative. Mr Maillot was also made a member of the Strategy and Investments Committee. As of 1 March 2011, Mr Maillot was replaced by Mr Yousuf Ahmad Al Hammadi as permanent representative of Qatari Diar and member of the Strategy and Investments Committee. Under the agreement, Qatari Diar shall maintain a shareholding in VINCI of between 5% and 8%, barring certain exceptions, for a period of three years starting on 14 April 2010. VINCI shall have a right of first offer (or, in some cases, a pre-emptive right) on any disposals by Qatari Diar of blocks of shares representing more than 1.0% of the share capital.
To the best of the Company's knowledge, with the exception of this agreement and the concerted action of Financière Pinault with Artémis, Artémis 12 and Victoris, which it controls, declared on 8 June 2007, there are no shareholder agreements or groups of shareholders acting as partners.

Registered shareholders
At 31 December 2010, the Company had 3,354 shareholders whose registration is managed by the Company and 1,478 shareholders whose registration is managed by a financial institution. At that date, 346,218 shares whose registration is managed by the Company and 316,185 shares whose registration is managed by a financial institution were pledged.

3.4 Treasury shares

The disclosures required under Article L.225-211 of the French Commercial Code are made in Note C.3 to the consolidated financial statements on page 278.

3.5 Shareholders' agreement relating to ASF shares

In December 2006, in connection with the financing of the transfer by VINCI of its 22.99% shareholding in ASF to ASF Holding, VINCI entered into a shareholders' agreement with its subsidiary ASF Holding, to which this shareholding was transferred, under which the two companies organise their relations within ASF.

Under the terms of this agreement, the parties undertake, as majority shareholders of ASF, to act in such a way as to ensure that the decisions made by the competent governing bodies of ASF comply with:
- the principle of implementing and maintaining a policy of maximising the dividends distributed on the basis of ASF's distributable income and reserves, provided ASF meets its commitments to a syndicate of 23 banks in respect of the €3.5 billion financing signed on 18 December 2006, and, in particular, with the following financial ratios, calculated on the basis of ASF's consolidated financial statements: net debt to cash flow from operations(*) ≤ 7 and cash flow from operations(*) to net financial costs ≥ 2.2;
- the prior conditions for any disposal by ASF of shares it holds in Escota, as defined in the credit line agreements signed on 18 December 2006 with a bank syndicate by ASF and ASF Holding of €3.5 billion and €1.2 billion respectively.

VINCI undertakes furthermore:
- that VINCI Concessions will return to ASF Holding the sums that ASF Holding may have made available to it under Group centralised cash management agreements should ASF Holding be required to make early repayment of its syndicated loan of €1.2 billion;
- that it will maintain, directly or indirectly, a shareholding in ASF giving it access to a majority of the share capital and voting rights. This commitment ended when ASF Holding increased its shareholding in ASF so as to hold the majority of the share capital and voting rights directly.

This shareholder agreement will remain in force as long as any money remains due to the banks under ASF Holding's syndicated loan, which matures in December 2013, it being understood that VINCI and /or ASF Holding may sell all or part of their holdings in ASF, provided any third party becoming the holder of at least a blocking minority signs this shareholder agreement beforehand.

VINCI has not entered into any agreements other than this agreement that could have a material effect on its share price. However, it should be stated that the formation of companies by VINCI with other parties may have resulted in agreements being made. This is the case in particular for Cofiroute, Stade de France Consortium and companies created specifically for the needs of securing and managing infrastructure concessions. The main purpose of these agreements is to organise the respective rights of shareholders in the event of the disposal of shares, and if applicable, to set certain operating principles for the corporate governing bodies.

3.6 VINCI shares and the stock market

The VINCI share is traded on the regulated market of Euronext Paris (Compartment A) and on several Multilateral Trading Facilities (MTFs), of which the main ones are Chi-X, Turquoise and BATS. In 2010 as a whole, 72% by volume of the trades were on Euronext and 28% on MTFs.

The VINCI share is included in particular in the CAC 40, CAC Industrials, CAC Construction & Materials, Euronext 100, Euronext FAS IAS, FTSEurofirst 80, Eurostoxx 50, Eurostoxx Construction & Materials and Aspi Eurozone indexes.

(*) Before financing costs and tax..

Changes in the stock price and trading volumes over the last 18 months were as follows (source: Euronext Paris and Bloomberg):

		Average price (*) (in euros)	Highest (**) (in euros)	Lowest (**) (in euros)	Transactions (***) (in millions of shares)	Value of transactions (in € millions)
2009	June	32.8	36.2	30.4	66.3	2,175.7
	July	32.8	35.8	30.0	55.2	1,812.4
	August	36.4	38.3	34.2	52.0	1,895.8
	September	38.9	40.5	36.1	67.1	2,611.0
	October	38.2	39.9	35.5	60.1	2,295.0
	November	37.8	39.5	34.9	52.4	1,983.6
	December	39.3	40.2	37.2	62.4	2,453.0
2010	January	40.3	42.2	37.9	52.5	2,115.1
	February	38.4	40.6	36.8	64.0	2,457.6
	March	42.4	44.3	38.8	72.6	3,077.8
	April	43.7	45.0	40.5	65.1	2,841.4
	May	37.6	42.3	33.9	144.1	5,425.0
	June	37.2	39.3	33.9	94.6	3,520.5
	July	35.8	38.5	33.0	72.5	2,593.3
	August	36.1	38.6	33.4	61.4	2,216.4
	September	37.0	38.0	35.0	65.5	2,425.6
	October	38.4	39.8	35.9	54.5	2,096.1
	November	39.4	40.9	37.0	70.1	2,762.3
	December	40.1	41.5	37.0	87.5	3,510.1

(*) Average of closing prices (Euronext Paris).
(**) Price during trading sessions (Euronext Paris).
(***) Volume of transactions (Euronext +MTF).

4. Matters that could be material in the event of a public offer

In application of Article L.225-100-3 of the French Commercial Code, matters that could be material in the event of a public offer are as follows:

a) Structure of the Company's share capital	F. General information, paragraph 3.3. "Breakdown of share capital and voting rights at 31 December 2010"
b) Restrictions in the Articles of Association on the exercise of voting rights and the transfer of shares or clauses of agreements brought to the Company's knowledge in application of Article L.233-11	F. General information, paragraph 1. "Statutory threshold provisions (excerpt from Article 10b of the Articles of Association)"
c) Direct or indirect investments in the Company's share capital of which it has knowledge by virtue of Articles L.233-7 and L.233-12	F. General information, paragraph 3.3. "Breaching of shareholding thresholds"
d) The list of holders of any shares granting special control rights and description thereof	F. General information, paragraph 3.3. "Registered shareholders"
e) Control arrangements provided if there is an employee shareholding system in place, whenever rights to control are not exercised by the employees	F. General information, paragraph 3.3. "Employee shareholders"
f) Any agreements between shareholders of which the Company has knowledge and that could entail restrictions on the transfer of shares and the exercise of voting rights	F. General information, paragraph 3.3, "Shareholder agreements" and 3.5, "Shareholders' agreement relating to ASF shares"
g) The rules applicable to the appointment and replacement of members of the Board of Directors and to amendments of the Articles of Association	Report of the Chairman on corporate governance and internal control procedures, provisions of law and Articles of Association
h) The powers of the Board of Directors, in particular for the issue or buy-back of shares	Table of authorisations regarding share capital increases attached to the Board of Report of the Board of Directors
i) Agreements entered into by the Company that are amended or cease in the event of a change of control of the Company, unless this disclosure would seriously undermine its interests, except when such disclosure is a legal obligation	F. General information, paragraph 3.5. "Shareholders' agreement relating to ASF shares" Note 23.2.5 to the consolidated financial statements
j) Agreements providing for compensation payable to members of the Board of Directors or employees if they resign or are dismissed without valid grounds or if their employment is terminated due to a public offering	D. Company officers and executives, paragraph 3.2. "Remuneration of executive company officers" Report of the Chairman on corporate governance and internal control procedures

5. Other information on the Company forming an integral part of the Report of the Board of Directors

The sections "Stock market and shareholder base" (pages 26-27),"Parent company financial statements" (pages 271-288) and "Consolidated financial statements" (pages 179-269) form an integral part of the Report of the Board of Directors.

The following documents are annexed to the Report of the Board of Directors:
- the Report of the Chairman of the Board of Directors on corporate governance and internal control procedures (pages 160-176);
- the table of financial results over the last five years (page 288);
- the table of authorisations granted to increase the share capital (pages 156-157).

Authorisations granted to the Board of Directors to increase the share capital and carry out other financial transactions

The authorisations currently in force are as follows:

	Date of Shareholders' Meeting	Date of expiry	Maximum amount of issue (nominal value)
Share buy-backs	06/05/10 (Eleventh resolution)	05/11/11	€2,000 million 10% of the share capital
Capital reductions by cancellation of treasury shares	06/05/10 (Twentieth resolution)	05/11/11	10% of the share capital over a period of 24 months
Capital increases through capitalisation of reserves, profits and share premiums	14/05/09 (Eighteenth resolution)	13/07/11	(1)
Issues, maintaining the shareholders' preferential subscription rights, of all shares and securities giving access to the share capital of the Company and/or its subsidiaries	14/05/09 (Nineteenth resolution)	13/07/11	€300 million (shares) (2) €5,000 million (debt securities) (3)
Issues of Oceane bonds, while cancelling shareholders' preferential subscription rights, by the Company and/or its subsidiaries	14/05/09 (Twentieth resolution)	13/07/11	€150 million (shares) (2) (4) €3,000 million (debt securities) (3) (5)
Issue of debt securities other than Oceane bonds giving access to the share capital, while cancelling the shareholders' preferential subscription rights	14/05/09 (Twenty-first resolution)	13/07/11	€150 million (shares) (2) (4) €3,000 million (debt securities) (3) (5)
Increase of the amount of an issue if it is over-subscribed	14/05/09 (Twenty-second resolution)	13/07/11	15% of the initial issue (2) (3)
Issues of all shares and securities giving access to the share capital to use as consideration for contributions in kind made to the Company in the form of shares or securities giving access to the share capital (6)	14/05/09 (Twenty-third resolution)	13/07/11	10% of the share capital
Issue of shares in the Company following the issue by one or more subsidiaries of securities giving a right to a portion of the Company's share capital	06/05/10 (Twenty-first resolution)	05/07/12	€150 million (7) €300 million (7b)
Capital increase reserved for employees of VINCI and its subsidiaries under group savings schemes	06/05/10 (Twenty-second resolution)	05/07/12	2% of the share capital (8)
Capital increases reserved for financial institutions or companies created especially under group savings schemes for employees of certain VINCI subsidiaries outside France	06/05/10 (Twenty-third resolution)	05/11/11	2% of the share capital (8)
Authorisation to grant performance shares using existing shares	15/05/08 (Twentieth resolution)	14/07/11	1% of the share capital (9)
Issue of share subscription options	14/05/09 (Twenty-sixth resolution)	13/07/12	1.5% of the share capital (10) Number of beneficiaries greater than 1,500 Other conditions (11)

(1) Total amount of reserves, profits or share premiums arising on issue that may be capitalised.

(2) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Nineteenth, Twentieth, Twenty-first and Twenty-second resolutions adopted by the Shareholders' Meeting of 14 May 2009 and the Nineteenth resolution adopted by the Shareholders' Meeting of 15 May 2008 may not exceed €300 million.

(3) The cumulative amount of issues of debt securities that may be undertaken by virtue of the Nineteenth, Twentieth, Twenty-first and Twenty-second resolutions adopted by the Shareholders' Meeting of 14 May 2009 may not exceed €5,000 million.

(4) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Twentieth and Twenty-first resolutions adopted by the Shareholders' Meeting of 14 May 2009 and the Nineteenth resolution adopted by the Shareholders' Meeting of 15 May 2008 may not exceed €150 million.

(5) The cumulative nominal amount of issues of debt securities that may be undertaken by virtue of the Twentieth and Twenty-first resolutions adopted by the Shareholders' Meeting of 14 May 2009 may not exceed €3,000 million.

(6) Under this authorisation, as part of the acquisition of the Cegelec group on 14 April 2010, VINCI issued 21,000,000 new shares as consideration for the contribution by Comet Luxembourg, a subsidiary of Qatari Diar Real Estate Investment company, of Cegelec Entreprise shares and other marketable securities.

(7) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Twentieth and Twenty-first resolutions adopted by the Shareholders' Meeting of 14 May 2009 and the Twenty-first resolution adopted by the Shareholders' Meeting of 6 May 2010 may not exceed €150 million.

(7b) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Nineteenth, Twentieth, Twenty-first and Twenty-second resolutions adopted by the Shareholders' Meeting of 14 May 2009 and the Twenty-first resolution adopted by the Shareholders' Meeting of 6 May 2010 may not exceed €300 million.

(8) The total number of shares that may be issued under the Twenty-second and Twenty-third resolutions adopted by the Shareholders' Meeting of 6 May 2010 may not exceed 2% of the shares representing the share capital when the Board of Directors takes its decision.

(9) The total number of shares that may be granted under the Twentieth resolution adopted by the Shareholders' Meeting of 15 May 2008 may not exceed 1% of the shares representing the share capital when the Board of Directors takes its decision.

(10) The total number of options that can be granted under the Twenty-sixth resolution adopted by the Shareholders' Meeting of 14 May 2009 cannot relate to a number of shares to subscribe exceeding 1.5% of the number of shares making up the share capital.

(11) The grants must be to at least 1,500 beneficiaries; the options granted to members of the Executive Committee may not exceed 10% of each grant, each beneficiary may not be granted more than 1% of each grant, the issue price of the shares may not be less than the average stock market price on the 20 trading days preceding the day of the Board of Directors' meeting at which the options are granted.

The authorisations proposed to the Shareholders' Meeting of 2 May 2011 are as follows:

	Date of Shareholders' Meeting	Date of expiry	Maximum amount of issue (nominal value)
Share buy-backs	02/05/11 (Seventeenth resolution)	01/11/12	€2,000 million 10% of the share capital
Capital reductions by cancellation of treasury shares	02/05/11 (Nineteenth resolution)	01/11/12	10% of the share capital over a period of 24 months
Capital increases through capitalisation of reserves, profits and share premiums	02/05/11 (Twentieth resolution)	01/07/13	(1)
Issues, maintaining the shareholders' preferential subscription rights, of all shares and securities giving access to the share capital of the Company and/or its subsidiaries	02/05/11 (Twenty-first resolution)	01/07/13	€300 million (shares) (2) €5,000 million (debt securities) (3)
Issues of Oceane bonds, while cancelling shareholders' preferential subscription rights, by the Company and/or its subsidiaries	02/05/11 (Twenty-second resolution)	01/07/13	€150 million (shares) (2) (4) €3,000 million (debt securities) (3) (5)
Issue of debt securities other than Oceane bonds giving access to the share capital, while cancelling the shareholders' preferential subscription rights	02/05/11 (Twenty-third resolution)	01/07/13	€150 million (shares) (2) (4) €3,000 million (debt securities) (3) (5)
Increase of the amount of an issue if it is over-subscribed	02/05/11 (Twenty-fourth resolution)	01/07/13	15% of the initial issue (2) (4)
Issues of all shares and securities giving access to the share capital to use as consideration for contributions in kind made to the Company in the form of shares or securities giving access to the share capital of the Company	02/05/11 (Twenty-fifth resolution)	01/07/13	10% of the share capital
Capital increases reserved for employees of VINCI and its subsidiaries under group savings schemes	02/05/11 (Twenty-sixth resolution)	01/07/13	2% of the share capital (6)
Capital increases reserved for a specific category of beneficiaries in order to offer employees outside France benefits comparable to those offered under a company savings scheme	02/05/11 (Twenty-seventh resolution)	01/11/12	2% of the share capital (6)
Issue of share subscription options	02/05/11 (Twenty-eighth resolution)	01/07/13	0.9% of the share capital (7) Other conditions (8)

(1) Total amount of reserves, profits or share premiums arising on issue that may be capitalised.

(2) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Twenty-first resolution adopted by the Shareholders' Meeting of 6 May 2010 and the Twenty-first, Twenty-second, Twenty-third and Twenty-fourth resolutions adopted by the Shareholders' Meeting of 2 May 2011 may not exceed €300 million.

(3) The cumulative nominal amount of issues of debt securities that may be undertaken by virtue of the Twenty-first, Twenty-second, Twenty-third and Twenty-fourth resolutions adopted by the Shareholders' Meeting of 2 May 2011 may not exceed €5,000 million.

(4) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Twenty-first resolution adopted by the Shareholders' Meeting of 6 May 2010 and the Twenty-second and Twenty-third resolutions adopted by the Shareholders' Meeting of 2 May 2011 may not exceed €150 million.

(5) The cumulative nominal amount of issues of debt securities that may be undertaken by virtue of the Twenty-second and Twenty-third resolutions adopted by the Shareholders' Meeting of 2 May 2011 may not exceed €3,000 million.

(6) The total number of shares that may be issued under the Twenty-sixth and Twenty-seventh resolutions adopted by the Shareholders' Meeting of 2 May 2011 may not exceed 2% of the shares representing the share capital when the Board of Directors takes its decision.

(7) The total number of options that can be granted under the Twenty-eighth resolution adopted by the Shareholders' Meeting of 2 May 2011 may not relate to a number of shares to subscribe exceeding 0.9% of the number of shares making up the share capital.

(8) The issue price of the shares may not be less than the average stock market price on the 20 trading days preceding the day of the Board of Directors' meeting at which the options are granted; the performance conditions attached to the options must include a mechanism that ties the number of options granted to the Group's intrinsic business performance, reflected in achieving a return on capital employed (ROCE) of at least 5%.

Report of the Statutory Auditors expressing moderate assurance on:
• selected environmental indicators for Eurovia, VINCI Autoroutes, VINCI Construction France (fixed sites only), VINCI Energies, VINCI Park in France and VINCI plc
• selected social indicators for the VINCI Group as published in its 2010 Annual Report

Year ended 31 December 2010

In accordance with the terms of our appointment and in our capacity as Statutory Auditors of the VINCI Group, we have conducted a review with the aim of providing moderate assurance on the environmental and social indicators[1] ("the Data") selected by the VINCI Group and identified by the symbol ☑ in the tables on pages 126-147 of the 2010 Annual Report. The social indicators are for the period from 1 January 2010 to 31 December 2010; the environmental indicators are for the period from 1 October 2009 to 30 September 2010.
The findings given below apply solely to the selected Data and not to all the indicators reported.

The social data was prepared under the responsibility of VINCI's Human Resources Department and the environmental data under the responsibility of the Sustainable Development Delegation in accordance with the users' manual for the collection of Group social data, the methodological guide for environmental reporting and the guide to VINCI Group environmental reporting indicator definitions and methods (hereinafter collectively referred to as "the Guidelines"). The methodological note on social indicators on pages 147-149 of the 2010 Annual Report provides additional information on the methods used to collect and calculate the indicators reported. Our responsibility is to express an opinion on the Data selected based on our review.

Nature and scope of our work

We performed our work in accordance with standard ISAE 3000 and with professional standards applicable in France.
The limited scope of our assignment enables us to express a moderate level of assurance that the Data selected contains no material misstatement. More extensive work would have been required to assert a higher level of assurance.
For the selected Data, we have:

- reviewed the Guidelines in terms of their relevance, reliability, objectivity, clarity and completeness;
- conducted interviews and tests of compliance with the Guidelines with:
  - 10 entities[2] representing 21% of the Group's consolidated workforce, with respect to the social data;
  - three Eurovia entities[3] representing from 15% to 64% of the consolidated data, with respect to the environmental data;
  - five VINCI Autoroutes sites[4] representing from 18% to 33% of the consolidated data, with respect to the environmental data;
  - five VINCI Energies business units[5] representing from 19% to 42% of the consolidated data, with respect to the environmental data;
  - five VINCI plc sites[6] representing from 13% to 61% of the consolidated data, with respect to the environmental data;
  - two VINCI Park regional departments and four car parks in France[7] representing from 38% to 42% of the consolidated data, with respect to the environmental data;
  - three VINCI Construction France entities[8] representing from 14% to 27% of the consolidated data, with respect to the environmental datas;
- conducted consistency tests on the consolidation of this Data.

We were assisted in this work by the environmental and sustainable development experts of our respective firms.

Comments on the procedures

We have the following comments to make on the reporting procedures.
Regarding the environmental reporting of Eurovia, VINCI Autoroutes, VINCI Construction France (fixed sites), VINCI Energies, VINCI Park in France and VINCI plc

- At VINCI Park in France, the method used to determine the volume of water consumed based on water purchases in euros involves an estimation that should be refined. The method used to estimate water consumption is presented in the methodological note on pages 147-149 of the 2010 Annual Report.
- The definition of waste indicators used by VINCI Autoroutes companies should be harmonised for all sites to improve the consistency of Data.
- At Eurovia, the "Percentage of recycled rubble to total aggregate production" indicator should be defined more precisely to avoid non-consistent practice.

- The consolidation controls need to be strengthened at one VINCI Energies business unit outside France.
- Given the absence of supporting documents such as invoices, the methods used to estimate water and energy consumption differ between sites and data is not systematically reported. Business lines should be made aware of this problem and reporting procedures adjusted accordingly.

Conclusion

Our work did not reveal any material misstatement that would indicate that the Data we audited, which is reported on pages 126-147 of the 2010 Annual Report and identified by the symbol ☑, was not prepared in compliance with the aforementioned Guidelines in all material respects.

(1) Social indicators: workforce at 31 December, number of employees by gender, number of hours of training, lost-time work accident frequency rate and work accident severity rate.
Eurovia environmental indicators: natural gas consumption, domestic heating oil consumption, heavy fuel-oil consumption, diesel consumption, proportion of recycled rubble and percentage of own quarries' tonnage that is ISO 14001 certified (by volume).
VINCI Autoroutes environmental indicators: electricity consumption, natural gas consumption, domestic heating oil consumption, motor fuel consumption, Scope 2 CO_2 emissions, water consumption, quantity of household and similar waste and quantity of waste oils.
VINCI Construction France environmental indicators (fixed sites): electricity consumption, natural gas consumption, domestic heating oil consumption, water consumption and percentage of entities that are ISO 14001 certified (by revenue).
VINCI Energies environmental indicators: electricity consumption, domestic heating oil consumption, motor fuel consumption, water consumption and percentage of entities that are ISO 14001 certified (by revenue).
VINCI Park in France environmental indicators: electricity consumption, motor fuel consumption and water consumption.
VINCI plc environmental indicators: electricity consumption, domestic heating oil consumption, water consumption, quantity of waste produced and percentage of entities that are ISO 14001 certified (by revenue).

(2) VINCI Park: VINCI Park Canada (Canada) and the entire business line; Eurovia: Eurovia Services CS (Czech Republic); VINCI Construction: VCF Rhône-Alpes Sud, VCF Rhône-Alpes Nord and VINCI Construction France entirely, VINCI plc (United Kingdom), Freyssinet (Canada) and Sogea-Satom (Chad); and VINCI Energies: Atem (Poland).

(3) CSP Centre-Ouest, Ringway (UK) and DJL (Canada).

(4) Cofiroute: Ponthévrard and Vivy centres; ASF: DCE, DRE Niort and DRE Narbonne.

(5) VE Production et Transport d'Energie, VE Ouest-Atlantique, VE Sécurité Incendie France, VE IDF Contracting and VE Switzerland.

(6) King's Cross Package 6, A46 Newark, Gatwick Pier 2, Sandwell Homes and Cynon Valley (United Kingdom).

(7) Paris regional department, La Défense regional department, Haussmann-Printemps car park, Bercy Saint Emilion car park, La Défense Centre car park and Neuilly on-street parking.

(8) Normandy Centre, Rhône-Alpes Nord and Rhône-Alpes Sud.

Paris La Défense and Neuilly sur Seine, 16 March 2011
The Statutory Auditors

KPMG Audit
Department of KPMG S.A.

Philippe Arnaud
Partner
Responsible for the Sustainable Development and Climate Change Department

Patrick-Hubert Petit
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This is a free translation into English of a report issued in French and is provided solely for the convenience of English-speaking readers. The report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

Report of the Chairman on corporate governance and internal control procedures

Article L.225-37 of the French Commercial Code requires the Chairman of VINCI's Board of Directors to report on the composition of the Board of Directors, how the Board's work is prepared and organised, and the internal control and risk management procedures put in place by the VINCI Group.

This report was prepared by the Chairman in coordination with the Vice-Chairman and Senior Director and in liaison with the Company's legal and finance departments (audit being included in the finance department).

The "Corporate governance" section of this report was submitted to the Appointments and Corporate Governance Committee.

The "Internal control and risk management procedures" section was prepared with the input of the VINCI Group's business lines and divisions. The required information was gathered from key personnel responsible for internal audit and risk management procedures. This section of the report was submitted for approval to the Audit Committee.

This report was approved by the Board of Directors at its meeting of 1 March 2011.

A. Corporate governance

1. Adherence to the Afep-Medef code of corporate governance

At its meeting of 13 November 2008, VINCI's Board of Directors decided that the Company would, as from 1 January 2008, use the Afep-Medef code as a frame of reference for preparing the report required by Article L.225-37 of the French Commercial Code. This corporate governance code may be consulted in full on the Medef website (www.medef.fr). Provisions of this code that have been set aside, if any, are mentioned in this report.

2. Executive Management structure

Decision
On 6 May 2010, the Board of Directors decided to recombine the positions of Chairman of the Board and Chief Executive Officer and named Xavier Huillard as Chairman and Chief Executive Officer.

Since 2006 these two functions had been dissociated. Between 1 June 2006 and 6 May 2010, Yves-Thibault de Silguy was Chairman and Xavier Huillard was Chief Executive Officer of the Company.

Reasons for the decision
The Board took this decision after analysing the situation in the second half of 2009. The VINCI Group is characterised by strong managerial input within a highly decentralised organisation. In addition, today's difficult economic conditions worldwide demand clear and appropriate leadership. Given these circumstances, after evaluating all possibilities, the Board concluded unanimously that recombining the two functions was the best solution for the Group.

Nevertheless, the Board paid particular attention to ensuring that this concentration of power would not weaken the Board's ability to control operations. To this end, the Board adopted a new set of internal rules containing mechanisms to ensure that a balance is maintained. The Board thus created a new assignment and granted new powers to Yves-Thibault de Silguy. Mr de Silguy is the Board member who has the most in-depth knowledge of the Group. In addition, his availability enables him to be fully informed about Group news, organisational structure and operations. The new internal rules, which detail how the Group is organised, came into effect on 6 May 2010.

VINCI announced the creation of the position of Vice-Chairman and Senior Director on 19 November 2009, with the intention that it should take effect immediately following the 2010 Shareholders' General Meeting. This is a completely new concept and meets the Board's desire to have a member who is particularly well informed by virtue of his physical presence for work on numerous projects and frequent contact with the Company's management. In addition, the Vice-Chairman and Senior Director has the power to call a Board meeting whenever he sees the need for one.

During the period since this new structure was introduced, the Vice-Chairman and Senior Director devoted himself fully to his new assignment and new role. An account thereof is included in the attached report.

At the end of 2010, the Board conducted a self-evaluation with the help of an external consultant. The evaluation confirmed that Board members were satisfied with the effectiveness of this structure. A report on the self-evaluation is included in paragraph 3.5 below.

VINCI reports that the Autorité des Marchés Financiers (AMF) considered this structure worthy of further study in its corporate governance reports of 8 December 2009 and 12 July 2010.

Chairman and Chief Executive Officer

Xavier Huillard, Chairman and Chief Executive Officer since 6 May 2010:

- organises and directs the work of the Board and reports thereon to the Shareholders' General Meeting. He ensures the proper functioning of the various corporate bodies and committees and, in particular, ensures that the directors are able to fulfil their responsibilities.
- he has the broadest powers to act in all circumstances in the Company's name. He exercises these powers within the limits of the corporate purpose and subject to the powers that the law attributes expressly to shareholders and to the Board of Directors. He represents the Company in its dealings with third parties and is responsible for overall operational management of the Group.

He provides the Board and its committees with the information they need, reports on the highlights of the Group's operations over the period and implements the Board's decisions.

The Company's material transactions, referred to in paragraph 3.3 below, are subject to prior approval by the Board. Furthermore, the Chairman and Chief Executive Officer regularly presents the Group's performance, prospects and strategy to the financial community, in particular through road shows.

Mr Huillard chairs the Executive Committee and the Management and Coordination Committee. The Executive Committee had 13 members as of the date of this report. It met 25 times in 2010, with an average of two meetings per month. The Management and Coordination Committee is composed of the members of the Executive Committee and the Group's main operational and functional executives. Its purpose is to ensure broad consultation on VINCI's strategy and position and on policies that affect multiple Group entities. This committee has 37 members and met four times in 2010.

Mr Huillard also chairs the Risk Committee mentioned in paragraph 4.3 of part B.

Vice-Chairman and Senior Director

Yves-Thibault de Silguy was Chairman of the Board until 6 May 2010 when he was named Vice-Chairman and Senior Director.

Since then, he has had a dual remit:

- assisting the Chairman and Chief Executive Officer, as part of corporate governance, in organising the work of the Board and its committees;
- providing the Board with his insight on transactions it will have to consider, supplementing the activity of the Board committees, and ensuring the proper functioning of governance bodies on behalf of the Board. In particular, the Vice-Chairman and Senior Director has the authority to call a Board meeting and include any item of his choosing on the agenda.

Mr de Silguy also chairs the Appointments and Corporate Governance Committee and the Strategy and Investments Committee. He takes part in numerous meetings with individual shareholders.

Lastly, Mr de Silguy assists and advises the Chairman and Chief Executive Officer on specific assignments, such as high-level representation of the Company to governmental authorities and to the Group's major business partners in France and abroad. He spends a significant part of his time meeting the managers of the Group's subsidiaries and providing them, as needed, with his assistance in their relations with their major clients. These support and advisory services are governed by a services agreement approved by the Shareholders' General Meeting of 6 May 2010.

3. The Board of Directors

3.1 Composition of the Board of Directors - Independence of members

At the date of this document, the Board of Directors had 14 members, including one member representing employee shareholders.

Women represent 7% of the Board members, and the Board plans to comply, within the specified time frame, with French law no. 2011-103 of 27 January 2011 concerning the balance between men and women on Boards of Directors and Supervisory Boards and concerning equal status for men and women.

In 2010, shareholders renewed the Board appointments of Yves-Thibault de Silguy, Xavier Huillard, Dominique Ferrero and Henri Saint Olive. They also appointed Qatari Diar Real Estate Investment Company as a new director, following this company's acquisition of an equity interest in VINCI in connection with VINCI's acquisition of Cegelec.

The Shareholders' General Meeting of 2 May 2011 will be asked to renew the terms of Pascale Sourisse, Robert Castaigne and Jean-Bernard Lévy as directors and to appoint a director representing employee shareholders to replace Denis Vernoux, who has resigned with effect from the next Shareholders' General Meeting.

The term of office of directors is four years. The directors' terms of office expire at different times, such that approximately one-quarter of the Board is renewed every year.

The Company's Articles of Association provide that no one may be appointed or re-appointed as a director after reaching the age of 75 and that no more than one-third of the directors in office at the close of the financial year for which shareholders are asked to approve the financial statements may be over 70.

At its meeting of 1 March 2011, the Board also made an assessment of the current directors' independence, as required by the Afep-Medef code and in accordance with the criteria of that code.

The Board has decided, as in the past, to exclude the code's criterion stipulating that directors should not serve for longer than 12 years. This is because the Board believes that, in VINCI's case, a director who has been on the Board for more than 12 years can still act independently. The Group's businesses have a long-term component (Concessions) and as such, it is important that the Board have directors with sufficient perspective over its multi-year activities.

After receiving the report of the Appointments and Corporate Governance Committee, the Board examined the situation of each member and arrived at the following conclusions.

Directors who cannot be considered independent

- Xavier Huillard, Chairman and Chief Executive Officer;
- Yves-Thibault de Silguy, Vice-Chairman and Senior Director, in light of the positions he previously occupied in the Group and the fact that there is a services agreement linking him to the Group;
- Jean-Pierre Lamoure, who has been a Group employee and is currently Chairman of Soletanche Freyssinet, a wholly owned subsidiary of VINCI;
- Denis Vernoux, director representing employee shareholders, in light of the fact that he is an employee of a subsidiary of VINCI (VINCI Construction Grands Projets). The Board noted that Mr Vernoux is an elected member of an employee representative body, which gives him protection that could enable him to be considered an independent director under the European Commission Recommendation No. 2005/162/CE of 5 February 2005. The Board also noted that the person replacing Mr Vernoux as director representing employee shareholders could not be considered an independent director for the same reasons.

Directors who can be considered independent

The Board of Directors believes that the following members of the Board are independent. It believes that even if some of them do not meet certain criteria set out by the Afep-Medef code, the judgement of these individuals is completely autonomous, ensuring that they can carry out their remit in a fully independent manner.

- Dominique Bazy, since the Board has found that there is no business relationship between VINCI and Barber Hauler Capital Advisers, of which Mr Bazy is managing partner. During its examination, the Board noted that Mr Bazy held a position in an investment bank (UBS) less than five years ago and that he has been a director of VINCI since 1996, i.e. more than 12 years. However, the Board believes that these circumstances do not alter his independence of judgement;
- Robert Castaigne, who was Chief Financial Officer of Total and a member of its Executive Committee until May 2008. The Board believes, however, that any links that may exist between the Total Group and the VINCI Group (e.g. through construction or supply contracts that could exist between the subsidiaries of the two groups) are not significant enough to alter Mr Castaigne's independence of judgement;
- François David, who is Chairman of Coface. The Board believes, however, that any links that may exist between the Coface Group and the VINCI Group (e.g. insurance policies for contracts entered into by VINCI subsidiaries outside France) are not significant enough to alter Mr David's independence of judgement;
- Dominique Ferrero, because he no longer has an operational role in the Natixis Group. The Board took into consideration Mr Ferrero's statements, according to which his functions did not give rise to any conflict of interest in 2010;
- Patrick Faure, who has been a VINCI director since 1993, i.e. for over 12 years. He also sits on the Board of Directors of Cofiroute, a company controlled by VINCI. However, the Board believes that these circumstances do not alter his independence of judgement;
- Jean-Bernard Lévy, who is Chairman of the Management Board of Vivendi. The Board believes that any links that may exist between VINCI and certain subsidiaries of the Vivendi Group are not significant enough to alter Mr Lévy's independence of judgement;
- Henri Saint Olive, who is Chairman of Banque Saint Olive, which might enter into transactions with the Company or its subsidiaries or into private transactions with certain executives thereof. The Board believes, however, that such transactions are not significant enough to alter Mr Saint Olive's independence of judgement;
- Michael Pragnell, who held management responsibilities within Syngenta AG until 2007. This company has no business relationship with the VINCI Group;
- Pascale Sourisse, who has management responsibilities within the Thales Group. The Board believes, however, that any links that may exist between the Thales Group and the VINCI Group are not significant enough to alter Ms Sourisse's independence of judgement;
- Qatari Diar Real Estate Investment Company. The Board has noted that the Qatari Diar Group holds less than 6% of the shares and voting rights of VINCI and that the VINCI and Qatari Diar Groups are partners in a joint venture called Qatari Diar VINCI Construction (QDVC), the business of which consists in developing construction activities in Qatar and elsewhere in the Middle East. Alain Maillot, a lawyer and Qatari Diar's permanent representative until 1 March 2011, does not personally exercise a professional activity for the Group, giving him independence of judgement. Furthermore, the Board believes that the relationship between the law firm Darrois Villey Maillot Brochier, of which Mr Maillot is a partner, and the VINCI Group are not significant enough to alter Mr Maillot's independence of judgement. As of 1 March 2011, Mr Maillot was replaced by Yousuf Ahmad Al Hammadi as permanent representative of Qatari Diar Real Estate Investment Company.

As a result of this evaluation, the Board of Directors considered that 10 of its 14 members, i.e. more than half, are independent.

3.2 Personal situation of company officers

As of the date this document was prepared and to the best of the Chairman's knowledge:

- there were no family links between any of VINCI's company officers;
- none of VINCI's company officers had been found guilty of fraud in the last five years;
- none of these individuals had been involved as a company officer in a bankruptcy, sequestration of assets or liquidation during the last five years and none had been incriminated or officially punished by a statutory or regulatory authority. None had been disqualified by a Court from serving as a member of a Board of Directors or corporate management or supervisory body of an issuer of securities, nor from being involved in the management or conduct of the affairs of an issuer of securities in the last five years;
- no company officer of VINCI had declared a conflict of interest in respect of any decisions taken by the Board of Directors in 2010.

3.3 The Board of Directors internal rules

In May 2003, the Board of Directors adopted a set of internal rules that is periodically updated. The most recent version came into effect on 6 May 2010 when the governance structure was changed. This document specifies the rules applicable to the Board and its committees, and it includes a code of ethics detailing the type of behaviour expected of each director. The internal rules may be consulted in their entirety on the Company's website (www.vinci.com).

The internal rules of the Board of Directors require, among other things, that the Board examines and gives prior approval to any significant transactions undertaken by the Company. These include strategic choices, material acquisitions and disposals of financial holdings and assets likely to alter the structure of the Company's balance sheet, any acquisitions and disposals of shareholdings and assets of €200 million or more, regardless of nature, as well as any transactions that fall outside the Company's announced strategy or that might be referred to it for its review by the Strategy and Investments Committee.

3.4 Conditions of preparation and organisation of the work of the Board

3.4.1 Functioning and work of the Board of Directors in 2010

The Board of Directors met eight times in 2010 and the average attendance rate at its meetings was 96%. The Board of Directors discussed all matters of importance relating to the Group's activities. The Board is assisted by the Executive Vice-President and Chief Financial Officer. The General Counsel acts as the Board Secretary.

During its **3 March 2010 meeting,** the Board of Directors in particular:

- examined and approved the 2009 parent company and consolidated financial statements;
- recognised the work of the Audit Committee, the Strategy and Investments Committee, the Remuneration Committee and the Appointments Committee;
- set the variable remuneration of company officers for the 2009 financial year;
- set the rules for the remuneration and other benefits of the future Chairman and Chief Executive Officer;
- set the rules for Mr de Silguy's remuneration for his responsibilities from May 2010 onwards, in particular under a contract between VINCI and YTSeuropaconsultants, and followed up on the supplementary pension granted by the Company to Mr de Silguy (in particular the performance criteria examined by the Remuneration Committee);
- approved the terms of the various reports to shareholders, evaluated the independence of its members with respect to the criteria specified in the Afep-Medef code, proposed the reappointment of four Board members and the appointment of a new member, prepared and called the Shareholders' General Meeting of 6 May 2010, and approved the terms, agenda and resolutions submitted for shareholder approval;
- decided to submit an option to the Shareholders' General Meeting of 6 May 2010 for the payment of the final dividend in respect of 2009 in new shares;
- set the subscription price of shares to be issued in the context of the Group Savings Scheme France for the period from 3 May to 31 August 2010;
- approved the renewal of the Chief Executive Officer's powers regarding guarantees, suretyships and endorsements, and approved a guarantee and a sponsorship related to the Belvédère in the Domain of Marie Antoinette of the Château de Versailles.

During its **14 April 2010 extraordinary meeting,** the Board of Directors in particular:

- approved the terms of the transfer to VINCI by the Qatari Diar Group of its holding in the Cegelec Group in exchange for a holding in VINCI, approved the contribution in kind to VINCI of shares in Cegelec Entreprise, approved an exchange of Cegelec Group shares in return for VINCI shares held in treasury and recognised the completion of the capital increase following the contribution;
- approved the acquisition of Faceo.

During its **6 May 2010 meeting,** the Board of Directors in particular:

- decided to recombine the positions of Chairman of the Board and Chief Executive Officer;
- appointed Xavier Huillard as Chairman and Chief Executive Officer and Yves-Thibault de Silguy as Vice-Chairman and Senior Director;
- recognised that the qualifying conditions for Mr de Silguy's supplementary pension had been met;
- modified the composition of the Board committees;
- examined the Group's business activities, financial condition and indebtedness for the first quarter of the year;
- examined the updated budget for 2010;
- gave authority to the Chairman and Chief Executive Officer to take appropriate action regarding the option to pay dividends in the form of shares;
- examined changes in the share capital and share buy-back programme;
- delegated its powers to the Chairman and Chief Executive Officer to issue guarantees, suretyships and endorsements, and for the purpose of recognising the capital increases in the form of new shares resulting from the exercise of rights and in the context of stock option exercises and the Group Savings Scheme;
- appointed a Secretary.

During its **9 July 2010 meeting,** the Board of Directors in particular:
- examined the Group's human resources policies;
- examined the Group's business activities and current developments;
- examined the first 2010 budget update and the Group's financial condition and indebtedness;
- recognised the work of the Audit Committee, the Strategy and Investments Committee, the Appointments and Corporate Governance Committee and the Remuneration Committee;
- decided to implement a performance share plan and a share subscription option plan;
- examined changes in the share capital and the share buy-back programme;
- set the subscription price of shares to be issued in the context of the Group Savings Scheme France for the period from 1 September to 31 December 2010;
- approved the creation of a structure to house "The City Factory" and approved the issuance of a guarantee.

During its **31 August 2010 meeting,** the Board of Directors in particular:
- examined the organisation and activities of VINCI Autoroutes;
- examined the Group's business activities and current developments;
- examined and approved the half-yearly 2010 parent company and consolidated financial statements;
- examined the second 2010 budget update and the Group's financial condition and indebtedness;
- decided to pay an interim dividend in respect of 2010 ;
- examined changes in the share capital and the share buy-back programme;
- approved the issuance of a guarantee.

During its **21 September 2010 extraordinary meeting,** the Board of Directors in particular:
- was informed of and examined the Group's situation and that of its employees in Niger.

During its **19 October 2010 meeting,** the Board of Directors in particular:
- examined the Group's business activities, current developments, sales data, and its financial condition and indebtedness;
- examined changes in the share capital and the share buy-back programme;
- examined the Group's business activities in Qatar;
- set the subscription price of shares to be issued in the context of the Group Savings Scheme France for the period from 3 January 2011 to 29 April 2011.

During its **14 December 2010 meeting,** the Board of Directors in particular:
- examined the Group's strategy, business activities and current developments;
- examined the third 2010 budget update, the 2011 budget, and the Group's financial condition and indebtedness;
- recognised the work of the Audit Committee and the Remuneration Committee;
- delegated the power to issue bonds to the Chairman and Chief Executive Officer;
- set the tentative schedule for the work of the Board of Directors in 2011;
- examined changes in the share capital and the share buy-back programme;
- approved the issuance of a guarantee.

One of the Board of Directors meetings was held in Doha, Qatar. On this occasion, the Board visited the Group's in-country construction sites.

3.4.2 The Board committees

The responsibilities and modus operandi of the committees are governed by the internal rules of the Board of Directors. Each committee has a role to play in analysing and preparing the Board discussions falling within its field of competence and in studying topics and/or projects that the Board or its Chairman may submit to it for review. It has consultative powers and acts under the authority of the Board, of which it is an extension and to which it is accountable. Minutes of each committee meeting are drawn up and distributed to the members of the Board of Directors.

The Audit Committee

Terms of reference

The Audit Committee helps the Board monitor the accuracy and fair presentation of VINCI's parent company and consolidated financial statements and the quality of the information given.

In particular, its duties are to monitor:
- the process of compiling financial information: examine the Group's annual and half-yearly parent company and consolidated financial statements before they are presented to the Board, satisfy themselves that the accounting policies and methods are appropriate and consistently applied, warn against any non-compliance with these rules and monitor the quality of the information given to the shareholders;
- the effectiveness of the Group's internal control and risk management systems: (a) as concerns internal control, assess affiliates' internal control systems with the managers of the internal control function and examine with them the internal audit work, the conclusions drawn therefrom, the recommendations issued and the resulting follow-up; (b) as concerns risk management, review regularly the Group's financial condition and main financial risks and in particular off-balance-sheet commitments;
- the auditing of the parent company and consolidated financial statements by the Statutory Auditors and the independence of the Statutory Auditors: examine the Statutory Auditors' work programmes, conclusions and recommendations with them, as well as action taken as a result; verify compliance with the Statutory Auditors' obligation to be independent, assess proposals on the appointment of the Company's Statutory Auditors, on the renewal of their terms of office as well as their remuneration, and issue recommendations on this point;
- the Group's policy in respect of insurance;

- the setting up of procedures regarding ethics and competition and to ensure that there is a system for verifying that they are enforced.

Composition
The Audit Committee comprises at least three directors designated by the Board. The Executive Vice-President and Chief Financial Officer and the Statutory Auditors attend Audit Committee meetings. Since 14 May 2009, this committee has been composed of Henri Saint Olive (chairman), Robert Castaigne, Michael Pragnell and Pascale Sourisse.

All four are considered independent directors. By virtue of their professional experience and qualifications, the members of the Audit Committee have the expertise necessary to serve thereon. Their experience and qualifications are described in the curriculum vitae set forth in the Report of the Board of Directors on pages 115-118.

Activities in 2010
The Remuneration Committee met five times in 2010, with a participation rate of 100%.

In addition to the accounts prepared during the period, it examined:
- concerning internal control: the organisation of internal control at VINCI Concessions, the Report of the Chairman on internal control procedures, the annual self-assessment and the auditors' assignment;
- as concerns financial and accounting matters: the various budget updates, the Company's cash position and financial indebtedness, the Group's financing strategy and financial transactions under way, a project to shorten lead-times for production and publication of consolidated financial statements, off-balance-sheet commitments, the Group's tax position, and changes to IFRSs;
- risk management and in particular on-going disputes and the Group's insurance programme;
- the code of ethics and conduct;
- the services provided under the agreement with YTSeuropaconsultants.

The Strategy and Investments Committee
Terms of reference
This committee helps the Board develop the Group's strategy. It examines proposed strategic investments and all transactions, including investments and divestments, that could have a material impact on the Group's scope, business activities, risk profile, earnings or balance sheet structure or on the Company's share price before they are presented to the Board.

In particular its duties are to:
- examine the Group's three-year plan;
- prepare the Board's discussions on Group strategy;
- formulate an opinion, for the benefit of the Executive Management, on proposed acquisitions or disposals of shareholdings of a value exceeding €50 million that do not come under the Board's direct terms of reference;
- give its opinion to the Executive Management on plans for significant change to the Group's legal or operational structure.

In addition, the Executive Management informs the committee on progress in multi-year projects that entail a total investment on the part of the VINCI Group of more than €100 million in equity or debt.

Composition
The Strategy and Investments Committee comprises at least three directors designated by the Board. As of 1 January 2010, the committee was composed of Yves-Thibault de Silguy (chairman), Pascale Sourisse, François David, Patrick Faure, Dominique Ferrero, Jean-Pierre Lamoure and Denis Vernoux. Since 6 May 2010, the permanent members of the committee have been Yves-Thibault de Silguy (chairman), Jean-Pierre Lamoure, the permanent representative of Qatari Diar Real Estate Investment Company and Denis Vernoux. The committee is open to all Board members wishing to participate. VINCI's Chairman and Chief Executive Officer, Chief Financial Officer and the Vice-President, Business Development attend the meetings of the Strategy and Investments Committee. Secretarial duties for the committee are the responsibility of the Board Secretary.

Activities in 2010
The Strategy and Investments Committee met six times in 2010, with an average participation rate of 94%.

During the year it considered in particular:
- a plan to acquire a shareholding in a motorway concession company outside France;
- a plan to acquire a shareholding in the facilities management sector;
- numerous infrastructure concession projects;
- the Group's airport sector strategy.

The Remuneration Committee
Terms of reference
The Remuneration Committee proposes the terms and conditions of company officers' remuneration to the Board of Directors.

Its duties are to:
- make recommendations to the Board concerning the remuneration, pension and welfare benefit plans, benefits in kind and miscellaneous pecuniary rights, including any performance shares or share subscription or share purchase options granted to the company officers and to salaried members of the Board, if any;
- propose to the Board an overall package of performance shares and/or share subscription or purchase options on the Company's shares and the general and specific conditions applicable to these allocations;

- express an opinion on the Executive Management's proposals regarding the number of beneficiaries;
- propose to the Board an aggregate amount of directors' fees and the manner of their allocation.

In addition, the Remuneration Committee is informed of the remuneration policy applicable to the principal executives.

Composition
The Remuneration Committee comprises at least three directors designated by the Board. As of 1 January 2010, the committee was composed of Jean-Bernard Lévy (chairman), Dominique Bazy and Robert Castaigne. Since 6 May 2010, it has been composed of Jean-Bernard Lévy (chairman), Dominique Bazy and François David. The Board recognises all members of the committee as independent.

The Chairman and Chief Executive Officer attends meetings of the committee when it examines the proposals of the Executive Management relating to the Group Savings Scheme and long-term incentive systems. Secretarial duties for the committee are the responsibility of the Board Secretary.

Activities in 2010
The Remuneration Committee met three times in 2010, with a participation rate of 89%.

The committee examined and made proposals to the Board regarding:
- determination of the variable portion of company officers' remuneration for 2009;
- the situation of Mr Huillard as Chairman and Chief Executive Officer from May 2010;
- the supplementary pension scheme for senior executives;
- remuneration of Mr de Silguy from May 2010 in his position as Vice-Chairman and Senior Director;
- follow-up on the pension plan commitment for Mr de Silguy;
- the Group Savings Scheme;
- the total amount of directors' fees;
- implementation of a performance share plan and a share subscription option plan.

The Appointments and Corporate Governance Committee
Terms of reference
The Committee:
- ensures adherence to corporate governance rules;
- prepares the Board's discussions on the assessment of the Company's Executive Management;
- examines, on a consultative basis, Executive Management's proposals relating to the appointment and dismissal of the Group's principal executives;
- is informed of Executive Management's policy for managing the Group's senior executive positions and in this regard, the committee examines the procedures for succession;
- makes proposals on the selection of directors;
- examines all candidacies for appointments to the Board and expresses an opinion or recommendation to the Board on those candidacies;
- discusses, every year, the qualification of independent Board members;
- prepares, in a timely manner, recommendations and opinions on the appointment or succession to the posts of executive company officers.

Composition
The Appointments and Corporate Governance Committee comprises at least three directors designated by the Board. As of 1 January 2010, it was composed of Yves-Thibault Silguy (chairman), Dominique Bazy, Dominique Ferrero and Henri Saint Olive. Since 6 May 2010 it has been composed of Mr Yves-Thibault de Silguy (chairman), Patrick Faure and Dominique Ferrero.

The Chairman and Chief Executive Officer attends the committee's meetings when it examines Executive Management's proposals relating to the appointment and dismissal of the Group's senior executives and when it is informed of Executive Management's policy for managing the Group's senior executive positions. Secretarial duties for the committee are the responsibility of the Board Secretary.

Activities in 2010
The committee met four times in 2010 with an attendance rate of 100%.

The committee in particular:
- examined and proposed the renewal of expiring director appointments;
- proposed the appointment of a new director;
- decided whether and how to organise a formal assessment of the Board's work;
- assessed each Board member with regard to the independence criteria of Afep-Medef code and made proposals to the Board;
- examined the proposed agreement between the Company and YTSeuropaconsultants;
- proposed to the Board the new composition of the committees after the Shareholders' General Meeting of 6 May 2010;
- examined a change in the Group's operating structure;
- interviewed the Vice-President, Human Resources as part of the implementation of a Group human resources management system;
- interviewed the Chairman and Chief Executive Officer as part of a Group Executive Committee presentation;
- examined the consequences of the departure of an executive of the Group.

3.5 Assessment of the composition and functioning of the Board of Directors

In application of the Board of Directors internal rules, each year, the agenda for one Board meeting includes a discussion on the functioning of the Board with the aim of improving its effectiveness. In addition, a formal assessment is performed every three years under the supervision of a director or with the assistance of an outside consultant.

At its meeting of 3 March 2010, the Board decided to complete a formal assessment of the Board and its committees with the help of an outside consultant once the new governance structure was in place and fully effective.

According to the assessment, carried out in October and November 2010, the members of the Board felt that VINCI's corporate governance had become stronger since the previous assessment in 2008, on the following points:

- the Board has improved its working methods. In total, 93% of the directors believed that the Board's working methods and decision-making abilities were fully satisfactory. The Board has demonstrated its maturity and independence. Because of its confidence, it has an objective, balanced relationship with the Executive Management;
- the Board has full confidence in the Chairman and Chief Executive Officer and believes that his positioning vis-à-vis the Board is appropriate;
- the balance of power was strengthened by the most recent change in the governance structure. This change took place in 2010 and made VINCI a precursor in France regarding the position of Senior Director. In the view of the Board members, the change successfully:
  – conferred the position of Chairman to the Chief Executive Officer, thus strengthening the executive function;
  – maintained a balance of power vis-à-vis the Board of Directors by creating the function of Vice-Chairman and Senior Director. The holder of this innovative position quickly found his place on the Board and among his colleagues;

The Board members were pleased to see that the two individuals managed the change harmoniously and exercised their respective functions in a climate of mutual respect. They recognise that the function of Vice-Chairman has a real purpose and has been useful to them;

- the new positioning of the Strategy and Investments Committee has strengthened the Board's role in debate on strategy. Now that this committee is open to all directors, it is an effective forum for analysing and reviewing major projects;
- directors particularly appreciate the Board's annual visit to one of VINCI's major construction sites, because it is a very effective way for them to:
  - get to know the activities of the Group better;
  - meet VINCI's operational staff;
  - strengthen the Board's cohesion;
- the directors believe that the Board handles all the topics that are within its remit and has access to the information it needs to carry out its duties.

The directors also made recommendations to the Executive Management to improve processes even further.

The above assessment complied with the corresponding recommendations of the Afep-Medef code except for the following item: it did not measure the performance of each director in the work of the Board as a whole. The directors' individual attendance rates at Board meetings in 2010 was 100%, except for Messrs Bazy (87.5%), David (87.5%) and Lévy (75%).

4. Principles and rules for determining company officers' remuneration and benefits of whatever nature

4.1 Executive company officers' remuneration and benefits

The remuneration of executive company officers is set by the Board of Directors based on a proposal from the Remuneration Committee.

Situation before 6 May 2010

Until 6 May 2010, the remuneration package for the Chairman and Chief Executive Officer comprised i) a fixed portion, set at the time the executive company officer was appointed and reviewed annually by the Board of Directors based on a proposal from the Remuneration Committee, and ii) a variable portion corresponding to the amount of the variable portion allocated for the previous year times a performance index combining the following indicators: (a) net earnings per share, (b) cash flow from operations before tax and cost of financing per share, (c) return on capital employed, (d) change in the VINCI share price, (e) the relative performance of the VINCI share compared to the CAC 40 index, (f) the relative performance of the VINCI share compared to a basket of European companies in the same sector, (g) dividend trend.

For the Chief Executive Officer, the variable portion also included an amount left to the discretion of the Board.

For the period from 1 January to 6 May 2010, the Board decided (i) to maintain the fixed remuneration for Mr de Silguy in his capacity as Chairman for the period from 1 January to 30 April 2010 at €62,500 (gross) per month (i.e. €750,000 annually); and (ii) to set Mr de Silguy's variable remuneration in 2011 for the period from 1 January 2010 until the expiry of his term of office on 6 May 2010 on a pro rata basis using the performance index described above.

Mr de Silguy also benefitted from a special pension arrangement amounting to €380,000 per year, subject to performance conditions, intended to replace equivalent arrangements that lapsed when he resigned from the Suez Group to join VINCI. Given that this arrangement benefits a single person, it was not in compliance with the Afep-Medef code.

At its meeting on 3 March 2010, the Board of Directors decided to set the fixed remuneration for Mr Huillard at an annualised €700,000 for the 2010 financial year, and to set a new basis for the variable component of his remuneration in his capacity as Chairman and Chief Executive Officer that will replace the aforementioned formula for the whole of 2010.

As an employee of the Group, Mr Huillard benefitted, in common with certain other senior executives of the Group, from supplementary pension arrangements guaranteeing an additional annual pension capped until 2009 at €86,712 per year.

Remuneration policy from 6 May 2010

The Board set the following terms for the remuneration of the Chairman and Chief Executive Officer and the Vice-Chairman and Senior Director from 6 May 2010.

Xavier Huillard

On 6 May 2010, the Board confirmed the decisions taken on 3 March 2010 concerning Mr Huillard's remuneration and benefits from the time of his appointment as Chairman and Chief Executive Officer until the end of his term. His remuneration and benefits are as follows:

- a fixed remuneration component of €700,000 on an annual basis for 2010;
- a fixed remuneration component of €900,000 on an annual basis from 1 January 2011;
- a variable remuneration component applicable from the 2010 financial year, which may vary between zero and €1,440,000 according to his performance, comprising a two-part bonus, with one part calculated according to three financial criteria (earnings per share, operating profit and free cash flow) and a second part calculated based on managerial factors;
- a long-term incentive scheme allowing for an unguaranteed amount to be awarded gradually, variably and based on specific performance objectives. Except in specific cases, incentive scheme awards will vest only once the beneficiary has completed his term of office. Under this incentive scheme, for each of the four years of his term of office, Mr Huillard will be granted an amount equivalent to (a) 16,600 times the value of the VINCI share provided that ROCE exceeds 6%, and (b) 41,500 times the increase in the VINCI share price over a one-year period provided that the VINCI share outperforms a peer group comprising at least 10 European construction and infrastructure concession companies by at least 5%. In the event of lesser performance, the amount of the annual allocation under (a) will be reduced and will be equal to zero if ROCE is less than 5%, and the allocation under (b) will be reduced to zero if the VINCI share underperforms the peer group by more than 5%;
- Mr Huillard will be deemed to have the status of a senior executive, thereby entitling him to benefit from the supplementary pension scheme established for senior executives of VINCI S.A. and mentioned in paragraph D.3.2 d) of the Report of the Board of Directors, page 122, as well as from the Group's welfare benefit plans;
- Mr Huillard is eligible for severance pay in the event that the Company terminates his appointment before the end of his term as a director (Shareholders' General Meeting called to approve the financial statements for the year ending 31 December 2013). This is limited to 24 months of his remuneration and subject to performance criteria similar to those used in calculating the financial component of his variable remuneration. Severance pay shall be equal to 24 months if average performance is at least equal to 130% of the objective and nil if average performance is less than or equal to 70% of the objective.

These last two commitments were approved by the Shareholders' General Meeting of 6 May 2010.

The employment contract Mr Huillard had with the Company from 1996 terminated on 6 May 2010 via resignation, without compensation, in compliance with the recommendations of the Afep-Medef code.

Mr Huillard did not benefit from the mixed incentive scheme under which share subscription options and performance shares are granted, as decided by the Board of Directors in its meeting of 9 July 2010.

Yves-Thibault de Silguy

Since 6 May 2010, Mr de Silguy, who has activated his pension rights as of 30 April 2010, has been entitled to directors' fees in his capacity as Vice-Chairman and Senior Director. These are calculated as described in paragraph 4.2.

In addition, on 3 March 2010, the Company signed a services agreement with YTSeuropaconsultants, of which Mr de Silguy is the sole partner. This agreement was authorised by the Board of Directors and approved by the Shareholders' General Meeting of 6 May 2010. The agreement calls for the provision of services as described in paragraph A.2 above, with oversight by the Audit Committee, in return for an annual fee of €330,000 (ex. VAT) and has a duration of one year, renewable automatically.

4.2 Directors' fees

The Shareholders' General Meeting of 6 May 2010 set the aggregate annual amount of directors' fees at €920,000 as from the financial year starting on 1 January 2010.

At its meetings of 27 February 2008 and 3 March 2010, the Board of Directors allocated directors' fees as follows:

- since 6 May 2010, the Chairman and Chief Executive Officer receives no directors' fees from the Company;
- since 6 May 2010, the Vice-Chairman of the Board receives an annualised fee of €140,000, of which €30,000 is variable;
- each Board member receives €40,000, of which €20,000 is variable;
- the chairman of each committee receives €25,000, the members of the Audit Committee receive €15,000 and the members of the other committees receive €10,000 in addition to the fees mentioned above.

Payment of the variable fee is dependent on the member's attendance at Board meetings. The variable fee will be reduced by €2,500 per meeting for any Board member who misses two or more meetings.

5. Formalities for participation of shareholders in the Shareholders' Meeting

The formalities for shareholders to participate in the Shareholders' Meeting are described in Article 17 of the Articles of Association and reproduced below.

Article 17 – Shareholders' Meetings

Shareholders' Meetings are called and take place in accordance with the legislation and regulations in force.

The meetings are held either at the registered office or at another location specified in the notice of the meeting.

All shareholders may, regardless of the number of shares they own, participate in meetings personally or by proxy, on producing evidence of their identity and shareholding in the form of either:

- a personal registration of the shares in their own name; or,
- a record of the shares in a bearer securities account with an authorised intermediary, who provides an attendance certificate, which can be communicated by electronic means if necessary.

These formalities must be completed no later than midnight (Paris time) on the third business day before the meeting. Shareholders wishing to attend the meeting but who have not received their admission card by midnight (Paris time) of the third business day before the meeting will be given an attendance certificate. However, the Board of Directors may shorten or remove this time period provided that any such decision applies to all shareholders.

If the Board of Directors so decides when the Shareholders' Meeting is called, any shareholder may take part in the meeting by videoconference or vote by any telecommunication or electronic means, including via the Internet, in accordance with the applicable regulations in force at the time such means are used. Any such decision is communicated in the Notice of the meeting.

Postal votes may be cast subject to the terms and conditions defined by the law and regulations. Shareholders may transmit proxy forms and postal votes for every Shareholders' Meeting, under the conditions set by the law and regulations, either in paper form or, if the Board of Directors so authorises, by electronic means, including via the Internet. Those shareholders who use the electronic voting form made available on the website set up by the centralising bank within the required time period are considered as being present in the same way as shareholders physically present or represented. Shareholders may complete and sign the electronic voting form directly on the centralising bank's website by any process decided by the Board of Directors that meets the conditions set forth in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code and Articles R.225-77, subsection 2, and R.225-79 of the French Commercial Code and, more generally, the provisions of law and regulations in force. This process may include the use of a personal identifier and password.

Proxy forms received and votes cast prior to the Shareholders' Meeting by electronic means, together with the acknowledgement of receipt provided, shall be considered as irrevocable acts enforceable with regard to all parties involved, it being specified that in the event of shares being sold before the third business day preceding the Shareholders' Meeting at zero hour (Paris time), the Company shall invalidate or amend, as necessary, any proxy form or vote cast prior to such date and time.

Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his or her absence, by the Vice-Chairman and Senior Director of the Board of Directors, if a Vice-Chairman has been designated, or by a member of the Board of Directors specifically appointed by the Board of Directors to that effect. Failing that, the Shareholders' Meeting elects its own Chairman.

The minutes of the Shareholders' Meetings are drawn up and copies thereof are certified and delivered in compliance with the regulations in force.

6. Publication of information required by Article L.225-100-3 of the French Commercial Code

Information mentioned in Article L.225-100-3 of the French Commercial Code concerning elements likely to have an impact in the event of a takeover offer is published in the Report of the Board of Directors on page 155.

B. Internal control and risk management procedures

1. Introduction

1.1 Definitions and reference framework

In July 2010, the French stock market regulator, the Autorité des Marchés Financiers (AMF), published the findings of the working group formed under its aegis. This document is entitled "Risk management and internal control systems: reference framework".

The Group uses this document as its reference framework.

Risk management and internal control systems complement each other in order to keep control over the Group's business.
The risk is that an event might take place with consequences that would adversely affect the objectives of the Group and in particular its financial condition and reputation.

Risk management aims to identify and analyse the principal risks Group entities encounter. Internal control encompasses all the controls to best handle these risks.

Risk management is a set of resources, behaviours, procedures and initiatives that correspond to the VINCI Group's characteristics and enable its executives to maintain risk at an acceptable level.

VINCI's risk management system is a management tool used by each company in the Group to help:
- create and preserve value, assets and the company's reputation;
- secure the company's decision-making procedures and other processes so as to increase the likelihood of achieving objectives;
- ensure that initiatives are in line with the Company's values;
- foster a shared view of the principal risks among employees of the Company.

The internal control system aims more particularly to ensure:
- that the instructions and guidelines set by the Executive Management are implemented;
- that the activities of the Group are in compliance with laws and regulations;
- that the Company's internal processes function correctly, notably those contributing to the safeguarding of its assets;
- that financial reporting is reliable.

The internal control system is a set of resources, behaviours, procedures and initiatives that correspond to the VINCI Group's characteristics, which:
- helps businesses run smoothly and contributes to effective operations and efficient use of resources;
- must take significant risks into account in an appropriate manner, whether they are operational, financial or legal risks.

Nevertheless, like any set of controls, the internal control system – however well designed and implemented – cannot provide an absolute guarantee that the Group will achieve its objectives.

1.2 Scope of risk management and internal control

In addition to managing a system specific to VINCI Holding, the Group also ensures that there are risk management and internal control systems in place at each of the subsidiaries in its scope of consolidation. A list of these principal consolidated entities can be found in Chapter K of the notes to the consolidated financial statements, pages 263-269.

For the specific case of the Belgian company CFE – in which VINCI has a 46.84% capital stake – and its subsidiaries, these provisions are adapted to the specific features of Belgian law, which attributes responsibility for risk management and internal control to the Board of Directors of companies listed on the stock exchange.

Entrepose Contracting, which is listed on the Paris stock exchange and is a consolidated subsidiary of VINCI, issues its own Chairman's report on risk management and internal control.

2. Environment and organisation

2.1 Principles of action and conduct

The businesses in which VINCI operates require the personnel involved to be geographically close to customers in order to ensure the prompt delivery of solutions that are suited to their needs. To enable the manager of each business unit – some 3,000 in total in the Group – to take the required operational decisions rapidly, a decentralised organisation has been implemented in each of the four major business lines (Concessions, Energy, Roads and Construction) and in VINCI Immobilier.

This organisation entails delegation of authority and responsibility to operational and functional staff at all levels. The delegation of authority to operational and functional management staff is carried out in compliance with the general guidelines (see paragraph 4.2) and the principles of action and conduct to which VINCI is strongly committed:

- strict compliance with the rules common to the whole Group, in particular in respect of commitments, risk-taking (see paragraph 4.3), acceptance of contracts (see paragraphs 4.3 and 4.5) and reporting of financial, accounting and management information (see paragraph 4.5). These common rules, which are deliberately restricted in number given the spectrum of the Group's activities, must be strictly applied by the staff concerned and their teams;
- transparency and loyalty of managers towards their line management superiors and towards functional departments of the business lines and the holding company. In particular, managers are required to inform their superiors of any difficulties encountered in the performance of their duties (e.g. with respect to carrying out work on sites, relations with customers, government departments and suppliers, financial partnerships, internal relationships, personnel management, safety, etc.). An integral part of operational managers' duties is to take decisions alone on matters falling within their area of competence, within the framework of the overall guidelines they have received and accepted. Nevertheless, any difficulties encountered must be handled with the assistance, as necessary, of their line management superiors or the functional departments of the business lines and the VINCI holding company;
- compliance with the laws and regulations in force in the countries where the Group operates;
- adherence to the Code of Ethics and Conduct;
- responsibility of operational executive managers to communicate the Group's principles governing action and conduct to their staff by appropriate means and to set a good example. This responsibility cannot be delegated;
- health and safety of individuals (employees, external service providers, subcontractors, etc.);
- a culture of financial performance.

2.2 Participants in the risk management and internal control processes

Everyone in the organisation plays a role in risk management and internal control, from the governing bodies to the employees of each Group subsidiary.

VINCI's **Board of Directors** represents all the shareholders collectively and is responsible for monitoring management performance, defining the Company's strategic choices and ensuring that the Company functions properly. It considers all major matters concerning the Group's business. In its report, the Board reports on the principal risks and uncertainties the Group faces, delivering information in particular on the Group's use of financial instruments.

In 2003, the Board adopted a set of internal rules and created specialised committees for audit, strategy and investment, remuneration, and appointments and corporate governance. Accordingly, it assigned to the **Audit Committee** specific responsibilities related to accounting rules and procedures, and to the monitoring and analysis of the financial statements and forecasts. The Audit Committee reviews the internal control and risk management systems in place in the various entities of the Group. In so doing, it acquires a good understanding of the procedures related to the preparation and treatment of accounting and financial information.

The **Executive Committee** has 13 members as of the date of this report:

- the Chairman and Chief Executive Officer;
- the Executive Vice-President and Chief Financial Officer of the Group;
- the Executive Vice-President, Contracting;
- the Chairman and Chief Executive Officer of Eurovia;
- the Chairman of VINCI Construction;
- the Chief Operating Officer of VINCI Construction;
- the Chairman of the Energy business line;
- the Chief Executive Officer of VINCI Concessions;
- the Chairman of VINCI Autoroutes;
- the Vice-President, Business Development;
- the Vice-President, Human Resources and Corporate Social Responsibility;
- the Director of Corporate Communications;
- the General Counsel.

The Executive Committee is in charge of implementing the Group's strategy, defining its management policies (risk management, finance, human resources, safety, insurance, etc.) and monitoring their enforcement.

The **holding company** functions with a streamlined staff (171 people at end-December 2010), suited to the Group's highly decentralised structure. In particular, the holding company's functional departments ensure that the Group's rules and procedures, as well as the Executive Management's decisions, are correctly enforced. Furthermore, and depending on the needs that are expressed, these departments advise business lines on technical matters but do not interfere with operational decisions, which are the sole responsibility of the business lines.

The **Audit Department** has a three-part role:
- concerning risk management: based on guidelines from the Executive Management, it plays a leading role in deploying and implementing a structured, permanent and adaptable system, making it possible to identify, analyse and handle the principal risks. The audit department coordinates the risk management system by giving methodological support to the Group's operating and functional departments. It organises the meetings of the VINCI Risk Committee, which reviews and authorises new contracts exceeding certain thresholds set by the Executive Management;
- concerning internal control, the Audit Department's role is to draft and disseminate the general internal control procedures set by the holding company, ensuring in particular that they are appropriate for the way the Group is organised and in accordance with the law. To this end, the Audit Department organises the annual self-assessment survey on the internal control of the various components of the Group;
- concerning auditing, the Audit Department takes its cue from the work carried out by the business lines and by the members of the holding company's functional departments, depending on their areas of expertise.

The **business lines** carry out their activities based on the principles of action and conduct described in paragraph 2.1. In this regard, they implement risk management and internal control systems suited to their business.

3. Risk management system

Risks are defined as obstacles that might prevent the Company from achieving its objectives. These objectives include strategic (commitments), operational (common or specific to a business line), financial objectives, and compliance with laws and regulations.

The Group applies the policies set by the Executive Committee. These policies aim, by strengthening the risk management process at the Group level, to comply with the new legal requirements and to ensure that risks are monitored in a more formalised, systematic and homogeneous manner. This plan involves operational managers, but without further complicating operating methods. Risk monitoring is therefore an integral part of the existing procedures related to commitments and monitoring of operations.

A risk mapping process encompassing all the Group's activities was initiated in 2008 and completed in 2009. It was updated in 2010 as follows, in accordance with the AMF's recommendations (2010 reference framework):
- an anticipation of identifiable risks, either internal or external, that represent obstacles to the achievement of the Company's objectives;
- a qualitative assessment of risk severity, taking into account the impact, likelihood and degree of control of each element of risk.

Deployment of this procedure across all business lines at the level of the holding company, business lines and divisions (total of 15 entities) has enabled the Group to identify, assess and select the major risks for the various components of the Group: holding company, Concessions, Contracting and property. These risks are described in the chapter entitled "Risk factors", on page 108 of the Report of the Board of Directors.

In 2010, using a mapping system specific to each business (Concessions, Contracting), risk scorecards were developed, making it possible to present the most significant events during Risk Committee meetings and evaluate them in a uniform manner.

The risk map is updated annually.

4. Internal control system

The main procedures described below are common to all companies in the Group. There are specific procedures within each business line, in particular for the monitoring of projects and forecasting of results, especially for contracts spanning several years.

4.1 Compliance with laws and regulations

The standards of behaviour included in the Group's compliance objectives are set by the laws and regulations in force.
The legal department of the holding company is responsible for:
- maintaining a legislative watch in order to remain informed of the various rules applicable to the Group;
- informing employees about rules pertaining to them;
- monitoring major acquisition projects and disputes that could affect the Group.

These provisions are supplemented by a system adapted to the business lines and subsidiaries, particularly those located outside France. A variety of training and awareness sessions have been held in this regard.

As discussed in the "Sustainable development" chapter, particular emphasis is placed on:
- safety of employees on worksites through active implementation of the Group's risk prevention policy;
- purchasing and subcontracting.

4.2 Application of the guidelines and instructions of Executive Management

The chairmen of the Energy, Eurovia, VINCI Construction and VINCI Autoroutes business lines, the Chief Executive Officer of VINCI Concessions and the Chairman of VINCI Immobilier exercise the powers given to them by law.

Under the Group's internal organisation, they are also required to comply with the general guidelines issued for them by VINCI's Chairman and Chief Executive Officer.

These apply in particular to the following areas:
- entering into commitments, and in particular new contracts that are complex, are of a significant size or involve significant potential risks; acquisitions and disposals; property transactions, and material off-balance sheet commitments;
- reporting to the holding company of accounting and financial information or information relating to events that are material for the Group, in particular in respect of safety, litigation, disputes and insurance policies and claims.

These general guidelines require compliance with the holding company's procedures regarding the acceptance of new contracts or investments. These procedures define thresholds above which specific authorisation must be obtained from the appropriate committees, namely the Risk Committee (see paragraph 4.3) or the Strategy and Investment Committee, or where prior notifications must be issued to the Chairman and Chief Executive Officer and/or to certain VINCI functional departments.

These directives are cascaded through the organisation by the heads of the business lines:
- via delegations to operational and functional staff for the provisions concerning them;
- to managers serving as company officers in a company in their business sector.

Operational and functional line managers regularly carry out field inspections and spot checks in order to ensure that the principles of action and conduct described in paragraph 2.1 are applied continuously and effectively.

4.3 Procedures related to new commitments – the VINCI Risk Committee

Strict control procedures are in force that must be complied with before a new commitment is accepted.

The role of the Risk Committee is to assess:
- acquisitions and disposals of businesses;
- the terms and conditions of tenders for construction works which, by virtue of their scale, specific financing characteristics, location or technical characteristics, entail specific risks of a technical, legal, financial or other nature. The thresholds for automatic, prior review and vetting by the Risk Committee are defined in the general guidelines. They apply to the entire project, taking all works together, irrespective of the Group's share therein or the manner in which contracts are awarded (call for tenders, direct contracts, etc.);
- all transactions relating to property development, concession operations, public-private partnerships (PPPs) or long-term commitments, including all associated financing, whether in France or abroad.

For construction contracts, other thresholds, below those necessitating a review by the Risk Committee, require that an information sheet be sent to VINCI's Executive Management.

Submission to the Risk Committee formalises the commitment made by the manager of the subsidiary to his or her superiors as to the quality and expected results.

The Risk Committee usually comprises the following members:
- the Chairman and Chief Executive Officer and /or the Executive Vice-President, Contracting;
- the Chairman (or Chief Executive Officer) of the business line involved;
- the Group's Executive Vice-President and Chief Financial Officer;
- the Chief Audit Officer;
- the operational representatives of the bidding company or companies (Chief Executive Officer, project manager, design manager, etc.);
- the functional representatives of the company or business line involved (legal, insurance, finance, etc.).

The composition of the Risk Committee may be adjusted in relation to its agenda (e.g. review of property transactions, acquisitions of companies, concession contracts, PPPs).

The Group Risk Committee, in its various configurations, met 235 times in 2010 and reviewed 317 projects.

4.4 Procedures related to monitoring of operations

Business lines have their own operational control systems tailored to their business. Specific budget control measures have been implemented by the Energy, Eurovia and VINCI Construction business lines and by each of the concession activities (motorways, car parks, etc.). They make it possible to monitor progress regularly on construction sites and contracts. These systems are compatible with those used to prepare and process financial and accounting information as described below.

Monthly dashboard reports related to business, new orders, order book and the Group's consolidated net borrowing position are prepared by the finance department on the basis of detailed information provided by the business lines.

Each entity's executive management team prepares a monthly report on key events.

The budget procedure is common to all Group business lines and their subsidiaries. It is built around five key dates in the year: the budget for the next year at the end of the current year, followed by four updates in March, May, September and November. For each of these stages, management committees meet to consider each business line's situation and financial data, in the presence of the Group's Chairman and Chief Executive Officer and the Executive Vice-President and Chief Financial Officer.

In addition, the business lines participate in regular monitoring of VINCI's social and environmental responsibility commitments as described in the "Sustainable development" chapter, with a particular emphasis on safety.

4.5 Procedures related to the preparation and processing of financial and accounting information

The budgets and consolidation department, reporting to the finance department, is responsible for the production and analysis of VINCI's financial information (parent company and consolidated financial statements) that is disseminated inside and outside the Group. It must ensure such data is reliable. In particular the budgets and consolidation department is in charge of:

- preparing, approving and analysing VINCI's half-year and annual parent company and consolidated financial statements and forecasts (consolidation of budgets, budget updates and three-year forecasts);
- defining and monitoring the Group's accounting procedures and implementing IFRS standards;
- coordinating "Vision", the Group's financial information system, which includes the consolidation process and unifies the various VINCI reporting systems (accounting and financial information, commercial data, debts, human resources).

The budgets and consolidation department establishes the timetable and closure instructions for the preparation of the half-yearly and annual accounts. These instructions are sent to the business lines' finance departments and are presented in detail to the staff in charge of consolidation in the related entities.

The Group's accounting rules and methods, including the definition of reporting documents and consolidation packages, are set out in widely distributed procedural notes and published on VINCI's corporate intranet. At each accounts closure, business lines transmit a package to the budgets and consolidation department containing an analysis of the consolidated data submitted and comments thereon. Complex transactions are subject to specific analyses, which are validated by the Statutory Auditors.

The Statutory Auditors present their observations, if any, on the half-year and annual accounts to the Audit Committee before they are presented to the Board of Directors.

Before signing their reports, the Statutory Auditors request representation letters from Group management and management of the business lines. In these representations, Group management and management of the business lines confirm that to the best of their knowledge, all items at their disposal have been submitted to the Statutory Auditors so as to enable them to perform their duties and that any anomalies noted by the Statutory Auditors and still unresolved at the date of these representations do not have a material impact, either individually or in aggregate, on the financial statements taken as a whole.

5. Actions undertaken to strengthen internal control and risk management

5.1 Tasks carried out prior to 2010

In 2003, VINCI initiated an action plan intended to enhance the quality of the Group's internal control and risk management systems without calling into question the principles and features of its management organisation. This organisation combines an entrepreneurial culture, autonomy for operational managers, transparency and loyalty, and a network-based operating model, all in a decentralised environment. These actions included, in particular:

Evaluation of internal control

Annual self-assessment surveys to measure the quality of internal control, in accordance with the requirements of the French Financial Security Act, covered an ever-increasing number of Group entities, rising from 193 in 2005 to 257 in 2009.

Information systems

Surveys to assess how well information systems function were carried out in 2006, 2008 (13 entities in France, a representative sample) and 2009 (33 foreign subsidiaries).

5.2 Tasks carried out in 2010

The annual self-assessment survey of **internal control** quality in the VINCI Group was carried out on 310 entities in 2010 (including 66 outside France), representing 77% of the Group's consolidated business. The questionnaire included 50 questions for operational entities (301 entities surveyed) and 26 questions for holding companies (nine entities surveyed). The report prepared by the holding company's Audit Department was presented to the Audit Committee in November.

As in 2009, a specific questionnaire was sent to the Chairman and Chief Executive Officer covering matters related to his function.

Risk management was a key area of focus throughout the entire Group in 2010:

- risk maps developed in 2009 were updated and the results of meetings between the Audit Department and the executives of the principal Group entities were integrated;
- risk scorecards enabling risks to be assessed and presented in a uniform way were used during Risk Committee meetings and will be available to the finance committees and during budget updates.

The **Code of Ethics and Conduct** was disseminated initially via the corporate hierarchy. It was made available to all employees on VINCI's intranet on 1 February 2011.

In addition to these shared approaches, **specific actions** were carried out in the various Group entities.

At **VINCI Construction,** the cost control and internal audit functions are performed at the level of the divisions, due to the business line's size and the range of its activities. The holding company of the Construction business line has a streamlined staff structure, and its role is to define common rules, based on the Group's rules but adapted to the specific features of its businesses. Its role consists of monitoring the internal control programmes drawn up by the divisions (including the deployment of new IT tools or procedures), verifying their consistency and progress, and triggering audits.

As of end-2010, the divisions of VINCI Construction were VINCI Construction France, overseas France subsidiaries, Sogea-Satom (subsidiaries in Africa), CFE (Belgium), VINCI Construction Grands Projets, Central European subsidiaries, VINCI Construction Terrassement, Dodin Campenon Bernard, Entrepose Contracting, Soletanche Freyssinet and VINCI Construction UK.

At **VINCI Construction France**, the software used for accounting, cash management, payroll, legal affairs and key performance indicators was harmonised. At the same time, audits were carried out in the entities of two delegations (South-West and Rhône-Alpes South), as were two audits of the management control of significant construction sites (the Violay tunnel and the extension of Paris metro Line 12).

At **Sogea-Satom** (subsidiaries in Africa), six audits were carried out, principally in the areas of taxation, accounting and cost control. Concurrently, a programme to harmonise practices in the various countries was initiated for accounting processes, construction site monitoring and plant and equipment management.

Soletanche Freyssinet is composed of two groups that used to have their own systems, and the harmonisation process begun in 2009 was continued in 2010. Specifically, the delegation procedure and associated authorisation matrix were implemented across the whole scope of consolidation, the cash forecasting tool was fully rolled out, currency hedging was gradually introduced, and network configuration and server backup procedures were implemented in France. In addition, an IT system audit was carried out in Dubai.

VINCI Construction UK put the "VINCI plc Directors' and Senior Executives' Policies and Procedures Manual" on its intranet. Based on the risk map, specific initiatives were undertaken to reduce the most significant risks. As part of the Finance Leadership Team, VINCI plc continued to deploy its COINS management system, which was started in 2009 and now covers a majority of activities.

VINCI Construction Grands Projets developed a new corporate manual and put it on its intranet. Risk management constitutes an important part of the manual. The "Major Projects Team" training programme, which takes into account these factors, continued in 2010 when the emphasis was on systematic analysis and reporting of risks and opportunities. Other training and awareness sessions were held on topics such as quality, safety, environment and ethics. Lastly, nine project reviews were carried out during the year.

In 2010, **VINCI Construction Terrassement** continued to apply the internal control rules of VINCI Construction France. In addition to implementing Magellan, an integrated accounting tool common to all units, certain specific initiatives were pursued: detailed quarterly review of the accounts of the profit centres, controls carried out by the human resources and finance departments, and quality, health and safety, and environment visits.

Dodin Campenon Bernard moved forward on two important IT projects in 2010. It implemented Magellan, the integrated accounting tool, and replaced the supplier payment system so as to improve transaction security. In addition, specific initiatives were pursued. These involved essentially updating purchasing procedures and invoice circulation and validation procedures.

After deploying the management rules and new pricing software (Lauréat), the **Central European subsidiaries** monitored the enforcement of the procedures. Eleven audits were carried out, principally in Poland and the Czech Republic.

Entrepose Contracting distributed an internal control manual setting fundamental rules. Each subsidiary is responsible for building on this common base, depending on its specific characteristics. At the same time, audits were carried out at the head office (cash management department) and in a Romanian subsidiary (ISIS). In addition, an IT audit was organised over the entire scope of consolidation.

The **Energy business line** continued the work begun in previous periods. A self-assessment campaign focusing on human resources processes (56 questions) was carried out over 705 active business units, thereby supplementing the general VINCI campaign. Moreover, a complete self-assessment questionnaire (223 questions) was completed by the business units recently acquired by VINCI Energies or business units with a new executive (119 in all). During the year, 198 internal control and accounting audit tasks were carried out.

In 2010, in line with its programme, **Eurovia** deployed its management system in its international entities in the United States, Germany and Spain. As part of the integration of Tarmac, working groups were created to standardise procedures for managing quarries, in particular for taking inventory, valuing stocks and evaluating reserves. Work was also done regarding IT systems, namely for managing security policies, reviewing IT operation procedures and strengthening the security of the Kheops infrastructure and network access controls.
The business line's internal audit department carried out 24 audits in France and abroad in 2010.

VINCI Concessions launched its programme aimed at improving practices for programme management and ownership, known by its French acronym "APMO". This re-evaluation covers people, procedures, organisation and behaviour. Fifty documents were drafted in 2010; eight of them concern internal processes related to three high-priority objectives: understanding through a common vocabulary, common risk management tools, a manual for concession companies.

In 2010, **VINCI Park** carried out approximately 100 reviews aimed at ensuring adherence to operating procedures. In France, the emphasis was on monitoring on-street parking contracts. Analysis of business continuity plans shows VINCI Park to be resilient, given the wide dispersion of sites.

Cofiroute pursued its efforts to reduce the risk of fraud, assist in receivables collection, implement a business recovery plan, heighten IT security and improve employee safety on the network. Fifteen process audits were carried out with reference to the QHSE (Quality, Health and Safety, Environment) management system.

ASF beefed up its ability to combat toll fraud by appointing a manager with centralised responsibility. In human resources, a framework agreement on the prevention of psychosocial risks was signed by management and all unions represented in the company. This agreement grew out of ASF's long-standing policy of safeguarding health in the workplace. As part of its common accident prevention policy, VINCI Autoroutes continued to raise awareness among employees about road risks.

Escota's risk management programme, begun in late 2007, entered a new operational phase in early 2010 when the company began using dedicated risk management software. In addition, two audits were carried out on compliance with France's freedom of information act and on procedures related to implementing tunnel safety.

VINCI Immobilier pursued its risk management initiatives. In this context, after updating the risk map, a procedure to analyse risk at the start of the construction phase was implemented. As an extension of this initiative, a study of the "programme quality" audit procedure is under way. Furthermore, to guarantee that all management tools are secure and available, the infrastructure of the IT system was recalibrated so as to reduce the risk of breakdown or failure. Budget update procedures were also reorganised and increased in number from three to four per year.

5.3 Work to be done in 2011 and beyond

VINCI aims to continue improving the organisation of internal control within the Group, while maintaining a streamlined chain of command, both at the holding company level and at the level of the business lines.

The priority areas for improvement identified for all business lines include:
- continued deployment of management tools that are common to the various business lines, especially in non-French subsidiaries;
- integration of entities acquired in 2010 (Cegelec, Faceo, Tarmac) by deploying the procedures and resources common to the Group and those of the business line, so as to ensure rapid dissemination and implementation of the Group's internal control culture, tools and practices;
- continued reflection on ways to bring forward the dates of production and publication of financial and accounting information.

Report of the Statutory Auditors in application of Article L.225-235 of the French Commercial Code
on the report of the Chairman of the Board of Directors

Year ended 31 December 2010

To the shareholders,

As Statutory Auditors of VINCI S.A., and in application of the provisions of Article L.225-235 of the French Commercial Code, we present our report on the report prepared by the Chairman of your Company in accordance with the provisions of Article L.225-37 of the French Commercial Code, for the year ended 31 December 2010.
The Chairman is required to prepare and submit for the approval of the Board of Directors a report on the internal control and risk management procedures implemented within the Company and to provide the other information required by Article L.225-37 of the French Commercial Code relating in particular to corporate governance.
Our role is:
- to communicate to you any comments required by the information contained in the Chairman's report on internal control and risk management procedures relating to the preparation and treatment of accounting and financial information; and
- to attest that the report includes the other information required by Article L.225-37 of the French Commercial Code, it being clearly stated that we are not required to verify the fair presentation of this other information.

We conducted our review in accordance with the professional standards applicable in France.

Information on the internal control and risk management procedures relating to the preparation and treatment of accounting and financial information

The applicable professional standards require us to plan and perform our work so as to be able to assess the fair presentation of the information in the Chairman's report on the internal control and risk management procedures relating to the preparation and treatment of accounting and financial information. Those standards require in particular that we:
- inform ourselves of the internal control and risk management procedures relating to the preparation and treatment of the accounting and financial information supporting the information presented in the Chairman's report, and of the existing documentation;
- inform ourselves of the work done to prepare this information and the existing documentation;
- ascertain if appropriate disclosures have been made in the Chairman's report in respect of any major deficiencies of internal control relating to the preparation and treatment of accounting and financial information that we may have noted in performing our work.

On the basis of this work, we have no comments to make on the disclosures regarding the Company's internal control and risk management procedures relating to the preparation and treatment of accounting and financial information, contained in the report of the Chairman of the Board of Directors, prepared in application of Article L.225-37 of the French Commercial Code.

Other information

We declare that the report of the Chairman of the Board of Directors includes the other information required by Article L.225-37 of the French Commercial Code.

Paris La Défense and Neuilly sur Seine, 16 March 2011
The Statutory Auditors

KPMG Audit
Department of KPMG S.A.

Patrick-Hubert Petit   Philippe Bourhis

Deloitte & Associés

Jean-Paul Picard   Mansour Belhiba

This is a free translation into English of a report issued in French and is provided solely for the convenience of English-speaking readers. The report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

Report of the Vice-Chairman and Senior Director of the Board of Directors

The Vice-Chairman and Senior Director of the VINCI Board of Directors hereby reports on the role and responsibilities that have been assigned to him in this capacity.

This report was prepared by the Vice-Chairman and Senior Director in liaison with the Company's legal department and was submitted to the Appointments and Corporate Governance Committee before being presented to the VINCI Board of Directors at its meeting on 1 March 2011.

1. Terms of reference for the Vice-Chairman

The terms of reference for the Vice-Chairman and Senior Director are described as follows in Article 2.3.2 of the internal rules of the Board of Directors, which are also available on the Company's website (www.vinci.com):

"The Vice-Chairman is the Senior Director of the Board. The Vice-Chairman assists the Chairman with his duties, notably the organisation and proper functioning of the Board and its Committees and the supervision of corporate governance and internal control.

"The Vice-Chairman also assists the Board in ensuring the proper functioning of the Company's governance bodies and provides the Board with his insight on the transactions the Board is called to approve.

"He holds a meeting with the directors once a year, in the absence of the executive company officers.

"The Chairman and Chief Executive Officer keeps the Vice-Chairman informed of material events or situations affecting the Group, notably relating to strategy, organisation, financial reporting, significant investment and divestment projects, major financial transactions, changes to the company's share capital and contacts with the company's main current or potential shareholders.

"In order to carry out his role and responsibilities, the Vice-Chairman has direct access to the members of the Group's Executive Committee. In coordination with the Chairman and Chief Executive Officer, the Vice-Chairman may organise any meeting with executives and employees designated by them that he deems appropriate or useful to the performance of his duties. The Vice-Chairman may consult with the managers responsible for internal control, risk and compliance or the Statutory Auditors and may access any document or information that he deems necessary for the performance of his duties.

"The Chairman and Chief Executive Officer facilitates the performance of these duties by providing the required instructions."

The role and responsibilities of the Vice-Chairman and Senior Director are therefore as follows:
- assisting the Chairman and Chief Executive Officer within the framework of corporate governance as concerns organisation of the work of the Board and its committees; and
- providing the Board with his insight on the transactions the Board is called to approve, supplementing the activity of the Board committees, and ensuring the proper functioning of governance bodies on behalf of the Board. In particular, the Vice-Chairman has the authority to call a meeting of the Board of Directors and include any item on the agenda.

2. Activities of the Vice-Chairman in the performance of the duties assigned to him by the Board of Directors

From 6 May 2010 to 31 December 2010, the Vice-President and Senior Director devoted approximately 25 working days to the performance of the duties assigned to him by the Board of Directors.

The Vice-Chairman met the Chairman and Chief Executive Officer at least once a week and arranged regular meetings with the Executive Vice-President and Chief Financial Officer, the chairmen of each business line and the other members of the Executive Committee. The Vice-Chairman was also in frequent contact with the VINCI Board members, notably the chairman of the Audit Committee. A meeting with the Statutory Auditors was held. During the year, the Vice-Chairman met several times with every Board member individually.

The Vice-Chairman chaired every meeting of the Appointments and Corporate Governance Committee and of the Strategy and Investment Committee.

In the course of his work, the Vice-Chairman found that the Company's governance bodies were functioning properly. The agenda for each meeting of the Board of Directors was referred to the Vice-Chairman for opinion prior to sending notices to Board members, and no request was made for the inclusion of additional items. In light of these conditions, the Vice-Chairman did not deem it necessary to call a Board meeting.

Consolidated financial statements

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Financial statements

Key figures

(in € millions)	2010	2009 restated (*)	2009 as published
Revenue (**)	**33,375.8**	**30,740.9**	**31,927.6**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	627.0	436.7	532.0
Total revenue	34,002.8	31,177.7	32,459.6
Revenue outside France (***)	12,454.0	11,127.4	12,306.2
% of revenue (****)	*37.3%*	*36.2 %*	*38.5%*
Operating profit from ordinary activities	3,433.9	3,100.1	3,192.5
% of revenue (****)	*10.3%*	*10.1 %*	*10.0%*
Operating profit	3,429.1	3,110.4	3,144.8
Net profit attributable to owners of the parent	**1,775.9**	**1,596.0**	**1,596.0**
Diluted earnings per share (in €)	3.30	3.21	3.21
Dividend per share (in €)	1.67	1.62	1.62
Equity including non-controlling interests	13,024.7	10,467.1	10,439.9
Net financial debt	(13,059.7)	(13,129.7)	(13,684.1)
Cash flow from operations	5,052.0	4,770.7	4,964.2
Net investments in operating assets	(595.4)	(615.5)	(797.7)
Operating cash flow	2,789.8	3,319.6	3,301.9
Growth investments in concessions and PPPs	(871.1)	(1,043.9)	(1,227.0)
Free cash flow	1,918.7	2,275.8	2,074.9

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.
(***) Calculated on revenue excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.
(****) Percentage calculated on revenue excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

Income statement for the period

(in € millions)	Notes	2010	2009 (*)
Revenue (**)	**1-2-3**	**33,375.8**	**30,740.9**
Concession subsidiaries' revenue derived from works carried out by non-Group companies		627.0	436.7
Total revenue		34,002.8	31,177.7
Revenue from ancillary activities	5	166.1	192.8
Operating expenses	5	(30,735.1)	(28,270.4)
Operating profit from ordinary activities	**2-3-5**	**3,433.9**	**3,100.1**
Share-based payment expense (IFRS 2)	19	(71.2)	(62.9)
Goodwill impairment expense	5-10-13	(1.8)	(11.8)
Profit/(loss) of equity-accounted companies	5-15	68.2	84.9
Operating profit	**5**	**3,429.1**	**3,110.4**
Cost of gross financial debt		(711.1)	(797.2)
Financial income from cash management investments		75.2	83.4
Cost of net financial debt	**6**	**(635.9)**	**(713.8)**
Other financial income	6	109.7	157.5
Other financial expenses	6	(154.9)	(123.4)
Income tax expense	7	(847.4)	(727.3)
Net profit from continuing operations		**1,900.6**	**1,703.3**
Profit after tax from discontinued activities (halted or sold)			
Net profit for the period		**1,900.6**	**1,703.3**
Net profit for the period attributable to non-controlling interests		124.7	107.3
Net profit for the period attributable to owners of the parent		**1,775.9**	**1,596.0**
Earnings per share from continuing operations - attributable to owners of the parent			
Basic earnings per share (in €)	8	3.35	3.27
Diluted earnings per share (in €)	8	3.30	3.21
Earnings per share attributable to owners of the parent			
Basic earnings per share (in €)	8	3.35	3.27
Diluted earnings per share (in €)	8	3.30	3.21

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

Statement of comprehensive income for the period

(in € millions)	2010 Attributable to owners of the parent	2010 Attributable to non-controlling interests	2010 Total	2009 (*) Attributable to owners of the parent	2009 (*) Attributable to non-controlling interests	2009 (*) Total
Net profit for the period	**1,775.9**	**124.7**	**1,900.6**	**1,596.0**	**107.3**	**1,703.3**
Financial instruments of controlled companies: changes in fair value	(45.9)	(0.2)	(46.1)	(40.2)	(1.3)	(41.5)
of which:						
Available-for-sale financial assets	*5.6*		*5.6*	*14.4*		*14.4*
Cash flow hedges (**)	*(51.5)*	*(0.2)*	*(51.7)*	*(54.6)*	*(1.3)*	*(55.9)*
Financial instruments of equity-accounted companies: changes in fair value	(76.6)	(5.8)	(82.4)	(21.1)	0.6	(20.5)
Currency translation differences	103.9	8.6	112.5	36.6	2.4	39.0
Tax (***)	36.4	1.9	38.3	11.7	0.3	12.1
Income and expenses for the period recognised directly in equity	**17.7**	**4.5**	**22.3**	**(13.0)**	**2.1**	**(10.9)**
of which:						
Controlled companies	*66.5*	*5.1*	*71.6*	*2.1*	*1.2*	*3.4*
Equity-accounted companies	*(48.7)*	*(0.6)*	*(49.3)*	*(15.1)*	*0.9*	*(14.3)*
Total comprehensive income for the period	**1,793.6**	**129.2**	**1,922.9**	**1,583.0**	**109.4**	**1,692.5**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Changes in the fair value of cash flow hedges (interest-rate hedges) are recognised in equity for the effective part. Cumulative gains and losses in equity are taken to profit or loss at the time when the cash flow affects profit or loss.

(***) +€38.3 million of tax effects relating to changes in the fair value of financial instruments (+€12.1 million at 31 December 2009), including –€1.9 million relating to available-for-sale financial assets (–€10 million at 31 December 2009) and +€40.2 million relating to cash flow hedges (effective part) (+€22.1 million at 31 December 2009).

Consolidated balance sheet

Assets

(in € millions)	Notes	31/12/2010	31/12/2009 (*)
Non-current assets			
Concession intangible assets	9	23,771.6	23,932.2
Goodwill, net	10-13	6,103.1	3,598.6
Other intangible assets	11	354.9	168.3
Property, plant and equipment	12	4,411.5	3,990.5
Investment property	14	40.9	41.7
Investments in equity-accounted companies	15	713.5	640.3
Other non-current financial assets	16	869.5	650.5
Deferred tax assets	7	144.9	117.7
Total non-current assets		**36,409.8**	**33,139.7**
Current assets			
Inventories and work in progress	22	843.8	667.3
Trade and other operating receivables	22	11,978.9	9,969.5
Other current assets	22	330.7	355.2
Current tax assets	7	76.1	52.0
Other current financial assets		292.8	243.6
Cash management financial assets	23	733.2	1,137.3
Cash and cash equivalents	23	5,747.9	5,413.7
Total current assets (before assets classified as held for sale)		**20,003.4**	**17,838.6**
Total current assets		**20,003.4**	**17,838.6**
Total assets		**56,413.2**	**50,978.3**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Equity and liabilities

(in € millions)	Notes	31/12/2010	31/12/2009 (*)
Equity			
Share capital	18.1	1,381.6	1,302.4
Share premium	18.1	6,820.6	5,749.6
Treasury shares	18.2	(552.2)	(1,108.2)
Other equity instruments		490.6	490.6
Consolidated reserves		2,629.8	2,040.9
Currency translation reserves		28.5	(75.8)
Net profit for the period attributable to owners of the parent		1,775.9	1,596.0
Amounts recognised directly in equity	18.4	(270.7)	(184.8)
Equity attributable to owners of the parent		**12,304.0**	**9,810.7**
Non-controlling interests	18.6	720.6	656.4
Total equity		**13,024.7**	**10,467.1**
Non-current liabilities			
Non-current provisions	20	1,314.1	1,031.6
Bonds	23	6,020.5	5,318.7
Other loans and borrowings	23	11,676.2	12,337.7
Other non-current liabilities		65.4	121.6
Deferred tax liabilities	7	2,355.1	2,357.1
Total non-current liabilities		**21,431.2**	**21,166.7**
Current liabilities			
Current provisions	21	3,235.0	2,823.0
Trade payables	22	6,692.2	5,876.1
Other current payables	22	9,571.7	8,071.9
Current tax payables	7	183.1	209.1
Current borrowings	23	2,275.3	2,364.3
Total current liabilities (before liabilities classified as held for sale)		**21,957.3**	**19,344.5**
Total current liabilities		**21,957.3**	**19,344.5**
Total equity and liabilities		**56,413.2**	**50,978.3**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Consolidated cash flow statement

(in € millions)		Notes	2010	2009 (*)
Consolidated net profit for the period (including non-controlling interests)			**1,900.6**	**1,703.3**
Depreciation and amortisation		5.2	1,730.7	1,728.5
Net increase/(decrease) in provisions			135.0	145.2
Share-based payments (IFRS 2) and other restatements			(17.7)	(30.6)
Gain or loss on disposals			(20.4)	(29.2)
Change in fair value of financial instruments			0.3	10.4
Share of profit/(loss) of equity-accounted companies, dividends received from unconsolidated entities and profit or loss from operations classified as held for sale			(82.8)	(98.8)
Capitalised borrowing costs			(77.2)	(99.2)
Cost of net financial debt recognised		6	635.9	713.8
Current and deferred tax expense recognised		7.1	847.4	727.3
Cash flows (used in)/from operations before tax and financing costs		**2-3**	**5,052.0**	**4,770.7**
Changes in working capital requirement and current provisions			(78.3)	523.8
Income taxes paid			(949.9)	(643.8)
Net interest paid			(692.8)	(762.3)
Dividends received from associates			54.2	46.7
Net cash flows (used in)/from operating activities	**I**		**3,385.3**	**3,935.1**
Purchases of property, plant and equipment, and intangible assets			*(694.7)*	*(705.5)*
Proceeds from sales of property, plant and equipment, and intangible assets			*99.3*	*90.0*
Net investments in operating assets		2	**(595.4)**	**(615.5)**
Operating cash flow		2	***2,789.8***	***3,319.6***
Investments in concession fixed assets (net of grants received)			*(836.2)*	*(997.8)*
Financial receivables (PPP contracts and others)			*(34.9)*	*(46.0)*
Growth investments in concessions and PPPs		2	**(871.1)**	**(1,043.9)**
Free cash flow		2	***1,918.7***	***2,275.8***
Purchases of shares in subsidiaries and associates (consolidated and unconsolidated)			*(690.8)* (**)	*(156.5)*
Proceeds from sales of shares in subsidiaries and associates (consolidated and unconsolidated)			*29.5*	*58.8*
Net effect of changes in scope of consolidation			*(378.7)* (***)	*1.4*
Net financial investments			**(1,040.0)**	**(96.4)**
Other			(68.4)	(31.3)
Net cash flows (used in)/from investing activities	**II**		**(2,575.0)**	**(1,787.1)**
Changes in share capital			305.3 (**)	648.8
Changes in treasury shares			(86.4)	(2.5)
Non-controlling interests in share capital increases of subsidiaries			1.0	5.1
Acquisitions/disposals of non-controlling interests (without acquisition or loss of control)			(54.4)	(30.6)
Dividends paid				
- to shareholders of VINCI S.A.			*(902.9)*	*(816.0)*
- to non-controlling interests			*(61.9)*	*(59.5)*
Proceeds from new borrowings			721.0	1,449.7
Repayment of borrowings and changes in other current financial debt			(1,303.1)	(2,128.4)
Change in cash management assets			371.4	(816.2)
Net cash flows (used in)/from financing activities	**III**		**(1,009.9)**	**(1,749.6)**
Change in net cash	**I + II + III**		**(199.6)**	**398.5**
Net cash and cash equivalents at beginning of period			**4,821.7**	**4,396.1**
Other changes			449.0 (***)	27.0
Net cash and cash equivalents at end of period		**23**	**5,071.1**	**4,821.7**
Increase/(decrease) of cash management financial assets			(371.4)	816.2
(Proceeds from)/repayment of loans			582.1	678.7
Other changes			(390.0)	(49.8)
Change in net debt			**70.0**	**1,870.6**
Net debt at beginning of period			**(13,129.7)**	**(15,000.3)**
Net debt at end of period		**23**	**(13,059.7)**	**(13,129.7)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Excluding acquisition of Cegelec paid in VINCI shares (€1,385 million).

(***) Including €334 million relating to the net financial debt of companies acquired in the period.

Statement of changes in consolidated equity

	Capital and reserves attributable to owners of the parent										
(in € millions)	**Share capital**	**Share premium**	**Treasury shares**	**Other equity instruments**	**Consolidated reserves**	**Net profit/ (loss)**	**Currency translation reserves**	**Amounts recognised directly in equity**	**Total attributable to owners of the parent**	**Non-controlling interests**	**Total**
Balance at 1 January 2009 (*)	**1,240.4**	**5,162.7**	**(1,247.5)**	**490.6**	**1,436.1**	**1,591.4**	**(114.3)**	**(135.4)**	**8,424.1**	**628.6**	**9,052.7**
Net profit for the period						1,596.0			**1,596.0**	107.3	**1,703.3**
Income and expenses for the period recognised directly in equity of controlled companies							33.9	(31.8)	**2.1**	1.2	**3.4**
Income and expenses for the period recognised directly in equity of equity-accounted companies							2.6	(17.8)	**(15.1)**	0.9	**(14.3)**
Total comprehensive income for the period						**1,596.0**	**36.6**	**(49.6)**	**1,583.0**	**109.4**	**1,692.5**
Increase in share capital	62.0	586.8							**648.8**	5.1	**653.9**
Decrease in share capital											
Changes in treasury shares			139.3		(141.8)				**(2.5)**		**(2.5)**
Allocation of net income and dividend payments					775.4	(1,591.4)			**(816.0)**	(59.5)	**(875.5)**
Share-based payments (IFRS 2)					43.3				**43.3**	0.5	**43.8**
Impact of acquisitions or disposals of non-controlling interests after acquisition of control					(23.2)		2.0		**(21.1)**	(25.1)	**(46.3)**
Changes in consolidation scope					0.1		(0.1)		**0.0**	(1.8)	**(1.8)**
Other					(49.2)		0.0	0.1	**(49.0)**	(0.7)	**(49.7)**
Balance at 31 December 2009 (*)	**1,302.4**	**5,749.6**	**(1,108.2)**	**490.6**	**2,040.9**	**1,596.0**	**(75.8)**	**(184.8)**	**9,810.7**	**656.4**	**10,467.1**
Net profit for the period						1,775.9			**1,775.9**	124.7	**1,900.6**
Income and expenses for the period recognised directly in equity of controlled companies							96.6	(30.2)	**66.5**	5.1	**71.6**
Income and expenses for the period recognised directly in equity of equity-accounted companies							7.3	(56.0)	**(48.7)**	(0.6)	**(49.3)**
Total comprehensive income for the period						**1,775.9**	**103.9**	**(86.2)**	**1,793.6**	**129.2**	**1,922.9**
Increase in share capital	79.2	1,071.0			78.5				**1,228.7**	1.0	**1,229.7**
Decrease in share capital											
Changes in treasury shares			555.9		(180.7)				**375.3**		**375.3**
Allocation of net income and dividend payments					693.1	(1,596.0)			**(902.9)**	(61.9)	**(964.7)**
Share-based payments (IFRS 2)					49.7				**49.7**	0.4	**50.0**
Impact of acquisitions or disposals of non-controlling interests after acquisition of control					(21.3)		0.0		**(21.3)**	(8.0)	**(29.3)**
Changes in consolidation scope					(1.5)		1.6	(0.2)	**0.0**	3.8	**3.8**
Other					(29.1)		(1.2)	0.5	**(29.8)**	(0.3)	**(30.2)**
Balance at 31 December 2010	**1,381.6**	**6,820.6**	**(552.2)**	**490.6**	**2,629.8**	**1,775.9**	**28.5**	**(270.7)**	**12,304.0**	**720.6**	**13,024.7**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Notes to the consolidated financial statements

A. Accounting policies and measurement methods

1. General principles

In application of Regulation (EC) No 1606/2002 of 19 July 2002, VINCI's consolidated financial statements for the year ended 31 December 2010 have been prepared under the International Financial Reporting Standards (IFRS) as adopted by the European Union at 31 December 2010[1] . The Group elected to apply IFRIC 12 "Service Concession Arrangements", which has been mandatory as from 1 January 2010, early, from 31 December 2008.

The accounting policies retained are the same as those used in preparing the consolidated financial statements at 31 December 2010, except for:
- the Standards and Interpretations adopted by the European Union applicable as from 1 January 2010 (see Note A.1.1. "New Standards and Interpretations applicable from 1 January 2010);
- the change of method under IAS 31 "Interests in Joint Ventures", as the Group has elected to recognise jointly controlled entities using the equity method (see Note A.1.2 "Change of method: equity accounting of jointly controlled entities").

The information relating to 2008, presented in the 2009 registration document D.10-0177 filed with the AMF on 26 March 2010 is deemed to be included herein.

The consolidated financial statements were finalised by the Board of Directors on 1 March 2011 and will be submitted to the Shareholders' General Meeting for approval on 2 May 2011.

1.1 New Standards and Interpretations applicable from 1 January 2010

1.1.1 Application of the revised versions of IFRS 3 "Business Combinations" and IAS 27 "Consolidated and Separate Financial Statements".

Application of these Standards is mandatory for reporting periods commencing on or after 1 July 2009, i.e. as from 1 January 2010 for VINCI.

The revised Standards IFRS 3 "Business Combinations" and IAS 27 "Consolidated and Separate Financial Statements" are based on two fundamental concepts:
- the obtaining of control is a major event that constitutes a change in the nature of the investment; and
- not only identifiable assets, liabilities and contingent liabilities, but also the amount of the investment made to obtain control must be measured at fair value, at the date of acquisition of control.

IFRS 3 Revised introduces changes to the acquisition method as defined in the previous IFRS 3. In particular, these include:
- Recognition of costs directly related to the acquisition in expenses for the period.
- The option to measure non-controlling interests in the acquiree either at their share of the acquiree's net identifiable assets, or at fair value. This option is applied on a case-by-case basis for each acquisition.
- Measurement at fair value at the acquisition date of any adjustments to the purchase price. After the acquisition date, adjustments to the purchase price are measured at fair value at each balance sheet date. After one year from the acquisition date, any subsequent change to this fair value is recognised in profit or loss if the price adjustment generates a financial liability.
- In the case of a business combination achieved in stages, measurement of previously acquired shareholdings in the acquiree at fair value at the date of acquisition of control. Any resulting gain or loss is recognised in profit or loss.

IFRS 3 Revised is applied prospectively. It therefore does not affect business combinations made before 1 January 2010. During the period, its application relates in particular to the acquisitions of Cegelec and Faceo in the Energy business line and of Tarmac group quarries in the Eurovia business line. The changes induced by the new version of the Standard have had no material impact in the period.

The other principles are defined in Note A.2.5 "Business combinations".

IAS 27 Revised introduces several changes, including in particular:
- Acquisitions or disposals of non-controlling interests, with no change of control, are considered as transactions with the Group's shareholders. Under this approach, the difference between the consideration paid to increase the percentage shareholding in an already-controlled entity and the supplementary share of equity thus acquired is recorded under consolidated equity. Similarly, a decrease in the Group's percentage holding in an entity that continues to be controlled is booked in the accounts through equity, with no impact on profit or loss. VINCI has applied these policies, relating to transactions with non-controlling interests, since 31 December 2007 (see Note A.2.6. "Transactions between shareholders, acquisition and disposal of non-controlling interests after acquisition of control").

(1) Available on the website: http://ec.europa.eu/internal_market/accounting/ias/index_en.htm

- Disposals of shares with loss of control result in the inclusion in the disposal gain or loss of the change in fair value calculated on the full amount of the shareholding at the transaction date. Any residual shareholding retained will therefore be measured at its fair value at the time of loss of control.

IAS 27 Revised has no major effect on the Group's financial statements at 31 December 2010.

1.1.2 Other standards and interpretations applicable from 1 January 2010

The other new Standards and Interpretations applicable from 1 January 2010, with no material impact on VINCI's financial statements at 31 December 2010, are mainly:

- IFRS 2 Amendment "Group Cash-settled Share-based Payment Transactions" (incorporating IFRIC 8 and IFRIC 11) published in June 2009;
- IFRS 5 – Amendments published in May 2008 under the IFRS annual improvements procedure;
- IAS 39 Amendment "Eligible Hedged Items" (partially adopted by the European Union);
- IFRIC 17 "Distributions of Non-cash Assets to Owners";
- IFRIC 18 "Transfers of Assets from Customers";
- The Amendments published in April 2009 under the IFRS annual improvements procedure.

1.2 Change of method: equity accounting of jointly controlled entities

1.2.1 Reporting method applicable to jointly controlled entities under the IAS 31 option

To improve its financial information, the VINCI Group has elected to apply, as from the financial year ended 31 December 2010, the option available under IAS 31 "Interests in Joint Ventures", which enables jointly controlled entities to be reported using the equity method. This option, already used by other European groups in the construction and concessions sector, is a better reflection of VINCI's business model in the area of concessions or Public-Private Partnerships conducted through joint ventures and financed using non-recourse financing. It is consistent with the IASB's recent decision to abolish proportionate consolidation for jointly controlled entities and, in particular, the draft standard on Joint Arrangements that is expected to be published in 2011.

1.2.2 Consequences of the change of method on the Group's consolidated financial statements

IAS 31 distinguishes between three categories of joint ventures:

- jointly controlled operations;
- jointly controlled assets;
- jointly controlled entities (for which the Standard permits reporting using the equity method).

The first two categories are accounted for on the basis of the Group's share of the assets controlled, liabilities incurred, income and expenses. They mainly relate to joint ventures and consortiums in the Contracting business.

Jointly controlled entities, consolidated using the proportionate method until now, are henceforth accounted for using the equity method.

They are reported in the line "Investments in equity-accounted companies" of the balance sheet, in "Profit/(loss) of equity-accounted companies" of the income statement, and in "Share of profit/(loss) of equity-accounted companies, dividends received from unconsolidated companies and profit or loss from operations classified as held for sale" of the cash flow statement.

The main entities affected by this change are joint venture project companies in Concessions and DEME in Contracting.

At 31 December 2009, the number of entities for which the reporting method has changed was as follows, by business line:

(number of companies)	Total	France	Foreign
Concessions	**33**	**10**	**23**
Contracting	**193**	**26**	**167**
Energy	4	3	1
Eurovia	18	11	7
VINCI Construction	171	12	159
VINCI Immobilier	**1**	**1**	**0**
Total	**227**	**37**	**190**

The impacts of the change of method on the Group's financial statements are given in Note B. "Impact of change of method".

1.3 Standards and Interpretations adopted by the IASB but not applicable at 31 December 2010

The Group has not applied early the following Standards and Interpretations of which application is not mandatory at 1 January 2010:
- IFRS 9 "Financial Instruments";
- IAS 24 Amended "Related Party Disclosures";
- IFRIC 14 Amendment "Prepayments of a Minimum Funding Requirement";
- IFRIC 19 "Extinguishing Financial Liabilities with Equity Instruments";
- IAS 32 Amendment "Classification of Rights Issues";
- Certain Amendments published in May 2010 under the IFRS annual improvements procedure.

VINCI is currently analysing the impacts and practical consequences of the application of these Standards and Interpretations.

2. Consolidation methods

2.1 Consolidation scope and methods

Companies in which the Group holds, whether directly or indirectly, the majority of voting rights enabling control to be exercised, are fully consolidated. Companies that are less than 50% owned but in which VINCI exercises de facto control – i.e. has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities – are consolidated using this same method. This relates mainly to CFE, a Belgium construction group quoted on the Brussels stock market, of which VINCI owns 46.84% and over which it has de facto control in view in particular of the widely-held nature of that company's shareholder register.

Jointly controlled operations and assets are recognised on the basis of the Group's share of the assets, liabilities, income and expenses. This relates mainly to construction operations carried out in partnership, in the form of consortia or joint ventures, in the Contracting business.

Companies over which the Group exercises significant influence and jointly controlled entities are accounted for using the equity method.

VINCI's consolidated financial statements include the financial statements of all companies with revenue of more than €2 million, and of companies whose revenue is below this figure but whose impact on the Group's financial statements is material.

Number of companies by reporting method

	31/12/2010			31/12/2009 (*)		
(number of companies)	Total	France	Foreign	Total	France	Foreign
Full consolidation	**1,865**	1,177	688	**1,743**	1,113	630
Equity method	**332**	80	252	**313**	76	237
Total	**2,197**	**1,257**	**940**	**2,056**	**1,189**	**867**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

The main changes in the period relate to the acquisitions of Cegelec (74 entities) and Faceo (26 entities) in the Energy business line, and Tarmac group quarries (17 entities) by Eurovia. These are described in Note C. "Business combinations".
The other changes in consolidation scope arise mainly from the acquisition of 22 companies in the Construction business line, five in the Eurovia business line, three in VINCI Immobilier and two in VINCI Park.

2.2 Intragroup transactions

Reciprocal operations and transactions relating to assets and liabilities, income and expenses between consolidated or equity-accounted companies are eliminated in the consolidated financial statements. This is done:
- for the full amount if the transaction is between two subsidiaries;
- applying the percentage owned of an equity-accounted entity in the case of profits or losses realised between a fully consolidated entity and an equity-accounted entity.

2.3 Translation of the financial statements of foreign subsidiaries and establishments

In most cases, the functional currency of companies and establishments is their local currency.
The financial statements of foreign companies of which the functional currency is different from that used in preparing the Group's consolidated financial statements are translated at the closing rate for balance sheet items and at the average rate for the period for income statement items. Any resulting translation differences are recognised under translation differences in consolidated reserves. Goodwill relating to foreign entities is considered as comprising part of the assets and liabilities acquired and is therefore translated at the exchange rate in force at the balance sheet date.

2.4 Foreign currency transactions

Transactions in foreign currency are translated into euros at the exchange rate at the transaction date. At the balance sheet date, financial assets and monetary liabilities expressed in foreign currencies are translated at the closing rate. Resulting exchange gains and losses are recognised under foreign exchange gains and losses and are shown under other financial income and other financial expenses in the income statement.
Foreign exchange gains and losses arising on loans denominated in foreign currency or on foreign currency derivatives used as long-term finance of investments in foreign subsidiaries that is neither expected nor likely to be repaid in the foreseeable future, or as hedges of investments in foreign subsidiaries, are recorded under currency translation differences in equity.

2.5 Business combinations

Business combinations completed between 1 January 2004 and 31 December 2009 have been recognised applying the principles in the previous version of IFRS 3.
Business combinations completed from 1 January 2010 onwards are recognised in accordance with IFRS 3 Revised. In application of this new Standard, the Group recognises the identifiable assets and liabilities assumed at their fair value at the dates when control was acquired. The cost of a business combination is the fair value, at the date of exchange, of the assets given, liabilities assumed, and/or equity instruments issued by the acquirer in exchange for control of the acquiree, plus any costs directly attributable to the acquisition. Contingent price adjustments are measured at fair value at each balance sheet date. After 12 months have elapsed from the acquisition date, any subsequent changes to this fair value are recognised in profit or loss.
Expenses that are directly attributable to the acquisition, such as professional fees for due diligence and other related fees, are expensed as they are incurred.
The cost of acquisition is allocated by recognising the acquiree's identifiable assets and liabilities assumed at their fair value at that date, except for assets or asset groups classified as held for sale under IFRS 5, which are recognised at their fair value less costs to sell. The positive difference between the cost of acquisition and VINCI's interest in the fair value of the identifiable assets and liabilities assumed is recognised as goodwill.
The Group has 12 months from the date of acquisition to finalise the accounting for business combinations.

2.6 Transactions between shareholders, acquisitions and disposals of non-controlling interests after acquisition of control

Acquisitions or disposals of non-controlling interests, with no change of control, are considered as transactions with the Group's shareholders. Under this approach, the difference between the consideration paid to increase the percentage shareholding in the entities that are already controlled and the supplementary share of the equity thus acquired is recorded under consolidated equity. Similarly, a decrease in the Group's percentage holding in an entity that continues to be controlled is booked in the accounts through equity, with no impact on profit or loss.

2.7 Discontinued operations (halted or sold), operations and assets classified as held for sale

Discontinued operations

Whenever discontinued operations (halted or sold), or operations and assets classified as held for sale are:
- a business line or a geographical area of business that is material for the Group and that forms part of a single disposal plan; or
- a subsidiary acquired exclusively with a view to resale;

they are shown on a separate line of the consolidated balance sheet at the balance sheet date of the period under consideration.
Assets connected with discontinued operations are measured at the lower of their carrying amount and their estimated sales price less costs to sell. Income statement and cash flow items relating to these discontinued operations are shown on a separate line for all the periods presented.

Assets classified as held for sale

Non-current assets of which the sale has been decided during the period are shown on a separate line of the balance sheet whenever the sale is expected to be completed within one year. Such assets are measured at the lower of their carrying amount and their estimated sales price less costs to sell.
Contrary to discontinued operations, the related income statement and cash flow items are not shown on a separate line.

3. Measurement rules and methods

3.1 Use of estimates

The preparation of financial statements under the IFRSs requires estimates to be used and assumptions to be made that affect the amounts shown in those financial statements.
These estimates assume the operation is a going concern and are made on the basis of the information available at the time. Estimates may be revised if the circumstances on which they were based alter or if new information becomes available. Actual results may be different from these estimates.

2009 and 2010 were marked by an economic and financial crisis of which the scale and duration beyond 31 December 2010 cannot be accurately forecast. The consolidated financial statements for the year have been prepared with reference to this immediate environment, in particular as regards the estimates given below.

3.1.1 Measurement of construction contract profit or loss using the stage of completion method

The Group uses the stage of completion method to recognise revenue and profit or loss on construction contracts, applying the general revenue recognition rules on the basis of the stage of completion.
The stage of completion and the revenue to recognise are determined on the basis of a large number of estimates based on monitoring of the work performed and using the benefit of experience to take account of unforeseen circumstances. In consequence, adjustments may be made to initial estimates throughout the contract and may materially affect future results.

3.1.2 Values used in impairment tests

The assumptions and estimates made to determine the recoverable amount of goodwill, intangible assets and property, plant and equipment relate in particular to the assessment of market prospects needed to estimate the cash flows, and discount rates adopted. Any change in these assumptions could have a material effect on the recoverable amount and could entail a change in the impairment losses to recognise. The main assumptions used by the Group are described in Note F.13 "Impairment tests on goodwill and other non-financial assets".

3.1.3 Measurement of share-based payment expenses under IFRS 2

The Group recognises a share-based payment expense relating to the granting to its employees of share options (offers to subscribe to or purchase shares), performance share plans and shares under the Group Savings Scheme. This expense is measured on the basis of actuarial calculations using estimated behavioural assumptions based on observation of past behaviour.
The main actuarial assumptions (expected volatility, expected return on the share, etc.) adopted by the Group are described for each plan in Note F.19 "Share-based payments".

3.1.4 Measurement of retirement benefit obligations

The Group is involved in defined contribution and defined benefit retirement plans. Its obligations in connection with defined benefit plans are measured actuarially, based on assumptions such as the discount rate, the return on the investments dedicated to these plans, future increases in wages and salaries, employee turnover, mortality rates and the rate of increase of health expenses.
These assumptions are generally updated annually. Details of the assumptions used and how they are determined are given in Note F.20.1 "Provisions for retirement benefit obligations". The Group considers that the actuarial assumptions used are appropriate and justified in the current conditions. Obligations may, however, change if assumptions change.

3.1.5 Measurement of provisions

The factors that materially influence the amount of provisions relate to:
- the estimates made on a statistical basis from expenses incurred in previous years, for after-sales service provisions;
- the forecasts of expenditures on major maintenance over several years used as a basis for the provisions for the obligation to maintain the condition of infrastructure under concession. These forecasts are estimated taking account of indexation clauses included in construction and civil engineering contracts (mainly the TP01, TP02 and TP09 indices);
- the estimates of forecast profit or loss on construction contracts, which serve as a basis for the determination of losses on completion (see Note A.3.4. "Construction contracts");
- the discount rates used to determine the present value of these provisions.

3.1.6 Measurement of financial instruments at fair value

Fair value is determined on the basis of the following three models or levels:
- Level 1: quoted prices on an active market: whenever quoted prices on an active market are available, these are used in priority to determine fair value. Marketable securities and some listed bond loans are measured in this way.
- Level 2: internal model using internal measurement techniques with observable factors: these techniques use the usual mathematical computation methods, which incorporate observable market data (forward prices, yield curves, etc.). The calculation of the fair value of most derivative financial instruments (swaps, caps, floors, etc.), traded on markets is made on the basis of models commonly used by market participants to price such financial instruments.
- Every quarter, the internally calculated values of derivative instruments are checked for consistency with the values sent to us by the counterparties.
- Level 3: internal model using non-observable factors: this model applies in VINCI only for holdings of unlisted shares, which, in the absence of an active market, are measured at their cost of acquisition plus transaction costs.

3.2 Revenue

Consolidated revenue of the Contracting business lines (Energy, Eurovia and VINCI Construction) is recognised in accordance with IAS 11. It includes the total of the work, goods and services generated by the consolidated subsidiaries pursuing their main activity and the revenue for construction work on infrastructure under concession. The method for recognising revenue under construction contracts is explained in Note A.3.4 "Construction contracts" below.

Consolidated revenue of the Concessions business is recognised in accordance with IAS 18 and IAS 11. The method for recognising revenue in respect of concession contracts is explained in Note A.3.5 "Concession contracts" below. Revenue comprises:

- tolls for the use of motorway infrastructure operated under concessions, revenue booked by car parks and airport service concessions, and ancillary income such as fees for the use of commercial installations, rental of telecommunication infrastructure and advertising space; and
- revenue in respect of the construction of new concession infrastructure recognised on a stage of completion basis in accordance with IAS 11.

In the property sector, revenue arising on lots sold is generally recognised as the property development proceeds (in accordance with IFRIC 15).

3.3 Revenue from ancillary activities

Revenue from ancillary activities mainly comprises rental income, sales of equipment, materials and merchandise, study work and fees other than those generated by concession operators.

3.4 Construction contracts

The Group recognises construction contract income and expenses using the stage of completion method defined by IAS 11. For the Construction business line, the stage of completion is usually determined on a physical basis. For the other business lines (Eurovia and Energy), it is determined on the basis of the percentage of total costs incurred to date.

If the estimate of the final outcome of a contract indicates a loss, a provision is made for the loss on completion regardless of the stage of completion, based on the best estimates of income, including, if need be, any rights to additional revenue or claims if these are probable and can be reliably estimated. Provisions for losses on completion are shown under liabilities.

Part payments received under construction contracts before the corresponding work has been carried out are recognised under liabilities under advances and payments on account received.

3.5 Concession contracts

Under the terms of IFRIC 12, a concession operator has a twofold activity:

- a construction activity in respect of its obligations to design, build and finance a new asset that it makes available to the grantor: revenue is recognised on a stage of completion basis in accordance with IAS 11;
- an operating and maintenance activity in respect of the assets under the concession: revenue is recognised in accordance with IAS 18.

In return for its activities, the operator receives consideration from either:

- **users: the intangible asset model** applies. The operator has a right to receive tolls (or other payments) from users in consideration for the financing and construction of the infrastructure. The intangible asset model also applies whenever the concession grantor remunerates the concession operator on the basis of the extent of use of the infrastructure by users, but with no guarantees as to the amounts that will be paid to the operator (under a simple pass through or shadow toll agreement).

  Under this model, the right to receive toll payments (or other remuneration) is recognised in the concession operator's balance sheet under "Concession intangible assets". This right corresponds to the fair value of the asset under concession plus the borrowing costs capitalised during the construction phase. It is amortised over the term of the arrangement in a manner that reflects the pattern in which the asset's economic benefits are consumed by the entity, starting from the entry into service of the asset.

  This treatment applies to most of the infrastructure concessions, in particular the motorway networks (ASF, Escota and Cofiroute, the A19, the A-Modell A4 and A5 in Germany and the motorway concessions in Greece), bridges (the Rion-Antirion bridge in Greece and the bridges over the Tagus in Lisbon) and most of the parking facilities managed under concessions by VINCI Park.
- **the grantor: the financial asset model** applies. The operator has an unconditional contractual right to receive payments from the grantor, irrespective of the amount of use made of the infrastructure. Under this model, the operator recognises a financial asset, attracting interest, in its balance sheet, in consideration for the services it provides (designing, building, operation or maintenance). Such financial assets are recognised in the balance sheet under Loans and receivables, for the amount of the fair value of the infrastructure on first recognition and subsequently at amortised cost. The receivable is settled by means of the grantor's payments received. The financial income calculated on the basis of the effective interest rate, equivalent to the project's internal rate of return, is recognised under operating income.

  This model applies to Public-Private Partnerships in France and abroad: PFI (Private Finance Initiative) contracts and the Newport Southern Distributor Road in the UK, the Liefkenshoek Tunnel in Belgium, the schools construction or renovation contracts in Germany, the Coentunnel in the Netherlands, Granvia in Slovakia (the R1 expressway) and to some VINCI Park contracts.

In the case of **mixed models,** the operator is remunerated partly by users and partly by the grantor. The part of the investment that is covered by an unconditional right to receive payments from the grantor, is recognised as a financial receivable up to the amount guaranteed. The unguaranteed balance, of which the amount is dependent on the extent of use of the infrastructure, is recognised as an intangible asset. On the basis of an analysis of VINCI's existing contracts, this model applies to some VINCI Park contracts and to the Le Mans stadium.

3.6 Share-based payments

The measurement and recognition methods for share subscription and purchase plans, the *Plans d'Epargne Groupe* – Group Savings Schemes – and performance share plans, are defined by IFRS 2 "Share-based Payment". The granting of share options, performance shares and offers to subscribe to the Group Savings Scheme represent a benefit granted to their beneficiaries and therefore constitute supplementary remuneration borne by VINCI. Because such transactions do not give rise to monetary transactions, the benefits granted in this way are recognised as expenses in the period in which the rights are acquired, with a corresponding increase in equity. Benefits are measured on the basis of the fair value at the grant date of the equity instruments granted. The Monte Carlo binomial model is considered to be the most reliable and durable method for measuring this fair value because it allows a larger number of scenarios to be modelled, by including in particular the valuation of assumptions about beneficiaries' behaviour on the basis of observation of historical data.

3.6.1 Share subscription or purchase option plans

Options to subscribe to or purchase shares have been granted to Group employees and senior executives. For some of these plans, definitive vesting of share subscription or purchase option plans is conditional on performance conditions being met. The fair value of options is determined, at grant date, using the Monte Carlo measurement method, taking account of the impact of the market performance condition if applicable.

3.6.2 Performance share plans

Performance shares subject to vesting conditions have been granted to Group employees and senior executives. As these are plans under which the final vesting of the shares is dependent on the realisation of conditions relating to market performance and/or financial criteria, the fair value of the shares has been estimated, at grant date, using a Monte Carlo simulation model in order to incorporate the impact of the market performance condition and the likelihood of the financial criteria being met, as recommended by IFRS 2.
The number of performance shares measured at fair value in the calculation of the IFRS 2 expense is adjusted at each balance sheet date for the impact of the change in the likelihood of the financial criteria being met.

3.6.3 Group Savings Scheme

Under the Group Savings Scheme, VINCI issues new shares in France reserved for its employees three times a year with a subscription price that includes a discount of 10% against the average stock market price of the VINCI share during the last 20 business days preceding the authorisation by the Board of Directors. This discount is considered as a benefit granted to the employees; its fair value is determined using the Monte Carlo valuation model at the date on which the subscription price is announced to the employees. As certain restrictions apply to the shares acquired by the employees under these plans regarding their sale or transfer, the fair value of the benefit to the employee takes account of the fact that the shares acquired cannot be freely disposed of for five years, other than in certain specific circumstances.
The Group recognises the benefits granted in this way to its employees as an expense over the vesting period, with a corresponding increase of consolidated equity.
Benefits granted under share option plans, performance share plans and the Group Savings Scheme are implemented as decided by VINCI's Board of Directors after approval by the Shareholders' General Meeting, and are not, in general, systematically renewed. As their measurement is not directly linked to the business lines' operations, VINCI has considered it appropriate not to include the corresponding expense in the operating profit from ordinary activities, which is an indicator of the business lines' performance, but to report it on a separate line, labelled "Share-based payment expense (IFRS 2)", in operating profit.

3.7 Cost of net financial debt

The cost of net financial debt includes:
- the cost of gross financial debt, which includes the interest expense calculated at the effective interest rate, gains and losses on interest-rate derivatives allocated to gross financial debt, whether designated as hedges for accounting purposes or not; and
- the line item "financial income from cash management investments", which comprises the return on investments of cash and cash equivalents. Investments of cash and cash equivalents are measured at fair value through profit or loss.

3.8 Other financial income and expenses

Other financial income and expenses mainly comprises foreign exchange gains and losses, the effects of discounting to present value, dividends received from unconsolidated entities, capitalised borrowing costs and changes in the value of derivatives not allocated to interest-rate risk management.
Borrowing costs borne during the construction of concession assets are included in the cost of those assets. They are determined as follows:
- to the extent that funds are borrowed specifically for the purpose of constructing an asset, the borrowing costs eligible for capitalisation on that asset are the actual borrowing costs incurred during the period less any investment income arising from the temporary investment of those borrowings;
- when borrowing is not intended to finance a specific project, the interest eligible for capitalisation on an asset is determined by applying a capitalisation rate to the expenditure on that asset. This capitalisation rate is equal to the weighted average of the costs of borrowing funds for construction work, other than those specifically intended for the construction of given assets.

This does not relate to the construction of infrastructure under concession accounted for using the financial asset model (see Note A.3.20.2 "Loans and receivables at amortised cost").

3.9 Income tax

Income tax is computed in accordance with the tax legislation in force in the countries where the income is taxable.
In accordance with IAS 12, deferred tax is recognised on the temporary differences between the carrying amount and the tax base of assets and liabilities. It is calculated using the latest tax rates enacted or substantially enacted at the date of closing the accounts. The effects of a change in the tax rate from one period to another are recognised in the income statement in the period in which the change occurs.
Deferred tax relating to items recognised directly under equity, in particular share-based payment expenses (under IFRS 2), is also recognised under equity.
Whenever subsidiaries have distributable reserves, a deferred tax liability is recognised in respect of the probable distributions that will be made in the foreseeable future. Moreover, shareholdings in equity-accounted entities give rise to recognition of a deferred tax liability in respect of all the differences between the carrying amount and the tax base of the shares.
Net deferred tax is determined on the basis of the tax position of each entity or group of entities included in the tax group under consideration and is shown under assets or liabilities for its net amount per taxable entity. Deferred tax is reviewed at each balance sheet date to take account in particular of the impact of changes in tax law and the prospects for recovery. Deferred tax assets are only recognised if their recovery is probable.
Deferred tax assets and liabilities are not discounted.

3.10 Earnings per share

Basic earnings per share is the net profit for the period after non-controlling interests, divided by the weighted average number of shares outstanding during the period less treasury shares.
In calculating diluted earnings per share, the average number of shares outstanding is adjusted for the dilutive effect of equity instruments issued by the Company, in particular share subscription or purchase options and performance shares.

3.11 Concession intangible assets

Concession intangible assets correspond to the concession operator's right to operate the asset under concession in consideration for the investment expenditures incurred for the design and construction of the asset. This operator's right corresponds to the fair value of the construction of the asset under concession plus the borrowing costs capitalised during the construction phase. It is amortised over the term of the arrangement in a manner that reflects the pattern in which the asset's economic benefits are consumed by the entity, starting from the date when the right to operate starts to be used.

3.12 Goodwill

Goodwill is the excess of the cost of a business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities at the date(s) of acquisition, recognised on first consolidation.
Goodwill in fully consolidated subsidiaries is recognised under goodwill in consolidated assets. Goodwill relating to equity-accounted companies is included in the line-item "Investments in equity-accounted companies".
Goodwill is not amortised but is tested for impairment at least annually and whenever there is an indication that it may be impaired. Whenever goodwill is impaired, the difference between its carrying amount and its recoverable amount is recognised in operating profit or loss in the period and is not reversible.
Negative goodwill is recognised directly in profit or loss in the year of acquisition.

Following adoption of IFRS 3 Revised, an option is available to measure non-controlling interests at acquisition date either at fair value (the full goodwill method), or for the portion of the net assets acquired that they represent (the partial goodwill method). The choice can be made for each business combination.

3.13 Other intangible assets

Other intangible assets mainly comprise operating rights, quarrying rights of finite duration and computer software. Purchased intangible assets are measured at cost less amortisation and cumulative impairment losses Quarrying rights are amortised as materials are extracted (volumes extracted during the period are compared with the estimated total volume to be extracted from the quarry over its useful life), in order to reflect the decline in value due to depletion. Other intangible assets are amortised on a straight-line basis over their useful life.

3.14 Grants related to assets

Grants related to assets are presented in the balance sheet as a reduction of the amount of the asset for which they were received.

3.15 Property, plant and equipment

Items of property, plant and equipment are recorded at their acquisition or production cost less cumulative depreciation and any impairment losses. They are not revalued. They also include concession operating assets that are not controlled by the grantor but that are necessary for operation of the concession such as buildings intended for use in the operation, equipment for toll collection, signing, data transmission and video-surveillance, and vehicles and equipment.

Depreciation is generally calculated on a straight-line basis over the period of use of the asset. Accelerated depreciation may however be used when it appears more appropriate to the conditions under which the asset is used.

For certain complex assets comprising various components, in particular buildings and constructions, each component of the asset is depreciated over its own period of use. In the particular case of quarries, they are depreciated as materials are extracted (volumes extracted during the period are compared with the estimated total volume to be extracted from the quarry over its useful life), in order to reflect the decline in value due to consumption of the economic benefits.

The main periods of use of the various categories of items of property, plant and equipment are as follows:

Constructions:	
- structure	Between 20 and 50 years
- general technical installations	Between 5 and 20 years
Site equipment and technical installations	Between 3 and 12 years
Vehicles	Between 3 and 5 years
Fixtures and fittings	Between 8 and 10 years
Office furniture and equipment	Between 3 and 10 years

Depreciation commences as from the date when the asset is ready to enter service.

3.16 Finance leases

Assets acquired under finance leases are recognised as non-current assets whenever the effect of the lease is to transfer to the Group substantially all the risks and rewards incidental to ownership of these assets, with recognition of a corresponding financial liability. Assets held under finance leases are depreciated over their period of use.

3.17 Investment property

Investment property is property held to earn rentals or for capital appreciation. Such property is shown on a separate line in the balance sheet.
Investment property is recorded at its acquisition cost less cumulative depreciation and any impairment losses, in the same way as items of property, plant and equipment.

3.18 Impairment of non-financial non-current assets

Under certain circumstances, impairment tests must be performed on intangible and tangible fixed assets. For intangible assets with an indefinite useful life, goodwill and construction work in progress, a test is performed at least annually and whenever there is an indication of a loss of value. For other fixed assets, a test is performed only when there is an indication of a loss of value.
Assets to be tested for impairment are grouped within cash-generating units that correspond to homogeneous groups of assets that generate identifiable cash inflows from their use. Whenever the recoverable value of a cash-generating unit is less than its carrying amount, an impairment loss is recognised in operating profit or loss. The recoverable amount of a cash-generating unit is the higher of its fair value less costs to sell and its value in use. Value in use is the present value of the future cash flows expected to be derived from an asset or cash-generating unit. The discount rate is determined, for each cash-generating unit, taking account of its geographical location and the risk profile of its business.

3.19 Investments in equity-accounted companies

Equity-accounted investments are initially recognised at cost of acquisition, including any goodwill arising. Their carrying amount is then increased or decreased to recognise the Group's share of the entity's profits or losses after the date of acquisition. Whenever losses are greater than the value of the Group's net investment in the equity-accounted entity, these losses are not recognised unless the Group has entered into a commitment to recapitalise the entity or provide it with funding.
If there is an indication that an investment may be impaired, its recoverable value is tested as described in Note A.3.18 "Impairment of non-financial non-current assets". Impairment losses shown by these impairment tests are recognised as a deduction from the carrying amount of the corresponding investments.
In order to present business lines' operational performance in the best way possible, the profit or loss of equity-accounted companies is reported on a specific line, between the lines "operating profit from ordinary activities" and "operating profit".
These shareholdings are those in companies in which the Group has significant influence and jointly controlled entities.

3.20 Other non-current financial assets

Other non-current financial assets comprise available-for-sale securities, the part at more than one year of loans and receivables measured at amortised cost, the part at more than one year of financial receivables under Public-Private Partnership contracts (PPPs) and the fair value of derivative financial instruments designated as hedges maturing after one year (see Note A 3.29.2 "Fair value of derivative financial instruments (assets and liabilities)").

3.20.1 Available-for-sale securities

Available-for-sale securities comprise the Group's shareholdings in unconsolidated entities.
At the balance sheet date, available-for-sale securities are measured at their fair value. The fair value of shares in listed companies is determined on the basis of the stock market price at that balance sheet date. For unlisted securities, if their fair value cannot be determined reliably, the securities continue to be measured at their original cost, i.e. their cost of acquisition plus transaction costs.

Changes in fair value are recognised directly in equity.
Whenever there is an objective indication that this asset is impaired, the corresponding loss is recognised in profit or loss and may not be reversed.

- For securities quoted on an active market, a long-lasting or material decline in fair value below their cost is an objective indication of their impairment. The factors considered by the Group in assessing the long-lasting or material nature of a decline in fair value are generally the following:
  - the impairment is long-lasting whenever the closing stock market price has been lower than the cost of the security for more than 18 months;
  - the impairment is material whenever, at the balance sheet date, there has been a 30% fall in the spot price compared with the cost of the financial asset.
- For unlisted securities, the factors considered are the decrease in value of the share of equity held and the absence of prospects for profit.

3.20.2 Loans and receivables at amortised cost

Loans and receivables at amortised cost mainly comprise receivables connected with shareholdings, current account advances to equity-accounted companies or unconsolidated entities, guarantee deposits, collateralised loans and receivables and other loans and financial receivables. It also includes the financial receivables relating to concession contracts and Public-Private Partnerships whenever the concession operator has an unconditional right to receive remuneration (generally in the form of "scheduled construction payments") from the grantor.
When first recognised, these loans and receivables are recognised at their fair value plus the directly attributable transaction costs. At each balance sheet date, these assets are measured at their amortised cost using the effective interest method. In the particular case of receivables coming under the scope of IFRIC 12, the effective interest rate used corresponds to the project's internal rate of return.
If there is an objective indication of impairment of these loans and receivables, an impairment loss is recognised at the balance sheet date. The impairment loss, corresponding to the difference between the carrying amount and the recoverable amount (i.e. the present value of the expected cash flows discounted using the original effective interest rate), is recognised in profit or loss. This loss may be reversed if the recoverable value increases subsequently and if this favourable change can objectively be linked to an event arising after recognition of the impairment loss.

3.21 Inventories and work in progress

Inventories and work in progress are recognised at their cost of acquisition or of production by the entity. At each balance sheet date, they are measured at the lower of cost and net realisable value.

3.22 Trade and other operating receivables

Trade and other operating receivables are current financial assets and are initially measured at their fair value, which is generally their nominal value, unless the effect of discounting is material. At each balance sheet date, receivables are measured at their amortised cost less any impairment losses taking account of any likelihood of non-recovery.
An estimate of the likelihood of non-recovery is made at each balance sheet date and an impairment loss is recognised if necessary. The likelihood of non-recovery is assessed in the light of payment delays and guarantees obtained.

3.23 Other current financial assets

Other current financial assets comprise the fair value of derivative financial instruments (assets) not designated as hedges, the part at less than one year of the fair value of derivative financial instruments (assets) designated as hedges and the part at less than one year of loans and receivables reported under other non-current financial assets (see Note A.3.29.2 "Fair value of derivative financial instruments (assets and liabilities)").

3.24 Cash management financial assets

Cash management financial assets comprise investments in monetary and bond securities, and units in UCITS, made with a short-term management objective, that do not satisfy the IAS 7 criteria for recognition as cash (see Note A 3.25 "Cash and cash equivalents"). As the Group adopts fair value as being the best reflection of the performance of these assets, they are measured and recognised at their fair value, and changes in fair value are recognised through profit or loss.
Purchases and sales of cash management financial assets are recognised at their transaction date.
Their fair value is determined using commonly used valuation models or, for non-listed cash management assets, at the present value of future cash flows. In assessing the fair value of listed instruments, the Group uses the market price at the balance sheet date or the net asset value of UCITS.

3.25 Cash and cash equivalents

This item comprises current accounts at banks and cash equivalents corresponding to short-term, liquid investments subject to negligible risks of fluctuations of value. Cash equivalents comprise in particular monetary UCITS and certificates of deposit with maturities not exceeding three months at the origin. Bank overdrafts are not included in cash and are reported under current financial liabilities.
The Group has adopted the fair value method to assess the return on its financial instruments. Changes in fair value are recognised directly in profit or loss.
Their fair value is determined using commonly used valuation models or, for non-listed cash management assets, at the present value of future cash flows. In assessing the fair value of listed instruments, the Group uses the market price at the balance sheet date or the net asset value of UCITS.

3.26 Treasury shares and other equity instruments

Treasury shares held by the Group are booked as a deduction from equity at their cost of acquisition. Any gains or losses connected with the purchase, sale, issue or cancellation of treasury shares are recognised directly in equity without affecting the income statement.
In accordance with IAS 32, equity includes perpetual subordinated bonds that meet the definition of an equity instrument.

3.27 Non-current provisions

Non-current provisions comprise provisions for retirement benefit obligations and other non-current provisions.

3.27.1 Provisions for retirement benefit obligations

Provisions are taken in the balance sheet for obligations connected with defined benefit retirement plans, for both current and former employees (people with deferred rights or who have retired). These provisions are determined using the projected unit credit method on the basis of actuarial assessments made at each annual balance sheet date. The actuarial assumptions used to determine the obligations vary depending on the economic conditions of the country where the plan is operated. Each plan's obligations are recognised separately.
For defined benefit plans financed under external management arrangements (i.e. pension funds or insurance policies), the surplus or shortfall of the fair value of the assets compared with the present value of the obligations is recognised as an asset or liability in the balance sheet, after deduction of cumulative actuarial gains and losses and any past service cost not yet recognised in profit or loss.
Past service cost corresponds to the benefits granted either when an entity adopts a new defined benefit plan or when it changes the level of benefit of an existing plan. Whenever new rights to benefit are acquired as from the adoption of the new plan or the change of an existing plan, the past service cost is recognised immediately in profit or loss. Conversely, whenever adoption of a new plan or a change in a plan gives rise to the acquisition of rights after its implementation date, past service costs are recognised as an expense on a straight-line basis over the average period remaining until the corresponding rights are fully vested.
Actuarial gains and losses result from changes in actuarial assumptions and from experience adjustments (the effects of differences between the actuarial assumptions adopted and what has actually occurred).
Cumulative unrecognised actuarial gains and losses that exceed 10% of the higher of the present value of the defined benefit obligation and the fair value of the plan assets are recognised in profit or loss on a straight-line basis over the average expected remaining working lives of the employees in that plan.
For defined benefit plans, the expense recognised under operating profit or loss comprises the current service cost, the amortisation of past service cost, the amortisation of any actuarial gains and losses and the effects of any reduction or winding up of the plan. The interest cost (cost of discounting) and the expected yield on plan assets are recognised under other financial income and expenses.
Commitments relating to lump-sum payments on retirement for manual construction workers, which are met by contributions to an outside multi-employer insurance scheme (CNPO), are considered as being under defined contribution plans and are recognised as an expense as and when contributions are payable.

That part of provisions for retirement benefit obligations that matures within less than one year is shown under current liabilities.

3.27.2 Other non-current provisions

Other non-current provisions comprise provisions for other employee benefits, measured in accordance with IAS 19, and those provisions that are not directly linked to the operating cycle, measured in accordance with IAS 37. These are recognised whenever, at the balance sheet date, the Group has a legal or constructive present obligation towards third parties arising from a past event, whenever it is probable that an outflow of resources embodying economic benefits will be required to settle this obligation and whenever a reliable estimate can be made of the amount of the obligation. These provisions are measured at their present value, corresponding to the best estimate of the outflow of resources required to settle the obligation.

The part at less than one year of other employee benefits is reported under "other current payables". The part at less than one year of provisions not directly linked to the operating cycle is reported under "current provisions".

3.28 Current provisions

Current provisions are provisions directly linked to each business line's own operating cycle, whatever the expected time of settlement of the obligation. They are recognised in accordance with IAS 37 (see above). They also include the part at less than one year of provisions not directly linked to the operating cycle.
Provisions are taken for contractual obligations to maintain the condition of infrastructure under concession, principally by the motorway concession operating companies to cover the expense of major road repairs (surface courses, restructuring of slow lanes, etc.), bridges, tunnels and hydraulic infrastructure. Provisions are calculated on the basis of maintenance expense plans spanning several years, which are updated annually. These expenses are reassessed on the basis of appropriate indices (mainly the TP01, TP02 and TP09 indices). Provisions are also taken whenever recognised signs of defects are encountered on identified infrastructure. These provisions are recognised at their present value. The effect of discounting provisions is recognised under other financial expenses.
Provisions for after-sales service cover Group entities' commitments under statutory warranties relating to completed projects, in particular 10-year warranties on building projects in France. They are estimated statistically on the basis of expenses incurred in previous years or individually on the basis of specifically identified events.
Provisions for losses on completion of contracts and construction project liabilities are made mainly when end-of-contract projections, based on the most likely estimated outcome, indicate a loss, and when work needs to be carried out in respect of completed projects under completion warranties.

Provisions for disputes connected with operations mainly relate to disputes with customers, subcontractors, joint contractors or suppliers.
Restructuring provisions include the cost of plans and measures for which there is a commitment whenever these have been announced before the year end.
Provisions for other current liabilities mainly comprise provisions for late-delivery penalties, for individual dismissals and for other risks related to operations.

3.29 Bonds and other financial debt (current and non-current)

3.29.1 Bond loans, other loans and borrowings

These are recognised at amortised cost using the effective interest method. The effective interest rate is determined after taking account of redemption premiums and issuance expenses. Under this method, the interest expense is measured actuarially and reported under the cost of gross financial debt.
The benefit of a loan at a significantly below-market rate of interest, which is in particular the case for project finance granted by public-sector organisations, is treated as a government grant and recognised as a reduction of the debt and the related investments, in accordance with IAS 20.
Financial instruments that comprise both a debt component and an equity component, such as bonds convertible into shares, are recognised in accordance with IAS 32. The carrying amount of the hybrid instrument is apportioned between its debt component and its equity component, the equity component being defined as the difference between the fair value of the hybrid instrument and the fair value of the debt component. The debt component corresponds to the fair value of a debt with similar characteristics but without an equity component. The value attributed to the separately recognised equity component is not altered during the term of the instrument.
The debt component is measured using the amortised cost method over its estimated term. Issuance costs are allocated proportionately between the debt and equity components.
The part at less than one year of borrowings is included in current borrowings.

3.29.2 Fair value of derivative financial instruments (assets and liabilities)

The Group uses derivative financial instruments to hedge its exposure to market risks (mainly interest rates and foreign currency exchange rates).
Most interest rate and foreign currency exchange rate derivatives used by VINCI are designated as hedging instruments. Hedge accounting is applicable in particular if the conditions provided for in IAS 39 are satisfied:
- at the time of setting up the hedge, there is a formal designation and documentation of the hedging relationship;
- the effectiveness of the hedging relationship must be demonstrated from the outset and at each balance sheet date, prospectively and retrospectively.

The fair value of derivative financial instruments designated as hedges of which the maturity is greater than one year is reported in the balance sheet under "Other non-current financial assets" or "Other loans and borrowings (non-current)". The fair value of other derivative instruments not designated as hedges and the part at less than one year of instruments designated as non-current hedges are reported under "Other current financial assets" or "Current financial liabilities".

Financial instruments designated as hedging instruments

Derivative financial instruments designated as hedging instruments are systematically recognised in the balance sheet at fair value (see Note A.3.1.6 "Measurement of financial instruments at fair value"). Nevertheless, their recognition varies depending on whether they are designated as:
- a fair value hedge of an asset or a liability or of an unrecognised firm commitment;
- a cash flow hedge; or
- a hedge of a net investment in a foreign entity.

Fair value hedge
A fair value hedge enables the exposure to the risk of a change in the fair value of a financial asset, a financial liability or unrecognised firm commitment to be hedged.
Changes in the fair value of the hedging instrument are recognised in profit or loss for the period. The change in value of the hedged item attributable to the hedged risk is recognised symmetrically in profit or loss for the period (and adjusted to the carrying amount of the hedged item). Except for the ineffective part of the hedge, these two revaluations offset each other within the same line items in the income statement.

Cash flow hedge
A cash flow hedge allows exposure to variability in future cash flows associated with an existing asset or liability, or a highly probable forecast transaction, to be hedged.
Changes in the fair value of the derivative financial instrument are recognised in equity for the effective part and in profit or loss for the period for the ineffective part. Cumulative gains or losses in equity are taken to profit or loss under the same line item as the hedged item – i.e. under operating income and expenses for cash flows from operations and under financial income and expense otherwise – when the hedged cash flow affects profit or loss.
If the hedging relationship is interrupted because it is no longer considered effective, the cumulative gains or losses in respect of the derivative instrument are retained in equity and recognised symmetrically with the cash flow hedged. If the future cash flow is no longer expected, the gains and losses previously recognised in equity are taken to profit or loss.

Hedge of a net investment in a foreign entity
A hedge of a net investment denominated in a foreign currency hedges the exchange rate risk relating to the net investment in a consolidated foreign subsidiary. In a similar way as for cash flow hedges, the effective portion of the changes in the value of the hedging instrument is recorded in equity under currency translation reserves and the portion considered as ineffective is recognised in profit or loss. The change in the value of the hedging instrument recognised in translation differences is reversed through profit or loss when the foreign entity in which the initial investment was made is disposed of.

Derivative financial instruments not designated as hedging instruments

Derivative financial instruments that are not designated as hedging instruments are reported in the balance sheet at fair value and changes in their fair value are recognised in profit or loss.

3.29.3 Put options granted to minority shareholders

Put options (options to sell) granted to the minority shareholders of certain Group subsidiaries are recognised under financial liabilities for the present value of the exercise price of the option and as a corresponding reduction of consolidated equity (non-controlling interest and equity attributable to owners of the parent for the surplus, if any).

3.30 Off-balance sheet commitments

The Group's off-balance sheet commitments are monitored through specific annual and six-monthly reports.
Off-balance sheet commitments are reported in the appropriate Notes, as dictated by the activity to which they relate.

B. Impact of change of method: election for equity accounting of jointly controlled entities

In accordance with IAS 8, this change of method has been applied retrospectively from 1 January 2009. Equity at the beginning of the period and the comparative annual data presented have been restated.

1. Income statement

(in € millions)	2009 as published	Impact of change of method	2009 restated
Revenue (*)	**31,927.6**	**(1,186.7)**	**30,740.9**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	532.0	(95.3)	436.7
Total revenue	32,459.6	(1,282.0)	31,177.7
Revenue from ancillary activities	201.5	(8.6)	192.8
Operating expenses	(29,468.6)	1,198.2	(28,270.4)
Operating profit from ordinary activities	**3,192.5**	**(92.3)**	**3,100.1**
Share-based payments (IFRS 2)	(62.9)		(62.9)
Goodwill impairment expense	(11.8)		(11.8)
Profit/(loss) of equity-accounted companies	27.1	57.8	84.9
Operating profit	**3,144.8**	**(34.5)**	**3,110.4**
Cost of gross financial debt	(829.6)	32.4	(797.2)
Financial income from cash management investments	86.2	(2.8)	83.4
Cost of net financial debt	**(743.4)**	**29.6**	**(713.8)**
Other financial income	164.8	(7.3)	157.5
Other financial expenses	(123.4)	(0.0)	(123.4)
Income tax expense	(744.7)	17.4	(727.3)
Net profit from continuing operations	**1,698.2**	**5.1**	**1,703.3**
Profit after tax from discontinued activities (halted or sold)	–	–	
Net profit for the period	**1,698.2**	**5.1**	**1,703.3**
Net profit for the period attributable to non-controlling interests	102.2	5.1	107.3
Net profit for the period attributable to owners of the parent	**1,596.0**	**(0.0)**	**1,596.0**
Earnings per share attributable to owners of the parent			
Basic earnings per share (in €)	3.27		3.27
Diluted earnings per share (in €)	3.21		3.21

(*) Excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

The main impacts of the change of method are detailed below:

		2009			
(in € millions)		Total revenue	Operating profit from ordinary activities	Profit/(loss) of equity-accounted companies	Cost of net financial debt
As published		**32,459.6**	**3,192.5**	**27.1**	**(743.4)**
Concessions	**I**	**(104.7)**	**20.2**	**(18.5)**	**13.5**
Contracting	**II**	**(1,162.2)**	**(112.6)**	**76.4**	**16.1**
Energy		(7.0)	(0.8)	0.6	(0.0)
Eurovia		(151.8)	(9.9)	6.5	0.5
VINCI Construction		(1,003.4)	(101.8)	69.2	15.5
Holding companies & other activities	**III**	**(15.0)**	**0.0**	**0.0**	**0.0**
Total impact of change of method	**I + II + III**	**(1,282.0)**	**(92.3)**	**57.8**	**29.6**
Restated		**31,177.7**	**3,100.1**	**84.9**	**(713.8)**

2. Consolidated statement of comprehensive income

(in € millions)	2009 as published	Impact of change of method	2009 restated
Net profit for the period (including non-controlling interests)	**1,698.2**	**5.1**	**1,703.3**
Financial instruments of controlled companies: changes in fair value	(52.1)	10.6	(41.5)
of which:			
Available-for-sale financial assets	*14.4*		*14.4*
Cash flow hedges	*(66.5)*	*10.6*	*(55.9)*
Financial instruments of equity-accounted companies: changes in fair value	(7.7)	(12.7)	(20.5)
Currency translation differences	39.4	(0.4)	39.0
Tax	11.5	0.6	12.1
Income and expenses for the period recognised directly in equity	**(9.0)**	**(1.9)**	**(10.9)**
Total comprehensive income for the period	**1,689.3**	**3.2**	**1,692.5**
of which:			
Attributable to owners of the parent	*1,584.3*	*(1.3)*	*1,583.0*
Attributable to non-controlling interests	*104.9*	*4.5*	*109.4*

3. Balance sheet

(in € millions)	31/12/2009 As published	31/12/2009 Impact of change of method	31/12/2009 Restated	01/01/2009 As published	01/01/2009 Impact of change of method	01/01/2009 Restated
Assets						
Concession intangible assets	24,223.8	(291.5)	23,932.2	24,059.2	(62.1)	23,997.1
Goodwill, net	3,638.2	(39.6)	3,598.6	3,578.9	(46.3)	3,532.6
Other intangible assets	184.3	(16.0)	168.3	177.3	(9.4)	167.9
Property, plant and equipment	4,614.0	(623.4)	3,990.5	4,582.9	(536.1)	4,046.7
Investment property	49.9	(8.2)	41.7	42.8	(0.1)	42.6
Investments in equity-accounted companies	214.1	426.2	640.3	165.9	347.3	513.3
Other non-current financial assets	892.6	(242.2)	650.5	622.4	(81.7)	540.7
Deferred tax assets	144.6	(26.9)	117.7	143.8	(15.9)	127.9
Non-current assets	**33,961.4**	**(821.7)**	**33,139.7**	**33,373.2**	**(404.4)**	**32,968.8**
Inventories and work in progress	755.7	(88.4)	667.3	786.4	(60.5)	725.8
Trade and other operating receivables	10,369.9	(400.3)	9,969.5	11,561.5	(463.0)	11,098.5
Other current assets	368.1	(12.9)	355.2	325.6	(36.4)	289.2
Current tax assets	64.6	(12.6)	52.0	91.5	(0.2)	91.3
Other current financial assets	242.9	0.7	243.6	246.9	(16.5)	230.3
Cash management financial assets	1,116.7	20.7	1,137.3	338.6	17.6	356.2
Cash and cash equivalents	5,556.9	(143.3)	5,413.7	5,068.5	(124.6)	4,943.9
Current assets	**18,474.8**	**(636.2)**	**17,838.6**	**18,419.0**	**(683.7)**	**17,735.3**
Total assets	**52,436.1**	**(1,457.8)**	**50,978.3**	**51,792.2**	**(1,088.1)**	**50,704.1**
Equity and liabilities						
Share capital	1,302.4	0.0	1,302.4	1,240.4	0.0	1,240.4
Share premium	5,749.6	0.0	5,749.6	5,162.7	0.0	5,162.7
Treasury shares	(1,108.2)	0.0	(1,108.2)	(1,247.5)	0.0	(1,247.5)
Other equity instruments	490.6	0.0	490.6	490.6	0.0	490.6
Consolidated reserves	2,040.9	(0.0)	2,040.9	1,436.1	0.3	1,436.4
Currency translation reserves	(75.4)	(0.4)	(75.8)	(113.6)	(0.5)	(114.2)
Net profit for the period attributable to owners of the parent	1,596.0	(0.0)	1,596.0	1,591.4	(0.4)	1,591.0
Amounts recognised directly in equity	(187.6)	2.7	(184.8)	(139.7)	4.3	(135.4)
Non-controlling interests	631.5	24.9	656.4	605.3	23.2	628.6
Equity	**10,439.9**	**27.2**	**10,467.1**	**9,025.8**	**26.9**	**9,052.7**
Non-current provisions	994.8	36.8	1,031.6	905.3	1.1	906.5
Bonds	5,318.7	0.0	5,318.7	3,958.7	0.0	3,958.7
Other loans and borrowings	12,895.9	(558.1)	12,337.7	13,813.6	(352.6)	13,461.0
Other non-current liabilities	133.6	(12.0)	121.6	114.2	(15.1)	99.1
Deferred tax liabilities	2,364.6	(7.5)	2,357.1	2,478.5	(3.8)	2,474.7
Non-current liabilities	**21,707.6**	**(540.9)**	**21,166.7**	**21,270.4**	**(370.3)**	**20,900.1**
Current provisions	2,842.2	(19.2)	2,823.0	2,672.4	(14.3)	2,658.1
Trade payables	6,233.6	(357.6)	5,876.1	6,803.8	(376.1)	6,427.7
Other current payables	8,507.8	(435.8)	8,071.9	8,574.0	(188.6)	8,385.3
Current tax payables	222.2	(13.1)	209.1	123.7	(25.7)	98.0
Current borrowings	2,482.8	(118.4)	2,364.3	3,322.0	(139.9)	3,182.1
Current liabilities	**20,288.6**	**(944.2)**	**19,344.5**	**21,495.9**	**(744.6)**	**20,751.3**
Total liabilities	**52,436.1**	**(1,457.8)**	**50,978.3**	**51,792.2**	**(1,088.1)**	**50,704.1**

The main impacts of the change of method are detailed below:

(in € millions)		31/12/2009 Concession intangible assets	Property, plant and equipment	Investments in equity-accounted entities	Net financial debt
As published		**24,223.8**	**4,614.0**	**214.1**	**(13,684.1)**
Concessions	**I**	**(291.5)**	**1.8**	**31.1**	**271.8**
Contracting	**II**	**(0.1)**	**(625.3)**	**395.2**	**278.8**
Energy			(0.3)	0.8	(1.5)
Eurovia			(40.6)	39.8	(1.4)
VINCI Construction		(0.1)	(584.4)	354.6	281.7
Holding companies & other activities	**III**			**0.0**	**3.8**
Total impact of change of method	**I + II + III**	**(291.5)**	**(623.4)**	**426.2**	**554.4**
Restated		**23,932.2**	**3,990.5**	**640.3**	**(13,129.7)**

4. Statement of cash flows

(in € millions)		2009 As published	Impact of change of method	2009 restated
Consolidated net profit for the period (including non-controlling interests)		**1,698.2**	**5.1**	**1,703.3**
Depreciation and amortisation		1,814.0	(85.5)	1,728.5
Net increase/(decrease) in provisions		163.4	(18.1)	145.2
Share-based payments (IFRS 2) and other restatements		(30.6)	(0.0)	(30.6)
Gain or loss on disposals		(29.5)	0.3	(29.2)
Change in fair value of financial instruments		7.3	3.1	10.4
Share of profit or loss of equity-accounted companies, dividends received from unconsolidated entities and profit or loss from operations classified as held for sale		(41.2)	(57.6)	(98.8)
Capitalised borrowing costs		(105.4)	6.2	(99.2)
Cost of net financial debt recognised		743.4	(29.6)	713.8
Current and deferred tax expense recognised		744.7	(17.4)	727.3
Cash flows (used in)/from operations before tax and financing costs		**4,964.2**	**(193.5)**	**4,770.7**
Changes in working capital requirement and current provisions		608.8	(85.0)	523.8
Income taxes paid		(689.6)	45.8	(643.8)
Net interest paid		(783.8)	21.5	(762.3)
Dividends received from associates		0.0	46.7	46.7
Net cash flows (used in)/from operating activities	**I**	**4,099.6**	**(164.5)**	**3,935.2**
Purchases of property, plant and equipment, and intangible assets		*(893.0)*	*187.5*	*(705.5)*
Proceeds from sales of property, plant and equipment, and intangible assets		*95.3*	*(5.3)*	*90.0*
Net investments in operating assets		***(797.7)***	***182.2***	***(615.5)***
Operating cash flow		***3,301.9***	***17.7***	***3,319.6***
Investments in concession fixed assets (net of grants received)		*(1,051.8)*	*54.0*	*(997.8)*
Financial receivables (PPP contracts and others)		*(175.2)*	*129.2*	*(46.0)*
Growth investments in concessions and PPPs		**(1,227.0)**	**183.1**	**(1,043.9)**
Free cash flow		***2,074.9***	***200.8***	***2,275.8***
Purchases of shares in subsidiaries and associates (consolidated and unconsolidated)		*(185.5)*	*(2.8)*	*(188.4)*
Proceeds from sales of shares in subsidiaries and associates (consolidated and unconsolidated)		*69.5*	*(9.5)*	*60.0*
Net effect of changes in scope of consolidation		*5.7*	*(4.3)*	*1.4*
Net financial investments		**(110.3)**	**(16.7)**	**(127.0)**
Other		(6.6)	(24.8)	(31.3)
Net cash flows (used in)/from investing activities	**II**	**(2,141.6)**	**323.8**	**(1,817.7)**
Changes in share capital		648.8	0.0	648.8
Changes in treasury shares		(2.5)	0.0	(2.5)
Non-controlling interests in share capital increases of subsidiaries		5.1	(0.0)	5.1
Dividends paid				
- to shareholders of VINCI S.A.		*(816.0)*	*0.0*	*(816.0)*
- to non-controlling interests		*(57.0)*	*(2.6)*	*(59.5)*
Proceeds from new borrowings		1,489.5	(39.8)	1,449.7
Repayment of borrowings and changes in other current financial debt		(1,996.5)	(131.9)	(2,128.4)
Change in cash management assets		(813.7)	(2.5)	(816.2)
Net cash flows (used in)/from financing activities	**III**	**(1,542.2)**	**(176.7)**	**(1,718.9)**
Change in net cash	**I + II + III**	**415.9**	**(17.4)**	**398.5**
Net cash and cash equivalents at beginning of period		**4,513.4**	**(117.3)**	**4,396.1**
Other changes		26.9	0.1	27.0
Net cash and cash equivalents at end of period		**4,956.3**	**(134.6)**	**4,821.7**
Increase/(decrease) of cash management financial assets		813.7	2.5	816.2
(Proceeds from)/repayment of loans		507.0	171.6	678.7
Other changes		(76.9)	27.1	(49.8)
Change in net debt		**1,686.7**	**183.9**	**1,870.6**
Net debt at beginning of period		**(15,370.8)**	**370.5**	**(15,000.3)**
Net debt at end of period		**(13,684.1)**	**554.4**	**(13,129.7)**

The main impacts of the change of method are detailed below:

(in € millions)		2009 Cash flows (used in)/from operations before tax and financing costs	Net investments in operating assets	Investments in concession fixed assets and PPPs
As published		**4,964.2**	**(797.7)**	**(1,227.0)**
Concessions	**I**	**2.6**	**1.6**	**138.6**
Contracting	**II**	**(196.1)**	**180.6**	**44.5**
Energy		(0.6)	(0.2)	0.0
Eurovia		(16.4)	7.0	0.0
VINCI Construction		(179.1)	173.8	44.5
Holding companies & other activities	**III**	**0.0**	**0.0**	**0.0**
Total impact of change of method	**I + II + III**	**(193.5)**	**182.2**	**183.1**
Restated		**4,770.7**	**(615.5)**	**(1,043.9)**

C. Business combinations

1. Acquisitions in the Energy business line

1.1 Acquisition of Cegelec

In the context of a proposed strategic partnership, Qatari Diar Real Estate Investment Company (Qatari Diar) and VINCI entered into exclusive negotiations on 31 August 2009. After the opinion of the employee representative bodies of VINCI and Cegelec had been received, a contract was signed on 19 January 2010.
This agreement provided that Qatari Diar would contribute 100% of the Cegelec Group's assets and liabilities to VINCI, in exchange for 31.5 million VINCI shares, comprising 21 million new shares and 10.5 million treasury shares. Following approval by the competition authorities, Qatari Diar made this contribution on 14 April 2010 in exchange for a 5.78% holding of VINCI's equity representing 5.88% of voting rights.

Cegelec is a major provider of services to businesses and public authorities. It operates primarily in four major sectors: electrical engineering, climate control and mechanical engineering; automation, instrumentation and control; information and communication technologies; maintenance and services.

This acquisition will enable VINCI to strengthen its expertise:
- in the management of complex major projects in France and abroad, which are destined to represent a growing proportion of the Group's business;
- in facilities management [(1)], activities providing recurring business;
- outside France, both in Europe and emerging economies;
- in France, thanks to a high degree of complementarity of establishments;
- in promising sectors such as transport systems, oil and gas, and nuclear.

The acquisition by Qatari Diar of a shareholding in VINCI is accompanied by an agreement on stable shareholding. In accordance with this agreement, the appointment of Qatari Diar as a Director of VINCI was ratified by VINCI's Shareholders' General Meeting on 6 May 2010. The agreement provides that Qatari Diar will retain a shareholding in VINCI of between 5% and 8% for three years (with some exceptions).

The VINCI shares allocated to Qatari Diar in exchange for this acquisition have been valued at the spot rate on the transaction date in accordance with the IFRSs (€43.97 on 14 April 2010), making a total of €1,385 million. In addition, a cash payment of €16.4 million was made to Qatari Diar corresponding to the interim dividend paid by VINCI in December 2009 (€0.52 per share) in respect of the shares allocated to Qatari Diar. In total, the fair value of the assets transferred to obtain control of Cegelec was €1,401.4 million. There is no provision for any adjustment to the price.

In accordance with IFRS 3 Revised, VINCI is now assessing the fair value of the assets and liabilities, and contingent liabilities acquired and is determining the related deferred tax effects. A provisional allocation of the values of the identifiable assets, liabilities and contingent liabilities has been determined as at 14 April 2010 on the basis of information available. These values may be changed during a maximum of 12 months from the acquisition date, depending on new information obtained about the facts and circumstances at the acquisition date.

(1) The term "facilities management" relates to the provision of a combination of several property management and maintenance services for a single customer; this can be referred to as "multi-services" (for general services) or "multi-technology maintenance" (management of technical installations, electricity, communication, air conditioning, etc.).

Provisional determination of the identifiable assets, liabilities and contingent liabilities at the acquisition date

(in € millions)

Assets and liabilities acquired on 14 April 2010	Fair values
Non-current assets	
Intangible assets (*)	173.0
Property, plant and equipment	58.0
Non-current financial assets	18.3
Deferred tax assets	31.5
Total non-current assets	**280.8**
Current assets	
Inventories and work in progress	100.7
Trade and other operating receivables	845.5
Other current assets	97.5
Current tax assets	11.0
Cash and cash equivalents	104.5
Total current assets	**1,159.2**
Non-current liabilities	
Other non-current liabilities	189.0
Deferred tax liabilities	81.0
Total non-current liabilities	**270.0**
Current liabilities	
Current provisions	223.5
Trade payables	519.6
Other current payables	662.1
Current tax payables	4.5
Current borrowings	322.3
Total current liabilities	**1,732.0**
Net assets acquired on 100% basis	**(562.0)**
Purchase price	**1,401.4**
Provisional goodwill	**1,963.4**

(*) Work on valuing the Cegelec brand was carried out in 2010 as part of the process for measurement at fair value of the assets and liabilities acquired. The brand has been valued at €170 million.

Provisional goodwill has been allocated to the cash-generating units of the Energy business line, by country and corresponds to the future supplementary economic benefits that VINCI considers it can generate following the acquisition of Cegelec and the alliance with its energy services activities.

Contribution by Cegelec to VINCI's 2010 results

(in € millions)	14/04/2010 – 31/12/2010
Consolidated revenue	2,021.0
Operating profit from ordinary activities	70.7
Net profit for the period	37.3

In the period from 1 January 2010 to 31 December 2010, revenue, operating profit from ordinary activities and net profit, on the basis of the same assumptions as those retained at acquisition date, would be approximately €2,770 million, €100 million and €50 million respectively.

1.2 Acquisition of Faceo

After consulting the employee representative bodies and obtaining the agreement of the competent competition authorities, VINCI Energies entered into an agreement with APAX Partners on 29 July 2010 to acquire 100% of Faceo.

Faceo is a major player in Europe's facilities management[1] market , providing integrated solutions for service sector maintenance in engineering, systems integration, service provision and facilities management under multi-year contracts. Faceo employs 2,500 people and generated revenue of €430 million in 2009, of which 30% was outside France.

(1) See footnote page 203.

This acquisition was made through VINCI Facilities, a newly formed company within VINCI's Energy business line where most of the Group's facilities management activities will be concentrated. In this connection, Faceo will bring its unique expertise as a multi-site, multi-country integrator for major international corporations. VINCI Facilities also enables the Group to increase its offer of services for major PPP projects in the service sector.

The acquisition price was paid in cash, for €279.8 million. The purchase agreement does not provide for any adjustment to the price.

In accordance with IFRS 3 Revised, VINCI is now assessing the fair value of the assets and liabilities, and contingent liabilities acquired and is determining the related deferred tax effects. A provisional allocation of the values of the identifiable assets, liabilities and contingent liabilities has been determined as at 29 July 2010 on the basis of information available. These values may be changed during a maximum of 12 months from the acquisition date, depending on new information obtained about the facts and circumstances at the acquisition date.

Provisional determination of the identifiable assets, liabilities and contingent liabilities at the acquisition date

(in € millions)

Assets and liabilities acquired on 29 July 2010	Fair values
Non-current assets	
Intangible assets	0.8
Property, plant and equipment	5.4
Non-current financial assets	2.2
Deferred tax assets	9.1
Total non-current assets	**17.5**
Current assets	
Inventories and work in progress	17.8
Trade and other operating receivables	150.6
Other current assets	4.1
Current tax assets	1.2
Cash and cash equivalents	77.2
Total current assets	**250.9**
Non-current liabilities	
Other non-current liabilities	197.6
Deferred tax liabilities	0.1
Total non-current liabilities	**197.7**
Current liabilities	
Current provisions	8.7
Trade payables	140.4
Other current payables	79.8
Current tax payables	1.8
Current borrowings	3.7
Total current liabilities	**234.4**
Net assets acquired on 100% basis	**(163.7)**
Purchase price	**279.8**
Provisional goodwill	**443.5**

Provisional goodwill corresponds to the future economic benefits that VINCI considers it can generate following the acquisition of Faceo and the alliance with its facilities management activities. It has been allocated to the VINCI Facilities CGU in the Energy business line.

Contribution by Faceo to VINCI's 2010 results

(in € millions)	01/08/2010 – 31/12/2010
Consolidated revenue	200.3
Operating profit from ordinary activities	17.1
Net profit for the period	10.0

In the period from 1 January 2010 to 31 December 2010, revenue, operating profit from ordinary activities and net profit, on the basis of the comparable assumptions as retained at acquisition date, would be approximately €480 million, €30 million and zero respectively.

2. Acquisition in Eurovia

2.1 Acquisition of quarries from the Tarmac group

On 1 September 2010, Eurovia finalised the acquisition of quarries in France, Germany, Poland and the Czech Republic from Tarmac, a subsidiary of the mining group Anglo American plc. These assets include 88 hard rock, sand and gravel extraction sites with an annual output of around 27 million tonnes. Eurovia's annual production of aggregates will increase by approximately 40%.

This transaction will allow Eurovia to expand its geographical presence in Europe and strengthen its industrial capacity in countries where road construction activity is brisk.

This acquisition was paid in cash, for €231.2 million, after price adjustment.

In accordance with IFRS 3 Revised, VINCI is now assessing the fair value of the assets and liabilities, and contingent liabilities acquired and is determining the related deferred tax effects. A provisional allocation of the values of the identifiable assets, liabilities and contingent liabilities has been determined as at 1 September 2010 on the basis of information available. These values may be changed during a maximum of 12 months from the acquisition date, depending on new information obtained about the facts and circumstances at the acquisition date.

Provisional determination of the identifiable assets, liabilities and contingent liabilities at the acquisition date

(in € millions)

Assets and liabilities acquired at 1 September 2010	Fair values
Non-current assets	
Intangible assets	1.6
Property, plant and equipment	295.6
Non-current financial assets	12.8
Deferred tax assets	10.4
Total non-current assets	**320.4**
Current assets	
Inventories and work in progress	17.2
Trade and other operating receivables	47.7
Other current assets	4.0
Current tax assets	2.4
Cash and cash equivalents	61.3
Total current assets	**132.5**
Non-current liabilities	
Other non-current liabilities	15.4
Deferred tax liabilities	40.3
Total non-current liabilities	**55.7**
Current liabilities	
Current provisions	35.4
Trade payables	19.0
Other current payables	26.3
Tax payables	2.3
Current borrowings	108.0
Total current liabilities	**190.9**
Net assets acquired	**206.2**
Purchase price	**231.2**
Provisional goodwill	**25.0**

The work on assessing the fair value of the identifiable assets, liabilities and contingent liabilities is provisional and relates mainly to deposit sites.

The provisional goodwill corresponds to the synergies that Eurovia considers it will be able to generate by this transaction.

Contribution of Tarmac Group quarries to VINCI's 2010 results

(in € millions)	01/09/2010 - 31/12/2010
Consolidated revenue	78.7
Operating profit from ordinary activities	6.0
Net profit for the period attributable to owners of the parent	3.9

In the period from 1 January 2010 to 31 December 2010, revenue, operating profit from ordinary activities and net profit, on the basis of the comparable assumptions as retained at acquisition date, would be approximately €220 million, €15 million and €10 million respectively.

D. Segment information

Based on the Group's organisational structure, segment information is presented by business line. Following the acquisition of Cegelec and Faceo (see Note C. "Business combinations"), the Group carried out an internal reorganisation in 2010: VINCI Construction 's facilities management activities (in France and Germany), which accounted for revenue of €248 million in 2009, were transferred to the newly created VINCI Facilities division within the Energy business line.

To ensure comparability of segment information, the 2009 data have been restated to take account of this new organisation.

The main business lines are:
– Concessions:
- VINCI Autoroutes: motorway concessions in France (ASF/Escota, Cofiroute, Arcour).
- VINCI Park and other concessions: management under concession, tenancy or service provision agreements of motorways outside France and major infrastructure such as bridges and tunnels, car parks, airports and public infrastructure equipment.

– Contracting
- Energy: electrical works and engineering, information and communication technology, heating, ventilation and air conditioning engineering, insulation and facilities management[1]. This business line includes Cegelec's activities since 14 April 2010 and Faceo's since 29 July 2010.
- Eurovia: building and maintenance of roads, motorways and railways, urban infrastructure, environmental work, production of materials, demolition, recycling and signage.
- VINCI Construction: design and construction of buildings and infrastructure in the civil engineering sector, hydraulic works, foundations and soil treatment.

1. Revenue

1.1 Breakdown of revenue by business line

(in € millions)	2010	2009 (*)	Change 2010/2009
Concessions	**5,097.1**	**4,889.1**	**4.3%**
VINCI Autoroutes	4,258.7	4,095.0	4.0%
VINCI Park and other concessions	838.4	794.0	5.6%
Contracting	**28,150.4**	**25,728.8**	**9.4%**
Energy	7,102.0	4,861.7	46.1%
Eurovia	7,930.2	7,851.1	1.0%
VINCI Construction	13,118.2	13,016.0	0.8%
Eliminations and miscellaneous	**128.4**	**123.0**	**4.3%**
Revenue (**)	**33,375.8**	**30,740.9**	**8.6%**
Concession subsidiaries' revenue derived from works carried out by non-Group companies (***)	627.0	436.7	43.6%
Total revenue	34,002.8	31,177.7	9.1%

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities" and the internal reorganisation of the facilities management activity (in France and Germany) reclassified from the Construction business line to the Energy business line.

(**) Excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

(***) Including intragroup revenue of Contracting business lines from work for concession operating companies (€285.9 million at 31 December 2010 and €376.1 million at 31 December 2009).

(1) See footnote page 203.

1.2 Breakdown of revenue by geographical market

(in € millions)	2010	%	2009 (*)	%
France	20,921.8	62.7%	19,613.6	63.8%
United Kingdom	1,863.6	5.6%	2,043.4	6.6%
Germany	1,843.7	5.5%	1,747.2	5.7%
Central and Eastern Europe (**)	2,283.4	6.8%	2,087.8	6.8%
Benelux	1,470.2	4.4%	1,253.8	4.1%
Other European countries	1,087.3	3.3%	931.9	3.0%
Europe (***)	**29,470.0**	**88.3%**	**27,677.6**	**90.0%**
of which, European Union	*29,039.9*	*87.0%*	*27,310.3*	*88.8%*
North America	943.7	2.8%	869.7	2.8%
Africa	1,698.2	5.1%	1,293.9	4.2%
Asia Pacific	910.8	2.7%	607.5	2.0%
Latin America	353.2	1.1%	292.3	1.0%
Revenue (****)	**33,375.8**	**100.0%**	**30,740.9**	**100.0%**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	627.0		436.7	
Total revenue	34,002.8		31,177.7	

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Albania, Belarus, Bosnia-Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Hungary, Latvia, Lithuania, Macedonia, Moldova, Poland, Romania, Russia, Serbia-Montenegro, Slovakia, Slovenia and Ukraine.

(***) Including the eurozone for €25,222 million at 31 December 2010 and €23,302 million at 31 December 2009.

(****) Excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

Revenue arising in foreign countries amounted to €12,454 million in 2010, 11.9% more than in 2009 and represented 37.3% of total revenue, excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies (36.2% in 2009).

2. Other segment information by business line

The data below is for each business line separately and is stated before elimination, at their own level, of transactions with other business lines.

2010

		Contracting						
(in € millions)	**Concessions**	**Energy**	**Eurovia**	**VINCI Construction**	**Total**	**Holding companies & other activities**	**Éliminations**	**Total**
31 December 2010								
Income statement								
Revenue (*)	**5,097.1**	**7,102.0**	**7,930.2**	**13,118.2**	**28,150.4**	**603.3**	**(475.0)**	**33,375.8**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	912.9						(285.9) (**)	627.0
Total revenue	6,009.9	7,102.0	7,930.2	13,118.2	28,150.4	603.3	(760.8)	34,002.8
Operating profit from ordinary activities	**2,093.5**	**386.7**	**285.5**	**584.4**	**1,256.6**	**83.8**		**3,433.9**
% of revenue (***)	*41.1%*	*5.4%*	*3.6%*	*4.5%*	*4.5%*			*10.3%*
Operating profit	**2,084.7**	**366.7**	**278.6**	**619.4**	**1,264.7**	**79.8**		**3,429.1**
% of revenue (***)	*40.9%*	*5.2%*	*3.5%*	*4.7%*	*4.5%*			*10.3%*
Cash flow statement								
Cash flows (used in)/from operations before tax and financing costs	**3,196.8**	**415.8**	**470.5**	**879.9**	**1,766.2**	**88.9**		**5,052.0**
% of revenue (***)	*62.7%*	*5.9%*	*5.9%*	*6.7%*	*6.3%*			*15.1%*
of which, net depreciation and amortisation	*1,129.4*	*74.6*	*233.0*	*287.6*	*595.2*	*6.0*		*1,730.7*
of which, net provisions	*78.3*	*1.3*	*4.1*	*81.9*	*87.3*	*(30.6)*		*135.0*
Net investments in operating assets	(42.4)	(63.7)	(187.4)	(301.9)	(553.0)	(0.1)		(595.4)
Operating cash flow	**1,797.0**	**412.9**	**254.2**	**255.5**	**922.7**	**70.1**		**2,789.8**
Growth investments in concessions and PPPs	(851.5)	(0.1)		(19.6)	(19.7)	0.0		(871.1)
Free cash flow	**945.6**	**412.8**	**254.2**	**235.9**	**903.0**	**70.1**		**1,918.7**
Balance sheet								
Capital employed	**25,121.0**	**1,852.7**	**1,160.1**	**(433.1)**	**2,579.7**	**65.4**		**27,766.1**
of which, investments in equity-accounted companies	*119.0*	*2.5*	*136.3*	*451.2*	*589.9*	*4.6*		*713.5*
Net financial surplus (debt)	**(15,599.2)**	**606.4**	**204.3**	**2,144.5**	**2,955.3**	**(415.7)**		**(13,059.7)**

(*) Excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.
(**) Intragroup revenue of the Contracting business from work for the Group's concession operating companies.
(***) Percentage calculated on revenue excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

2009 (*)

(in € millions)	Concessions	Contracting: Energy	Contracting: Eurovia	Contracting: VINCI Construction	Contracting: Total	Holding companies & other activities	Éliminations	Total
31 December 2009 (*)								
Income statement								
Revenue (**)	**4,889.1**	**4,861.7**	**7,851.1**	**13,016.0**	**25,728.8**	**558.5**	**(435.4)**	**30,740.9**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	812.8						(376.1)(***)	436.7
Total revenue	5,701.9	4,861.7	7,851.1	13,016.0	25,728.8	558.5	(811.5)	31,177.7
Operating profit from ordinary activities	**1,937.0**	**266.1**	**308.9**	**532.1**	**1,107.1**	**56.0**		**3,100.1**
% of revenue (****)	*39.6 %*	*5.5 %*	*3.9 %*	*4.1 %*	*4.3 %*			*10.1 %*
Operating profit	**1,929.2**	**250.3**	**302.6**	**576.0**	**1,129.0**	**52.2**		**3,110.4**
% of revenue (****)	*39.5 %*	*5.1 %*	*3.9 %*	*4.4 %*	*4.4 %*			*10.1 %*
Cash flow statement								
Cash flows (used in)/from operations before tax and financing costs	**3,089.0**	**293.7**	**498.4**	**748.8**	**1,540.9**	**140.8**		**4,770.7**
% of revenue (****)	*63.2 %*	*6.0 %*	*6.3 %*	*5.8 %*	*6.0 %*			*15.5 %*
of which, net depreciation and amortisation	*1,140.4*	*62.6*	*228.0*	*290.8*	*581.4*	*6.7*		*1,728.5*
of which, net provisions	*93.5*	*19.9*	*36.6*	*17.7*	*74.3*	*(22.6)*		*145.2*
Net investments in operating assets	(46.6)	(64.7)	(209.9)	(291.3)	(565.8)	(3.1)		(615.5)
Operating cash flow	**1,949.7**	**325.5**	**313.3**	**409.2**	**1,048.1**	**321.9**		**3,319.6**
Growth investments in concessions and PPPs	(1,028.6)	(1.9)		(13.4)	(15.3)	0.0		(1,043.9)
Free cash flow	**921.1**	**323.7**	**313.3**	**395.8**	**1,032.8**	**321.9**		**2,275.8**
Balance sheet								
Capital employed	**25,065.5**	**(141.5)**	**850.8**	**(739.7)**	**(30.4)**	**(30.1)**		**25,005.0**
of which, investments in equity-accounted companies	*107.6*	*0.8*	*139.0*	*392.7*	*532.5*	*0.3*		*640.3*
Net financial surplus (debt)	**(15,688.2)**	**963.8**	**425.6**	**2,228.2**	**3,617.6**	**(1,059.1)**		**(13,129.7)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities" and the internal reorganisation of the facilities management activity (in France and Germany) reclassified from the Construction business line to the Energy business line.

(**) Excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

(***) Intragroup revenue of the Contracting business from work for the Group's concession operating companies.

(****) Percentage calculated on revenue excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

Reconciliation between capital employed and the financial statements

The definition of capital employed used by VINCI to measure value creation is non-current assets less working capital requirements (including current provisions) (see Note F.21 "Working capital requirements and current provisions") and less tax payable.

(in € millions)	Note	31/12/2010	31/12/2009 (*)
Capital employed – Assets			
Concession intangible assets		23,771.6	23,932.2
- Deferred tax on ASF goodwill		(1,931.3)	(2,019.6)
Goodwill, gross		6,174.2	3,668.3
Other intangible assets		354.9	168.3
Property, plant and equipment		4,411.5	3,990.5
Investment property		40.9	41.7
Investments in equity-accounted companies		713.5	640.3
Other non-current financial assets		869.5	650.5
- Collateralised loans and receivables (at more than one year)	16	0.0	(0.4)
- Derivative non-current financial instruments (assets)	16	(186.1)	(130.6)
Inventories and work in progress		843.8	667.3
Trade and other operating receivables		11,978.9	9,969.5
Other current assets		330.7	355.2
Current tax assets		76.1	52.0
Total capital employed – Assets		**47,448.1**	**41,985.1**
Capital employed – Liabilities			
Current provisions		(3,235.0)	(2,823.0)
Trade payables		(6,692.2)	(5,876.1)
Other current payables		(9,571.7)	(8,071.9)
Current tax payables		(183.1)	(209.1)
Total capital employed – Liabilities		**(19,682.0)**	**(16,980.1)**
Total capital employed		**27,766.1**	**25,005.0**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

The 11% change in capital employed mainly results from the business combinations completed during the period, described in Note C. "Business combinations".

3. Breakdown of the Concessions business

2010

(in € millions)	VINCI Autoroutes (*)	*of which* ASF/Escota	*of which* Cofiroute	VINCI Park	Other concessions	Holding companies	Total
31 December 2010							
Income statement							
Revenue (**)	**4,258.7**	**3,074.1**	**1,149.8**	**596.0**	**242.4**	**0.0**	**5,097.1**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	823.5	*676.2*	*142.4*	32.2	57.1	0.0	912.9
Total revenue	5,082.2	*3,750.3*	*1,292.2*	628.2	299.5		6,009.9
Operating profit from ordinary activities	**1,922.9**	***1,318.2***	***590.8***	**110.9**	**66.7**	**(7.0)**	**2,093.5**
% of revenue (***)	*45.2%*	*42.9%*	*51.4%*	*18.6%*	*27.5%*		*41.1%*
Operating profit	**1,916.8**	***1,313.7***	***589.2***	**113.5**	**67.7**	**(13.3)**	**2,084.7**
% of revenue (***)	*45.0%*	*42.7%*	*51.2%*	*19.0%*	*27.9%*		*40.9%*
Cash flow statement							
Cash flows (used in)/from operations before tax and financing costs	**2,929.1**	***2,102.1***	***806.8***	**177.5**	**97.5**	**(7.3)**	**3,196.8**
% of revenue (***)	*68.8%*	*68.4%*	*70.2%*	*29.8%*	*40.2%*		*62.7%*
of which, net depreciation and amortisation	*1,025.8*	*798.3*	*221.1*	*72.9*	*30.6*	*0.1*	*1,129.4*
of which, net provisions	*25.3*	*15.3*	*9.9*	*1.0*	*(0.6)*	*52.6*	*78.3*
Net investments in operating assets	(12.9)	*(11.5)*	*(1.4)*	(24.4)	(5.0)	(0.1)	(42.4)
Operating cash flow	**1,635.1**	***1,197.5***	***455.4***	**107.0**	**73.1**	**(18.2)**	**1,797.0**
Growth investments in concessions and PPPs	(758.7)	*(655.0)*	*(98.5)*	(32.9)	(59.9)	0.0	(851.5)
Free cash flow	**876.4**	***542.6***	***357.0***	**74.2**	**13.2**	**(18.2)**	**945.6**
Balance sheet							
Capital employed	**22,954.1**	***16,796.1***	***5,472.3***	**1,227.3**	**666.7**	**272.9**	**25,121.0**
of which, investments in equity-accounted companies	*10.4*	*10.4*		*40.1*	*68.5*	*(0.0)*	*119.0*
Net financial surplus (debt)	**(13,965.4)**	***(10,294.9)***	***(3,045.3)***	**(787.4)**	**(407.9)**	**(438.6)**	**(15,599.2)**

(*) Motorway concessions in France (ASF/Escota, Cofiroute, Arcour).
(**) Excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.
(***) Percentage calculated only on revenue excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

2009 (*)

(in € millions)	VINCI Autoroutes (*)	of which ASF/Escota	of which Cofiroute	VINCI Park	Other concessions	Holding companies	Total
31 December 2009 (*)							
Income statement							
Revenue (***)	**4,095.0**	**2,966.9**	**1,110.5**	**575.7**	**218.4**	**0.0**	**4,889.1**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	692.2	*427.2*	*175.2*	33.3	87.3	0.0	812.8
Total revenue	4,787.3	*3,394.2*	*1,285.7*	608.9	305.7		5,701.9
Operating profit from ordinary activities	**1,792.9**	***1,189.1***	***596.8***	**97.7**	**54.8**	**(8.3)**	**1,937.0**
% of revenue (****)	*43.8%*	*40.1%*	*53.7%*	*17.0%*	*25.1%*		*39.6%*
Operating profit	**1,788.9**	***1,186.2***	***595.7***	**98.8**	**54.2**	**(12.6)**	**1,929.2**
% of revenue (****)	*43.7%*	*40.0%*	*53.6%*	*17.2%*	*24.8%*		*39.5%*
Cash flow statement							
Cash flows (used in)/from operations before tax and financing costs	**2,806.9**	***1,996.7***	***799.9***	**197.5**	**81.1**	**3.6**	**3,089.0**
% of revenue (****)	*68.5%*	*67.3%*	*72.0%*	*34.3%*	*37.1%*		*63.2%*
of which, net depreciation and amortisation	*1,039.3*	*826.4*	*209.6*	*73.1*	*26.3*	*1.6*	*1,140.4*
of which, net provisions	*54.4*	*35.8*	*18.5*	*28.9*	*(0.0)*	*10.3*	*93.5*
Net investments in operating assets	(15.7)	*(10.3)*	*(5.4)*	(26.8)	(3.9)	(0.2)	(46.6)
Operating cash flow	**1,772.0**	***1,229.4***	***529.9***	**97.6**	**78.8**	**1.2**	**1,949.7**
Growth investments in concessions and PPPs	(944.6)	*(523.7)*	*(315.0)*	(43.9)	(40.1)	0.0	(1,028.6)
Free cash flow	**827.4**	***705.7***	***214.8***	**53.8**	**38.7**	**1.2**	**921.1**
Balance sheet							
Capital employed	**22,987.3**	***16,786.9***	***5,519.7***	**1,248.6**	**594.5**	**235.1**	**25,065.5**
of which, investments in equity-accounted companies	*10.7*	*10.7*		*31.1*	*65.9*	*0.0*	*107.6*
Net financial surplus (debt)	**(14,028.9)**	***(10,211.8)***	***(3,227.0)***	**(819.5)**	**(350.6)**	**(489.2)**	**(15,688.2)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Motorway concessions in France (ASF/Escota, Cofiroute, Arcour).
(***) Excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.
(****) Percentage calculated only on revenue excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

4. Segment information by geographical segment

(in € millions)	France	Germany	United Kingdom	Central and Eastern Europe (*)	Benelux	Other European countries	Europe	North America	Africa	Asia Pacific	Latin America	Total
31 December 2010												
Capital employed	25,572.8	114.3	216.4	(97.9)	762.6	586.6	27,154.8	329.3	238.4	(31.5)	75.1	**27,766.1**
31 December 2009 (**)												
Capital employed	23,511.7	(21.4)	149.7	(214.6)	576.1	640.0	24,641.5	244.4	60.1	24.8	34.2	**25,005.0**

(*) Albania, Belarus, Bosnia-Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Hungary, Latvia, Lithuania, Macedonia, Moldova, Poland, Romania, Russia, Serbia-Montenegro, Slovakia, Slovenia and Ukraine.
(**) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

E. Notes to the income statement

5. Operating profit

(in € millions)	2010	2009 (*)
Revenue (**)	**33,375.8**	**30,740.9**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	627.0	436.7
Total revenue	34,002.8	31,177.7
Revenue from ancillary activities	**166.1**	**192.8**
Purchases consumed	(8,047.2)	(6,881.4)
External services	(4,234.7)	(3,545.1)
Temporary employees	(874.1)	(819.8)
Subcontracting and construction costs of concession operating companies (***)	(7,069.3)	(7,114.4)
Taxes and levies	(911.6)	(914.2)
Employment costs	(7,885.6)	(7,115.2)
Other operating income and expenses	51.6	38.9
Depreciation and amortisation (****)	(1,730.7)	(1,728.5)
Net provision charges (****)	(33.4)	(190.7)
Operating expenses	**(30,735.1)**	**(28,270.4)**
Operating profit from ordinary activities	**3,433.9**	**3,100.1**
% of revenue (*****)	*10.3%*	*10.1%*
Share-based payment expense (IFRS 2)	(71.2)	(62.9)
Goodwill impairment expense	(1.8)	(11.8)
Profit/(loss) of equity-accounted companies	68.2	84.9
Operating profit	**3,429.1**	**3,110.4**
% of revenue (*****)	*10.3%*	*10.1%*

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Including reversals of amortisation relating to investment grants.
(***) Including Concession subsidiaries' revenue derived from works carried out by non-Group companies.
(****) Comprises expenses and reversals of non-current provisions (see Note F.20.2 "Other non-current provisions") and of current provisions (see Note F.21 "Current provisions").
(*****) Percentage calculated on revenue excluding Concession subsidiaries' revenue derived from works carried out by non-Group companies.

Operating profit from ordinary activities measures the operating performance of the Group's subsidiaries before the effects of share-based payments (IFRS 2), goodwill impairment losses and profit or loss of equity-accounted companies.

5.1 Other operating income and expenses

(in € millions)	31/12/2010	31/12/2009 (*)
Net gains or losses on disposal of property, plant and equipment and intangible assets	27.8	25.7
Share in operating profit or loss of joint ventures	30.0	23.7
Other	(6.3)	(10.5)
Total	**51.6**	**38.9**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

5.2 Depreciation and amortisation

Net depreciation and amortisation breaks down as follows:

(in € millions)	31/12/2010	31/12/2009 (*)
Concession intangible assets	(943.1)	(960.0)
Intangible assets	(35.2)	(35.6)
Property, plant and equipment	(748.9)	(729.4)
Investment property	(3.5)	(3.5)
Depreciation and amortisation	**(1,730.7)**	**(1,728.5)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

6. Financial income and expenses

Financial income and expenses break down as follows by accounting category of financial assets and liabilities:

	31/12/2010		
(in € millions)	**Cost of net financial debt**	**Other financial income and expenses**	**Equity**
Liabilities at amortised cost	(705.2)		
Assets and liabilities at fair value through profit or loss (fair value option)	75.1		
Derivatives designated as hedges: assets and liabilities	(4.3) (*)		(128.2)
Derivatives at fair value through profit or loss (trading): assets and liabilities	(1.5)		
Loans and receivables		(1.2)	
Available-for-sale financial assets		13.6	5.9
Foreign exchange gains and losses		(2.5)	
Effect of discounting to present value		(74.3)	
Borrowing costs capitalised or in inventory		77.2	
Provisions and miscellaneous		(58.0)	
Total financial income and expenses	**(635.9)**	**(45.2)**	**(122.3)**
of which:			
Concessions	*(639.5)*	*43.8*	*(124.0)*
Contracting	*10.9*	*(38.2)*	*(15.2)*
Holding companies (including Concessions holding companies) and VINCI Immobilier	*(7.4)*	*(50.8)*	*17.0*

(*) Details of results of hedging derivatives are shown in the table on page 216.

	31/12/2009 (*)		
(in € millions)	**Cost of net financial debt**	**Other financial income and expenses**	**Equity**
Liabilities at amortised cost	(769.5)		
Assets and liabilities at fair value through profit or loss (fair value option)	83.3		
Derivatives designated as hedges: assets and liabilities	(25.2) (**)		(75.4)
Derivatives at fair value through profit or loss (trading): assets and liabilities	(2.4)		
Loans and receivables		2.5	
Available-for-sale financial assets		35.9	14.4
Foreign exchange gains and losses		(3.0)	
Effect of discounting to present value		(100.5)	
Borrowing costs capitalised or in inventory		99.2	
Total financial income and expenses	**(713.8)**	**34.1**	**(61.1)**
of which:			
Concessions	*(675.4)*	*34.2*	*(72.5)*
Contracting	*23.3*	*(22.2)*	*(15.5)*
Holding companies (including Concessions holding companies) and VINCI Immobilier	*(61.7)*	*22.1*	*27.0*

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Details of results of hedging derivatives are shown in the table on page 216.

The cost of net financial debt amounted to €635.9 million at 31 December 2010 compared with €713.8 million at 31 December 2009, an improvement of €77.9 million, resulting mainly from:
- the decrease in short-term rates on floating and capped-floating rates;
- rates applied to new bond issues in 2010, which were globally lower than the average rate of debts redeemed during the period; and
- the reduction of the average amount of debt outstanding between 2009 and 2010.

Other financial income mainly comprises capitalised borrowing costs included in the cost of concession infrastructure assets under construction for €76.7 million at 31 December 2010 (of which €33.5 million was in Cofiroute and €40.8 million was in the ASF Group) compared with €97.5 million at 31 December 2009.

Other financial expenses include in particular the effects of discounting assets and liabilities at more than one year to present value for €74.3 million at 31 December 2010 (€100.5 million at 31 December 2009).
The effect of discounting to present value relates mainly to provisions for retirement benefit obligations for €45 million at 31 December 2010 (€39.3 million at 31 December 2009) and to provisions for the obligation to maintain the condition of concession assets, for €26.8 million at 31 December 2010 (€56.6 million at 31 December 2009).

Provisions of €55 million have also been taken in 2010 to cover the Group's commitments on certain concession projects in Greece.

Gains and losses on derivative financial instruments allocated to financial debt (and designated as hedges) break down as follows:

(in € millions)	31/12/2010	31/12/2009 (*)
Net interest on derivatives designated as fair value hedges	76.5	59.7
Change in value of derivatives designated as fair value hedges	47.2	(1.1)
Change in value of the adjustment to fair value hedged financial debt	(47.7)	1.4
Reserve recycled through profit or loss in respect of cash flow hedges	(78.4)	(84.8)
of which, changes in fair value of derivative instruments hedging cash flows	*(6.3)*	*(1.3)*
Ineffectiveness of cash flow hedges	(1.9)	(0.5)
Gains and losses on derivative instruments allocated to net financial debt	**(4.3)**	**(25.2)**
of which:		
Concessions	*3.8*	*(16.2)*
Contracting	*(1.6)*	*(3.7)*
Holding companies (including Concessions holding companies) and VINCI Immobilier	*(6.5)*	*(5.4)*

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

7. Income tax

7.1 Analysis of net tax expense

(in € millions)	31/12/2010	31/12/2009 (*)
Current tax	(938.3)	(811.0)
Deferred tax	90.9	83.7
of which temporary differences	*98.0*	*92.9*
of which tax losses and tax credits	*(7.0)*	*(9.2)*
Total	**(847.4)**	**(727.3)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

The tax expense for the year comprises:
- the tax expense recognised by French subsidiaries for €732.2 million (€629.6 million in 2009), including €164.9 million in Cofiroute (€171.7 million in 2009) and €520.2 million in VINCI S.A., the lead company in the tax consolidation group that comprises 915 French subsidiaries (€413.4 million in 2009).
- the tax expense recognised by foreign subsidiaries for €115.2 million (€97.7 million in 2009).

7.2 Effective tax rate

The effective tax rate was 31.6% in 2010 compared with 31% in 2009.

This rate is lower than the theoretical tax rate of 34.43% (the standard tax rate in force in France), mainly because of taxation at lower rates of some foreign subsidiaries. The difference between the tax calculated using the standard tax rate in force in France and the amount of tax effectively recognised in the year can be analysed as follows:

(in € millions)	31/12/2010	31/12/2009 (*)
Profit before tax, profit or loss of equity-accounted companies and discontinued operations (halted, sold)	2,679.8	2,345.7
Theoretical tax rate in France	34.43%	34.43%
Theoretical tax expense expected	**(922.6)**	**(807.6)**
Goodwill impairment expense	(0.8)	(1.7)
Impact of taxes due on income taxed at lower rate in France	6.1	2.5
Impact of tax loss carryforwards and other unrecognised or previously capped temporary differences	8.9 (**)	2.2
Difference in tax rates on foreign profit or loss	53.8	54.7
Permanent differences and miscellaneous	7.2	22.5
Tax expense recognised	**(847.4)**	**(727.3)**
Effective tax rate (excluding Group's share in equity-accounted entities)	31.62%	31.01%
Effective tax rate excluding impact of share-based payments, goodwill impairment losses and profit or loss of equity-accounted companies	30.78%	30.05%

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Including a previously unrecognised deferred tax asset of €19.9 million, relating to tax loss carryforwards and previous tax credits, recognised as a gain, and a deferred tax expense of €11 million in respect of capping of carryforward tax losses and net capping of other temporary differences.

The permanent differences shown in the effective tax reconciliation include the effects related to the fact that some components of the share-based payment expense are non tax-deductible. Such non-deductible items amounted to –€3.5 million at 31 December 2010 (–€2.8 million at 31 December 2009).

7.3 Breakdown of deferred tax assets and liabilities

(in € millions)	31/12/2010	Changes: Profit or loss	Changes: Equity	Changes: Other	31/12/2009 (*)
Deferred tax assets					
Carryforward tax losses and tax credits	267.6	(7.3)		8.7	266.3
Retirement benefit obligations	181.1	(17.8)		19.8	179.1
Temporary differences on provisions	335.7	(19.1)		34.2	320.5
Fair value adjustment on financial instruments	86.6	(1.0)	14.6	(0.9)	73.9
Finance leases	24.1	(3.6)		0.1	27.6
Other	305.3	9.3	2.7	15.7	277.6
Netting of deferred tax assets and liabilities by tax jurisdiction	(744.1)			(29.7)	(714.5)
Total	**456.3**	**(39.4)**	**17.3**	**48.0**	**430.4**
Deferred tax liabilities					
Remeasurement of assets (**)	(2,789.9)	97.9		(111.0)	(2,776.8)
Finance leases	(34.8)	3.7		0.8	(39.4)
Fair value adjustment on financial instruments	(1.8)	(0.0)	1.4	(1.7)	(1.5)
Other	(272.7)	19.8	(2.9)	(35.7)	(253.9)
Netting of deferred tax assets and liabilities by tax jurisdiction	744.1			29.7	714.5
Total	**(2,355.1)**	**121.4**	**(1.5)**	**(117.9)**	**(2,357.1)**
Net deferred tax asset or liability before impairment losses	**(1,898.8)**	**82.0**	**15.8**	**(70.0)**	**(1,926.6)**
Capping	(311.4)	8.9		(7.6)	(312.7)
Net deferred tax	**(2,210.2)**	**90.9**	**15.8**	**(77.5)**	**(2,239.4)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Including a fair value adjustment on the assets and liabilities of ASF on first consolidation: of –€1,931.3 million at the balance sheet date of which the impact on profit or loss for the year is +€88.4 million.

7.4 Unrecognised deferred taxes

Deferred tax assets unrecognised due to their recovery not being probable were €311.4 million at 31 December 2010.

8. Earnings per share

Earnings per share are calculated on the basis of the weighted average number of shares outstanding during the period, less the weighted average number of treasury shares.

Diluted earnings per share are calculated on the basis of the weighted average number of shares that would have been outstanding had all potentially dilutive instruments (in particular share subscription or purchase options and performance shares) been converted into shares. Earnings are also adjusted as necessary for changes in income and expenses resulting from the conversion into shares of all potentially dilutive instruments.

The dilution resulting from the exercise of share subscription and purchase options and from performance shares is determined using the method defined in IAS 33.

The tables below show the reconciliation between earnings per share and diluted earnings per share:

31/12/2010	Net profit *(in € millions)*	Average number of shares	Earnings per share *(in euros)*
Total shares		**542,122,459**	
Treasury shares		(12,178,127)	
Basic earnings per share	**1,775.9**	**529,944,332**	**3.35**
Subscription options		4,808,278	
Share purchase options		341,467	
Group Savings Scheme		288,131	
Performance shares		1,965,432	
Diluted earnings per share	**1,775.9**	**537,347,640**	**3.30**

31/12/2009	Net profit *(in € millions)*	Average number of shares	Earnings per share *(in euros)*
Total shares		**508,632,766**	
Treasury shares		(20,965,758)	
Basic earnings per share	**1,596.0**	**487,667,008**	**3.27**
Subscription options		5,882,191	
Share purchase options		727,689	
Group Savings Scheme		628,628	
Performance shares		2,010,041	
Diluted earnings per share	**1,596.0**	**496,915,556**	**3.21**

F. Notes to the balance sheet

9. Concession intangible assets

(in € millions)	**Motorways (*)**	**Car parks**	**Other infrastructure**	**Total Concessions**	**Other concessions (**)**	**Total**
Gross						
01/01/2009 (***)	**25,462.8**	**1,164.1**	**801.7**	**27,428.6**	**10.9**	**27,439.5**
Acquisitions in the period	784.2	24.3	60.1	868.6	0.0	868.6
Disposals and retirements in the period	(1.0)	(21.9)	(0.2)	(23.1)	(2.0)	(25.1)
Currency translation differences	0.0	2.2	(4.3)	(2.2)	1.3	(0.9)
Other movements	127.9	(1.1)	(0.0)	126.8	(1.4)	125.4
	26,374.0	1,167.5	857.2	28,398.7	8.7	28,407.5
Grants received	(33.0)	(9.1)	(39.2)	(81.3)	0.0	(81.3)
31/12/2009 (***)	**26,341.0**	**1,158.4**	**818.0**	**28,317.4**	**8.7**	**28,326.1**
Acquisitions in the period	897.8	23.3	44.4	965.5	0.0	965.5
Disposals and retirements in the period	(2.5)	(53.0)	(1.7)	(57.2)	(2.2)	(59.5)
Currency translation differences	0.0	3.1	9.6	12.7	0.0	12.7
Other movements	(1.3)	0.1	(0.2)	(1.4)	(2.5)	(3.9)
	27,235.0	1,131.8	870.1	29,237.0	4.0	29,240.9
Grants received	(147.0)	0.0	0.0	(147.0)	0.0	(147.0)
31/12/2010	**27,088.0**	**1,131.8**	**870.1**	**29,090.0**	**4.0**	**29,094.0**
Amortisation and impairment losses						
01/01/2009 (***)	**(2,716.5)**	**(510.8)**	**(210.0)**	**(3,437.2)**	**(5.2)**	**(3,442.4)**
Amortisation for the period	(907.1)	(36.5)	(25.3)	(968.9)	(0.2)	(969.1)
Impairment losses	0.0	(6.0)	0.0	(6.0)	0.0	(6.0)
Reversals of impairment losses	0.0	2.1	0.0	2.1	0.0	2.1
Disposals and retirements in the period	0.0	21.0	0.2	21.2	0.0	21.2
Currency translation differences	0.0	(0.8)	1.4	0.6	(0.4)	0.2
Other movements	0.0	(0.3)	0.0	(0.3)	0.4	0.1
31/12/2009 (***)	**(3,623.6)**	**(531.2)**	**(233.6)**	**(4,388.5)**	**(5.4)**	**(4,393.9)**
Amortisation for the period	(888.6)	(36.6)	(27.1)	(952.3)	(0.2)	**(952.5)**
Impairment losses	0.0	(2.5)	0.0	(2.5)	0.0	**(2.5)**
Reversals of impairment losses	0.0	2.0	0.0	2.0	0.0	2.0
Disposals and retirements in the period	1.8	25.4	1.3	28.6	2.2	30.8
Currency translation differences	0.0	(1.0)	(3.2)	(4.1)	0.0	(4.1)
Other movements	(0.9)	(1.5)	0.0	(2.4)	0.2	(2.1)
31/12/2010	**(4,511.3)**	**(545.4)**	**(262.5)**	**(5,319.2)**	**(3.1)**	**(5,322.3)**
Net						
01/01/2009 (***)	**22,746.3**	**653.3**	**591.7**	**23,991.4**	**5.7**	**23,997.1**
31/12/2009 (***)	**22,717.4**	**627.1**	**584.4**	**23,928.9**	**3.3**	**23,932.2**
31/12/2010	**22,576.7**	**586.5**	**607.6**	**23,770.8**	**0.8**	**23,771.6**

(*) VINCI Autoroutes and foreign motorway concessions.

(**) Mainly communication network concession contracts managed by VINCI Construction.

(***) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

The investments for the year, excluding capitalised borrowing costs, amounted to €889.1 million (€771 million in 2009). They include the investments by Cofiroute for €142.4 million (€171.5 million in 2009), and by the ASF Group for €676.2 million (€427.3 million in 2009). Borrowing costs included in the cost of concession assets in 2010 before their entry into service amounted to €76.7 million (of which €35.5 million related to Cofiroute and €40.8 million to the ASF Group).

Concession intangible assets includes assets in progress of €2,338.7 million at 31 December 2010 (€1,667.5 million at 31 December 2009), of which €806.1 million related to Cofiroute, (including €737.6 million for the second part of the A86 Duplex), €917.9 million to ASF and €480.9 million to Escota.

The main features of concession contracts and PPPs reported using the intangible asset model or the mixed model (see Note A.3.5 "Concession contracts") are described in Note G. "Note on the main features of concession contracts and PPPs". The main commitments related to these contracts are mentioned in Note G.26.2 "Commitments made under concession contracts - intangible asset model".

10. Goodwill

Changes in the period were as follows:

(in € millions)	31/12/2010	31/12/2009 (*)
Net at the beginning of the period	**3,598.6**	**3,532.6**
Goodwill recognised during the period (**)	2,468.9	61.4
Impairment losses	(1.8)	(11.8)
Currency translation differences	38.4	22.6
Entities no longer consolidated	(1.7)	(3.4)
Other movements	0.8	(2.9)
Net at the end of the period	**6,103.1**	**3,598.6**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Estimated on a provisional basis, goodwill recognised following the acquisitions of Cegelec on 14 April 2010 and Faceo on 29 July 2010 amounts to €1,963.4 million and €443.5 million respectively (see Note C. "Business combinations").

Goodwill recognised in the year has been measured on the basis of the share in the fair value of the identifiable assets and liabilities acquired and relates mainly to the acquisitions of Cegelec, Faceo and Tarmac.

The main items of goodwill at 31 December 2010 were as follows:

	31/12/2010			31/12/2009 (*)
(in € millions)	Gross	Impairment losses	Net	Net
ASF/Escota	1,934.7		1,934.7	1,934.7
Energy France (**)	1,741.7		1,741.7	0.0
VINCI Facilities (***)	528.5		528.5	0.0
VINCI Park (formerly Sogeparc and Finec)	343.3		343.3	343.3
Entrepose Contracting	200.9		200.9	200.9
Soletanche Bachy	170.7		170.7	170.7
Energy Germany (**)	158.8		158.8	0.0
Nuvia	131.9		131.9	127.9
Energy Benelux (**)	130.9		130.9	0.0
ETF	107.6		107.6	107.6
Energy Switzerland	98.6		98.6	76.0
Taylor Woodrow Construction UK	88.8		88.8	86.1
Other goodwill items individually less than €50 million (****)	537.8	(71.1)	466.7	551.5
Total	**6,174.2**	**(71.1)**	**6,103.1**	**3,598.6**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Including part of the goodwill in Cegelec estimated on a provisional basis (see Note C.1.1. "Acquisition of Cegelec").

(***) Estimated on a provisional basis (see Note C.1.2. "Acquisition of Faceo").

(****) Net amount for individual entities in each of the two periods.

11. Other intangible assets

(in € millions)	Software	Patents, licences and other	Total
Gross			
01/01/2009 (*)	**229.3**	**204.2**	**433.5**
Acquisitions as part of business combinations	0.3	10.2	10.5
Other acquisitions in the year	15.2	12.8	28.0
Disposals and retirements during the year	(7.7)	(3.4)	(11.2)
Currency translation differences	0.4	3.1	3.4
Other movements	21.3	(22.3)	(1.0)
31/12/2009 (*)	**258.7**	**204.6**	**463.2**
Acquisitions as part of business combinations	23.6	317.0 (**)	340.6
Other acquisitions in the year	14.6	21.2	35.8
Disposals and retirements during the year	(4.3)	(1.9)	(6.2)
Currency translation differences	0.6	3.1	3.7
Other movements	13.0	(119.0)	(106.0)
31/12/2010	**306.1**	**425.0**	**731.1**
Amortisation and impairment losses			
01/01/2009 (*)	**(182.7)**	**(82.9)**	**(265.6)**
Cumulative amortisation recognised as part of business combinations	(0.2)	(0.3)	(0.5)
Amortisation for the period	(25.8)	(9.8)	(35.6)
Impairment losses	(0.0)	(2.5)	(2.5)
Reversals of impairment losses	0.0	0.2	0.2
Disposals and retirements during the period	7.5	1.8	9.3
Currency translation differences	(0.2)	(0.2)	(0.5)
Other movements	(1.5)	1.8	0.3
31/12/2009 (*)	**(203.0)**	**(92.0)**	**(294.9)**
Cumulative amortisation recognised as part of business combinations	(13.4)	(13.1)	(26.5)
Amortisation for the period	(25.1)	(10.0)	(35.2)
Impairment losses	0.0	(0.3)	(0.3)
Reversals of impairment losses	0.0	0.8	0.8
Disposals and retirements during the period	4.0	1.5	5.5
Currency translation differences	(0.5)	(0.6)	(1.1)
Other movements	(21.3)	(3.3)	(24.6)
31/12/2010	**(259.3)**	**(117.0)**	**(376.3)**
Net			
01/01/2009 (*)	**46.6**	**121.3**	**167.9**
31/12/2009 (*)	**55.7**	**112.6**	**168.3**
31/12/2010	**46.8**	**308.0**	**354.9**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Including €170 million relating to the valuation of the Cegelec brand (see Note C.1.1 "Acquisition of Cegelec").

12. Property, plant and equipment

(in € millions)	Concession operating fixed assets	Land	Buildings	Plant, equipment and fixtures	Total
Gross					
01/01/2009 (*)	**2,883.5**	**419.8**	**995.7**	**4,869.9**	**9,168.9**
Acquisitions as part of business combinations	0.0	24.0	5.5	36.1	65.7
Other acquisitions in the year	204.5	16.6	152.8	456.4	830.3
Disposals and retirements during the year	(31.3)	(8.0)	(26.8)	(352.6)	(418.8)
Currency translation differences	0.0	4.4	3.8	28.8	36.9
Other movements	(123.7)	6.9	(93.1)	54.2	(155.7)
31/12/2009 (*)	**2,932.9**	**463.7**	**1,037.9**	**5,092.8**	**9,527.3**
Acquisitions as part of business combinations	0.0	366.0 (**)	77.6	355.9	799.5
Other acquisitions in the year	185.1	21.4	156.4	483.5	846.5
Disposals and retirements during the year	(50.0)	(17.1)	(34.2)	(348.3)	(449.7)
Currency translation differences	0.2	7.1	9.0	84.5	100.8
Other movements	11.1	3.0	(52.2)	48.1	9.9
31/12/2010	**3,079.3**	**844.1**	**1,194.5**	**5,716.4**	**10,834.3**
Depreciation and impairment losses					
01/01/2009 (*)	**(1,458.7)**	**(74.5)**	**(405.3)**	**(3,183.7)**	**(5,122.1)**
Cumulative depreciation recognised as part of business combinations	0.0	(0.1)	(1.7)	(21.3)	(23.1)
Other depreciation for the period	(151.1)	(8.7)	(41.1)	(529.3)	(730.2)
Impairment losses	(0.0)	(5.7)	(2.0)	(24.8)	(32.5)
Reversals of impairment losses	0.2	1.3	0.5	7.7	9.7
Disposals and retirements during the period	29.3	3.1	15.7	310.0	358.1
Currency translation differences	(0.0)	(1.0)	(1.4)	(18.6)	(21.0)
Other movements	2.0	(0.6)	0.3	22.6	24.3
31/12/2009 (*)	**(1,578.3)**	**(86.1)**	**(435.0)**	**(3,437.4)**	**(5,536.8)**
Cumulative depreciation recognised as part of business combinations	0.0	(98.8)	(36.3)	(240.7)	(375.7)
Other depreciation for the period	(155.3)	(12.0)	(48.1)	(534.6)	(750.0)
Impairment losses	(0.5)	(2.9)	(2.2)	(56.8)	(62.5)
Reversals of impairment losses	0.0	3.2	1.5	4.7	9.4
Disposals and retirements during the year	40.6	2.5	15.3	312.9	371.3
Currency translation differences	(0.1)	(1.5)	(3.7)	(53.0)	(58.4)
Other movements	0.0	(0.2)	(7.1)	(13.0)	(20.2)
31/12/2010	**(1,693.5)**	**(195.8)**	**(515.6)**	**(4,017.9)**	**(6,422.8)**
Net					
01/01/2009 (*)	**1,424.8**	**345.3**	**590.4**	**1,686.2**	**4,046.7**
31/12/2009 (*)	**1,354.6**	**377.6**	**602.9**	**1,655.4**	**3,990.5**
31/12/2010	**1,385.7**	**648.3**	**678.9**	**1,698.5**	**4,411.5**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Mainly connected with the acquisition of Tarmac Group quarry deposits (see Note C.2.1 "Acquisition of quarries from the Tarmac group").

Property, plant and equipment includes assets under construction not yet in service for €484.2 million at 31 December 2010 (€375.2 million at 31 December 2009).

At 31 December 2010, assets acquired under finance leases amounted to €145.3 million (€167.9 million at 31 December 2009). They are mainly related to property used in operations. The debts relating to these assets are shown in Note F.23.1 "Detail of long-term financial debt".

13. Impairment tests on goodwill and other non-financial assets

In accordance with IAS 36 "Impairment of Assets", goodwill and other non-financial assets have been tested for goodwill at 31 December 2010.

Cash-generating units (CGUs) are identified in line with operational reporting. The value in use of CGUs is determined by discounting the forecasted operating cash flows before tax (operating profit plus depreciation and amortisation plus non-current provisions less operating investments less change in operating working capital requirement), at the rates below.

In the case of concessions, forecasted cash flows are determined across the length of contracts by applying a variable discount rate, determined for each period depending on the debt to equity ratio of the entity in question.

For the other CGUs, forecasted cash flows are generally determined on the basis of the latest three-year forecasts available. For periods beyond the three-year period, cash flows are extrapolated until the fifth year, generally using a growth rate based on management's assessment of the outlook for the entity under consideration.
Beyond the fifth year, the terminal value is determined by capitalising cash flows to infinity.

13.1 Impairment tests on goodwill

Goodwill was tested for impairment using the following assumptions:

	Carrying amount of goodwill at	Parameters of the model applied to cash flow forecasts				Impairment losses recognised in the year	
		Growth rate	Growth rate	Pre-tax discount rate			
(in € millions)	31/12/2010	(Years Y+1 to Y+5)	(Terminal value)	31/12/2010	31/12/2009	31/12/2010	31/12/2009
ASF Group	1,934.7	(**)	(**)	9.68%	9.59%	–	–
Energy France (*)	1,741.7	3.3 %	1.0%	8.13%	–	–	–
VINCI Facilities (***)	528.5	4.9 %	1.0%	8.13%	–	–	–
VINCI Park	343.3	(**)	(**)	9.89%	9.75%	–	–
Entrepose Contracting	200.9	5.0 %	2.0%	8.13%	8.71%	–	–
Soletanche Bachy	170.7	2.6% à 6.0%	1.0%	8.13%	8.71%	–	–
Energy Germany (*)	158.8	3.0%	1.0%	8.13%	–	–	–
Other goodwill	1,095.7	0 à 3%	0 à 3%	6.11% à 17.21%	6.94% à 16.69%	(1.8)	(11.8)
Total	**6,174.2**					**(1.8)**	**(11.8)**

(*) Estimated on a provisional basis (see Note C.1.1 "Acquisition of Cegelec").
(**) Cash flow projections are determined over the length of concessions contracts using an average revenue growth rate of 1.9% for ASF and 3% for VINCI Park.
(***) Estimated on a provisional basis (see Note C.1.2. "Acquisition of Faceo").

The tests performed at 31 December 2010 led to the recognition of impairment losses of €1.8 million (€11.8 million at 31 December 2009).

Sensitivity of the value in use of cash-generating units to the assumptions made

The following table shows the sensitivity of the enterprise value to the assumptions made for the main goodwill items:

Sensitivity to interest rates

	Discount rate for cash flows		Growth rate to infinity for cash flows	
(in € millions)	0.50%	– 0.50%	0.50%	– 0.50%
ASF Group	(1,077.9)	1,159.1	(*)	(*)
Energy France	(174.8)	201.3	158.8	(137.9)
VINCI Facilities	(45.2)	52.0	41.1	(35.7)
VINCI Park	(76.5)	65.3	(*)	(*)
Entrepose Contracting	(39.2)	46.2	37.7	(32.0)
Soletanche Bachy	(84.0)	97.0	76.0	(66.0)
Energy Germany	(33.8)	38.9	30.7	(26.7)

(*) Forecasts of cash flows are determined over the periods of the concession contracts.

At 31 December 2010, an increase (or decrease) of 50 basis points in the assumptions adopted would not lead to material impairment losses in the Group's consolidated financial statements.

Sensitivity to cash flows

	Change in forecast pre-tax operating cash flows	
(in € millions)	5.00%	–5.00%
ASF Group	998.8	(998.7)
Energy France	135.3	(135.3)
VINCI Facilities	34.6	(34.6)
VINCI Park	55.3	(55.3)
Entrepose Contracting	26.1	(26.1)
Soletanche Bachy	65.0	(65.0)
Energy Germany	26.1	(26.1)

At 31 December 2010, a 5% increase or decrease in forecast operating cash flows would not lead to material impairment losses in the Group's consolidated financial statements.

13.2 Impairment of other non-current assets

At 31 December 2010, the Group recognised impairment losses on other non-current assets for €50.3 million, mainly relating to the Soletanche Freyssinet Group.

14. Investment property

At 31 December 2010, the estimated fair value of investment property was €54.5 million and the carrying amount was €40.9 million (€41.7 million at 31 December 2009).

During the year, investment property generated rental income of €3.4 million and direct operating expenses of €3 million.

15. Investments in equity-accounted companies

15.1 Movements during the period

(in € millions)	31/12/2010	31/12/2009 (*)
Value of shares at start of the period	**640.3**	**513.3**
of which, Contracting	*532.5*	*465.5*
of which, Concessions	*107.6*	*47.8*
Increase of share capital of equity-accounted companies	27.2	11.0
Group share of profit/(loss) for the period	68.2	84.9
of which, Contracting	*70.0*	*86.2*
of which, Concessions	*(1.3)*	*(1.2)*
Dividends paid	(54.2)	(46.7)
Changes in consolidation scope and translation differences	11.2	28.6
Net change in fair value of financial instruments	(59.9)	(17.3)
Reclassifications (**)	80.7	66.5
Value of shares at end of period	**713.5**	**640.3**
of which, Contracting	*589.9*	*532.5*
of which, Concessions	*119.0*	*107.6*

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Mainly equity-accounted shares in companies with negative net assets.

The net changes in the fair value of financial instruments mainly relates to interest-rate hedging on concession or Public-Private Partnership projects (including the R1 expressway in Slovakia [Granvia]).

15.2 Financial information on equity-accounted companies

Investments in equity-accounted companies break down as follows:

(in € millions)	% shareholding	31/12/2010	31/12/2009 (*)
DEME (subsidiary of CFE in Belgium)	50%	318.0	270.0
Signature Vertical Holding (France)	35%	30.0	36.9
Lusoponte (Bridges on the Tagus in Portugal)	37%	32.9	34.6
SMTPC (Prado-Carénage Tunnel in France) (**)	33%	30.2	30.4
LAZ Parking (USA)	50%	30.2	25.0
Other equity-accounted companies, individually less than €20 million		272.2	243.4
Investments in equity-accounted entities		**713.5**	**640.3**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) The fair value of the SMTPC shares was €48.2 million at 31 December 2010.

The list of equity-accounted companies and the Group's percentage shareholdings are given in Note K. "List of main companies consolidated at 31 December 2010".

The main financial data on the equity-accounted companies are as follows (Group's share):

	31/12/2010			31/12/2009 (*)		
(in € millions)	Concessions	Contracting and VINCI Immobilier	Total	Concessions	Contracting	Total
Income statement						
Revenue	191.2	1,573.1	1,764.3	174.6	1,326.2	1,500.8
Operating profit	56.6	125.4	182.1	32.9	124.0	156.9
Net profit/(loss)	(1.3)	69.6	68.2	(1.2)	86.2	84.9
Balance sheet						
Non-current assets	1,498.8	1,259.3	2,758.1	1,018.8	1,001.5	2,020.3
Current assets	232.3	963.6	1,195.8	228.4	875.7	1,104.1
Equity	19.3	(564.6)	(545.4)	(38.5)	(517.4)	(555.9)
Non-current liabilities	(1,264.3)	(633.0)	(1,897.4)	(656.9)	(467.9)	(1,124.8)
Current liabilities	(486.0)	(1,025.2)	(1,511.2)	(551.8)	(892.0)	(1,443.8)
Net financial debt	**(1,121.8)**	**(508.9)**	**(1,630.7)**	**(555.6)**	**(381.4)**	**(937.0)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Non-current assets mainly comprise concession fixed assets and financial receivables under Public-Private Partnerships.

The main features of concession and PPP contracts (see Note A.3.5 "Concession contracts") of equity-accounted companies are described in Note G.28 "Equity-accounted companies' concession and PPP contracts".

15.3 Commitments made in respect of equity-accounted companies

Investment commitments given by the companies

	31/12/2010			31/12/2009 (*)		
(in € millions)	Concessions	Contracting	Total	Concessions	Contracting	Total
Investment commitments (Group share)	789.0	272.5	**1,061.5**	1,052.5	344.6	**1,397.1**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Commitments made by the Group to provide funding

(in € millions)	31/12/2010	31/12/2009 (*)
Commitments made by the Group to provide funding (capital and/or subordinated debt)	467.9	268.1

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

These commitments relate mainly to project companies in the Concessions business.

15.4 Transactions with related parties

The financial statements include certain commercial transactions between the Group and equity-accounted companies. The main transactions are as follows:

(in € millions)	31/12/2010	31/12/2009 (*)
Revenue	586.3	227.9
Trade receivables	124.4	146.4
Purchases	56.6	62.2
Trade payables	23.5	22.1

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

16. Other non-current financial assets

(in € millions)	31/12/2010	31/12/2009 (*)
Available-for-sale financial assets	316.9	292.3
Loans and receivables at amortised cost	366.5	227.6
of which, financial assets under PPPs	*117.9*	*84.3*
Fair value of derivative financial instruments (non-current assets) (**)	186.1	130.6
Other non-current financial assets	**869.5**	**650.5**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) See Note F.24 "Management of financial risks".

Available-for-sale financial assets amounted to €316.9 million at 31 December 2010 (€292.3 million at 31 December 2009). These comprise listed shareholdings for €202.3 million (including shares in ADP for €193.3 million representing a 3.3% shareholding) and unlisted shareholdings for €114.6 million in subsidiaries that do not meet VINCI's minimum financial criteria for consolidation.

Loans and receivables at amortised cost amounted to €366.5 million at 31 December 2010 (€227.6 million at 31 December 2009). In addition to €204.8 million in respect of receivables relating to shareholdings and guarantee deposits, they include the financial receivables relating to concession and Public-Private Partnership contracts managed by Group subsidiaries for €117.9 million.

The fair value of current derivative financial instruments (assets) forms an integral part of net financial debt (see Note F.23 "Net financial debt").

The part at less than one year of other non-current financial assets is included under other current financial assets for €49.5 million.

Available-for-sale assets and loans and receivables at amortised cost break down as follows:

	Available-for-sale financial assets		Loans and receivables at amortised cost			
(in € millions)	Shares in subsidiaries and associates at fair value	Investments in unlisted subsidiaries and associates	Financial assets – PPPs	Collateralised loans and receivables	Other loans and receivables	Total
01/01/2009 (*)	**181.7**	**119.3**	**38.0**	**0.5**	**91.5**	**430.9**
Acquisitions as part of business combinations		0.1	1.1		0.3	1.5
Other acquisitions in the period	0.3	13.2	50.6	0.0	28.4	92.5
Fair value adjustment recognised in equity	37.1	(14.6)				22.5
Impairment losses	(0.0)	(7.4)			(0.9)	(8.3)
Disposals and retirements in the period	(16.4)	(6.1)	(5.7)	(0.1)	(8.9)	(37.3)
Currency translation differences	0.4	1.0	0.0		1.9	3.4
Other movements	0.2	(16.4)	0.3	0.0	30.5	14.6
31/12/2009 (*)	**203.2**	**89.0**	**84.3**	**0.4**	**142.8**	**519.8**
Acquisitions as part of business combinations	0.0	12.4			18.2	30.6
Other acquisitions in the period	0.1	20.9	39.2		70.2	130.5
Fair value adjustment recognised in equity	9.0					9.0
Impairment losses	(0.1)	(6.6)			(2.6)	(9.3)
Disposals and retirements in the period	(10.2)	(2.5)	(5.7)	(0.4)	(25.6)	(44.4)
Currency translation differences	0.3	0.4	0.0		1.5	2.2
Other movements	(0.0)	0.8	(0.0)		44.1	44.9
31/12/2010	**202.3**	**114.6**	**117.9**	**0.0**	**248.6**	**683.4**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Changes in available-for-sale assets in the period mainly relate to the rise in the fair value of the shares in ADP for +€9 million and the impact of disposals of shareholdings.
The increase in the period of PPP financial receivables for €39.2 million relates mainly to the Biarritz Océan and Parking des Loueurs de Nice projects for €15.3 million and €14.2 million respectively.

The main concession contracts reported using the financial asset model and the related commitments are described in Note G. "Note on the main features of concession and PPP contracts".

Loans and receivables measured at amortised cost break down by maturity date as follows:

(in € millions)	31/12/2010	Between 1 and 5 years	After 5 years
Financial assets – PPPs and concessions	117.9	65.4	52.5
Other loans and receivables	248.6	159.6	89.0
Loans and receivables at amortised cost	**366.5**	**225.0**	**141.5**

(in € millions)	31/12/2009 (*)	Between 1 and 5 years	After 5 years
Financial assets – PPPs and concessions	84.3	17.0	67.3
Loans and collateralised receivables	0.4		0.4
Other loans and receivables	142.8	91.4	51.4
Loans and receivables at amortised cost	**227.6**	**108.4**	**119.1**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

17. Construction contracts (Energy, Eurovia and VINCI Construction)

17.1 Financial information on construction contracts

Costs incurred plus profits recognised less losses recognised, and intermediate invoicing are determined on a contract-by-contract basis. If this amount is positive it is shown on the line "Construction contracts in progress – assets". If negative, it is shown on the line "Construction contracts in progress – liabilities".

(in € millions)	31/12/2010	31/12/2009 (*)
Balance sheet data		
Advances and payments on account received	(708.7)	(648.7)
Construction contracts in progress – assets	1,444.4	838.2
Construction contracts in progress – liabilities	(1,990.6)	(1,871.2)
Construction contracts in progress, net	**(546.2)**	**(1,033.0)**
Total income and expenses to date recognised on contracts in progress		
Costs incurred plus profits recognised, less losses recognised to date	39,208.8	34,196.1
Less invoices issued	(39,754.9)	(35,229.1)
Construction contracts in progress, net	**(546.2)**	**(1,033.0)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

17.2 Commitments made and received in connection with construction contracts

The Group gives and receives guarantees (personal surety) in connection with its subsidiaries' construction contracts, which break down by type as follows:

	31/12/2010		31/12/2009 (*)	
(in € millions)	Guarantees given	Guarantees received	Guarantees given	Guarantees received
Performance guarantees et performance bonds	5,412.8	475.9	4,775.7	456.9
Retentions	2,689.4	524.6	2,364.9	522.3
Bid bonds	167.1	0.1	134.8	1.0
Deferred payments to subcontractors and suppliers	1,218.3	382.4	1,196.1	260.0
Total	**9,487.6**	**1,383.0**	**8,471.5**	**1,240.3**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

The 12% increase in 2010 of the total guarantees given was mainly due to taking account of the Cegelec Group's guarantees (+€418 million) and to guarantees relating to the obtaining in 2010 of major civil engineering contracts, including Crossrail Tunnel (+€377 million) and Lee Tunnel (+€250 million).

The guarantees given are mainly issued to guarantee construction work in progress. Opposite the commitments given, the Group has an order book of firm orders accepted by customers which undertake, under the contract terms, to pay for work on the basis of progress of work. In connection with their civil engineering and construction activity, Group companies benefit from guarantees given by financial institutions on instruction of their co-contractors or subcontractors or by their parent company.

Whenever events such as late completion or disputes about the execution of a contract make it likely that a liability covered by a guarantee will materialise, a provision is taken in respect of that liability.

In general, any risk of loss in connection with performance under a commitment given by VINCI or its subsidiaries would result in a provision being recognised in the Group's financial statements, under the rules in force. VINCI therefore considers that the off-balance sheet commitments above are unlikely to have a material impact on Group assets.

VINCI also grants after-sales-service warranties covering several years in its normal course of business. These warranties, when set up, lead to provisions estimated on a statistical basis having regard to past experience or on an individual basis in the case of any major problems identified. These commitments are therefore not included in the above table.

18. Equity

Capital management policy

No VINCI shares were acquired in the first half of 2010 under the share buy-back programme approved for 18 months by the Shareholders' General Meeting held on 14 May 2009. A new programme was approved by the Shareholders' General Meeting held on 6 May 2010, valid for 18 months and relating to a maximum amount of purchases of €2 billion at a maximum price of €60. Under this programme, 2,698,055 shares were bought back in the fourth quarter of 2010 at an average price of €39.48.

Moreover, 604,000 call options on the VINCI share were exercised in 2010 to cover share purchase option plans.

Most of the treasury shares (see Note F.18.2 "Treasury shares") have been allocated either to the financing of external growth transactions (including 10.5 million shares used for the acquisition of Cegelec), or to covering share option and performance share plans.

VINCI's employee savings policy aims to make it easier for Group employees to become shareholders. At 31 December 2010, more than 55% of the Group's employees were VINCI shareholders through unit funds invested in VINCI shares. The employees form the largest group of shareholders in the Company, together holding 9.03% of its shares.

Neither the Group's consolidated equity nor the parent company's equity is subject to any external constraints in the form of financial covenants.

18.1 Share capital

At 31 December 2010, the parent company's share capital was represented by 552,620,447 ordinary shares of €2.5 nominal value.

The changes in the number of shares during the year were as follows:

	31/12/2010	31/12/2009
Number of shares at the start of the period	**520,957,550**	**496,162,480**
Increases in share capital	31,662,897	24,795,070
Number of shares at the end of the period	**552,620,447**	**520,957,550**
Number of shares issued and fully paid	**552,620,447**	**520,957,550**
Nominal value of one share (in euros)	2.5	2.5
Treasury shares held directly by VINCI	11,360,406	21,083,639
of which, shares allocated to cover share purchase option plans and allocation of performance shares	*6,616,939*	*6,667,659*

The increases in share capital in the year result mainly from the contribution of Cegelec for €850.1 million (see Note C.1.1 "Acquisition of Cegelec"). The changes in capital during 2010 break down as follows:

	Increases (reductions) of share capital (in euros)	Share premiums arising on contributions or mergers (in euros)	Number of shares issued or cancelled	Number of shares representing the share capital	Share capital (in euros)
01/01/2009				**496,162,480**	**1,240,406,200**
Capital reduction					
Group Savings Scheme	22,671,710	207,017,588	9,068,684	505,231,164	1,263,077,910
Exercise of share subscription options	7,355,790	44,962,646	2,942,316	508,173,480	1,270,433,700
Payment of dividends in shares	31,960,175	334,842,687	12,784,070	520,957,550	1,302,393,875
31/12/2009				**520,957,550**	**1,302,393,875**
Capital reduction					
Group Savings Scheme	15,091,573	187,374,980	6,036,629	526,994,179	1,317,485,448
Exercise of share subscription options	8,955,645	54,594,480	3,582,258	530,576,437	1,326,441,093
Payment of dividends in shares	2,610,025	36,999,714	1,044,010	531,620,447	1,329,051,118
Acquisition of Cegelec by means of contributions	52,500,000	792,067,549	21,000,000	552,620,447	1,381,551,118
31/12/2010				**552,620,447**	**1,381,551,118**

In February 2006, VINCI issued undated, subordinated bonds for €500 million.
Issued at a price of 98.831%, this issue pays a fixed coupon of 6.25%, payable annually until November 2015, which is only due if VINCI pays a dividend to its shareholders or buys back its own shares. After that date, the interest rate becomes floating and payable quarterly at the Euribor three-month rate plus 3.75%. VINCI may redeem the bonds at par in November 2015 and subsequently at each interest payment date.
These undated subordinated bonds have been accounted for as equity in the Group's consolidated financial statements.

18.2 Treasury shares

Changes in treasury shares, other than under a liquidity contract, were as follows:

	31/12/2010	31/12/2009
Number of shares at the start of the period	**21,083,639**	**22,919,652**
Purchases of shares	3,302,055	746,000
Disposal of shares on exercise of share purchase options	(655,272)	(528,033)
Allocation of 2007 performance shares to employees	(2,000)	(2,053,980)
Allocation of 2008 performance shares to employees	(1,582,325)	–
Share exchange in connection with Cegelec deal (See Note C. "Business combinations")	(10,500,000)	–
Exchange of shares under exercise of calls Entrepose Contracting	(285,691)	–
Number of shares at the end of the period	**11,360,406**	**21,083,639**

At 31 December 2010, the total number of treasury shares held was 11,360,406. These were recognised as a deduction from consolidated equity for €552.2 million.
4,743,467 shares have been allocated to financing external growth transactions and 6,616,939 shares to covering option and performance share plans.

18.3 Distributable reserves

Changes in the distributable reserves of VINCI S.A. were as follows:

(in € millions)	31/12/2010	31/12/2009
Reserves free of corporate income tax liabilities	15,874.8	13,835.3
Distributable reserves	**15,874.8**	**13,835.3**

The statutory reserve of VINCI S.A. stood at €135.5 million at 31 December 2010.

18.4 Amounts recognised directly in equity

		31/12/2010			31/12/2009 (*)		
(in € millions)		Attributable to owners of the parent	Attributable to non-controlling interests	Total	Attributable to owners of the parent	Attributable to non-controlling interests	Total
Available-for-sale financial assets							
Reserve at beginning of year		**30.9**	**0.0**	**30.9**	**16.5**	**0.0**	**16.5**
Changes in fair value in the period		9.0		9.0	24.2		24.2
Impairment losses recognised in profit or loss				0.0			0.0
Changes in fair value recognised in profit or loss on disposal		(3.4)		(3.4)	(9.8)		(9.8)
Change in consolidation scope and miscellaneous		0.3		0.3			0.00
Gross reserves before tax effect at balance sheet date	**I**	**36.8**	**0.0**	**36.8**	**30.9**	**0.0**	**30.9**
Cash flow hedges							
Reserve at beginning of period		**(299.2)**	**(11.0)**	**(310.1)**	**(223.7)**	**(10.3)**	**(234.1)**
Changes in fair value of equity-accounted companies		(76.6)	(5.8)	(82.4)	(21.1)	0.6	(20.5)
Other changes in fair value in the period		(57.8)	(0.2)	(57.9)	(56.0)	(1.3)	(57.3)
Fair value items recognised in profit or loss		6.3		6.3	1.3		1.3
Change in consolidation scope and miscellaneous		(0.1)	0.1	(0.0)	0.2	0.1	0.3
Gross reserves before tax effect at balance sheet date (**)	**II**	**(427.4)**	**(16.9)**	**(444.3)**	**(299.2)**	**(11.0)**	**(310.1)**
of which, gross reserve relating to equity-accounted companies		*(190.3)*	*(14.9)*	*(205.2)*	*(113.8)*	*(9.2)*	*(123.0)*
Total gross reserve before tax effects	**I + II**	**(390.6)**	**(16.9)**	**(407.4)**	**(268.3)**	**(11.0)**	**(279.2)**
Associated tax effect		119.9	5.6	125.5	83.4	3.7	87.2
Reserve net of tax		**(270.7)**	**(11.2)**	**(281.9)**	**(184.8)**	**(7.2)**	**(192.1)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) The amount recorded in equity in respect of cash flow hedges amounts to –€444.3 million and breaks down as follows:
- Cash flow hedges relating to interest-rate risk for –€430.8 million, including –€225.9 million relating to controlled companies (see Note F.24.1.3 "Description of cash flow hedges");
- Cash flow hedges related to exchange rate risk for –€13.5 million.

The item "Other changes in fair value in the period" relates mainly to transactions to hedge interest rates on bond issues made by concession operating subsidiaries. The main contributing entities are ASF for –€24.6 million and Arcour for –€13.4 million. These transactions are described in Note F.24.1.3 "Cash flow hedges".

18.5 Dividends

The dividends paid in respect of 2010 and 2009 break down as follows:

	2010	2009
Dividend per share (in €)		
Interim dividend	0.52	0.52
Final dividend	1.15	1.10
Net total dividend	**1.67**	**1.62**
Amount of dividend (in € millions)		
Interim dividend	281.7	261.1
Final dividend	625.0 (*)	588.8
Amount paid in VINCI shares	*–*	*39.3*
Amount paid in cash	*625.0*	*549.5*
Net total dividend	**906.7**	**849.9**

(*) Estimate based on the number of shares giving rights to dividend at the date of the meeting of the Board of Directors held on 1 March 2011, i.e. 543,442,317 shares.

VINCI paid the final dividend in respect of 2009 on 17 June 2010.

The Shareholders' Ordinary General Meeting of 2 May 2011 will be asked to approve the full amount of the dividend that will be paid in respect of 2010 (see Note J.32 "Appropriation of earnings for 2010").

18.6 Non-controlling interests

At 31 December 2010, non-controlling interests in Cofiroute amounted to €345.4 million (€324.1 million at 31 December 2009) and represented 16.67% of the share capital, those in CFE amounted to €223.5 million (€204 million at 31 December 2009) and represented 53.16% of the share capital, and those in Entrepose Contracting amounted to €23.1 million (€15.4 million at 31 December 2009) and represented 20% of the share capital.

19. Share-based payments

19.1 Share subscription and purchase options

The number and weighted average exercise prices of share subscription options and purchase options outstanding at 31 December 2010 were as follows:

	31/12/2010		31/12/2009	
	Options	Average price (in €)	Options	Average price (in €)
Options in circulation at start of the period	**23,346,792**	**28.55**	**23,202,365**	**25.04**
Options granted during the period	4,234,595		3,865,000	
Options exercised	(4,237,530)		(3,470,349)	
Options cancelled	(333,178)		(250,224)	
Options in circulation at end of the period	**23,010,679**	**32.36**	**23,346,792**	**28.55**
of which exercisable options	*14,987,212*		*19,497,622*	

Options exercised in 2010 and remaining to be exercised at 31 December 2010

Share subscription and share purchase option plans	Exercise price (in euros)	Number of options exercised in 2010	Number of options remaining to be exercised at 31/12/2010
VINCI 2000 No. 1	12.25	27,224	0
VINCI 2000 No. 2	13.96	633,181	0
VINCI 2001	13.96	24,333	0
VINCI 2002 No. 1	15.59	488,820	1,137,175
VINCI 2002 No. 2	12.96	416,806	974,279
VINCI 2003	15.04	420,393	821,782
VINCI 2004	20.18	842,954	2,452,795
VINCI 2005	24.20	724,747	1,884,258
VINCI 2006 No. 1	35.58	0	1,071,950
VINCI 2006 No. 2	40.32	3,800	3,319,355
VINCI 2009	38.37	0	3,828,503
VINCI 2010	36.70	0	4,194,964
Total subscription plans	**31.02** (*)	**3,582,258**	**19,685,061**
VINCI 2000	11.77	627,139	0
VINCI 2001	13.96	24,333	0
VINCI 2002	15.59	0	6,263
VINCI 2006 No. 2	40.32	3,800	3,319,355
Total purchase plans	**40.27** (*)	**655,272**	**3,325,618**
Total	**32.36**	**4,237,530**	**23,010,679**

**) Calculated on the basis of the number of options remaining to be exercised at 31 December 2010.*

Information on the share option plans granted during the period 2007 to 2010

Plan	09/07/2010	15/09/2009
Price of the underlying share at grant date (in euros)	35.44	37.43
Exercise price (in euros)	36.70	38.37
Lifetime of the options (in years) from grant date	7	7
Number of options granted	4,234,595	3,865,000
Options cancelled	(39,631)	(15,830)
Number of options after cancellation	4,194,964	3,849,170
Original number of beneficiaries	1,735	1,582

On 9 July 2010, the Board of Directors granted 4,234,595 subscription options to 1,735 employees with effect from 9 July 2010.
On 31 August 2009, the Board of Directors granted 3,865,000 subscription options to 1,582 employees with effect from 15 September 2009.

Options are only definitively acquired after a period of three years. Furthermore, final vesting of the options is conditional on the change in a performance index determined on the basis the performance of the VINCI share price compared with a sample of 13 comparable securities. The proportion of the share options initially granted that finally vest varies proportionally between 0% and 100% depending on whether the performance of the VINCI share compared with the sample lies within a range of -5% to +5%.

Information on the fair value of share option plans granted during the period 2007 to 2010

The fair values of the options have been calculated at their respective grant dates by an external actuary using a binomial valuation model of the "Monte Carlo" type.

The period of validity of the options included in the model is the contractual period of validity adjusted to take account of behavioural assumptions (employee turnover, early exercise) based on past observations.

The main assumptions used to determine the fair values of the options in question, in accordance with IFRS 2, were:

Plan	09/07/2010	15/09/2009
Volatility of the VINCI share price (*)	34.22%	32.91%
Expected return on share	7.24%	8.01%
Risk-free rate of return (**)	1.59%	2.38%
Dividend distribution rate hoped for (***)	4.99%	4.21%
Fair value of the option (in euros)	**4.43**	**5.65**

(*) Volatility estimated using a multi-criteria approach based on the mean reversion model applied to a five-year series of daily implied volatilities of the VINCI share.
(**) Rate at five years of French government bonds.
(***) Average return expected by financial analysts over the three years following the grant date adjusted by a theoretical annual growth rate beyond that period.

An expense of €10.5 million has been recognised in 2010 (regarding the July 2010 and September 2009 plans) in respect of share option plans for which vesting is in progress, compared with €7.4 million in 2009 (regarding the September 2009, January 2006 and May 2006 plans).

19.2 Performance shares

Information on trends in performance share plans currently in force

	2010	2009
Number of shares granted subject to performance conditions at start of period	**3,132,907**	**4,180,555**
Shares granted	1,726,138	1,545,999
Shares acquired by beneficiaries	(1,582,325)	(2,053,980)
Shares cancelled	(41,337)	(539,667)
Number of shares granted subject to performance conditions not vested at end of period	**3,235,383**	**3,132,907**

Information on the features of the performance share plans currently in force

Plan	Plan granted 09/07/2010	Plan granted 15/09/2009	Plan granted 02/01/2008
Number of beneficiaries	1,813	1,582	1,570
Vesting date of the shares granted	09/07/2012	15/09/2011	02/01/2010
Date of end of period of unavailability of shares granted	09/07/2014	15/09/2013	02/01/2012
Number of shares granted subject to performance conditions	**1,726,138**	**1,545,999**	**2,165,700**
Shares cancelled	(17,102)	(19,652)	(583,375)
Shares acquired by beneficiaries	–	–	(1,582,325)
Number of shares granted subject to performance conditions at end of year	**1,709,036**	**1,526,347**	**–**

On 9 July 2010, VINCI's Board of Directors granted 1,726,138 performance shares to 1,813 employees with effect from 9 July 2010.

This plan provides that the shares are only definitively allocated at the end of a vesting period of two years. Furthermore, final vesting of the performance shares is conditional on the change in a performance index determined on the basis of a minimum increase in ROCE being achieved in 2010 and 2011. This index has to show an annual average ROCE for 2010 and 2011 of 6% or more for all the performance shares granted to be definitively acquired by the beneficiaries. If the index is between 5% and 6%, the number of performance shares finally granted will be reduced in proportion and no shares will be granted if index is equal to or less than 5%.

Under the 2007 and 2008 performance share plans respectively, 2,053,980 shares were definitively granted on 2 January 2009 and 1,582,325 on 2 January 2010. Readers are reminded that the performance index for these plans was determined on the basis of the performance of the VINCI share price relative to a sample of 12 comparable securities and on the basis of the financial criteria relating to VINCI's consolidated results, as shown below:

Weight in the performance index	2007 and 2008
Variation in the VINCI share price compared with basket of 12 comparable securities	50.0%
Change in net earnings per share	12.5%
Change in cash flows from operations before tax and financing costs (*)	12.5%
Change in operating profit from ordinary activities (*)	12.5%
Change in ROCE (*)	12.5%

(*) Restated for non-controlling interests.

The performance index has to show an average annual increase during the reference period of 10% or more for all the performance shares granted to be definitively acquired by the beneficiaries.
If the change in the performance index is less than 10% annually on average, the number of performance shares finally granted is reduced in proportion.

Fair value of the performance share plan

The fair value of the performance shares granted has been estimated by an external actuary at the grant date using a binomial valuation model of the "Monte Carlo" type.

In accordance with IFRS 2, the model includes in the fair value the marginal impact of the stock market performance criteria. The impact of the performance due to the volatility of the financial performance criteria is determined on the basis of an expected value estimated by VINCI at the grant date.
The number of performance shares measured at fair value in the calculation of the IFRS 2 expense is adjusted at each balance sheet day for the impact of the change, since the grant date of the shares, in the likelihood of the financial criteria connected with consolidated earnings being met.

The main assumptions used for this assessment are:

	2010 Plan	2009 Plan	2008 Plan
Price of VINCI share on date plan was announced (in euros)	35.44	37.43	55.70
Fair value of performance share at grant date (in euros)	28.30	31.17	28.20
Fair value of share price at grant date (in %)	79.85%	83.29%	50.53%
Original maturity (in years) – vesting period	2 or 3 years	2 or 3 years	2 or 3 years
Volatility of the VINCI share price	34.22%	32.91%	26.51%
Risk-free interest rate	0.97%	1.75%	4.07%

An expense of €35.2 million has been recognised in 2010 (regarding the 2010 and 2009 plans) in respect of performance share plans for which vesting is in progress, compared with €37.7 million in 2009 (regarding the 2009 and 2008 plans).

19.3 Company savings funds

VINCI's Board of Directors defines the conditions for subscribing to the Group Savings Scheme in accordance with the authorisations granted to it by the Shareholders' General Meeting.

For France, VINCI issues new shares reserved for employees three times a year at a subscription price that includes a discount of 10% against the average stock market price over 20 trading days. Subscribers benefit from an employer's contribution with an annual maximum of €3,500 per person. The benefits granted in this way to employees of the Group are recognised in profit or loss and are valued in accordance with IFRS 2 on the basis of the following assumptions:

- length of subscription period: four months;
- length of period during which funds are frozen: five years from the end of the subscription period.

	2010		
Tranche	**1st four-month period 2011**	**3rd four-month period 2010**	**2nd four-month period 2010**
Return on the VINCI share hoped for	7.44%	7.59%	7.95%
Dividend per share			
Dividend payable (interim) (in euros)	*0.52*		
Dividend payable (final) (in euros)			*1.10*
Subscription price (in euros)	33.78	33.03	34.72
Share price at date of Board of Directors Meeting (in euros)	38.77	35.44	40.17
Historical volatility of VINCI share	37.24%	37.02%	36.07%
Estimated number of shares subscribed to	2,147,198	541,382	619,464
Estimated number of shares issued (subscriptions plus employer's contribution)	2,748,413	725,451	780,524

	2009		
Tranche	**1st four-month period 2010**	**3rd four-month period 2009**	**2nd four-month period 2009**
Return on the VINCI share hoped for	8.20%	8.31%	8.29%
Dividend per share			
Dividend payable (interim) (in euros)	*0.52*		
Dividend payable (final) (in euros)			*1.10*
Subscription price (in euros)	35.05	29.06	24.99
Share price at date of Board of Directors Meeting (in euros)	38.90	30.85	27.33
Historical volatility of VINCI share	35.67%	35.34%	34.16%
Estimated number of shares subscribed to	2,018,968	532,422	661,329
Estimated number of shares issued (subscriptions plus employer's contribution)	2,584,279	713,445	821,661

The estimated number of shares subscribed to at the end of the subscription period is obtained by a linear regression method applied to historical observations of the plans between 2002 and 2010, taking account of the cost of restrictions on the availability of units in the savings fund.
The opportunity cost of the frozen shares subscribed to is estimated from the point of view of a third party holding a diversified portfolio and prepared to acquire the frozen shares in return for a discount corresponding to the return demanded by the purchaser on own funds allocated to hedge against market risk over the period in which the shares are frozen (five years). The market risk is assessed on an annual basis applying a value-at-risk approach.

For the Group as a whole, the aggregate expense recognised at 31 December 2010 in respect of employee savings schemes amounted to €24.9 million (€18.3 million at 31 December 2009).

20. Non-current provisions

(in € millions)	Note	31/12/2010	31/12/2009(*)
Provisions for retirement benefit obligations	20.1	712.5	588.7
Other non-current provisions	20.2	601.6	442.9
Total non-current provisions at more than one year		**1,314.1**	**1,031.6**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

20.1 Provisions for retirement benefit obligations

At 31 December 2010, provisions for retirement benefit obligations amounted to €775.1 million (including €712.5 million at more than one year) compared with €625.9 million at 31 December 2009 (including €588.7 million at more than one year). They comprise provisions for lump sums on retirement and provisions for obligations for supplementary retirement benefits. The part at less than one year was €62.6 million at 31 December 2010 and €37.2 million at 31 December 2009, and is reported under other current payables.

VINCI's retirement benefit obligations under defined benefit plans fall into two categories:

- Obligations borne by VINCI or its subsidiaries, covered by provisions recognised in the consolidated balance sheet:
  - for French subsidiaries, these are lump sums paid on retirement, supplementary defined benefit retirement plans of which some of the Group's employees and officers are members or other closed defined benefit retirement plans of which the beneficiaries have retired, such as that of Auxad (formerly Compagnie Générale d'Electricité), and an obligation in respect of VINCI's Vice-Chairman and Senior Director. Some plans are pre-financed through contracts with insurance companies. This mainly relates to obligations covered by two contracts with Cardif/BNP Paribas of which certain Group executives are beneficiaries.
  - for German subsidiaries, there are several internal plans within the Group, including one so-called "direct promises" plan. Other defined benefit plans, the Fürsorge plan for former employees of G+H Montage and the Eurovia GmbH subsidiaries' plan, were closed in 2001 and 1999 respectively. In addition there are commitments to jubilee bonuses and "ATZ" early retirement plans.
  - for Austrian and Dutch subsidiaries, commitments relate mainly to lump sums paid on retirement and/or jubilee bonuses.
- Obligations borne through external pension funds: for the most part these relate to VINCI's UK subsidiaries (VINCI plc, Nuvia UK, Freyssinet UK, Ringway, VINCI Energies UK, VINCI Park UK), the CFE Group in Belgium and Etavis in Switzerland.

The retirement benefit obligations covered by provisions recognised in the balance sheet mainly relate to subsidiaries in the eurozone (France, Germany and Belgium), the United Kingdom and Switzerland and are calculated on the basis of the following assumptions:

	Eurozone		United Kingdom		Switzerland	
Plan	31/12/2010	31/12/2009	31/12/2010	31/12/2009	31/12/2010	31/12/2009
Discount rate	5.00%	5.10%	5.50%	5.55%	2.80%	3.20%
Inflation rate	2.1%	1.9%	3.4%	3.3%	1.9%	1.6%
Rate of salary increases	0% – 4.0%	0% – 3.5%	2.6% – 4.2%	3% – 4.20%	2.0%	2.0%
Rate of pension increases	1.9% – 2.0%	2% – 2.5%	3.1% – 5%	3% – 3.7%	0.8%	0.8%
Probable average remaining working life of employees per plan	1 to 15 years	1 to 13 years	7 to 15 years	7 to 14 years	10 years	10 years

Discount rates have been determined on the basis of the yield on private-sector prime-category bonds (rating AA or above) whose maturities correspond to the plans' expected cash flows. The discount rate finally adopted is a single rate equivalent to the application of the various rates depending on maturities.

The other local actuarial assumptions (economic and demographic assumptions) are set on the basis of the conditions obtaining in each of the countries in question. For France, they have been adapted to take account of the new legislation following the Pension Reform Act of 9 November 2010, which gradually increases the statutory retirement age and the age at which a full pension is payable, by two years.

The preferred method used to determine the expected return on plan assets is the building block method, which breaks the expected return down to the main asset classes: money market investments, investments in bonds and investments in equities. The target allocation of funds is then applied to calculate a weighted average return on assets. In the specific case of funds invested in an insurance company's "general account" funds, the expected yield has been determined by also taking account of the specific features of each contract, in particular regarding past and forecast net yields.

Plan assets are valued at their fair value at 31 December 2010. The book value at 31 December 2010 is used for assets invested with insurance companies.

The breakdown was as follows:

	31/12/2010				
	United Kingdom	Switzerland	France	Other countries	Weighted average
Breakdown of plan assets					
Shares	19%	28%	14%	3%	20%
Property	2%	21%	6%	0%	6%
Bonds	47%	43%	76%	95%	53%
Monetary securities	27%	2%	4%	0%	17%
Other	6%	5%	0%	2%	5%
Total	100%	100%	100%	100%	100%
Average return adopted in the period	**6.0%**	**4.3%**	**4.0%**	**4.3%**	**5.2%**
Plan assets (in € millions)	**429.2**	**164.3**	**103.0**	**39.3**	**735.9**
Plan assets (in %)	**58%**	**22%**	**14%**	**5%**	**100%**

	31/12/2009 (*)				
	United Kingdom	Switzerland	France	Other countries	Weighted average
Breakdown of plan assets					
Shares	18%	29%	15%	2%	19%
Property	2%	17%	5%	0%	5%
Bonds	46%	45%	74%	97%	52%
Monetary securities	29%	3%	6%	0%	20%
Other	5%	5%	1%	0%	5%
Total	100%	100%	100%	100%	100%
Average return adopted in the period	**6.0%**	**4.5%**	**4.4%**	**4.1%**	**5.4%**
Plan assets (in € millions)	**388.8**	**107.6**	**59.7**	**34.5**	**590.5**
Plan assets (in %)	**66%**	**18%**	**10%**	**6%**	**100%**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

For the United Kingdom, the theoretical expected returns on plan assets are as follows:

	Shares	Property	Bonds	Monetary securities	Other	Total
Return on financial assets						
31/12/2010	**6.8%**	**3.1%**	**5.0%**	**3.1%**	**5.1%**	**6.0%**
31/12/2009	6.8%	3.3%	5.1%	3.3%	5.1%	6.0%

On the basis of the actuarial assumptions referred to above, the retirement benefit obligations, the provision recognised in the balance sheet, and the retirement benefit expenses recognised break down as follows:

Reconciliation of obligations and provisions in the balance sheet

	31/12/2010			31/12/2009 (*)		
(in € millions)	France	Foreign	Total	France	Foreign	Total
Present value of retirement benefit obligations	(617.1)	(1,091.0)	(1,708.1)	(520.3)	(869.7)	(1,390.0)
Fair value of plan assets	103.9	632.0	735.9	59.8	530.7	590.5
Surplus (or deficit)	**(513.2)**	**(458.9)**	**(972.2)**	**(460.5)**	**(339.0)**	**(799.5)**
Provisions recognised in balance sheet	**(401.7)**	**(373.4)**	**(775.1)**	**(343.4)**	**(282.4)**	**(625.8)**
Assets recognised in balance sheet	22.9	20.8	43.7		15.3	15.3
Items not recognised in balance sheet						
Actuarial gains and losses	89.8	107.3	197.0	64.8	71.9	136.8
Past service cost	44.7	0.0	44.7	52.3	0.0	52.3
Assets not recognised in balance sheet		(0.9)	(0.9)		(0.1)	(0.1)

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Changes in the year

(in € millions)	31/12/2010	31/12/2009 (*)
Present value of retirement benefit obligations		
Balance at the beginning of the year	**1,390.0**	**1,185.6**
of which, obligations covered by plan assets	***729.3***	***615.6***
Current service cost	44.6	34.3
Cost for the year of discounting	78.7	66.5
Benefits paid during the year	(81.1)	(66.9)
Actuarial gains and losses	60.4	105.2
Past service cost	(1.5)	26.5
Business combinations	293.8	126.0
Settlement of rights and plan curtailments	(18.2)	(11.2)
Effect of exchange rate fluctuations	43.2	27.0
Changes in consolidation scope and miscellaneous	(101.9)	(103.2)
Balance at the end of the year	**1,708.1**	**1,390.0**
of which, obligations covered by plan assets	***959.0***	***729.3***
Plan assets		
Balance at the beginning of the year	**590.5**	**507.5**
Expected return on plan assets	33.3	30.5
Actuarial gains and losses	6.2	22.3
Contributions paid to funds	68.9	30.8
Benefits paid during the year	(31.7)	(23.4)
Business combinations	64.7	102.5
Settlement of rights and plan curtailments	(4.0)	(9.4)
Effect of exchange rate fluctuations	35.9	24.3
Changes in consolidation scope and miscellaneous	(27.9)	(94.6)
Balance at the end of the year	**735.9**	**590.5**
Amounts not recognised in balance sheet		
Balance at the beginning of the year	**189.1**	**79.1**
New items	54.2	82.9
Effect of changes in assumptions	*74.9*	*94.9*
Effect of experience gains and losses on retirement benefit obligation	*(14.5)*	*10.4*
Effect of experience gains and losses on plan assets	*(6.2)*	*(22.3)*
Amortisation for the period	(7.4)	(1.9)
Exchange rate and other changes	6.5	28.6
Plan curtailments	(0.7)	0.5
Balance at the end of the period	**241.7**	**189.1**
of which, actuarial gains and losses	*197.0*	*136.8*
of which, past service cost	*44.7*	*52.3*
Actuarial gains and losses as percentage of obligations	*11.5%*	*9.8%*

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

The change in actuarial gains and losses results mainly from the change in assumptions following adoption in France of the Pension Reform Act and from the decrease in discount rates at 31 December 2010.

Historical data on the obligation, fair value of financial assets and effects of experience adjustments

(in € millions)	31/12/2010	31/12/2009 (*)	31/12/2008 (*)	31/12/2007 (*)	31/12/2006 (*)
Value of plan assets and liabilities					
Present value of retirement benefit obligations	(1,708.1)	(1,390.0)	(1,185.6)	(1,262.3)	(1,088.7)
Fair value of plan assets	735.9	590.5	507.5	641.0	449.3
Surplus (or deficit)	(972.2)	(799.5)	(678.1)	(621.3)	(639.3)
Experience adjustments					
Effect of experience gains and losses on retirement benefit obligation	(14.5)	10.4	(9.6)	6.6	9.1
Percentage of retirement benefit obligations	*0.8%*	*–0.7%*	*0.8%*	*–0.5%*	*–0.8%*
Effect of experience gains and losses on plan assets	(6.2)	(22.3)	95.0	8.0	(2.4)
Percentage of plan assets	*–0.8%*	*–3.8%*	*18.7%*	*1.3%*	*–0.5%*

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

VINCI estimates the payments to be made in 2011 in respect of retirement benefit obligations at approximately €100 million, comprising €70 million relating to benefits paid to retired employees and approximately €30 million to contributions payable to fund managing bodies.

Expenses recognised in respect of defined benefit plans

(in € millions)	2010	2009 (*)
Rights acquired by employees during the year	(44.6)	(34.3)
Discounting of acquired rights to present value	(78.7)	(66.5)
Expected return on plan assets	33.3	30.5
Amortisation of actuarial gains and losses	(5.5)	(0.2)
Amortisation of past service cost – rights not vested	(1.9)	(1.7)
Past service cost – rights vested	4.7	(5.4)
Other	9.1	(4.0)
Total	**(83.7)**	**(81.7)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities"..

Sensitivity of the 2011 expense to discount rates and the return on assets is as follows:

(in € millions)	0.50%	–0.50%
Discount rate (*)	(3.7)	6.7
Rate of return on assets (*)	(3.4)	3.4

(*) Before effect of capping the asset.

Expenses recognised in respect of defined contribution plans

In some countries, and more especially in France and Spain, the Group contributes to basic State pension schemes, for which the expense recognised is the amount of the contributions called by the State bodies. Basic State pension schemes are considered as being defined contribution plans. Depending on the country, the proportion of the contributions paid that relates to pensions may not be clearly identifiable.

The amount of retirement benefit contributions taken as an expense in the period in respect of defined contribution plans (excluding basic State schemes) was €372.6 million at 31 December 2010 (€342.5 million at 31 December 2009). This includes the contributions paid to the external multi-employer fund (CNPO) in respect of obligations in respect of lump sums paid on retirement to building workers.

20.2 Other non-current provisions

Changes in other non-current provisions reported in the balance sheet were as follows in 2010 and 2009:

(in € millions)	Opening	Provisions taken	Provisions used	Other reversals not used	Changes in consolidation scope and miscellaneous	Change in the part at less than one year of non-current provisions	Translation differences	Closing
01/01/2009 (*)	**417.7**	**214.6**	**(155.1)**	**(169.5)**	**41.2**	**(27.2)**	**(0.5)**	**332.4**
Other employee benefits	134.0	21.5	(14.0)	(13.6)	1.5	9.0	0.0	138.4
Financial risks	48.2	4.7	(2.2)	(0.4)	63.2		(0.0)	113.6
Other liabilities	359.0	201.4	(91.4)	(35.8)	(4.6)		(0.4)	428.2
Discounting of non-current provisions	(6.5)	(0.5)	0.7					(6.2)
Reclassification of the part at less than one year of non-current provisions	(202.4)				0.6	(29.3)	(0.0)	(231.1)
31/12/2009 (*)	**332.4**	**227.1**	**(106.8)**	**(49.7)**	**60.6**	**(20.3)**	**(0.3)**	**442.9**
Other employee benefits	138.4	18.7	(20.5)	(0.1)	10.5	(1.0)	0.2	146.2
Financial risks	113.6	64.2	(4.6)	(1.6)	80.4		0.0	252.0
Other liabilities	428.2	178.3	(148.8)	(19.9)	24.5		1.2	463.6
Discounting of non-current provisions	(6.2)	(0.6)	0.9	0.0	(0.4)		(0.0)	(6.3)
Reclassification of the part at less than one year of non-current provisions	(231.1)				2.6	(25.0)	(0.4)	(253.9)
31/12/2010	**442.9**	**260.5**	**(172.9)**	**(21.6)**	**117.6**	**(26.0)**	**1.0**	**601.6**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Other employee benefits

Long-service and jubilee bonuses and medical expense cover

The provisions have been calculated using the following actuarial assumptions:

	31/12/2010	31/12/2009
Discount rate	2.9% – 5%	3.25% – 5.1%
Inflation rate	2.1%	1.9%
Rate of salary increases	1.8% – 3.4%	1.9% – 4.1%
Rate of change of medical expenses	0.0% – 6.0%	0.0% – 6.0%

At 31 December 2010, the provisions in respect of medical expense cover amount to €43.3 million. They have been calculated on the basis of a rate of growth in medical expenses of between 0% and 6%. A change of 1% in this rate would entail a change of €2.1 million in the obligation.

Provisions for financial and other liabilities

The provisions for financial and other liabilities, not directly linked with the operating cycle, include the provisions for disputes and arbitration, some of which are described in Note I. "Disputes and arbitration". They amount to €461.7 million at 31 December 2010 (part at more than one year) against €310.7 million at 31 December 2009.

Employee training rights

The Act of 4 May 2004 gives employees of French businesses the right to a minimum of 20 hours of training a year, which can be carried forward and accumulated over a period of six years. Expenditure under this individual right to training is considered as an expense for the period and does not give rise to the recognition of a provision, other than in exceptional cases. The Group's employees had acquired rights to 8.3 million hours of such training at 31 December 2010.

21. Current provisions

Changes in current provisions in 2010 and 2009 reported in the balance sheet were as follows:

(in € millions)	Opening	Provisions taken	Provisions used	Other reversals not used	Changes in consolidation scope and miscellaneous	Change in the part at less than one year of non-current provisions	Translation differences	Closing
01/01/2009 (*)	**2,412.3**	**1,137.8**	**(752.5)**	**(153.9)**	**21.9**	**17.8**	**(25.3)**	**2,658.1**
Obligation to maintain the condition of concession assets	501.2	141.2	(70.5)	(27.1)			(0.5)	544.3
After-sales service	328.1	113.5	(77.5)	(27.2)	34.4		3.4	374.7
Losses on completion and construction project liabilities	726.8	497.2	(433.8)	(26.6)	7.7		3.9	775.1
Disputes	421.8	129.1	(102.2)	(34.2)	(47.5)		0.6	367.6
Restructuring	42.0	25.5	(21.8)	(5.4)	(0.8)		0.0	39.5
Other current liabilities	460.1	217.0	(147.3)	(29.6)	9.5		1.4	511.2
Discounting of current provisions	(24.3)	3.5	0.4		(0.1)		(0.0)	(20.6)
Reclassification of the part at less than one year of non-current provisions	202.4				(0.6)	29.3	0.0	231.1
31/12/2009 (*)	**2,658.1**	**1,126.9**	**(852.8)**	**(150.1)**	**2.6**	**29.3**	**8.9**	**2,823.0**
Obligation to maintain the condition of concession assets	544.3	109.2	(88.6)	(0.9)	(0.0)		1.1	565.1
After-sales service	374.7	148.2	(87.5)	(30.2)	7.2		4.6	417.1
Losses on completion and construction project liabilities	775.1	498.4	(440.6)	(58.4)	6.4		10.0	790.9
Disputes	367.6	162.0	(96.1)	(41.0)	54.6		1.8	448.8
Restructuring	39.5	33.0	(30.6)	(5.6)	28.5		0.1	64.9
Other current liabilities	511.2	273.9	(193.0)	(45.6)	172.5		4.0	723.0
Discounting of current provisions	(20.6)	(4.2)	6.3	0.2	(10.3)		(0.2)	(28.7)
Reclassification of the part at less than one year of non-current provisions	231.1				(2.6)	25.0	0.4	253.9
31/12/2010	**2,823.0**	**1,220.5**	**(930.0)**	**(181.7)**	**256.4 (**)**	**25.0**	**21.8**	**3,235.0**

(*)Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Including current provisions of €223.5 million for Cegelec.

Current provisions (including the part at less than one year of non-current provisions) are directly connected with the operating cycle and principally relate to provisions relating to construction contracts and provisions for the obligation to maintain the condition of concession assets.

Such provisions mainly cover the expenses incurred by motorway concession operating companies for road repairs (surface courses, restructuring of slow lanes, etc.) bridges, tunnels and hydraulic infrastructure, and mainly comprise €342.8 million for ASF (€338.4 million in 2009) and Cofiroute for €192.9 million (€175.8 million in 2009).

22. Current operating assets and liabilities

22.1 Change in current operating assets and liabilities

	31/12/2010	31/12/2009 (*)	Change
Inventories and work in progress (net)	843.8	667.3	176.5
Trade and other operating receivables	11,978.9	9,969.5	2,009.3
Other current assets	330.7	355.2	(24.5)
Inventories and operating receivables	**13,153.4 (**)**	**10,992.0**	**2,161.4 (**)**
Trade payables	(6,692.2)	(5,876.0)	(816.2)
Other current payables	(9,571.7)	(8,071.9)	(1,499.8)
Trade and other operating payables	**(16,263.9) (**)**	**(13,948.0)**	**(2,315.9) (**)**
Total	**(3,110.5)**	**(2,956.0)**	**(154.5)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Including €979 million of current assets and €1,235 million of current liabilities for Cegelec.

Current operating assets and liabilities break down as follows:

(in € millions)	31/12/2010	Maturity				
		Within 1 year				
		1 to 3 months	3 to 6 months	6 to 12 months	Between 1 and 5 years	After 5 years
Inventories and work in progress (net)	843.8	399.5	92.1	186.6	160.2	5.4
Trade and other operating receivables (*)	11,921.0	8,605.8	1,227.9	1,637.8	435.5	14.1
Other current assets	330.7	184.3	87.6	35.2	15.2	8.3
Inventories and operating receivables	**13,095.6**	**9,189.6**	**1,407.7**	**1,859.6**	**610.9**	**27.8**
Trade payables	(6,692.2)	(5,060.4)	(613.2)	(784.9)	(227.5)	(6.3)
Other current payables (*)	(9,075.0)	(6,084.8)	(970.0)	(1,498.7)	(442.2)	(79.2)
Trade and other operating payables	**(15,767.2)**	**(11,145.1)**	**(1,583.3)**	**(2,283.6)**	**(669.7)**	**(85.5)**

(*) Excluding receivables and payables relating to non-current assets and the part at less than one year of provisions for retirement benefit obligations and other employee benefits.

(in € millions)	31/12/2009(*)	Maturity				
		Within 1 year				
		1 to 3 months	3 to 6 months	6 to 12 months	Between 1 and 5 years	After 5 years
Inventories and work in progress (net)	667.3	258.0	66.5	151.9	189.0	1.9
Trade and other operating receivables (**)	9,959.7	6,675.3	739.4	1,942.5	593.2	9.4
Other current assets	355.2	221.9	33.7	79.0	12.9	7.7
Inventories and operating receivables	**10,982.2**	**7,155.1**	**839.6**	**2,173.3**	**795.1**	**19.0**
Trade payables	(5,876.0)	(4,359.2)	(405.6)	(685.5)	(411.2)	(14.7)
Other current payables (**)	(7,719.4)	(4,855.5)	(457.1)	(1,776.9)	(536.6)	(93.2)
Trade and other operating payables	**(13,595.4)**	**(9,214.7)**	**(862.7)**	**(2,462.4)**	**(947.8)**	**(107.9)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Excluding receivables and payables relating to non-current assets and the part at less than one year of provisions for retirement benefit obligations and other employee benefits.

22.2 Trade receivables

Trade receivables and any allowances were as follows:

(in € millions)	31/12/2010	31/12/2009(*)
Trade receivables invoiced	6,171.5	5,797.6
Allowances against trade receivables	(417.3)	(408.4)
Trade receivables, net	**5,754.3**	**5,389.2**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

At 31 December 2010, trade receivables between 6 and 12 months past due amounted to €201 million (€178.3 million at 31 December 2009). €65.8 million of allowances have been taken in consequence (€56 million at 31 December 2009). Trade receivables more than one year past due amount to €285.1 million (€260.4 million at 31 December 2009) and provisions of €181.3 million have been taken in consequence (€153.1 million at 31 December 2009).

23. Net financial debt

At 31 December 2010, net financial debt, as defined by the Group, stood at €13.1 billion, stable compared with 31 December 2009.

Net debt can be broken down as follows:

Accounting categories *(in € millions)*		Note	31/12/2010 Non-current	Ref.	31/12/2010 Current (**)	Ref.	31/12/2010 Total	31/12/2009 (*) Non-current	Ref.	31/12/2009 (*) Current (**)	Ref.	31/12/2009 (*) Total
Liabilities at amortised cost	Bonds	23.1	(6,020.5)	(1)	(197.7)	(3)	**(6,218.2)**	(5,318.7)	(1)	(179.9)	(3)	**(5,498.7)**
	Other bank loans and other financial debt	23.1	(11,387.4)	(2)	(995.5)	(3)	**(12,382.9)**	(12,100.4)	(2)	(1,180.1)	(3)	**(13,280.5)**
	Finance lease debt restated	23.1	(100.4)	(2)	(56.1)	(3)	**(156.5)**	(104.1)	(2)	(47.9)	(3)	**(152.0)**
	Long-term financial debt		**(17,508.3)**		**(1,249.3)**		**(18,757.6)**	**(17,523.2)**		**(1,407.9)**		**(18,931.1)**
	Commercial paper	23.2.4				(3)					(3)	
	Other current financial liabilities				(55.6)	(3)	**(55.6)**			(196.1)	(3)	**(196.1)**
	Bank overdrafts	23.2.2			(676.8)	(3)	**(676.8)**			(592.0)	(3)	**(592.0)**
	Financial current accounts, liabilities				(158.1)	(3)	**(158.1)**			(38.9)	(3)	**(38.9)**
	I - Gross financial debt		**(17,508.3)**		**(2,139.8)**		**(19,648.2)**	**(17,523.2)**		**(2,235.0)**		**(19,758.2)**
	of which, impact of fair value hedges		*(176.7)*				***(176.7)***	*(129.0)*				***(129.0)***
	of which effect of recognising ASF's debt at fair value in VINCI's consolidated financial statements (***)		*(52.0)*		*(12.6)*		***(64.6)***	*(80.1)*		*(11.2)*		***(91.3)***
Loans and receivables	Loans and collateralised financial receivables			(6)	1.8	(8)	**1.8**	0.4	(6)	1.8	(8)	**2.2**
	Financial current accounts, assets				195.1	(4)	**195.1**			72.2	(4)	**72.2**
Assets at fair value through profit or loss (fair value option)	Cash management financial assets	23.2.2			538.2	(4)	**538.2**			1,065.0	(4)	**1,065.0**
	Cash equivalents	23.2.2			3,686.4	(5)	**3,686.4**			4,028.5	(5)	**4,028.5**
	Cash	23.2.2			2,061.5	(5)	**2,061.5**			1,385.2	(5)	**1,385.2**
	II - Financial assets				**6,483.0**		**6,483.0**	**0.4**		**6,552.7**		**6,553.1**
Derivatives	Derivative financial instruments – liabilities	24	(188.4)	(2)	(135.4)	(3)	**(323.8)**	(133.2)	(2)	(129.2)	(3)	**(262.4)**
	Derivative financial instruments – assets	24	186.1	(7)	243.2	(9)	**429.3**	130.6	(7)	207.2	(9)	**337.8**
	III - Derivative financial instruments		**(2.3)**		**107.8**		**105.5**	**(2.6)**		**78.0**		**75.4**
	Net financial debt (I + II + III)		**(17,510.6)**		**4,451.0**		**(13,059.7)**	**(17,525.4)**		**4,395.7**		**(13,129.7)**
	Net financial debt breaks down by business line as follows:											
	Concessions		*(14,715.4)*		*(445.3)*		***(15,160.7)***	*(14,531.7)*		*(667.2)*		***(15,199.0)***
	Contracting		*(1,701.7)*		*4,657.0*		***2,955.3***	*(764.9)*		*4,382.7*		***3,617.7***
	Holding companies (including Concessions holding companies) and VINCI Immobilier		*(1,093.5)*		*239.2*		***(854.3)***	*(2,228.7)*		*680.2*		***(1,548.5)***

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Current part including accrued interest.
(***) Following the acquisition of ASF by VINCI on 9 March 2006.

Reconciliation of net financial debt with balance sheet items:

(in € millions)	Ref:	31/12/2010	31/12/2009 (*)
Bonds (non-current)	(1)	(6,020.5)	(5,318.7)
Other loans and borrowings	(2)	(11,676.2)	(12,337.7)
Current borrowings	(3)	(2,275.3)	(2,364.3)
Cash management financial assets	(4)	733.2	1,137.3
Cash and cash equivalents	(5)	5,747.9	5,413.7
Non-current collateralised loans and receivables	(6)		0.4
Derivative financial instruments – non-current assets	(7)	186.1	130.6
Current collateralised loans and receivables	(8)	1.8	1.8
Derivative financial instruments – current assets	(9)	243.2	207.2
Net financial debt		**(13,059.7)**	**(13,129.7)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Derivative financial instruments (assets and liabilities) designated as hedges are reported in the balance sheet, classified by maturity and according to their accounting category, under other non-current financial assets or liabilities for the part at more than one year, and other current financial assets or liabilities for the part at less than one year. Derivative financial instruments (assets and liabilities) that are not designated as hedges for accounting purposes are reported as other current financial assets or liabilities, whatever their maturity dates.

23.1 Detail of long-term financial debt

The breakdown of net long-term financial debt at 31 December 2010 by business line was as follows:

(in € millions)	31/12/2010 Concessions	Contracting	Holding companies (**) and VINCI Immobilier	Total	31/12/2009 (*) Concessions	Contracting	Holding companies (**) and VINCI Immobilier	Total
Bonds	(6,217.5)	(0.7)		**(6,218.2)**	(5,497.8)	(0.8)		**(5,498.7)**
Other bank loans and other financial debt	(9,259.1)	(260.4)	(2,863.4)	**(12,382.9)**	(10,162.5)	(226.7)	(2,891.4)	**(13,280.5)**
Finance lease debt restated	(2.8)	(153.7)		**(156.5)**	(4.3)	(146.7)	(1.0)	**(152.0)**
Long-term financial debt	**(15,479.4)**	**(414.8)**	**(2,863.4)**	**(18,757.6)**	**(15,664.6)**	**(374.2)**	**(2,892.4)**	**(18,931.1)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Including Concessions holding companies.

At 31 December 2010, long-term financial debt, comprising diversified forms of debt, amounted to €18.8 billion, down by more than €173 million from 31 December 2009 (€18.9 billion).

This decrease reflects the effects of scheduled repayments of existing debt and new borrowings, of which the largest were:

Issues of bonds under ASF's EMTN programme:

ASF made issues of bonds in two tranches in 2010, under its EMTN programme, for a total face value of €650 million, comprising:
- an issue of €500 million on 12 April 2010 at 4.125%, for 10 years;
- a secondary issue of €150 million nominal on 20 September 2010 on the same terms and at the same maturity, with a re-offer rate of 3.455%.

Redemption of CNA loans by ASF/Escota

In 2010, ASF and Escota repaid various loans taken out with CNA, at an average rate of the order of 5.17%, for €818 million.

Details of the main financial debts of concessions and holding and property companies are given in the tables below.

Concessions

(in € millions)	Currency	Contractual interest rate	Maturity	31/12/2010 Nominal remaining due	Carrying amount	of which accrued interest not matured	31/12/2009 (*) Nominal remaining due	Carrying amount
Bonds				**5,856.7**	**6,217.5**	**193.6**	**5,206.2**	**5,497.8**
Cofiroute				**2,227.1**	**2,311.5**	**62.7**	**2,226.6**	**2,313.3**
of which:								
Bonds October 2001 & supplement in August 2005	EUR	5.9%	October 2016	500.0	533.1	6.8	500.0	531.8
Bonds April 2003	EUR	5.3%	April 2018	600.0	643.2	21.2	600.0	645.6
2006 bond and supplement in July 2007	EUR	5.0%	May 2021	1,100.0	1,104.6	33.5	1,100.0	1,106.3
ASF and Escota				**3,629.6**	**3,906.0**	**130.9**	**2,979.6**	**3,184.6**
of which:								
ASF Bond issue 2007	EUR	5.6%	July 2022	1,575.0	1,736.7	43.9	1,575.0	1,711.9
ASF 2009 bond issue and supplement in April 2009	EUR	7.4%	March 2019	969.6	1,037.7	56.2	969.6	1,020.0
ASF 2010 bond issue and supplement in August 2010	EUR	4.1%	April 2020	650.0	668.3	19.4		
Other bank loans and other financial debt				**9,047.8**	**9,259.1**	**157.7**	**9,894.9**	**10,162.5**
Cofiroute				**1,104.5**	**1,109.4**	**9.1**	**1,105.7**	**1,107.4**
ASF and Escota				**6,227.6**	**6,477.5**	**147.4**	**7,044.2**	**7,356.4**
CNA loans				***3,881.5***	***4,336.2***	***116.6***	***4,598.3***	***4,805.2***
of which:								
ASF and Escota - CNA 1998	EUR	4.5%	April 2010				502.4	517.2
ASF and Escota - CNA 1997 to 2001	EUR	5.9%	June 2011	498.5	517.2	16.8	498.5	521.4
ASF and Escota - CNA 1997 to 2000	EUR	5.8%	October 2012	405.9	410.7	4.7	405.9	410.8
ASF and Escota - CNA 1998/2001	EUR	5.9%	March 2013	397.7	423.4	18.0	397.7	426.6
ASF - CNA 1999/2002	EUR	4.4%	May 2014	450.0	452.6	12.2	450.0	450.1
ASF - CNA 2000/2001	EUR	6.0%	October 2015	382.5	410.2	4.2	382.5	414.5
ASF - CNA 2001	EUR	inflation-linked	July 2016	396.3	403.8	6.8	390.3	397.0
ASF and Escota - CNA 2002	EUR	5.3%	January 2017	532.0	555.4	25.7	532.0	555.1
ASF - CNA 2004/2005	EUR	4.5%	March 2018	750.0	806.8	25.8	750.0	810.5

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Concessions (continued)

(in € millions)	Currency	Contractual interest rate	Maturity	31/12/2010 Nominal remaining due	31/12/2010 Carrying amount	31/12/2010 of which accrued interest not matured	31/12/2009(*) Nominal remaining due	31/12/2009(*) Carrying amount
CNA/EIB loans				***1,088.9***	***832.7***	***26.8***	***1,184.2***	***1,214.7***
of which, ASF - CNA/EIB 2002	EUR	6.2%	April 2015 to 2017	412.6	431.4	18.8	412.6	431.4
EIB loans				***500.0***	***488.3***	***3.7***	***500.0***	***486.9***
Other loans				***1.4***	***2.3***		***5.9***	***5.9***
Credit facilities				***755.8***	***753.3***	***0.2***	***755.8***	***752.4***
of which, ASF Term Loan	EUR	E1M	December 2013	755.8	755.1	0.1	755.8	754.9
Effect of recognising ASF's debt at fair value in VINCI's consolidated financial statements	***EUR***				***64.6***			***91.3***
Arcour				**600.0**	**570.7**	**0.0**	**600.0**	**569.3**
of which, Arcour 2008	EUR	E1M	up to March 2018	400.0	396.1	0.0	400.0	395.3
VINCI Park				**653.9**	**649.9**	**0.0**	**698.9**	**694.6**
of which, Loan June 2006	EUR	E1M/E3M	up to June 2026	416.7	414.7	0.0	434.7	432.4
Other concessions				**461.9**	**451.6**	**1.1**	**446.1**	**434.8**
of which, Gefyra - EIB 2001	EUR	BEI	up to June 2029	329.0	319.1	0.3	340.5	329.7
Finance lease debt restated				**2.8**	**2.8**	**0.0**	**4.3**	**4.3**
Long-term financial debt				**14,907.4**	**15,479.4**	**351.3**	**15,105.4**	**15,664.6**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Holding companies (including Concessions holding companies) and VINCI Immobilier

(in € millions)	Currency	Contractual interest rate	Maturity	31/12/2010 Capital outstanding	31/12/2010 Carrying amount	31/12/2010 of which accrued interest not matured	31/12/2009(*) Capital outstanding	31/12/2009(*) Carrying amount
Other bank loans and other financial debt				**2,865.0**	**2,863.4**	**1.1**	**2,895.0**	**2,891.4**
VINCI S.A.				**1,750.0**	**1,749.8**	**1.0**	**1,750.0**	**1,748.4**
ASF acquisition loan November 2005	EUR	E1M	November 2012	1,750.0	1,749.8	1.0	1,750.0	1,748.4
ASF Holding				**1,115.0**	**1,113.6**	**0.1**	**1,145.0**	**1,142.9**
Syndicated loan December 2006	EUR	E1M	until December 2013	1,115.0	1,113.6	0.1	1,145.0	1,142.9
Finance lease debt restated							**1.0**	**1.0**
Long-term financial debt				**2,865.0**	**2,863.4**	**1.1**	**2,896.0**	**2,892.4**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

23.2 Financing resources and liquidities

At 31 December 2010, the Group's available resources amounted to €12.6 billion, including €5.6 billion net cash managed (see Note F.23.2.2 "Net cash managed") and €7 billion of unused, confirmed medium-term bank credit facilities (see Note F.23.2.3 "Revolving credit facilities").

23.2.1 Maturity of debts

The Group's debt and associated interest payments, on the basis of the interest rates at 31 December 2010, break down as follows, by maturity date:

	31/12/2010							
(in € millions)	Carrying amount	Capital and interest cash flows	Within 3 months	Between 3 and 6 months	Between 6 months and 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years
Bonds								
Share capital	(6,218.2)	(5,857.3)		(4.0)		(3.9)	(11.8)	(5,837.6)
Interest payment cash flows		(3,265.9)	(81.1)	(115.1)	(129.6)	(325.4)	(974.9)	(1,639.8)
Other bank loans and other financial debt								
Share capital	(12,382.9)	(12,119.6)	(40.8)	(568.4)	(212.0)	(2,374.3)	(4,102.2)	(4,821.9)
Interest payment cash flows		(2,011.2)	(110.1)	(106.0)	(147.4)	(337.6)	(706.0)	(604.0)
Finance lease debt restated								
Share capital	(156.5)	(155.9)	(14.3)	(14.2)	(27.2)	(37.0)	(41.1)	(22.1)
Interest payment cash flows		(16.0)	(1.7)	(1.5)	(2.5)	(3.5)	(4.6)	(2.3)
Subtotal: long-term borrowing	**(18,757.6)**	**(23,426.0)**	**(248.0)**	**(809.1)**	**(518.8)**	**(3,081.7)**	**(5,840.7)**	**(12,927.7)**
Commercial paper								
Other current financial liabilities	(55.6)	(55.6)	(17.8)		(37.9)			
Bank overdrafts	(676.8)	(676.8)	(676.8)					
Financial current accounts, liabilities	(158.1)	(158.1)	(158.1)					
I - Financial debt	**(19,648.2)**	**(24,316.6)**	**(1,100.8)**	**(809.1)**	**(556.7)**	**(3,081.7)**	**(5,840.7)**	**(12,927.7)**
II - Financial assets	**6,483.0**	***Including cash management current financial assets at less than three months for €6,087.7 million***						
Derivative financial instruments – liabilities	(323.8)	(517.5)	(18.9)	(15.5)	(23.6)	(66.0)	(168.8)	(224.8)
Derivative financial instruments – assets	429.3	1,114.9	14.0	60.4	42.9	107.3	321.4	569.0
III - Derivative financial instruments	**105.5**	**597.4**	**(4.8)**	**44.9**	**19.3**	**41.3**	**152.6**	**344.2**
Net financial debt (I + II + III)	**(13,059.7)**							
Trade payables	**(6,692.2)**	**(6,692.2)**	**(5,060.3)**	**(613.2)**	**(784.9)**	**(91.0)**	**(136.5)**	**(6.3)**

At 31 December 2010, the average maturity of the Group's long-term financial debt was 6.6 years (against 7.1 years at 31 December 2009). The average maturity was 7.5 years in the Concession operating subsidiaries, 2.2 years for holding companies (including VINCI Immobilier and Concession holding companies) and 3.4 years in Contracting.

23.2.2 Net cash managed

Net cash managed, including in particular cash management financial assets and commercial paper issued, breaks down as follows:

	31/12/2010			
(in € millions)	Concessions	Contracting (*)	Holding companies (**) and VINCI Immobilier	Total
Cash equivalents	**390.8**	**805.2**	**2,490.4**	**3,686.4**
Marketable securities and mutual funds (UCITS)	235.2	206.1	1,010.8	1,452.1
Negotiable debt securities with an original maturity of less than 3 months	155.6	599.1	1,479.6	2,234.3
Cash	**107.6**	**1,778.1**	**175.8**	**2,061.5**
Bank overdrafts	**(9.0)**	**(577.6)**	**(90.3)**	**(676.8)**
Net cash and cash equivalents	**489.4**	**2,005.8**	**2,575.9**	**5,071.1**
Cash management financial assets	**54.2**	**118.2**	**365.8**	**538.2**
Marketable securities and mutual funds (UCITS) (***)	12.1	28.0	9.7	49.8
Negotiable debt securities and bonds with an original maturity of less than 3 months	15.4	77.6	0.1	93.1
Negotiable debt securities with an original maturity of more than 3 months	26.7	12.6	356.0	395.3
Commercial paper issued				
Net cash managed	**543.6**	**2,124.0**	**2,941.7**	**5,609.3**

(*) Surpluses not included in cash pooling system. These items do not include the investments made by Contracting companies with VINCI Holding under the cash pooling arrangements, which are included in the holding companies' net cash and cash equivalents.

(**) Including Concessions holding companies.

(***) Portion of short-term UCITS that do not meet the criteria to be designated as cash equivalents as defined by IAS 7.

23.2.2 **Net cash managed** (continued)

(in € millions)	31/12/2009(*) Concessions	Contracting(**)	Holding companies(***) and VINCI Immobilier	Total
Cash equivalents	**574.3**	**753.8**	**2,700.4**	**4,028.5**
Marketable securities and mutual funds (UCITS)	360.6	243.4	1,505.3	2,109.2
Negotiable debt securities with an original maturity of less than 3 months	213.7	510.5	1,195.1	1,919.3
Cash	**85.4**	**1,217.9**	**81.8**	**1,385.2**
Bank overdrafts	**(8.3)**	**(512.2)**	**(71.5)**	**(592.0)**
Net cash and cash equivalents	**651.4**	**1,459.5**	**2,710.7**	**4,821.7**
Cash management financial assets	**48.7**	**137.3**	**879.0**	**1,065.0**
Marketable securities and mutual funds (UCITS)(****)	27.2	66.6	16.4	110.2
Negotiable debt securities and bonds with an original maturity of less than 3 months	2.5	58.0	0.4	61.0
Negotiable debt securities with an original maturity of more than 3 months	19.0	12.7	862.1	893.8
Commercial paper issued				
Net cash managed	**700.2**	**1,596.8**	**3,589.7**	**5,886.7**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) Surpluses not included in cash pooling system. These items do not include the investments made by Contracting companies with VINCI Holding under the cash pooling arrangements, which are included in the holding companies' net cash and cash equivalents.

(***) Including Concessions holding companies.

(****) Portion of short-term UCITS that do not meet the criteria to be designated as cash equivalents as defined by IAS 7.

The investment vehicles used by the Group are monetary UCITS, negotiable debt securities (certificates of deposit generally with a maturity of less than three months) and bonds. They are measured and recognised at their fair value.

These various financial assets ("cash equivalents" and "cash management financial assets") are managed involving limited risk to capital and are managed through a system to monitor performance and related risks.

The total amount invested in respect of net cash surpluses of the companies heading business lines and VINCI's main wholly owned French subsidiaries (excluding ASF), transferred to the VINCI holding company through a cash pooling system, was €2.7 billion at 31 December 2010. Investments of wholly owned German subsidiaries' cash surpluses, amounting to €0.2 billion, are transferred to VINCI Finance International, a VINCI subsidiary. This centralisation enables the management of financial resources to be optimised, trends in the cash position of the Group's main entities to be measured and the risks relating to the counterparties and investment vehicles used to be better managed.

The investments of the cash surpluses of other Group subsidiaries are managed complying with the guidelines issued by VINCI and the instructions by VINCI to subsidiaries, which define in particular the investment vehicles and the counterparties authorised by the Group. They amount to €1.4 billion, including €0.4 billion for the concession operators (including €0.3 billion at Cofiroute) and €0.9 billion for the Contracting companies.
The VINCI holding company, ASF and VINCI Finance International monitor the performance and the risks associated with these investments regularly, through a report detailing the yield of the various assets on the basis of their fair value and analysing the associated level of risk

23.2.3 **Revolving credit facilities**

At 31 December 2010, VINCI S.A. had a confirmed bank credit facility (Club Deal) of €2 billion, expiring in March 2012 and confirmed bilateral medium-term credit facilities of €0.8 billion, with maturity dates of between October 2011 and September 2012.

ASF has two syndicated bank credit facilities, one maturing in July 2012 for €1 billion and one maturing in December 2013 for €2 billion, both subject to financial covenants (see Note F.23.2.5 "Financial covenants").

At 31 December 2010, Cofiroute had a confirmed bank facility of €1 billion, expiring in October 2011. On 25 February 2011, Cofiroute signed an agreement with five banks for a new €500 million revolving credit facility maturing in five years that will refinance the €1 billion facility mentioned above.

At 31 December 2010, none of the above credit facilities were being used.

The amounts authorised and used, and the maturities of the revolving credit lines of VINCI and its subsidiaries are as follows:

(in € millions)	Amount used at 31/12/2010	Amounts authorised at 31/12/2010	Maturity: Within 1 year	Maturity: Between 1 and 5 years	Maturity: After 5 years
Syndicated loan	0	2,000	0	2,000	
Bilateral facilities	0	785	100	685	
VINCI		**2,785**	**100**	**2,685**	
ASF: syndicated loans	**0**	**3,000**	**0**	**3,000**	
Cofiroute: syndicated loan	**0**	**1,020**	**1,020**	**0**	
Contracting: syndicated and bilateral facilities	**70**	**160**	**0**	**160**	
Total	**70**	**6,965**	**1,120**	**5,845**	

Drawings made in 2010 against these confirmed credit lines complied with the initial contractual terms and conditions.

23.2.4 Commercial paper

At 31 December 2010, the Group had a commercial paper programme of €1.5 billion for VINCI S.A. and one of €0.4 billion for Cofiroute. These two programmes are rated A2 by Standard & Poor's.
Neither of these programmes was being used at 31 December 2010.

23.2.5 Financial covenants

Some financing agreements include early repayment clauses applicable in the event of non-compliance with financial ratios, of which the main ones are described below:

(in € millions)	Finance agreements	Authorised amounts	Amounts used	Ratios (*)	Thresholds	Ratios at 31/12/2010
VINCI	Acquisition loan	1,750.0	1,750.0	Net financial debt (excl. Concessions) to (Cash flow from operations before tax and financing costs [excl. Concessions] + dividend received [excl. exceptional dividend] of concession operating companies)	< 3.25	(1.1)
ASF Holding	Syndicated term loan	1,115.0	1,115.0	Consolidated net financial debt to consolidated cash flow from operations before tax and financing costs (**)	< 9	5.4
				Dividends to (Net interest + nominal to repay)	> 1.15	12.7
ASF	CNA (Caisse Nationale des Autoroutes) loans	4,970.4	4,970.4	Consolidated net financial debt to consolidated Ebitda	< ou = 7	4.9
				Consolidated Ebitda to consolidated financial expenses	> 2.2	4.5
	Syndicated term loan	755.8	755.8	Consolidated net financial debt (***) to consolidated cash flows from operations before tax and financing costs	< ou = 7	4.8
	Syndicated credit line 2013	2,000.0		Consolidated cash flows from operations before tax and financing costs to consolidated financing costs	> 2.2	4.6
	Syndicated credit line 2012	1,000.0		Consolidated net financial debt (***) to consolidated cash flows from operations before tax and financing costs	< ou = 7	4.9
				Consolidated cash flows from operations before tax and financing costs to consolidated financing costs	> 2.2	4.6
VINCI Park	Amortising loan	416.7	416.7	Net financial debt to cash flow from operations before tax and financing costs	< 7	4.3
				Cash flow from operations before tax and financing costs to net financing costs	> 2.2	6.5
	Amortising loan (tranches 1 & 2)	177.6	177.6	Net financial debt to cash flow from operations before tax and financing costs	< 7	4.3
				Cash flow from operations before tax and financing costs to net financing costs	> 3	6.5

(*) Ebitda = gross operating profit defined as the difference between operating income and operating expenses excluding depreciation, amortisation and provisions.
(**) (Consolidated net financial debt ASF + consolidated net financial debt ASF Holding) to (ASF consolidated cash flow from operations before tax and financing costs).
(***) Excluding derivatives designated as cash flow hedges.

Some finance agreements, entered into by Group entities, provide that a change in control of the borrower may constitute a case for mandatory early redemption or trigger a demand for early repayment.

The above ratios were all met at 31 December 2010.

23.2.6 Credit ratings

At 31 December 2010, the Group's credit ratings were:

	Agency	Ratings: Long-term	Ratings: Outlook	Ratings: Short-term
VINCI SA	Standard & Poor's	BBB+	Stable	A2
	Moody's	Baa1	Stable	P2
ASF	Standard & Poor's	BBB+	Stable	A2
	Moody's	Baa1	Stable	P2
Cofiroute	Standard & Poor's	BBB+	Stable	A2
	Moody's	Baa1	Stable	P2

24. Management of financial risks

Given the level of its net financial debt and of the associated financial income and expense, VINCI has instituted a system to manage and monitor the various financial risks to which it is exposed, principally interest rate risk.

These financial risks are managed in accordance with the management policy laid down by the Group's Finance Department. In application of these rules, the responsibility for identifying, measuring and hedging the financial risks lies with the operational entity in question. On the other hand, derivative financial instruments are generally managed by the Group Finance Department on behalf of the subsidiaries in question.

Treasury committees regularly analyse the main exposures and decide on management strategies for the entities that have the most material exposure to financial risks (ASF, Cofiroute, VINCI Park, VINCI S.A.).

In order to manage its exposure to market risks, the Group uses derivative financial instruments, which are recognised in the balance sheet at their fair value.

At the balance sheet date, the fair value of derivative financial instruments breaks down as follows:

		31/12/2010				
(in € millions)	Note	Non-current asset	Current asset(*)	Non-current liability	Current liability(*)	Net
Interest rate derivatives: fair value hedges	23.1.2	184.9	67.5	(12.6)		239.8
Interest rate derivatives: cash flow hedges	23.1.3	0.8	0.0	(154.1)	(5.0)	(158.3)
Interest rate derivatives not designated as hedges	23.1.4		173.9		(128.9)	45.0
Interest rate derivatives		**185.7**	**241.4**	**(166.7)**	**(133.9)**	**126.5**
Foreign currency exchange rate derivatives: cash flow hedges	23.3.1		0.3	(0.1)	(0.4)	(0.2)
Foreign currency exchange rate derivatives: hedge of net foreign investment	23.3.1	0.4	0.4	(11.8)		(11.0)
Foreign currency exchange rate derivatives not designated as hedges	23.3.1		0.9		(1.1)	(0.2)
Currency derivatives		**0.4**	**1.6**	**(11.9)**	**(1.5)**	**(11.4)**
Other derivatives			**0.2**	**(9.8)**		**(9.6)**
Total derivative financial instruments		**186.1**	**243.2**	**(188.4)**	**(135.4)**	**105.5**

(*) The current part includes accrued interest not matured, amounting to €69.2 million at 31 December 2010.

		31/12/2009(*)				
(in € millions)	Note	Non-current asset	Current asset(**)	Non-current liability	Current liability(**)	Net
Interest rate derivatives: fair value hedges	23.1.2	128.4	44.8	(3.3)		169.9
Interest rate derivatives: cash flow hedges	23.1.3	2.3	0.4	(127.3)	(15.7)	(140.4)
Interest rate derivatives not designated as hedges	23.1.4		159.3		(106.1)	53.2
Interest rate derivatives		**130.6**	**204.4**	**(130.6)**	**(121.9)**	**82.6**
Foreign currency exchange rate derivatives: cash flow hedges	23.3.1		0.1	(0.0)	(1.4)	(1.3)
Foreign currency exchange rate derivatives: hedge of net foreign investment	23.3.1		0.1	(2.6)	(1.0)	(3.5)
Foreign currency exchange rate derivatives not designated as hedges	23.3.1		2.6		(4.9)	(2.4)
Currency derivatives			**2.8**	**(2.6)**	**(7.3)**	**(7.2)**
Other derivatives						
Total derivative financial instruments		**130.6**	**207.2**	**(133.2)**	**(129.2)**	**75.4**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) The current part includes accrued interest not matured, amounting to €44.8 million at 31 December 2009.

24.1 Interest rate risk

Interest rate risk is managed within the Group, making a distinction between concessions, Contracting businesses and holding companies, as their respective financial profiles are not the same.

For the concession operating subsidiaries, interest rate risk is managed with two timescales: the long term, aiming to ensure and maintain the concession's economic equilibrium, and the short term, with an objective of optimising the average cost of debt within the budget framework and depending on the situation in financial markets.
Over the long term, the objective is to maintain over time a breakdown between fixed and floating-rate that can change depending on the debt level, measured by the ratio of net debt to cash flows from operations before tax and financing costs.
As regards Contracting activities and holding companies, they have a net cash surplus, as the Contracting subsidiaries' cash surpluses, of which the management is mainly centralised under the cash pooling system, are higher than the holding companies' debt. For these activities, the objective is to limit the consolidated interest-rate risk by ensuring that the risks connected with financial assets and financial liabilities are well matched.

To hedge its interest rate risk, the Group uses derivative financial instruments in the form of options or swaps of which the start may be deferred. These derivatives may be designated as hedges or not, in accordance with the IFRSs.

The table below shows the breakdown at the balance sheet date of long-term debt between fixed rate, capped floating-rate or inflation-linked debt, and the part at floating-rate before and after taking account of derivative financial instruments:

	Breakdown between fixed and floating rate before hedging										
	Fixed rate			Inflation-linked			Floating rate			Total	
(in € millions)	Debt	Proportion	Rate	Debt	Proportion	Rate	Debt	Proportion	Rate	Debt	Rate
Concessions	11,098.2	74%	5.39%	598.6	4%	4.76%	3,246.4	22%	1.43%	14,943.2	4.50%
Contracting	246.0	60%	4.32%				167.4	40%	1.94%	413.4	3.35%
Holdings companies (*)	0.0	0%	5.46%				2,862.6	100%	1.17%	2,862.6	1.17%
Total at 31/12/2010	**11,344.2**	**62%**	**5.37%**	**598.6**	**3%**	**4.76%**	**6,276.4**	**34%**	**1.33%**	**18,219.2**	**3.96%**
31/12/2009 (**)	**11,549.5**	**63%**	**5.44%**	**590.2**	**3%**	**4.57%**	**6,210.5**	**34%**	**1.04%**	**18,350.2**	**3.92%**

	Breakdown between fixed and floating rate after hedging										
	Fixed rate			Capped floating/inflation-linked			Floating rate			Total	
(in € millions)	Debt	Proportion	Rate	Debt	Proportion	Rate	Debt	Proportion	Rate	Debt	Rate
Concessions	9,774.0	65%	5.09%	1,854.8	12%	2.56%	3,314.4	22%	2.40%	14,943.2	4.18%
Contracting	222.6	54%	4.41%				190.8	46%	1.84%	413.4	3.23%
Holding companies (*)	149.9	5%	4.52%				2,712.6	95%	1.18%	2,862.5	1.35%
Total at 31/12/2010	**10,146.6**	**56%**	**5.07%**	**1,854.8**	**10%**	**2.61%**	**6,217.8**	**34%**	**1.85%**	**18,219.2**	**3.71%**
31/12/2009 (**)	**11,945.1**	**65%**	**5.07%**	**2,780.1**	**15%**	**1.95%**	**3,624.9**	**20%**	**1.76%**	**18,350.2**	**3.94%**

(*) Including Concessions holding companies.
(**) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

24.1.1 Sensitivity to interest rate risk

VINCI is exposed to the risk of fluctuations in interest rates, given:
- the cash flows connected with floating-rate debt;
- fixed-rate financial instruments recognised in the balance sheet at fair value through profit or loss;
- derivative financial instruments that are not designated as hedges. These mainly comprise net call option positions of which the maximum loss over the life of the transaction is equal to the premium paid.

On the other hand, fluctuations in the value of derivatives designated as cash flow hedges are recognised directly in equity and have no effect on profit or loss.

The analysis below has been prepared assuming that the amount of the financial debt and derivatives at 31 December 2010 remains constant over one year. The consequence of a variation in interest rates of 50 basis points at the balance sheet date would be an increase or decrease of equity and pre-tax profit for the amounts shown below. For the purpose of this analysis, the other variables are assumed to remain constant

	31/12/2010			
	Profit or loss		Equity	
(in € millions)	Impact of sensitivity calculation +50 bps	Impact of sensitivity calculation −50 bps	Impact of sensitivity calculation +50 bps	Impact of sensitivity calculation −50 bps
Floating rate debt after hedging (accounting basis)	(37.2)	37.2	–	–
Derivatives not designated for accounting purposes as hedges	15.0	(15.7)	–	–
Derivatives designated as cash flow hedges	–	–	35.4	(36.5)
Total	**(22.2)**	**21.5**	**35.4**	**(36.5)**

24.1.2 Fair value hedges

At the balance sheet date, details of the instruments designated as fair value hedges were as follows:

	31/12/2010							
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional	Fair value, assets	Fair value, liabilities	Total
Fixed receiver/floating payer interest rate swap	2.5	2.6	7.7	3,012.0	3,024.8	252.4	(12.6)	239.8
Interest rate derivatives: fair value hedges	**2.5**	**2.6**	**7.7**	**3,012.0**	**3,024.8**	**252.4**	**(12.6)**	**239.8**

	31/12/2009 (*)							
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional	Fair value, assets	Fair value, liabilities	Total
Fixed receiver/floating payer interest rate swap	300.0			1,877.3	2,177.3	173.1	(3.3)	169.9
Interest rate derivatives: fair value hedges	**300.0**			**1,877.3**	**2,177.3**	**173.1**	**(3.3)**	**169.9**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

These transactions mainly relate to the fixed-rate bond issues by ASF and Cofiroute.

24.1.3 Cash flow hedges

The Group is exposed to fluctuations in interest rate on its floating-rate debt and sets up floating-rate lender/fixed-rate borrower swaps designated as cash flow hedges to hedge this risk.

Hedging of contractual cash flows

The Group has set up interest-rate swaps that serve to render interest payments on floating-rate debt fixed. Contractual cash flows relating to swaps are paid symmetrically with the hedged interest payment flows. The amount deferred in equity is recognised in profit or loss in the period when the interest payment cash flow affects profit or loss.

Hedging of highly probable cash flows

The Group has set up deferred start swaps at ASF with maturities of up to 2017. These serve to fix the interest payments on future issues of debt considered as highly probable. At 31 December 2010, the portfolio of these swaps was €293.7 million.

At the balance sheet date, details of the instruments designated as cash flow hedges were as follows:

	31/12/2010							
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional	Fair value, assets	Fair value, liabilities	Total
Floating receiver/fixed payer interest rate swap	212.2	318.3	161.0	993.9	1,685.3	3.6	(135.0)	(131.4)
Interest rate options (caps, floors and collars)	7.8	8.2	254.4	95.2	365.6	(2.8)	(5.5)	(8.3)
Interest rate derivatives: hedging of contractual cash flows	**219.9**	**326.5**	**415.5**	**1,089.1**	**2,050.9**	**0.8**	**(140.5)**	**(139.7)**
Floating receiver/fixed payer interest rate swap				293.7	293.7		(18.6)	(18.6)
Interest rate derivatives: hedging of highly probable forecast cash flows				**293.7**	**293.7**		**(18.6)**	**(18.6)**
Total	**219.9**	**326.5**	**415.5**	**1,382.8**	**2,344.6**	**0.8**	**(159.1)**	**(158.3)**

The following table shows the periods when the Group expects the cash flows associated with the deferred start swaps in place on 31 December 2010 to occur:

	31/12/2010				
		Expected cash flows			
(in € millions)	Fair value	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years
Deferred start floating/fixed rate swap	(18.6)	(18.6)			
Total interest rate derivatives designated for accounting purposes as hedges of highly probable cash flows	**(18.6)**	**(18.6)**			

At 31 December 2009, details of the instruments designated as cash flow hedges were as follows:

	31/12/2009 (*)							
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional	Fair value, assets	Fair value, liabilities	Total
Floating receiver/fixed payer interest rate swap	791.0	920.0	319.5	1,006.4	3,036.9	0.4	(120.5)	(120.1)
Interest rate options (caps, floors and collars)	403.4		230.0	146.6	780.0	2.1	(11.6)	(9.5)
Interest rate derivatives: hedging of contractual cash flows	**1,194.4**	**920.0**	**549.5**	**1,152.9**	**3,816.9**	**2.5**	**(132.0)**	**(129.6)**
Floating receiver/fixed payer interest rate swap				943.7	943.7	0.2	(11.0)	(10.9)
Interest rate derivatives: hedging of highly probable forecast cash flows				**943.7**	**943.7**	**0.2**	**(11.0)**	**(10.9)**
Total	**1,194.4**	**920.0**	**549.5**	**2,096.6**	**4,760.6**	**2.6**	**(143.1)**	**(140.4)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

The following table shows the periods when the Group expects the cash flows associated with the deferred start swaps in place on 31 December 2009 to occur:

	31/12/2009 (*)				
		Expected cash flows			
(in € millions)	Fair value	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years
Deferred start floating/fixed rate swap	(10.9)	(1.9)	(8.9)		
Total interest rate derivatives designated for accounting purposes as cash flow hedges	**(10.9)**	**(1.9)**	**(8.9)**		

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

The following table shows the periods when the Group expects the amounts recorded in equity at 31 December 2010 for the existing or unwound instruments designated as cash flow hedges to have an impact on profit or loss:

	31/12/2010				
		Amount recycled in profit or loss			
(in € millions)	Amount recorded in equity of controlled companies	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years
Interest rate derivatives designated for accounting purposes as hedges of contractual cash flows	(107.3)	(19.6)	(15.4)	(40.0)	(32.3)
Interest rate derivatives designated for accounting purposes as hedges of highly probable cash flows	(118.7)	(19.4)	(22.3)	(53.2)	(23.8)
Total interest rate derivatives designated for accounting purposes as cash flow hedges	**(225.9)**	**(39.0)**	**(37.7)**	**(93.1)**	**(56.1)**

24.1.4 Description of non-hedging transactions

	31/12/2010							
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional	Fair value, assets	Fair value, liabilities	Total
Interest rate swaps	143.8	42.7	3.8	1,610.5	1,800.8	172.6	(129.0)	43.6
Interest rate options (caps, floors and collars)	118.6	655.5	380.0		1,154.1	1.3	0.1	1.4
Interest rate derivatives not designated as hedges for accounting purposes	**262.4**	**698.2**	**383.8**	**1,610.5**	**2,954.9**	**173.9**	**(128.9)**	**45.0**

	31/12/2009 (*)							
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional	Fair value, assets	Fair value, liabilities	Total
Interest rate swaps	472.3	292.5	304.8	49.2	1,118.8	151.4	(105.5)	45.9
Interest rate options (caps, floors and collars)	325.0	120.0	1,939.0		2,384.0	8.1	(0.7)	7.4
Interest rate derivatives not designated as hedges for accounting purposes	**797.3**	**412.5**	**2,243.8**	**49.2**	**3,502.8**	**159.5**	**(106.2)**	**53.3**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

These transactions are mainly swaps or options with short maturities and mirror swaps (symmetrical positions that generate no risk of fluctuation of fair value in the income statement).

24.2 Foreign currency exchange rate risk

24.2.1 Detail of foreign currency exchange rate derivatives

Transactions to hedge currency risk designed to cover commercial or financial transactions break down as follows:

	31/12/2010							
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional	Fair value, assets	Fair value, liabilities	Total
Cross currency swap	1.6	2.5			4.1		(0.1)	(0.1)
Forward foreign exchange transactions	25.9	1.3	0.1		27.3	0.3	(0.4)	(0.1)
Foreign currency exchange rate derivatives: cash flow hedges	**27.5**	**3.8**	**0.1**		**31.3**	**0.3**	**(0.5)**	**(0.2)**
Cross currency swap			21.4		21.4	0.4	(11.8)	(11.4)
Forward foreign exchange transactions	46.3				46.3	0.4		0.4
Foreign currency exchange rate derivatives: hedge of net foreign investment	**46.3**		**21.4**		**67.7**	**0.8**	**(11.8)**	**(11.0)**
Cross currency swap	97.8	45.5	60.3	17.2	220.8	0.6	(1.0)	(0.5)
Forward foreign exchange transactions	10.7				10.7	0.3	(0.1)	0.2
Foreign currency derivatives not designated as hedges for accounting purposes	**108.5**	**45.5**	**60.3**	**17.2**	**231.5**	**0.9**	**(1.1)**	**(0.2)**
Total foreign currency exchange rate derivative instruments	**182.2**	**49.2**	**81.8**	**17.2**	**330.5**	**2.0**	**(13.4)**	**(11.4)**

24.2.1 Detail of foreign currency exchange rate derivatives (continued)

(in € millions)	31/12/2009(*)							
	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional	Fair value, assets	Fair value, liabilities	Total
Cross currency swap	1.2				1.2	0.0	(0.0)	(0.0)
Forward foreign exchange transactions	59.3	1.7	0.3		61.3	0.1	(1.4)	(1.3)
Foreign currency exchange rate derivatives: cash flow hedges	**60.5**	**1.7**	**0.3**		**62.5**	**0.1**	**(1.4)**	**(1.3)**
Cross currency swap	24.2		37.3		61.6	0.1	(2.6)	(2.5)
Forward foreign exchange transactions	47.6				47.6	0.0	(1.0)	(1.0)
Foreign currency exchange rate derivatives: hedge of net foreign investment	**71.9**		**37.3**		**109.2**	**0.1**	**(3.6)**	**(3.5)**
Cross currency swap	35.0		20.2	1.1	56.3	2.4	(1.4)	1.0
Forward foreign exchange transactions	46.0				46.0	0.0	(3.2)	(3.1)
Currency options	50.2	5.0			55.2	0.2	(0.4)	(0.2)
Foreign currency derivatives not designated as hedges for accounting purposes	**131.2**	**5.0**	**20.2**	**1.1**	**157.5**	**2.6**	**(5.0)**	**(2.4)**
Total foreign currency exchange rate derivative instruments	**263.5**	**6.7**	**57.9**	**1.1**	**329.2**	**2.8**	**(10.0)**	**(7.2)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

24.2.2 Breakdown of long-term debt by currency

Debt breaks down as follows by currency:

(in € millions)	31/12/2010		31/12/2009(*)	
Euro	18,638.6	99.4%	18,810.1	99,4%
Sterling	20.7	0.1%	21.7	0.1%
US dollar	33.1	0.2%	39.0	0.2%
Other currencies	65.2	0.3%	60.3	0.3%
Total long-term borrowings	**18,757.6**	**100%**	**18,931.1**	**100%**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Generally, the Group's activities in foreign countries are financed by loans in the local currency.

24.2.3 Nature of the Group's risk exposure

Seventy-six percent of VINCI's business is in the eurozone. In consequence, the Group's exposure to currency risk is limited. Transactions outside the eurozone are generally made in the local currency for permanent establishments and, to a great extent, in a strong currency in the case of major export projects.

Furthermore, VINCI may find itself exposed to currency risk whenever, in isolated cases, the parent company provides finance to certain foreign subsidiaries, and on cash flows intended to be paid to the parent company. This exposure is generally covered by cross currency swaps or forward exchange transactions.

VINCI's foreign currency risk management policy consists in hedging the transactional risk (in particular on receivables and debt in its balance sheet) connected with subsidiaries' ordinary operations.
However, VINCI does not systematically hedge the currency risk connected with its foreign investments (translation exposure).

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24.2.4 Analysis of foreign currency exchange rate risk

The principal foreign exchange risk exposure was as follows at 31 December 2010:

(in € millions)	31/12/2010	
Currency	**AUD**	**USD**
Closing rate	1.314	1.336
Exposure	68.7	85.2
Hedge	(7.8)	(50.9)
Net position	**60.9**	**34.3**

There remains a residual exposure on assets that is not designated as a hedge. A 10% appreciation of foreign currencies against the euro would have a pre-tax impact on the financial statements of €10.1 million.

24.3 Commodity risks

As most of the Group's revenue arises either from contracts that include price revision clauses, or under short-term contracts, the risks of an increase of commodity prices are generally limited.
For major contracts with no price revision clauses, the commodity risks are analysed on a case-by-case basis and managed in particular by negotiating firm price agreements with suppliers and/or through cash-and-carry deals and/or hedging derivatives based on commodity indexes.
For its small contracts in France, of which the average length is less than three months and which do not include price revision clauses, Eurovia has set up a policy to manage bitumen price risks by putting in place short-maturity hedging derivatives (swaps of less than three months on average)

24.4 Credit risk and counterparty risk

VINCI is exposed to credit risk in the event of default by its customers and to counterparty risk in respect of its investments of cash, commitments received, acquisition of negotiable debt securities, marketable securities, and unused authorised credit facilities, financial receivables and derivative financial instruments.

The Group has set up procedures to manage and limit credit risk and counterparty risk.

Trade receivables

Approximately 40% of consolidated revenue is generated with public sector, or quasi-public sector, customers. Moreover, VINCI considers that the concentration of counterparty risk connected with trade receivables is limited because of the large number of customers and the fact that they are widely scattered across France and abroad. No customer accounts for more than 10% of VINCI's revenue. In foreign countries and in developing countries, the risk of non-payment is generally covered by an appropriate insurance policy (Coface, documentary credit, etc.). Trade receivables are broken down in Note F.22.2 "Trade receivables."

Financial instruments

Financial instruments are set up with financial institutions that meet the Group's credit rating criteria. The Group has also set up a system of counterparty limits to manage its counterparty risk. This system allocates maximum risk amounts by counterparty, defined taking account of their credit ratings as published by Standard & Poor's and Moody's. These limits are regularly monitored and updated on the basis of a consolidated quarterly reporting system.
The Group Finance Department also distributes instructions to the subsidiaries laying down the authorised limits by counterparty and the list of authorised UCITS.

25. Carrying amount and fair value of financial assets and liabilities by accounting category

The following table shows the carrying amount and the fair value of financial assets and liabilities, in the balance sheet, by accounting category as defined in IAS 39:

31/12/2010	Accounting categories (*)							Fair value			
Balance sheet headings and classes of instrument	Financial instruments through profit or loss	Derivatives designated as hedges	Assets measured at fair value (fair value option)	Available-for-sale financial assets	Loans and receivables	Liabilities at amortised cost	**Total carrying amount for the class**	Level 1: quoted prices and cash	Level 2: internal model using observable factors	Level 3: internal model using non observable factors	**Fair value of the class**
Investments in listed subsidiaries and associates				202.3			202.3	202.3			202.3
Investments in unlisted subsidiaries and associates				114.6			114.6			114.6	114.6
Loans and financial receivables					366.5		366.5		366.5		366.5
I - Non-current financial assets (**)				**316.9**	**366.5**		**683.4**	**202.3**	**366.5**	**114.6**	**683.4**
II - Derivative financial instruments – assets	**174.8**	**254.6**					**429.4**		**429.4**		**429.4**
III - Trade receivables					**11,921.0**		**11,921.0**		**11,921.0**		**11,921.0**
Loans and collateralised financial receivables					1.8		1.8		1.8		1.8
Cash management financial assets			538.2				538.2	49.8	488.4		538.2
Financial current accounts, assets			195.1				195.1		195.0		195.0
Cash equivalents			3,686.4				3,686.4	1,452.1	2,234.3		3,686.4
Cash			2,061.5				2,061.5	2,061.5			2,061.5
IV - Current financial assets			**6,481.2**		**1.8**		**6,483.0**	**3,563.4**	**2,919.5**		**6,482.9**
Total assets	**174.8**	**254.6**	**6,481.2**	**316.9**	**12,289.3**		**19,516.8**	**3,765.7**	**15,636.4**	**114.6**	**19,516.7**
Bonds						(6,218.2)	(6,218.2)	(6,198.3)	(293.8)		(6,492.1)
Other bank loans and other financial debt						(12,382.9)	(12,382.9)	(3,792.8) (***)	(9,074.1)		(12,866.9)
Finance lease debt restated						(156.5)	(156.5)		(156.5)		(156.5)
V - Long-term financial debt						**(18,757.6)**	**(18,757.6)**	**(9,991.1)**	**(9,524.4)**		**(19,515.5)**
VI - Derivative financial instruments – liabilities	**(130.0)**	**(193.8)**					**(323.8)**		**(323.8)**		**(323.8)**
VII - Trade payables						**(6,692.2)**	**(6,692.2)**		**(6,692.2)**		**(6,692.2)**
Other current financial liabilities						(55.6)	(55.6)		(55.6)		(55.6)
Financial current accounts, liabilities						(158.1)	(158.1)		(158.1)		(158.1)
Bank overdrafts						(676.8)	(676.8)		(676.8)		(676.8)
VIII - Current financial liabilities						**(890.5)**	**(890.5)**		**(890.5)**		**(890.5)**
Total liabilities	**(130.0)**	**(193.8)**				**(26,340.3)**	**(26,664.1)**	**(9,991.1)**	**(17,430.9)**		**(27,422.0)**
Total	**44.8**	**60.8**	**6,481.2**	**316.9**	**12,289.3**	**(26,340.3)**	**(7,147.3)**	**(6,225.4)**	**(1,794.5)**	**114.6**	**(7,905.3)**

(*) The Group has no held-to-maturity financial assets.
(**) See Note F.16 "Other non-current financial assets".
(***) Listed price of loans issued by CNA.

31/12/2009 (*)	Accounting categories (**)							Fair value			
Balance sheet headings and classes of instrument	Financial instruments through profit or loss	Derivatives designated as hedges	Assets measured at fair value (fair value option)	Available-for-sale financial assets	Loans and receivables	Liabilities at amortised cost	**Total carrying amount for the class**	Level 1: quoted prices and cash	Level 2: internal model using observable factors	Level 3: internal model using non observable factors	**Fair value of the class**
Investments in listed subsidiaries and associates				203.2			203.2	203.2			203.2
Investments in unlisted subsidiaries and associates				89.0			89.0			89.0	89.0
Loans and financial receivables					227.6		227.6		227.6		227.6
I - Non-current financial assets (***)				**292.3**	**227.6**		**519.8**	**203.2**	**227.6**	**89.0**	**519.8**
II - Derivative financial instruments – assets	**161.9**	**176.0**					**337.9**		**337.9**		**337.9**
III - Trade receivables					**9,959.7**		**9,959.7**		**9,959.7**		**9,959.7**
Loans and collateralised financial receivables					2.2		2.2		2.2		2.2
Cash management financial assets			1,065.0				1,065.0	110.2	954.8		1,065.0
Financial current accounts, assets			72.2				72.2		72.2		72.2
Cash equivalents			4,028.5				4,028.5	2,109.2	1,919.3		4,028.5
Cash			1,385.2				1,385.2	1,385.2			1,385.2
IV - Current financial assets			**6,550.9**		**2.2**		**6,553.1**	**3,604.7**	**2,948.5**		**6,553.1**
Total assets	**161.9**	**176.0**	**6,550.9**	**292.3**	**10,189.5**		**17,370.5**	**3,807.9**	**13,473.6**	**89.0**	**17,370.5**
Bonds						(5,498.7)	(5,498.7)	(5,383.1)	(85.6)		(5,468.7)
Other bank loans and other financial debt						(13,280.5)	(13,280.5)	(4,519.4) (****)	(9,434.8)		(13,954.2)
Finance lease debt restated						(152.0)	(152.0)		(152.7)		(152.7)
V - Long-term financial debt						**(18,931.1)**	**(18,931.1)**	**(9,902.5)**	**(9,673.1)**		**(19,575.6)**
VI - Derivative financial instruments – liabilities	**(111.1)**	**(151.4)**					**(262.4)**		**(262.4)**		**(262.4)**
VII - Trade payables						**(5,876.1)**	**(5,876.1)**		**(5,876.1)**		**(5,876.1)**
Other current financial liabilities						(196.1)	(196.1)		(196.1)		(196.1)
Financial current accounts, liabilities						(38.9)	(38.9)		(38.9)		(38.9)
Bank overdrafts						(592.0)	(592.0)		(592.0)		(592.0)
VIII - Current financial liabilities						**(827.1)**	**(827.1)**		**(827.1)**		**(827.1)**
Total liabilities	**(111.1)**	**(151.4)**				**(26,340.3)**	**(25,896.7)**	**(9,902.5)**	**(16,638.7)**		**(26,541.2)**
Total	**50.8**	**24.6**	**6,550.9**	**292.3**	**10,189.5**	**(26,340.3)**	**(8,526.3)**	**(6,094.6)**	**(3,165.1)**	**89.0**	**(9,170.7)**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

(**) The Group has no held-to-maturity financial assets.

(***) See Note F.16 "Other non-current financial assets".

(****) Listed price of loans issued by CNA.

The method of measuring the fair value of financial assets and liabilities has not altered in 2010.

G. Notes on the main features of concession and PPP contracts

26. Controlled subsidiaries' concession contracts – intangible asset model

26.1 Main features of concession contracts

The main features of the contracts for the concessions accounted for using the intangible asset model and operated by controlled subsidiaries are as follows:

	Control and regulation of prices by concession grantor	Remuneration paid by	Grant or guarantee from concession grantor	Residual value	Concession end date or average duration	Accounting model
Highway infrastructure (including bridges and tunnels)						
ASF Group						
ASF (2,714 km of toll motorway of which 22 km at project stage and 53 km under construction)	Pricing law as defined in the concession contract. Price increases subject to agreement by grantor.	Users	Nil	Infrastructure returned to grantor for no consideration at the end of the contract, unless purchased before term by the grantor on the basis of the economic value.	End of contract in 2033	Intangible asset
Escota (459 km toll motorway in France)	Pricing law as defined in the concession contract. Price increases subject to agreement by grantor.	Users	Nil	Infrastructure returned to grantor for no consideration at the end of the contract, unless purchased before term by the grantor on the basis of the economic value.	End of contract in 2027	Intangible asset
Cofiroute						
Intercity toll motorway network in France (1,100 km toll motorways)	Pricing law as defined in the concession contract. Price increases subject to agreement by grantor.	Users	Nil	Infrastructure returned to grantor for no consideration at the end of the contract, unless purchased before term by the grantor on the basis of the economic value.	End of contract in 2031	Intangible asset
A86 Duplex (11 km toll tunnel)	Pricing law as defined in the concession contract. Price increases subject to agreement by grantor.	Users	Grant of €120 million to offset extra construction costs resulting from application of new safety standards in the tunnels	Infrastructure returned to grantor for no consideration at the end of the contract, unless purchased before term by the grantor on the basis of the economic value.	End of contract in 2086	Intangible asset

	Control and regulation of prices by concession grantor	Remuneration paid by	Grant or guarantee from concession grantor	Residual value	Concession end date or average duration	Accounting model
Highway infrastructure (including bridges and tunnels)						
Other concessions						
Arcour (A19) (101 km toll motorway in France)	Pricing law as defined in the concession contract. Price increases subject to agreement by grantor.	Users	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	End of contract in 2070	Intangible asset
Gefyra Toll bridge in the Gulf of Corinth, between Rion and Antirion (Greece)	Pricing law as defined in the concession contract. Price increases subject to agreement by grantor.	Users	Grant for construction paid by grantor	Infrastructure returned to grantor at end of concession for no consideration	End of contract estimated to be in 2039	Intangible asset
Car parks						
VINCI Park 366,806 parking spaces in 183 towns under 348 concession contracts in France and other European countries	Indexed maximum prices generally set in contracts. Control and regulation of prices by concession grantor	Users	If applicable, grants for equipment or operating grants and/or guaranteed revenue, paid by grantor	Nil	25 years (weighted average remaining period of concession contracts)	Intangible asset and/or financial asset
Airports						
SCA (Cambodia) Phnom Penh, Siem Reap and Sihanoukville airports	Pricing law as defined in the concession contract. Price increases subject to agreement by grantor.	Users via the airline companies	Nil	Infrastructure returned to grantor at end of concession for no consideration	End of contract estimated to be in 2040	Intangible asset
Stadiums						
Consortium Stade de France	Nil	Organiser of events and/or final customer + miscellaneous income	Investment grant + compensation for absence of resident club	Infrastructure returned to grantor at end of concession for no consideration	End of contract in 2025 (*)	Intangible asset

(*) See Note J.35 "The Stade de France concession contract" in the Post-Balance Sheet Events section.

26.2 Commitments made under concession contracts – intangible asset model

Contractual investment, renewal and financing obligations

(in € millions)	31/12/2010	31/12/2009 (*)
ASF Group	**3,199.3 (**)**	**3,270.2**
of which, Lyons to Balbigny	*963.1*	*1,217.6*
Cofiroute	**686.7 (**)**	**609.6**
of which, intercity network	*252.0*	*263.0*
of which, A86 Duplex	*68.6*	*126.4*
Arcour	**39.8**	**52.9**
Other	**91.4**	**73.8**
Total	**4,017.3**	**4,006.5**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Including the "green motorway" package for €444.4 million for ASF Group and €167.1 million for Cofiroute.

The above amounts do not include maintenance expenditure on infrastructure under concession.

The investments by ASF, Escota, Cofiroute and Arcour are financed by drawings on their available credit facilities, by taking out new loans from the European Investment Bank (EIB) and by issuing bonds on the market.

On 25 January 2010, ASF Group and Cofiroute signed the green motorway package with the French government, under which the motorway operating companies have undertaken to carry out an environmental upgrading programme on their networks in exchange for a one-year extension of their concession contracts.

Collateral security connected with the financing of concessions

Some concession operating companies have given collateral securities to guarantee the financing of their investments in concession infrastructure. These break down as follows:

(in € millions)	Start date	End date	Amount
Arcour	2008	2045	600.0
VINCI Park	2006	2026	421.5 (*)
Gefyra (Rion-Antirion bridge)	2001	2029	329.0
Other concession operating companies			151.0

(*) Shares in subsidiaries pledged to guarantee a loan of €500 million taken out at the end of June 2006.

This finance is without recourse against VINCI S.A.

27. Controlled subsidiaries' concession and PPP contracts – financial asset model and mixed model

27.1 Main features of concession and PPP contracts – financial asset model and/or mixed model

The main features of the concession and Public-Private Partnership contracts reported using the financial asset and/or mixed model and operated by controlled subsidiaries are as follows:

	Control and regulation of prices by concession grantor	Remuneration paid by	Grant or guarantee from concession grantor	Residual value	Concession end date or average duration	Accounting model
Car parks						
Car rental firm business complex at Nice airport (France)	Scheduled construction payments by grantor + rent paid by car hire companies as set in concession contract	Grantor and car rental companies	Investment grant and operating grant	Infrastructure returned to grantor at end of concession for no consideration	End of contract in 2040	Financial asset
Stadiums						
Le Mans stadium (France)	Pricing schedule approved by the grantor.	Ticket + resident club receipts + miscellaneous income	Investment grant and operating grant	Infrastructure returned to grantor at the end of the contract for no consideration.	End of contract in 2043	Mixed: Intangible asset and financial asset
Other						
Lucitea Public lighting in Rouen (France)	Scheduled construction payments from grantor	City of Rouen	Nil	Infrastructure returned to grantor at the end of the contract for no consideration.	End of contract in 2027	Financial asset

27.2 Commitments made under concession and PPP contracts – financial asset and mixed models

Contractual investment, renewal and financing obligations

Under their concession and PPP contracts, Group subsidiaries have undertaken to carry out investments as follows:

(in € millions)	31/12/2010	31/12/2009 (*)
Nice car rental firm car park	15.0	25.0
Le Mans Stadium	0.0	40.6
Other	9.2	44.2
Total	**24.2**	**109.8**

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

These commitments mainly comprise contractual investment and renewal obligations made by the concession operating companies (€15 million) and financing commitments made by the shareholder, generally VINCI Concessions, (€9.2 million).

In consideration for these investments, the subsidiaries receive a guarantee of payment from the concession grantor.

Collateral security connected with the financing of PPPs

Some companies have granted collateral security to guarantee the financing of their investments relating to infrastructure under concession. These break down as follows:

(in € millions)	Start date	End date	Amount
Nice car rental firm car park	2008	2036	19.6

28. Equity-accounted companies' concession and PPP contracts

28.1 Main features of concession and PPP contracts

The main features of concession or Public-Private Partnership contracts operated by jointly controlled, equity-accounted entities are shown below:

	Control and regulation of prices by concession grantor	Remuneration paid by	Grant or guarantee from concession grantor	Residual value	Concession end date or average duration	Accounting model
Highway infrastructure (including bridges and tunnels)						
A-Modell "A4 Horselberg" (45 km, Germany)	Inflation-linked price increases based on the 2007 tolls level (excluding increases decided by the grantor).	Heavy vehicle users through the tolls levied by the grantor	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	End of contract in 2037	Intangible asset
A-Modell "A5 Malsch to Offenburg" (60 km to be renovated, including 41.5 km to widen to 2x3 lanes) (Germany)	Inflation-linked price increases based on the 2009 tolls level (excluding increases decided by the grantor).	Heavy vehicle users through the tolls levied by the grantor	Nil	Infrastructure returned to grantor at end of concession for no consideration	End of contract in 2039	Intangible asset
Granvia (R1 expressway) in Slovakia	Annual royalty paid by the grantor	Grantor	Nil	Infrastructure returned to grantor at end of concession for no consideration	End of contract in 2041	Financial asset
Railways						
Liefkenshoek tunnel 16.2 km underground rail link in the port of Antwerp (Belgium)	Scheduled construction payments paid by the grantor	Grantor	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	End of contract in 2050	Financial asset

28.2 Commitments made under equity-accounted companies' concession and PPP contracts

The commitments made under equity-accounted companies' concession and PPP contracts are included in Note F.15.3 "Commitments made in respect of equity-accounted companies".

H. Other notes

29. Transactions with related parties

Transactions with related parties are:

- remuneration and similar benefits paid to members of the governing and management bodies;
- transactions with companies in which VINCI exercises significant influence or joint control.

These transactions are conducted on the basis of market prices.

29.1 Remuneration and similar benefits paid to members of the governing and management bodies

The remuneration of the Group's Company Officers is determined by the Board of Directors following proposals from the Remuneration Committee.

The table below shows the remuneration and similar benefits, on a full-year basis, granted by VINCI S.A. and the companies that it controls to persons who, at the balance sheet date are (or, during the year, have been), members of the Group's governing bodies and executive committee. The corresponding amounts have been recognised and expensed in 2009 and 2010 as follows:

(in € thousands)	31/12/2010	31/12/2009
Remuneration	9,871.7	7,852.1
Employer's social charges	4,849.0	3,645.3
Post-employment benefits	1,581.6	2,276.4
Termination benefits	0.0	980.2
Share-based payments (*)	3,587.6	2,390.2
Directors' fees	890.4	913.0

(*) This amount is determined in accordance with IFRS 2 Share-based Payment and as described in Note F.19 "Share-based payment".

The variable portion relating to 2010 is an estimate, for which a provision has been taken in the period.

The aggregate amount of retirement benefit obligations (contractual lump sums payable on retirement and any supplementary defined benefit schemes) in favour of members of the Group's governing bodies and executive committee amounted to €32,280 thousand at 31 December 2010 (€28,380 thousand 31 December 2009).

29.2 Other related parties

The information on equity-accounted companies is given in Note F.15.2 "Financial information on equity-accounted companies".

Qatari Diar Real Estate Investment Company (QD) owns 5.7% of VINCI. VINCI Construction Grands Projets and QD jointly own Qatari Diar VINCI Construction (QDVC) of which the corporate object is the development of construction activities in Qatar and international markets. In 2010, its revenue was €293 million.

Group companies can also carry out work for principals in which QD may have a shareholding.

Lastly, the Group has normal business relations with companies in which members of the VINCI Board of Directors are senior executives or directors.

30. Contractual obligations and other commitments made and received

Contractual obligations and other commitments made and received break down as follows:

30.1 Contractual obligations

(in € millions)	31/12/2010	31/12/2009 (*)
Operating leases	971.4	1,103.1
Purchase and capital expenditure obligations (**)	178.5	121.0

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Excluding capital investment obligations under concession contracts (see Note G. "Notes on main features of concession and PPP contracts").

Operating lease commitments amounted to €971.4 million at 31 December 2010 (€1,103.1 million at 31 December 2009); of this, €629 million was for property (€796.6 million at 31 December 2009), €281.6 million for movable items (€260.2 million at 31 December 2009) and €60.8 million for quarrying rights.

The purchase and capital expenditure obligations mentioned above relate mainly to VINCI Immobilier and Eurovia.

The breakdown by maturity of contractual obligations is as follows:

(in € millions)	Total	Payments due by period		
		Within 1 year	Between 1 and 5 years	After 5 years
Operating leases	971.4	298.0	465.1	208.3
Purchase and capital expenditure obligations (*)	178.5	135.7	42.9	

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Excluding investment obligations related to concession and PPP contracts.

30.2 Other commitments made and received

(in € millions)	31/12/2010	31/12/2009 (*)
Collateral securities	85.7	101.3
Joint and several guarantees covering unconsolidated partnerships (**)	81.7	62.9
Other commitments made (received) (***)	185.9	171.3

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".
(**) Group's share, total commitment was €163.7 million at 31 December 2010.
(***) Excluding concession contracts (see Note G. "Notes on main features of concession and PPP contracts").

Collateral securities (mortgages and collateral for finance)

EIn addition to commitments in connection with the concession contracts, collateral security may be given. They mainly relate to Soletanche, following the leasing of equipment.

Joint and several guarantees covering unconsolidated partnerships (SNCs, Economic Interest Groupings, etc.)

Part of VINCI's business in the construction and roads business lines is conducted through unincorporated joint-venture partnerships (SEPs), in line with industry practice. In partnerships, partners are legally jointly and severally liable for that entity's debts to third parties, without limit. In order to contain its risks, the Group usually makes a study of its partners' solvency when partnerships are entered into, which may result in the setting up of crossed counter guarantees between partners.

Whenever the Group is aware of a particular risk relating to a joint-venture partnership's activity, a provision is taken in the consolidated financial statements.

The amount shown under off-balance sheet commitments in respect of joint and several guarantees is the Group's share of the liabilities of the partnerships in question less equity and financial debt (loans or current account advances) due to partners.

Given in particular the quality of its partners, the Group considers that the risk of its guarantee being invoked in respect of these commitments is negligible.

The commitments made and received by the Group in connection with concession contracts, construction contracts and items connected with unrecognised retirement benefit obligations are shown in the following notes:
- F.15.3 "Commitments made in respect of equity-accounted companies";
- F.17.2 "Commitments made and received in connection with concession contracts";
- F.20.1 "Provisions for retirement benefit obligations";
- G.26.2 "Commitments made under concession contracts – intangible asset model";
- G.27.2 "Commitments made under concession and PPP contracts – financial asset and mixed models".

31. Statutory Auditors' fees

As recommended by the AMF, this table only includes fully consolidated companies.

	Deloitte & Associés network				KPMG network			
(in € millions)	2010	%	2009	%	2010	%	2009	%
Audit								
Statutory audit	7.5	75%	6.6	82%	7.9	84%	7.9	94%
VINCI S.A.	0.3	3%	0.3	4%	0.3	4%	0.4	5%
Fully consolidated subsidiaries	7.2	72%	6.3	78%	7.6	80%	7.5	88%
Directly linked services and work	2.3	23%	1.3	16%	1.4	15%	0.2	3%
VINCI S.A.	0.9	9%	0.1	1%	0.7	7%	0.1	1%
Fully consolidated subsidiaries	1.5	15%	1.2	14%	0.7	8%	0.2	2%
Subtotal, audit	**9.8**	**99%**	**7.9**	**98%**	**9.3**	**98%**	**8.2**	**96%**
Other services								
Legal, tax and employment	0.1	1%	0.1	1%	0.2	2%	0.3	3%
Other	0.0	0%	0.1	1%	0.0	0%	0.0	0%
Subtotal, other services	**0.1**	**1%**	**0.1**	**2%**	**0.2**	**2%**	**0.3**	**4%**
Total	**9.9**	**100%**	**8.0**	**100%**	**9.5**	**100%**	**8.5**	**100%**

I. Disputes and arbitration

The companies comprised in the VINCI group are sometimes involved in litigation arising from the normal course of business. The related risks are assessed by VINCI and the subsidiaries involved on the basis of their knowledge of the cases, and provisions are taken in consequence.

The main disputes in progress at the date of this document were as follows:

- On 23 May 2004, part of the shell structure (superstructures) over the passageway of Roissy airport's 2E terminal collapsed. The structure had been built for Aéroports de Paris, which in this project acted as principal, architect and main contractor. The construction work on terminal 2E was carried out under multiple separate contracts by numerous different companies. The passageway shells (superstructures) were constructed by a consortium comprising companies that are today VINCI subsidiaries. The incident was subject to a court-ordered expert appraisal to establish the reasons for the collapse and assessed the damages suffered. The experts submitted a report to the Court on 30 June 2009 in which they considered that responsibility for the incident lay with Aéroports de Paris for between 51% and 55%, with the consortium that built the shells (VINCI Group companies) for between 36% and 40% and with the Bureau Veritas inspection firm for between 8% and 10%. The cost of reconstruction work has now been assumed by the insurance company that insured this building for the principal. The experts have assessed the operating losses resulting from this incident as being of the order of €144 million. A criminal investigation has also been launched following the collapse. In view of the current situation, the Group considers that this dispute will not have a material adverse effect on its financial situation.

- VINCI's subsidiary CBC built a hotel in Bratislava (Slovakia) for Intertour, part of whose equity it held. This transaction was financed through promissory notes issued by Intertour and discounted on a non-recourse basis by CBC with a French bank, which had counter-guarantees from foreign financial institutions. Following the payment default by Intertour, VTB Bank France sued CBC claiming damages of €24 million on the basis of alleged responsibility in connection with the invalidity of the guarantees issued by the foreign financial institutions in this French bank's favour. This suit was rejected by the Paris Commercial Court in a ruling dated 13 March 2009. VTB Bank France has filed an appeal against this decision. Given the current state of affairs, the Group does not expect this dispute to have a material impact on its financial situation.

- On 12 February 2010, the regional authority for the Ile-de-France applied to the Paris Court of First Instance (*Tribunal de Grande Instance*) for a ruling against 15 enterprises, of which several are members of the VINCI Group, and 11 individuals, some of whom are or have been VINCI Group employees, ordering them to pay €358 million plus interest from 7 July 1997 to the regional authority. The regional authority had previously applied to the Paris Court of First Instance, on 23 May 2008, for a ruling in chambers ordering the payment of a provision of €76 million but its request was rejected by the Court on 15 January 2009.
  This application was further to a judgment by the Paris Appeal Court on 27 February 2007 against various natural persons finding them guilty of operating a cartel and to the decision on 9 May 2007 by the French competition authority (*Conseil de la Concurrence*) imposing penalties on the enterprises for anti-competitive practices between 1991 and 1996 in connection with the programme to renovate secondary educational establishments in the Ile-de-France region. The Paris Appeal Court's decision of 3 July 2008 was taken before the final Court of Appeal (*Cour de Cassation*) and rejected by a ruling on 13 October 2009. At 31 December 2010, the Group has treated this risk as a contingent liability that it is not in a position to measure.

- King County (in Seattle, USA) is in dispute with a consortium in which VINCI Construction Grands Projets has a 60% share in connection with the construction of a tunnel called Brightwater Central. As a result of geological difficulties encountered on the site, which resulted in delays and extra costs, the consortium sought application of the contract whereas King County considers that the construction consortium had defaulted on its obligations, which the consortium disputes. The parties have launched a mediation procedure while the consortium has followed the contractual dispute resolution procedure. King County has however decided to take the case before the Seattle Court. The construction consortium is claiming initial compensation of approximately $75 million, while King County is claiming a similar amount from the consortium.

- In March 2010, the Seine-Maritime *département* has petitioned the Rouen Administrative Court to order Eurovia Haute-Normandie to pay €70.7 million, corresponding to the value of tenders awarded in 1988, 1993 and 1998 which the département is asking the Court to declare null and void on the grounds of anti-competitive practices preceding their award. This action follows a judgment delivered by the Rouen Court of Appeal on 14 December 2009, confirming a judgment of the Rouen Criminal Court of 11 September 2008 that had ordered the companies to compensate the material damages suffered by the département for an amount of €4.9 million. These decisions were themselves consecutive on a decision of the competition authority (*Conseil de la Concurrence*) of 15 December 2005 imposing sanctions on six companies, including Eurovia Haute-Normandie, for anti-competitive practices committed between 1991 and 1998 with respect to tenders for the supply and application of bitumen coatings, which was confirmed on appeal by the Paris Court of Appeal on 30 January 2007.

- The enforcement committee of the *Autorité des Marchés Financiers*, the French stock market regulator, notified VINCI on 23 February 2009 of a decision to impose a sanction of €800,000 for non-compliance with an obligation to refrain from making transactions in connection with its share buy-back programme, relating to the period from 20 January to 3 February 2005. VINCI appealed against this decision. On 23 February 2010, the Paris Appeal Court confirmed the decision of the Autorité des Marchés Financiers. VINCI has lodged an appeal with the Court of Cassation against this ruling.

- Mr Antoine Zacharias, former Chairman of VINCI, was summoned to appear on 25 and 26 March 2010 before the Nanterre Criminal Court to answer charges of abuse of corporate assets, following a complaint filed by an individual VINCI shareholder. The Nanterre Criminal Court acquitted Mr Zacharias of these charges in a ruling dated 26 March 2010. The French Director of Public Prosecutions (*Ministère Public*) has filed an appeal against this ruling.

To the Company's knowledge, there are no other disputes or matters submitted to arbitration (including any proceedings known to the Company, pending or with which it is threatened) likely to have, or having had in the last 12 months, a material effect on the business, financial performance, net assets or financial situation of the Company or Group.

J. Post-balance sheet events

32. Appropriation of earnings for 2010

The Board of Directors finalised the financial statements for the year ended 31 December 2010 on 1 March 2011. These financial statements will only become definitive when approved by the Shareholders' General Meeting. A Resolution will be put to the Shareholders' Ordinary General Meeting for the payment of a dividend of €1.67 per share in respect of the year, which, taking account of the interim dividend already paid in December 2010 (€0.52 per share) means that the final dividend will be €1.15 per share.

33. Motorway companies – latest news

Entry into service of the second section of the A86 Duplex

On 9 January 2011, the second section of the A86 Duplex entered into service. This 5.5 km section between Vélizy (Yvelines) and Vaucresson (Hauts de Seine) follows on from the 4.5 km tunnel between Rueil Malmaison and Vaucresson, which was opened to traffic in July 2009. Together, they form the final link in the Paris "super-ring road".

Price rises

The 2011 Finance Act implemented the 6.7% increase of the infrastructure tax (*taxe d'aménagement du territoire*), which rises from 6.86 cents per 1,000 km to 7.32 cents per 1,000 km. In accordance with contractual and statutory provisions, this increase results in compensation which for ASF, Cofiroute and Escota takes the form of a supplementary price rise of 0.35%, 0.30% and 0.30% respectively at 1 February 2011 and 0.17%, 0.14% and 0.14% at 1 February 2012.

34. Projects in progress – latest news

South Europe Atlantic high-speed railway line

On 15 July 2010, RFF (Réseau Ferré de France, the French railway infrastructure manager) named the LISEA consortium, comprising VINCI, Caisse des Dépôts and AXA Private Equity, as concession operator for the South Europe Atlantic high-speed railway line concession. The 50-year concession contract covers the financing, design, construction, operation and maintenance of the 303 km high-speed rail link between Tours and Bordeaux. The total estimated value of the project is €7 billion.

The contractual and financial documentation is being finalised between LISEA, RFF, the lenders and the French government

35. The Stade de France concession contract

Under a priority question on the constitution, the Constitutional Council ruled, on 11 February 2011, that the Act of 11 December 1996 approving the Stade de France concession was unconstitutional. It behoves the French government and the company, Consortium Stade de France (66.6% owned by the Group) to examine the consequences of this situation.

K. List of main consolidated and equity-accounted companies at 31 December 2010

Controlled companies

	at 31 December 2010		at 31 December 2009 (*)	
	Consolidation method	VINCI Group holding (%)	Consolidation method	VINCI Group holding (%)
1. Concessions				
VINCI Autoroutes				
Autoroutes du Sud de la France (ASF), France	FC	100.00	FC	100.00
Escota, France	FC	99.29	FC	99.29
Openly (operator of Lyons Northern bypass), France	FC	100.00	FC	100.00
Cofiroute, France	FC	83.33	FC	83.33
Cofiroute Corporation, USA	FC	83.33	FC	83.33
Cofiroute UK	FC	83.33	FC	83.33
Arcour (A19), France	FC	100.00	FC	100.00
VINCI Concessions				
Roads & Motorways				
Gefyra (Rion-Antirion bridge), Greece	FC	57.45	FC	57.45
Stadiums				
Consortium Stade de France	FC	66.67	FC	66.67
Le Mans stadium, France	FC	100.00	FC	100.00
VINCI Airports				
Société Concessionnaire de l'Aéroport de Pochentong (SCA), Cambodia	FC	70.00	FC	70.00
SEAGI (Grenoble airport), France	FC	99.00	FC	99.00
SEACA (Chambéry airport), France	FC	99.00	FC	99.00
SEACFA (Clermont Ferrand airport), France	FC	99.00	FC	99.00
SEAQC (Quimper-Cornouaille airport), France	FC	99.00	FC	99.00
Parkazur (Nice airport car rental firm car park), France	FC	100.00	FC	100.00
VINCI Park	FC	100.00	FC	100.00
VINCI Park France	FC	100.00	FC	100.00
VINCI Park Services	FC	100.00	FC	100.00
VINCI Park CGST	FC	100.00	FC	100.00
Sepadef (Société d'Exploitation des Parcs de la Défense), France	FC	100.00	FC	100.00

FC: full consolidation

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

	at 31 December 2010		at 31 December 2009 (*)	
	Consolidation method	VINCI Group holding (%)	Consolidation method	VINCI Group holding (%)
1. Concessions (continued)				
VINCI Park (continued)				
VINCI Park Belgium	FC	100.00	FC	100.00
VINCI Park Services Canada	FC	100.00	FC	100.00
VINCI Park España, Spain	FC	100.00	FC	100.00
VINCI Park Services Ltd, UK	FC	100.00	FC	100.00
VINCI Park Services Luxembourg	FC	100.00	FC	99.92
VINCI Park Deutschland GmbH, Germany	FC	100.00	FC	100.00
VINCI Park Dienstleistungen GmbH, Germany	FC	100.00	FC	100.00
VINCI Park Services Russia	FC	100.00	FC	100.00
Meteor Parking Ltd, UK	FC	100.00		
Other concessions & holding companies				
Lucitea (public lighting in Rouen), France	FC	100.00	FC	100.00
VINCI Concessions S.A., France	FC	100.00	FC	100.00
2. Energy				
VINCI Energies France				
Santerne	FC	100.00	FC	100.00
Entreprise Demouselle	FC	100.00	FC	100.00
Mangin Egly Entreprises	FC	100.00	FC	100.00
Imhoff	FC	100.00	FC	100.00
Tunzini Toulouse	FC	100.00	FC	100.00
Graniou Azur	FC	100.00	FC	100.00
Santerne Centre-Est Telecommunication	FC	100.00	FC	100.00
L'Entreprise Électrique	FC	100.00	FC	100.00
GT Le Mans	FC	100.00	FC	100.00
Barillec	FC	99.99	FC	99.99
Masselin Énergie	FC	99.95	FC	99.95
Saga Entreprise	FC	100.00	FC	100.00
IDF Thermic	FC	100.00	FC	100.00
Tunzini	FC	100.00	FC	100.00
Lefort Francheteau	FC	100.00	FC	100.00
SDEL Tertiaire	FC	100.00	FC	100.00
Phibor Entreprises	FC	100.00	FC	100.00
Santerne IDF	FC	100.00	FC	100.00
GTIE Télécoms	FC	100.00	FC	100.00
Interact Systèmes Île-de-France	FC	100.00	FC	100.00
Graniou Île-de-France	FC	100.00	FC	100.00
GTIE Infi	FC	100.00	FC	100.00
SDEL Infi	FC	100.00	FC	100.00
Jetec Ingenierie	FC	100.00	FC	100.00
Tunzini Protection Incendie	FC	100.00	FC	100.00
Protec Feu	FC	100.00	FC	100.00
Entreprise d'Électricité et d'Équipement	FC	100.00	FC	100.00
SDEL Contrôle Commande	FC	100.00	FC	100.00
SDEL Elexa	FC	100.00	FC	100.00
VE GSMR	FC	100.00		
CEGELEC France				
Cegelec Centre Est	FC	100.00		
Cegelec La Réunion	FC	100.00		
Cegelec Nord & Est	FC	100.00		
Cegelec Nouvelle Caledonie	FC	100.00		
Cegelec Ouest	FC	100.00		
Cegelec Paris	FC	100.00		
Cegelec Polynésie	FC	100.00		
Cegelec Sud Est	FC	100.00		

FC: full consolidation

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

	at 31 December 2010		at 31 December 2009 (*)	
	Consolidation method	VINCI Group holding (%)	Consolidation method	VINCI Group holding (%)
2. Energy (continued)				
Cegelec France (continued)				
Cegelec Sud-Ouest	FC	100.00		
CEGELEC GSS (Global Systems & Services)				
Cegelec SAS	FC	100.00		
Cegelec Guyane, French Guiana	FC	100.00		
Cegelec Space SA	FC	100.00		
Cegelec Algérie SPA DZ, Algeria	FC	100.00		
Cegelec Qatar	FC	100.00		
Cegelec AS, Czech Republic	FC	100.00		
VINCI Energies and CEGELEC International				
VINCI Energies				
VINCI Energies España and its subsidiaries (Spark Iberica - Tecuni), Spain	FC	100.00	FC	100.00
Sotécnica, Portugal	FC	80.00	FC	80.00
VINCI Energies UK	FC	100.00	FC	100.00
Emil Lundgren, Sweden	FC	100.00	FC	100.00
VINCI Energies Netherlands and its subsidiaries	FC	100.00	FC	100.00
VINCI Energies Deutschland and its subsidiaries (Controlmatic, G+H Isolierung, Calanbau, NK Networks), Germany	FC	100.00	FC	100.00
Atem, Poland	FC	100.00	FC	100.00
Tiab, Romania	FC	88.61	FC	80.94
Elektrotrans, Czech Republic	FC	79.60	FC	79.60
ProCS, Slovakia	FC	77.50	FC	77.50
VINCI Energies Switzerland and its subsidiaries	FC	100.00	FC	95.00
Cegelec				
Cegelec Deutschland GmbH and its subsidiaries, Germany	FC	100.00		
Cegelec Osterreich Service GmbH, Austria	FC	100.00		
Comsip Al A' Ali w.l.l., Bahrain	FC	49.00		
Cegelec S.A., Belgium	FC	100.00		
Cegelec Ltda., Brazil	FC	100.00		
Ensysta China	FC	100.00		
PT Cegelec PMA, Indonesia	FC	100.00		
Cegelec, Morocco	FC	98.76		
Cegelec BV Netherlands	FC	100.00		
Cegelec Sp.Zo.o, Poland	FC	100.00		
VINCI Facilities				
Energilec	FC	100.00	FC	100.00
Opteor IDF Tertiaire	FC	100.00	FC	100.00
Energie Sécurité	FC	100.00	FC	100.00
SKE Support Services GmbH, Germany	FC	100.00	FC	100.00
Baunternehmung Ehrenfels GmbH, Germany	FC	100.00	FC	100.00
G+H Kuhllager und Industriebau, Germany	FC	100.00	FC	100.00
SKE Technical Services GmbH, Germany	FC	100.00	FC	100.00
G+H Innenausbau, Germany	FC	100.00	FC	100.00
SKE Facility Management GmbH, Germany	FC	100.00	FC	100.00
STINGL GmbH, Germany	FC	100.00	FC	100.00
Faceo FM	FC	100.00		
Faceo Deutschland, Germany	FC	100.00		
Faceo Belgium	FC	100.00		
Faceo FM UK	FC	100.00		
3. Eurovia				
Eurovia France				
Eurovia	FC	100.00	FC	100.00
Eurovia Management	FC	100.00	FC	100.00

FC: full consolidation

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

	at 31 December 2010		at 31 December 2009 (*)	
	Consolidation method	VINCI Group holding (%)	Consolidation method	VINCI Group holding (%)
3. Eurovia (continued)				
Eurovia France (continued)				
Eurovia Stone	FC	100.00	FC	100.00
Signature Group (France)	FC	100.00	FC	100.00
EJL Nord	FC	100.00	FC	100.00
Eurovia Picardie	FC	100.00	FC	100.00
Eurovia Pas-de-Calais	FC	100.00	FC	100.00
Eurovia Île-de-France	FC	100.00	FC	100.00
EJL Île-de-France	FC	100.00	FC	100.00
Valentin	FC	100.00	FC	100.00
Eurovia Haute-Normandie	FC	100.00	FC	100.00
Matériaux Routiers Franciliens	FC	100.00	FC	100.00
Eurovia Centre-Loire	FC	100.00	FC	100.00
Eurovia Bretagne	FC	100.00	FC	100.00
Eurovia Atlantique	FC	100.00	FC	100.00
Eurovia Basse-Normandie	FC	100.00	FC	100.00
Carrières de Luché	FC	100.00	FC	100.00
Carrières de Chailloué	FC	100.00	FC	100.00
Eurovia Poitou-Charentes-Limousin	FC	100.00	FC	100.00
Eurovia Aquitaine	FC	100.00	FC	100.00
Eurovia Midi-Pyrénées	FC	100.00	FC	100.00
Carrières Kléber Moreau	FC	89.97	FC	89.97
Eurovia Méditerranée	FC	100.00	FC	100.00
Durance Granulats	FC	55.00	FC	55.00
Eurovia Dala	FC	100.00	FC	100.00
Eurovia Alpes	FC	100.00	FC	100.00
Eurovia Lorraine	FC	100.00	FC	100.00
Eurovia Alsace-Franche-Comté	FC	100.00	FC	100.00
Eurovia Bourgogne	FC	100.00	FC	100.00
Eurovia Champagne Ardenne	FC	100.00	FC	100.00
Eurovia International				
Eurovia Teerbau, Germany	FC	100.00	FC	100.00
Eurovia VBU, Germany	FC	100.00	FC	100.00
Eurovia Beton GmbH, Germany	FC	100.00	FC	100.00
Eurovia Industrie GmbH, Germany	FC	100.00	FC	100.00
Ringway Infrastructure Services Ltd, UK	FC	100.00	FC	100.00
Eurovia CS, Czech Republic	FC	100.00	FC	100.00
Eurovia SK, Slovakia	FC	98.15	FC	98.15
Hubbard Construction, USA	FC	100.00	FC	100.00
Blythe Construction, USA	FC	100.00	FC	100.00
Construction DJL, Canada	FC	100.00	FC	95.80
Blacktop, Canada	FC	100.00	FC	100.00
Bitumix, Chile	FC	50.10	FC	50.10
Eurovia Polska, Poland	FC	100, 00	FC	100.00
Eurovia Belgium	FC	100.00	FC	100.00
Caraib Moter, Martinique	FC	74.50	FC	74.50
Carrières Unies de Porphyre SA (CUP), Belgium	FC	100.00	FC	100.00
Viarom Construct SRL, Romania	FC	96.36	FC	96.36
Granvia Construction s.r.o, Slovakia	FC	100.00	FC	100.00
Probisa Vias y Obras, Spain	FC	100.00		
Eurovia - other activities				
Eurovia Béton	FC	100.00	FC	100.00
Signature	FC	65.00	FC	65.00
Signature Industrie	FC	65.00	FC	65.00
Européenne De Travaux Ferroviaires	FC	100.00	FC	100.00
ETF-Eurovia Travaux Ferroviaires	FC	100.00	FC	100.00

FC: full consolidation

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

	at 31 December 2010		at 31 December 2009 (*)	
	Consolidation method	VINCI Group holding (%)	Consolidation method	VINCI Group holding (%)
3. Eurovia (continued)				
Tarmac quarries acquired in 2010 from Anglo American plc				
TRMC France	FC	100.00		
Elbekies, Germany	FC	100.00		
Eurovia Kamenolomy, Czech Republic	FC	100.00		
WKSM, Poland	FC	100.00		
4. VINCI Construction				
VINCI Construction France	FC	100.00	FC	100.00
Sicra Île-de-France	FC	100.00	FC	100.00
Bateg	FC	100.00	FC	100.00
Campenon Bernard Construction	FC	100.00	FC	100.00
Société d'Ingénierie et de Réalisation de Construction	FC	100.00	FC	100.00
GTM Bâtiment	FC	100.00	FC	100.00
Dumez Île-de-France	FC	100.00	FC	100.00
Petit	FC	100.00	FC	100.00
Lainé Delau	FC	100.00	FC	100.00
Sogea Nord-Ouest	FC	100.00	FC	100.00
Sogea Nord-Ouest TP	FC	100.00	FC	100.00
Sogea Atlantique BTP	FC	100.00	FC	100.00
Bourdarios	FC	100.00	FC	100.00
Sogea Caroni	FC	100.00	FC	100.00
Sogea Picardie	FC	100.00	FC	100.00
Sogea Est BTP	FC	100.00	FC	100.00
Campenon Bernard Régions	FC	100.00	FC	100.00
Entreprise Pitance	FC	100.00	FC	100.00
Les Travaux du Midi	FC	100.00	FC	100.00
Campenon Bernard Sud-Est	FC	100.00	FC	100.00
Sogea Sud	FC	100.00	FC	100.00
Dumez Côte d'Azur	FC	100.00	FC	100.00
GTM Sud	FC	100.00	FC	100.00
Dumez Méditerranée	FC	100.00	FC	100.00
Chantiers Modernes BTP	FC	100.00	FC	100.00
Sobea Environnement	FC	100.00	FC	100.00
Botte Fondations	FC	100.00	FC	100.00
EMCC	FC	100.00	FC	100.00
VINCI Environnement	FC	100.00	FC	100.00
VINCI Networks	FC	100.00	FC	100.00
Compagnie d'Entreprises CFE (Belgium)	FC	46.84	FC	46.84
BPC, Amart, Nizet Entreprises, Van Wellen, CLE, Engema, BPI, Vanderhoydonck CFE Polska, CFE Hungary, Cli Sa	FC	46.84	FC	46.84
Sogesmaint CBRE	FC	30.92	FC	30.92
CFE Nederland	FC	46.84	FC	46.84
Sogea-Satom				
Sogea-Satom and its subsidiaries (various African countries)	FC	100.00	FC	100.00
Overseas France subsidiaries				
SBTPC, Reunion Island	FC	100.00	FC	100.00
Sogea Mayotte	FC	100.00	FC	100.00
Sogea Réunion	FC	100.00	FC	100.00
GTM Guadeloupe	FC	100.00	FC	100.00
Dumez-GTM Calédonie, New Caledonia	FC	100.00	FC	100.00
Nofrayane, French Guiana	FC	100.00	FC	100.00

FC: full consolidation

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

	at 31 December 2010		at 31 December 2009 (*)	
	Consolidation method	VINCI Group holding (%)	Consolidation method	VINCI Group holding (%)
4. VINCI Construction (continued)				
Soletanche Freyssinet	FC	100.00	FC	100.00
Freyssinet France	FC	100.00	FC	100.00
The Reinforced Earth Cy (RECO), USA	FC	100.00	FC	100.00
Freyssinet Korea	FC	100.00	FC	100.00
Freyssinet Australia	FC	100.00	FC	100.00
Freyssinet International et Cie	FC	100.00	FC	100.00
Menard	FC	100.00	FC	100.00
Nuvia Ltd, UK	FC	100.00	FC	100.00
Terre Armee Internationale	FC	100.00	FC	100.00
Soletanche Bachy France	FC	100.00	FC	100.00
CSM Bessac SAS, France	FC	100.00	FC	100.00
Soletanche Bachy Pieux SAS, France	FC	100.00	FC	100.00
Nicholson Construction Company Inc., USA	FC	100.00	FC	100.00
Bachy Soletanche Ltd, UK	FC	100.00	FC	100.00
Bachy Soletanche Group Ltd, Hong Kong	FC	100.00	FC	100.00
CIMESA, Mexico	FC	80.00	FC	80.00
Soletanche Bachy Chile	FC	95.00	FC	95.00
Bachy Soletanche Singapour Pte Ltd, Singapore	FC	100.00	FC	100.00
VINCI plc, UK	FC	100.00	FC	100.00
VINCI Construction UK	FC	100.00	FC	100.00
Crispin and Borst Ltd	FC	100.00	FC	100.00
VINCI Investment Ltd	FC	100.00	FC	100.00
Weaver	FC	100.00	FC	100.00
Haymills	FC	100.00	FC	100.00
VINCI Construction Grands Projets	FC	100.00	FC	100.00
Entrepose Contracting, France	FC	79.96	FC	75.99
Spiecapag, France	FC	79.96	FC	75.99
Geocean, France	FC	79.96	FC	75.99
Entrepose Services (formerly Captrade), France	FC	79.96	FC	53.20
Central European subsidiaries				
Warbud, Poland	FC	99.74	FC	99.74
SMP CZ, Czech Republic	FC	100.00	FC	100.00
Prumstav FCC, Czech Republic	FC	100.00	FC	100.00
VINCI Construction Terrassement	FC	100.00	FC	100.00
Dodin Campenon Bernard	FC	100.00	FC	100.00
5. Property				
VINCI Immobilier	FC	100.00	FC	100.00

FC: full consolidation.

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Equity-accounted companies

	at 31 December 2010		at 31 December 2009 (*)	
	Consolidation method	VINCI Group holding (%)	Consolidation method	VINCI Group holding (%)
1. Concessions				
VINCI Autoroutes				
Transjamaican Highway Ltd, Jamaica	EM	34.00	EM	34.00
VINCI Concessions				
Roads and motorways				
Aegan Motorway (Maliakos-Kleidi motorway), Greece	EM	13.75	EM	13.75
Olympia Odos (Elefsina-Corinth-Patras-Tsakona motorway), Greece	EM	29.90	EM	36.00
Coentunnel, Netherlands	EM	27.60	EM	27.60

EM: equity method

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

	at 31 December 2010		at 31 December 2009(*)	
	Consolidation method	VINCI Group holding (%)	Consolidation method	VINCI Group holding (%)
1. Concessions (continued)				
Roads and motorways (continued)				
Granvia, Slovakia	EM	50.00	EM	50.00
Via Solutions Thüringen, Germany	EM	50.00	EM	50.00
Via Solutions Südwest, Germany	EM	50.00	EM	50.00
SMTPC (Prado Carénage tunnel), France	EM	33.29	EM	33.29
Prado Sud tunnel, Marseilles, France	EM	58.51	EM	58.51
Strait Crossing Development Inc (Confederation Bridge), Canada	EM	18.80	EM	18.80
MRDC Operations Corporation, Canada	EM	25.00	EM	25.00
Severn River Crossing (bridges over the River Severn), UK	EM	35.00	EM	35.00
Morgan VINCI Ltd (Newport Southern Distributor Road), UK	EM	50.00	EM	50.00
Lusoponte (bridges over the Tagus), Portugal	EM	37.27	EM	37.27
NWCC - North West Concession Company (Moscow-St Petersburg motorway), Russia	EM	38.75	EM	38.75
Rail sector				
Locorail (Liefkenshoek rail concessions), Belgium	EM	36.71	EM	36.71
Synerail, France	EM	30.00		
Rhônexpress, France	EM	35.20	EM	32.40
VINCI Airports				
SEARD - Rennes and Dinard airport, France	EM	49.00		
VINCI Park				
LAZ Parking, USA	EM	50.00	EM	50.00
2. Energy				
VINCI Energies France				
Générale d'Infographie	EM	49.99	EM	49.99
CEGELEC GSS (Global Systems & Services)				
Miradoux	EM	51.00		
VINCI Energies and CEGELEC International				
VINCI Energies				
PMS	EM	25.00	EM	25.00
3. Eurovia				
Eurovia France				
Carrières Roy	EM	50.00	EM	50.00
GBA (Granulats de Bourgogne Auvergne)	EM	30.00	EM	30.00
GDFC (Granulats de Franche-Comté)	EM	40.00	EM	40.00
Eurovia International				
South West Highways, UK	EM	50.00	EM	50.00
Ringway Jacobs Ltd, UK	EM	50.00	EM	50.00
Bremanger Quarry, Norway	EM	23.00	EM	23.00
Signature Vertical Holding	EM	35.00	EM	35.00
4. VINCI Construction				
VINCI Construction France				
Sport Partenariat	EM	40.00	EM	40.00
Compagnie d'Entreprises CFE (Belgium)				
Dredging Environmental and Marine Engineering (DEME)	EM	23.42	EM	23.42
Soletanche Freyssinet				
Freyssinet SA, Spain	EM	50.00	EM	50.00
Grupo Rodio Kronsa, Spain	EM	50.00	EM	50.00
VINCI Construction Grands Projets				
QDVC, Qatar	EM	49.00	EM	49.00

EM: equity method

(*) Restated following the change of method described in Note A.1.2 "Change of method: equity accounting of jointly controlled entities".

Report of the Statutory Auditors on the consolidated financial statements

Year ended 31 December 2010

To the Shareholders,

In accordance with our appointment as Statutory Auditors by your Shareholders' General Meeting, we hereby report to you for the year ended 31 December 2010 on:
- the audit of the accompanying consolidated financial statements of VINCI S.A.;
- the justification of our assessments; and
- the specific verification required by law.

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

1. Opinion on the consolidated financial statements

We conducted our audit in accordance with the professional standards applicable in France. Those standards require that we plan and perform the audit in such a way as to obtain reasonable assurance that the consolidated financial statements are free of material misstatement. An audit consists in examining, by sampling or other selection methods, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also consists in assessing the accounting principles used, significant estimates made and the overall presentation of the financial statements. We believe that the information that we have collected provides a sufficient and appropriate basis for our opinion.

In our opinion, the consolidated financial statements for the period give a true and fair view of the financial position, the assets and liabilities, and the results of the group formed by the persons and entities included in the consolidation, in accordance with the International Financial Reporting Standards as endorsed by the European Union.

Without qualifying our opinion, we draw your attention to Note A.1.2. to the consolidated financial statements which describes a change of accounting method relating to the accounting for jointly-controlled entities using the equity method in accordance with the option available under IAS 31 "*Interests in Joint Ventures*".

2. Justification of our assessments

As required by Article L.823-9 of the French Commercial Code relating to the justification of our assessments, we inform you of the following:
- As stated in Note A.3.1 to the consolidated financial statements, the VINCI Group uses estimates prepared on the basis of information available at the time of preparing its consolidated financial statements, in a context of economic and financial crisis of which the scale and duration beyond 31 December 2010 cannot be accurately forecast. These estimates relate in particular to:
  - Construction contracts: the VINCI Group recognises income from long-term contracts using the percentage of completion method on the basis of the best available estimates of the final outcome of contracts, as stated in Note A.3.4. We have assessed the assumptions used by the Company in making these estimates and reviewed the calculations made.
  - Impairment tests on non-financial assets: the VINCI Group performs impairment tests at least annually on goodwill, and also assesses whether there is any indication that long-term assets may be impaired, in accordance with the methodology described in Notes A.3.18 and F.13 to the consolidated financial statements. We have examined how these impairment tests are performed and the cash flow forecasts and assumptions used.
- As mentioned in the first part of this report, Note A.1.2 to the consolidated financial statements describes the change of accounting method in the period relating to the accounting for jointly-controlled entities using the equity method. In accordance with IAS 8 "*Accounting Policies, Changes in Accounting Estimates and Errors*", the comparative information relating to 2009 presented in the consolidated financial statements has been restated to take account of this change of method retrospectively. As a result, the comparative information is different from that in the consolidated financial statements published in respect of 2009.

  In assessing the accounting policies applied by your Group, we have examined the correct restatement of the 2009 financial statements and the information given in this respect in Note B. to the consolidated financial statements.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole and have therefore contributed to the formation of our opinion, given in the first part of this report.

3. Specific verification

We have also verified in accordance with the professional standards applicable in France and as required by law, the information in the Report of the Board of Directors.

We have no comments to make as to its fair presentation and its consistency with the consolidated financial statements.

Paris La Défense and Neuilly sur Seine, 16 March 2011

The Statutory Auditors

KPMG Audit *Department of KPMG S.A.*		Deloitte & Associés	
Patrick-Hubert Petit	Philippe Bourhis	Jean-Paul Picard	Mansour Belhiba

This is a free translation into English of the Statutory Auditors' report on the consolidated financial statements issued in French and it is provided solely for the convenience of English-speaking users. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures. This report also includes information relating to the specific verification of information given in the Group's management report.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Parent company financial statements

Contents

Notes to the financial statements

Income statement

(in € millions)	Notes	2010	2009
Operating income			
Revenue		9.0	8.5
Reversals of provisions and transfers of expenses		2.4	2.6
Other operating income		85.9	75.7
		97.3	**86.8**
Operating expenses			
Other purchases and external charges		(60.7)	(43.3)
Taxes and levies		(2.8)	(4.6)
Wages, salaries and social benefit charges		(25.9)	(23.8)
Depreciation and amortisation		(5.6)	(6.1)
Provision charges		(13.1)	(3.1)
Other operating expenses		(0.8)	(1.1)
		(108.9)	**(81.8)**
Share in profit or loss of joint ventures			**(0.4)**
Operating profit/(loss)		**(11.6)**	**4.6**
Financial income			
Income from investments in subsidiaries and affiliates		1,801.0	1,509.8
Income from other marketable securities and fixed asset receivables		25.9	27.6
Other interest and similar income		90.3	167.0
Net income from disposal of marketable securities and treasury shares		10.2	18.2
Foreign exchange gains		9.4	10.5
Reversals of provisions and transfers of expenses		299.9	358.8
		2,236.6	**2,091.9**
Financial expenses			
Expenses related to investments in subsidiaries and affiliated companies			(0.5)
Interest paid and similar expenses		(82.9)	(170.4)
Net expense on disposal of marketable securities and treasury shares		(237.4)	(141.8)
Foreign exchange losses		(9.8)	(9.1)
Depreciation, amortisation and provisions		(104.3)	(104.1)
		(434.5)	**(426.0)**
Net financial income/(expense)	13	**1,802.1**	**1,665.9**
Profit from ordinary activities		**1,790.5**	**1,670.4**
Exceptional income			
relating to operational transactions			
relating to capital transactions		137.4	8,119.3
Reversals of provisions and transfers of expenses		22.1	1,200.1
		159.5	**9,319.4**
Exceptional expenses			
relating to operational transactions		(3.0)	(1.6)
relating to capital transactions		(189.2)	(9,370.5)
Depreciation, amortisation and provisions		(10.2)	(22.0)
		(202.3)	**(9,394.0)**
Exceptional income/(expense)	14	**(42.9)**	**(74.6)**
Income tax	15	**101.1**	**45.1**
Net profit/(loss) for the year		**1,848.8**	**1,640.9**

Balance sheet

Assets

(in € millions)	Notes	2010	2009
Intangible assets	1	1.3	2.1
Property, plant and equipment	1	27.8	28.4
Non-current financial assets	2/8/10/12/16	18,783.6	16,009.5
Treasury shares	3	190.4	567.1
Deferred expenses	4	5.9	7.6
Total non-current assets		**19,008.9**	**16,614.6**
Trade receivables and related accounts	10/12/16	52.9	15.6
Other receivables	10/12/16	155.4	116.1
Treasury shares	3	253.2	283.1
Other marketable securities	8/12	2,040.6	2,624.0
Cash management current accounts of affiliated companies	8/16	684.8	667.0
Cash	8/12	598.8	470.8
Deferred expenses	9	0.5	0.6
Total current assets		**3,786.3**	**4,177.4**
Translation differences, assets		0.5	1.0
Total assets		**22,795.6**	**20,793.0**

Equity and liabilities

(in € millions)	Notes	2010	2009
Share capital		1,381.6	1,302.4
Premiums on share issues, mergers, asset contributions		6,923.9	5,852.9
Statutory reserve		135.5	121.5
Other reserves		45.8	45.8
Retained earnings		7,337.9	6,555.7
Net profit or loss for the year		1,848.8	1,640.9
Interim dividend(s)		(281.7)	(260.0)
Tax-regulated provisions			
Equity	5	**17,391.8**	**15,259.2**
Other equity	6	**500.0**	**500.0**
Provisions	7	**144.2**	**174.7**
Financial debt	8/9/10/11/16	4,637.6	4,660.8
Other payables	9/10/11/16	120.3	198.2
Deferred income	9	0.7	
Total liabilities		**4,758.6**	**4,859.0**
Translation differences, liabilities		1.1	0.1
Total equity and liabilities		**22,795.6**	**20,793.0**

Cash flow statement

(in € millions)	2010	2009
Operating activities		
Gross operating profit	5.1	11.6
Financial and exceptional items	1,854.9	1,589.8
Taxes	106.9	70.9
Cash flow from operations	**1,966.9**	**1,672.4**
Net change in working capital requirement	(152.1)	245.5
Total (I)	**1,814.7**	**1,917.8**
Investing activities		
Investments in operating assets	(0.7)	(5.0)
Disposal of non-current assets	1.1	0.2
Net investments in operating assets	**0.4**	**(4.8)**
Acquisition of investments and securities	(2,910.9)	(8,395.8)
Proceeds from disposal of shares in subsidiaries and affiliated companies	83.0	8,119.0
Net financial investments	**(2,827.9)**	**(276.8)**
Change in other non-current financial assts and treasury shares	304.9	(34.3)
Total (II)	**(2,522.7)**	**(315.9)**
Financing activities		
Increases in share capital	1,155.8	648.8
Increase in other equity		
Dividends paid	(589.9)	(524.7)
Interim dividend(s)	(281.7)	(260.0)
Total (III)	**284.2**	**(135.9)**
Cash flows for the period (I + II + III)	**(423.9)**	**1,466.1**
Net financial surplus/(debt) at 1 January	**113.9**	**(1,352.2)**
Net financial surplus/(debt) at 31 December	**(310.0)**	**113.9**

A. Key events

1. Changes in shareholdings

On 14 April 2010, VINCI acquired 100% of the issued share capital of Cegelec in the context of a strategic partnership signed on 19 January 2010 with Qatari Diar Real Estate Investment Company (Qatari Diar).
The transaction consisted in the contribution of 100% of the Cegelec group's assets and liabilities in exchange for 31.5 million VINCI shares, breaking down to:
- 21 million new shares issued;
- the transfer of 10.5 million treasury shares; and
- payment in cash by VINCI of €16.4 million, corresponding to the amount of the interim dividend paid in December 2009 (€0.52 per share) in respect of the shares transferred to Qatari Diar.

The contributions made by Qatari Diar have been valued, after scrutiny by a statutory assessor of contributions, on the basis of a VINCI share price of €41, representing an aggregate amount of €1,291.5 million.

VINCI S.A. also acquired an additional 4.73% of Entrepose Contracting's share capital, previously held by its management.

During the year, in connection with a reorganisation of its share portfolio, VINCI acquired the shares held by its subsidiary Socofreg in VINCI Construction for €600 million, bringing its shareholding in VINCI Construction to 100%. VINCI also disposed of its subsidiaries Socofreg and Gecos to its subsidiaries VINCI Construction France and Eurovia respectively.

VINCI increased the share capital of its subsidiary VINCI Finance International by €1 billion.

2. Payment of stock dividend

As in the previous year, VINCI's shareholders were offered the facility of investing the 2009 final dividend of €1.10 per share in VINCI shares. This transaction, subscribed to for 7% of the amount of the dividend payment (compared with 70% in 2009), resulted in the issue of 1,044,010 shares and an increase in equity of €39.6 million (compared with €367.1 million in 2009).

3. Treasury shares

The Company's holding of treasury shares, which amounted to a net carrying amount of €850.2 million at 31 December 2009, fell to €443.6 million at 31 December 2010. This €406.6 million decrease was due to:
- the transfer to Qatari Diar of 10.5 million shares, for €413.1 million;
- the granting in the first half of 2010 of 1,582,325 performance shares under the 2008 plan decided by the Board of Directors on 11 December 2007 for €83.6 million; and
- the other movements in the period (share buy-backs, exercise of options, etc.) representing a net increase of €90.1 million.

Under its share buy-back programme, VINCI purchased 2,698,055 shares in the second half of 2010, for €106.5 million.

B. Accounting rules and methods

The financial statements at 31 December 2010 have been prepared in accordance with the rules applicable in France.

However, in a departure from the General Accounting Plan and to improve clarity, VINCI has decided to present changes in provisions relating to income and expense items on the same line of the income statement, as determined by their nature, which may be operating, financial, exceptional or tax.

1. Intangible assets

Other than in special cases, software, recorded under "concessions, patents, and licences", is amortised over two or three years on a straight-line basis.

2. Property, plant and equipment

Property, plant and equipment is recognised at acquisition cost, including acquisition and installation costs.
Depreciation is calculated on a straight-line basis over an asset's estimated useful life:

- buildings	Between 10 and 40 years
- other property, plant and equipment	Between 3 and 10 years

The Company applies CNC Opinion 2004-06 on the definition, recognition and measurement of assets.

3. Investments in subsidiaries and affiliated companies

Investments in subsidiaries and affiliated companies are measured at their cost of acquisition. In accordance with CRC Regulation 2004-06 on the definition and recognition of assets, VINCI includes the associated acquisition expenses in the cost of shares. If this cost is greater than the asset's value in use, an impairment allowance is taken equal to the difference, as an exceptional item.

Value in use is determined on the basis of the portion of the equity represented by the shares. This portion is adjusted if necessary to take account of the earnings and growth prospects of the companies in question.

Capital gains or losses on disposal of shareholdings are recorded under exceptional income and expense.

4. Trade receivables and related accounts

Trade receivables are measured at their face value. An allowance is recognised if there is a possibility of non-recovery of these receivables.

5. Receivables and payables denominated in foreign currency

Receivables and payables denominated in foreign currency are measured at the closing rate or at their hedged rate. Any gains or losses arising on this translation are recorded in the balance sheet as currency translation differences. Provisions are taken in respect of any unrealised losses unless specific rules are laid down in the accounting regulations.

6. Marketable securities

Marketable securities are recognised at their acquisition cost and an impairment loss is recorded whenever the cost is higher than the latest net realisable value at the year end.

7. Financial instruments

Loans (bonds, bank and intra-group borrowing) are recorded under liabilities at their face value. The associated issuance costs are recorded under deferred expenses, redemption premiums under assets and issuance premiums under deferred income. These three items are amortised over the length of the loan.
Loans and advances are recognised at face value. In the event of a risk of non-recovery, an impairment allowance is recognised.

Forward financial instruments and derivative financial instruments are measured at the year end. A provision is recognised in the income statement for any unrealised losses only if the instruments are not designated as hedges.

8. Treasury shares

Treasury shares allocated to share purchase option and performance share plans are recognised under marketable securities.
In accordance with CRC Regulation 2008-15, a provision is taken as a financial expense during the period in which the beneficiaries' rights vest, whenever an expense becomes probable.

Treasury shares not allocated to plans are recorded under other non-current financial assets at their acquisition cost.

An impairment allowance is recognised as a financial expense if the average stock market price of these shares during the last month of the year is lower than their unit cost. However, shares intended for cancellation are not written down.

Whenever plans are hedged by call options, the premiums paid are recorded under marketable securities when the options hedge share purchase option plans or performance share plans, and under other non-current financial assets when these options hedge share subscription option plans.
In both cases, a provision is recognised whenever an expense becomes probable.

All income and expenses relating to treasury shares (provisions and gains or losses on disposal) are recognised under financial income/(expenses).

9. Retirement benefit obligations

Provisions are recorded in the balance sheet in respect of the Company's obligations to pay supplementary pensions to certain employees or company officers, for the part relating to beneficiaries who are retired. An off-balance sheet commitment is recorded for the portion relating to beneficiaries who have not yet retired.

Retirement benefit obligations (lump sums paid on retirement and supplementary retirement benefit plans) are measured using the prospective actuarial method (the projected unit credit method) on the basis of assessments made at each year end for each existing plan.

Actuarial differences that exceed 10% of commitments or of the market value of the corresponding investments are amortised over the average residual working life of employees in service who are members of the plan.

10. Other provisions

Other provisions are estimates as regards both their amount and the date at which that amount will be used; they are taken to cover liabilities 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.

11. Income tax

Under the group tax regime agreement between VINCI and those subsidiaries that are members of the tax group, tax savings made by the tax group connected with the tax losses of some subsidiaries are recognised by the parent company as income for the year.

Provisions for tax taken and reversed are recorded here.

C. Notes to the balance sheet

1. Intangible assets and property, plant and equipment

Gross values

(in € millions)	2009	Acquisitions	Disposals	2010
Intangible assets	**6.4**	**0.1**	**0.1**	**6.4**
(Concessions, patents, licences)				
Total intangible assets	**6.4**	**0.1**	**0.1**	**6.4**
Property, plant and equipment				
Land	10.2		0.5	9.7
Buildings	31.0	0.1	0.3	30.9
Plant and machinery				
Other property, plant and equipment and assets under construction	22.4	0.6	0.4	22.5
Total property, plant and equipment	**63.6**	**0.7**	**1.2**	**63.2**

Property, plant and equipment relates to VINCI's property portfolio, mainly used for its own or its subsidiaries' operations. Some properties are leased to third parties.

Depreciation, amortisation and impairment

(in € millions)	2009	Expenses	Reversals	2010
Intangible assets	**4.2**	**0.9**	**0.1**	**5.0**
(Concessions, patents, licences)				
Total intangible assets	**4.2**	**0.9**	**0.1**	**5.0**
Property, plant and equipment				
Land	0.1		0.1	
Buildings	20.5	2.4	2.4	20.5
Plant and machinery				
Other property, plant and equipment	14.6	1.2	1.0	14.8
Total property, plant and equipment	**35.2**	**3.6**	**3.5**	**35.3**

2. Financial assets

Gross values

(in € millions)	2009	Acquisitions	Disposals	Contributions	2010
Investments in subsidiaries and affiliated companies	15,043.7	2,910.9	118.3		17,836.4
Receivables connected with investments in subsidiaries and affiliated companies	1,013.0	111.4	121.1		1,003.2
Other fixed asset securities	21.8		17.2		4.6
Other non-current financial assets	9.8				9.8
Total	**16,088.3**	**3,022.3**	**256.6**		**18,854.1**

The main changes in the portfolio of shareholdings during the period are described in the section headed "Changes in Shareholdings" in Note A.1 "Key events".

Impairment allowances

(in € millions)	2009	Expenses	Reversals	2010
Investments in subsidiaries and affiliated companies	55.9	6.6	4.7	57.8
Receivables connected with investments in subsidiaries and affiliated companies	5.5			5.5
Other fixed asset securities	14.8		10.4	4.4
Other non-current financial assets	2.8			2.8
Total	**79.0**	**6.7**	**15.2**	**70.5**

3. Treasury shares

Transactions under the 2009–2010 and 2010–2011 share buy-back programmes:

Gross values

	Position at 31 December 2009		Increases: buy-backs		Decreases: disposals and transfers		Reclassifications: transfers between accounts		Position at 31 December 2010	
	Value per share in euros	Value in €m	Value per share in euros	Value in €m	Value per share in euros	Value in €m	Value per share in euros	Value in €m	Value per share in euros	Value in €m
Cash transactions on VINCI shares										
Shares bought back to use in payment or exchange	50.80	732.3	39.48	106.5	50.80	(547.9)	50.06	(79.3)	44.61	211.6
Shares bought back to be cancelled										
Subtotal directly-held treasury shares		**732.3**		**106.5**		**(547.9)**		**(79.3)**		**211.6**
Liquidity account		–								–
Subtotal non-current financial assets		**732.3**		**106.5**		**(547.9)**		**(79.3)**		**211.6**
Shares intended to be transferred to the beneficiaries of share purchase option and performance share plans	52.02	346.8	59.82	36.1	54.33	(121.7)	50.06	79.3	51.48	340.6
Subtotal current assets		**346.8**		**36.1**		**(121.7)**		**79.3**		**340.6**
Total		**1,079.1**		**142.7**		**(669.6)**				**552.2**
Transactions on VINCI share derivatives										
Premiums on VINCI share purchase options regarding shares to be acquired through exercise of options and intended to be cancelled subsequently										
Premiums on VINCI share purchase options relating to share purchase options or performance share plans		29.0				(29.0)				
Total		**29.0**				**(29.0)**				

During 2010, VINCI acquired 2,698,055 shares on the market for a total of €106.5 million, representing an average price of €39.48 per share. Transaction costs on these buy-backs amounted to €31,958. During the same period, 604,000 shares were bought back through the exercise of call options for €36.1 million, at an average price of €59.82 per share.

In 2010, 13,025,288 treasury shares were used as follows:
- 10,500,000 shares, purchased for use in payment or exchange, were exchanged in connection with the acquisition of Cegelec (see "Key events", page 275);
- 285,691 shares, purchased for use in payment or exchange, were exchanged in connection with the acquisition of 5.03% of Entrepose Contracting previously owned by its management;
- 1,582,325 shares were definitively allocated on 2 January 2010 to the beneficiaries of the performance share plan decided by the Board of Directors on 11 December 2007. These grants of shares generated an expense of €83.6 million covered by a release for the same amount of provisions taken in this respect in 2008 and 2009.
- 657,272 shares were transferred to the beneficiaries of call options exercised, for an aggregate amount of €7.9 million, representing an average exercise price of €12.01.

During the same period, VINCI reallocated 1,584,877 shares purchased for use in payment or exchange for an amount of €79.3 million. These shares were allocated to covering performance share plans.

Impairment allowances

(in € millions)	2009	Expenses	Reversals	2010
Treasury shares (recorded under non-current assets)	165.2		143.9	21.2
Treasury shares (recorded under current assets)	92.7	33.8	39.2	87.4
Total	**257.9**	**33.8**	**183.1**	**108.6**
(Excluding premiums on share purchase options)	*228.9*	*33.8*	*154.1*	*108.6*

In 2010, previously recognised impairment allowances against treasury shares were reversed for €149.3 million net. This change results from the removal of 13,025,288 shares from the portfolio, of which 10.5 million were in connection with the acquisition of Cegelec (see "Key events"), and from the combined effects of the increase in the average stock market price at December 2010 compared with December 2009 (€40.13 against €39.34 respectively) and the fall in the average unit price of shares following buy-backs made during this year.

Number of shares

	Position at 31 December 2009	Increases: buy-backs	Decreases: disposals and transfers	Reclassifications: transfers between accounts	Position at 31 December 2010
Cash transactions on VINCI shares					
Shares bought back to use in payment or exchange	14,415,980	2,698,055	(10,785,691)	(1,584,877)	4,743,467
Shares bought back to be cancelled					
Subtotal directly-held treasury shares	**14,415,980**	**2,698,055**	**(10,785,691)**	**(1,584,877)**	**4,743,467**
Liquidity account	–				–
Subtotal non-current financial assets	**14,415,980**	**2,698,055**	**(10,785,691)**	**(1,584,877)**	**4,743,467**
Shares intended to be transferred to the beneficiaries of share purchase option and performance share plans	6,667,659	604,000	(2,239,597)	1,584,877	6,616,939
Subtotal current assets	**6,667,659**	**604,000**	**(2,239,597)**	**1,584,877**	**6,616,939**
Total	**21,083,639**	**3,302,055**	**(13,025,288)**		**11,360,406**
Transactions on VINCI share derivatives					
Premiums on VINCI share purchase options regarding shares to be acquired through exercise of options and intended to be cancelled subsequently					
Premiums on VINCI share purchase options relating to share purchase options or performance share plans	604,000		(604,000)		
Total	**604,000**		**(604,000)**		

At 31 December 2010, VINCI held 11,360,406 treasury shares directly for a total of €552.3 million (representing 2.06% of the share capital). 6,616,939 shares (€340.6 million) were allocated to covering share purchase option and performance share plans, while the balance of 4,743,467 shares (€211.6 million) corresponds to shares intended to be either contributed under an exchange in external growth transactions or sold.

4. Deferred expenses

(in € millions)	2009	New deferrals	Amortisation	2010
	7.6		1.7	5.9

Deferred expenses at 31 December 2010 mainly comprise the balance of expenses on the loan to acquire ASF (€0.9 million) and expenses and redemption premiums on a €500 million undated subordinated loan issued in 2006 (€4.7 million) (see Note 6 "Other equity").

5. Equity

(in € millions)	Share capital	Share premium	Other reserves and regulated provisions	Profit or loss	Total
Equity at 31 December 2009	**1,302.4**	**5,852.9**	**6,463.1**	**1,640.9**	**15,259.2**
Appropriation of profit for 2009 and payment of dividends			1,051.0	(1,640.9)	(589.9)
Interim dividend in respect of 2010			(281.7)		(281.7)
Increases in share capital	79.2	1,076.6			1,155.8
Other appropriations		(5.6)	5.1		(0.4)
Net profit for 2010				1,848.8	1,848.8
Tax-regulated provisions					
Equity at 31 December 2010	**1,381.6**	**6,923.9**	**7,237.5**	**1,848.8**	**17,391.8**

At 31 December 2010, VINCI's share capital amounted to €1,381.6 million, represented by 552,620,447 shares of €2.5 nominal, all conferring the same rights.

The share capital increases in the year (€1,155.8 million) arose from the contribution of Cegelec for €850.1 million (see "Key events"), subscriptions to the Group Savings Scheme for €202.5 million, the payment in shares of part of the dividend payment (see "Key events") for €39.6 million (excluding expenses set against share premium) and the exercise of subscription options for a total of €63.6 million.

The dividends paid in 2010 amounted to €871.6 million, corresponding to the final dividend in respect of 2009 for €589.9 million (€1.10 per share) and the interim dividend in respect of 2010 for €281.7 million (€0.52 per share).

VINCI has reserves (share premiums, merger and contribution premiums, reserves other than the statutory reserve) of an amount greater than the amount of all the treasury shares it owned directly or indirectly at 31 December 2010.

Issues of shares during the year break down as follows:

(in € millions)	Number of shares	Share capital	Share premiums and other reserves	Total
Employees' subscriptions to Group Savings Schemes	6,036,629	15.1	187.4	202.5
Exercise of share subscription option plans	3,582,258	9.0	54.6	63.6
Contributions	21,000,000	52.5	797.6	850.1
Payment of dividend in shares	1,044,010	2.6	37.0	39.6
Total	**31,662,897**	**79.2**	**1,076.6**	**1,155.8**

6. Other equity

On 13 February 2006, VINCI issued undated subordinated bonds for €500 million.

Issued at a price of 98.831%, this issue pays an optional fixed coupon of 6.25%, payable annually until November 2015, which is only due if VINCI pays a dividend to its shareholders or buys back its own shares during the reference period. After November 2015, the interest rate becomes variable and payable quarterly at the Euribor three-month rate plus 3.75%. VINCI may redeem the bonds at par in November 2015 and subsequently at each interest payment date.

7. Provisions

(in € millions)	2009	Provisions taken	Reversals: Provisions used	Reversals: No longer needed	2010
Retirement and other employee benefit obligations	23.4	13.1	2.0		34.5
Liabilities in respect of subsidiaries	7.3	3.6		1.4	9.5
Other provisions	144.0	110.3	117.0	37.2	100.2
Total	**174.7**	**127.0**	**118.9**	**38.5**	**144.2**

The provisions for retirement benefit and similar obligations relate solely to beneficiaries who have retired.

Retirement benefit obligations are calculated on the basis of the following actuarial assumptions:

	31/12/2010	31/12/2009
Discount rate	5.0%	5.1%
Inflation rate	2.1%	1.9%
Rate of salary increases	3.1%	2.9%
Rate of pension increases	1.9% - 2.0%	2.0% - 2.5%
Probable average remaining working life of employees	1 to 15 years	1 to 13 years

Other provisions relate in particular to VINCI's obligation to deliver shares under the performance share plans decided by the Board of Directors on 31 August 2009 (with effect from 15 September 2009) and 9 July 2010 (with effect from 9 July 2010). Provisions have been taken in this respect at the end of 2010 for €38.1 million and €15.1 million respectively taking account of the probability, at 31 December 2010, that these shares will be definitively granted.

Provisions for other liabilities also relate to disputes and cases of an exceptional nature and to balance sheet warranties relating to disposals of shareholdings in subsidiaries and affiliated companies in previous years.

8. Net financial (surplus)/debt

(in € millions)	2010	2009
Bonds		
Borrowings from financial institutions	1,750.0	1,750.0
Accrued interest on bonds	4.3	4.3
Long-term financial debt	**1,754.3**	**1,754.3**
Borrowings from financial institutions and bank overdrafts	34.8	8.1
Other borrowings and financial debt	60.0	40.0
Cash management current accounts of affiliated companies	2,788.5	2,858.5
Short-term financial debt	**2,883.3**	**2,906.6**
Total financial debt	**4,637.6**	**4,660.9**
Receivables connected to investments in subsidiaries and affiliated companies and loans	**(998.3)**	**(1,008.0)**
Liquidity contract UCITS	(5.1)	(5.1)
Marketable securities	(2,040.6)	(2,624.0)
Cash management current accounts of affiliated companies	(684.8)	(667.0)
Cash	(598.8)	(470.8)
Short-term cash	**(3,329.2)**	**(3,766.9)**
Net financial (surplus)/debt	**310.1**	**(113.9)**

During 2010, VINCI's net financial position moved from a net financial surplus of €113.9 million to a net financial debt position of €310.1 million, a change of –€424.0 million.

The line item "Borrowings from financial institutions" comprises €1,750 million remaining outstanding on the syndicated loan of an initial amount of €3 billion taken out in 2006 with a bank pool in connection with the financing of the acquisition of ASF.

The cash management current accounts of affiliated companies, shown under assets and liabilities, represent the balance of movements of cash between the subsidiaries and the holding company under the Group's centralised cash management system.

Marketable securities mainly comprise certificates of deposit and monetary UCITS with maturities of usually less than three months of which the carrying amount is close to their net asset value.

9. Market value of derivatives

VINCI uses derivatives to hedge its exposure to market risks in respect of its financial debt.
VINCI also uses these instruments to cover its subsidiaries' hedging needs.

At 31 December 2010, the market value of these financial instruments broke down as follows:

(in € millions)	Market value	Notional
Interest rate instruments		
– Interest rate swaps	0.8	1,203.0
– Interest rate options (caps, floors and collars)	(1.4)	748.6
Currency instruments		
– Forward purchases	(0.4)	59.9
– Forward sales		
– Currency options		
Other hedging instruments		

10. Receivables and payables

Receivables at 31 December 2010

	Gross	Of which	
(in € millions)		Within 1 year	After 1 year
Non-current assets			
Receivables connected with investments in subsidiaries and affiliated companies	1,003.2	116.4	886.8
Loans and other financial fixed assets	9.7	0.6	9.2
	1,013.0	**117.0**	**896.0**
Current assets			
Trade receivables and related accounts	53.8	53.8	
Other receivables	234.0	234.0	
Cash management current accounts of affiliated companies	684.8	684.8	
Deferred expenses	0.5	0.5	
	973.1	**973.1**	
Total	**1,986.0**	**1,090.1**	**896.0**

Allowances against receivables

Allowances against current assets changed as follows during the year:

(in € millions)	2009	Allowances taken	Reversals	2010
Trade receivables	0.8	0.0		0.9
Other receivables	79.0			79.0
Total	**79.9**	**0.0**		**79.9**

Liabilities at 31 December 2010

(in € millions)	Gross	Of which Within 1 year	Between 1 and 5 years	> 5 years
Financial debt				
Bonds	4.3	4.3		
Amounts owed to financial institutions	1,784.9	34.0	1,750.9	
Other borrowings and financial debt	60.0	0.1	59.9	
Cash management current accounts of affiliated companies	2,788.5	2,788.5		
	4,637.6	**2,826.9**	**1,810.8**	
Other payables				
Trade payables and related accounts	27.7	27.7		
Tax and social benefit liabilities	39.7	39.7		
Liabilities related to non-current assets and related accounts	0.3	0.3		
Other payables	52.6	52.6		
Deferred income	0.7	0.7		
	121.0	**121.0**		
Total	**4,758.6**	**2,947.8**	**1,810.8**	

In accordance with the LME Act on Modernising the Economy, and Article L.441-6-1 of the French Commercial Code, the following table shows VINCI's debt to its suppliers by maturity:

Maturity schedule of trade payables at 31 December 2010

(in € millions)	2010
Within 30 days	14.5
Between 30 and 60 days	0.2
Total	**14.7**

11. Accrued expenses, by balance sheet item

(in € millions)	2010	2009
Financial debt		
Accrued interest on bonds	4.3	4.3
Accrued interest on amounts owed to financial institutions	1.2	0.2
Other liabilities		
Trade payables and related accounts	13.3	9.3
Income tax	0.7	0.3
Other tax, employment and social benefit payables	5.9	4.7
Liabilities related to non-current assets and related accounts		
Other payables	5.6	0.9

12. Accrued income, by balance sheet item

(in € millions)	2010	2009
Non-current financial assets		
Receivables connected with investments in subsidiaries and affiliated companies	1.6	1.1
Other non-current financial assets		–
Receivables		
Trade receivables and related accounts	49.4	9.1
Other	2.5	8.7
Marketable securities	**14.0**	**3.0**
Cash	**0.4**	**1.6**

D. Notes to the income statement

13. Net financial income/(expense)

(in € millions)	2010	2009
Income from subsidiaries and affiliated companies	1,801.0	1,509.3
Net financial expenses	(16.4)	(46.2)
Foreign exchange gains and losses	(0.5)	1.4
Provisions and other	18.0	201.3
Net financial income/(expense)	**1,802.1**	**1,665.9**

Net financial income increased from €1,665.9 million in 2009 to €1,802.1 million in 2010.

Financial income from shareholdings corresponds to the dividends received from subsidiaries.

Net financial expenses decreased from €46.2 million in 2009 to €16.4 million in 2010 under the combined effects of the decrease in average net financial debt and the fall in interest rates.

The line item "Provisions and other" mainly consists of the results of transactions on treasury shares, in both 2010 and 2009.

14. Exceptional income/(expense)

(in € millions)	2010	2009
Gain/(loss) on capital transactions		
– Disposals of property, plant and equipment, and intangible assets	0.7	0.1
– Disposals/contributions of shares and securities	(52.5)	(1,251.4)
Income/(expense) relating to operations	(3.0)	(1.6)
Exceptional provisions	11.9	1,178.2
Exceptional income/(expense)	**(42.9)**	**(74.7)**

15. Income tax

The line item "Income tax" records income and expenses connected with the group tax regime of which VINCI is the lead company.

Net tax income amounted to €101.1 million in 2010, compared with €45.1 million in 2009.
Tax income in respect of 2010 received from subsidiaries that are members of the tax group amounted to €633.7 million in 2010 (€551.6 million in 2009). The tax expense due by VINCI was €528.0 million in 2010 (€496.4 million in 2009).

16. Related companies

16.1 Balance sheet

Balance sheet items at 31 December 2010 relating to related companies break down as follows:

(in € millions)	
Assets	
Non-current assets	
Investments in subsidiaries and associates	17,833.9
Receivables connected with investments in subsidiaries and affiliated companies	997.9
Current assets	
Trade receivables and related accounts	51.0
Other receivables	174.9
Cash management current accounts of affiliated companies	684.7
Liabilities	
Other borrowings and financial debt	60.0
Other liabilities related to investments in subsidiaries and affiliated companies	
Cash management current accounts of affiliated companies	2,788.5
Trade and other operating payables	
Liabilities related to non-current assets and related accounts	0.1
Trade payables and related accounts	13.5
Other payables	46.4

16.2 Income statement

The transactions with related companies recorded in 2010 break down as follows:

(in € millions)	
Income	
Financial income	
Cash management current accounts	10.1
Loans to subsidiaries	28.3
Dividends (including results of joint ventures)	1,801.0
Other	39.7
Expenses	
Financial expenses	
Cash management current accounts	27.0

17. Off-balance sheet commitments

(in € millions)	2010	2009
Sureties and guarantees	1,179.3	812.1
Retirement benefit obligations	15.7	22.3
Joint and several guarantees in partnerships	11.0	58.0
Investment commitments		
Total	**1,205.9**	**892.4**

Sureties and guarantees mainly relate to the guarantees given by VINCI on behalf of certain of its subsidiaries in favour of financial institutions or directly to those subsidiaries' customers.

Retirement benefit obligations comprise lump sums payable on retirement to VINCI personnel and obligations for a supplementary retirement benefit in favour of certain employees or company officers in service.

18. Remuneration and employees

Remuneration of executives

Remuneration recognised, including social benefit charges, in respect of members of Group corporate management bodies, for the share borne by VINCI in 2010, breaks down as follows:

(in € thousands)	Members of the Executive Committee	Directors who are not members of the Executive Committee
Remuneration	6,817.8	735.2
Directors' fees	13.3	806.7

Retirement benefit obligations to members of corporate governing bodies, corresponding to the rights acquired as at 31 December 2010, break down as follows:

(in € thousands)	Members of Executive Committee	Directors who are not members of the Executive Committee
Retirement benefit obligations	12,094.6	6,871.0

The members of the corporate governing bodies are also entitled to share subscription and purchase option plans and to performance share plans.

Average numbers employed

The average number of people employed by the Company fell from 158 in 2009 (including 128 engineers and managers) to 155 in 2010 (including 123 engineers and managers). In addition, an average of 16 employees were seconded to VINCI in 2010, compared with 10 in 2009 (including 13 engineers and managers in 2010, compared with 7 in 2009).

Individual entitlement to training

In application of CNC Opinion 2004 F relating to the recognition of the individual entitlement to training, VINCI has taken no provisions for these rights in the financial statements for the year ended 31 December 2010.
2,310 hours training were acquired in 2010 by VINCI employees under this entitlement. The total rights acquired at 31 December 2010 were 10,501 hours (10,229 hours at 31 December 2009). In 2010, 8,228 hours of training remained unused by the beneficiaries.

E. Post-balance sheet events

1. Appropriation of earnings for 2010

The Board of Directors finalised the financial statements for the year ended 31 December 2010 on 1 March 2011. These financial statements will only become definitive when approved by the Shareholders' General Meeting. A Resolution will be put to the Shareholders' Ordinary General Meeting for the payment of a dividend of €1.67 per share in respect of the year, which, taking account of the interim dividend already paid in December 2010 (€0.52 per share) means that the final dividend will be €1.15 per share, an amount in the order of €625.0 million on the basis of the shares giving a right to dividend at 21 February 2011.

F. Subsidiaries and affiliated companies at 31 December 2010

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

(in € thousands)	Share capital	Reserves and retained earnings before net income allocation	Share of capital held (%)	Carrying amount of shares held		Loans and advances made by VINCI	Sureties and guarantees given by VINCI	Revenue excl. tax in the last financial year	Net profit or loss in the last financial year	Dividends received by VINCI
				Gross	Net					
A – Detailed information by entity										
1 – Subsidiaries (At least 50% owned by VINCI)										
a – French entities										
ASF Holding	7,737,840	937,968	91.08%	7,916,940	7,916,940	480,152			593,044	528,588
Cegelec Entreprise	1,292,449	103,112	100.00%	1,292,634	1,292,634	123,000		34,637	4,693	
Eurovia	366,400	177,424	100.00%	1,034,160	1,034,160				253,904	136,255
Ornem	12,000	(1,670)	100.00%	24,462	8,465				(1,860)	
S N E L	2,622	2,159	99.98%	2,742	2,742				344	
VINCI Assurances	38		99.44%	38	38			8,806	1,666	1,657
VINCI Concessions	3,275,481	1,247,918	100.00%	4,520,932	4,520,932	455,152			169,973	143,302
VINCI Construction	148,806	109,711	100.00%	963,265	963,265			4,857	366,238	276,594
VINCI Energies	99,511	241,646	99.18%	305,270	305,270			250,757	96,873	65,632
VINCI Immobilier	39,600	32,364	100.00%	111,398	111,398	25,414		712	54,493	25,000
b – Foreign entities										
VINCI Finance International	1,538,700	9,108	100.00%	1,538,700	1,538,700				38,166	
Ste Conces Pochentong	16,465	52,632	70.00%	12,901	12,901	3,836	1,310	54,394	16,415	3,906
2 – Affiliated companies (10 to 50% owned by VINCI)										
a – French entities										
b – Foreign entities										
B – Information not broken down by entity										
1 – Subsidiaries not included in paragraph A (at least 50% owned by VINCI)										
a – French subsidiaries (in aggregate)				62,172	40,108					
b – Foreign subsidiaries (in aggregate)				2,022						
2 – Investments not included in paragraph A (10 to 50% owned by VINCI)										
a – French companies (in aggregate)				1,587	43					
b – Foreign companies (in aggregate)				1,788						

Note: Revenue and profit or loss of foreign subsidiaries and shareholdings are translated at the closing rate. Art. C. Com. R 123-197-2: information about shareholdings representing less than 1% of VINCI's share capital is aggregated.

Five-year financial summary

	2006	2007	2008	2009	2010
I - Share capital at the end of the year					
a - Share capital *(in € thousands)*	1,176,557.3	1,214,942.0	1,240,406.2	1,302,393.9	1,381,551.1
b - Number of ordinary shares in issue (1)	235,311,465	485,976,788	496,162,480	520,957,550	552,620,447
c - Maximum number of shares to be issued through conversion of bonds (2)	0	0	0	0	0
II - Operations and net profit or loss for the year *(in € thousands)*					
a - Revenue excluding taxes	26,913.5	24,832.8	23,876.3	8,540.0	8,999.7
b - Profit before tax, employee profit sharing, amortisation and provisions	1,207,424.3	4,309,269.6	1,126,831.3	170,099.4	1,556,936.2
c - Income tax (2)	(186,513.9)	(229,401.4)	(241,471.4)	(45,061.7)	(101,137.6)
d - Profit after tax, employee profit sharing, amortisation and provisions	1,434,998.3	4,513,174.9	(98,782.4)	1,640,865.1	1,848,790.3
e - Earnings for the period distributed	618,279.6	714,001.4	770,293.1	849,927.3	908,426.5 (3) (4)
III - Results stated per share *(in euros)* (5)					
a - Profit after tax and employee profit sharing and before amortisation and provisions	5.9	9.3	2.8	0.4	3.0
b - Profit after tax, employee profit sharing, amortisation and provisions	6.1	9.3	(0.2)	3.1	3.3
c - Net dividend paid per share	2.65	1.52	1.62	1.62	1.67 (4)
IV - Employees					
a - Average numbers employed during the period	201	219	178	158	155
b - Gross payroll cost for the year *(in € thousands)*	33,333.1	19,089.3	24,966.3	13,712.1	16,175.5
c - Social security costs and other social benefit expenses *(in € thousands)*	10,331.1	7,881.6	8,277.1	7,965.9	7,143.3

(1) There were no preferential shares in issue in the period under consideration; moreover, the nominal value of the share was divided by two in May 2007, resulting in a doubling of the number of shares during the period.

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

(3) Calculated on the basis of the number of shares that have given a right to the interim dividend and/or give a right to dividends at 21 February 2011.

(4) Proposal to the Shareholders' Meeting on 2 May 2011.

(5) Calculated on the basis of shares outstanding at 31 December..

Report of the Statutory Auditors on the parent company financial statements

Year ended 31 December 2010

To the Shareholders,

In accordance with our appointment as Statutory Auditors by your Shareholders' General Meeting, we hereby report to you for the year ended 31 December 2010 on:
- the audit of the accompanying financial statements of VINCI;
- the justification of our assessments; and
- the specific verifications and information required by law.

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

1. Opinion on the parent company financial statements for the year

We conducted our audit in accordance with the professional standards applicable in France. Those standards require that we plan and perform the audit in such a way as to obtain reasonable assurance that the financial statements are free of material misstatement. An audit consists in examining, by sampling or other selection methods, evidence supporting the amounts and disclosures in the annual financial statements. An audit also consists in assessing the accounting principles used, significant estimates made and the overall presentation of the financial statements. We believe that the information that we have collected provides a sufficient and appropriate basis for our opinion.
In our opinion, the financial statements referred to above give a true and fair view of your Company's financial position, its assets and liabilities at 31 December 2010 and the results of its operations for the year then ended in accordance with accounting principles generally accepted in France.

2. Justification of our assessments

As required by Article L.823-9 of the French Commercial Code relating to the justification of our assessments, we inform you of the following:
- As disclosed in Note B.3 to the financial statements presenting the accounting rules and methods relating to shares in subsidiaries and affiliates, your Company provides for impairment of investments in subsidiaries and affiliates whenever the cost of acquisition of the shares exceeds their value in use. We have assessed the assumptions underlying these estimates and verified the Company's calculations.

These assessments were made as part of our audit of the annual financial statements taken as a whole and have therefore contributed to the formation of our opinion, given in the first part of this report.

3. Specific verifications and information

We have also carried out, in accordance with the professional standards applicable in France, the specific verifications required by law.
We have no comments to make as to the fair presentation and consistency 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.
Regarding the information provided in application of Article L.225-102-1 of the French Commercial Code on the remuneration and benefits paid to company officers and on the commitments made to them, we have verified that the information is consistent with the financial statements or data having served to prepare those financial statements, and if applicable, with the information collected by your Company from the companies it controls or that control it. On the basis of this work, we attest the exactness and fair presentation of this information.
In accordance with French law, we have ascertained that the appropriate disclosures have been provided in the Report of the Board of Directors with regard to the acquisition of shareholdings and controlling interests, the identity of shareholders and holders of voting rights.

Neuilly sur Seine and Paris La Défense, 16 March 2011
The Statutory Auditors

KPMG Audit *Department of KPMG S.A*		Deloitte & Associés	
Patrick-Hubert Petit	Philippe Bourhis	Jean-Paul Picard	Mansour Belhiba

This is a free translation into English of the Statutory Auditors' report on the financial statements issued in French and it is provided solely for the convenience of English-speaking users. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures.

This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Persons responsible for the registration document

1. Statement by the person responsible for the registration document

"I declare that, to the best of my knowledge, having taken all due care, the information presented in this registration document gives a true and fair view and that there are no omissions likely to affect materially the meaning of the said information.
"I confirm that, to the best of my knowledge, the financial statements have been prepared in compliance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and all consolidated entities. I also confirm that the Report of the Board of Directors that starts on page 98 presents a true and fair view of business developments, the results and the financial position of the Company and all consolidated entities, as well as a description of the principal risks and uncertainties that they face.
"I have received a letter from the Statutory Auditors reporting on the completion of their audit work and stating that they have verified the information relating to the financial position and financial statements included in the present document as well as the overall presentation of this document.
"The Statutory Auditors' reports on the historical financial information provided in the registration document are included on pages 270 and 289 of this document; the report on the consolidated financial statements includes an observation on the change of accounting method made. In 2009, the Statutory Auditors' reports (pages 257 and 277 of the 2009 registration document filed with the AMF on 26 March 2010) contained no observations. In 2008, the Statutory Auditors' reports (pages 256 and 277 of the 2008 registration document filed with the AMF on 27 March 2009) contained observations on the changes of accounting method made."

Xavier Huillard
Chairman and Chief Executive Officer

2. Statutory auditors

Names of the Statutory Auditors

Statutory Auditors
KPMG SA
A member of KPMG International
Immeuble Le Palatin, 3 cours du Triangle
92939 Paris La Défense, France
(Patrick-Hubert Petit and Philippe Bourhis)
First appointed: 10 May 2007
Current appointment expires at the close of the Shareholders' Meeting to approve the 2012 financial statements.

Deloitte & Associés
185 avenue Charles de Gaulle, 92200 Neuilly sur Seine, France
(Jean-Paul Picard and Mansour Belhiba)
First appointed: 30 May 2001
Current appointment expires at the close of the Shareholders' Meeting to approve the 2012 financial statements.

Deputy Statutory Auditors
Philippe Mathis
Immeuble Le Palatin, 3 cours du Triangle
92939 Paris La Défense, France
First appointed: 10 May 2007
Current appointment expires at the close of the Shareholders' Meeting to approve the 2012 financial statements.

BEAS S.A.R.L.
7-9 villa Houssay, 92200 Neuilly sur Seine, France
First appointed: 30 May 2001
Current appointment expires at the close of the Shareholders' Meeting to approve the 2012 financial statements.

The Company's Statutory Auditors are registered with France's official statutory auditors' representative body (*Compagnie Nationale des Commissaires aux Comptes*) and are subject to the authority of the French High Council of Statutory Audit (*Haut Conseil du Commissariat aux Comptes*).

3. Persons responsible for financial information

Christian Labeyrie, Executive Vice-President, Chief Financial Officer of the Group and member of the Executive Committee (+33 1 47 16 35 23).
Pierre Duprat, Director of Corporate Communications and member of the Executive Committee (+33 1 47 16 44 06).
Franck Mougin, Vice-President, Human Resources and Sustainable Development, and member of the Executive Committee (+33 1 47 16 37 58).
Patrick Richard, General Counsel, Secretary to the Board of Directors and member of the Executive Committee (+33 1 47 16 38 83).

4. Other information referred to in this document

The following information referred to in this registration document is deemed to have been provided thereby:
- the 2008 IFRS consolidated financial statements, the associated report of the Statutory Auditors and sections 9 and 10 of the table of correspondence; shown on pages 166-256 and 279-280 of the 2008 registration document filed with the AMF on 27 March 2009 under number D.09-0162;
- the 2009 IFRS consolidated financial statements, the associated report of the Statutory Auditors and sections 9 and 10 of the table of correspondence shown on pages 170-257 and 279-280 of the 2009 registration document filed with the Autorité des Marchés Financiers (AMF) on 26 March 2010 under number D.10-0177.

5. Documents available for public consultation

All the documents defined in Article L.451-1-2 of the French Monetary and Financial Code (*Code Monétaire et Financier*) and Article 221-3 of the General Regulation of the AMF are available on the Company's website (www.vinci.com).
VINCI's Articles of Association may be consulted at the Company's registered office: 1 cours Ferdinand de Lesseps, 92851 Rueil Malmaison Cedex, France (+33 1 47 16 38 83).

Registration document table of correspondence

The table below gives references to the information to be included in the annual report filed as a registration document.

Items listed in Appendix 1 to European Regulation 809/2004
Registration document

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