2012 ANNUAL REPORT

French public limited company ("Société anonyme") with capital of €1,449,044,392.50
Registered office: 1 cours Ferdinand de Lesseps
92500 Rueil Malmaison - France
Registration number: 552 037 806 RCS Nanterre
www.vinci.com

CHANGES MADE TO THE 2012 REGISTRATION DOCUMENT FILED WITH THE AUTORITE DES MARCHES FINANCIERS (AMF – THE FRENCH SECURITIES REGULATOR) ON 27 FEBRUARY 2013 UNDER THE NUMBER D.13-0085

This registration document, prepared on 26 April 2013 under the responsibility of the Chairman and Chief Executive Officer, supersedes the version filed with the French securities regulator (AMF) under the number D.13-0085 on 27 February 2013. That version contained an error in Note 15.2 to the consolidated financial statements relating to the financial information on companies accounted for under the equity method. The error was not identified until after approval of the financial statements by the Shareholders' General Meeting on 16 April 2013. Contrary to what was shown under Contracting and VINCI Immobilier in the second table of the note in question, net financial debt of companies accounted for under the equity method was €651.1 million (not €174.7 million) in 2012. With the exception of this clarification, which has been added as a footnote, no other change has been made to the registration document.

Below is the table as it now appears on page 229 of the 2012 registration document available on VINCI's website at www.vinci.com

	31/12/2012			31/12/2011		
(in € millions)	**Concessions**	**Contracting and VINCI Immobilier**	**Total**	**Concessions**	**Contracting and VINCI Immobilier**	**Total**
Income statement						
Revenue	543.5	1,708.2	2,251.7	502.0	1,670.6	2,172.6
Operating income	114.4	127.3	241.7	75.6	134.7	210.3
Net income	3.5	78.6	82.1	(17.2)	67.6	50.5
Balance sheet						
Non-current assets	2,818.0	1,805.3	4,623.3	2,118.6	1,485.6	3,604.2
Current assets	652.4	1,090.5	1,742.9	544.4	1,051.4	1,595.8
Equity	310.8	(629.6)	(318.8)	197.5	(609.5)	(412.0)
Non-current liabilities	(2,976.8)	(1,192.1)	(4,168.9)	(2,141.5)	(918.3)	(3,059.8)
Current liabilities	(804.5)	(1,074.0)	(1,878.5)	(719.1)	(1,009.0)	(1,728.1)
Net financial debt	(2,705.2)	(174.7) (*)	(2,879.9)	(1,994.1)	(516.6)	(2,510.8)

(*) Additional information inserted on 26 April 2013: Contrary to what is shown under Contracting and VINCI Immobilier above, net financial debt of companies accounted for under the equity method was €651.1 million (not €174.7 million) in 2012. Total net financial debt of companies accounted for under the equity method was therefore €3,356.3 million at 31 December 2012 instead of €2,879.9 million.

2012 Annual Report

Contents





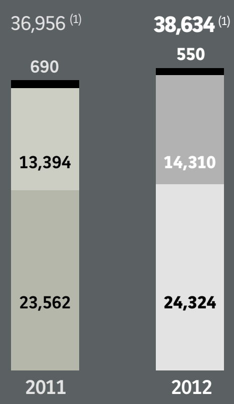
Group

Key figures

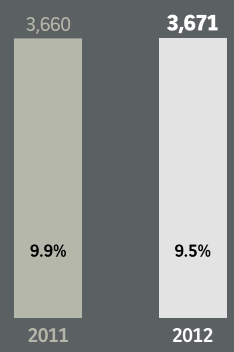
€38.6 billion
Revenue (1)

€20.7 billion
Market capitalisation at 31 December 2012

Revenue
(in € millions)

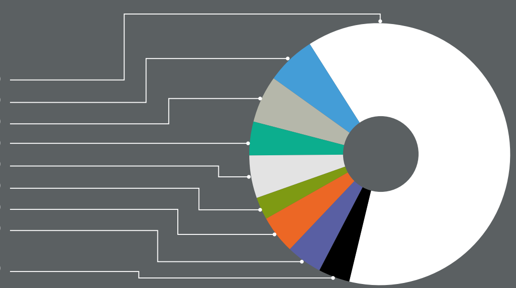


Operating income from ordinary activities
(in € millions and as a percentage of revenue (1))



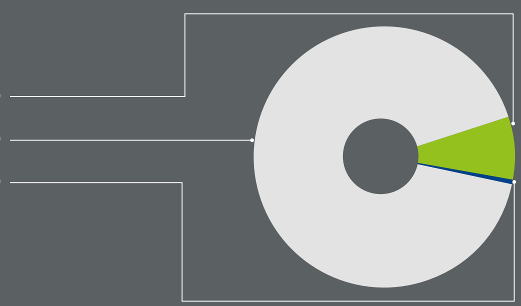
Revenue by geographical area (1)
(in € millions and as a percentage)

France	24,324	63.0%
Germany	2,374	6.1%
United Kingdom	2,257	5.8%
Benelux	1,614	4.2%
Central and Eastern Europe	2,001	5.2%
Rest of Europe	1,101	2.8%
Americas	1,832	4.8%
Africa	1,695	4.4%
Asia, Middle East, rest of the world	1,435	3.7%



Workforce at 31 December

Concessions	15,450	8.0%
Contracting	176,522	91.6%
Property and holding companies	729	0.4%

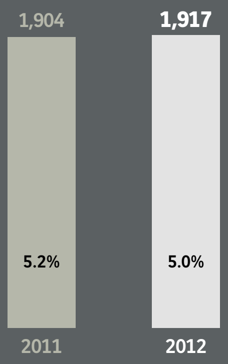


€1,917 million
Net income attributable to owners of the parent

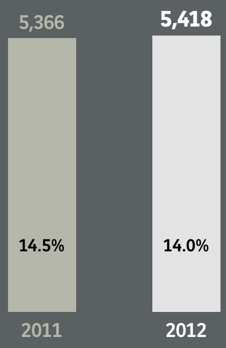
265,000
projects [2]

192,701
employees worldwide [3]

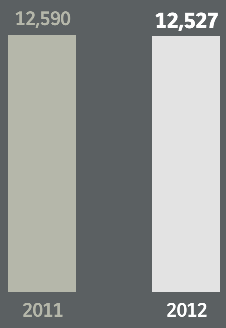
Net income attributable to owners of the parent
(in € millions and as a percentage of revenue [1])



Cash flow from operations [4]
(in € millions and as a percentage of revenue [1])

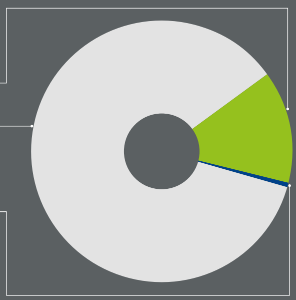


Net financial debt at 31 December
(in € millions)



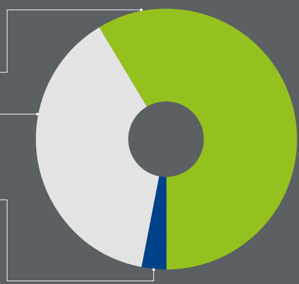
Revenue by business [1]
(in € millions and as a percentage)

Concessions	5,354	13.9%
Contracting	33,090	85.6%
Property and intragroup eliminations	190	0.5%



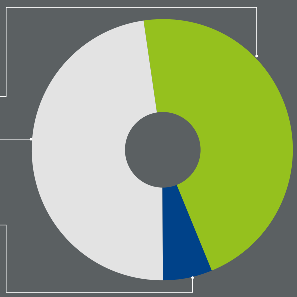
Operating income from ordinary activities by business
(in € millions and as a percentage)

Concessions	2,159	58.8%
Contracting	1,403	38.2%
Property and holding companies	109	3.0%



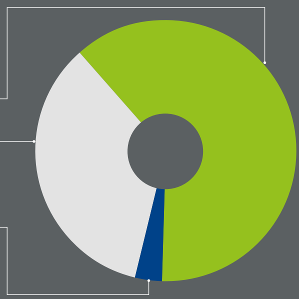
Net income attributable to owners of the parent by business
(in € millions and as a percentage)

Concessions	886	46.2%
Contracting	915	47.7%
Property and holding companies	116	6.1%



Cash flow from operations by business [4]
(in € millions and as a percentage)

Concessions	3,372	62.2%
Contracting	1,875	34.6%
Property and holding companies	172	3.2%



(1) Excluding concession subsidiaries' works revenue.
(2) Estimate.
(3) At 31 December 2012.
(4) Before tax and financing costs.

Profile

VINCI is a global player in concessions and construction, employing close to 193,000 people in some 100 countries.
We design, finance, build and operate infrastructure and facilities that help improve daily life and mobility for all. Because we believe in all-round performance, above and beyond economic and financial results, we are committed to operating in an environmentally and socially responsible manner. And because our projects are in the public interest, we consider that reaching out to all our stakeholders and engaging in dialogue with them is essential in the conduct of our business activities.
VINCI's goal is to build long-term value in this way for its customers, shareholders and employees, and for society at large.

2012 Album

The year in facts and images

Training equipment operators

Before joining a worksite, earthmoving equipment operators receive six weeks of classroom instruction provided by local training organisations, followed by four weeks of practical training focused mainly on equipment operation, which includes 70 hours of practice on a several-hectare site specially developed at each training hub to simulate worksite conditions. During practice, trainees are supervised by a professional instructor and a mentor from one of the consortium companies. Beyond preparing employees to work on this project, the extensive training effort will have a lasting impact on the regions.

Dominique Morin

Regional director,
Poitou-Charentes
Pôle Emploi

"State-run job centre Pôle Emploi serves as the point of contact for local recruitment for the SEA HSL project. We work closely with COSEA to match recruits with requirements. Pôle Emploi has established a special regional coordination unit in the construction company's premises to work closely with its human resource teams. In addition, to ensure recruitment throughout the region and to reach out to job-seekers, we have set up other teams along the route."

SEA HSL: a high-speed workforce development project

The SEA Tours-Bordeaux HSL is set to become one of the largest rail infrastructure projects of our time, encompassing a 302 km high-speed line, 415 bridges and tunnels and 240 hydraulic structures. Before that, however, it has become a major workforce development project. The concession and construction company has committed to recruit and train 1,200 people locally (the actual number will exceed 1,400), of which 400 registered on work integration programmes. To achieve this, a special public-private partnership has been set up by COSEA, the construction joint venture, and government departments, regional and departmental councils, local authorities, chambers of commerce and industry, and work integration companies.

By the end of 2012, 1,000 people (two-thirds of whom met the integration through work criteria) had been hired. Nine training hubs – five for earthworks and four for civil engineering – had been set up along the route. In their first nine months of operation, between March and December 2012, these hubs trained nearly 900 people.

On its own initiative, COSEA, later joined by concession company LISEA, worked with the Fondation VINCI to create a project-specific solidarity fund, known as Sillon Solidaire, with an annual budget of €310,000. The fund provides financial assistance and employee sponsors to support non-profit organisations combating social exclusion in the regions along the SEA line.

A social and economic observatory was also created in 2012 under LISEA operational management. It will be tasked with tracking the project's socioeconomic impact on the regions concerned for a period of 10 years once the line is open.

Leary Myers
Chairman of the National Water Commission (NWC)

"Since 1999, VINCI Construction Grands Projets has carried out around 10 projects for the NWC in Jamaica. We now supply safe drinking water to almost 73% of the population; our goal is to reach 85% within the next five or six years. I knew of the company's reputation before becoming chairman. Since then, I've been able to form excellent working relations with it, because the company is responsible and it knows our country well and the environment here. That's what we expect of a partner. What we find particularly satisfactory in our collaboration with VINCI is above all the quality of the work and that schedules and budgets are respected. What we also want is that our partner's expertise be shared with local subcontractors so that they can provide repair and maintenance work under contracts with us."

Water supply networks: support for developing countries

VINCI Construction Grands Projets is working on a growing number of projects in the water sector in countries around the world, and particularly in developing countries. Since 1999, the company has been participating in the programme to renovate Jamaica's water treatment plants and distribution systems, and carrying out significant metering improvement or replacement works. In total, almost 120 km of water supply pipes have been installed in Jamaica, over 2,000 km of supply systems have been audited and more than 95,000 water meters installed or replaced. Work has been carried out on water treatment systems representing capacity of 375,000 cubic metres per day. Close to 1 million users have benefited from this work, several thousand of which did not previously have access to running water. Drinking water supply, which was previously limited to just a few hours a day, now operates up to 24/7 for several of the island's networks.

In an extension to the first phase of the Jamaica Water Supply Improvement Project recently completed in the capital, Kingston – voted the Jamaican Institution of Engineer's "Project of the year 2012" (out of all engineering projects carried out on the island) – VINCI Construction Grands Projets has been awarded a new phase of works. This latest contract is to replace the water transfer pipes to Kingston, rehabilitate one major north-east coast water treatment plant, carry out major repairs to two others, improve two rural water supply systems, and implement a second phase of meter replacements or installation across the island. A new contract was also signed in Port Antonio for a project covering the supply and installation of urban pipelines for drinking water, sewerage and drainage, as well as dredging and construction works for coastal defence. The client's latest show of confidence is a demonstration of the company's excellent knowledge of the local context, technical expertise and capacity to work in close collaboration with the client.

In 2012, VINCI Construction Grands Projets also worked on projects to improve water supply systems in Djibouti, Pakistan, Sri Lanka and Vietnam.


BREST
2012
juillet
2012

Alain Masson

Vice-Chairman of Brest Métropole Océane, responsible for sustainable development and major projects

"We are proud and satisfied with the essential work accomplished with the tramway coming into service. Despite the drawbacks inherent to this type of development project, the works were completed in line with the initial schedule and budget and – this is worth stressing – without any serious accident. Leaving aside landmark moments like the welding of the first and last rails and, of course, the arrival of the first tram, what strikes me is the extraordinary change it has brought to some very characteristic areas of the city. I'm thinking in particular of the Pontanézen area. What with the arrival of the tram and the urban regeneration operation, you feel you're living in a completely different neighbourhood!
This is the advantage of this type of project, which provides an opportunity to rethink a whole section of a city. In addition, the arrival of the tramway contributes to a more positive perception of the city – for residents and visitors alike – and also to the dynamism of the urban community as a whole."

The Brest tramway: driver of urban beautification

In 2010, Eurovia and ETF-Eurovia Travaux Ferroviaires, in a consortium with two local firms, convinced Brest Métropole Océane to entrust them with full delivery of the urban community's first tram line. Over 36 months, the teams – as many as 70 during peak periods – built a 14.3 km line connecting the main residential and business neighbourhoods from the districts of Guipavas and Guesnou to the west and Plouzané to the east. Eurovia and ETF-Eurovia Travaux Ferroviaires carried out all the work required to develop the tramway, a landmark project for the city: deconstruction of existing buildings and facilities, re-routing of utilities, construction of the platform, end-to-end infrastructure works, installation and adjustment of the track and the overhead contact line, surfacings, creation of park-and-ride facilities, signalling equipment, and fitting out the 27 stops and other facilities. For three years, they had to both minimise the impact of the worksite for local residents and shops and "keep up the pace" to respect the opening date, set for 23 June 2012. They delivered on their promises – and the welcome given this new mode of green transport by Brest residents didn't disappoint their expectations.

Raymond Vial

Chairman of the Loire Chamber of Agriculture

"Collaboration between the farming world and ASF wasn't a foregone conclusion. The first contacts were tense, but in the end we all realised that since the motorway was going to go ahead, we had to work together and learn to understand each other. Everyone worked hard on the ground and on a case-by-case basis, and made an effort to smooth out the rough edges and find the best solution for every farmer whose land was affected by the motorway. This process of consultation made it possible to conduct a whole series of land release operations. In the Loire *département*, 200 hectares of farmland were set aside and redistributed, with most farmers being given the equivalent of what they had lost, either in terms of surface area or agronomic value."

Shared governance for the A89 motorway

As is now the tradition, local residents – on foot, bicycle or push scooter – were the first to discover the new and last section of the A89 motorway, which was opened to visitors in December 2012 before its inauguration on 19 January 2013. The entry into service of this 53 km section between Balbigny and La Tour de Salvagny marked the completion of this major 500 km transversal artery linking the west coast city of Bordeaux to the outskirts of Lyon in just five hours 15 minutes. The last section represented a €1.5 billion investment for VINCI Autoroutes and 8.5 million hours of work for the 2,000 companies of all sizes – including VINCI companies – that participated in the project.

From the first studies right through to full entry into service, the project involved proactive collaboration between the public and private players that share its governance: government departments, elected officials and local authorities, motorway concession companies, official farmers' associations, construction companies, non-profits and civil society, and client representatives. This ongoing dialogue with stakeholders focused in particular on the environmental aspects. From defining biodiversity conservation measures to environmental training for all project teams, the nature protection non-profit organisations were involved throughout the design and construction of the motorway. They will also be included in the monitoring system that has been set up. Framed by a specific agreement, the system will make it possible to check, over time, the effectiveness of the biodiversity conservation measures put in place.

Marc Sohet

Vice President, Engineering, GSK Vaccines

"What GSK Vaccines expects of its suppliers is that they deliver on their commitments in terms of schedule, quality of works, and the performance of all the systems and equipment supplied. The different VINCI entities, each with their own expertise, work hard to meet these expectations (the "what") – and they do it very effectively in terms of technological innovation and their command of complex technical projects (the "how"). This gives them a genuine competitive lead. Combined with the high level of communication, whether technical, commercial or strategic, this makes the VINCI Group an ideal partner for GSK Vaccines in civil engineering, electricity, air conditioning and clean piping(*).
As a group, VINCI is capable of covering a large part of the needs related to construction of new laboratories."

Networks with very strict specifications

In 2012, GSK Vaccines awarded VINCI Energies Belgium the E&I (electricity and instrumentation) and clean piping(*) works packages on the WN 158 project, a new vaccines production unit in the heart of the complex built for GSK in Wavre, Belgium. The configuration of the building, which houses production facilities for different vaccines over two floors, requires compliance with the very stringent specifications required for sterile environments and introduces special constraints in carrying out the works, which were awarded to Cegelec Building Project (mains and low-voltage electricity) and Cegelec Ensysta (clean piping). All the technical installations are located in the false ceilings so that operatives do not have to enter sterile rooms to work on them. Given the density of the installations, this special requirement made it essential to have perfect coordination between the different companies involved in the execution phase. For the electricity part, the works entailed installing 16,000 metres of cable trays, 4,400 lighting devices, 1,650 fire detectors, 54 instrument panels and one 400 Kva UPS unit, plus structured fibre optic and copper networks and equipment for access control and environment monitoring in the clean zone. The clean piping package involved 29,000 metres of piping, 1,800 manual valves, 500 pneumatic valves, 13 preparation vats connected to thermal control units, and more. To ensure overall control of the technical work, coupled with the time challenge (16 months to carry out the job), a project manager was appointed to supervise and coordinate the 181 employees of the two companies working on the project, while acting as the client's sole point of contact for all aspects.

(*) Engineering, implementation and piping tests (tap water, purified water, clean steam, clean compressed air).

Message from the Chairman and CEO

"**The forces driving growth in our markets are as powerful as ever,** and our businesses are central to the challenges of tomorrow."

Xavier Huillard

VINCI enjoyed another vigorous year in 2012. Our growth strategy passed an important milestone at the end of the year with the plan to acquire the Portuguese airports previously managed by the state, including the Lisbon hub. We expect to close the deal sometime in the middle of 2013. VINCI Airports thus now emerges as a front-rank international player in a market stimulated by constant growth in air traffic. The move also represents another major step forward in the Group's expanding Concessions business, seven years after becoming Europe's number one motorway operator with the formation of VINCI Autoroutes.

Key figures for 2012 once again show how sturdy our model is, with revenue up 4.5%, and a slight increase in operating income and net income despite tough business conditions, in Europe especially.

In France, the pace of work is quickening on the SEA Tours–Bordeaux high-speed rail link, and is set to reach full speed in 2013, confirming our Group's outstanding capacity to harness its resources and extract synergies from all its business lines. On our motorways, we illustrated our role as an investor serving the public interest via the hundreds of environmental projects making up the green motorway package and by completing the A89 near Lyon. Meanwhile, the operational synergies between our different motorway networks allowed us to go on improving profitability even though traffic growth was flat.

In our Contracting business, our companies held up well overall in France and the rest of Europe, even though economic conditions were tougher than in 2011. They expanded in markets outside Europe thanks to a combination of dynamic local networks and significant new contracts for major projects.

While expanding in Concessions and pursuing our strategy of balancing growth between our two main businesses, we have continued to make acquisitions in the Contracting business. The takeover of GA Gruppe has made VINCI Energies a major player in its business activities in Germany, with solid positions in the industrial and energy sectors, notably. Outside the European Union, we have stepped up our international expansion with further moves into new growth markets, acquiring two companies in India (one in roadworks and the other in automated systems for industry), while the acquisition of Carmacks in Canada has extended Eurovia's presence in the province of Alberta.

The 2% growth in our order book over the year, to €31.3 billion at year-end, is grounds for confidence. It also gives us the visibility we need to take timely but essential measures in those markets hardest hit by business conditions, which are likely to remain weak in 2013.

Looking further ahead, the forces driving growth in our markets are as powerful as ever. The major challenges facing tomorrow's world are urban growth, mobility, and the energy transition. Our business activities are central to those challenges, and VINCI's profile is fully aligned with the trend in our markets towards ever more comprehensive and more complex projects. We aim to deepen this model going forward so that the Group becomes more international, providing ever more creative products and services and more comprehensive solutions. We will be partnering our clients and engaging in proactive dialogue with stakeholders in our projects, in order to build the amenities and infrastructure that tomorrow's world demands.

Corporate governance

Board of Directors

Xavier Huillard
Chairman and Chief Executive Officer, VINCI

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

Élisabeth Boyer
Operations control centre supervisor, Cofiroute
Chairman of the Supervisory Board of the Castor and Castor Relais corporate mutual funds

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

François David [1]
Honorary Chairman, Coface SA

Patrick Faure [1]
Chairman, Patrick Faure et Associés

Dominique Ferrero
Adviser to the Chairman of Natixis

Jean-Pierre Lamoure
Chairman of the Supervisory Board, Atlantic SFDT

Jean-Bernard Lévy
Chairman and Chief Executive Officer, Thales

Michael Pragnell [2]
Chairman of the Council of Trustees, Cancer Research UK

Henri Saint Olive
Chairman of the Board, Banque Saint Olive

Pascale Sourisse
Senior Vice-President, International Development, Thales

Qatari Diar Real Estate Investment Company
Company registered under Qatari law, represented by Abdul Hamid Janahi

Individuals whose appointments as Directors are proposed to the Shareholders' General Meeting of 16 April 2013

Yannick Assouad
Chief Executive Officer, Aircraft Systems, Zodiac Aerospace

Graziella Gavezotti
Chief Operating Officer, Southern Europe, Edenred

(1) The appointments of François David and Patrick Faure will expire at the close of the Shareholders' General Meeting of 16 April 2013.

(2) Renewal of appointment for a period of four years proposed to the Shareholders' General Meeting of 16 April 2013.

(3) Permanent members. The Strategy and Investments Committee is open to any member of the Board who wishes to participate.

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
Michæl 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)
Patrick Faure
Dominique Ferrero

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 [3]:
Yves-Thibault de Silguy (Chairman)
Élisabeth Boyer
Jean-Pierre Lamoure
The permanent representative of Qatari Diar Real Estate Investment Company

Remuneration Committee

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

Composition:
Jean-Bernard Lévy (Chairman)
Robert Castaigne
François David

Corporate management structures


1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2013 Executive Committee

The Executive Committee is responsible for managing VINCI. It met 22 times in 2012.

1
Xavier Huillard
Chairman and Chief Executive Officer, VINCI

2
Christian Labeyrie
Executive Vice-President and Chief Financial Officer, VINCI

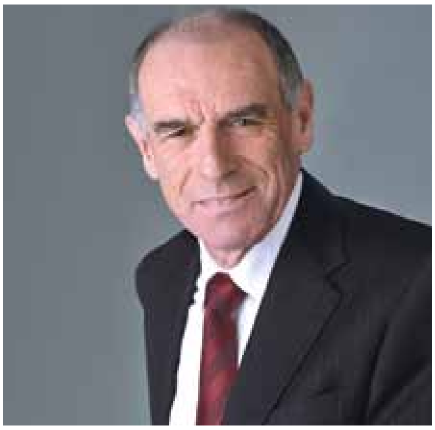
3
Richard Francioli
Executive Vice-President, Contracting, VINCI

4
Jean Rossi
Chairman, VINCI Construction

5
Jacques Tavernier
Chairman and Chief Executive Officer, Eurovia

6
Louis-Roch Burgard
Chairman, VINCI Concessions

7
Pierre Coppey
Chairman, VINCI Autoroutes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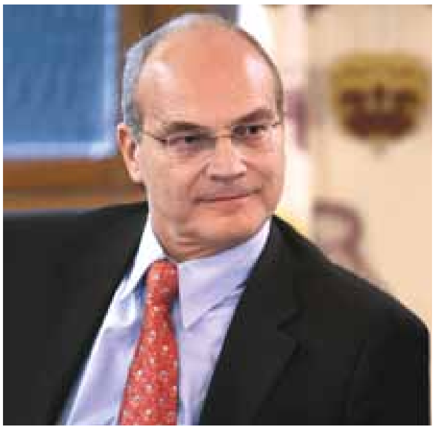
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9


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13

8
Bruno Dupety
Chief Operating Officer, VINCI Construction

9
Yves Meignié
Chairman and Chief Executive Officer, VINCI Energies

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

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

12
Pierre Duprat
Vice-President, Corporate Communications, VINCI

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

2013 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 2012.

Hervé Adam
Chief Executive Officer, VINCI Energies France

Pierre Anjolras
Chief Operating Officer, Eurovia

Renaud Bentégeat
Managing Director, CFE

Gérard Bienfait
Chairman, VINCI Construction France

Alain Bonnot
Chairman, VINCI Construction Grands Projets

Dominique Bouvier
Chairman and Chief Executive Officer, Entrepose Contracting

Philippe Chavent
Chairman, Sogea-Satom

Serge Clémente
Chairman and Chief Executive Officer, VINCI Park

Dominique Collomp
Deputy Managing Director, Eurovia

Philippe-Emmanuel Daussy
Chairman and Chief Executive Officer, Escota

Arnaud Grison
Chief Executive Officer, VINCI Facilities

Jean-Pierre Lamoure
Honorary Chairman, Soletanche Freyssinet

Olivier de la Roussière
Chairman, VINCI Immobilier

Bernard Latour
Chief Executive Officer, VINCI Energies International

Patrick Lebrun
Deputy Managing Director, VINCI Energies

Sébastien Morant
Deputy Managing Director, Operations, ASF

Christophe Pelissié du Rausas
Executive Vice-President, Programme Management, VINCI Concessions

Loïc Rocard
Chief Executive Officer, Cofiroute

Fadi Selwan
Executive Vice-President, Business Development, VINCI Concessions

John Stanion
Chairman & Chief Executive, VINCI plc

Jérôme Stubler
Chief Executive Officer, Soletanche Freyssinet

Guy Vacher
Chief Operating Officer, Eurovia

Strategy and outlook

Combining growth and resilience

The key to VINCI's strategy is the three-way fit between its Concessions business and its Contracting business (the latter comprising Energy, Roads and Construction), in terms of:
– operating cycles: long in Concessions, and short to medium term in Contracting;
– financial considerations: Concessions are capital intensive and generate recurring revenues, whereas Contracting requires relatively little capital but is structurally cash positive;
– mutually reinforcing expertise: programme organisation and financing, and project management during construction and operation in Concessions; and the capacity to design, build and maintain complex structures in Contracting.

This strategic model has served VINCI well since its inception, underpinning its expansion in times of economic growth and providing resilience in a cyclical downturn.

VINCI's managerial culture combines decentralisation and autonomy for its operating subsidiaries with empowerment for its managers and a networked approach to operations. These underlying principles encourage individuals and groups to perform to their best, while making VINCI companies exceptionally responsive to market conditions.

In today's uncertain economic climate, VINCI's first priority is to consolidate the fundamentals underpinning its strategic model. Its deployment across a broad array of business activities and a growing number of markets and regions is making it sturdier than ever. Moreover, the medium-term visibility afforded by the Contracting business's order book allows these business lines to adjust swiftly to cyclical shifts. In turn, this responsiveness allows the Group to anticipate market developments. Rigorously applied principles now hard-wired into the Group's managerial reflexes – starting with selective order-taking, tight control of overheads and a ceaseless quest for productivity gains – will preserve the margins and competitiveness of VINCI's companies.

Balanced growth across VINCI's two main businesses

VINCI's strategy is to continue building on this model and achieve balanced growth in its two main businesses. Major recent external growth operations illustrate this strategy. The acquisition of ASF in 2006 and the subsequent creation of VINCI Autoroutes brought about a change of scale in Concessions. In recent years, the Group has focused on building up its Contracting business, with such major deals as the acquisitions of Soletanche Bachy, Entrepose Contracting and Taylor Woodrow in Construction; of ETF (rail sector works) and Tarmac (quarry products) in Roads; and of Etavis, Cegelec and GA Gruppe in Energy, to mention the most important of these. The takeover now in progress of ANA, which holds the concession for Portugal's 10 main airports *(see p. 56)*, ushers in a new phase in the development of the Concessions business.

In addition to structurally important operations like these, the two businesses intend to pursue their robust expansion. A major focus of external growth in Contracting will be VINCI Energies business activities along with highly technical activities with global prospects, such as specialised civil engineering, and oil and gas infrastructure.

01

01 With the takeover now in progress of ANA, which holds the concession for Portugal's 10 main airports, VINCI is entering into a new phase in the development of its Concessions business.

Simultaneously, in all areas of the Contracting business, VINCI will continue to put down ever deeper local roots in the fastest-growing markets, while bolstering the skills and resources required for the management and execution of large projects.

The immediate priority in the Concessions business is to integrate ANA and shape the development of the newly enlarged VINCI Airports. The Group will also be expanding in its other areas of business – including road and rail infrastructure, parking, stadiums and major public amenities – by winning both new (greenfield) and existing (brownfield) concessions. Services to optimise the attractiveness and operational efficiency of infrastructure in service will also help to sustain business activity.

Faster international growth

The 2012 acquisitions of NAPC and Vasundara in India and of Carmacks in Canada, coming on top of the major deals in Germany and Portugal already mentioned, are evidence of VINCI's drive to speed up its international expansion. While the main focus in Europe is on the most promising businesses and markets there, VINCI is seeking new growth opportunities outside the European Union. VINCI will pursue this strategy through targeted acquisitions and vigorous organic growth. This implies leveraging the good fit between its networks of local operations, its internationally active specialty businesses, and its dedicated large projects divisions. Significant recent contracts won in Africa, the Asia-Pacific region and on the American continent show that this drive is paying dividends.

A culture of partnership for better project outcomes

In the wider international markets as well as in VINCI's traditional markets in Europe, ever greater synergies between and among the different business lines are a powerful force for growth. Over and beyond the customary sales-side synergies, by jointly packaging their offers and integrating all of the different know-how that projects require, Group companies are able to tackle markets otherwise inaccessible to them, such as large-scale energy and mining projects. In the same spirit, VINCI is also working to consolidate its position as an integrator of expertise. It is already applying this approach to many large infrastructure and building projects in France, and will in future deploy it more widely geographically and to ever larger projects.

At the same time, VINCI will be going still further with its programme of listening to and engaging in dialogue with all stakeholders involved in its operations, in answer to customer demand and trends in civil society. This programme was restated in 2012 under the name "Together". Its formal undertakings, published by the Group in the form of a new Manifesto in 2012 *(see p. 20)*, are a significant step in this direction.

Markets with long-term growth potential

VINCI's business mix and model are fully aligned with deep-lying trends in its markets. Looking ahead, urban growth, increasing demand for mobility, expanding energy infrastructure needs, and ever tougher energy efficiency requirements will all entail huge investment programmes for new-build and renovation programmes in emerging and mature economies alike. At a time of falling public spending, the growing recourse to public-private partnerships (PPPs) is another factor enabling VINCI to stand out from the crowd.

Milestones

1891
Creation of Grands Travaux de Marseille (GTM).

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

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

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

1966
Compagnie Générale d'Électricité acquires control of SGE.

1970
SGE participates in the creation of Cofiroute.

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

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

1990s
Several acquisitions in the United Kingdom, Germany and central Europe make SGE a European player.

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

1999
Acquisition of Sogeparc, French market leader in parking facilities.

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

2002
VINCI enters the CAC 40.

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

2007
VINCI acquires Soletanche Bachy and Entrepose Contracting.

2010
VINCI acquires Cegelec and Faceo.

2011
VINCI wins the concession for the South Europe Atlantic high-speed rail line between Tours and Bordeaux, the largest in its history.

2012
VINCI is the successful bidder for ANA, holder of the concession to operate Portugal's airports.

SUSTAINABLE DEVELOPMENT (*)

together

All our stakeholders are engaged and empowered to create value and enhance our performance.

OUR GOALS

On our worksites and in our operating activities, we are faced with many challenges.
These challenges include the need to imagine the city of the future and cope with growing urbanisation. How can buildings, neighbourhoods, cities and infrastructure be adapted to boost energy performance? How can the exponential growth of energy demand in the emerging economies be addressed, and how can the developed countries be helped to negotiate the energy transition? Can new forms of partnership between the public and private sectors be invented that benefit both and lend new legitimacy to each? We need to develop dialogue among all project stakeholders to actively involve them in transforming a city or region, and we want to engage in hands-on solidarity with underprivileged populations in the areas where our companies operate. What's the best way of ensuring the safety of all VINCI and subcontractor employees? Of better sharing the fruits of growth with our employees around the world, combating all types of discrimination, and ensuring equality for everyone?
Such challenges call for technically sound, economically realistic and socially responsible solutions.

OUR PRINCIPLES

Because our projects serve the public interest and because many of them radically transform towns, cities and regions, we follow a sustainability policy that is both exacting and pragmatic. It rests on two pillars: doing our utmost to reduce the environmental impact of our activities while optimising the stakeholder benefits of our operations; and contributing to the early effort to invent new public interest solutions in an economy of scarcity.

1 Our goal is all-round performance

In assessing the performance of our companies, we look beyond their economic and financial results at the overall value they create. As urban and regional developers, we have a duty to examine the social purpose and utility of our projects while meeting the expectations of users and the community at large, and to address climate change by enhancing our projects' environmental value. Similarly, we measure our performance by the extent to which our projects blend into the fabric of local communities and contribute to social and economic development.

2 We believe in humanistic principles

VINCI believes that lasting economic success must be based on an ambitious human project. Because we are builders, our humanistic values are rooted in our culture. Trust, respect, solidarity, the primacy of people over systems and the simultaneous recognition of individual initiative and teamwork – the fundamental principle of the worksite – are central to our identity as a group of entrepreneurs. These principles guide our action and conduct, and serve as inspiration for our managers and organisations.

3 Our management model ensures our cohesion

Across VINCI's diverse business activities, geographical areas and people, our distinctive management method underpins our cohesion and drives our development. Our model is built on decentralised organisations, autonomous business units and empowered managers. The inviolable principles of fairness and transparency underpin the trust we place in our managers. Our model fosters individual performance within a clearly defined set of rules. We encourage employee initiative and network our teams and expertise to promote cross-business operations and a project-based approach.
Our management model empowers all our employees and focuses on human intelligence rather than systems.

4 Our Group is multi-local and multi-cultural

VINCI consists of more than 2,500 companies operating in some 100 countries. We have stepped up our international expansion in recent years and will continue to do so going forward. We build momentum by making the most of the strong and lasting roots we have put down in the countries where we operate and by recruiting local managers and respecting each country's culture. As partners in local development, our companies directly and indirectly help create wealth and jobs. They contribute to economic and social solidarity in the areas where they operate.

5 Our business model focuses on the long term

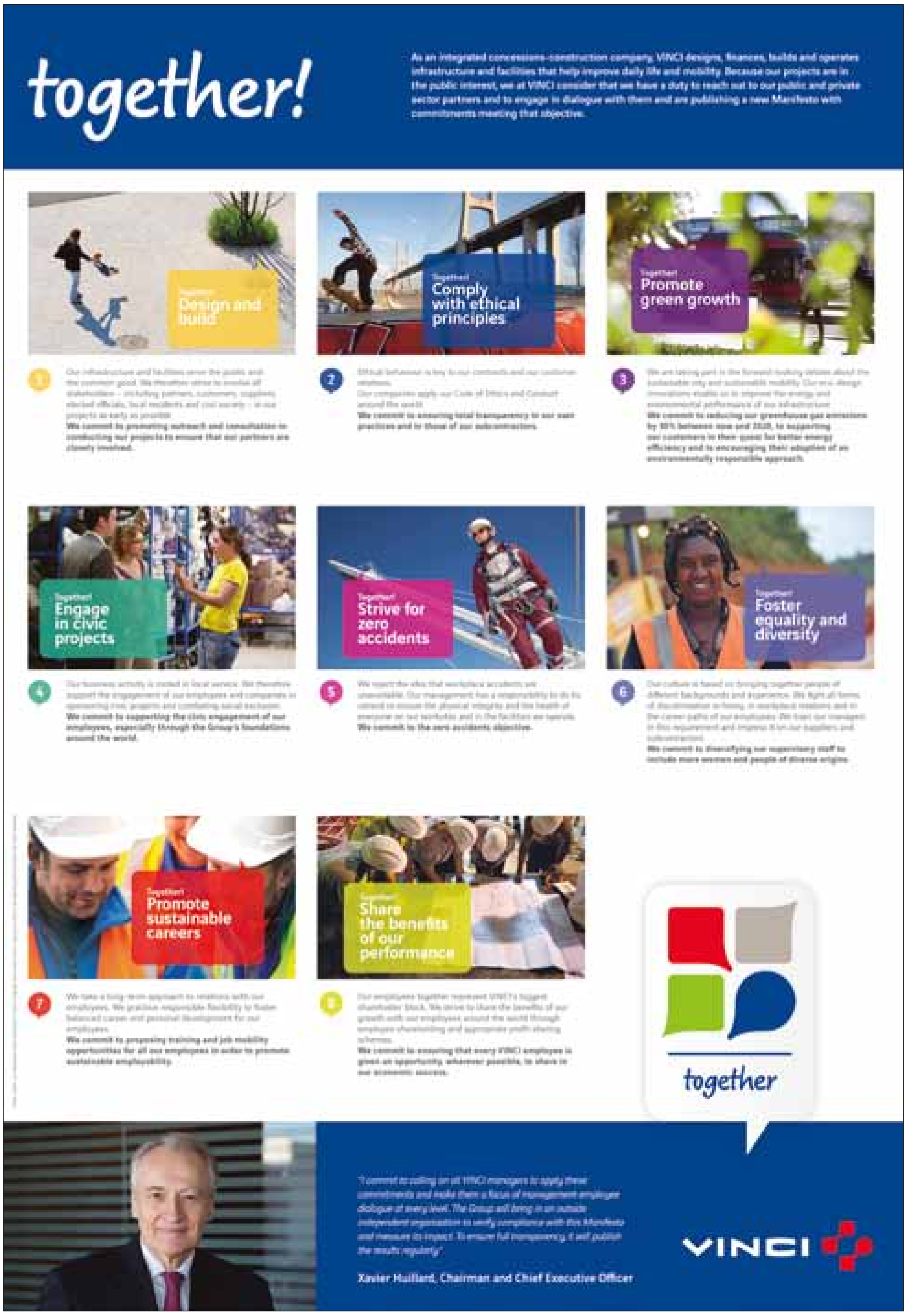
The VINCI Group was founded in 2000 but the history of its companies and its culture stretches back more than a century.
By definition, our concessions and construction businesses have a long-term focus. The infrastructure and facilities we design, build and manage are intended to last. In our concession contracts we undertake to serve regions for periods of several decades. Under these contracts, we invest (directly and indirectly, in France and other countries) very substantial amounts of money – about €2 billion in 2012 – to build new facilities and infrastructure and upgrade existing ones. This is our understanding of our position as a private-sector company serving the public interest.

6 We are proficient at working in partnerships

Because our projects involve a wide variety of stakeholders within our industry, our customers' sectors and society at large, partnership is part of our culture. This approach is in keeping with the increasing demand for overall solutions in our markets and among our clients, where our ability to integrate solutions also gives us an edge against increasingly strong international competition. In response to changing demand, we are boosting operational synergies among our companies to increase the added value of our projects and maintain our leadership. Meanwhile, with the advent of more diverse, more globalised stakeholders with greater impact on our projects, there is a growing need for open and transparent dialogue with all our partners.

(*) These pages make up the first section of the VINCI Sustainable Development Report. The second part (p. 138-168) provides a comprehensive overview of the Group's workforce-related, social and environmental data in accordance with applicable legislation.

The commitments of the new Manifesto, with more universal application and content, set out the convictions and principles that underpin VINCI's approach to corporate responsibility and partnership.



OUR ORGANISATION

1 The Group's grassroots network

VINCI's sustainable development policy is overseen by the Executive Committee and implemented by the Delegation for Sustainable Development, a streamlined structure that works in close coordination with the Group's functional and operational departments and with a wide range of outside stakeholders. The policy is implemented under the supervision of an international Sustainable Development Committee, which has about 30 members and is responsible for defining the objectives and drawing up the major programmes. Other entities – clubs, working groups and theme-based coordinating units – round out the system.

2 Company self-assessment

A sustainable development policy can only be effective if the operating entities apply it in their business activity. Taking inspiration from the ISO 26000 standard, VINCI developed Advance, a sustainable development self-diagnosis software tool, and began rolling it out in France and abroad in 2012. The tool, based on a digital platform and available in several languages, covers 15 priority labour, social and environmental categories. Each company can adapt it to its own operating environment and use it to track progress, prioritise objectives and develop relevant action plans. Trained coordinators within the companies support the programme and follow up the action plans.

3 Non-financial rating and relations with socially responsible investors

Over the past 10 years, VINCI has provided answers to the questionnaires submitted by non-financial rating agencies, notably Vigeo for the ASPI Eurozone® index and SAM for the DJSI. VINCI's overall rating in the latter remained stable at 70/100 in 2012. The Group maintains its goal of achieving a social dimension score of 75/100 within three years. VINCI also has direct relations with socially responsible investors (SRI), who can base their assessments on in-depth discussions carried out in full transparency.

VINCI joined the UN Global Compact in 2003. The Compact's 10 principles provide an international, neutral and recognised framework for programme implementation. VINCI is also very active within sustainable development networks such as Committee 21, the French association of companies for the environment, and the Corporate Social Responsibility Observatory.

4 Reference documents frame our approach

VINCI's Code of Ethics and Conduct formally sets out the rules of conduct that all employees are required to follow. The Manifesto *(shown above)* formulates the Group's commitments to its employees, customers, partners and other stakeholders and sets out the convictions and principles that underpin its sustainable development programme. The Manifesto is explained in detail in the following pages.

COMMITMENT No. 1

together
DESIGN AND BUILD

We commit to promoting outreach and consultation in conducting our projects to ensure that our partners are closely involved.

1 FOCUS

In most of our markets, our customers are calling for increasingly comprehensive and complex projects. In response to this demand, we not only work *for* our customers but also *with* them and their partners to jointly devise the integrated solutions they need. In an environment in which public acceptance is crucial to the success of infrastructure and public facility projects, VINCI's ability to organise collective project governance covering all stakeholders – including elected officials, government departments, businesses, civic associations, users and local communities – has become a key strength.

2 ACTION

Progress

We have put this partnership approach into practice on a number of projects, notably major operations for which VINCI has overall responsibility (from financing to design, construction and operation). Such projects include road, airport and rail infrastructure and large public facilities built and managed under public-private partnerships. With clients increasingly including stakeholder relations in their project and worksite specifications, this approach is now being taken by individual companies. To draw attention to the programme and facilitate its adoption by employees, VINCI has given the approach a name: "Together".

2012 highlights

• **Partnership for leadership.** The 2012 convention of senior VINCI managers bore the title "Partnership for Leadership" and focused on the need to work together ever more closely with the many partners of the Group's projects. Participants scrutinised successes and failures to better understand stakeholder expectations and take on board best practices for engaging in dialogue and building long-term relationships with customers, local and regional stakeholders and end-users. In-depth presentations described significant projects currently under way (notably the Grand Ouest airport, the SEA Tours–Bordeaux high-speed rail line and structural renovation of occupied buildings, in France; and the first section of the Moscow–St Petersburg motorway in Russia).

• **A stakeholder mapping tool.** VINCI has developed the intranet-based Reflex software tool to help operational managers accommodate and integrate stakeholder expectations in the very early stages of their projects. The tool asks a series of questions that enable the managers to map stakeholders and their objectives and to draw up an action plan to meet each stakeholder's expectations. It was made available on the VINCI intranet in the first quarter of 2013.

• **Subcontractor relations guidelines.** Through their own activity and the activity they subcontract to their partners, VINCI companies are major contributors to regional development. VINCI and its subsidiaries strive to build and sustain working relationships based on respect and fairness with their subcontractors and suppliers. These relations are set out in a set of guidelines drawn up in 2012 and disseminated in 2013, which list the clear-cut principles governing relations with all outside companies (subcontractors and suppliers) at all stages of their work with the Group's companies (programme management, project management, general contracting). The guidelines extend and supplement the practices already covered by framework agreements, notably those with temporary employment agencies, and include workforce-related responsibility criteria such as health and safety, training and equal opportunities.

Outlook

The intention is to apply the stakeholder dialogue approach to projects of all sizes and to implement it systematically outside France after adapting it to local realities. An effort will also be made to adapt it to the wide variety of stakeholders using local and global dialogue tools similar to the local consultation model long applied by VINCI companies in the areas surrounding their worksites. For this purpose, VINCI is developing a collaborative platform for initiating and managing dialogue concerning its projects and issues relating to its business activities.

COMMITMENT No. 2

together
COMPLY WITH ETHICAL PRINCIPLES

We commit to ensuring total transparency in our own practices and in those of our subcontractors.

1 FOCUS

We work in some 100 countries around the world under a very large number of contracts and with a workforce of nearly 193,000, with a large number of new employees joining us every year. Because ethical standards underpin these contracts and form the bedrock of mutual trust between our customers and us, it is essential that our employees share and apply rules that ensure compliance with these standards across the board. Moreover, as a major player in the sector we have a duty to constantly raise the level of ethical standards and transparency beyond the requirements set out in legislation.

2 ACTION

Progress

• **Code of Ethics and Conduct.** In a decentralised group that hires several thousand new employees every year, it was important to formally set out the rules of conduct that apply to all our companies and all our employees. This is the purpose of the Code of Ethics and Conduct published by VINCI in 2010. It has been circulated to more than 6,500 managers and is available on the Group's intranet, where all employees can consult and download it.

The rules it contains are not new. They are regularly included in the general guidelines sent to the heads of VINCI's business lines. Each business line has taken steps to ensure compliance by means of a system of internal controls. These rules are circulated to all levels of management in the operating entities, and in particular to each new manager taking up his or her duties.

The Code of Ethics and Conduct spells out these rules for all our employees and for all our outside partners. The VINCI Executive Committee has approved them.

• **Ethics Officer.** VINCI has also appointed an Ethics Officer to work with the operational and functional departments to ensure that the code is understood and taken on board. Any employee who encounters difficulties or has questions about the scope and implementation of these rules may consult the Ethics Officer directly and confidentially.

2012 highlights

• By the end of 2012, two years after the Code of Ethics and Conduct was introduced, nearly 95% of our employees had signed up to it. The objective is to reach 100%.
• Cases are regularly submitted to the Ethics Officer, who handles them all in accordance with clear and explicit procedures regarding confidentiality, inquiry and internal and, if need be external, investigation. Meanwhile, internal audit resources and comprehensive audit plans govern the overall system.
If necessary, an external third party can be brought in to strengthen the coordinated activities of the Ethics Officer and internal audit staff.
• Each Group division has set up ethics training modules for exposed employees.
• The Ethics and Compliance Club, which brings together the Group's legal affairs directors and the Ethics Officer, continued its work. Its remit is to foster exchanges of best practices in the field of ethics, to perform a legislative and regulatory watch, and to review cases.
• A number of VINCI companies operating in sectors in which specific ethics procedures apply have appointed their own specialised compliance officers.

Outlook

Together with other large companies, trade associations and the Transparency International organisation, VINCI participates in the work of the OECD on combating bribery in business transactions.
A Transparency International study of the practices of the world's largest companies reviewed VINCI's activities and methods and identified the following scope for improvement: circulation of the Code of Ethics and Conduct, regular updates to it and ethics training reporting. With regard to human rights, the Advance sustainable development self-diagnosis programme highlighted the need to formally set out a human rights policy. Work undertaken in 2013 will above all be aimed at producing a practical guide.

COMMITMENT No. 3

together
PROMOTE GREEN GROWTH

We commit to reducing our greenhouse gas emissions by 30% between now and 2020, to supporting our customers in their quest for better energy efficiency and to encouraging their adoption of an environmentally responsible approach.

1
FOCUS

Our business activities are closely related to the challenges of green growth and as a global major we have special responsibility to respond to them. In all the countries where we operate, our companies strive to reduce the impact of their activities by meeting the highest environmental standards.

2
ACTION

Progress

- In both their works and their operations activities, VINCI companies have introduced action plans aimed at limiting the consumption of natural resources and at recovering and recycling waste whenever and wherever possible. The Advance sustainable development self-diagnosis questionnaire provides entities with guidance in assessing their environmental impact and identifying avenues for improvement.
- Ten years ago VINCI introduced an environmental reporting system that now covers virtually all its revenue. Since 2007, the statutory auditors have issued an annual report on a selection of indicators drawn from this reporting system *(see p. 177)*.
- VINCI companies employ environmental management systems (primarily patterned on the ISO 14001 standard) that now cover half the Group's revenue.
- VINCI has been measuring its greenhouse gas emissions according to the ISO 14064 standard across its worldwide scope since 2007.
- For several years, VINCI has been working with the scientific community to develop eco-design tools for structures and infrastructure that incorporate life cycle analysis (LCA). Adapted to major projects (particularly transport infrastructure), the tools can be used to assess the environmental footprint of each part of a project and its alternative solutions, and thus help guide design choices in conjunction with the client.
- In France, VINCI has developed the Oxygen eco-commitment programme for the building sector. It includes energy and environmental performance commitments at all stages of a project (design, construction, utilisation).

2012 highlights

- Including its new subsidiaries, VINCI's greenhouse gas emissions (Scopes 1 and 2) amounted to 62 tonnes of CO_2 per million euros of revenue in 2012. This constitutes a 13% fall from 2009, the first year in which emissions were measured.
- In the annual Carbon Disclosure Project (CDP) review, VINCI obtained a score of 80/C, up five points from 2011.
- In France, the national biodiversity strategy (SNB) committee recognised VINCI for its voluntary commitment to biodiversity.
The purpose of SNB recognition is to mobilise public- and private-sector players in a 2012-2015 action plan. The Group's main initiatives were the creation of the LISEA Biodiversity Foundation; the deployment of a biodiversity plan in Eurovia quarries *(see p. 87)*; and continuation of the green motorway package aimed at environmentally upgrading VINCI Autoroutes motorways *(see p. 45)*.
- Entrepose Contracting (VINCI Construction), which is building a 450 km pipeline in Papua New Guinea, supported the "Our Planet Reviewed" scientific expedition carried out in the Coral Triangle, the area in the Pacific Ocean that harbours the world's greatest marine biodiversity.
- A rail infrastructure module was added to the CO_2NCERNED carbon footprint tool.
- Eco-design studies were carried out for 229 projects; 18 projects were carried out under the Oxygen eco-commitment.

Outlook

To achieve its objective of reducing GHG emissions 30% between now and 2020, the Group's companies are working with their customers, suppliers, subcontractors and the final infrastructure users to identify, quantify and define avenues for improvement.

The Group's companies will also be stepping up their efforts to achieve environmental certification, train employees (with a particular focus on worksite biodiversity conservation) and include environmental criteria in their contracts. To support work on the energy transition, they will continue to develop design methods, construction techniques and service offerings that reduce energy and resource consumption and guarantee consumption levels throughout the life cycle of buildings and infrastructure.

COMMITMENT No.4

together ENGAGE IN CIVIC PROJECTS

We commit to supporting the civic engagement of our employees, especially through the Group's foundations around the world.

1 FOCUS

VINCI defines itself as a private-sector company working closely with local and regional authorities to serve the public interest. This positioning reflects the Group's commitment to its role as a long-term partner of the cities and communities for which it builds and manages facilities. The Group's approach to partnership includes its civic engagement programme focused on skills volunteering, which offers the Group's employees and companies opportunities to use their skills outside work to benefit civil society.

2 ACTION

Progress

• Our sponsorship and civic engagement work focuses on three main issues: social integration, environment *(see p. 23)* and culture. We systematically involve our employees and companies in our skills sponsorship projects. In 2012, funding of more than €10 million was provided for work in the three areas.

• The Fondation VINCI pour la Cité, a pioneer in civic engagement with groups working to combat social exclusion, celebrated its tenth anniversary in 2012. Since its inception in 2002, it has supported a total of 1,200 projects with assistance from 1,500 sponsors and funding amounting to nearly €20 million. Foundations similar to the Fondation VINCI in France have been set up in the Czech Republic, Germany and Greece. The Fondation VINCI also heads the Cité Solidaire programme in underprivileged neighbourhoods.

• In Africa, the Issa (Initiatives Sogea-Satom pour l'Afrique) programme, set up in 2007, supports solidarity activities initiated by the agencies and teams of Sogea-Satom (VINCI Construction). Projects include the construction of healthcare and educational facilities and the creation of microenterprises that generate work and jobs for local populations.

• The Group's subsidiaries undertake a large number of local activities in France and abroad. In Cambodia, Cambodia Airports (VINCI Airports) has established a long-term partnership with the Artisans d'Angkor association, which is breathing new life into ancestral Khmer crafts while providing a livelihood for about 5,000 families in the Angkor temples region.

• VINCI Autoroutes set up the VINCI Autoroutes Foundation for Responsible Driving in 2011. The foundation uses its €2 million annual budget to support research programmes, civic association initiatives and projects designed to raise public awareness of road safety issues.

2012 highlights

• During the year, the Fondation VINCI supported 165 projects involving 242 sponsorships and €2.6 million in funding. It extended the Cité Solidaire programme to four additional cities: Grenoble, Le Havre, Rennes and Champigny sur Marne. Two further foundations were set up, in Belgium and Slovakia.

• The Issa programme supported 27 projects and provided funding amounting to €440,000.

• In addition to its partnership with Artisans d'Angkor, Cambodia Airports supported an archaeological excavation project carried out by Inrap at the site of the Siem Reap airport near the Angkor temples.

• On the SEA Tours–Bordeaux HSL project, the Sillon Solidaire fund was set up at the initiative of construction joint venture COSEA working with the Fondation VINCI and later joined by concession company LISEA. With an annual budget of €310,000, it has supported 31 non-profit organisations combating social exclusion in the regions along the alignment with the help of 35 employee sponsors.

• The VINCI Autoroutes Foundation issued an appeal to its employees to sponsor civic initiatives. Funding amounting to €70,000 was provided for the 11 projects selected, which mainly focused on raising awareness among young people and children, preventing risky driving behaviour, training, and support for responsible mobility.

Outlook

The Group's goal is to step up the skills sponsorship and social sponsorship momentum undertaken by the Fondation VINCI pour la Cité in France and to expand it internationally. VINCI is also considering the creation of a social incubator to sponsor initiatives taken by its employees or companies wishing to develop socially beneficial projects. The main focus will be on fostering work integration in the regions and making their technical expertise available in post-emergency and reconstruction situations (e.g. work on infrastructure damaged by natural disasters).

COMMITMENT No. 5

together STRIVE FOR ZERO ACCIDENTS

We reject the idea that workplace accidents are unavoidable and we commit to the zero accidents objective.

1

FOCUS

The safety of our employees, partners and subcontractors is an absolute priority. Our managers are responsible for ensuring the physical integrity and the health of everyone on all our sites.

2

ACTION

Progress

• Each Group business line has gradually developed its own workplace health and safety system tailored to its particular business activities. Networks of occupational health and safety specialists operate around the world as part of a Heath and Safety Coordination system headed by a member of the VINCI Executive Committee, who reports on its work to the VINCI Board of Directors. To mark the commitment of top management, every fatality is reported to the chairman and CEO and the members of the Executive Committee by the management concerned. Locally, every manager receives training in safety and is responsible for it. Safety results are one of the criteria used to assess individual managers' performance.

• At operational level, health and safety policies are implemented in a variety of ways: awareness-raising programmes covering all employees of a company; 15-minute safety sessions for employees, subcontractors and temporary staff on worksites; health and safety challenges; and special training courses for use by worksites employing diverse nationalities.

2012 highlights

• 63% of VINCI companies recorded no lost-time accidents in 2012.

• The accident frequency rate for the Group as a whole has fallen from 11.14 to 8.60 over the past five years.

• VINCI Construction conducted a safety management training course in 2012 for 500 senior executives around the world. The course will be extended to middle-level managers – a total of 2,000 people – in 2013. VINCI Energies has launched a similar programme, creating training modules tailored to each level of responsibility, from director to worksite manager.

• To prevent severe accidents, early efforts are needed to detect dangerous situations, understand behaviour and adopt the best practices of the groups that have made the most progress. Eurovia, working with Dupont de Nemours, rolled out a near-miss analysis programme in its operating entities in 2012.

• VINCI Autoroutes launched the "Sécurité 100% Chantiers" worksite safety programme aimed at achieving zero accidents on projects for which the company serves as programme manager and in its operating activities. VINCI Autoroutes is also working to change behaviour and enhance knowledge of road risks through the VINCI Autoroutes Foundation for Responsible Driving *(see p. 46)*.

• VINCI Construction France held the first "Safety Basics" training sessions in its in-house Cesame training centre network. It will be systematically given to newly hired employees at all levels within three months of their recruitment.

Outlook

The single objective remains zero accidents. Beyond complying with legislation, we must step up the proactive programmes already undertaken. Implementation of a safety management policy in which supervisory staff play a major role will help us to review our many accident prevention activities to identify best practices and share them, notably through the VINCI Innovation Awards Competition. Progress can also be made by increasing the involvement of employee representatives in the Group's health and safety programme and by boosting our partner and subcontractor requirements, in particular by including safety clauses in our contracts with them.

VINCI does not intend to limit its commitment to safety. We are also committed to occupational health and are working with scientists and ergonomics specialists to increase our understanding of occupational risks and workplace quality of life. VINCI will also continue its efforts to raise awareness among infrastructure users, in conjunction with the authorities responsible for safety.

COMMITMENT No. 6

together FOSTER EQUALITY AND DIVERSITY

We commit to diversifying our supervisory staff to include more women and people of diverse origins.

1

FOCUS

The wide variety of backgrounds and broad range of experience of our employees is an integral part of our culture. Our companies strive to ensure that their workforce reflects the diversity of the host societies in the countries where they operate.
In keeping with this approach, we pursue a proactive diversity policy to combat all forms of discrimination in hiring and in labour relations – particularly discrimination against women, disabled people, older people and people of all backgrounds.
In this way, we strive to create a working environment in which all employees, in all their diversity, are given an opportunity to make the most of their abilities and help the company achieve its goals.

2

ACTION

Progress

- In 2004, VINCI introduced a policy of proactively combating all forms of discrimination in hiring and labour relations. The programme was formally drawn up by an Equal Opportunity Committee and then debated by top management at their annual convention. Diversity has since been recognised as a performance driver and a strategic asset.
- In VINCI's first Manifesto, covering its workforce-related and social commitments and published in 2006, the Group made a commitment to bring in an independent auditing organisation to assess its equality policy. A system was set up with the support of Vigeo and further implemented by in-house auditors. Over a period of five years, more than 120 audits were carried out. They provided input for improvement programmes within each audited entity and an opportunity to share best practices across the Group. These are summed up in the diversity action guide.
- A 75-member network of diversity champions set up in 2011 within the Group's business lines and companies facilitates the dissemination of this policy.
- The Trajeo'h non-profit organisation fosters redeployment and retention of Group employees unfit for duties after an accident or work-related illness and the recruitment of disabled people. In addition to the Rhône-Alpes region, it has extended its activity to the Greater Paris, Auvergne, Burgundy, Franche Comté and Provence-Alpes-Côte d'Azur regions.

2012 highlights

- Between 2006 and 2012, the number of women in the workforce increased from 18,800 to 25,903.
- People over the age of 50 accounted for 11% of the employees hired in permanent jobs in 2012.
- Disabled employees numbered 3,980 at the end of 2012. Work awarded to businesses employing a majority of disabled workers amounted to €5.5 million for the year.
- VINCI held a Group-wide "Diversity: Past experience and future prospects at VINCI" meeting in April that brought together more than 200 managers and human resources executives.
- In 2012, Trajeo'h supported 173 preliminary disability assessments, redeployed 92 disabled employees and opened a new agency in the Upper Normandy region.
- Initiatives taken to improve the Group's gender mix included:
  - "Capital Filles", in which young female high-school students are given an opportunity to explore jobs that have traditionally been held by men and the outlook for these jobs in the future. Sixty-five Group mentors composed exclusively of women helped the school students make their educational choices;
  - "Les Ambassadrices": 24 women employees at VINCI meet with students of both genders to talk about their experience and career paths. These discussions provide an opportunity to challenge a large number of preconceived ideas about gender;
  - the Equality Laboratory, in which VINCI works to shed light on stereotypes by analysing preconceived ideas in the workplace, the education system and the media.

Outlook

VINCI is continuing its proactive effort to improve its gender mix, focusing on three issues: the Group's appeal to women, recruitment methods and career development opportunities. The goal is to increase the proportion of women in managerial roles to 20% by 2015. Awareness raising and better gender mix will foster diversity in managerial practice. As it expands internationally, VINCI will work to increase the number of locally recruited supervisory staff members and to promote managers from all backgrounds and all communities.

Lastly, the effort to redeploy and retain employees who become unable to perform their current jobs will continue, with Trajeo'h rolled out throughout France.

COMMITMENT No. 7

together

PROMOTE SUSTAINABLE CAREERS

We commit to proposing training and job mobility opportunities for all our employees in order to promote sustainable employability.

1

FOCUS

Because in our business activities and in our culture our teams are crucial to the success of our projects, and because our work is labour and management intensive, we give preference to creating permanent jobs and to offering career paths that enable all employees to fully develop their initiative and thereby make the most of their abilities and help the company achieve its goals.

2

ACTION

Progress

- Our human resources policy is geared to offering every employee a career path leading to promotion within the company. In every business line, in-house training centres (for which resources have been substantially increased over the years) develop programmes to reskill employees as business activities change and disseminate a common technical and managerial culture within each of our companies. In France, collective agreements on the workforce planning system signed in recent years support the approach.
- Promotion is encouraged by a management culture that stresses empowerment and rewards initiative. A skilled worker can, for example, rapidly become a crew leader and then a foreman. Upward mobility is based on merit rather than educational background, enabling the most effective employees to reach top management positions within the Group.

2012 highlights

- In 2012, the proportion of permanent jobs within VINCI was 88%. Over the past five years, the Group's overall workforce has increased more than 21% to 192,701 employees at 31 December 2012. More than 3 million hours of training were conducted.
- VINCI is recognised as an attractive employer by the audiences that are the focus of its recruitment efforts. In the 2012 Universum classification, based on a survey of 31,000 students at France's top engineering schools, VINCI placed among the top 10 ideal employers.
- A new VINCI subsidiary, ViE, supports Group companies' workforce development programmes. In 2012, its first full year of activity, ViE was involved in meeting integration commitments on 87 worksites representing a total of 1.35 million hours of work, and it directly supported 712 people enrolled in integration programmes.
- The Skillup programme, a worksite school using visual and hands-on methods, is designed to develop the knowledge and skills of execution and supervisory personnel. Three new VINCI Construction Grands Projets worksites – in Turkmenistan, Malaysia and Chile – introduced the programme in 2012, training a total of 343 people.
- To support changes in its business activities, VINCI Autoroutes introduced training courses that enable employees to acquire new skills and move into different jobs or to different regions. Overall, more than 500 employees, mainly from the tolls sector, have changed jobs since 2008, 94 of them in 2012.
- The VINCI Academy programme introduced two new courses for managers in 2012: the "VINCI Executive Programme", designed to foster synergies between the various Group business activities and to speed the Group's internationalisation process; and the "HR by VINCI" programme, which enhances the skills of HR managers with a view to stepping up cross-business activities.

Outlook

The human resources departments help the Group tackle two major challenges: the growing internationalisation of its activities and the development of cross-business activities, at a time when the demand for comprehensive and complex projects is increasing in its markets. VINCI will continue to deploy new management tools, with a focus on job classification and information systems.

COMMITMENT No. 8

together SHARE THE BENEFITS OF OUR PERFORMANCE

We commit to ensuring that every VINCI employee is given an opportunity, wherever possible, to share in our economic success.

1 FOCUS

VINCI's economic performance must benefit its shareholders and its employees alike. Alongside profit-sharing and incentive plans, the Group savings plans enable VINCI's employees to share in VINCI's success, in keeping with the Group's values summed up in its motto: "Real success is the success you share."

2 ACTION

Progress

- In 1995, VINCI set up an employee savings plan, Castor, initially available to French employees. From its inception, this plan (in its various versions) offered employer contributions designed to encourage savings by the lowest-paid employees and thus enable a very broad range of employees to share in the success of the Group. The savings plan was subsequently rolled out internationally, with adjustments to comply with the regulatory procedures of each country concerned. The savings plan, boosted by confidence in the growth and future success of the Group and by the exceptional increase in the VINCI share price throughout the first decade of this century, attracted large numbers of employees over the years. VINCI's employees collectively became the Group's largest shareholder, helping to stabilise its shareholder structure. A representative of the employee shareholders chairs the supervisory board of the company mutual funds (Castor and other employee shareholder funds) and sits on the VINCI Board of Directors.
- In addition to the savings plans, VINCI enables employees to share the performance of their company through systems that are tailored to the context and the legislation of each country. In France, this is reflected in the growth of profit-sharing and incentive plans.

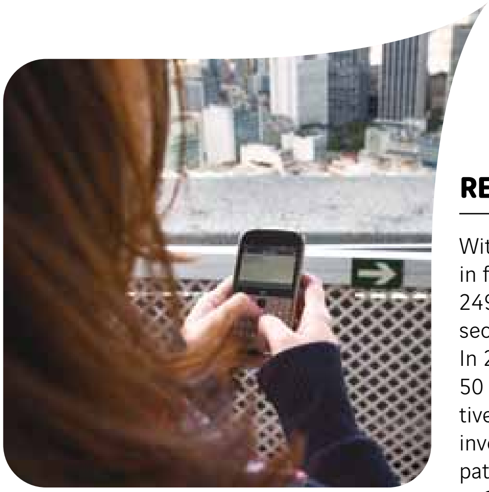
2012 highlights

- At the end of 2012, 112,000 employees, i.e. nearly 60% of the total workforce, were VINCI shareholders via the Group's employee savings plans, with an average portfolio of €17,000 per employee. The Group's employees collectively held 9.9% of its share capital. Employer contributions amounting to €97.3 million were paid during the year.
- Outside France, a special employee shareholding plan was made available in 2011-2012 to an additional 45,000 employees in 14 countries (Belgium, Canada, Czech Republic, Germany, Morocco, Netherlands, Poland, Portugal, Romania, Slovakia, Spain, Switzerland, United Kingdom, United States). Participation came in at nearly 25%.
- The VINCI Employee Shareholders' Circle, set up in 2011, had 10,800 members at the end of 2012 *(see p. 143)*.
- At Group level, payroll expenses amounted to €6 billion, i.e. 15% of revenue. Profit sharing, incentive, employer contribution and social benefit payments amounted to €306.4 million.
- In France, 92% of employees benefited from incentive plans and/or profit-sharing agreements, in addition to a profit-sharing bonus of €367 gross per employee.

Outlook

Despite the wide variety of legal and tax systems in the countries concerned, the employee savings plan will be extended to five additional countries in 2013: Austria, Brazil, Chile, Indonesia and Luxembourg. Following this operation, 80% of the Group's employees will have access to the employee savings plan. At the same time, VINCI will continue to implement its profit-sharing model via the various instruments of its remuneration and social benefits policy.

INNOVATING FOR THE FUTURE



RESEARCH AND DEVELOPMENT

With a €47 million budget in 2012 (up 57% in five years) and research teams totalling 249 people (full-time equivalent), VINCI is a sector leader in research and development. In 2012, the Group was involved in about 50 research programmes and 12 competitiveness clusters. It patented 41 new inventions, bringing its worldwide active patent portfolio to 1,791.

Our research and development policy focuses on issues at the heart of the Group's business activities: eco-design, energy performance, infrastructure sustainability and new mobility services. It is headed by a committee that brings together the science and technical heads of the various business lines and is tasked with facilitating exchanges of information among the business lines and developing collaborative research projects. Meanwhile, VINCI's business lines and companies pursue innovation policies focused on their markets and on optimising the solutions they offer their customers, covering design methods, construction techniques and exclusive products and processes, such as those developed by Eurovia in the roadworks industry and by Soletanche Freyssinet in specialised civil engineering businesses.

PARTICIPATORY INNOVATION

In keeping with its decentralised management model, VINCI develops its innovation potential by encouraging hands-on grassroots initiatives and by organising the biennial VINCI Innovation Awards Competition, which is open to all employees. The competition covers not only technologies but also the full range of innovations that drive progress within the Group, notably in the fields of safety, sustainable development and working conditions. In the most recent competition, held in 2011, 5,100 employees entered 1,717 projects, with prizes going to 113 entries in the series of regional awards and 17 entries in the Group awards. A Dissemination Working Group was set up to speed the spread of these innovations throughout the Group. A call for entries in the 2013 competition was issued at the end of 2012.

COLLABORATIVE RESEARCH ON ECO-DESIGN AND THE SUSTAINABLE CITY

The Eco-design of Buildings and Infrastructure Chair set up by VINCI and ParisTech in 2008 and endowed with a budget of €3 million over a period of five years, continued its research work involving about 20 programmes that are primarily focused on the environmental quality of buildings and neighbourhoods, energy management strategies for buildings and the environmental impact of transport systems. In 2012, this work produced tools for urban biodiversity assessment, urban parking eco-design and building eco-rehabilitation. VINCI and ParisTech also organised the Chair's first seminar and several meetings focused on specific topics that brought together teachers, VINCI employees and outside partners (www.chaire-eco-conception.org).

The Fabrique de la Cité (the City Factory) , a think tank set up at VINCI's initiative, continued its work, which brings together a wide range of stakeholders involved in urban development and mobility issues. The main topics addressed in 2012 were public acceptance, the role of cities in the energy transition, urban infrastructure financing, and real-time data capture and analysis to improve urban mobility (www.lafabriquedelacite.com).

The Cities and Regions Club, which brings together VINCI research and operational staff, mainly focused on working with representatives of the French Ministry for Ecology to analyse the winning projects of the EcoQuartiers France competition.

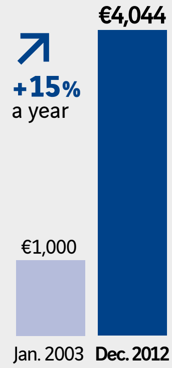
The partnership initiated the previous year with the Institute for Sustainable Development and International Relations (Iddri) published its first work on measuring the overall value of a project by looking at its positive and negative impacts on urban development.

Lastly, VINCI Concessions renewed its support for another three years of the Chair of Public-Private Partnerships at the University of Paris 1-Sorbonne.

Stock market and shareholder base

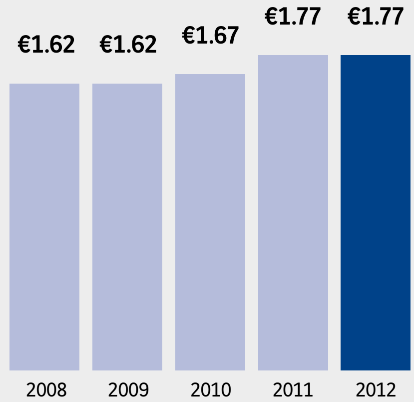
Return on investment in VINCI shares over 10 years

A VINCI shareholder who invested €1,000 on 1 January 2003 and reinvested all the dividends received would have an investment of €4,044 on 31 December 2012. This represents an annual return of 15%.



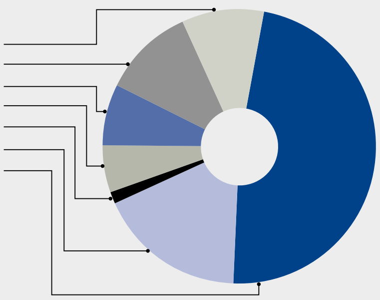
A stable dividend

The dividend proposed to the Shareholders' General Meeting of 16 April 2013 in respect of 2012 is €1.77 per share, the same as that for 2011.



Shareholder base (*)

Employees (savings plans)	9.9%
Individual shareholders	10.9%
Treasury shares	7.1%
Qatari Diar Real Estate Investment Company	5.5%
Financière Pinault	1.4%
Institutional investors – France	17.6%
Institutional investors – other	47.6%



(*) Estimate based on a schedule of identifiable bearer shares at the end of 2012 and a shareholder survey.

VINCI share recovery in 2012

Following a sharp fall in stock markets in 2011, the VINCI share closed 2012 at €35.96, up 6.5% over a year. Our share's return to growth was less pronounced than that of the CAC 40, which rose 15.2% over the same period and posted its best performance since 2009.

At the end of December 2012, we ranked 17th in the CAC 40 with a market capitalisation of almost €21 billion.

Growth of more than 150% over 10 years

Between 1 January 2003 and 31 December 2012, our share price increased 168% while the CAC 40 recorded 20% growth over the same period.

A VINCI shareholder who invested €1,000 on 1 January 2003 and reinvested all the dividends received would now have an investment of €4,044, representing an average annual return of 15%. During the same period, our market capitalisation was multiplied by more than 4.5.

Dividend: €1.77 per share

In 2006, the year VINCI acquired ASF, we introduced a dividend policy consisting of distributing 50% of consolidated net income. In application of that policy, the Board of Directors at its meeting on 5 February 2013 decided to propose to the Shareholders' General Meeting of 16 April 2013 a dividend of €1.77 per share, stable relative to the previous year and representing a return of 5% on the share price at 31 December 2012.

After deducting the interim dividend of €0.55 paid on 15 November 2012, the final dividend to be paid on 22 May 2013 would be €1.22 per share.

A stable and diversified shareholder base

At 31 December 2012, 66.5% of our share capital was held by more than 500 investment funds, located mainly in France, the rest of Europe and North America. At the same date, Qatari Diar Real Estate Investment Company, which became a VINCI shareholder in 2010, held a 5.5% interest. Employee savings funds, which group together some 110,000 employees, owned 9.9% of our share capital, making them VINCI's biggest shareholder block. Lastly, 260,000 individual shareholders accounted for 10.9% of our share capital at 31 December 2012.

Individual shareholders

Close relations and discussion

Yves-Thibault de Silguy, vice-chairman and senior director of the Board, continued his efforts to meet individual shareholders, hosting meetings in Toulouse, Caen, Reims and Nice in 2012.

For the 13th consecutive year, we had a stand at the Actionaria investment fair, which was held in Paris on 23 and 24 November 2012. On that occasion, Group representatives informed visitors about VINCI's news and strategy. In addition to presenting our Shareholders' Club programme and the benefits of being a member, they distributed a questionnaire with the aim of gaining a better understanding of shareholders' expectations.

A varied programme of events

In addition to the Shareholders' General Meeting and our presence at Actionaria, a total of 22 events were proposed to Group shareholders in 2012. Some 4,500 of them participated in the events, which included meetings with the Fondation VINCI pour la Cité and several visits to the Stade de France.

Share performance and average daily trading volume

Market capitalisation at 31 December 2012: €20.7 billion based on a price of €35.96 per share, ranking VINCI 17th in the CAC 40 by capitalisation and 15th by index weight. Between 31 December 2011 and 31 December 2012, the VINCI share price increased 6.5% while the CAC 40, Euro Stoxx 50 and Euro Stoxx 600 Construction & Materials increased 15.2%, 13.8% and 15.4% respectively. In 2012, a daily average of 3 million shares was traded on the market (Euronext + MTFs).

Another successful year for "Rediscover your city"

In 2011, VINCI launched a new shareholder visit concept named "Rediscover your city", which emphasises the role played by Group companies in the development of major French urban areas. In 2012, 14 cruises were organised for almost 1,600 shareholders in Paris, Bordeaux, Lyon and, for the first time, Marseille.

Our Shareholders' Club had 20,273 members at 31 December 2012, a 4% increase on the previous year.

Institutional investors and financial analysts

In 2012, our senior management participated in over 100 events, establishing around 800 contacts with almost 400 institutional investors and the financial analysts who cover our share. In addition to meetings and conference calls set up for the publication of our results, we organised road shows totalling 25 days in Europe and North America. We also participated in nine conferences organised by major financial institutions, mainly in Paris and London.

In addition, conference calls and one-on-one meetings took place throughout the year at VINCI's head office.

These initiatives enable our management to maintain total transparency and communicate regularly with the financial community about the Group's news, performance, growth strategy and corporate governance.

In July 2012, VINCI organised a sector-specific presentation on Soletanche Freyssinet (VINCI Construction) for institutional investors and sell-side financial analysts covering our share.

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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92581 Rueil Malmaison Cedex, France

Individual shareholders in France
Tel: 0 800 015 025
(free-phone from a fixed line)

Institutional shareholders outside France
Tel: +33 1 47 16 45 07 / 33 46

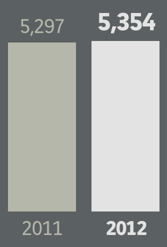
Concessions

VINCI Autoroutes Page 36

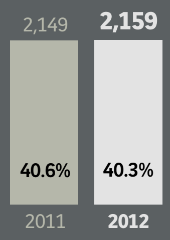
VINCI Concessions Page 50

With a 4,385 km network, VINCI Autoroutes operates half of France's motorways under concession. VINCI Concessions develops and operates a unique portfolio of transport infrastructure and public facility concessions in some 20 countries.

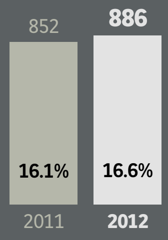
Revenue [1]
(in €m)



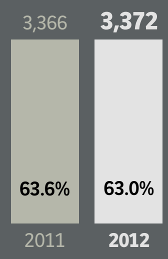
Operating income from ordinary activities [2]
(in €m and as a% of revenue [1])



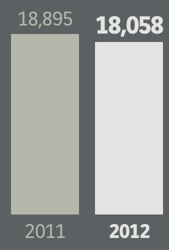
Net income attributable to owners of the parent [2]
(in €m and as a% of revenue [1])



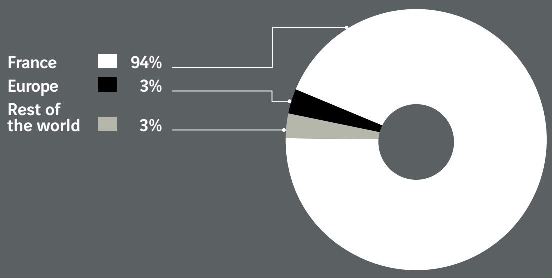
Cash flow from operations [3]
(in €m and as a% of revenue [1])



Net financial debt [2] [4]
(in €m)



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

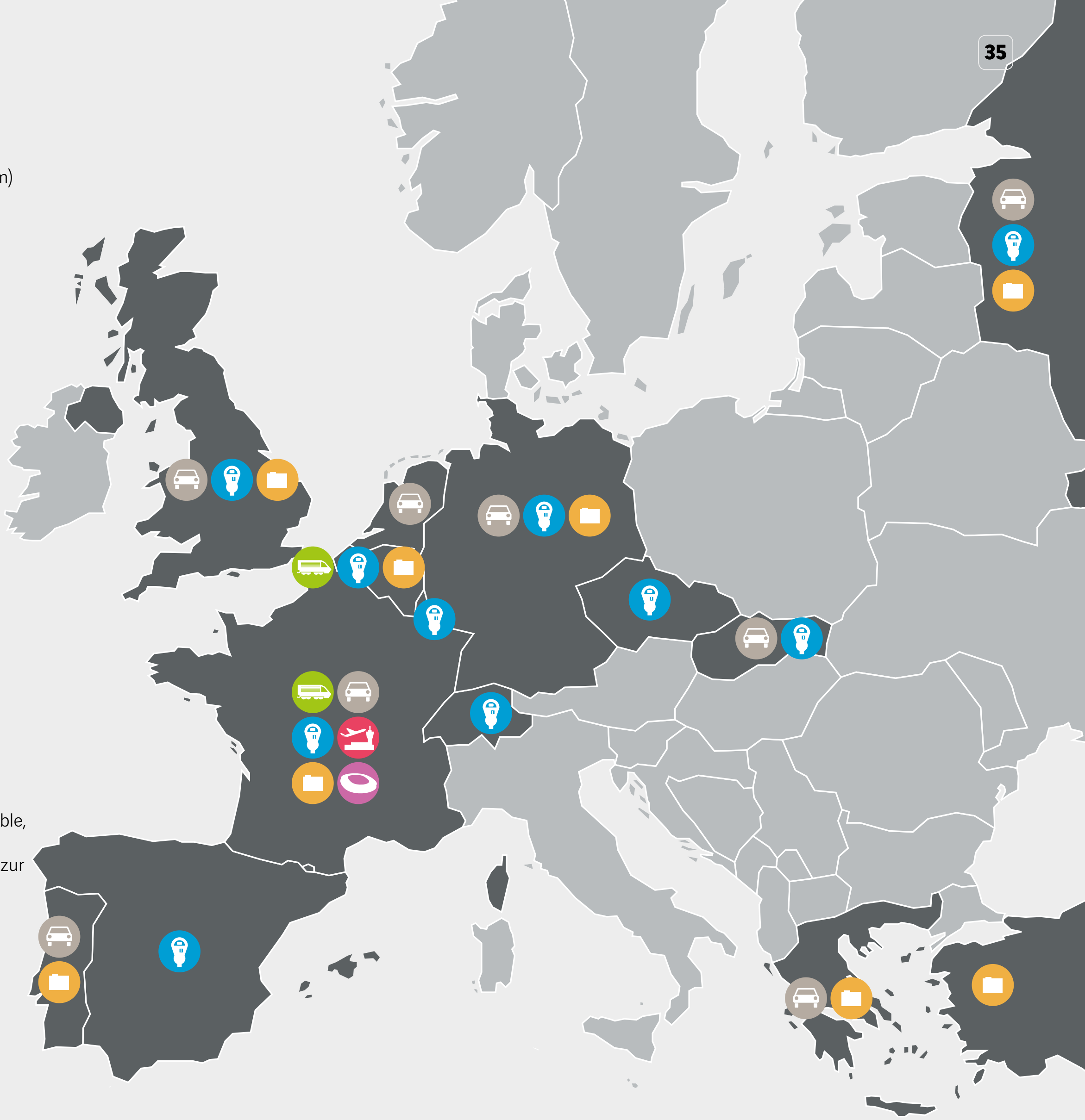


(1) Excluding concession subsidiaries' works revenue.
(2) Including ASF Holding and Cofiroute Holding.
(3) Before tax and financing costs.
(4) At 31 December.

VINCI's concessions worldwide

Infrastructure	Description	Country	Share capital held	End of contract
Motorway and road infrastructure	**Network under concession**			
ASF network (excl. Puymorens tunnel, 5 km)	2,709 km	France	100%	2033
Cofiroute network (excl. A86 Duplex tunnel, 11 km)	1,100 km	France	83%	2031
Escota network	459 km	France	99%	2027
Arcour (A19)	101 km	France	100%	2070
Openly, Lyon	10 km	France	100%	2013 (1)
R1 (PR1BINA) expressway	52 km	Slovakia	50%	2041
A-Modell A4 motorway	45 km	Germany	50%	2037
A-Modell A5 motorway (2)	60 km	Germany	50%	2039
A-Modell A9 motorway (2)	46.5 km	Germany	50%	2031
Newport Southern Distributor Road	10 km	United Kingdom	50%	2042
Hounslow district road network	432 km of roadways and 763 km of footpaths	United Kingdom	50%	2038
Isle of Wight road network	821 km of roadways and 767 km of footpaths	United Kingdom	50%	2038
Moscow–St Petersburg motorway (2)	43 km	Russia	39%	2040
Athens-Tsakona motorway (2)	365 km	Greece	30%	2038
Maliakos-Kleidi motorway (2)	240 km	Greece	14%	2038
Fredericton-Moncton Highway	200 km	Canada	25%	2028
Trans Jamaican Highway	34 km	Jamaica	13%	2030
Road bridges and tunnels				
A86 Duplex tunnel	Rueil Malmaison–Jouy en Josas/Versailles (11 km)	France	83%	2086
Tunnel du Puymorens	Tunnel in the Pyrenees (5 km)	France	100%	2037
Prado Carénage tunnel	Tunnel in Marseille	France	33%	2025
Prado Sud tunnel (2)	Tunnel in Marseille	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 Lyon	France	35%	2038
GSM-Rail (2)	Wireless communication system over 14,000 km of rail lines	France	30%	2025
SEA HSL (2)	High-speed rail line (302 km) between Tours and Bordeaux	France	33%	2061
Parking facilities				
VINCI Park	1.5 million spaces, of which 0.4 million under concession or freehold	World	100%	(4)
Car Rental Center, Nice-Côte d'Azur Airport	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 2013 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 (MMArena)	25,000 seats	France	100%	2043
Nice stadium (Allianz Riviera) (2)	35,000 seats	France	50%	2040
Bordeaux stadium (2)	40,000 seats	France	50%	2045
Dunkerque arena (2)	10,700 seats	France	50%	2040
Public lighting in Rouen (Lucitea)		France	100%	2027
Public lighting in Goussainville		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) 26.4 years: average weighted residual term for the current net value of each of the contracts for the 353,000 spaces under concession.
(5) See Note H to the consolidated financial statements.



Europe

Germany
Toll Collect (motorway toll system)
14,000 parking spaces
A-Modell A4 motorway
A-Modell A5 motorway
A-Modell A9 motorway

Belgium
Liefkenshœk rail link, Antwerp
56,000 parking spaces

Spain
65,000 parking spaces

France
ASF network
Cofiroute network
Escota network
A86 Duplex tunnel
Arcour (A19)
Openly, Lyon
Prado Carénage tunnel
Prado Sud tunnel
Truck Étape
Rhônexpress
450,000 parking spaces
Stade de France
Le Mans stadium
Nice stadium
Bordeaux stadium
Dunkerque arena
9 airports: Chambéry, Clermont Ferrand, Dinard, Grenoble, Nantes (3), Quimper, Rennes
Car Rental Center, Nice-Côte d'Azur Airport
GSM-Rail
SEA HSL Tours–Bordeaux
Public lighting, Goussainville
Pubic lighting, Rouen

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

Luxembourg
53,000 parking spaces

Netherlands
Coentunnel

Portugal
Two bridges over the Tagus

Czech Republic
39,000 parking spaces

United Kingdom
Newport Southern Distributor Road
Severn Crossings
122,000 parking spaces
Hounslow district road network
Isle of Wight road network

Russia
900 parking spaces
Moscow-St Petersburg motorway

Slovakia
3,000 parking spaces
R1 (PR1BINA) expressway

Switzerland
6,000 parking spaces

Turkey

Rest of the world

Cambodia
3 airports

Canada
Fredericton-Moncton Highway
Confederation Bridge
138,000 parking spaces

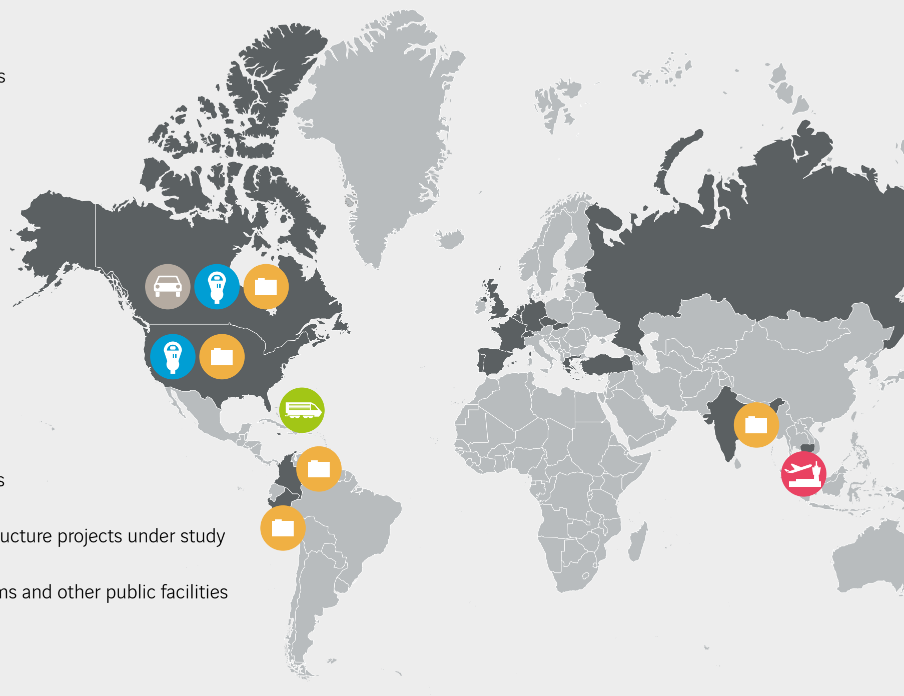
Colombia

United States
566,000 parking spaces

India

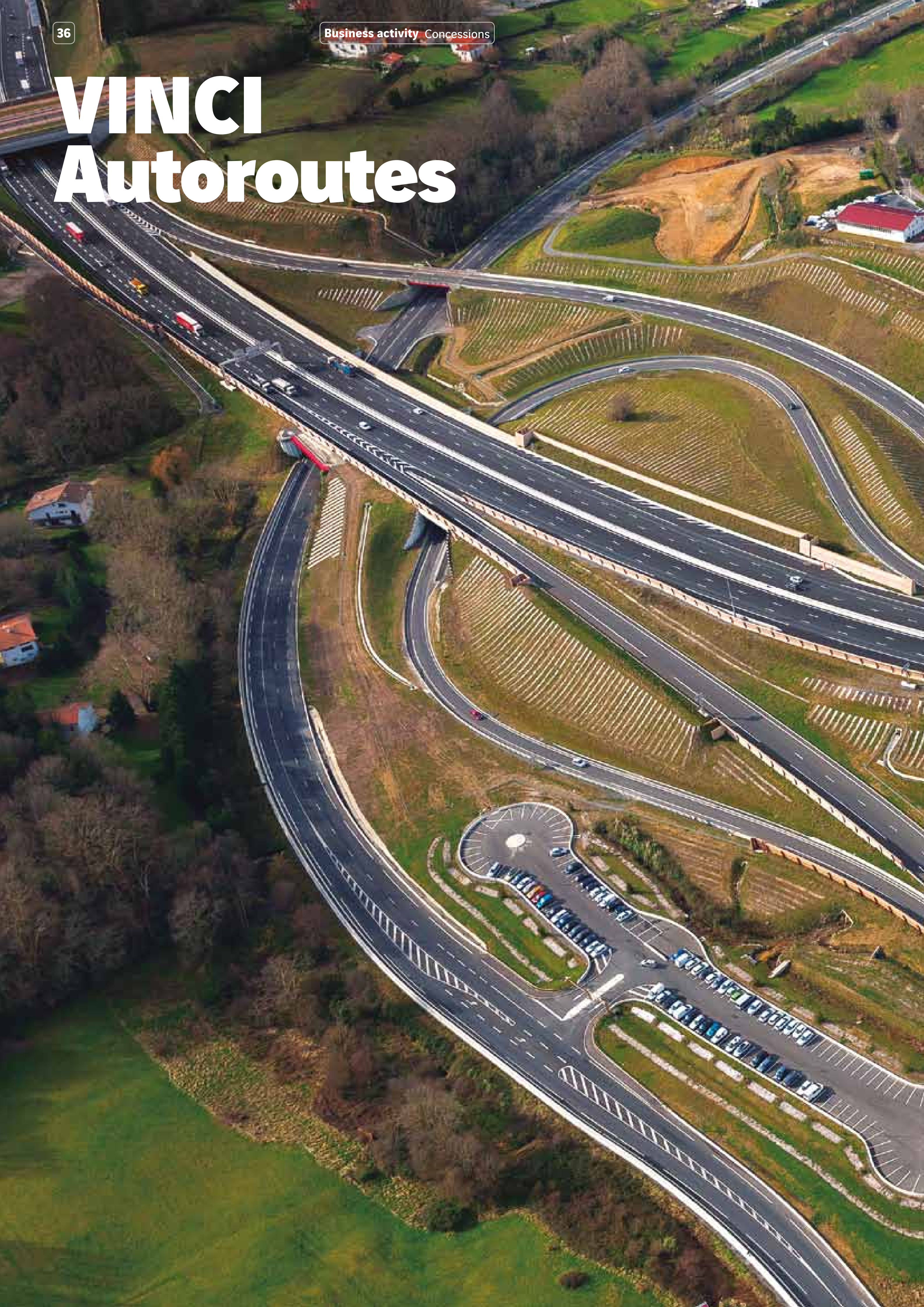
Jamaica
Trans Jamaican Highway

Peru



Rail infrastructure
Motorway and road infrastructure
Parking facilities
Airports
Infrastructure projects under study
Stadiums and other public facilities

VINCI Autoroutes



Profile

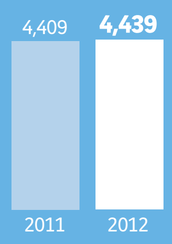
With a network of 4,385 km under concession, VINCI Autoroutes is Europe's leading motorway operator. Its four concession operating companies – ASF, Cofiroute, Escota and Arcour – serve the south and west of France, representing half of France's total motorway network under concession.
VINCI Autoroutes' motorways carry 2.2 million customers a day and have 1.7 million electronic toll subscribers. Drivers cover 46 billion km annually on VINCI Autoroutes motorways, representing almost 800 million toll transactions.
VINCI Autoroutes invests massively – €6.5 billion over the last six years – in extending and modernising motorway infrastructure to improve safety and reduce its environmental footprint. This investment creates short-term economic activity while improving mobility and access to the different regions, thereby contributing to their growth. It goes hand in hand with a service-based policy that improves traffic flow and driver comfort and hence safety on the motorway, reinforcing the appeal of VINCI Autoroutes' networks.

Traffic

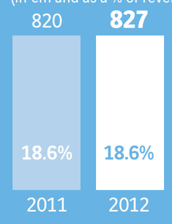
	2012 (in millions of kilometres travelled)	2012/2011 change on a stable network
ASF	28,290	-1.5%
Escota	6,636	-1.2%
Cofiroute	10,802	-2.4%
Arcour	267	+0.7%
Total	**45,995**	**-1.7%**

VINCI's motorway concessions in France

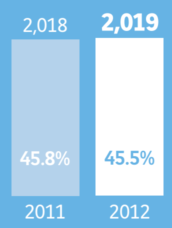
Revenue (1)
(in €m)



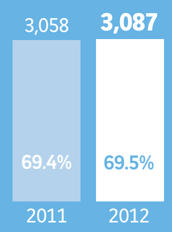
Net income attributable to the owners of the parent (2)
(in €m and as a % of revenue (1))



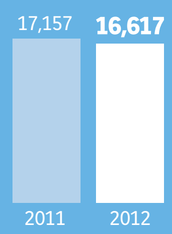
Operating income from ordinary activities
(in €m and as a % of revenue (1))



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

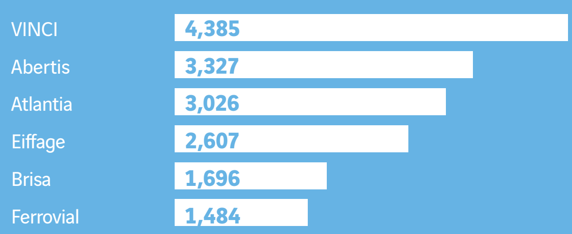


Net financial debt (2) (4)
(in €m)



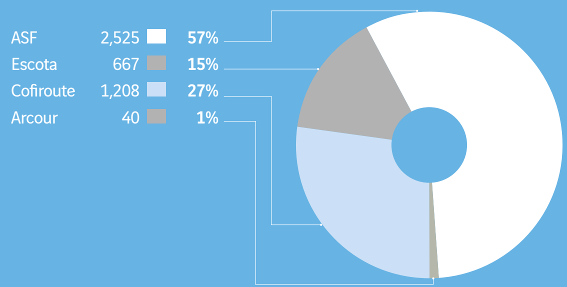
(1) Excluding concession subsidiaries' works revenue.
(2) Including ASF Holding and Cofiroute Holding.
(3) Before tax and financing costs.
(4) At 31 December.

Motorway networks under concession in Europe
(in km (*))



(*) Sources: internal studies and company literature.

Revenue by network (1)
(in €m and as a %)



Jean-Bernard Devernois

Chairman of the Roanne Loire Nord Chamber of Industry and Commerce

"To legitimately claim its position as the western gateway to the Lyon urban area, Roanne needed an **effective transport link.** The A89 gives it just that."

In January 2013, the last section of the A89 motorway leading in to the Lyon urban area was inaugurated. This transversal artery on which construction began in 1990 puts Lyon just five hours and 15 minutes from Bordeaux and establishes a link between areas determined to develop their potential, such as Le Roannais.

The A89 has established a direct motorway link between Bordeaux, Clermont Ferrand and Lyon. What are the benefits it brings to an area like Le Roannais?
Roanne flourished in the first half of the 20th century because of its location as a double hub, on the N7 express road link and the Paris–Lyon–Mediterranean rail line. In the 1960-1980 period, the routing of the A6 motorway and then the TGV high-speed rail line through Mâcon weakened its position. During this period, the city also had to undertake an industrial reconversion against the backdrop of crisis in the textile and mechanical engineering sectors, and the phenomenon of globalisation. Roanne has now found a new balance for its activities, which have been diversified and strengthened. The over-concentration on industry has been corrected by the arrival of service activities and Roanne companies have gained in value-added by focusing on the top end of their markets. But the problem of accessibility remained. To legitimately claim its position as the western gateway to the Lyon urban area, Roanne needed an effective transport link. The A89 motorway gives it just that, with a magnificent, fluid and reliable road layout.

What immediate and medium-term impacts is the new road link expected to have on the area's economic fabric?
Companies in the area will be more easily able to attract executives, which will help consolidate its service-sector reconversion. Our universities will also benefit from better mobility and the road layout has revealed the charm of our landscapes. Tourist activity – coupled with our gastronomic tradition – is bound to take advantage of the new situation. For the Lyon area, the A89 opens up opportunities to the west that it struggled to exploit given inadequate infrastructure. It will help the establishment of decentralised entities in the Roannais area's attractive land base.

The A89 is often described as the "consultation" motorway. Would you agree with this?
The term strikes me as absolutely justified. First, there was close consultation between political decision-makers, the chamber of commerce network and companies in the area. In Le Roannais, all the stakeholders, including environmental protection non-profits, believed that the motorway would be a genuine asset if well designed and built. Secondly, ASF played a major role by doing the work required to really bring the area together and take all its aspects into account so that all the parties would adhere to the project.

Sound performance and sustained investments

In 2012, VINCI Autoroutes continued to invest in extending and modernising its networks and rolled out new services while also optimising its operating performance.

Economic performance

Despite tough economic conditions leading to an unprecedented fall in traffic over the whole of the French motorway network, VINCI Autoroutes' revenue increased 0.7% to €4.4 billion in 2012.

Traffic levels fell due to weak economic trends, unfavourable weather conditions in the first half of the year and persistently high fuel prices. Light vehicle traffic contracted 1.4% while heavy vehicle traffic fell 3.5% as economic stagnation in France and the recession in southern Europe depressed both national and international trade. Against this backdrop, the slight increase in toll revenue came from two factors: ramp up, as forecast, of the A86 Duplex in the Paris region, which was brought into service in 2011 and accounted for 0.2% of the increase; and the effect of contractual price rises, which compensated primarily for the substantial investments made under the motorway operators' master plans (2.1%).

Cash flow from operations before tax and financing costs rose from 69.4% in 2011 to 69.5% in 2012. This was partly the result of the productivity gains generated by automation of toll collection, which now accounts for 95% of transactions, but was mainly due to the work begun several years ago to develop collaboration between VINCI Autoroutes' various companies and the continuous investment to optimise motorway services. The efforts already made in management of electronic toll collection (ETC), purchasing and information systems were supplemented by the growing convergence in organisation and operating methods between the different networks. Over the next few years, this convergence will lead to further optimisation of VINCI Autoroutes' operating performance in economic terms, but also in terms of the service offered to users.

Investment and debt

VINCI Autoroutes' investment remained at a very high level, totalling €1.1 billion in 2012. Apart from network extension and modernisation as stipulated in contracts, further investment was made under the green motorway package *(see p. 45)*. In accordance with the commitments made to the concession grantor, this package will come to an end in spring 2013. All programmes combined, the works contracted by VINCI Autoroutes to companies in the construction sector provide employment for approximately 7,500 people every year, i.e. the equivalent of the company's workforce. Taking all networks into account, these jobs make a significant contribution to supporting economic activity in the different regions.

The quality of VINCI Autoroutes' operational performance and the resilience of its business model are supported by prudent debt management, in line with VINCI Group policy. In July 2012, ASF signed a five-year syndicated credit facility of €1.8 billion, replacing one due to expire in December 2013.

At 31 December 2012, the net financial debt of the motorway companies, including holding companies, came to €16.6 billion, compared with €17.2 billion at 31 December 2011.

Infrastructure

New sections

A89. The inauguration on 19 January 2013 of the 53 km Balbigny–La Tour de Salvagny section marked the completion of the massive A89 motorway project between Bordeaux and Lyon *(see p. 8)*. After 16 years of works financed by ASF, this transversal 500 km artery linking the Atlantic seaboard to the Rhone Valley has now been brought into full service, reducing travel time from the outskirts of Lyon and the city of Bordeaux to five hours 15 minutes. Building the last section represented a €1.5 billion investment for ASF and four years of works, including construction of five interchanges and a junction, eight viaducts (cumulative length 2,150 metres), 108 standard bridges and tunnels and three twin-tube tunnels (a total of 5,700 metres). After completion of civil engineering and road building works, work in 2012 consisted primarily of installing safety and operating equipment, particularly in the three tunnels, and preparing for entry into service. Operation of the new section, facilitated by feedback from the experience gained in the many motorway tunnels built and managed by VINCI, is handled by teams recruited entirely through internal transfers.

01 Rollout of the new equipment (automatic incident detection, CCTV, etc.) helps guarantee customer safety.
02 A total of 322 of the 444 rest and service areas in the VINCI Autoroutes network were upgraded as part of the green motorway package.

01

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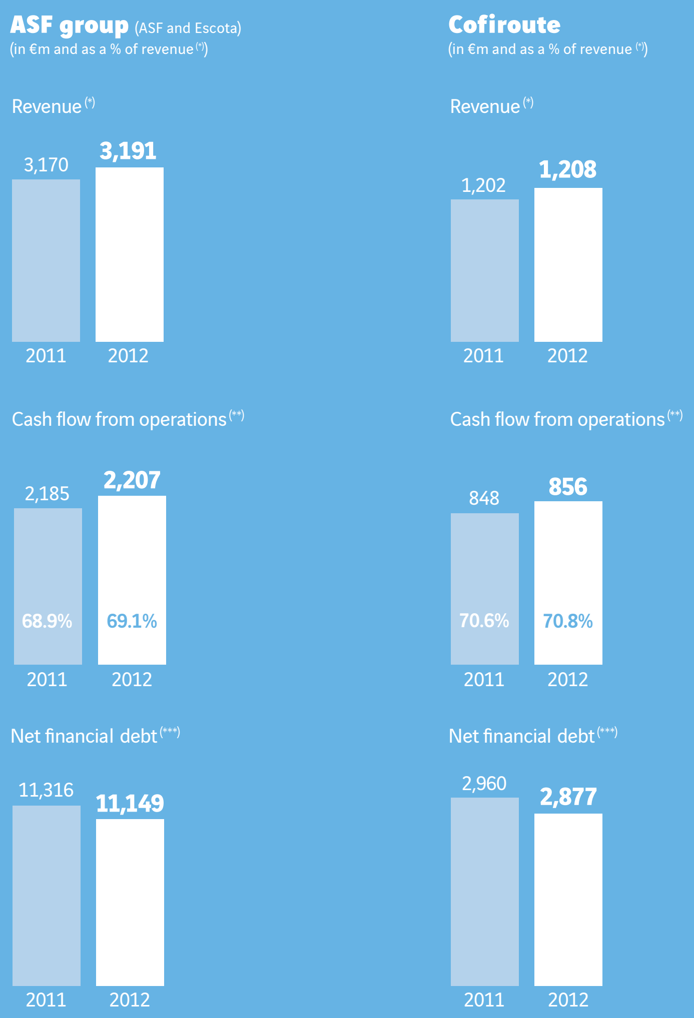
Throughout the entire duration of the project, the teams collaborated in a very proactive manner with stakeholders concerning biodiversity conservation, in particular. The measures conceived and put in place with local nature protection non-profits included two innovative programmes. The first concerned protecting the white-clawed crayfish, which entailed raising several hundred specimens taken from local streams in an artificial habitat before reintroducing them into the natural environment. The second programme focused on protection of bats and entailed building two experimental crossings above the motorway.

A9 Montpellier. The displacement of a section of the A9 to bypass Montpellier, a project confirmed in 2011 following a public consultation process, is one of the main investment projects for VINCI Autoroutes' networks over the next few years. It entails building a new 12 km section and redeveloping 13 km of existing sections. Studies, land release procedures and preliminary work started in 2012, with the aim of bringing the new double section into service on 31 December 2017.



(*) Excluding concession subsidiaries' works revenue.
(**) Before tax and financing costs.
(***) At 31 December.

Widening projects

A63. In early July 2012 ASF completed work on the Basque Coast motorway to widen an 18 km section between Ondres and Biarritz into a three-lane dual carriageway significantly ahead of the contractual deadline. Work on a second 22 km section between Biarritz and the Spanish border depends on the outcome of negotiations between the French state and local government authorities concerning the Saint Jean de Luz interchange. Upgrading these two sections represents a total investment of €700 million.

A9. ASF continued with major widening work on the A9 on the approach to the Spanish border. Progress made on a first 14 km section (Perpignan Nord–Perpignan Sud) enabled partial opening of a third lane over 10 km, with full entry into service of the three-lane dual carriageway scheduled for June 2013. For the second section (Perpignan Sud–Le Boulou), completion of studies and preliminary procedures will allow launch of the first works phases in 2013.

A50. The widening project for a 21 km section between La Ciotat and Bandol, launched at the beginning of 2011 and representing an investment of €91 million, was successfully completed by Escota in less than two years.

Cofiroute network. Studies are under way for widening sections carrying heavy traffic on the A71 between the junctions with the A85 and the A20 (5 km); on the A10 between the Chambray interchange and the junction with the A85 (6 km); and between the junctions with the A19 and the A71.

Upgrading projects

VINCI Autoroutes companies launched or continued several network upgrading projects in 2012, the most notable being:
- construction of a new interchange north of Angers on the A11, for the ASF network;
- redevelopment of the Gatignolle interchange near Angers on the A11, for the Cofiroute network;
- upgrading of the junction with the A52 on the A50 and the Nice West access on the A8, for the Escota network.

In addition, in 2012, Escota completed the safety upgrade programme (apart from the final finishing works) for all the tunnels in its network, which represented an investment of close to €400 million over a decade.

01 Escota completed the safety upgrade programme for all the tunnels in its network.
02 The "men in yellow", the most visible link in the safety chain, participate in the awareness-raising actions regularly conducted in the network's rest and service areas.

Examples of the green motorway package

Seven water protection zones were implemented by ASF on the A10 close to drinking water intakes, primarily in Charente-Maritime. The tanks built receive runoff and accidentally polluted water, which is then treated in specialised units.
Two carpooling parking facilities with 75 places each were brought into service in 2012 by Cofiroute on the outskirts of the Paris region, at the Ablis (A11) and Allainville (A10) toll plazas. By the end of December, 605 parking places had been created on VINCI Autoroutes' networks.
Seventy escape routes for wild boar were designed and installed by Escota alongside its network, in collaboration with hunters' associations.
These one-way crossings allow animals that have managed to penetrate into the fenced-off area alongside the motorway to escape back into the natural environment.

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Lastly, Cofiroute and ASF launched the first phase of works in connection with construction of the Tours–Bordeaux SEA high-speed rail line project *(see p. 62)*, which involves 24 points of contact with the A10 motorway. Similar works were started on the interfaces between the Cofiroute network and the future Bretagne-Pays de la Loire high-speed line.

Green motorway package

Over 40% of the investment scheduled as part of the green motorway package was made in 2012. This innovative package, which is a return to the "adossement" system of concession companies financing additional investments that were not initially included in their contracts, has made it possible to launch a wide-ranging programme that entails environmental upgrading of the older sections of motorway companies' networks in return for a one-year extension of the signatories' concession contracts. The green motorway package is unique both in terms of its contractual framework and the scale and speed of execution of the works. Between signature of the package in the first quarter of 2010 and its completion in the spring of 2013, VINCI Autoroutes will have financed, studied, implemented and completed an investment programme totalling €750 million.

Organised around five component parts (protecting water resources; protecting nearby residents from noise; conserving biodiversity; eco-refurbishment of rest and service areas; and reducing CO_2 emissions), the green motorway package has involved 1,800 projects over the whole VINCI Autoroutes network.

Hydraulic infrastructure, noise barriers, crossings for animals, wastewater treatment units, source-separated waste collection in rest and service areas, parking facilities for carpooling, no-stop electronic toll collection (ETC) lanes: these works, spread out over the whole VINCI Autoroutes network have made it possible to upgrade older sections to the environmental standards applied to more recent sections. During the three years of work, 6,000 direct jobs were created, together with the same number of indirect jobs.

VINCI Autoroutes' environmental commitment applies not only to motorway infrastructure but also to operation. All the concession companies' regional offices have obtained ISO 14001 certification. Aside efforts to reduce the environmental impact of their activities, VINCI Autoroutes companies devote substantial resources to the upkeep of the natural environment in the 20,000 hectares of green spaces alongside its motorways by practising responsible management of this land.

Safety

Safety on the motorways

The key priority of VINCI Autoroutes, and one that governs all its operations, is to guarantee the safety of its customers on motorways. The most visible link in this chain is the 2,300 employees working for the viability-safety division (the "men in yellow"), who are permanently present on the networks. In 2012, they installed 27,230 work-in-progress markers, removed 77,708 bulky objects from traffic lanes and carried out 61,775 interventions with customers whose cars had broken down or been involved in accidents. They are part of a chain of information and intervention coordinated by the control centres, which ensure a rapid response to any incident by mobilising the appropriate resources, in liaison with the public services responsible for safety. This human and technical organisation is particularly effective during the winter viability campaigns, which every year mobilise 2,000 employees and 403 gritting and snow-removal machines.

Aside scheduled operations to maintain infrastructure to the highest standards, driver safety is also enhanced by installation of new equipment such as video, automatic incident detection and warning displays. Other safety measures involve speed regulation systems governed by traffic density, deployed in coordination with the government on sections with particularly heavy traffic and in periurban areas.

The VINCI Autoroutes Foundation for Responsible Driving

The VINCI Autoroutes Foundation for Responsible Driving has set itself the goal of changing attitudes and behaviour concerning road safety and helping advance knowledge in this field. To carry out this dual mission, the Foundation conducted numerous awareness-building actions in its second year of existence. These actions took place either as part of national campaigns (heavy vehicle safety days, national sleep awareness day, the safety for bikers operation during the Motorbike Grand Prix in France, the "Adopt the breathalyser reflex" operation, and the campaign to ensure the safety of the "men in yellow", etc.), or as regional and local operations carried out with VINCI Autoroutes operating entities and special events organised on the network (the Etapes Estivales et Hivernales summer and winter events, in particular). Using a budget of €2 million a year, the Foundation also supports non-profit and community projects sponsored by VINCI Autoroutes employees that help combat unsafe driving practices. In the field of research into road risk, the Foundation has published the full results of an extensive scientific survey coordinated by the Raymond-Poincaré hospital in Garches (near Paris) on the problem of drivers nodding off at the wheel, which is responsible for 40% of fatal accidents on motorways. Fifteen years after a first study on this topic, the data gathered highlighted the increasing sleep deficit of French drivers, particularly before the big summer holiday migrations. In partnership with the non-profit organisation Ferdinand, chaired by the actor Patrick Chesnais, the VINCI Autoroutes Foundation has also designed a collaborative multimedia platform – "Roulons Autrement" (A new way of driving) – aimed specially at raising the awareness of younger drivers. The platform has been online since 15 January 2013 on www.roulons-autrement.com and also on social media (Facebook and Twitter).

Workplace safety for employees

VINCI Autoroutes has a proactive policy of preventing workplace accidents, strongly supported by management and rolled out with all front-line employees, in particular through prevention visits, the regular 15-minute safety sessions and systematic analysis of high-risk situations. These efforts have led to an improvement in safety results, with a work accident frequency rate, all operating entities combined, of 9.85 in 2012, compared with 11.63 in 2011 – ASF, for instance, achieved the lowest frequency rate in its history.

01 Radio VINCI Autoroutes sets the standard for the accuracy and rapid response of its traffic information.
02 201 no-stop (30 km/h) ETC lanes are in service on the VINCI Autoroutes network.
03 The VINCI Autoroutes smartphone application has been downloaded 450,000 times since it was launched in 2011 and is used regularly by over 300,000 customers.
04 The VINCI Autoroutes Foundation for Responsible Driving conducted numerous awareness-raising actions. During the "Adopt the breathalyser reflex" operation, 100,000 free breathalyser kits were distributed.

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VINCI Autoroutes acts with the same determination in its role as prime contractor for the thousands of work projects carried out by partner companies on its networks. The "100% worksite safety" initiative launched in March 2012 aims to achieve zero accidents on worksites and in motorway operation. Some 350 VINCI Autoroutes employees responsible for prime contractor assignments received specific training during the year. VINCI Autoroutes has introduced new rules in its contracts covering management of safety on worksites, with penalties for non-compliance, the aim being to improve safety for both staff and customers when work is being carried out without interruption to traffic.

Services

Electronic toll collection and remote assistance

VINCI Autoroutes plays an active role in development of electronic toll collection (ETC), which simplifies journey management and offers time savings for motorists. Supported by simple and effective communication, VINCI Autoroutes' ETC sales platform enabled the sale of 364,000 new transponders (tags) in 2012. A record was set during the summer, with 45,127 tags sold in July alone. At the end of the year, the total number of tags in service for light vehicles came to 1.7 million units, an increase of 12% over the previous year. The appeal of ETC was reinforced by new no-stop toll lanes (vehicles pass through at 30 km/h). These lanes, which offer a number of advantages in terms of driver convenience, traffic flow, fuel savings and lower greenhouse gas emissions, are currently being installed at the main toll plazas on the VINCI Autoroutes network. The creation of dedicated lanes entails substantial work on the barriers themselves to guarantee optimal safety for customers and operational staff. At end 2012, 201 dedicated lanes were in service on the VINCI Autoroutes network, and 136 million transactions were recorded during the year. The development of ETC for subscribers goes hand in hand with modernisation of toll plazas and installation of automated lanes equipped with all-payment terminals linked to VINCI Autoroutes' remote assistance services.

01

Fifteen remote-operation centres employing almost 200 specially trained operators, totally integrated within the operations organisation, cover all VINCI Autoroutes' motorways. The increasing automation of toll collection is bringing change to the traditional role of toll attendants, who now work more in customer relations and in the technical maintenance of toll equipment, thus protecting jobs.
For every 100 transactions recorded on VINCI Autoroutes' networks in 2012, 42 were paid by ETC tags and 53 in other automated lanes.

Rest and service areas

In parallel with the eco-refurbishment programme conducted on 322 of the 444 rest and service areas in the network as part of the green motorway package, VINCI Autoroutes carried out works to significantly increase quality of service: new restroom buildings equipped with eco-friendly flush mechanisms and automated disinfection systems, refurbishing of green spaces and new picnic equipment, redesigned pathways and easier access for people with disabilities. This redevelopment work, carried out simultaneously at the great majority of sites, has enhanced the quality of service offered to customers using VINCI Autoroutes networks.
VINCI Autoroutes continued with work to broaden the range of services available to customers in its service areas. As the operating contracts for commercial facilities reach their term, new well-known high-street brands, such as McDonald's, Hippopotamus, Paul or Flunch are appearing on the networks. VINCI Autoroutes is also renovating buildings and enhancing safety in outdoor spaces, particularly by separating circulation of light and heavy vehicles.
VINCI Autoroutes organises special events in its rest and service areas during holiday periods to encourage travellers to take regular, relaxing breaks. The 2012 Etapes Estivales (summer events) mobilised a thousand or so employees in organising 2,800 days of special events on some 50 rest and service areas, on the themes of the environment, sport, culture and safety, in partnership with Radio VINCI Autoroutes and the VINCI Autoroutes Foundation for Responsible Driving.
On the same principle, events were organised for the Easter, All Saints' Day (1 November) and Christmas holidays – an opportunity for VINCI Autoroutes to present the equipment used in the winter viability campaign and raise motorists' awareness of best practices in winter driving.
Lastly, VINCI Autoroutes is increasing its capacity to accommodate heavy goods vehicles at its rest and service areas. An additional 334 parking spaces were created in 2012 (on the A8, the A63 and the A85), including 50 or so in a secure new truck park in Labenne (A63) in the Landes region. Information about the availability of heavy goods vehicle parking spaces in rest and service areas, using panels gradually installed on the network upstream of these areas, enables better organisation of working and resting time for HGV drivers and their employers.

01 During holiday periods, VINCI Autoroutes organises many events in rest and service areas on its networks to encourage travellers to take a break.

Customer information and services

Radio VINCI Autoroutes, created in 2011, proved its full worth in 2012. The cost savings generated from combining the former Cofiroute and ASF-Escota radio stations were reinvested in a broader array of programmes, in increasing the station's broadcasting resources and developing information and services. Radio VINCI Autoroutes covers the 4,363 km of motorways in service and is both a general-interest radio station offering quality programmes – with a uniform editorial line and sound signature across all the networks – and a motorway radio service that sets the standard for the accuracy and rapid response of its traffic information. Broadcasting architecture and regional relays were designed to provide listeners with the most accurate local information and continuity throughout their journey.
Close collaboration between the journalists and the operational teams, who share the same culture and use the same traffic-monitoring tools, helps optimise the speed at which information is broadcast, particularly for notification of incidents.
The VINCI Autoroutes application for smartphones contributes to greater safety on the networks by giving users real-time information on traffic conditions (traffic on the route chosen, tailbacks, motorway works, etc.) and also allows users to notify an accident; after verification, the information is broadcast on other motorway media. The VINCI Autoroutes application also informs users about the services available on upcoming rest and service areas, enabling them to assess these services and access comments made by the user community.
The VINCI Autoroutes application, an innovative tool for assisting travel that was supplemented by new functions for the 2012 version, has won the approval of the motorway industry and attracted many users. With almost 450,000 downloads since its launch in 2011, it is used regularly by over 300,000 customers.
The 3605 number is VINCI Autoroutes' new customer service. Launched in October 2012, it supplements the radio and Internet services. This single and easy to memorise number allows users to contact a VINCI Autoroutes adviser, on a 24/7 basis, to prepare their trip through information about weather and traffic on the chosen route, advice about the best itinerary, information on ETC and the cost of a journey, and even notify the operator about an incident. The 3605 number is staffed by VINCI Autoroutes employees, mostly former toll attendants, who are specially trained and use tools specifically developed for this purpose. In the first weeks following its launch – publicised by Radio VINCI Autoroutes – the 3605 number received and handled several hundreds of calls a day (37,135 altogether in the first three months of operation).

International

Germany

Toll Collect, in which Cofiroute has a 10% stake, developed the toll system for heavy vehicles covering the entire German motorway network (12,800 km) and has been operating it since 1 January 2005. The system uses satellite technology coupled with GSM links via on-board terminals. After extension of the system to Austria in 2011, in partnership with the Austrian motorway operator Asfinag, Toll Collect extended its coverage to 1,135 km of A-roads in Germany, at the request of the Federal government. The tolls collected on behalf of the German government amounted to €4.4 billion. The decision on settling the dispute between the government and Toll Collect relating to late start-up of the project had not been resolved by the end of 2012.

United States

Cofiroute USA operates the 35 km 91 Express Lanes urban toll motorway in California, which is equipped with a fully automated price modulation, barrier-free system. Talks are in progress to extend the operating contract to a neighbouring motorway in Riverside County. In Minnesota, Cofiroute USA operates an innovative toll system on high occupancy and toll (HOT) lanes on the I-394 and I-35W motorways in the Minneapolis urban area, which is free for carpooling vehicles while solo drivers pay a toll.

In other international projects, VINCI Autoroutes has also contributed its expertise to motorway projects being developed by the Group in Russia (the Moscow–St Petersburg motorway, *see p. 59*) and several other countries where calls for tender are under way.

Outlook

The lack of visibility for economic conditions in France and Europe at the end of 2012 prevents accurate forecasting of traffic volumes in 2013. They will be bolstered by greater use of the last link in the A89 towards Lyon and the most recent infrastructure (the A86 Duplex in the Paris region, A19).
In view of the expected impact of bringing new sections and infrastructure into service and contractual toll increases, toll revenue should rise slightly in 2013. At the same time, the impact of synergies between VINCI Autoroutes networks, which generate economies of scale and help optimise operating performance, should allow it to maintain Ebitda margin at a level similar to that achieved in 2012.
In compliance with the commitments made in their master plans, VINCI Autoroutes motorway companies estimate that they will spend around €850 million on widening and upgrading work on their networks in 2013. Improving safety, traffic flow and driver convenience on its motorways while reducing their environmental footprint creates long-term value for government authorities.
In parallel, VINCI Autoroutes will pursue its policy of developing motorway services. Its investment in new-generation ETC, motorway information services, travel optimisation services and the quality of customer service in its rest and service areas reinforce the appeal of its networks, and therefore the advantages of using the motorway as opposed to other types of road.

VINCI Concessions

Profile

VINCI Concessions supports its concession-granting partners in the design, financing, programme management, operation and maintenance of major public infrastructure and amenities in countries around the world. Its expertise is built on the daily, local contact of its operating teams with users and customers, enabling it to better understand and meet their expectations through innovative services and application of the highest standards of quality.

This focus on the end customer, which informs VINCI Concessions' approach at all stages of projects and infrastructure life cycle, is supplemented by an ongoing determination to respond to the concerns of all stakeholders. This optimises the integration of engineering structures into their surroundings, whether in environmental, economic or social terms.

Airports. With the acquisition of ANA(*), VINCI Airports will be strengthening its presence in the airport concession market. The subsidiary, which will be managing 23 airports around the world (10 in Portugal, 10 in France and three in Cambodia) will handle over 40 million passengers a year, 15 million of them at the Lisbon hub.

Road infrastructure. VINCI Concessions currently operates or is building over 1,000 km of motorways, together with road bridges and tunnels, in seven European Union countries and also in Russia and Canada. Its constant concern is to optimise the operation of the infrastructure so as to satisfy users to the highest possible levels.

Parking. VINCI Park is the world's leading operator of parking facilities, with the most comprehensive offer in the market. It is active in 13 countries, mainly in Europe and North America, with 1,514,000 on-road and off-road parking spaces (in 2,600 car parks), under nearly 2,500 concession or service contracts.

Rail infrastructure. In France, VINCI Concessions holds the concessions for the SEA Tours–Bordeaux high-speed line, the GSM-Rail digital communication network and the Rhônexpress link between Lyon city centre and the airport. In Belgium, it holds the concession for the underground Liefkenshoek rail tunnel in the port of Antwerp.

Stadiums. In France, VINCI Stadium will be the future operator of the new Nice and Bordeaux stadiums and the Dunkerque arena under partnership contracts, and is developing a network of sports and cultural facilities that is unique in Europe. It also holds the concession and operation contracts for the Stade de France in Saint Denis, near Paris, and the MMArena in Le Mans.

(*) Contingent on fulfilment of the conditions provided for in the share disposal contract and, in particular, obtaining all the necessary authorisations from the different EU authorities.


rhônexpress
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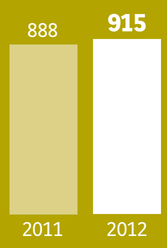
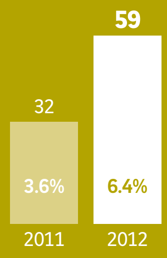
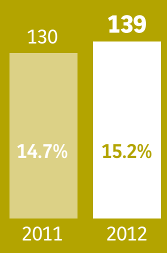
Revenue (*)
(in €m)



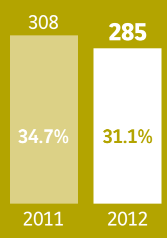
Net income attributable to owners of the parent
(in €m and as a % of revenue (*))



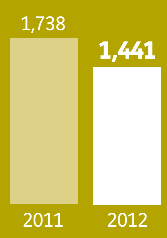
Operating income from ordinary activities
(in €m and as a % of revenue (*))



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



Net financial debt (***)
(in €m)



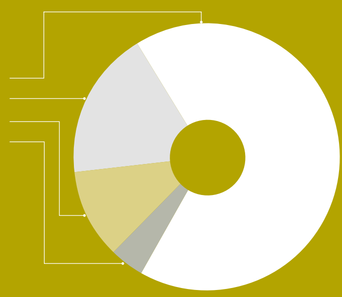
(*) Excluding concession subsidiaries' works revenue.

(**) Before tax and financing costs.

(***) At 31 December.

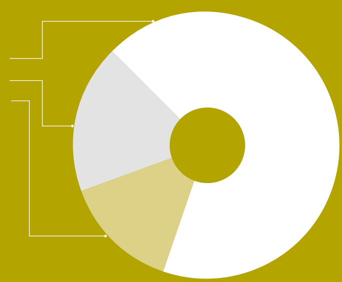
Revenue by business activity (*)
(as a percentage)

VINCI Park 67%
VINCI Airports 18%
VINCI Stadium 11%
Other concessions 4%



Revenue by geographical area (*)
(as a percentage)

France 68%
Europe 18%
Rest of the world 14%



VINCI Park and Buzzcar have joined forces to promote sustainable car use. The innovative community platform Buzzcar, launched initially in Lille and Tourcoing and currently being extended to other large cities in France, brings car owners and drivers together around a simple, secure car-rental service between private individuals.

You advise committees set up to promote innovation and technologies in a number of big cities around the globe on the issue of transport. What do you think will be the main characteristics of the mobility of the future?
It will be multimodal. Most people in the rich countries walk out of their homes and immediately climb into a car. However, they are increasingly tending to live in urban areas where the car is not always the most effective – or the fastest – way of getting around. Conversely, it is definitely the most expensive: running a car costs around €6,000 a year and this cost is constantly rising. In future, we will be able to choose our mode of transport depending on the nature of the trip: walking, cycling, metro, bus, train and, from time to time, the car, which we will pay for only when we use it. In addition, the size and characteristics of the vehicle will depend on the purpose of the trip: a one- or six-seater, a van or scooter.

Over 10 years ago, you founded Zipcar, a pioneering car-sharing service company, in the United States. What is the connection between it and the Buzzcar service in France?
With Zipcar, car-sharing is organised around rental of vehicles belonging to a fleet. When we created this service, customers often asked us: "Why can't I have the convenience of a car near my home, in my neighbourhood, in my city?" It was an economic problem: we couldn't guarantee a large enough return on investment per vehicle to be able to offer this service everywhere. With Buzzcar, individual car owners rent out their own car, so we're capitalising on the excess capacity of cars belonging to other people. A private car is unused 95% of the time on average. If a neighbour rents it once a month, it's a straightforward profit for the owner. Car-sharing can be organised everywhere, in the city or elsewhere. As for choosing France to introduce this solution, it reflects the fact that France is ahead of the USA as far as multimodal transport is concerned.

You have joined forces with VINCI Park to develop Buzzcar. Why did you make this choice?
VINCI Park car parks are everywhere – and they're full of cars just sitting there. So it was logical to think of VINCI Park in connection with a car-rental plan. I also liked the fact that VINCI Park had already begun thinking about developing services based on the new mobility solutions that are starting to emerge. Very few big companies in the automobile sector share my forward-looking vision of transport. And lastly, I must admit that I was very impressed by the quality of customer reception and service in their car parks!

"A private car is unused 95% of the time. We should capitalise on this excess capacity by **developing car-sharing!**"

Robin Chase

Founder and managing director of Buzzcar

together

New momentum in rolling out a model

Initially applied to road infrastructure and parking facilities and more recently extended to rail infrastructure, VINCI Concessions' design-build-operate model is taking on a new dimension with a stronger presence in the airport and stadium markets and the conquest of new markets outside France.

VINCI Airports

In 2012, VINCI Airports handled 9.6 million passengers, an increase of 12% compared with 2011, and generated revenue of approximately €170 million, up 17.8%. VINCI Concessions' acquisition of the Portuguese operator ANA(*) illustrates the Group's determination to make the airport sector a priority axis of its expansion. As concession company for 23 airports handling over 40 million passengers a year and generating revenue of over €600 million, VINCI Airports will have a solid base for rolling out its model of airport operator serving regions, airline companies and users.

Portugal

In line with its strategic goal of developing its airport concessions business, in 2012 VINCI announced its candidature to take over ANA, the Portuguese airports concession company, in the framework of its privatisation. On completion of the selection process, the Portuguese government chose the Group as the successful candidate to acquire the national operator. ANA, which has a 50-year concession contract, manages the country's 10 main airports, located on the mainland (Lisbon, Porto, Faro and Beja), in the Azores (Ponta Delgada, Horta, Flores and Santa Maria) and in Madeira (Funchal and Porto Santo). ANA's activities encompass management of the airports and their retail areas, together with ground handling services.

(*) Contingent on fulfilment of the conditions provided for in the share disposal contract and, in particular, obtaining all the necessary authorisations from the different EU authorities.

In 2012, these 10 airports handled more than 30 million passengers. They have recorded average growth of over 4% a year in passenger numbers over the last 10 years. Lisbon Airport, the hub of the national airline TAP, alone attracts 15 million passengers a year. It handles 25% of passengers travelling between the European Union and Brazil and also occupies a strategic position for flights to Portuguese-speaking Africa (Angola and Mozambique). All ANA's airports serve destinations with high tourist appeal and cater primarily for international passengers. Another source of business is the sizeable volume of family-related travel, since a large number of Portuguese nationals living in other EU countries make frequent visits to their home country.

The contract to acquire shares in ANA was signed on 21 February 2013. The transaction has been submitted for the approval of the European competition authorities concerned.

France

Ten airports in operation. At end 2012, VINCI Airports was chosen to take over operation of the Poitiers-Biard airport, starting 1 January 2013. This new public service management contract brings to 10 the number of French regional airports managed by VINCI Airports. Excluding Poitiers-Biard, these airports handled 5.3 million passengers in 2012, an increase of 7.6% over one year. Growth in traffic was particularly strong for the Nantes-Atlantique airport, which VINCI Airports has been operating since 1 January 2011.

As France's busiest regional airport for charter flights, Nantes Atlantique posted a 12% increase in passenger numbers in 2012, which reached a record number of 400,000 per month during the summer season. Thirty-two new routes were created in one year, to destinations in Belgium, France, Germany, Italy, Spain and the United Kingdom.

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The Grand Ouest airport. Since 1 January 2011, Aéroports du Grand Ouest, a company owned 85%, has been given responsibility by the French state, with the support of local government authorities, for the financing, design, construction and management of the new airport to serve the Nantes region. It will replace the existing Nantes Atlantique Airport. VINCI Airports continued with work to implement this project in 2012. Favourable opinions were handed down by the competent authorities on environmental procedures (Water Act and protected species) and on the programme to upgrade local access roads. All of the land needed to complete the operation has been acquired (including 85% by amicable settlement), while 30 agricultural land release agreements out of the 40 farms concerned were also signed by amicable settlement.

The new airport will reduce the number of Nantes urban area residents affected by aircraft noise from 42,000 today to just 900. The design of the new infrastructure, which complies with the requirements of the Grenelle environment law, aims to reduce energy consumption and carbon footprint to a minimum. The layout of the runways (one for landings, the other for take-off) optimises flight approach and taxiing time, while that of the terminal, whose buildings are designed to be energy positive, will divide energy consumption per passenger by three compared with an old-generation airport. Works are expected to start in 2014.

01 Three new airline companies were welcomed and two new routes set up from Siem Reap.
02 VINCI Airports' goal is to provide all the expertise needed to run an airport.
03 With the acquisition of ANA, the Portuguese national company that holds the 50-year concession contract for the country's 10 main airports, VINCI Airports is strengthening its market position.

Cambodia

Cambodia Airports, a 70%-owned subsidiary of VINCI, is the concession company for Cambodia's three international airports, serving the capital Phnom Penh, the Unesco World Heritage site of Siem Reap, near the Angkor temples, and Sihanoukville, a seaside resort and deep-water port in the south of the country. Some 2.2 million passengers used the Siem Reap airport in 2012 (up 22%), while the Phnom Penh airport handled 2.1 million passengers (up 13%), and also recorded sharp growth in freight business, which rose 50% over one year to 28,000 tonnes. Three new airlines were welcomed during the year and two new routes opened up from Siem Reap, to Frankfurt and Manila (Philippines). Cambodia Airports invested $28 million in equipment and extensions to the three airports in 2012.

Elsewhere, VINCI Airports provided assistance for the commissioning of Kutaisi Airport in Georgia, and will be assisting VINCI Construction Grands Projets with the new international Dushanbe terminal to be built in Tajikistan.

Road infrastructure

Following new contracts won in the United Kingdom and the United States, VINCI Concessions has a portfolio comprising some 20 roads, bridges and tunnels around the world. To fully satisfy the users of this infrastructure and meet the concession grantors' performance objectives, the concession companies that finance, build and operate more than 1,000 km of roads and the accompanying bridges and tunnels outside France have organised themselves into a coherent, interactive network that allows them to share their expertise and best practices.

United Kingdom

2012 saw strong growth in the United Kingdom, thanks to two 25-year partnership contracts (PFIs) won in collaboration with Eurovia for renovation and maintenance of road networks. The first, worth a total of around €800 million, concerns the London Borough of Hounslow and covers the upgrade, repair and maintenance of 432 km of roads and 763 km of pavements. The second, worth a total of around €750 million, covers the renovation and maintenance of the Isle of Wight road network (821 km of roads and 767 km of pavements). In both cases, the winning consortium is composed of VINCI Concessions and Ringway, Eurovia's UK subsidiary, which is in charge of works and maintenance. The first contract came into force in January 2013, while the second will start up in April 2013. These two new contracts join the Severn Crossings and the Newport Southern Distributor Road, already operated by VINCI Concessions since 1992 and 2002 respectively.

Germany

VINCI Concessions is the leading operator of motorway concessions in Germany through the three public-private partnerships (PPPs) won between 2007 and 2011 under the A-Modell programme.
On the A9, a 46.5 km section between the city of Lederhose in Thuringia and the border with the neighbouring state of Bavaria for which it signed a contract in 2011, VINCI Concessions has initiated widening works on a 19 km stretch. On the A5 (60 km section between Offenburg and Karlsruhe in Baden-Wurttemberg), a similar project on a 41.5 km section was 75% completed at year-end. The third PPP entrusted to VINCI Concessions concerns a 45 km section of the A4 between Gotha and Eisenach, in Thuringia, brought into service in 2010.

The total amount invested in the three sections comes to €800 million.

Slovakia

Granvia, a company managed by VINCI Concessions, brought the Banska Bystrica bypass, the fourth and last section of the PR1BINA expressway, into service in July 2012. This is the first motorway PPP in Slovakia; the first three sections, totalling 46 km between the towns of Nitra and Tekovské Nemce, were completed in 2011.

The full entry into service of this expressway after just 36 months of works marked the completion of the largest public works contract in Slovakia's recent history.

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01 A broad consultation process was conducted with all stakeholders for the entire route of the first section of the Moscow–St Petersburg motorway.
02 The last section of the PR1BINA expressway in Slovakia entered into service in July 2012.

The works were carried out by Granvia Construction, a subsidiary of Eurovia CS, while operation is handled by Granvia Operation, a wholly owned subsidiary of VINCI Concessions. Rollout of an integrated management system should lead to Granvia Operation obtaining triple certification (ISO 90001, ISO 149001 and OHSAS 18001) in 2013.

Russia

Construction works continued throughout the year on the first 43 km section of the Moscow–St Petersburg motorway. The concession company is NWCC, in which VINCI Concessions has a 38.75% interest.
At the end of December, almost 45% of the works had been completed. With the support of the non-profit organisation Pur Projet, which specialises in forest offset issues, NWCC conducted a broad process of consultation with all stakeholders – local residents, environmental organisations, municipalities and government departments – to put together a programme to upgrade the ecosystem of Khimki Forest, which is crossed by the motorway. Over the entire length of the route, the sustainable development plan put together on NWCC's initiative will invest almost €100 million in environmental and social actions, on top of those already provided for in the initial contract. The section should open to traffic in 2014.

United States

Alongside Walsh Investors and Bilfinger Berger PI International Holdings, VINCI Concessions won the contract for the East End Crossing in the state of Indiana. This bridge is not only VINCI Concessions' first PPP in the United States, but also one of the largest transport infrastructure projects in North America. The contract covers building a 762 metre cable-stayed bridge over the Ohio River, linking Louisville, Kentucky to the south of Indiana; a 512 metre twin-bore tunnel and 19 standard engineering structures, together with work to upgrade the road network and associated infrastructure. The total value of the contract is close on $1 billion. The works, to be carried out by VINCI Construction Grands Projets and Walsh Construction, are scheduled to start in the summer of 2013 for completion in the autumn of 2016. The concession-operator consortium will handle operation and maintenance of the infrastructure for 35 years in return for fees calculated on availability of the structure.

Benelux

Coentunnel Company, held 18% by VINCI Concessions, 18% by CFE (a VINCI Construction subsidiary) and 5% by the CFE subsidiary Dredging International, has since 2008 held a 30-year concession for the new Amsterdam Coentunnel, which will double the capacity of the existing tunnel. The new structure is a 750 metre five-lane immersed tunnel, construction of which was completed in 2012. It will be brought into service in the first half of 2013, when upgrading work on the existing tunnel will start.

Greece

Through its subsidiary Gefyra, VINCI Concessions holds the concession contract for the Charilaos Trikoupis Bridge, built by VINCI, which spans the Strait of Corinth and links the Peloponnese to mainland Greece. A toll interoperability system between all the Greek motorway concession companies will be brought into service in 2013.

VINCI Concessions also holds stakes in the concession companies operating the Athens–Tsakona (365 km) and Maliakos–Kleidi (240 km) motorways. Work begun on these two motorways was suspended in 2011. Despite sizeable delays in land release and the serious economic crisis in the country, talks are now well advanced with the Greek authorities to resume the projects on a new, more viable long-term basis.

France

The Tunnel du Prado Sud company, 58.5% owned by VINCI Concessions, has since 2008 held the 46-year concession for a 1,500 metre urban tunnel with two superimposed levels, each with two lanes. Reserved for light vehicles, it will extend the existing Prado Carénage tunnel towards the southern part of Marseille. The Prado Carénage tunnel was built and is operated by SMTPC, in which VINCI Concessions also owns an interest. Civil engineering work on the new tunnel was completed in 2012 and 2013 will be devoted to installing equipment with a view to bringing the tunnel into service in 2014. The total investment is €160 million.

VINCI Park

VINCI Park's revenue rose 2.6% to €615 million. Growth on a like-for-like basis was 1.5%, reflecting a satisfactory performance on the operating level despite weak economic trends in Europe. The number of spaces managed, up 3.6% over one year, totalled 1,514,000 at year-end.

VINCI Park, the world leader in parking facilities, offers solutions to satisfy urban mobility demand and users' expectations, thereby guaranteeing the means to continue developing its business outside France.

France

Against a backdrop of virtually flat economic activity, VINCI Park's revenue in its oldest market rose 1.3% on a comparable basis, with the increase in prices and season ticket sales offsetting the fall in hourly occupancy. A new remote operation and operational assistance system, which is a major step forward in optimising operational performance, is being rolled out in the main French car parks; 150 of them were equipped by the end of 2012. The system enables remote management of all car parks in the network from a national service centre, freeing up staff from surveillance tasks to focus on customer service and sales development.

VINCI Park expanded its network of car parks to the towns of Vallauris Golfe Juan (30-year contract for 2,475 off-road and on-road spaces) and Bondy (1,425 spaces) and strengthened its presence in big urban centres through winning new contracts. The main developments were Bordeaux (the Pellegrin hospital car park: 1,427 spaces), Rueil Malmaison (Jean Jaurès car park) and Marseille. In this last city, VINCI Park opened the new 700-space Vieux Port Fort Saint Jean car park, which was built in the framework of a 40-year concession and serves, among other facilities, Mucem, the museum of European and Mediterranean civilisations. Also in Marseille, VINCI Park obtained an operating contract for the future car park in the Les Terrasses du Port shopping centre. It also started construction work for a new car park in Rue Frémicourt in Paris's 15th district.

In addition, in 2012 VINCI Park formulated innovative mobility services that will be rolled out as of 2013 and will confirm its lead in parking-related services.

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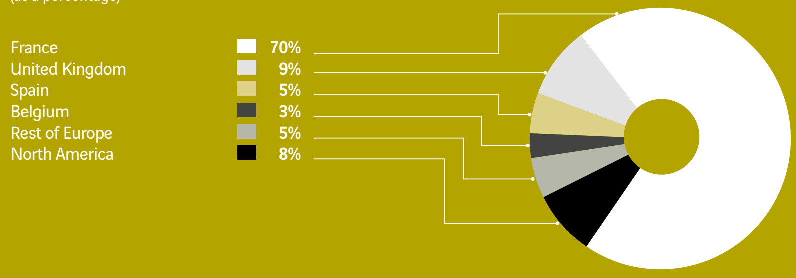
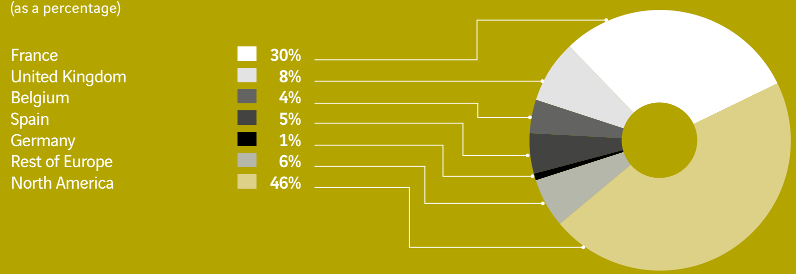
01 VINCI Park is developing payment by mobile phone for on-street parking.
02 US subsidiary LAZ Parking has bolstered its positions in the hotel sector.
03 A new remote-operation and operational assistance system is being rolled out in the main French car parks. Some 150 of them had been equipped by end 2012.

VINCI Park

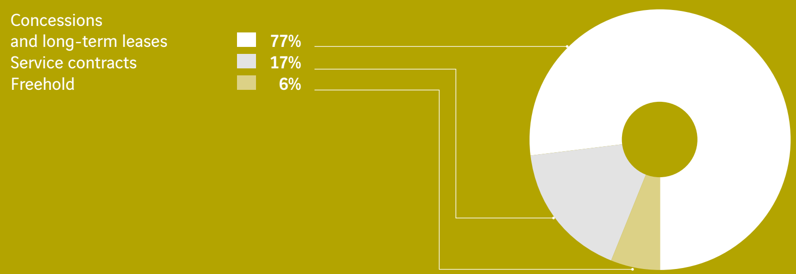
Revenue by geographical area (*)
(as a percentage)



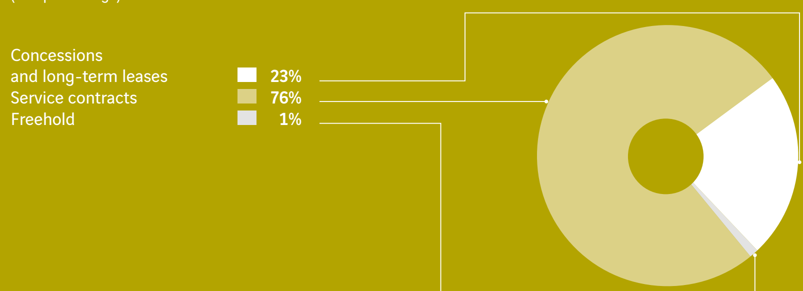
Spaces by geographical area (**)
(as a percentage)



Revenue by type of contract (*)
(as a percentage)



Spaces by type of contract (**)
(as a percentage)



VINCI Park's competitive position (***)

VINCI Park is active in 13 countries and is world leader in parking facilities. It is leader in France ahead of Effia and Q-Park and has very strong positions in the United Kingdom, Spain, the United States (via its subsidiary LAZ Parking) and in Canada (particularly in Quebec, where VINCI Park is the number one player).

(*) Excluding concession subsidiaries' works revenue.
(**) Including LAZ Parking (USA), consolidated under the equity method.
(***) Sources: in-house study and company literature.

International

Revenue outside France rose 5.3%, primarily due to new contacts and several acquisitions.

Europe. VINCI Park strengthened its positions in Belgium, with three new car parks in the Brussels region (Erasme and Lennik for a total of 1,544 spaces); in Switzerland (takeover of the Mon Repos car park in Lausanne); in Luxembourg, where business volumes rose 40% in one year; in the United Kingdom, where new contracts were signed, including that for the Derriford hospital car park in Plymouth (3,500 spaces). In Spain, new contracts were won in Madrid (Quevedo car park: 600 spaces), Seville (Nervion Plaza shopping centre: 1,250 spaces) and Zaragoza (El Clinico: 389 spaces). These helped stabilise business volumes in a very tough economic environment.

In Germany, after the sharp contraction posted in 2011 linked to termination of a major contract, revenue returned to growth (up 10%).

North America. VINCI Park Canada, which manages more than 130,000 spaces at 360 sites, continued on its strong growth trajectory, with revenue up 24%. This was due both to its solid long-standing positions (particularly in Quebec where VINCI Park is the number one player) and the 15 or so new contracts won. Chief among them were the McGill University health centre car park in Montreal, the Consilium Place and Four Seasons Hotel car parks in Toronto and the Eastern St Clare's Mercy Hospital public parking facility in St John's, Newfoundland.

In the United States, LAZ Parking (50%-owned subsidiary whose revenue is not consolidated by VINCI Park) posted a 24% increase in revenue. The main contributors to this strong growth momentum were new contracts won for the University of Ohio (35,000 spaces), CNN's world headquarters in Atlanta (2,000 spaces) and the Oakland International Airport (9,000 spaces). The US subsidiary also bolstered its positions in the hotel sector, in which it manages some 100 car parks, and strengthened its partnership with the authority in charge of transport for the Boston urban area (MBTA), for which it manages 45,600 spaces on 102 sites.

Rail infrastructure

As concession company for four projects already in operation or under construction in the rail infrastructure sector, VINCI Concessions has acknowledged expertise that helps it deploy its integrated model outside France, thus serving its clients and helping them guarantee user satisfaction.

France

South Europe Atlantic high-speed line. The massive South Europe Atlantic high-speed line project (SEA HSL) between Tours and Bordeaux, in which all of VINCI's business lines are involved, entered into its active phase in 2012. The new 302 km line also entails construction of 38 km of connections with existing lines. With a total investment of €7.8 billion (current value), it is the largest infrastructure concession project under way in Europe. The project is managed by the concession company LISEA, of which VINCI Concessions is the lead shareholder, while construction has been entrusted to the COSEA joint venture, led by VINCI Construction and including Eurovia and VINCI Energies, together with other players in the rail sector. The line will be operated and maintained until 2061 by MESEA, in which VINCI Concessions has a majority stake.

Demonstrating VINCI's capacity to mobilise expertise in engineering, project management and production, works were launched simultaneously over the entire route in 2012, with more than 5,000 people actively employed at the end of the year. They included 1,200 locally recruited and trained workers, thanks to exemplary coordination with state and local government agencies. By end 2012, excavation of 14 million cu. metres of material had been completed (out of a total 60 million cu. metres), along with 3.7 million cu. metres of backfill (out of a total of 38 million cu. metres). Some 84 standard engineering structures were under construction or completed (out of 430), together with 15 of 27 major engineering structures. Five of the re-routed sections of the A85 and A10 motorways, out of the eight that will have to be done, were in service at the point at which they join the line.

From the first studies and throughout its construction, the project has been the focus of continuous collaboration with stakeholders. Discussions have covered conservation of the ecosystems crossed by the line, the introduction of socioeconomic measures, and the best ways of integrating the project into the regions concerned *(see p. 2)*. The worksite will continue to gather pace in 2013, with a view to bringing the line into service in 2017 – i.e. there will be 73 months to complete all the works starting from the date of the entry into effect of the contract.

GSM-Rail. Since 2010, VINCI Concessions has been responsible for deploying and then operating the new GSM-Rail digital communication system along the French rail network under a PPP. The system provides communication capability between train drivers and control centres. In 2012 Synerail, which holds the contract and in which VINCI has a 30% interest, finalised the general design and installation studies for the 2,200 radio transmitters that will be built along the 11,000 km of track. The works are being carried out primarily by VINCI Energies. At end 2012, over 500 transmitter sites had been installed or were under construction. In 2011, Synerail also took over operation of the 3,000 km of track already equipped with the GSM-Rail system before the contract was signed, delivering excellent service quality.

Rhônexpress, Lyon. Built and managed by a consortium led by VINCI Concessions under a 30-year contract, Rhônexpress, a 23 km line that connects Lyon's Part Dieu rail station and the city's Saint Exupéry airport in just under 30 minutes, posted an 8% increase in user rates during the first three quarters of 2012, before operation had to be interrupted for several weeks due to road works interfering with the track. A record was achieved in July, with 103,000 passengers.

The very positive findings of surveys conducted with users (overall satisfaction rate of 95%) confirm the utility and reliability of the link and the attractiveness of the services offered: spacious carriages, the permanent presence of an on-board agent, information screens displaying flight schedules, and so on.

Belgium

Liefkenshoek link. VINCI Concessions, in a consortium with CFE (a VINCI Construction subsidiary) and the Dutch group BAM, is building a 16 km semi-immersed rail tunnel in the port of Antwerp. Construction of this technically complex structure was completed in January 2013. The line will be brought into service in the summer of 2013 and will facilitate the transport of containers between the two banks of the Escaut river and help relieve traffic congestion on local transport networks. Locorail will be responsible for operation and maintenance of the line until 2050.

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01 At 103,000, a record number of passengers used the Rhônexpress link in July 2012.
02 Deployment of the GSM-Rail communication system, which puts train drivers in touch with ground controllers.
03 Along the route of the South Europe Atlantic high-speed rail line, open days are held regularly at the sites of the archaeological digs that are carried out before work begins.

03

VINCI Stadium

Projects under development

VINCI Concessions has made large sporting and cultural infrastructure a strategic development avenue, supported by 15 years of experience with the Stade de France. Its ambition has taken concrete form with the award of four projects in the last four years. VINCI Stadium, the subsidiary dedicated to this activity, was created in 2012. Its goal is to build a unique network of sports and cultural venues in Europe, together with an innovative operating model for this type of structure, which boosts the image of the host city and, through the right programming, can offer pleasure, comfort and emotional experiences to a very wide public.

Dunkerque arena. In October 2012, VINCI Concessions signed a partnership contract for over 27 years to build and operate the new arena in the Dunkerque area. With two halls with a combined seating capacity of 10,700, the arena will contribute to the development of its two resident clubs, the USDK handball club and the BCM Gravelines Dunkerque basketball club, and serve as a new entertainment and cultural venue for the city of Dunkerque and its surrounding region. The works will be carried out by VINCI Construction France, in partnership with local companies. Upkeep and maintenance will be entrusted to VINCI Facilities. The project accounts for a total investment of €112 million.

Allianz Riviera, Nice. 2012 was a year of intense activity on the Allianz Riviera project, the first of two new stadiums to be built by VINCI Concessions for the Uefa Euro 2016 tournament. Nice Eco Stadium, the VINCI Concessions subsidiary that signed a 30-year partnership contract with the city of Nice in 2011, will be responsible for operating this multisports and entertainment venue with a seating capacity of 35,000. Built by a consortium of VINCI companies and local SMEs in collaboration with architects Wilmotte & Associés, the Allianz Riviera is the first landmark structure of Var Eco Valley, a development programme declared a project of national interest. Structural works were completed by year-end for handover in 2013. Nice Eco Stadium has signed a naming contract with Allianz France for a total amount of €1.8 million a year for nine years, not including activation costs.

Bordeaux stadium. The Stade Bordeaux Atlantique consortium, jointly owned by VINCI Concessions and the Fayat Group, signed a partnership contact for 30 years from the date of commissioning of the facility for the financing, construction and operation of the future multi-purpose Bordeaux stadium, a 40,000-seat facility that will host Uefa Euro 2016 tournament matches. The project was designed by architects Herzog & de Meuron, who also designed the Munich Allianz Arena and the Beijing Olympic Stadium. The works, worth a total of €166 million, will be carried out by the joint venture comprising VINCI Construction France (lead company) and Fayat. They started at the end of 2012, for delivery scheduled in 2015.

Stadiums under operation

MMArena, Le Mans. The first stadium in France to benefit from a naming rights agreement, MMArena managed to limit the impact of the sporting and economic difficulties encountered by its resident club, Le Mans FC, thanks to the dynamism of the concession-operator model of its concession company, Le Mans Stadium, and the continued support of its partner MMA. Apart from the resident club's 22 home matches, in its second year of operation MMArena hosted a number of major sports fixtures (including the Stade Français-Agen rugby and France-Estonia football matches), which attracted a full complement of spectators. Corporate activity was also brisk, with 25 business conventions and events organised during the year.

Stade de France. Built by VINCI in the framework of a consortium and operated by a consortium in which VINCI Concessions has a 67% interest, the Stade de France once again confirmed its status as a landmark venue in 2012. It hosted high-profile sporting events: in rugby, three Six Nations matches, and the final of the Top 14; in football, the French Cup and League Cup finals, the France-Belarus and France-Japan matches, as well as athletics meets. Other major events included concerts featuring international stars such as Metallica, Coldplay, the Red Hot Chili Peppers, Black Eyed Peas, Madonna, Lady Gaga, and so on.
Since it opened in 1998, the Stade de France has welcomed over 25 million spectators. No other European stadium can boast so high a number of international sporting events hosted, including the Football World Cup and the Rugby World Cup.


01

The Consortium Stade de France has always welcomed dialogue with its long-standing partners, which are the French government and the French football and rugby federations (the FFF and the FFR, respectively). In 2010, the consortium signed an agreement with the FFF for the French national side to be able to make use of the stadium until 2025. Negotiations are under way with the FFR and the Ministry of Sport to enable the national rugby team to continue using the stadium after July 2013.
The Stade de France, which has over 90,000 Facebook fans, is present on social media and followed every week by 1.6 million people.

Outlook

Takeover of operation of Portugal's main airports, after completion of the acquisition process now under way, will be the major issue of 2013. VINCI Airports will tackle this responsibility with a determination to create shared value for the benefit of public authorities, partners and airport users alike. Deployment of a proactive management and commercial policy will foster growth of business in terms of routes and passenger numbers as well as airport terminal services. In Portugal, as in France and Cambodia, VINCI Airports will benefit from the steady momentum of the air transport market, which is growing at a rate appreciably higher than that of the overall economy in all countries.
VINCI Concessions will also continue striving for success in all the major projects under way (the Tours–Bordeaux SEA high-speed rail line, the Moscow–St Petersburg motorway, stadiums), in an approach based on continuous dialogue with stakeholders. VINCI Concessions will seek to strengthen its positions in its long-standing business lines – road infrastructure and parking facilities – and in those where its involvement is more recent: rail infrastructure and stadiums. On the geographical level, VINCI Concessions may tackle new markets in Asia and North America. Development of joint offers with companies in VINCI's contracting business already operating in these regions will facilitate access to these new markets – an example being the first PPP won by VINCI in the United States for a transport infrastructure project. Brownfield operations may also be studied on a selective basis to speed up VINCI Concessions' entry into new markets. VINCI Concessions will focus on targeted marketing policies and give priority to rollout of innovative services and optimisation of networked operation in each of its activities, with the aim of sharing best practices.

02

01 The future Dunkerque arena will be an entertainment and cultural venue.
02 The Allianz Riviera visitor centre is a 175 sq. metre space that presents the project to the public, especially youngsters.

Contracting

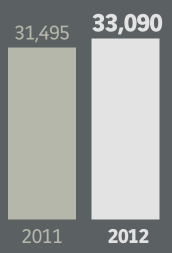
VINCI Energies Page 68

Eurovia Page 80

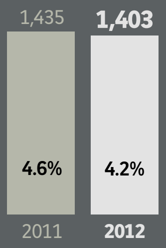
VINCI Construction Page 92

At the heart of the Group's integrated model, VINCI Energies, Eurovia and VINCI Construction form an unrivalled network of expertise and companies across the world. In 2012, their 176,500 employees worked on 265,000 projects in some 100 countries.

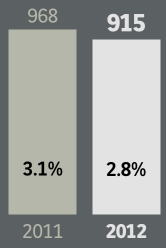
Revenue
(in €m)



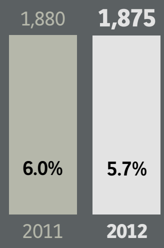
Operating income from ordinary activities
(in €m and as a % of revenue)



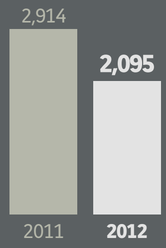
Net income attributable to owners of the parent
(in €m and as a % of revenue)



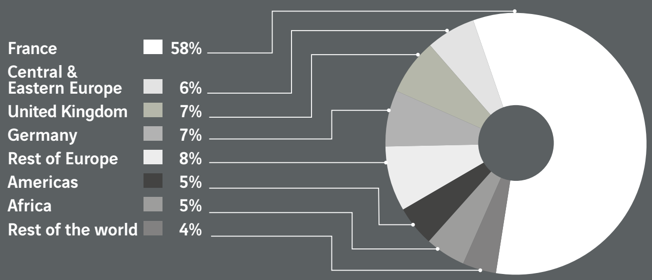
Cash flow from operations (*)
(in €m and as a % of revenue)



Net financial surplus (**)
(in €m)



Revenue by geographical area
(as a percentage)



(*) Before tax and financing costs.
(**) At 31 December.

VINCI Energies

Profile

VINCI Energies employs 64,000 skilled professionals, serving public authorities and business clients, helping them to deploy, equip, operate and optimise their energy, transport and communication infrastructure, industrial facilities and buildings.

VINCI Energies combines expertise in its own technology areas – electrical power, heating, ventilation and air conditioning (HVAC), mechanical engineering, and information and communications technologies – with expert knowledge of its customers' businesses. It leverages these capabilities to develop high value-added solutions to address 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 45 countries, 25 of them outside Europe, VINCI Energies combines global reach with local service.

As a key player in energy efficiency and renewable energy, VINCI Energies' capacity to integrate complex systems is a key component of VINCI's overall offer.

Competitive position
of VINCI Energies in its main markets

France
VINCI Energies is market leader, notably due to the acquisition of Cegelec and Faceo in 2010, which enabled it to significantly broaden its geographical coverage and areas of expertise in a fragmented market in which the top six players account for only 45% of the total. The business line's main competitors are GDF Suez Energie Services, Spie, Eiffage Energie, Bouygues Energies & Services (formerly ETDE) and SNEF.

Rest of Europe
VINCI Energies is one of the leading electrical engineering and installation companies in six countries: Germany (where the pace of growth increased significantly in 2012 following the acquisition of GA Gruppe), the Netherlands, Switzerland, Belgium, Portugal and Romania.

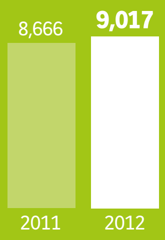
Its main competitors are:

- in Germany, Bilfinger Berger Power Services and Thyssen Krupp Industrial Services in insulation, Minimax in fire protection, Imtech and Siemens in electrical installation;
- in Switzerland, Burkhalter and Alpiq in electrical installation and telecommunications;
- in Benelux countries, GDF Suez Energie Services and Imtech.

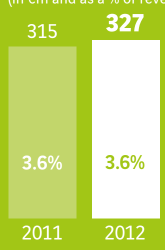
Outside Europe
VINCI Energies operates in Africa, the Middle East, Asia and the Americas. It is the leading player in the Moroccan market.

Sources: company literature.

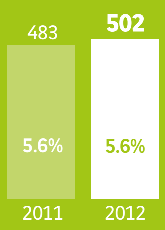
Revenue
(in €m)



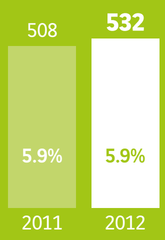
Net income attributable to the owners of the parent
(in €m and as a % of revenue)



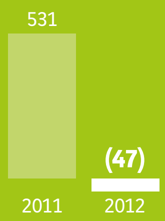
Operating income from ordinary activities
(in €m and as a % of revenue)



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

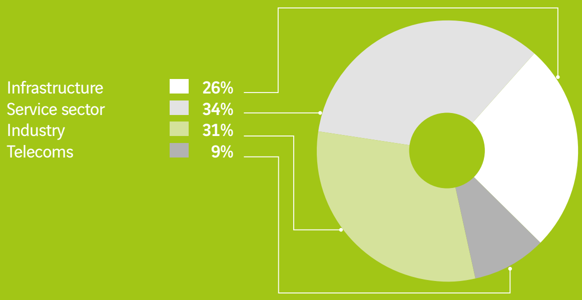


Net financial surplus/(debt) (**)
(in €m)

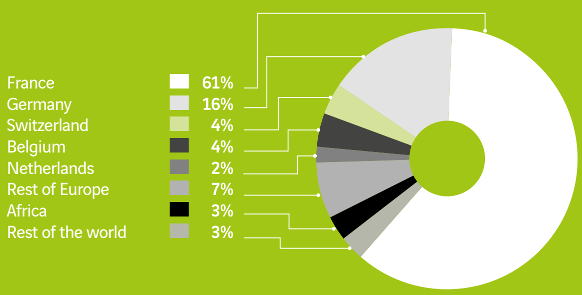


(*) Before tax and financing costs.
(**) At 31 December.

Revenue by business sector
(as a percentage)



Revenue by geographical area
(as a percentage)



How would you sum up efforts to improve the safety of French nuclear facilities in the wake of Fukushima and the aging of the power plants?

Most of our nuclear power plants are approaching the 30-year mark, an age at which a number of components must be renovated or replaced even when they have undergone regular maintenance. This is what is we call a major refit. Clearly it would not be prudent to invest in such a large operation if it is only to extend the lifespan of the fleet for 10 years, so we will be aiming for 20 to 30 years. We have therefore identified – and this was done before Fukushima – the safety improvements needed at power plants when they reach the age of about 40, including the addition of a third set of electrical circuits and an additional water supply system. These changes will bring us close to a number of safety objectives specific to third-generation reactors.

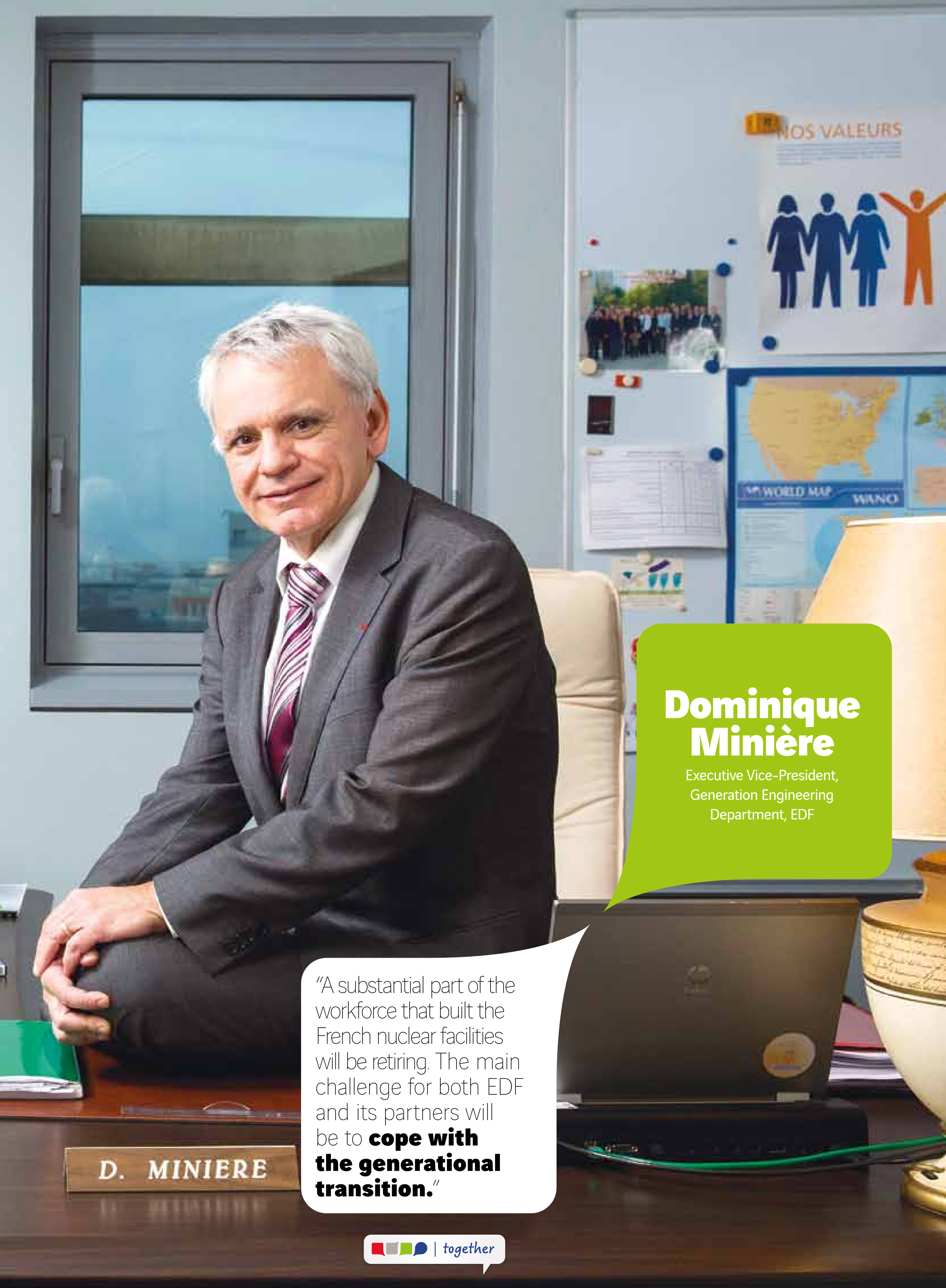
In light of the lessons learned from Fukushima and the recommendations of the French Nuclear Safety Authority, these changes will have to be brought forward and scheduled by 2018, in parallel with the major refit operations to be carried out on a substantial part of the facilities during the 2012-2025 period. We are preparing for this work. We cannot do it alone, of course. We need the support of a solid industrial fabric and have presented a number of projections to all our partners, including the VINCI Group.

Against that backdrop, how are EDF's requirements expected to change?

EDF's technical requirements will remain unchanged. The real challenge will be to cope with the retirement of a substantial portion of the workforce that built the power plants. We will have to cope with the generational transition at a time of intensive work. EDF and its partners will have an equal need to renew skills and we will all have to work together intelligently to meet this challenge. From that point of view, VINCI Energies is an important partner, though its name is less familiar in the power plants than the names of such companies as Cegelec, Tunzini and Kellal. VINCI Energies has the capacity to set up and coordinate responsive, hands-on teams and to provide the strong support they will need if they are to expand at a time when activity is sharply increasing, as it will be shortly.

What role do you think a group like VINCI can play in building new-generation power plants and decommissioning the oldest facilities?

The set of core competencies in maintenance operations and upgrades that VINCI is developing for the major refit are the same as the ones that will be needed for new construction and decommissioning going forward. The partners that are currently working with us day to day will be called on in future. Third-generation reactors may constitute a technological leap and introduce new safety requirements, but to build them what is needed above all is an industrial fabric that has managed to take new skills on board.



Dominique Minière

Executive Vice-President,
Generation Engineering
Department, EDF

"A substantial part of the workforce that built the French nuclear facilities will be retiring. The main challenge for both EDF and its partners will be to **cope with the generational transition.**"

| together

Sound performance in markets that remain buoyant

In 2012, VINCI Energies recorded a 4% increase in revenue (0.9% at constant structure) and its Ebit margin held steady at an excellent level of 5.6%. Despite a more difficult economic environment, business volumes and margins were bolstered by VINCI Energies' strong base in each of its markets.

VINCI Energies' sound performance in 2012 substantiated the rationale for the structure formed by the combination with Cegelec in 2010 and bore out its potential. Cegelec boosted VINCI Energies' ability to bring its entities together to offer solutions that are both local and global and that cover an unprecedented range of expertise.

The introduction of a single network of business units within an integrated organisational structure was extended to France in 2012, having been completed in 2011 for the international subsidiaries and the service sector maintenance and facilities management businesses (the latter via the creation of VINCI Facilities).

VINCI Energies continued to expand its business model geographically by maintaining a high level of acquisitions. The companies acquired in 2012 account for full-year revenue of €600 million, of which €580 million is generated outside France. VINCI's largest acquisition in 2012 was GA Gruppe, with 3,000 employees and revenue of €520 million. The move substantially accelerated VINCI Energies' expansion in Germany, its second largest market after France. VINCI Energies now generates nearly €2 billion a year in that country, where it offers its full range of business activities and holds particularly good positions in the industrial, energy infrastructure and telecommunications sectors. The year's other acquisitions included a company in India specialising in industrial automation, giving VINCI Energies a position in a market with strong growth potential and boosting its ability to support its industrial customers around the world.

In France, despite the economic downturn from 2011, especially in the second half, volume was stable, thanks to VINCI Energies' solid positions in industry, electricity and transport infrastructure, and telecommunications.

In the other European countries, momentum was good in Germany and business remained robust in the Benelux countries, Switzerland, and Central and Northern Europe. In contrast, business contracted substantially in southern Europe, especially Portugal. Outside Europe, which accounts for 6% of revenue, there was significant growth in Morocco, mainly in electricity infrastructure and facilities management; in Indonesia, in the energy, mining and industrial sectors; and in Africa, in oil and gas infrastructure.

Infrastructure

Energy

Energy infrastructure contracts accounted for business volume of €1.9 billion, i.e. 20% of VINCI Energies' total revenue.

In high voltage transmission networks, business with public transmission operator RTE in France continued at a very good level. VINCI Energies supports RTE's major programmes to reinforce existing overhead and underground lines, as well as the construction of new lines and transformers. The main projects of 2012 included the Cotentin-Maine line built in conjunction with the construction of the Flamanville EPR (40 km of lines and a transformer) in north-western France, and the Bianҫon-Fréjus underground line in the south-eastern part of the country. In the course of the year, a series of contracts covering monitoring and inspection of networks managed by RTE were also renewed.

01

02

01 Cegelec Mobility teams installed a 25,000 V catenary on a 43 km rail line between Gières and Montmélian in south-eastern France.
02 The acquisition of GA Gruppe boosted VINCI Energies' energy infrastructure and communications activities in Germany and Central Europe.

High voltage network activity was also buoyant in the United Kingdom, a major market in which VINCI Energies has carved out a place for itself; in the Czech Republic, where a new line is under construction; and in Morocco, in transmission lines and transformers. In Spain, the decline in activity was relatively limited due to recurring grid maintenance works under contracts renewed in 2011. In Germany, where the energy transition will entail major investments in power transmission and distribution infrastructure, VINCI Energies is now a major player following the acquisition of GA Gruppe.

In medium voltage networks, work for regional and local authorities in France – VINCI Energies' traditional core business – was affected in the first part of the year by institutional changes in the system used to finance grids in rural areas, but picked up again at the end of the year.

In power generation, VINCI Energies handed over the 3 x 110 MW Kenitra power plant in Morocco in 2012 and won two similar projects in Algeria (3 x 150 MW Boutlelis power plant) and Côte d'Ivoire (110 MW turbine in Abidjan). In Indonesia, VINCI Energies is building a turnkey fossil-fired plant in Berau, Borneo.

Business in the nuclear sector – three-fourths of which is generated in France – amounted to about €300 million. As it has the full range of permits necessary to work in nuclear settings, VINCI Energies was able to help EDF and the other companies involved in the nuclear sector to optimise existing power plants and facilities and to carry out safety upgrades. With the business line's network offering diversified expertise (electricity, ventilation, mechanical engineering, etc.) throughout the country, business activity is expected to remain buoyant over the long term as work is carried out to extend the lifespan of France's nuclear power plants.

In renewable energies, the photovoltaic solar equipment activity was affected by regulatory uncertainty concerning the purchase tariff applying to the electricity produced. However, several large orders were won following the award of permits by the French Energy Regulatory Commission (CRE). In wind power, VINCI Energies built (with the exception of the turbines) Turkey's largest wind farm in Balikesir (52 turbines, 150 MW overall), and continued the construction of a 10 MW farm in Adrar, Algeria.

Lastly, the urban lighting activity held steady at a satisfactory level. Substantial urban development projects boosted demand in the major urban areas, offsetting the activity slowdown in rural areas. During the year, 11 new public-private partnership (PPP) and energy performance contracts covering a total of 25,000 lighting points were signed. In this market, VINCI Energies business units made the most of their ability to provide comprehensive solutions with specific energy consumption reduction commitments of 40% or more over the contract period.

Transport

In the transport infrastructure sector, business activity made considerable strides in 2012, coming in at over €0.5 billion or almost 6% of VINCI Energies' revenue.

In the airport sector, VINCI Energies completed the comprehensive equipment (including the security and passenger flow management system) of the new Satellite 4 at Paris Charles de Gaulle Airport.

Urban transport activity expanded substantially in France as metropolitan areas accelerated projects in the run-up to municipal elections in 2014. VINCI Energies business units took part in a large number of light rail projects (including Bezons-La Défense, Brest, Le Havre, Lyon, Montpellier, Toulouse, Tours and Casablanca, Morocco) as well as urban tunnel renovation projects. The latter included the A14/A86 tunnels at La Défense, Paris and work in synergy with other VINCI business lines on the Saint Cloud (A13) tunnel and the Les Halles tunnel, also in Paris. Similar synergies were called into play in the rehabilitation and capacity upgrade of the Croix-Rousse tunnel in Lyon.

Projects on the VINCI Autoroutes networks generated substantial activity as well, with work on the last section of the A89 motorway toward Lyon (including rollout of electromechanical equipment and operating systems in the 5.7 km of twin-tube tunnels) and equipment installation for several dozen new 30 km/h electronic toll collection lanes at the network's main toll plazas.

01

In the rail sector, the SEA Tours–Bordeaux high-speed rail line project was ramped up in France. VINCI Energies is the lead company of the sub-consortium in charge of energy equipment. In Morocco, Cegelec was awarded the contract to implement the power supply system on the future high-speed line between Tangier and Casablanca.

Industry

At variance with the general industrial market trend, especially in France, 2012 was a year of growth for VINCI Energies in the industrial sector. Revenue came in at €2.8 billion, or 31% of the business line's total volume.

The integration of Cegelec enabled VINCI Energies to round out and broaden its already comprehensive offering for the industrial market and to increase its ability to operate as general contractor. By networking its teams and expertise, the business line was able to expand its variable-geometry solutions in terms of geographical coverage, expertise (electrical energy, HVAC, mechanical engineering, monitoring and control, etc.) and project life cycle (engineering, implementation, maintenance). This approach meshes with the trend towards offering comprehensive technical services for industrial customers and with the growing demand for multi-site and multi-country solutions. For example, VINCI Energies supported Renault by supplying and commissioning production lines at the automaker's Tangier, Morocco, Togliatti, Russia, and São Paulo, Brazil sites. In Brazil, local and European business units worked together to win a new contract from aerospace company Embraer. Similar synergies were leveraged to support Michelin, a long-standing VINCI Energies customer in France, in the construction of its new tyre plant in Shenyang, China; and VINCI Energies Deutschland capitalised on its work

01 The FrieslandCampina dairy company awarded the contract to expand its plant in Aalter, Belgium to Actemium. The contract covers design and construction of a new production unit that will double the site's capacity.
02 As part of the *Coeur de Cité* urban renewal operation, Citéos and Cegelec are implementing the public lighting system in the French city of Roanne.

Working together is a winning proposition for Actemium

The German Actemium Project Management business unit and the British Actemium East Midlands business unit together won an Iggesund Paper Mill contract in September 2012, under which they will work together to design, install and commission the instrumentation of a new energy production unit (a 50 MW biomass-fired power plant) at the Workington site in the United Kingdom by mid-2013. Actemium PM is in charge of designing the instrumentation solution and of project management. Actemium East Midlands, for its part, will carry out the installation in accordance with the UK's Construction Design and Management (CDM) regulations, which define health and safety obligations to be complied with by every construction project.

02

for German customers operating in Kazakhstan to create a new entity that will roll out its mining equipment expertise in that major mining country.

The most buoyant industrial sectors in 2012 were aerospace, food and beverage, chemicals, pharmaceuticals, environment-related industries, and oil and gas. New contracts won during the year included: in France, extension of the Occitane cosmetics plant in Manosque, Provence, and maintenance at the Arkema chemicals site in Normandy (a three-year comprehensive maintenance contract) and at the Total Group refinery in the same region (a six-year contract renewal); in the United Kingdom, the new biomass-fired power plant at the Iggesund Paper Mill in Workington *(see above)*; in Switzerland, several sites belonging to pharmaceutical groups Roche and UCB; in Germany, the underground gas storage tank in Jemgum in the north of the country; and in Nigeria, comprehensive maintenance at Total's Usan offshore floating production and storage facility.

Service sector

In the service sector, where markets change more slowly than in the industrial sector, VINCI Energies' business volume remained stable overall in 2012, at €3 billion, accounting for 34% of the business line's total revenue.

In France, business declined outside the Greater Paris area as a result of public spending cuts, but this was offset by strong growth in Greater Paris itself. VINCI Energies business units are able to capitalise on their ability to take on major projects under contracts that include the full range of technical trades. Projects carried out in synergy with VINCI Construction generate a significant share of business in this sector. In 2012, these included the Eqho and D2 high-rise buildings in Paris-La Défense, the Louis Vuitton Foundation for Creation and the Peninsula Paris luxury hotel. Also included was the future SFR head office in Saint Denis, where six VINCI Energies business units are

01 Thales once again chose VINCI Facilities to provide facilities management at its 47 sites in France for a period of five years.
02 Cegelec implemented all fluids works packages at the high-rise, HQE-certified Sofitel Casablanca hotel in Morocco.
03 In northern Poland, Graniou ATEM is involved in providing nearly 100,000 households with very high-speed connections.

in charge of the HVAC, high current, low current and plumbing works packages. In the healthcare sector, business also held steady at a high level. The main projects already under way or starting up in synergy with VINCI Construction were hospitals: Toulouse (Rangueil), Lyon (Le Vinatier), Chambéry, Fort de France in Martinique; and the Koutio hospital complex in Noumea, New Caledonia.

In the rest of Europe, business was buoyant in VINCI Energies' two main service sector markets outside France. In Belgium, Cegelec is installing the comprehensive electrical and climate control equipment at the new Nato headquarters and the new headquarters building for the European Council in Brussels; and significant orders were also taken in the healthcare (GSK site in Wavre) and security (new Beveren prison) sectors during the year. In Switzerland, Etavis took part in the construction of the new Rolex site in Bienne, the country's largest.

Outside Europe, the year's projects included the Sofitel high-rise hotel in Casablanca, Morocco and the Fonte Nova stadium in Salvador de Bahia, Brazil, being built in the run-up to the 2014 Fifa World Cup.

Maintenance and facilities management

After VINCI Facilities was set up in 2010, VINCI Energies extended the rollout of the strong brand common to all its multi-technical building maintenance and facilities management business units. VINCI Facilities' revenue grew 6% in one year to €1.3 billion in 2012, accounting for 15% of VINCI Energies' total business activity.

As is the case in the works activities, the multi-site and multi-country maintenance and facilities management offerings build on technical synergies with the other VINCI Energies divisions to meet the needs of major contracting authorities. For example, VINCI Facilities began working with the Société Générale bank under a framework agreement covering its Paris-area properties (about 20 sites under management in 2012), and that agreement is now being extended to a number of other European countries. Many other multi-site and multi-country contracts were won or renewed in 2012 for customers in the banking (BNP, Dexia, Natixis), industrial (Thales, EDF) and services (Fedex) sectors.

VINCI Facilities also works under PPPs in Germany, where its business units handle comprehensive maintenance (including construction and renovation works) of schools and US Army bases. In France, VINCI Facilities will take on the maintenance of the Nice and Bordeaux stadiums under PPPs won by the Group.

Telecommunications

Communication networks and systems generated €0.8 billion in revenue, i.e. 9% of VINCI Energies business activity.

Infrastructure

Telecommunication network design, construction, equipment, maintenance and operational support, carried out under the Graniou brand, continued at a buoyant level as smartphones, exponential growth of equipment use and the advent of uninterrupted connectivity generated a need for steadily increasing network capacity and performance. In mobile networks, the momentum is driven by the transition – starting in 2012 and set to accelerate in coming years – to the new 4G standard in most European countries. In fixed-line infrastructure, momentum is driven by optical fibre connections to homes and businesses (Fibre To The Home and Fibre To The Site), and in mobile networks by the need to increase bandwidth between antennas.

In France, the arrival of a fourth mobile operator in the first half of the year disrupted the market, prompting the existing operators to re-think their investment programmes and exacerbating price pressures. Against this backdrop, VINCI Energies stepped up its efforts to expand its network maintenance activity and signed several substantial contracts with SFR and Orange. This helped to keep business at the same level as in 2011. Under a PPP won mainly by VINCI, VINCI Energies also continued to roll out the new GSM-Rail railway communication system that will cover 14,000 km of lines on the French rail network by 2015.

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In the international marketplace, VINCI Energies established a position in the German telecommunications market with the acquisition of GA Gruppe, which generates annual revenue of some €80 million. The year was also a good one in Sweden, Switzerland and Poland, where Graniou is building a major backbone in Pomerania.

Business communications

Under the Axians brand, VINCI Energies offers network integration, voice-data-image communications and integrated management services for companies and public authorities. This activity, spread across six European countries, continued to grow in 2012, especially in Germany, where Axians rolled out the full complement of active equipment for one of the world's largest Internet exchange points for DE-CIX in Frankfurt. In France, it ramped up the contract with the UniHA cooperative network covering IT infrastructure maintenance (switch, routers, WiFi, videoconferencing) at 34 hospitals. In the Netherlands, Axians won the Nikon contract to overhaul the architecture of its European networks. In Switzerland, Axians refurbished the secure IT infrastructure at the Felix Platter hospital in Basel. Axians also established a presence in Morocco in synergy with the other local VINCI Energies business units.

In all its markets, Axians is expanding its data storage and outsourced service offerings to support the increasing use of cloud computing in the business world.

Outlook

VINCI Energies' order book at the end of 2012 amounted to €6.8 billion, up 5% over a 12-month period, pointing to a stable level of activity in 2013 compared to the previous year. The broad array of VINCI Energies' business sectors, the range of its activities and its geographical reach, backed by its determined drive to expand internationally, are expected to underpin this trend. Thanks to its robust model, VINCI Energies has the capacity to respond swiftly and appropriately to contrasting trends in its different markets, aided by the strong ties and solidarity between its companies. In the medium and long term, demand for VINCI Energies' businesses will remain strong because they are central to many of the major issues facing society.

Infrastructure. VINCI Energies is actively involved right across the energy industry and will therefore benefit from major investments in the construction and renovation programmes to boost network capacity and deploy smart grids, and in production facilities, at a time of rapid change in terms of electricity production sources and increasing recourse to renewable energy. Transport infrastructure programmes, meanwhile, will showcase the Energy business line's expertise, especially through integrated projects involving the VINCI Group as a whole.

Industry. Programmes to upgrade existing facilities in mature economies, together with investment in new manufacturing plant in emerging economies, where VINCI Energies is now expanding rapidly, will stimulate business activity. VINCI Energies will leverage its presence and knowledge of processes in the fastest-growing sectors such as the food and beverage industry, as well as in pharmaceuticals, aerospace, oil and gas, and environmental services. It is supporting its industrial customers in their international growth, thanks to its geographical coverage.

Service sector. Demand for energy efficiency will give a powerful boost to investment in the construction of new low-energy buildings, and in improving the insulation of existing buildings. Investment in public amenities such as healthcare, educational, sports and cultural facilities, along with "smart" office buildings and technical buildings such as logistics bases and data centres, etc. will further spur activity. Increasing demand for integrated facilities management solutions, additional to construction and renovation activities, will allow VINCI Energies to expand its market coverage.

Telecommunications. Ultrafast broadband, connectivity everywhere and the growth of services demanding ever more bandwidth implies continuous investment in expanding and upgrading networks. This will apply to other businesses as well, where VINCI Energies is developing new comprehensive networks and systems management and data storage solutions to keep pace with its customers' needs. Synergies with the other VINCI business lines will be an additional growth driver in most of these markets.

Eurovia

Profile

Eurovia is a world leader in transport infrastructure and urban development. While continuing to nurture its strong roots in France, international operations account for 41% of its revenue, primarily in Western and Central Europe, North America, Chile and India.

Transport and urban development infrastructure. Eurovia builds and upgrades roads and motorways, rail and light rail systems, as well as airports and industrial and retail complexes. It also possesses know-how in related areas, including demolition and deconstruction, drainage, earthworks, roadways and utilities, urban renovation, civil engineering structures and noise barriers.

Quarries. Eurovia is a European market leader in aggregates, and extracts, processes and markets both natural and recycled aggregate. It operates a network of more than 400 quarries producing 86 million tonnes of aggregate annually (Eurovia's share is 69 million tonnes), and 150 materials recycling and recovery facilities. Eurovia's reserves (*) represent more than 49 years of output (it controls more than 3.4 billion tonnes of reserves of aggregates).

Industrial production. Eurovia operates a network of 47 binder plants and 375 hot mix plants supplying 22 million tonnes of asphalt annually. A further 10 factories produce equipment, including road signage (panels, overhead sign gantries and paint) and industrial and retail floorings (resins), along with concrete and pre-fabricated products such as noise barriers.

Services. Eurovia provides management and maintenance of road systems under long-term contracts, as well as services relating to ancillary equipment such as vertical and horizontal signage and safety equipment, and maintenance of all connected structures, e.g. public lighting, traffic signals, amenities, green spaces and vegetation. Eurovia invests heavily in research and development of products and processes to protect the environment, including materials recycling and cutting CO_2 emissions.

(*) Reserves controlled through ownership or royalty agreement.


EUROVIA
VINCI

Competitive position
of Eurovia in its main markets

France
In the road and rail sector works market, Eurovia holds second place behind Colas and ahead of Eiffage Travaux Publics. The fragmented market is otherwise shared by about 1,500 local and regional contractors. Eurovia is market leader in aggregates, where its competitors include Colas and cement groups such as Lafarge, Ciments Français, Cemex and Holcim, alongside some 1,500 other local producers.

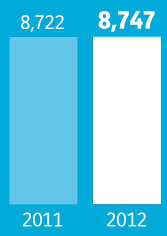
Germany
Eurovia GmbH is number two behind Strabag. The other players are regional in scope.

Czech Republic
Eurovia CS is among the leaders in road and rail sector works. Its main competitors are Skanska, Metrostav and Strabag.

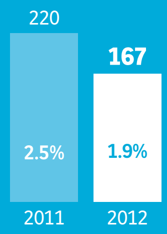
United Kingdom
Eurovia subsidiary Ringway is a major player in long-term maintenance contracts. Its main competitors are Carillion, Amey and Jarvis.

North America
The Hubbard Group, a Eurovia subsidiary, ranks number two in the south-eastern United States behind Archer Western Contractors. In Canada, subsidiary DJL is in second place in Quebec province after Sintra, a subsidiary of Colas. Following the acquisition of Carmacks, Eurovia became a major player in the province of Alberta in 2012.

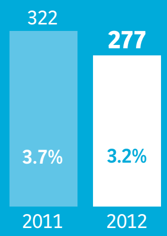
Revenue
(in €m)



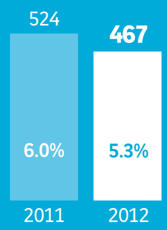
Net income attributable to the owners of the parent
(in €m and as a % of revenue)



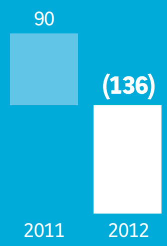
Operating income from ordinary activities
(in €m and as a % of revenue)



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

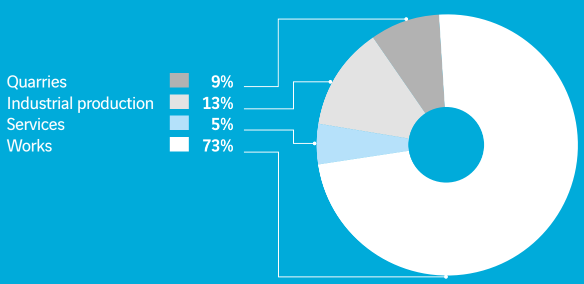


Net financial surplus/(debt) (**)
(in €m)

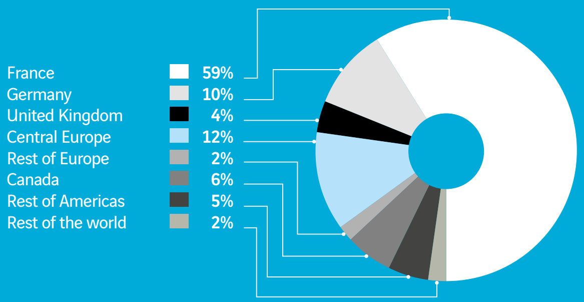


(*) Before tax and financing costs.
(**) At 31 December.

Revenue by business sector
(as a percentage)



Revenue by geographical area
(as a percentage)



The London Borough of Hounslow awarded a consortium comprising VINCI Concessions and Ringway, Eurovia's UK subsidiary, the upgrade, repair and maintenance of its highways network for a period of 25 years. The consortium will invest €125 million in the project.

What is the aim of this contract? What is special about it?

Our streets are generally in poor condition as we've made other investments over the last 20 to 30 years. Our purpose is to make the streets of Hounslow fit for the 21st century. It's a quite complex contract and a long-term investment based on a Private Finance Initiative (PFI). Our partner, VINCI Concessions and Ringway, will be borrowing €125 million, with the majority invested in the first five years of the contract. This investment puts the borough in a very strong position to be able to improve almost all of the streets in Hounslow for the benefit of our 250,000 residents. During this core investment period, VINCI Concessions and Ringway will be upgrading the entire street infrastructure: roads, footpaths, streetlights, signs, trees, and so on. Beyond the initial period, VINCI Concessions and Ringway will then be maintaining everything for another 20 years up to the required standards.

How can the London Borough of Hounslow Council measure these standards?

Under the contract, there are about 300 indicators on which the performance of VINCI Concessions and Ringway is judged during 25 years. They concern the whole range of services such as the condition of the highways and pavements, condition of the street lighting, which has to be brought up to standard, the removal of graffiti, the cutting of the grass verges along the streets, and so on. During the first five years, there are a number of milestones that VINCI Concessions and Ringway will have to achieve, and we are confident that they will meet these standards following an exhaustive process to agree the contract.

What criteria influenced your decision in favour of VINCI Concessions and Ringway?

We went through a very rigorous procurement exercise, choosing VINCI Concessions and Ringway as our partner for several reasons. Firstly, the quality of the bid they made. In particular, they bring their know-how and experience. They also bring innovation in terms of use of materials that will greatly improve the appearance of our streets. They have also been involved with this local authority for a long time, as they have been working on a contract with Hounslow for over 20 years. The council very much liked the quality and the ideas they brought to the project. Although they are a multinational company, we appreciated their understanding both of the kind of service we provide our local communities and of what the people want out of a local highways service.

Brendon Walsh

Director of Regeneration, Economic development and Environment, London Borough of Hounslow

"The investment by VINCI Concessions and Ringway will improve almost all the streets in Hounslow **for the benefit of its 250,000 residents**."

Resilience
in Europe, strong growth in the Americas

Eurovia's revenue increased a slight 0.3% to €8.75 billion. On a like-for-like basis, it declined 4.5%. The diversity of the business line's activities and markets helped ensure overall stability in an economic environment that was more difficult than in 2011. The French market held steady while growth in the UK, Canada and Chile, which account for about three-quarters of business volumes, more than offset the contraction recorded in the rest of Europe, especially in Germany and Central and Eastern Europe.

Applying the Group's international development strategy, Eurovia extended its positions in markets outside Europe that constitute growth drivers. In Canada, it acquired Carmacks (€212 million revenue in 2012), thereby gaining a foothold in the province of Alberta, which has vast oil resources, and rounding out the positions previously developed in Quebec and British Columbia. Eurovia generated revenue of €0.6 billion in Canada, which is now its third largest market after France and Germany. The year's other substantial acquisition was in India, where Eurovia took over NAPC, which generates close to €100 million in revenue. Headquartered in Chennai, in the state of Tamil Nadu, India's fifth largest economic region, the company is a regional leader in its sector. NAPC provides roadworks, earthworks and civil engineering. It is notably part of the concession consortium that is currently building the Chennai ring road.

In materials production, Eurovia completed the integration within its Eurovia Stone division of some 100 quarries acquired from Tarmac in 2010. This gives Eurovia an integrated materials production industry, which is being globally structured as a fully fledged business activity within the business line, where it contributes to revenue growth while securing supplies for the worksites. The environment is part and parcel of the improvement programme under way in this business activity. In France, 72% of Eurovia's wholly owned and majority held quarries have signed the environment charter of UNICEM, France's national federation of quarry and construction materials industries. At the end of 2012, 58% of quarry production, 24% of coating plant production and 83% of binder plant production were ISO 14001 certified.

The environment is also a defining focus of the business line's innovation policy. Eurovia's laboratories are developing products and processes that reduce the impact of its activities, notably by reducing the temperatures at which asphalt mix is produced and laid, and by widespread use of recycling.

France

Eurovia proved resilient in its main market in 2012. Against a backdrop of budget cuts by local and regional authorities and despite the unfavourable weather conditions in the first half, revenue held steady at €5.2 billion, similar to that in 2011. Investment continued at a high level in large urban areas, offsetting the economic slowdown in most of France's rural departments.

Volume was high in the motorway sector in 2012, with the extension of the A89 motorway towards Lyon, for which Eurovia laid 450,000 tonnes of asphalt mix on a 35 km section; widening of the A63 motorway near the Basque coast (of which the first phase was completed), the A50 motorway between La Ciotat and Bandol, the A8 motorway at the western entrance to Nice and the A9 motorway in the outskirts of Perpignan; and construction of the Gatignolle interchange on the A11 motorway at Angers. Eurovia's network of divisions contributed to the completion of a large number of green motorway package projects by the spring of 2013. These included construction of noise barriers, renovation of rest areas, overhaul of toll stations to accommodate new no-stop lanes, etc. Eurovia also dismantled facilities along the A1 and A4 motorways.

In roadworks, business activity was driven by the usual number of upgrade and maintenance projects on national,

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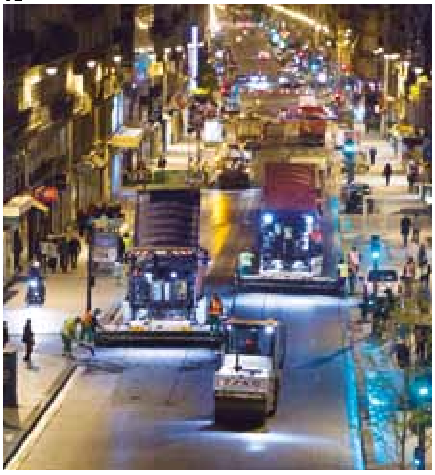

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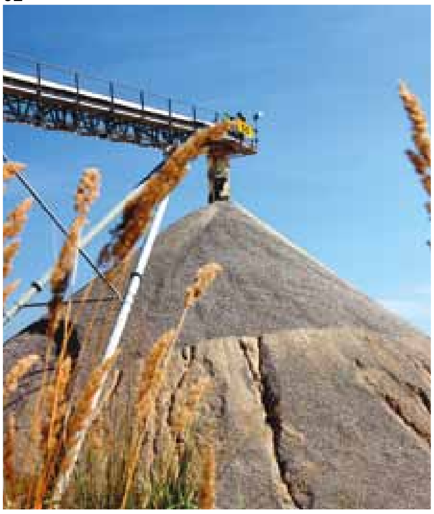

03


01 EJL refurbished the Rue de Rennes in Paris. The aim of the project was to enhance safety for pedestrians and facilitate deliveries in this busy shopping street, which is used by 3,200 pedestrians and 700 vehicles an hour in peak periods.
02 Eurovia operates more than 400 quarries around the world, producing 86 million tonnes of aggregate a year.
03 As part of the refurbishment of the Lyon–Grenoble–Marseille rail line, ETF carried out works to renovate 9 km of track in 2012.

Eurovia embraces biodiversity

In an extension of its 2011 commitment to France's national biodiversity strategy (SNB), Eurovia signed a partnership with the National Natural History Museum, the biodiversity expert recognised by public institutions and non-governmental organisations alike. For a period of three years, the museum will support Eurovia's deployment of a biodiversity project in its quarries, including site review and inspection, action plan evaluation and monitoring, introduction of biodiversity indicators and employee training. Eurovia, meanwhile, will make its quarries available to the museum for studies to gain knowledge about biodiversity: species inventories, comparative environmental evolution analyses, and monitoring of ecological rehabilitation carried out when quarry operations are discontinued.

departmental and municipal roads. For example, Eurovia won a €4.8 million four-year contract to renovate and maintain the municipal roads and streets on the island of Belle Ile en Mer off the west coast of France.

In light rail systems, business continued at a brisk pace. Building on the local roots of its works divisions and the expertise of its railway division, Eurovia provides services including infrastructure, street, track and ancillary works. Eurovia took part in light rail projects in the Greater Paris area (T1, T2, T3, T6, T7, T8) and in Besançon, Bordeaux, Brest, Dijon, Le Havre, Lyon, Montpellier, Nice, Orleans, Strasbourg, Toulouse and Valenciennes. On the Brest project, handed over in June 2012, Eurovia was in charge of all infrastructure and track works over 14.3 km of lines and 27 stations *(see p. 6)*.

Apart from light rail lines, urban upgrade works were stepped up in the run-up to the municipal elections. The main projects included: in Paris, work on the Rue de Rennes and the Quai Anatole France as part of the construction of pedestrian zones on the banks of the Seine; in Marseille, renovation works in the Old Port, the Boulevard National and the public area surrounding the Mucem (Museum of European and Mediterranean Civilisations); in Calais, renovation of the public spaces in the northern part of the city; in Toulon, renovation of some 15 streets and squares in the city centre; in the Charente-Maritime department, renewal of the Royan, Saint Georges de Didonne and Fouras seafronts. Also noteworthy was the 21-year public-private partnership (PPP) signed with the municipality of Saint Leu la Forêt in northern France, under which Eurovia is designing, financing and executing works, and is then tasked with maintenance for the duration of the contract.

Eurovia also worked on road tunnel projects, for the most part in synergy with the Group's other works divisions, particularly in the Greater Paris area (refurbishment of the tunnels under Les Halles in Paris, installing a cover over the A6b motorway).

In rail infrastructure, in addition to light rail, activity was buoyant on the French rail network. Eurovia took part in renovation programmes on the Paris-Lyon line and the regional Toulouse-Tessonière and Lyon-Grenoble-Marseille lines. The Eastern high-speed line (phase 2) between Metz and Strasbourg was also launched in 2012. It will require 470 km of track, 1 million tonnes of ballast and 400,000 sleepers. Eurovia has developed new methods for this project that reduce the need for handling and improve productivity. These methods can subsequently be used on the SEA Tours–Bordeaux HSL project, for which Eurovia initiated the first works in 2012 to divert the line and prepare for the construction of tracks and overhead lines. Actual construction will get under way in 2014 and take two years to complete.

Eurovia also worked on airport projects such as the Nice Côte d'Azur Airport (refurbishment of the north runway, maintenance of seawalls) and Bergerac airport. In addition, it contributed to the refurbishment of the ports of Victor and Issy les Moulineaux in the Greater Paris area, in synergy with VINCI Construction and VINCI Energies.

Lastly, there was good growth in two of its specialist business lines: signalling by Signature (now a wholly owned subsidiary following the reorganisation with Plastic Omnium of 35% of its business activities) and deconstruction by Cardem. The latter develops integrated solutions (engineering, consultation with local residents, selective dismantling, materials recycling), which were used in asbestos removal and building demolition projects of all types, including a 12-storey building in Nanterre, a prison in Le Havre, a foundry in northern France and the Loire sur Rhône conventional thermal power plant, under a €30 million contract.

Western Europe

Germany

After reaching an exceptionally high level in 2011, revenue generated by Eurovia GmbH contracted 2.8% in 2012 to €0.9 billion, notably due to reorganisations in a number of difficult regional markets and a substantial decline in the sale of asphalt mix. Business remained brisk in the A-Modell concession projects with the continuation of the A5 motorway renovation and extension project (Offenburg–Karlsruhe, 60 km) and the start of the A9 motorway project covering a 46.5 km section between Berlin and Munich, which includes 19 km to be widened to three-lane dual carriageway. The main contracts under way or won during the year included the construction of the new Schwanebeck motorway interchange north of Berlin; the conversion of the railway station square and access streets in Marburg, Hesse; restructuring of the technical services facility for the public transport network in Leipzig, Saxony; and, in the same *Land*, installation of passive safety equipment (crash barriers) along three sections of the A14 motorway. In addition, on two motorway sections in Greater Hamburg and, for the first time in Germany, Eurovia trialled its innovative pollution-reducing NOxer® surfacing process, which neutralises nitrogen oxides (NOx) emitted by vehicles.

United Kingdom

At Eurovia Group Ltd, revenue increased 5.7% to €0.4 billion. Work carried out under multi-year service contracts, which account for nearly three-quarters of total volume, was particularly buoyant due to the entry into force of five contracts won at the end of 2011. These were for road infrastructure maintenance in North Yorkshire, Shropshire, Cheshire West (including the city of Chester), Cheshire East and Essex. The total value of the contracts, covering periods of between five and 10 years, is in excess of €1.7 billion.

There was further growth in this market in 2012 thanks to two Public Finance Initiative (PFI) contracts won in synergy with VINCI Concessions for the renovation and maintenance of road networks, both for a period of 25 years. The first is with the London Borough of Hounslow (432 km of roads and 763 km of pavements; total contract value: about €800 million); the second covers the highways network on the Isle of Wight (821 km of roads and 767 km of pavements; total contract value: €750 million). The first contract came into force in January 2013; the second is expected to start in April 2013.

In addition, Eurovia Group Ltd won a works contract to build a new 1.6 km road link in the city of Rotherham, South Yorkshire.

Spain

Against a backdrop of ongoing economic crisis, revenue fell 36% to €0.1 billion. The increasing number of multi-year motorway maintenance contracts, particularly in Andalusia, helped to limit the fall in activity.

Central Europe

Czech Republic and Slovakia

Eurovia CS's revenue fell 42% to €0.6 billion due to the depression in the Czech market and to the PR1BINA expressway in Slovakia reaching its final phase. On this motorway, built by VINCI under a PPP contract, the work carried out in 2012 – amounting to €82 million, down from €367 million in 2011 – involved construction of the Banska Bystrica bypass. This fourth and last section was opened to traffic during the summer. Eurovia CS also won a significant new contract as part of a consortium with VINCI Construction to build a 9.5 km section of Slovakia's D1 motorway. The work, including the construction of a twin-bore tunnel and 12 crossings, has a total value of €127 million.

Poland

Eurovia Polska's revenue declined 24% to €0.3 billion. This is attributable to the slowdown in the Polish economy following several years of very strong growth, cuts in public spending and difficulties experienced by companies in the sector to obtain payment for works performed. The highlight of the year was the completion, on schedule and within a very tight deadline, of a 30 km section of the A2 motorway, which was opened to traffic in time for the Uefa Euro 2012 football tournament *(see p. 89)*, and the simultaneous handover, a month ahead of schedule, of a 20 km section of the S5 expressway between Gniezno and Poznan. Eurovia Polska also won a new contract to build two sections of the Katowice–Gliwice expressway, including two viaducts, a tunnel and a bridge.

In other Central and Eastern European markets (Croatia, Lithuania, Romania), revenue increased over 50% to €0.1 billion, primarily as a result of a new contract to build a wind farm for GDF Suez Energy in Romania (construction of 15.5 km of roads, foundations and cable installation for 21 turbines), in an extension of a project of the same type previously carried out by Eurovia.

In Lithuania, a first project was won in the rail sector. It covers the comprehensive renovation (tracks, bridges and tunnels, platforms, signalling) of a 25 km section between Palemonas and Gaiziunai.

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01 Renovation of a section of the A40 motorway near Essen, North Rhine-Westphalia, Germany.
02 Working at night to build the A2 motorway *(see opposite)*.

Poland: high-speed motorway project

In May 2011, as a result of accumulated delays on the worksite, the Polish government withdrew from the contract it had signed with a Chinese company to build a section of the A2 motorway, which was to be opened to traffic in time for the Uefa Euro 2012 football tournament. The consortium made up of Eurovia Polska (lead company) and Warbud (VINCI Construction) took over the project, on which a mere 10% of the work had been completed. Operating around the clock, seven days a week, with the exception of the coldest days in the winter, 2,500 employees worked on the project, placing an average of 40,000 cu. metres of backfill and 7,000 tonnes of asphalt mix a day. The new 30 km section was opened to traffic on 31 May, just in time for the start of Euro 2012.

Americas

Canada

Eurovia's business activity in Canada more than doubled to €0.6 billion, driven by both acquisitions and organic growth.

Eurovia's major acquisition of the year, in March, was Carmacks. Based mainly in Alberta, where vast tar sands supply two-thirds of Canada's oil production, Carmacks operates in oil services, road-works and urban network maintenance. In Edmonton, the capital of Alberta, it manages a section of the ring road under a 30-year contract, providing not only infrastructure repairs but also winter maintenance and traffic management. Two further contracts of the same type are under way in Calgary.

Business growth was particularly strong in Quebec (up 32%) where the booming economy enabled subsidiary DJL to take advantage of its ability to cover all market segments. DJL also enhanced its market coverage by acquiring Pavage Rolland Fortier in Quebec City. The year's major projects included renovation of the main runway at Montreal-Trudeau Airport, and the contract to build a new public transport system (Rapibus project) in the city of Gatineau.

There was also strong business growth (37%) in British Columbia, Eurovia Canada's third largest market. Taking advantage of the economic momentum in the Greater Vancouver area, subsidiary BA Blacktop participated in, inter alia, the motorway upgrade of Highway 1 on the outskirts of Vancouver. It was also selected by the city of Surrey to build the major Combo project. The €54 million contract covers the design-build of road infrastructure and three bridges across a railway corridor leading to the Port of Vancouver.

United States

Operating primarily in Florida and North Carolina, Eurovia recorded 16% growth in revenue to €0.3 billion following a difficult year in 2011. Although the business environment remained sluggish, Eurovia's subsidiaries were able to capitalise on their ability to handle major design-build projects.

In Florida, Hubbard refurbished I-90, the motorway that crosses Nassau County, and began construction of 21 km of Express Lanes (toll lanes built in the central reserve of an existing motorway) on I-95 in Miami. Again in Florida, Tampa Pavement Constructors, a subsidiary acquired in 2011, carried out a highway renovation project involving 40,000 tonnes of asphalt mix on SR60 in Plant City. In North Carolina, Blythe began construction of a new 8.5 km section of the I-485 motorway, including earthworks and construction of 17 bridges and tunnels. It also renovated 48 km of roads in Davidson County.

Chile

Business continued to grow steeply, up 60% in 2012, thanks to the development of two of Eurovia's two business lines there.
In roadworks, the creation of new locations in the Puerto Montt region in the south of the country and in the mining regions of the north enabled Eurovia to take advantage of the country's economic vitality – Chile has one of Latin America's highest growth rates. Subsidiary Bitumix continued two major projects in the north of the country: one in the Antofagasta region (surfacing of 45 km of motorway) and the other in the Atacama desert (refurbishment of a 25 km section of the Pan-American Highway). In road materials, bituminous binder production and trading also recorded strong growth, driven in particular by the new terminal set up by subsidiary Probisa in the industrial port of Mejillones, to the north of Antofagasta.

India

NAPC, the construction and civil engineering company based in Chennai, Tamil Nadu, was acquired in early 2012. Its integration within Eurovia continues apace. In 2012, the company won two contracts in the state of Odisha: construction of a 45 km road, together with mining and earthworks, for an initial period of three years.

01

01 In the Antofagasta region, 1,400 km from Santiago, Chile, Bitumix laid the surfacing on 45 km of the motorway network currently under construction.
02 Acquired in early 2012, NAPC in India is building a 45 km road in the state of Odisha.

02

Outlook

Eurovia's order book at the end of 2012 was €6.4 billion, a rise of 10% over the previous year. The increase stems primarily from the inclusion of multi-year contracts gained in the United Kingdom and the order books acquired with the new subsidiaries Carmacks in Canada and NAPC in India. Eurovia expects a slight contraction in business activity in 2013. At a time of pricing pressure and public spending cuts, in Europe especially, its priority will be to optimise its operational performance and adapt its organisation to market trends, in order to preserve its margins.

Business activity in France is, however, expected to hold up well overall, with the municipal and other local government elections in 2014 acting as an incentive to rapid completion of programmes currently in hand. Strong demand in the rail sector, with ongoing work on a large number of urban transport infrastructure projects and the ramping up of work on the high-speed lines between Tours and Bordeaux (LGV SEA) and in eastern France (LGV Est), will also sustain activity.

Elsewhere in Europe, good growth in the United Kingdom should partly offset flat or falling demand in other countries, especially those of Central and Eastern Europe. Diversification in rail-related businesses represents a significant avenue for medium-term growth in these markets.

Business activity outside the European Union is expected to remain brisk, as Eurovia reaps the benefit of its new positions in India and its extended scope in Canada.

Looking further ahead, a number of deep-lying trends in all its markets will contribute to Eurovia's future development. These include the huge demand for new transport infrastructure in emerging markets and the need to upgrade existing infrastructure in mature economies. Expanding cities everywhere, combined with policies to improve urban mobility, will generate a constant stream of new development projects.

As public spending comes under greater pressure, recourse to public-private partnerships (PPPs) will help make these projects possible, contributing to Eurovia's growth, and ever-greater synergies with VINCI's other divisions will speed this process.

VINCI Construction

Profile

VINCI Construction, France's leading construction company and a major global player, brings together 1,000 consolidated companies with more than 71,000 employees in some 100 countries and delivers a comprehensive array of capabilities in building, civil engineering, hydraulic engineering and contracting-related specialities.

The distinctive feature of VINCI Construction, beyond its broad range of expertise, is its business model based on three components that form an excellent strategic fit.

Networks of local subsidiaries:

- within France: VINCI Construction France, comprising 467 profit centres with strong regional roots in mainland France; and VINCI Construction DOM-TOM, comprising about 30 local subsidiaries in overseas France;
- outside France: VINCI Construction UK in the United Kingdom; CFE (in which VINCI holds a 46.8% interest) operating mainly in the Benelux countries; Warbud, Prumstav, SMP, SMS and APS Alkon in Central Europe; and Sogea-Satom in Africa.

Specialised civil engineering subsidiaries serving global markets: Soletanche Freyssinet (foundations and ground technologies, structures, nuclear activities); Entrepose Contracting (oil and gas infrastructure); DEME, in which CFE holds a 50% interest (dredging, marine engineering, site remediation, offshore activities and wind turbines).

A division dedicated to complex project management and execution: VINCI Construction Grands Projets, VINCI Construction Terrassement and Dodin Campenon Bernard, which work on major civil engineering and building projects around the world.

VINCI Construction exemplifies the Group's entrepreneurial culture and management model. Its decentralised structure creates a framework for networking and empowerment of local managers and supports its focus on people and responsive organisations.

Competitive position
of VINCI Construction in its main markets

France
VINCI Construction is the leader in a market estimated at more than €200 billion, ahead of Bouygues Construction, Eiffage Construction, Fayat and Spie Batignolles. The remaining market is divided among medium-sized regional companies and a large number of small contractors.

United Kingdom
VINCI Construction UK is a company of significant size in the United Kingdom, especially in the building and civil engineering sectors. Its main competitors are the Balfour Beatty, Royal BAM (BAM Nuttall), Skanska UK, Carillion and Laing O'Rourke groups. The British market is estimated at nearly €160 billion.

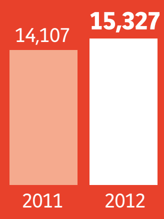
Belgium
CFE is one of the leaders in a Belgian market estimated at over €37 billion. Its main competitors are the Royal BAM, Besix and Eiffage groups.

Central Europe
VINCI Construction operates in this region through its mid-sized local subsidiaries, notably in Poland and the Czech Republic. Its main competitors are Strabag, Skanska and, in Poland, Polimex-Mostostal.

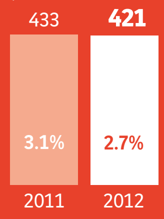
Specialised markets
VINCI Construction subsidiaries Soletanche Freyssinet and DEME operate in specialised civil engineering markets around the world. Their competitors include Trevi and Bauer in special foundations, Bouygues subsidiary VSL in prestressing and stay cable systems, and Boskalis, Jan de Nul and Van Oord in marine works and dredging. Entrepose Contracting is a global operator in design and construction of complex industrial projects in the oil and gas sector. Its main competitors include Saipem (ENI Group) and CB&I.

Sources: Euroconstruct, December 2012 (market size), company literature.

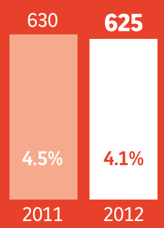
Revenue
(in €m)



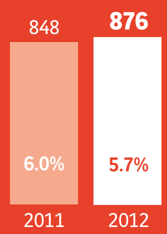
Net income attributable to owners of the parent
(in €m and as a % of revenue)



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



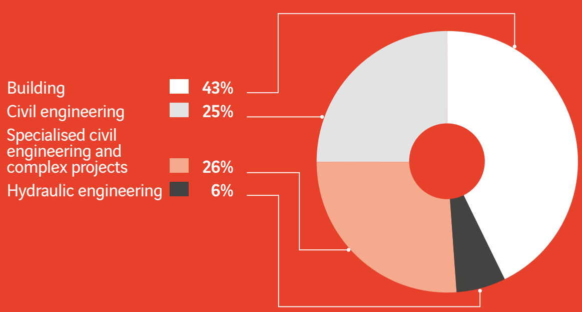
Cash flow from operations (*)
(in €m and as a % of revenue)



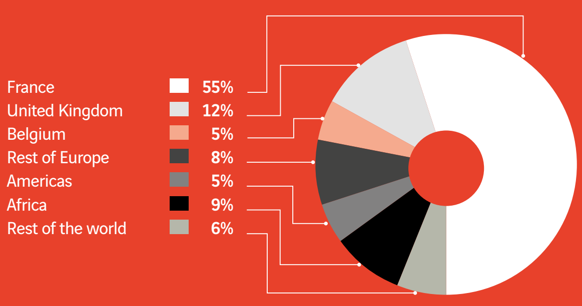
Net financial surplus (**)
(in €m)

(*) Before tax and financing costs.
(**) At 31 December.

Revenue by business sector
(as a percentage)



Revenue by geographical area
(as a percentage)



The Millennium Challenge Corporation, a US government agency, funds poverty reduction programmes in low- and middle-income countries engaged in a process of sustainable economic development. In 2006, MCC signed a $307 million compact with Benin. Some of the funds went towards financing the rehabilitation of the Port of Cotonou, a project in which a consortium of VINCI companies took part.

What sets the MCC model apart? What, for example, are the main criteria used in the selection process?

MCC encourages candidate countries to carry out reforms to strengthen governance, economic freedom and investment in human capital. It uses a selection process based on performance, as measured by some 20 indicators, and identifies priorities and projects to be carried out by the recipient countries themselves, which are responsible for implementation. Eligible countries must continue the reform process, which is assessed annually, and maintain or improve their overall performance as measured by the MCC-defined indicators.

What criteria did the Benin Millennium Challenge Account apply in the selection of the VINCI consortium to carry out the Port of Cotonou extension project?

The tender documents included environmental, employment, and occupational health and safety clauses. The bid submitted by Sogea-Satom and its partners, judged technically sound with the best financial conditions, met these requirements. The work was carried out without a single serious accident. The environmental clauses were also complied with. For example, for the extension of the sand trap, about 375,000 tonnes of rock were safely transported in compliance with local regulations over a distance of 150 km. This involved about 12,000 truck round trips and 20 trainloads. Since the structure was handed over six and a half months ahead of schedule, MCA-Benin asked the VINCI consortium to carry out other works in the Port of Cotonou (zoning, rail line, car park, lighting, etc.).

Benin is eligible for a second MCC programme, for which you are currently developing the content. Under what conditions will this new compact be signed? What kinds of companies do you think best suited to support you in implementing this second contract?

The award will depend on the close-out of the first programme, the continued success of the projects already completed and the way in which the eligibility criteria are met. To implement the second programme, companies should have a profile corresponding to the projects selected between now and the end of 2013. Obviously their expertise, reliability, professionalism and experience will be major factors in the selection process.

Samuel Olukayodé Batcho

National coordinator in charge of the unit developing the second MCA Benin programme

"The bid submitted by Sogea-Satom and its partners, judged technically sound with the best financial conditions, **satisfied our requirements.**"

Resilience in Europe and **international expansion**

VINCI Construction turned in another solid performance in 2012. Owing to its business model, which brings together networks of local subsidiaries, worldwide speciality business activities and entities dedicated to major projects, the business line proved resilient in Europe despite the tough economic climate and was able to continue expanding its activities internationally.

Growth – almost all organic – continued at VINCI Construction in 2012, with revenue increasing 8.6% to €15.3 billion. This achievement reflects the resilience of the business line's networks of local subsidiaries (especially in France, the United Kingdom and Africa); the ramp-up of the SEA Tours–Bordeaux HSL project in France; and the international performance of VINCI Construction's specialised engineering and major projects activities.

Building on the growing collaboration between its divisions, VINCI Construction extended its international market coverage, especially in underground works and the port and energy infrastructure sector. By designing joint proposals to meet demand for comprehensive solutions from major contracting authorities and by networking its engineering, management and production capabilities, the business line was able to marshal the very substantial resources required to cope with the increasing size of projects.

Meanwhile, as price pressure continued to mount, VINCI Construction's constant focus on selective order taking, productivity and cost control kept its operating margin above 4% despite setbacks encountered on a number of projects.

Network of local subsidiaries

Mainland France

Following a substantial upturn in 2011, VINCI Construction France recorded a 7.4% increase in revenue to €6.5 billion.

Building. After strong growth the previous year (16%), this business activity, which accounts for two-thirds of VINCI Construction France's revenue, increased a further 6.5%. Growth was especially strong in the Greater Paris area and in the south-east. Overall, VINCI Construction France companies made the most of their comprehensive market coverage – service sector, functional and residential buildings – to pursue a strategy of offering public and private sector contracting authorities the broadest possible range of new construction and renovation services, from major design-build to local repair projects.

The main projects under way or handed over during the year included, in the Greater Paris area: the Cité du Cinéma (developed by VINCI Immobilier), the Department of Islamic Art at the Louvre Museum, the Louis Vuitton Foundation for Creation, the D2 tower at La Défense, the Peninsula Paris hotel, the University of Paris-Diderot and the Ensta engineering school campus under public-private partnerships, and the Necker and Lagny hospitals; in the rest of France, the Hérault departmental archives in Montpellier (Pierresvives), the Confluences museum and the Confluence leisure and shopping centre in Lyon, the Museum of European and Mediterranean Civilisations (Mucem), the Terrasses du Port shopping centre and the Ambroise Paré hospital in Marseille, the Allianz Riviera stadium in Nice (under a partnership contract awarded to VINCI Concessions), the Odéon tower in Monaco, the Fernand Léger art and culture centre in Douchy les Mines in the Nord region and the hospital in Troyes.

Alongside these major operations, a large number of smaller projects of all types made up the core business of VINCI Construction France.

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01 In Marseille, a consortium made up of Dumez Méditerranée (VINCI Construction France) and Freyssinet France (Soletanche Freyssinet) carried out the foundation, structural works, metal frame and waterproofing works package on the Museum of European and Mediterranean Civilisations (Mucem) project, an avant-garde building designed by architect Rudy Ricciotti.
02 The future Allianz Riviera stadium in Nice, which will serve as a venue for the Euro 2016 football tournament, is being designed and built by local VINCI Construction France and VINCI Energies entities under a partnership contract awarded to VINCI Concessions.
03 In Bordeaux, the Jacques Chaban-Delmas vertical lift bridge is being designed and built by a consortium of VINCI Construction France and Dodin Campenon Bernard companies. A major milestone was achieved in 2012 with the placement of the 117 metre long, 3,500 tonne central lift span.

03

Civil engineering. In a shrinking market, business activity increased almost 8%, primarily driven by the SEA Tours–Bordeaux HSL project. Alongside the other VINCI Construction divisions and VINCI business lines, a large number of regional and local VINCI Construction France entities are involved in the project, helping to build the line's 415 bridges and tunnels and 240 hydraulic structures. The project entered the operational phase in 2012 and by the end of the year VINCI Construction France already had 410 people working on it.

Meanwhile, a large number of projects were continued or completed during the year. These included the extension of Line B of the Lyon metro; boring of the second Croix-Rousse tunnel and start of the renovation of the existing tunnel; bridges and tunnels along the A89 motorway in the Greater Lyon area; structural work on the Prado Sud tunnel in Marseille and seismic isolation pit at the tokamak (ITER project reactor) in Cadarache in the Bouches du Rhône department; spillway of the Malarce dam in the Ardèche region; Romanche Gavet intake dam near Grenoble and refurbishment of the Leysse cover at Chambéry; installation of the central span of the Jacques Chaban-Delmas bridge in Bordeaux; and in the Paris region, the Coudray dam, the La Morée wastewater treatment plant, civil engineering works on the Les Halles Canopy and modernisation of the Gare de Lyon train station in Paris.

The main contracts won during the year were the CEVA contract (regional express line between Geneva and Annemasse), the Schuman bridge in Lyon, the Izeron bridge in the Isère region and the Cavaillon viaduct in the Vaucluse region, as well as the replica of the Chauvet cave in the Ardèche – a technically complex project carried out on a general contracting basis, including the reproduction of the cave paintings, by a VINCI Construction France-led consortium.

Hydraulic engineering. Volume held up well in markets that were contracting due to the difficulty experienced by local authorities in financing projects. The decline in standard pipeline works, especially in rural areas, was partly offset by work to divert and reconnect utility networks in conjunction with urban development (light rail) and high-speed rail line works. In water treatment, VINCI Construction France won new contracts for the Finfarine water production plant in Sables d'Olonne, the Erstein wastewater treatment plant in the Bas-Rhin region and a water production plant in Reims under a public-private partnership. In the Greater Paris area, work got under way on the new Seine Aval pre-treatment unit in Achères, Europe's largest wastewater treatment facility.


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Overseas France

Revenue increased 7.3% to nearly €0.6 billion in markets buoyed by uninterrupted public investment in healthcare, education, public housing and water treatment and by a variety of projects in the traditional markets that make up the core business of VINCI Construction DOM-TOM companies.

In building, which accounts for half of all business, the main projects under way were the Capesterre middle school (900 students) and the René Lacrosse medical centre in Guadeloupe. Operations started or won during the year included the Stella Matutina museum on Reunion Island, an administrative detention centre in Mayotte, a 130-room hotel in Cayenne, French Guiana, and the major Médipôle hospital complex (80,000 sq. metres of buildings, 450 rooms, 12 operating theatres) in Koutio, New Caledonia.

Other projects included, in the civil engineering sector, the Saint Etienne River bridge on Reunion Island and the new European Vega launch facility in French Guiana; and in the hydraulic engineering sector, new wastewater treatment facilities on Reunion Island (Grand Prado) and in Cayenne, French Guiana, and the Matiti water production plant in French Guiana; and in the earthworks sector, the Paddon residential estate in Paita, New Caledonia.

Western Europe

Benelux. CFE (excl. its 50% owned subsidiary DEME), which is held 46.8% by VINCI Construction, recorded a 3.4% increase in revenue to €0.9 billion.

Building activity grew in Belgium but declined in Central Europe and the export markets due to a number of delayed project starts. In this sector, the main projects included the start of construction by CFE, under a DBFM (design, build, finance, maintain) contract, of a building complex in Charleroi that will accommodate, inter alia, the new police department. Designed by architectural firms Jean Nouvel and MDW Architecture, the project won a prize at the Cannes world property trade fair (Mipim).

In civil engineering, CFE completed construction of the Diabolo rail link in Brussels and continued two large projects being carried out by the Group under concession contracts: construction of the second Coentunnel in Amsterdam (a 750 metre, five-lane submerged road tunnel) and the Liefkenshoek rail link (16 km, of which nearly half runs underground) in the Port of Antwerp. In 2012, work proceeded at a fast pace on these two projects, which are scheduled to open to traffic in 2013.

The property development activity in Belgium and Luxembourg held steady at a satisfactory level. Business was stable for the multi-technical engineering and maintenance division and increased in the rail and road division due to the acquisition of Remacom, a company specialising in track laying.

United Kingdom. Despite an economic environment that remained extremely tough, VINCI Construction UK continued to increase its revenue (up 6.5% to €1.4 billion) and position itself in its most buoyant market segments.

In building, business remained brisk in the hospital sector, notably driven by the ProCure21+ programme, for which VINCI Construction UK is already qualified; in the retail building sector, driven by various

01 The Médipôle hospital complex in Koutio, New Caledonia, with 450 rooms and 12 operating theatres, is being built by a consortium led by VINCI Construction in association with VINCI Energies. It is New Caledonia's largest public building.
02 The Diabolo rail link between Brussels National Airport, the main Belgian rail lines and Antwerp was inaugurated in June 2012. It was built by the Dialink consortium, which includes CFE subsidiary MBG, with the participation of some Soletanche Freyssinet companies.

projects for long-standing customer Tesco; and in the education sector, driven by university development works under way or in the start-up phase in the south-west and in Wales. During the year, the very large New Covent Garden Market redevelopment project, which will take five years to complete, got under way in London's Vauxhall district. During the first phase, VINCI Construction UK will build, as part of a consortium, a 150,000 sq. metre complex with a value of £130 million (€159 million).

In civil engineering, volume was high in 2012 due to modernisation work on the London underground. In addition to continuing or initiating projects at the Tottenham Court Road and Victoria stations, VINCI Construction UK completed work on King's Cross station. It also began construction of the new Whitechapel station as part of the Crossrail project under a €135 million contract that will be implemented over a period of six years. During the year, the second phase of work on the Nottingham light rail system, a project carried out under a PPP, was also launched. Lastly, in the airport sector, VINCI Construction UK won the contract to transform Pier 1 at London Gatwick South Terminal (a €105 million contract), a follow-on to the many projects previously carried out by the company at that airport.

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Central Europe

Operating in three Central European countries – Poland, the Czech Republic and Slovakia – VINCI Construction recorded a 7.7% decline in revenue to €0.5 billion due to a general economic downturn.

In Poland, Warbud worked with Eurovia on A2 motorway and S5 expressway projects, which were completed in record time in the run-up to the Uefa Euro 2012 football tournament. In building, significant construction contracts were won, including a 527-bed paediatric teaching hospital and the 105,000 sq. metre Plac Unii office and shopping complex in Warsaw, and the extension of the Gillette plant in Lodz. In a consortium with VINCI Environnement, Warbud also won the contract to upgrade the Olawa waste treatment plant, which produces biogas used to generate electricity, heat and refrigeration.

In the Czech Republic, where the economy was in recession and major road infrastructure programmes were completed, SMP branched out into water treatment by acquiring a specialised company and winning the contract to build a wastewater treatment plant in Bohemia. Prumstav, the building subsidiary, also won the contract to build the new Karlin Hall II office building in Prague.

In Slovakia, following completion of the PR1BINA expressway, SMS was selected, as part of a Eurovia-led consortium, to build a 9.5 km section of the D1 motorway near Levoča, including a twin-bore tunnel and 12 bridges.

Africa

Sogea-Satom's revenue continued to grow, with a 10.4% increase to €0.9 billion in markets where private-sector investments are taking the place of funding by major international donors. Making the most of the long-standing roots and high quality expertise that have enabled it to hold its own in a highly competitive environment, Sogea-Satom maintained a high level of activity in all its business sectors.

The company's strength in roadworks and earthworks, which account for more than half of its revenue, continued with a large number of construction and refurbishment projects, notably in Tanzania, Burundi, Chad and Burkina Faso (where agricultural water projects in the Dî area will provide irrigation for more than 2,000 hectares of land) and in the Congo. In civil engineering, synergies developed with other VINCI Construction divisions were put to use in the new contract to extend the port of Lomé, Togo, following on from a similar project completed in 2012 in Cotonou, Benin, and in the contract covering the chemicals site at the port of Jorf Lasfar, Morocco (construction of two storage facilities for phosphate fertilisers with unit capacities of 100,000 tonnes).

The hydraulic engineering activity also expanded, with major projects under way including reinforcement of the drinking water system in Libreville, Gabon, and the raw water treatment plant in Yaoundé, Cameroon. Lastly, Group synergies generated sustained business in the building sector, with the completion of the Renault-Nissan plant in Tangier, Morocco, as well as ongoing construction of Toukra University and the start of the Finance Ministry project in N'Djamena, Chad.

Other VINCI Construction divisions operate in Africa in specialised civil engineering, building, oil and gas infrastructure and major projects. Across all subsidiaries, VINCI Construction generated revenue of €1.4 billion, unchanged from 2011.

Specialised civil engineering

Soletanche Freyssinet

At Soletanche Freyssinet, revenue rose 12.9% to €2.5 billion as a result of both organic growth and acquisitions. In each of its business activities (soils, structures, nuclear), Soletanche Freyssinet's specialised expertise is an international benchmark, positioning the company in major infrastructure projects around the world.

Business was particularly brisk in the United States, Canada, Australia, Mexico and France. Volumes declined substantially in the Middle East, Iberian Peninsula and Central Europe, where markets were contracting, but held steady overall in Asia, Latin America and Africa.

Soletanche Freyssinet's targeted acquisitions strategy enabled it to consolidate and expand its international networks in the Americas (United States, Canada, Colombia), New Zealand, South Africa and Central Europe (Czech Republic and Slovakia). The company set up new subsidiaries in Peru, Kuwait and the Philippines.

Deep foundations and ground technologies

Soletanche Bachy recorded 15% growth, driven by the performance of its subsidiaries in France and North America. The company also integrated the entities acquired in 2011 in Canada, the United Kingdom or Turkey. The main projects completed or under way during 2012 included Crossrail and Lee Tunnel in the United Kingdom; Wolf Creek dam, Port of Miami tunnel and San Francisco and New York Second Avenue metros in the United States; El Teniente mine in Chile; Hong Kong airport; the National Art Gallery in Singapore; the Reforma and Bancomer high-rise buildings in Mexico; the T6 light rail in Viroflay, France; CEVA in Switzerland; the Odéon tower in Monaco; the ports of Puerto Brisa, Argentina and Montevideo, Uruguay; and the Singapore, Hong Kong and Kuala Lumpur metros in Asia.

New orders included work on the ports of Lomé in Togo, Jebel Ali in Dubai and Puerto Bahia in Colombia; the Lake Nyos dam in Cameroon, the Goldin Financial Center in Hong Kong and the Second World War Museum in Gdansk, Poland.

At **Menard** (ground consolidation), volumes held steady. The year's main projects included: port works at the future tanker terminal in Dunkerque, France; the S8 expressway in Poland; the General Electric (Gemtec) technology centre in Dammam, Saudi Arabia; the port extension in Gulfport, Mississippi, United States; the Barangaroo seafront in Sydney, Australia; the Gemalink container terminal in Vietnam; and the Kutubu Central Processing Facility, as part of the PNG-LNG project in Papua New Guinea.

New contracts included Terminal 3 at Jakarta airport, the Wynn Cotai casino in Macao and the Ichthys LNG project in Australia.

Structures

Freyssinet's business activity increased despite the market downturn in Central Europe and Spain, which was notably offset by good performance in the United Kingdom, North America, Mexico and Australia. The main projects completed and under way during the year included the Russky Island and Golden Horn bridges in Vladivostok, Russia; the Verdun sur Garonne suspension bridge, the Pannecière dam and Marseille's Mucem museum in France; the Hammersmith bridge in London, United Kingdom; the city hall in Bucharest, Romania; the Dong Siri project in Denmark; Liakhvi viaduct in Turkey; Port Mann bridge in Canada; San Marco and Frontera bridges in Mexico; Iligan cement works in the Philippines; Kumho-kang bridge in South Korea; and the Anzac and Alelaide Superway bridges in Australia. The main orders booked were for the MLC Tower in Australia and an oil platform in Canada as part of the Hebron project.

Terre Armée (retaining structures and prefabricated arch tunnels) recorded a substantial increase in revenue, with activity growth especially high in North America (Fort Lauderdale airport, I-595 motorway and Los Vaqueros dam in the United States; Windsor Essex Parkway in Canada), France and Morocco, and in the mining sector in southern Africa, Canada, Australia and Asia. In South Korea, Terre Armée built its largest prefabricated arch (TechSpan®) structure to date on a 2.3 km covered motorway.

Nuclear

Nuvia again recorded strong growth, up 17%. In addition to brisk business in its two main markets, France and the United Kingdom (where its order book reached a record high, largely as a result of diversification into military works), the company was bolstered by new business in China and the subsidiaries recently set up in Canada and Sweden. In France, Nuvia's nuclear logistics, decommissioning and risk control expertise was deployed at EDF, Areva and CEA sites, with two major projects, namely the safety upgrade at the Fessenheim plant and the dismantling of the reactor building at Creys-Malville in south-eastern France. In the United Kingdom, Nuvia continued to take part in the Silos Direct Encapsulation

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01 The Verdun sur Garonne suspension bridge, with a span of 154 metres, was built under a public-private partnership by VINCI Construction France, Dodin Campenon Bernard and Freyssinet, with the participation of Eurovia.
02 At the El Teniente site in Chile, the world's largest underground copper mine, VINCI Construction Grands Projets and Soletanche Bachy are blasting two 9 km long tunnels, one to transport personnel and the other to transport ore, as well as two intermediate access tunnels with a total length of 6 km.

01 In Qatar, VINCI Construction Grands Projets, Entrepose Contracting and QDVC handed over the 900,000 m^3/day PS 70 pumping station and 45 km of pipelines that will carry wastewater from Doha to a treatment plant located 25 km north of the capital city.

(SDP) project at Sellafield and widened the range of its activities by demolishing a radiological research laboratory and taking part in the British nuclear submarine dismantling programme.

Oil and gas infrastructure

Entrepose Contracting recorded a 12.4% increase in revenue to €0.8 billion, partly as a result of external growth, despite postponement of a number of investments by contracting authorities.

Work on the 450 km Papua New Guinea pipeline project proved difficult due to particularly inclement weather. Strong oil and gas field commissioning activity continued apace at the Skikda site in Algeria, where Entrepose Contracting has been working for several years, and the El Merk site in south-eastern Algeria, where North Africa's largest crude oil refinery is being built.

In liquefied natural gas (LNG) storage tanks, Entrepose Contracting continued construction of three 190,000 cu. metre tanks in Dunkerque, France. In Australia, Entrepose Contracting and VINCI Construction Grands Projets formed a consortium that won a contract with a value of some €400 million to build four tanks as part of the Wheatstone project; construction is scheduled to start in 2013.

In addition, to consolidate its position in the buoyant underground liquid and gaseous hydrocarbon storage market, Entrepose Contracting raised its stake in subsidiary Geostock, a world leader, from 25% to 90%.

Dredging

DEME(*) maintained a high level of revenue, at €1.7 billion, and raised its order book to a historic high – up 59% in one year – primarily as a result of three major contracts that will get under way and take several years to complete: the Wheatstone LNG project on the west coast of Australia (dredging of the approach channel, manoeuvring area and berths); a €941 million contract for dredging and breakwater construction at a new port in Qatar, which will serve as a base for the Qatar Navy; and construction of the seventh and last offshore wind farm in the North Sea off Belgium (Northwind project), for which DEME's specialised GeoSea subsidiary will be installing the 73 steel mono piles that will serve as foundations for the wind turbines, laying the cables and installing the turbines. This last order follows on from the C-Power project, a 54-turbine offshore wind farm for which the successive phases began in 2008 and will be completed in 2013.

Meanwhile, DEME continued to upgrade its fleet. The fleet includes nearly 80 large dredgers and 200 auxiliary vessels. Ships launched during the year included the *Neptune* and the *Innovation*, two large offshore construction vessels, and the *Ambiorix* and *Amazon* ocean-going rock cutter dredgers.

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

Complex project management and construction

The companies making up this division offer an excellent fit in complex project design, engineering, management and construction. In 2012, they were involved primarily in the SEA Tours–Bordeaux HSL project. At the end of December, 1,640 division employees were working on the project within the construction joint venture, COSEA, in which VINCI Construction is the main company.

VINCI Construction Grands Projets put in a good performance in 2012, marked by a return to growth with revenue up 10.8% to €0.6 billion and a continuing high level of order intake. At the end of the year, the order book stood at almost €2 billion, i.e. more than two years of business activity.

The map of projects under way and won in 2012 reflects uninterrupted business in the countries where VINCI Construction Grands Projets has a long-standing presence (France, United Kingdom, Egypt, Qatar, Malaysia, Jamaica, Trinidad and Tobago) as well as business in countries where it has more recently begun operations, such as Australia, Hong Kong, Chile and Panama. The types of project carried out illustrate both the sound positions held by the company in the major bridges and tunnels, underground works and hydraulic works markets, as well as its more recent expansion into the international market for major building projects.

The main handovers were the new pumping station in Doha (carried out with Entrepose Contracting) and the Lusail car parks in Qatar; a motorway interchange in Trinidad and Tobago; the Athens metro extension in Greece; cryogenic storage tanks at Skikda, Algeria; and drinking water system upgrades in Kingston, Jamaica.

Projects under way during the year included the Chernobyl confinement structure in Ukraine (carried out in a special assembly area 300 metres from the damaged reactor), phase 2 of Cairo's metro line 3 in Egypt, the Lusail light rail and Sheraton Park projects in Doha, Qatar, the Hallandsås rail tunnels in Sweden, the Coentunnel road tunnel in the Netherlands, the Liefkenshoek rail link in Belgium, Lee Tunnel in London, the El Teniente mining tunnels in Chile and the extension of the Kantale wastewater treatment plant in Sri Lanka.

VINCI Construction Grands Projets also began work on new projects: the Assiut dam in Egypt, the Wheatstone LNG tanks in Australia, the Government building in Ashgabat, Turkmenistan, Liverpool Street and Whitechapel stations on the London underground and the Berjaya Central Park property complex in Kuala Lumpur, Malaysia.

Lastly, new orders included three major contracts booked at the end of the year. The first is the construction of a 4 km tunnel in Hong Kong for the new SLC metro (a contract with a value of €280 million). The second is the construction of the 1,050 metre long Atlantic Bridge in Panama, which will rise 75 metres above water level; with a 530 metre central span, it will be the world's longest cable-stayed concrete bridge. The third contract covers the construction of a 762 metre cable-stayed bridge over the Ohio River and a 512 metre twin-bore tunnel in Indiana, the United States, under a PPP for which VINCI Concessions was declared preferred bidder at the end of 2012.


01

VINCI Construction Terrassement generated revenue of €0.5 billion, up 31%, driven primarily by a large number of projects carried out simultaneously along the SEA Tours–Bordeaux high-speed rail line, which accounted for revenue of €279 million in 2012. Work on the high-speed line more than offset completion of work on the A89 motorway on the outskirts of Lyon and on the A63 motorway for VINCI Autoroutes. The other main projects in France included the Rizzanese dam in Corsica and the Romanche Gavet dam in the Isère region, the East European HSL (Phase 2), the Canari asbestos mine containment in Corsica and the Mont Saint Michel project, on which VINCI Construction Terrassement is cleaning and expanding the basins designed to restore the hydraulic balance of the site. In the international market, the company continued work on the Bata-Ayak N'tang motorway in Equatorial Guinea in conjunction with Sogea-Satom.

Dodin Campenon Bernard increased its revenue 16% to €0.2 billion. In synergy with the other VINCI Construction entities, the company completed several projects in 2012. These included, in underground works, the tunnels for metro Line 12 and the VL9 collector main in the Greater Paris area; the Oullins tunnel at Lyon and the Violay tunnel on the A89 motorway. It continued work on the Saverne tunnel on the East European HSL line and the Croix-Rousse tunnel in Lyon. Bridge construction also proceeded apace in France, with major projects under construction including the Jacques Chaban-Delmas lift bridge in Bordeaux and the bridge over the Saint Etienne River on Reunion Island, as well as handover of viaducts on the A89 and A63 motorways and the Verdun sur Garonne suspension bridge. Business was also brisk in industrial civil engineering in the nuclear sector, with completion of work on a building at La Hague and continuation of the ITER project at Cadarache. In hydraulic structures, the company began work on the Romanche Gavet underground hydroelectric facility.
New orders included a very large volume of work on the SEA Tours–Bordeaux HSL project, as well as the new A304 motorway project between Charleville Mézières and Rocroi – 193 metre La Sormonne viaduct; 23.5 km of earthworks, engineering structures and communication restoration (TOARC).

Outlook

VINCI Construction's year-end order book stood at €18.1 billion, suggesting that overall business volumes can be expected to hold steady in 2013.
The ramp-up of the SEA Tours–Bordeaux high-speed rail project will bolster business activity in France. It is expected that the other networks of local subsidiaries will also achieve volume similar to that of 2012 and hold up well in the European markets; that brisk business activity will continue unabated in Africa; and that the specialised civil engineering and major projects businesses, which have recently stepped up their pace of internationalisation, will continue to expand, especially outside the European Union.
In all the regions where VINCI Construction operates, better collaboration between its divisions will help to extend its market coverage, as significant contracts recently won worldwide have demonstrated. Joint bids will be drawn up to meet demand for comprehensive solutions on the part of large contracting authorities, and engineering, management and production resources will be networked. As the size of projects increases in most markets, VINCI Construction's ability to marshal the full range of technical capabilities and execution resources required will be an increasingly decisive strength.
Looking beyond the short term and the effects of budgetary policies in Europe, VINCI Construction will benefit, over the long haul, from strong demand in the sectors in which it operates: transport and energy infrastructure, urban development, water supply and treatment systems, public buildings (healthcare, education, recreation), and new-generation residential and service sector buildings.

Prudent strategy against a backdrop of market uncertainty

In an unsettled business environment, VINCI Immobilier stepped up its strategy of selectively focusing on the most thriving market segments and on high value added operations.

A climate of economic and tax uncertainty put a damper on property acquisitions by individual, business and institutional investors in 2012, resulting in a sharp decline in volume. Nevertheless, as a result of the large number of reservations recorded in 2011, VINCI Immobilier's revenue increased more than 16% to €811 million (Group share).

Residential property

The market took a sharp downturn in 2012. Despite historically low interest rates, higher taxes on capital gains and rental income deterred property purchases by individual investors. VINCI Immobilier recorded a sharp decline (36%) in reservations. As a result of this change, together with the company's higher pre-sale requirement for initiating construction, the number of housing starts declined from 3,878 in 2011 to 2,792 in 2012.

The contraction in the number of notarised deeds was less pronounced, thanks to the high level of reservations in the previous year. These transactions amounted to €707 million in 2012, compared with €767 million in 2011.

Significant handovers included the Amplia residential operation in the Confluence district in Lyon, an energy-positive building that meets the highest standards for environmental quality and thermal performance.

Business and commercial property

Despite the economic downturn and the wait-and-see approach taken by investors, 2012 was a highly satisfactory year due to the sale of a number of significant operations. In Paris, these included two hotels – one at La Défense, the other at the Porte des Lilas – with a total of 634 beds, and the 12,100 sq. metre Paris Rivoli retail, apartment and office complex; and a 138-room hotel in Grenoble. These projects exemplify VINCI Immobilier's strategy of targeting large operations in good locations, combined with a systematic user search and the financial capacity to acquire the land required to build them. Sales in this market, across all operations, amounted to €339 million for the year (at 100%). In the office segment, the preparation of the second phase of the SFR head office project in Saint Denis, on which construction started in early 2013, was also of note.

The highlight of the year was VINCI Immobilier's handover of the Cité du Cinéma in Saint Denis. The Group supported cinema producer and director Luc Besson at all stages of the major project, first as the developer and investor via VINCI Immobilier and then as the builder. With nine sound stages, a 500-seat screening room and a wide variety of facilities, the complex, which meets the highest international standards and where films can be produced from start to finish, is now available to the French film industry.

The service activity (property management for individual investors; services for businesses and large user and investor accounts) held steady at a level comparable to 2011.

Outlook

VINCI Immobilier will continue its targeted strategy focused on large metropolitan areas and operations of sufficient technical and financial scope to make the most of its expertise.
The residential property portfolio covers land under provisional sale contract on which well-situated residential complexes meeting user expectations can be built as soon as the market picks up.
In business and commercial property, VINCI Immobilier will continue its targeted strategy focused on major accounts and select high-quality products that combine adaptability, accessibility and attractiveness for users.

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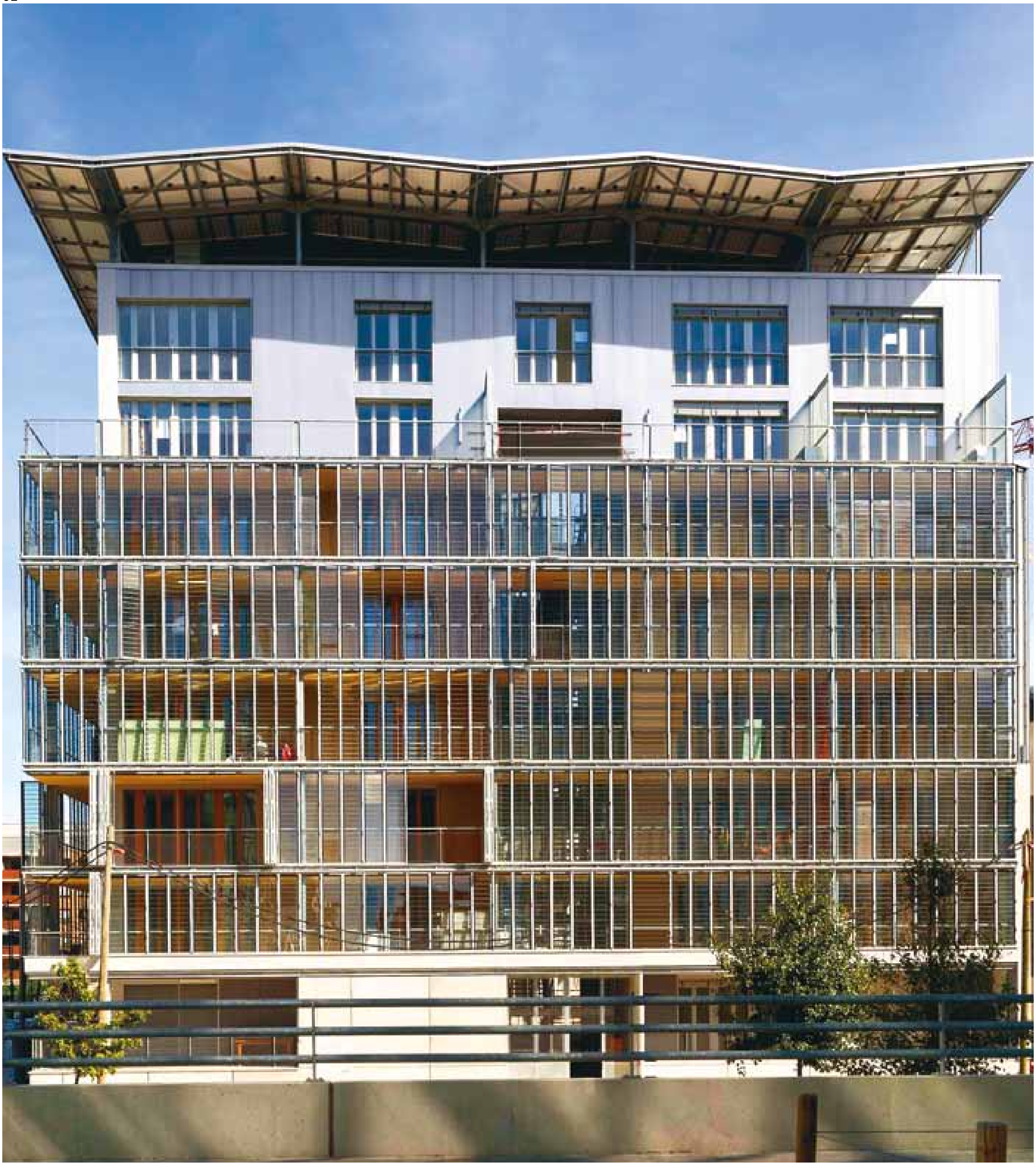


02


01 First energy-positive residence to be built in the Confluence district in Lyon. Amplia offers 66 apartments with a common garden. It has 115 sq. metres of solar panels to produce hot water, more than 800 sq. metres of photovoltaic panels and a rainwater harvesting system used to water the garden. Amplia has obtained BBC Effinergie certification.
02 VINCI Immobilier is carrying out a project that involves both structural renovation and new construction in the Rue de Rivoli in Paris to create a multi-purpose complex comprising apartments, shops and offices.

General & financial elements

Report of the Board of Directors

Contents

A. Report on the financial statements for the year

1. Consolidated financial statements

VINCI turned in a robust performance in 2012, with further growth in revenue and net income despite a difficult economic climate, particularly in Europe.

This achievement reflects the soundness of the Group's fundamentals: the complementary nature and resilience of its two core businesses (Concessions and Contracting), growth focusing on high value-added activities outside France and prudent financial management.
VINCI's consolidated revenue rose 4.5% to €38.6 billion. This represents 1.5% organic growth, a 0.8% positive currency effect and 2.3% growth from acquisitions. The main acquisitions, made by Contracting entities, were outside France. In 2012, 37% of total revenue was generated outside France (42% in Contracting).

Cash flow from operations before tax and financing costs (Ebitda) amounted to €5.4 billion (+1%) and equal to 14.0% of revenue. VINCI Autoroutes' Ebitda margin improved slightly, from 69.5% in 2012 (69.4% in 2011).

Operating income from ordinary activities (Ebit) was €3.7 billion, up 0.3% and representing 9.5% of revenue, compared with 9.9% in 2011. In Contracting, the Ebit margin was 4.2%, against 4.6% in 2011. The decline is attributable mainly to non-recurring items at Eurovia and VINCI Construction.

Operating income, which reflects the impact of IFRS 2 share-based payment expense, impairment charges and the Group's share of income or loss from companies accounted for under the equity method, was €3.7 billion (+1.4% compared with 2011).
Net income attributable to owners of the parent was €1,197 million, representing 0.7% growth compared with 2011. Earnings per share increased 1.6% to €3.54, partly due to the Group's purchases of its own shares during 2012.

Net financial debt was €12.5 billion at 31 December 2012, slightly down relative to end-December 2011. Operating cash flow amounted to €3.1 billion in 2012 and covered all investments by VINCI Autoroutes (€1.1 billion), 2012 acquisitions(€0.7 billion) and dividends paid (€1.1 billion).

VINCI's credit ratings were confirmed by Standard & Poor's (BBB+) and Moody's (Baa1), both with stable outlook.

The Group obtained excellent terms for several bond issues and placements totalling more than €1.5 billion, at an average interest rate of 3.66%, to refinance its debt in advance. VINCI continued to benefit from good access to credit and was able to renew for five years a bank credit facility granted to ASF for €1.8 billion.

At 31 December 2012, the Group's liquidity was very high at €11.5 billion. It comprises €5.0 billion net cash managed and €6.5 billion medium-term bank credit facilities maturing in 2016 and 2017.

Contracting maintained its good business momentum throughout 2012, especially outside France. At 31 December 2012, its order book stood at €31.3 billion (up more than 2% relative to end-2011), of which 45% is outside France. The international order book is up 12% over 12 months.

1.1 Highlights of the period

1.1.1 New contracts and main acquisitions

Simplified public offer for Entrepose Contracting
In April 2012, VINCI initiated a simplified public offer for the 19.83% of shares in Entrepose Contracting that it did not already own, at a price of €100 per share. After the offer ended on 14 June, VINCI owned 97.37% of Entrepose Contracting. It then bought out all remaining shareholders that did not originally tender their shares to the offer. At 31 December 2012, VINCI's stake in Entrepose Contracting was 100%.

Acquisitions by Eurovia
In January 2012, Eurovia acquired NAPC, a road construction, earthworks and civil engineering company based in Chennai, India. In 2012, NAPC generated revenue of €95 million.

In late March 2012, Eurovia acquired Carmacks, a group of companies based in Alberta, Canada. Carmacks, which builds road infrastructure and carries out road maintenance under long-term contracts, generated revenue of €212 million in 2012.

Acquisitions by VINCI Energies
In September, VINCI Energies completed the acquisition of the Energieversorgungstechnik (EVT) division of the Alpiq group. This division contained Alpiq's engineering and construction activities relating to power and telecommunications infrastructure in Germany and Central Europe. The EVT division, renamed GA Gruppe, is a vertically integrated unit offering a comprehensive range of services in engineering, design, construction and maintenance for power transmission and distribution operators, telecommunications infrastructure operators and industry. GA Gruppe employs around 3,000 people and generated €519 million of revenue in 2012.

Also in September, VINCI Energies completed the acquisition of Indian engineering company Vasundara. Headquartered in Bangalore, Vasundara has a presence in Chennai, Hyderabad, the United Arab Emirates and Malaysia. It operates in industrial automation, mechanical solutions and robotics.

Acquisition by Entrepose Contracting
Entrepose Contracting, a subsidiary of VINCI Construction, increased its stake in Geostock from 25% to 90%. Geostock operates in 26 countries and had revenue of €90 million in 2012. It has extensive customer references, in France and abroad, covering consultancy, engineering, and operation and maintenance of underground storage facilities for liquid and gaseous hydrocarbons.

Other acquisitions
Other transactions in which VINCI SA acquired equity interests or control are mentioned in the notes to the parent company financial statements on page 280.

1.1.2 Financing operations

New corporate financing
As part of its €3 billion EMTN programme, VINCI SA carried out several bond issues and placements in the first half of 2012 to refinance its debt:
- January 2012:
  - the Company tapped the February 2017 4.125% bond line issued in December 2011 by €250 million;
  - it issued SFr100 million (€82 million) of 10-year bonds;
  - it carried out two private placements totalling €175 million, i.e. a five-year placement for €100 million and a seven-year placement for €75 million;
- in March 2012, it issued €750 million of eight-year bonds with a coupon of 3.375%.
- In June, July and September, ASF carried out three private placements – for 11, 12 and 10 years, respectively – amounting to €170 million in total as part of its EMTN programme.
- In June 2012, CFE issued €100 million of six-year bonds with a coupon of 4.75%.

Debt repayments
In January 2012, VINCI made an early repayment of €750 million to reimburse the remainder of the loan taken out in 2006 to finance the acquisition of ASF.
In late June 2012, ASF Holding repaid a €1,080 million syndicated loan arranged in December 2006 and due to expire in the fourth quarter of 2013.
In October, ASF repaid €406 million of loans from the CNA (Caisse Nationale des Autoroutes).

After these transactions, the average maturity of the Group's financial debt was 6.1 years at 31 December 2012.

Renewal of ASF's medium-term bank credit facility
In July, ASF agreed a five-year €1.8 billion syndicated credit facility with a consortium of banks, replacing the previous €2 billion facility due to expire in December 2013.

Long-term financing granted for infrastructure projects under concession or public-private partnerships
In 2012, VINCI signed long-term project financing agreements, without recourse to shareholders, totalling around €350 million. They concerned mainly PFI (Private Finance Initiative) contracts for road maintenance in Hounslow (£88 million, 24.5 years) and the Isle of Wight (£95 million, up to 24.5 years) in the UK, and the Dunkerque Arena (€69 million, 27 years and eight months) in France.

1.2 Revenue
VINCI's 2012 consolidated revenue amounted to nearly €38.6 billion, up 4.5% compared with 2011. This reflects organic growth of 1.5% and a 0.8% positive exchange rate effect, along with 2.3% from the acquisitions made by Eurovia (NAPC in India and Carmacks in Canada) and VINCI Energies (GA Gruppe in Germany) in 2012, and by Soletanche Freyssinet in Turkey and the UK at the end of 2011.

Concessions revenue rose 1.1% (0.9% on a comparable structure basis) to almost €5.4 billion, with a 0.7% increase at VINCI Autoroutes and strong growth at VINCI Airports.

Contracting revenue (VINCI Energies, Eurovia, VINCI Construction) was €33.1 billion, up 5.1%, or 1.5% on a comparable structure basis.

In France, revenue totalled €24.3 billion, an increase of 3.2% (3.0% on a constant structure basis). Concessions revenue grew 0.9%, while that of Contracting increased 3.9%.

Outside France, revenue rose 6.8% to €14.3 billion, although this represents a decrease of 1.1% on a constant structure and exchange rate basis. In 2012, 37% of VINCI's total revenue was generated outside France (42% in Contracting).

CONCESSIONS

VINCI Autoroutes (ASF, Escota, Cofiroute and Arcour): revenue rose 0.7% to €4,439 million. Toll revenue increased 0.6% despite a 1.7% decrease in traffic on a stable network (light vehicles down 1.4%; heavy vehicles down 3.5%), but this decline was offset by the ramp-up of the A86 Duplex (+0.2%) and higher toll prices.

VINCI Concessions generated revenue of €915 million, up 3.1% (1.8% on a comparable structure basis). VINCI Airports recorded strong growth (18%) due to growing traffic levels at Nantes-Atlantique airport and those of Cambodia Airports. VINCI Park posted slight growth in revenue to €615 million (up 2.6% on an actual basis or 1.5% on a comparable structure basis, including 1.3% in France and 2.2% internationally).

CONTRACTING

VINCI Energies: €9,017 million (+4.0% actual; +0.9% on a comparable structure basis)

In France, revenue was €5,486 million (-0.4% actual; stable on a constant structure basis). Business levels remained strong in telecommunications with the ramp-up of the GSM-R project, and in energy infrastructure, but they were adversely affected by weaker photovoltaic business. The industrial sector was resilient in an unfavourable economic environment. However, activity in the tertiary sector was less robust, despite firm growth at VINCI Facilities (+5.6%).

Outside France, revenue totalled €3,531 million (+11.7% actual; +2.7% on a comparable structure basis). The situation varied geographically. In Europe, business levels fell sharply in Spain and Portugal, grew slightly in Switzerland and Germany (on a comparable structure basis), with more pronounced growth in Belgium, the Netherlands and Sweden. Strong growth was recorded in emerging-market countries such as Indonesia, Morocco and Brazil.

Eurovia: €8,747 million (+0.3% actual; -4.5% on a comparable structure basis)

In France, revenue was €5,159 million, up 1.2% on an actual basis (0.5% on a constant structure basis). Roadworks business taking place through regional entities was stable, with a fall in volumes of around 4% offset by higher prices for oil products. Specialist businesses like demolition, industrial activities and rail sector works posted growth of over 9% (almost 5% on a comparable structure basis).

Outside France, revenue totalled €3,588 million, down 1.0% (-11.4% on a comparable structure basis). There was firm growth in the UK, Chile, the USA and Canada. However, Central European countries posted significant declines in activity due to the end of major projects (the R1 expressway in Slovakia and a fall in investment in Poland after the Euro 2012 football tournament) and a difficult economic environment in the Czech Republic. Business levels in Germany remained stable.

VINCI Construction: €15,327 million (+8.6% actual; +5.5% on a comparable structure basis)

In France, revenue amounted to €8,410 million, up 8.8% actual or 8.5% on a constant structure basis. This reflects the ramp-up of the Tours–Bordeaux high-speed rail line project, which accounted for revenue of more than €550 million in 2012, along with ongoing steady growth in residential and non-residential building activity. French overseas territories posted a good performance.

Outside France, revenue was €6,917 million, up 8.5% (+2.1% on a comparable structure basis). The change on a comparable structure basis reflects rapid growth at Sogea-Satom in Africa, which offset the contraction seen by Central European subsidiaries. Business levels in other divisions (Benelux and the UK) were stable overall.

VINCI IMMOBILIER

Revenue rose 16.2% to €811 million in 2012. This growth was driven by residential property after work began on a significant number of units in late 2011, and by several large business property projects.

Revenue by business line

	2012	2011	2012/2011 change	
(in € millions)			**Actual**	**Comparable**
Concessions	5,354	5,297	+1.1%	+0.9%
VINCI Autoroutes	4,439	4,409	+0.7%	+0.7%
VINCI Concessions	915	888	+3.1%	+1.8%
Contracting	33,090	31,495	+5.1%	+1.5%
VINCI Energies	9,017	8,666	+4.0%	+0.9%
Eurovia	8,747	8,722	+0.3%	-4.5%
VINCI Construction	15,327	14,107	+8.6%	+5.5%
VINCI Immobilier	811	698	+16.2%	+16.2%
Intragroup eliminations	(622)	(534)		
Revenue (*)	**38,634**	**36,956**	**+4.5%**	**+1.5%**
Concession subsidiaries' works revenue	*852*	*1,081*	*-21.1%*	*-21.2%*
Intragroup eliminations	*(303)*	*(390)*		
Concession subsidiaries' revenue derived from works carried out by non-Group companies	**550**	**690**	**-20.4%**	**-20.5%**
Total consolidated revenue	**39,183**	**37,646**	**+4.1%**	**+1.1%**

(*) Excluding concession subsidiaries' works revenue.

Revenue by geographical area

(in € millions)	2012	% of total	2011	2012/2011 change Actual	2012/2011 change At constant exchange rates
France	**24,324**	**63.0%**	**23,562**	**+3.2%**	**+3.2%**
Central and Eastern Europe	2,001	5.2%	2,490	-19.6%	-18.5%
United Kingdom	2,257	5.8%	2,071	+9.0%	+2.0%
Germany	2,374	6.1%	2,101	+13.0%	+13.0%
Belgium	1,210	3.1%	1,131	+7.0%	+7.0%
Rest of Europe	1,505	3.9%	1,519	-0.9%	-1.5%
Europe excluding France	**9,348**	**24.2%**	**9,310**	**+0.4%**	**-0.9%**
Americas	1,832	4.7%	1,284	+42.7%	+35.3%
Africa	1,695	4.4%	1,710	-0.9%	-1.1%
Middle East and rest of the world	1,435	3.7%	1,090	+31.6%	+23.5%
International excluding Europe	**4,962**	**12.8%**	**4,084**	**+21.5%**	**+17.3%**
Revenue (*)	**38,634**	**100.0%**	**36,956**	**+4.5%**	**+3.8%**

(*) Excluding concession subsidiaries' works revenue.

1.3 Operating income from ordinary activities/operating income

Operating income from ordinary activities (Ebit) amounted to €3,671 million in 2012, up 0.3% compared with that of 2011 (€3,660 million).

Operating margin from ordinary activities was 9.5% in 2012, against 9.9% in 2011.

Operating income from ordinary activities/operating income

(in € millions)	2012	% of revenue (*)	2011	% of revenue (*)	2012/2011 change
Concessions	2,159	40.3%	2,149	40.6%	+0.5%
VINCI Autoroutes	2,019	45.5%	2,018	45.8%	+0.1%
VINCI Concessions	139	15.2%	130	14.7%	+6.6%
of which VINCI Park	*114*	*18.5%*	*107*	*17.9%*	*+6.1%*
Contracting	1,403	4.2%	1,435	4.6%	-2.2%
VINCI Energies	502	5.6%	483	5.6%	+4.0%
Eurovia	277	3.2%	322	3.7%	-14.2%
VINCI Construction	625	4.1%	630	4.5%	-0.9%
VINCI Immobilier	62	7.6%	54	7.8%	+13.2%
Holding companies	47		22		
Operating income from ordinary activities (**)	**3,671**	**9.5%**	**3,660**	**9.9%**	**+0.3%**
Share-based payments (IFRS 2)	(94)		(101)		
Goodwill impairment expense	(8)		(8)		
Income/(loss) of companies accounted for under the equity method	82		50		
Operating income	**3,651**	**9.5%**	**3,601**	**9.7%**	**+1.4%**

(*) Excluding concession subsidiaries' works revenue.

(**) Operating income from ordinary activities is defined as operating income before the effects of share-based payments (IFRS 2), goodwill impairment losses and the income or loss of companies accounted for under the equity method.

In **Concessions**, Ebit was €2,159 million, up 0.5% compared with 2011 (€2,149 million). It represented 40.3% of revenue, close to the level achieved the previous year (40.6% of revenue).

At VINCI Autoroutes, Ebit was stable at €2,019 million (€2,018 million in 2011). Despite slight growth in revenue in 2012 and firm control over operating expenses, Ebit margin declined from 45.8% to 45.5% in 2012. This was attributable to an increase in special concession amortisation expense following the commissioning of contractual investments, particularly in relation to the green motorway package and road widening works carried out on the A63.

At VINCI Concessions, Ebit was €139 million (€130 million in 2011). Ebit margin improved from 14.7% in 2011 to 15.2% in 2012, driven mainly by VINCI Airports' strong performance.

Contracting posted a 2.2% fall in Ebit to €1,403 million (€1,435 million in 2011). As a proportion of revenue, it fell from 4.6% in 2011 to 4.2% in 2012.

At VINCI Energies, Ebit rose 4.0% to €502 million (€483 million in 2011) and Ebit margin was 5.6%, the same as in 2011.

At Eurovia, Ebit was €277 million, down 14% from €322 million in 2011. As a proportion of revenue, it declined from 3.7% in 2011 to 3.2% in 2012 due mainly to losses in Poland as a result of low business levels following the Euro 2012 football tournament and write-downs of work in progress.

At VINCI Construction, Ebit was €625 million, down 0.9% relative to 2011 (€630 million). Ebit margin was 4.1% in 2012 (4.5% in 2011). This change reflects provisions taken at VINCI Construction Grands Projets following an unfavourable court decision in the USA.

Operating income was €3,651 million or 9.5% of revenue in 2012, up 1.4% from €3,601 million or 9.7% of revenue in 2011. It takes into account:
- Share-based payment expense, which reflects the benefits granted to employees under performance share plans, share option plans and the Group Savings Scheme. It amounted to €94 million in 2012 (€101 million in 2011).
- Goodwill impairment charges, which amounted to €8 million in 2012, the same as in 2011.
- The Group's share in the income or loss of companies accounted for under the equity method, which was positive at €82 million in 2012 (€50 million in 2011).

1.4 Net income

Consolidated net income attributable to owners of the parent amounted to €1,917 million in 2012, up 0.7% compared with 2011 (€1,904 million) and equal to 5.0% of revenue. Earnings per share (after taking account of dilutive instruments) rose 1.6% to €3.54 (€3.48 per share in 2011).

Net income attributable to owners of the parent, by business line

(in € millions)	2012	2011	2012/2011 change
Concessions	886	852	+4.0%
VINCI Autoroutes	827	820	+0.9%
VINCI Concessions	59	32	+84.4%
Contracting	915	968	-5.4%
VINCI Energies	327	315	+4.0%
Eurovia	167	220	-24.1%
VINCI Construction	421	433	-2.8%
VINCI Immobilier	37	33	+12.8%
Holding companies	79	52	
Total	**1,917**	**1,904**	**+0.7%**

The cost of net financial debt was €638 million, compared with €647 million in 2011.
The Group's policy of converting fixed rate debt to floating rate enabled it to benefit from lower interest rates and this completely offset the fall in returns from investments and the current higher costs of refinancing.
The average interest rate on long-term financial debt at 31 December 2012 was 3.63%, (3.93% at 31 December 2011).

Other financial income and expense resulted in a net expense of €19 million, compared with net income of €25 million in 2011. For 2012, this item includes capitalised borrowing costs on current investments, mainly at ASF and Escota, in the amount of €71 million, compared with €61 million in 2011. 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 – due to lower interest rates – in the amount of €91 million, compared with €47 million in 2011. Capital gains on disposals of securities and receivables amounted to €1 million (€3 million in 2011). Dividends received from unconsolidated entities totalled €17 million in 2012, versus €16 million in 2011.

Income tax expense for the year was €969 million (€984 million in 2011), resulting in an effective tax rate of 33.3% in 2012 (33.6% in 2011). This change reflects taxation of some foreign subsidiaries at lower rates.

Non-controlling interests amounted to €109 million (€92 million in 2011) and consisted mainly of the share of Cofiroute and CFE income 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 (Ebitda) totalled €5,418 million in 2012, up slightly relative to the €5,366 million achieved in 2011. It represented 14.0% of revenue in 2012 (14.5% in 2011).
For the **Concessions** business (62% of total), Ebitda was stable overall (+0.2%) at €3,372 million or 63.0% of revenue (€3,366 million and 63.6% of revenue in 2011). VINCI Autoroutes' Ebitda increased 1.0% to €3,087 million (€3,058 million in 2011) and its Ebitda margin improved slightly to 69.5% (69.4% in 2011).
Contracting's Ebitda fell 0.3% to €1,875 million (€1,880 million in 2011) and its Ebitda margin was 5.7% (6.0% in 2011).

Cash flow from operations (Ebitda) by business line

(in € millions)	2012	% of revenue (*)	2011	% of revenue (*)	2012/2011 change
Concessions	3,372	63.0%	3,366	63.6%	+0.2%
VINCI Autoroutes	3,087	69.5%	3,058	69.4%	+1.0%
VINCI Concessions	285	31.1%	308	34.7%	-7.5%
Contracting	1,875	5.7%	1,880	6.0%	-0.3%
VINCI Energies	532	5.9%	508	5.9%	+4.7%
Eurovia	467	5.3%	524	6.0%	-10.9%
VINCI Construction	876	5.7%	848	6.0%	+3.4%
VINCI Immobilier	60	7.4%	55	7.9%	+9.3%
Holding companies	112		65		
Total	**5,418**	**14.0%**	**5,366**	**14.5%**	**+1.0%**

(*) Excluding concession subsidiaries' works revenue.

1.6 Other cash flows

The net change in the operating working capital requirement and current provisions resulted in an outflow of €37 million in 2012, compared with an inflow of €93 million in 2011. This change is due mainly to an increase in the working capital requirement of Eurovia's activities in Central Europe (completion of major projects in Slovakia and Poland) and draw downs of project advances in construction.

Interest paid decreased €48 million to €595 million in 2012 (€643 million in 2011). Income taxes paid rose €42 million to €979 million (€936 million in 2011) due to the increase in tax payments on account required by French subsidiaries and the payment of French dividend tax.

Cash flow from operating activities (*) was €3,865 million, down €73 million compared with 2011 (€3,938 million).

After accounting for operating investments net of disposals of €742 million, up 11% relative to 2011 (€668 million), operating cash flow (**) was €3,123 million, close to that of the previous year (€3,270 million).

Growth investments in concessions and PPPs totalled €1,140 million (€1,135 million in 2011). They included €1,046 million invested by VINCI Autoroutes in France under the motorway operators' master plans and the green motorway package (€1,017 million in 2011). In particular, investments made by the ASF group remained very high, increasing from €841 million in 2011 to €861 million in 2012, of which almost 30% related to completion of construction of the Lyon–Balbigny section of the A89.

Free cash flow before financial investments amounted to €1,983 million (€2,134 million in 2011), including €841 million generated by Concessions and €738 million by Contracting (€766 million and €1,130 million respectively in 2011).

Financial investments net of disposals, including the net debt of acquired companies, represented €598 million, compared with €172 million in 2011. Acquisitions included Carmacks in Canada and NAPC in India by Eurovia, GA Gruppe in Germany by VINCI Energies and the increase in Entrepose Contracting's stake in Geostock from 25% to 90%.

Disposals of shares amounted to €7 million in 2012 (€40 million in 2011).

There was also the buy-out of non-controlling interests in Entrepose Contracting (€102 million). This transaction is presented under an item related to "Capital transactions" in the cash flow statement since it did not result in a change of control and is therefore regarded as a transaction between shareholders.

Dividends paid in 2012 totalled €1,057 million (€1,036 million in 2011). This includes €979 million paid by VINCI SA, comprising the final dividend in respect of 2011 (€653 million), the interim dividend in respect of 2012 paid in November 2012 (€295 million) and the coupon on the perpetual subordinated bonds issued in 2006 (€31 million). The remainder comprises dividends paid to minority shareholders by some subsidiaries, mainly Cofiroute.

Capital increases totalled €336 million in 2012, including €275 million relating to Group savings plans and €61 million relating to the exercise of share options.

VINCI also pursued its share buy-back programme, purchasing 17.7 million shares in the market for a total investment of €647 million, which more than offset capital increases.

As a result of these cash flows, there was a €63 million reduction in net financial debt during the year ended 31 December 2012.

(*) Cash flow from operating activities: cash flow from operations adjusted for changes in operating working capital requirement and current provisions, interest paid, income taxes paid, and dividends received from companies accounted for under the equity method.

(**) Operating cash flow: cash flow from operating activities adjusted for net investments in operating assets (excluding growth investments in concessions and PPPs).

1.7 Balance sheet and net financial debt

Consolidated non-current assets amounted to €35.4 billion at 31 December 2012 (€34.8 billion at 31 December 2011).
They consisted for the most part of concession assets (€26.5 billion). After taking account of a working capital surplus of €6.7 billion (attributable mainly to the Contracting business), down €120 million compared with 31 December 2011, consolidated capital employed was €28.7 billion at 31 December 2012 (€28.0 billion at the end of 2011).
The Concessions business accounted for 87% of total capital employed (90% at 31 December 2011).

The Group's equity increased from €13.6 billion at 31 December 2011 to €14.1 billion at 31 December 2012. This figure includes €735 million relating to non-controlling interests (€725 million at end-2011).
The number of shares, excluding treasury shares, was 536,245,294 at 31 December 2012 (540,255,171 at 31 December 2011).

Consolidated net financial debt was €12.5 billion at 31 December 2012 (€12.6 billion at 31 December 2011).
For the Concessions business, including holding companies, net financial debt stood at €18.1 billion, down more than €800 million relative to 31 December 2011. The Contracting business generated a net cash surplus of €2.1 billion in 2012 (€2.9 billion at the end of 2011), the decline being due mainly to acquisitions in 2012. The holding companies posted a net financial surplus of €3.5 billion at 31 December 2012, stable overall relative to 31 December 2011.
The ratio of net financial debt to equity was 0.9 at 31 December 2012, in line with the end-2011 figure. The financial debt-to-Ebitda ratio stood at 2.3, stable compared with that at 31 December 2011.

The Group's liquidity remained very high at €11.5 billion at 31 December 2012. This comprises €5.0 billion of net cash managed and €6.5 billion of unused confirmed credit facilities, including €1.1 billion expiring in 2016 and €5.3 billion expiring in 2017.

Net financial surplus (debt)

(in € millions)	31/12/2012	Net financial debt/ Ebitda	31/12/2011	Net financial debt/ Ebitda	2012/2011 change
Concessions	(18,058)	x5.4	(18,895)	x5.6	838
VINCI Autoroutes	(16,617)	x5.4	(17,157)	x5.6	540
VINCI Concessions	(1,441)	x5.1	(1,738)	x5.6	298
Contracting	2,095		2,914		(819)
VINCI Energies	(47)		531		(578)
Eurovia	(136)		90		(226)
VINCI Construction	2,278		2,293		(15)
Holding companies & miscellaneous	3,436		3,392		44
Total	**(12,527)**	**x2.3**	**(12,590)**	**x2.3**	**63**

1.8 Return on capital

Definitions:

- Return on equity (ROE) is net income for the current period attributable to owners of the parent, divided by equity excluding non-controlling interests at the previous year end;
- Net operating income after tax is operating income from ordinary activities, after restating for various items (share in the income or loss of companies accounted for under the equity method, dividends received), less the theoretical tax expense;
- Return on capital employed (ROCE) is net operating income after tax 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 14.9% in 2012, down slightly relative to the 2011 figure of 15.5%.

(in € millions)	2012	2011
Equity excluding non-controlling interests at previous year end	12,890	12,304
Net income for the year	1,917	1,904
ROE	**14.9%**	**15.5%**

Return on capital employed (ROCE)

ROCE was 9.0% in 2012, stable compared with the 2011 figure.

(in € millions)	2012	2011
Capital employed at previous year end	27,999	27,766
Capital employed at this year end	28,683	27,999
Average capital employed	**28,341**	**27,883**
Operating income from ordinary activities	3,671	3,660
Other items (*)	99	66
Theoretical tax (**)	(1,222)	(1,229)
Net operating income after tax	**2,548**	**2,497**
ROCE	**9.0%**	**9.0%**

(*) Group share of the income or loss of companies accounted for under the equity method and dividends received.
(**) Based on the effective rate for the period by business line.

2. Parent company financial statements

VINCI's parent company financial statements show revenue of €11.8 million for 2012, compared with €12.7 million in 2011, consisting mainly of services invoiced by the holding company to subsidiaries.

The parent company's net income was €256 million in 2012, compared with €2,997 million in 2011. This includes €324 million of dividends received from Group subsidiaries (€3,006 million in 2011). Expenses referred to in Article 39.4 of the French General Tax Code amounted to €64,675 in 2012.

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

3. Dividends

The Board of Directors has decided to propose to the Shareholders' General Meeting on 16 April 2013 that the amount of the dividend for 2012 be set at €1.77 per share, the same as for 2011.
Taking account of the interim dividend of €0.55 per share paid in November 2012, a final dividend of €1.22 will be paid on 22 May 2013 if approved. It will also be proposed that shareholders be given the option of being paid the final dividend in new shares. The ex-date is set at 23 April 2013.

Year	**2009**			**2010**			**2011**		
Type	Interim	Final	Total	Interim	Final	Total	Interim	Final	Total
Amount per share	€0.52	€1.10	€1.62	€0.52	€1.15	€1.67	€0.55	€1.22	€1.77
Number of qualifying shares	502,072,342	535,315,906		545,061,260	536,193,431		541,722,314	534,238,617	
Aggregate amount paid *(in € millions)*	261.08	588.85		283.43	616.62		297.95	651.77	
Tax allowance applicable to individual shareholders	40%	40%		40%	40%		40%	40%	

B. Post-balance sheet events, trends and outlook

1. Material post-balance sheet events

1.1 ASF bond issue as part of its EMTN programme

In January 2013, as part of its EMTN programme, ASF successfully issued €700 million of 10-year bonds with an annual coupon of 2.875%.

1.2 VINCI selected to acquire ANA, the Portuguese airport concession company

On 27 December 2012, VINCI Concessions was selected by the Portuguese government to acquire ANA, the company that holds a 50-year concession contract for the country's 10 airports: Lisbon, Porto, Faro and Beja on the mainland; Ponta Delgada, Horta, Flores and Santa Maria in the Azores; and Funchal and Porto Santo in Madeira.
ANA constitutes a group of high quality airports that handled 30 million passengers in 2011 and has a large proportion of international business. Passenger numbers have increased at an annual average of more than 4% over the past 10 years. The Lisbon hub handles a quarter of all traffic between Europe and Brazil, while traffic to Portuguese-speaking Africa (Angola and Mozambique) is seeing strong growth. In addition to managing airport facilities, ANA's operations include retail activities, ground handling services, and safety and security.

Through the acquisition of ANA, VINCI Concessions subsidiary VINCI Airports will become a significant international player in airport concessions, with 23 airports managed in Portugal, France and Cambodia. These airports handle 40 million passengers a year, including an international hub in Lisbon with over 15 million passengers. VINCI Airports should have revenue of around €600 million and Ebitda of more than €270 million.

The transaction, which is expected to complete in the second quarter of 2013, will be submitted for prior approval by the European competition authorities.

2. Information on trends

2.1 Outcome in 2012

When publishing its quarterly results in October 2012, VINCI set its targets as follows:
"The good activity during the third quarter of 2012 combined with recent external growth transactions should lead to an approximate 4% increase in the Group's full-year 2012 top line.
"In terms of operating and net incomes, despite the margin pressure being felt in some sectors and countries, VINCI was targeting levels close to those reached in 2011 before taking into account the new tax and social charges being considered in France.
"Ongoing discussions surrounding the proposed 2013 French Finance Law (*le Projet de Loi de Finances 2013*) imply that these new charges could negatively impact VINCI's 2012 net income, which could be down by 3% to 4% compared to its 2011 level."

VINCI exceeded the above targets, particularly following adjustments made to parts of the draft 2013 budget applicable in 2012.

2.2 Trends in 2013

At 31 December 2012, the order book of the Contracting business lines (VINCI Energies, Eurovia and VINCI Construction) stood at €31.3 billion. This represents a 2% increase year on year (down 5% in France; up 12% outside France) and equals more than 11 months of average business activity. About two-thirds of the orders are to be executed in 2013.

VINCI Energies' order book totalled €6.8 billion at 31 December 2012, up 5% over the year (down 2% in France; up 18% outside France). It represented nine months of VINCI Energies' average business activity.

Eurovia's order book amounted to €6.4 billion at 31 December 2012, up almost 10% year on year (down 3% in France; up 22% outside France), representing nearly nine months of Eurovia's average business activity.

VINCI Construction's order book at 31 December 2012 totalled €18.1 billion, down 1% since 1 January 2012 (down 6% in France; up 6% outside France) and equals more than 14 months of VINCI Construction's average business activity.

Order book (*)

(in € billions)	31/12/2012	of which France	of which outside France	31/12/2011	of which France	of which outside France
VINCI Energies	6.8	4.2	2.5	6.4	4.3	2.1
Eurovia	6.4	2.8	3.6	5.8	2.9	3.0
VINCI Construction	18.1	10.1	8.0	18.3	10.8	7.5
Total Contracting	**31.3**	**17.2**	**14.1**	**30.6**	**18.0**	**12.6**

(*) Unaudited figures.

On the date of publication of this document, there have been no material changes in the Group's financial and commercial situation since 31 December 2012, other than those described in note B.1 of this report.

3. The Group's markets: seasonality of 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 2012, the difference in revenue between the two halves was about 13%.

The seasonality of the Group's business is also reflected in the net use of cash in the first half, which is attributable to 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) are accounted for on a pro rata basis using an estimate for the full year.

C. Risk factors

Numerous internal and external risk factors may threaten the Group's objectives, as VINCI operates in a complex and changing legislative, regulatory, geopolitical, economic and financial environment.
However, in accordance with the Group's subsidiarity principle, VINCI's decentralised organisation aims to assess and handle risks at the most appropriate level of responsibility (subsidiary, business line, holding company) depending on their criticality.

The general guidelines in conjunction with the resultant risk management and internal control systems of the Group enable the reporting of information to the centre on the main risks and their treatment. Under this process, the major Group entities prepared a risk mapping in 2009 and have updated it periodically. This identified the main risk sources and the more significant events that could hinder the achievement of the Group's objectives. The consequences of these events are evaluated according to their potential financial, human or reputational impact and the associated probability of occurrence. Preventive measures to reduce the probability of occurrence of such events and their impact have been implemented.

Provisions are taken for likely risks, including in particular possible losses on completion of construction projects as specified in Notes 20, 21 and 23 to the consolidated financial statements.

Unfavourable economic developments may lead to a decline in public-sector orders and private-sector investment and limit access to financing, subsequently putting pressure on business volumes, prices and the Group's financial situation. The adaptation of the Group's products, services and activities to changes in the economic climate constitutes the major challenge vis-à-vis the operational, financial, legal, environmental and technological risks presented below.

1. Operational risks

1.1 Commitments

Commitments connected to bidding or to the acquisition or disposal of businesses constitute the main risk factor faced by VINCI companies in their various business activities (concessions, energy, roads, construction, property).
Risk identification and assessment are taken into account in cost estimates right from the bidding stage of each project. Budgets are then prepared and updated during the contract execution phase.

1.1.1 Bidding

The Group has set up a selective bidding policy, which involves the application of long-standing control procedures for tenders. Before commitments are taken, projects presenting specific risks, in particular those that exceed the thresholds stated in the general guidelines, are reviewed by business line Risk Committees. The VINCI Risk Committee reviews the largest projects.

In the Contracting business (VINCI Energies, Eurovia, VINCI Construction), Group companies, through the work of their expertise teams, seek to avoid project performance risks at an early stage through the terms and conditions of submissions, and in particular the associated technical, legal and financial commitments.

The Group's diversity in geographical locations and customers – with some 41% of revenue coming from public-sector clients in the Contracting business – also contributes to risk distribution. At VINCI Construction France, approximately 40% of revenue is generated by contracts that are individually worth less than €5 million. The Group's policy is to opt for high technical value-added projects, allowing its know-how to be leveraged in countries where the environment is known and manageable. Furthermore, these major projects are often carried out in joint ventures with other companies, which limits the Group's risk exposure.

New public-private partnership (PPP) and 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 special purpose vehicles, these projects are generally developed in partnership with other companies and are substantially financed by debt, 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 area and France's main conurbations. In 2012, these operations accounted for less than 2% of the Group's revenue. VINCI Immobilier's most physical commitments undergo systematic prior examination by the VINCI Risk Committee and are subsequently subject to detailed reporting and regular follow-up by VINCI Immobilier. Some VINCI subsidiaries may also participate in property development transactions as part of their construction activities, most of which are in France. These projects are systematically submitted to the VINCI 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 pre-sale rate is sufficiently high.

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 take a majority interest in acquisitions. Most proposed acquisitions and disposals are submitted to the VINCI Risk Committee for approval. The largest projects are also submitted to the Board of Directors, following 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 procedures, page 183).

1.2 Performance of contracts

1.2.1 General risks

In all of its business lines, VINCI's subsidiaries are exposed to risks that can affect satisfactory performance. These relate to the following fields:

Human resources management

VINCI's success resides in the quality of its managerial model and its ability to attract, train and motivate its employees. Group companies are exposed to events capable of affecting this resource: employee departures, difficulties connected with recruitment and training in key job functions (management, supervisory and specialist trades), employees' health and safety, personnel costs and industrial action.

VINCI considers the health and safety of its personnel and third parties involved with or affected by its operations to be a major priority. It has therefore set up a health and safety policy, which includes, in addition to accident prevention measures, actions relating to occupational illnesses and pandemics.

VINCI has set up a workforce planning 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. This system is intended to anticipate 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 information, on page 138.

Cost increases

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

Subcontractors, joint contractors and suppliers

The quality of work done by other companies working with VINCI and sometimes their default may affect the satisfactory performance of projects. Given the diverse nature of VINCI's business activities and its decentralised organisation, which reflects the essentially local character of its markets, the Group considers that it has little dependence on any given subcontractor, joint contractor or supplier.

VINCI companies usually guard against this type of risk by selecting partners carefully, monitoring progress and taking any corrective measures needed during the project life.

Security context and social, political or economic unrest (country risk)

Given the large number of countries where the Group operates, some activities may occasionally be affected by industrial action, various forms of political unrest (riots, terrorism, armed conflict, embargoes, seizure of equipment, etc.), as well as malevolent acts such as vandalism and theft on construction sites, or criminal acts such as kidnapping.

VINCI's Safety/Security Department makes information available to business lines to ensure the best possible preparation for work and travel, and makes recommendations to ensure the protection of people and goods. It can also be called on to conduct site audits and/or implement regularly updated security plans. Moreover, it intervenes within the framework of crisis management, in particular for staff evacuation.

In addition to the aforementioned events, malevolent acts may include cyber attacks and fraud attempts. The Group's Finance Department, in conjunction with the Safety/Security Department, has set down the instructions to follow in such cases.

The economic situation in Europe and/or a slowdown in emerging economies' growth could lead to a worsening of conditions in markets where VINCI operates.
Across its Contracting business lines, VINCI generates over 57% of total revenue in France, 85% in Europe and more than 3% in North America. In 2012 Concessions generated 94% of revenue in France (essentially VINCI Autoroutes), 97% in Europe and, hence, only 3% outside of Europe, of which more than one-third was in North America.
Country risk is analysed prior to the submission of the tender for new projects and is monitored by indicators established on site for projects or current operations (see Report of the Chairman of the Board of Directors on corporate governance and internal control procedures, page 188).
The various property operations conducted by VINCI Immobilier or VINCI Construction subsidiaries are handled mainly in France.

Financial risk is analysed in paragraph 2.3.

Natural events

Like any other company, VINCI may be affected by natural events (e.g. earthquakes, floods, cyclones, windstorms, lightning, etc.), which can interrupt operations or trigger the collapse or accidental destruction of Group infrastructure assets under construction or in use. Such events may result in an interruption to business for the relevant entity and could also entail a substantial hike in the costs involved in maintaining or repairing facilities. Part of these expenses may be borne by insurance policies.

As for crisis management, the actions to be undertaken and training provided entail alert procedures, the triggering of crisis measures, and the management of and exit from crises. This central organisation is cascaded in the Group's subsidiaries, which have also set up their own crisis management and communication arrangements.

1.2.2 Risks specific to VINCI's business lines

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

Concessions and public-private partnerships (PPP)

Some risks may remain with the granting authority, in particular in relation to making land available. However, default by the authority cannot be ruled out. Risks connected with design and construction are generally transferred by the special purpose vehicles (SPVs) holding the PPP or concession contract to the contractors in charge of construction. Financing risks, however, remain the responsibility of the SPVs and their shareholders (see section 2.4).

Regarding concessions operation, the main risks relate to changes in traffic levels or infrastructure usage, and customer-users' acceptance of tolling and toll charges whenever toll receipts account for virtually all the revenue. Traffic levels on motorway concessions are correlated to economic activity, especially heavy goods vehicle traffic. They may also be affected by fuel prices, whether for heavy or light vehicles.

Risks connected with changes in the legal 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, or in the event of the contract's early termination.

Concession companies' toll increases, in particular for motorway tolls, are generally linked to inflation. These companies are therefore exposed to a contraction in the inflation rate.

The Group's reputation may be tarnished in the event of default in the quality of services provided (maintenance of the road network, vehicle recovery, exceptional events management, required performance levels).

A centralised system involving public order authorities has been established in VINCI Autoroutes to combat toll fraud.

For motorway infrastructure, the cost of renewing surface courses, the wear of which is related to traffic intensity, is covered by heavy-maintenance provisions, as specified in Note 21.3 to the consolidated financial statements (page 244).

The main financial, legal and regulatory risks are described in paragraphs 2 and 3 dealing respectively with Financial and Legal risks, below.

Contracting (VINCI Energies, Eurovia, VINCI Construction)

The relationship between the Group's businesses and their clients may be deteriorated by unilateral decisions taken by the latter (early contract termination) or by their default (late payments or even insolvency). As such, measures to manage contracts, cash flow and components of working capital needs are set up and closely monitored.

Obtaining official authorisations (in particular planning permission, environmental permits and acceptance certificates prior to commissioning) may represent unknowns that are managed on a case-by-case basis by clearly planning the various steps preceding the construction and acceptance of the structure.

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

Risks relating to changes in costs are handled in different ways:
- the use of revision clauses and the short duration of most contracts mitigate but do not eliminate unit cost inflation risk;
- although VINCI bears the risk relating to its own personnel costs directly, the risk of hikes in outsourcing costs may be transferred to subcontractors and suppliers by means of fixed-price agreements with them.

Commodity price exposure varies according to business activities. Oil prices mainly affect Eurovia, which uses bitumen to build roads, fuel oil for industrial facilities and petrol/diesel for its equipment fleet. This risk is dealt with under market risks in section 2.3. It is worth noting that Eurovia sources 37% of its aggregates from Group quarries.

A lack of qualified personnel or inadequate staffing levels may lead to lower-than-expected yields or design or construction errors, leading to technical noncompliance, quality shortfalls of the works and even accidents affecting individuals (company, partner employees or third-party individuals), the works or other goods. These damages associated with possible repairs to remedy these problems may give rise to additional costs and delays in completion. The subsidiary's reputation may also be affected. However, this risk is reduced by the Group's arrangements for recruiting and training operational staff (see 1.2.1).

For large projects, the technical complexity of the design and construction of unique infrastructure assets, site constraints (presence of underground utilities, maintenance of traffic during works, actions of local residents or other third parties), and geological conditions may also represent significant threats.

Some of the Group's activities may also be affected by the environmental and technological risks described in paragraph 4.

Property
The Group's property development activities are exposed to numerous administrative, technical, commercial and fiscal uncertainties that may result in delays (or even the abandonment of some projects), budget over-runs and incertitude regarding programme selling prices.

2. Financial risks

2.1 Counterparty risk and credit risk
The Group is exposed to counterparty risk stemming from contracts and financial instruments contracted with its financial partners, should the debtor refuse to honour all or part of its commitment or be unable to do so. Counterparty risk may result in either a loss of value or a loss of liquidity. The Group is exposed to loss of value in its cash investments, the acquisition of negotiable debt securities, marketable securities, financial receivables, derivative instruments and guarantees or sureties received. It is exposed to a loss of liquidity on the amounts of its unused confirmed credit facilities.

VINCI is also exposed to credit risk in the event that a customer fails, as described in section 1.2.2.

The Group has also implemented procedures to manage and limit counterparty and credit risk as specified in Note 23.5 to the consolidated financial statements, page 256.

2.2 Liquidity risk
Group liquidity must be evaluated via its cash and confirmed unused credit lines.

The Group's exposure to liquidity risk relates to its obligations to repay its existing debt (disclosed in Note 22.2.1 to the consolidated financial statements, page 248), to the financing of its future needs associated in particular with concession companies' investment programmes (see Note 9 to the consolidated financial statements, page 224) 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 22 to the consolidated financial statements on page 245.

The Group diversifies its funding sources by using the bond markets, banks and supranational banking organisations such as the European Investment Bank (EIB). Details of these sources are specified in Note 22 to the consolidated financial statements, page 245. Net cash is managed in accordance with the provisions specified in Note 22.2.2 to the consolidated financial statements, page 249, backed by reporting which specifies the yield of various assets and monitors the level of associated risks.

Some financing agreements include pre-payment clauses in the event of non-compliance with financial ratios and covenants. These are described in Note 22.2.5 to the consolidated financial statements, page 250. The thresholds imposed on these ratios were being complied with at 31 December 2012.

2.3 Market risks (interest rate, currency, commodity and equity risks)
Because of its level of net borrowings, VINCI is exposed to interest rate variations (mainly in the eurozone) relating to its floating-rate debt and to changes in credit spreads applied by lenders. VINCI is also exposed to currency risk stemming from its activities outside France. However, these risks are relatively limited, because about 26% of revenue is generated outside the eurozone. Management of interest rate and foreign exchange risks is explained in Notes 23.1 and 23.3 to the consolidated financial statements, pages 251 and 254.

As stated in Notes 1.2.2 and 23.4 to the consolidated financial statements, a large share of the Group's revenue is generated under short-term contracts or contracts containing price-indexing clauses. Unprocessed raw materials form a relatively small proportion of cost structures. As a general rule, the risk on commodity price increases is fairly limited.

In the case of large-scale contracts with non-revisable prices, commodity risks are assessed on a case-by-case basis and managed, whenever possible, using suitable methods such as:
- firm price agreements with suppliers for a given time period;
- cash-and-carry deals, with supplies bought or paid for by the client at the beginning of the work project;
- more marginally, hedging derivatives based on commodity indexes, particularly where the supplier uses a price review mechanism based on an index that can be hedged in financial markets, etc.

Equity risk relates to shares held by VINCI: ADP, assets to cover retirement benefit obligations, and treasury shares. This risk is described in Note 23.2 to the consolidated financial statements, page 254, and point 3 in Note C3 (Treasury shares) to the parent company financial statements, page 283.

2.4 Impact of public-private partnerships (PPPs) and concession contracts on the Group's financial situation
Following review by the Risk Committee of the business line concerned, these projects are submitted to the VINCI Risk Committee for examination and approval. Projects are generally carried out through special purpose vehicles (SPVs) dedicated solely to the project. These SPVs are financed by loans made directly to them, with little or no recourse against their shareholders, backed by the future revenues or receivables while minimising the capital outlay. The latter varies according to the nature of the risks involved (e.g. traffic volumes and country), the amount of project financing and the share of financing assured by the concession-granting authority. Floating-rate debt raised by SPVs is generally covered by fixed-rate hedges for a very large proportion in accordance with the commitments made to lenders.

3. Legal risks

3.1 Legal and regulatory compliance

Given the diversity of their activities and geographical locations, the Group's companies operate within specific legal and regulatory environments that vary depending on the place where the service is provided and on the sector involved.

In particular, they must comply with rules on:
- the terms of agreement and performance of public- and private-sector contracts and orders;
- laws governing construction activities and the applicable technical rules governing the delivery of services, supplies and works; and
- environmental, commercial, labour, competition, finance and securities laws.

With respect to concession operations, the Group is dependent on public authorities that may, as is the case in France, have the right to unilaterally alter the terms and conditions of public service, PPP and concession contracts during their execution phase or even terminate the contract itself, subject to compensation.

Group companies' operations could result in them being held civilly or criminally liable in France and other 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.

Business lines regularly hold awareness-raising and training sessions based on the Group's Code of Ethics and Conduct in order to limit these risks and in particular to prevent conflicts of interest and anti-competitive conduct. The Group's commitments are described in the "Social responsibility" chapter, page 159.

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

The Report of the Chairman of the Board of Directors on corporate governance and internal control procedures includes a paragraph on compliance with laws and regulations in force, page 179.

3.2 Contractual relationships

All the Group's business activity is based on contracts, mostly subject to the laws of the countries where the project is carried out, engaging the responsibility of the contracting parties.
Disputes may arise during the performance of said contracts.
The Group's policy is to reduce its exposure by negotiating, in the proposal phase, clauses in order to:
- pass onto the client the extra costs and/or delays stemming from changes in the client's requests;
- allow project shutdown in case of non-payment;
- exclude indirect damages;
- exclude or limit responsibility related to existing pollution;
- limit its contractual responsibility for the total project to a reasonable percentage of the contract's price;
- cap delay and performance penalties to an acceptable percentage of the contract price;
- stipulate contractual provisions allowing for adjustments (price, time schedule) to account for legal, fiscal or regulatory changes;
- obtain protection via a force majeure clause (against political risk, client's unilateral decision) or for early contract termination;
- obtain an international arbitration clause for contracts outside France.

Detailed information on the principal disputes and arbitrations in which the Group is involved can be found in section H of the notes to the consolidated financial statements, page 265. These known disputes are examined on the date of approval of the financial statements and, following the review by legal advisers, the provisions deemed necessary are, as the case may be, constituted to cover the estimated risks.

4. Environmental and technological risks

Environmental risks are those that have an impact on the natural environment. They may be directly linked to:
- the occurrence of technological accidents;
- the usage, handling or transport of hazardous substances;
- the emission or release into the air or water of toxic and hazardous substances, waste or CO_2.

Technological risk, which stems from human activity, entails accidents occurring in industrial or nuclear installations.

4.1 Environmentally related economic and regulatory context

The sources of environmentally related risks and opportunities are essentially concentrated in two fields:
- the competitive market with opportunities generated by growth in client demand for renewable energy generation or for products that consume less energy (low energy buildings);
- legal and regulatory compliance resulting from international or national changes in environmental protection regulations, which are often made stricter, in particular to reduce greenhouse gas emissions or conserve biodiversity.

Only one VINCI facility is concerned by France's national greenhouse gas quota plan (PNAQ II): CIFC's plant (part of Eurovia) at Fos sur Mer near Marseille. An approved auditor verifies the regulatory quota compliance of emissions by no later than 15 February each year. The CO_2 emitted by the CIFC facility totalled 171,314 tonnes in 2012 due to a significant increase in production. As in 2011, no CO_2 sales were reported in 2012. (As with other environmental indicators, these figures are calculated over the period from 1 October of year Y-1 to 30 September of year Y: see "Note on the methods used in social and environmental reporting, page 166".)

4.2 Environmental risks

Some Eurovia businesses may face exposure to these risks, which remain limited.
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, health, safety and environment managers.
Production and application of bituminous mixes: the setting up of an environmental regulation intelligence group for bituminous mix plants enables the plant operators to take the action needed to ensure permanent compliance with regulations. Regular or unannounced external inspections analyse products and measure the quantities in stock to ensure that the plants comply with regulations. Performance techniques for applying bituminous mixes on worksites are regularly monitored in close conjunction with the relevant health and safety bodies.
Quarries: the sources of pollution identified include 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 2012, provisions related to Eurovia, where the main risks in this area lie, amounted to €22.6 million, including €11.3 million in France. Corresponding provisions identified in VINCI's other subsidiaries stood at around €1 million.

As a general rule, VINCI's companies are potentially exposed to the consequences of accidental pollution, in particular spillage of hazardous materials on its roads network and construction sites. This type of event, which is fortunately rare, can disrupt the particular site or operations and necessitate the deployment of crisis arrangements (see section 1.2.1, paragraphs Security and social, political or economic context (country risk) and Natural events).

4.3 Technological risks

The Group's companies have no facilities that present significant health or safety risks for neighbouring populations and the environment, as defined under clause IV of Article L515-8 of the French Environmental Code (Seveso High Threshold).

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;
- some activities carried out by VINCI Energies and VINCI Construction (Freyssinet, VINCI Construction France, Soletanche Bachy, CFE, VINCI Construction Grands Projets, Entrepose Contracting, etc.) take place inside classified facilities (in particular, nuclear power plants or nuclear waste treatment facilities). Those responsible for such facilities are subject to obligations and must take the necessary measures, especially as regards evacuating people.

5. Insurance cover against risks

5.1 General policy

VINCI's general insurance policy places a strong emphasis on prevention and risk protection. Given the Group's decentralised organisation, this policy is defined at several levels of responsibility.

VINCI's Executive Management lays down the general guidelines 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 business units 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 has its own brokerage firm, VINCI Assurances, in charge of consolidating insurance policies and harmonising cover within the Group. VINCI Assurances acts as a broker for most of the French subsidiaries and, as an intermediary, 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 characterised, on the basis of available statistics and data and without prejudging any actual responsibility, by a low number of incidents involving more than €1 million, by a few medium-sized incidents, ranging from €100,000 to €1 million, and 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 immaterial damage caused to third parties, including Clients or Employers.

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, particularly in areas such as:

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

Property insurance

Contractor's All Risks (CAR) insurance 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.

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 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.

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), as well as to financial consequences due to the interruption of operations and 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 motorways and rail lines where complete destruction is not envisaged.

Civil liability

Assets operated under concession contracts 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 or reduced 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.

For bridges, tunnels and car parks, losses from interruption to business are generally covered subject to various levels of uninsured loss. Losses may be expressed as an amount or as a number of days of interruption. Long motorways and rail lines, which have little exposure to this risk, are not systematically insured against such losses since a long-term 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. Company officers' appointments and other positions held

The table below details the appointments and other positions held by:

- the 13 members of the Board of Directors;
- the two individuals whose appointments as Directors are proposed to the Shareholders' General Meeting of 16 April 2013;
- the Director whose term of office expired in 2012.

1.1 Directors in office

Xavier Huillard
Chairman and Chief Executive Officer, VINCI

Age: 58

Nationality: French

Number of VINCI shares held at 31/12/2012: 448,363

Director since 2006

Term of office ends:
2014 Shareholders' General Meeting

Address:
VINCI
1 cours Ferdinand de Lesseps
92500 Rueil Malmaison, France

Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Within the VINCI Group	
Chairman of VINCI Concessions Management SAS; Director of VINCI plc and of VINCI Investments Ltd; Chairman of the Supervisory Board of VINCI Deutschland GmbH; permanent representative of VINCI on the Boards 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 ASF Holding and of VINCI Autoroutes on the Board of Directors of Cofiroute; Chairman of the Fondation VINCI pour la Cité.	Chairman of VINCI Concessions SAS; Chairman and Chief Executive Officer of VINCI Concessions SA; Chairman of the Board of Directors of VINCI Concessions SA; Director of Soletanche Freyssinet and Cofiroute; member of the Supervisory Board of VINCI Energies Deutschland GmbH.

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. Mr Huillard 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. Mr Huillard became Director and Chief Executive Officer of VINCI in 2006 and was appointed Chairman of the Board of Directors and Chief Executive Officer of VINCI on 6 May 2010. He was appointed Chairman of the Institut de l'Entreprise on 18 January 2011.

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

Chairman of the Strategy and Investments Committee and of the Appointments and Corporate Governance Committee

Age: 64

Nationality: French

Number of VINCI shares held at 31/12/2012: 45,678

Director since 2000

Term of office ends:
2014 Shareholders' General Meeting

Address:
VINCI
1 cours Ferdinand de Lesseps
92500 Rueil Malmaison, France

Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Within the VINCI Group	
Permanent representative of VINCI on the Board of Directors of ASF.	Chairman of the Board of Directors of VINCI.
Outside the VINCI Group in listed companies	
Director of LVMH (France) and of Solvay (Belgium).	Director of SMEG (Monaco), of VTB (Russia) and of Suez Tractebel (Belgium).
In unlisted companies or other structures	
Chairman of the Supervisory Board of Sofisport; Managing Director of YTSeuropaconsultants; Managing Partner of Ysilop Consulting SARL; Director of VTB France; member of the Board of Directors of the Fondation du Collège de France; trustee of the IASC Foundation; Vice-Chairman Medef International and Chairman of the France-Qatar committee of Medef International; Chairman of the Board of Directors of AgroParisTech; member of the Conseil des Affaires Etrangères (Foreign Affairs Council).	Member of the Advisory Group of ING Direct (France); Chairman of the France-Algeria committee of Medef (the French employers' organisation); member of the Conseil Économique de Défense (Economic Defence Council).

Background

Yves-Thibault de Silguy has a degree in law from the Université de Rennes, a Masters degree in public law, and is a graduate of the Institut d'Études Politiques de Paris, public service section, and the École Nationale d'Administration. From 1976 to 1981, he worked at the French 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, Mr de Silguy was an adviser in the Prime Minister's office with responsibility for European affairs and international economic and financial affairs. From 1988 to 1993, he headed the international affairs department of the Usinor Sacilor Group, before being named its Director for International Affairs. 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, Mr de Silguy was European Commissioner responsible for economic, monetary and financial affairs. From 2000 to 2005, he was Chairman of Medef's European Policy Committee. 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. Mr de Silguy 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 of VINCI and Senior Director of the Board.

Élisabeth Boyer

Director representing employee shareholders

Member of the Strategy and Investments Committee

Age: 58

Nationality: French

Number of VINCI shares held at 31/12/2012: 0

Director since 2011

Term of office ends:
2015 Shareholders' General Meeting

Address:
Cofiroute-Campus
Centre d'Exploitation de Saint Romain
Les Cormins
41140 Saint Romain sur Cher, France

Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Within the VINCI Group	
Trade union representative and full member of the Cofiroute works council.	
In unlisted companies or other structures	
Chairman of the Supervisory Board of the Castor and Castor Relais corporate mutual funds.	

Background

Trained in banking, Élisabeth Boyer spent 19 years at BNP Paribas, where she headed a department responsible for managing customer accounts and for the analysis of the income statements of several branch groups in the Paris region. Subsequently, she founded and operated a newsstand-bookstore and then a restaurant. She later worked as an insurance and asset management adviser at AGF. Ms Boyer joined Cofiroute in 2000 as an operations centre supervisor. She is currently an operations control centre supervisor.

Robert Castaigne	Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Former Chief Financial Officer and former member of the Executive Committee, Total Member of the Audit Committee and of the Remuneration Committee **Age:** 67 **Nationality:** French **Number of VINCI shares held at 31/12/2012:** 1,038 **Director since 2007** **Term of office ends:** 2015 Shareholders' General Meeting **Address:** Total 12 rue Christophe Colomb 75008 Paris, France	**Outside the VINCI Group in listed companies**	
	Director and member of the Audit Committee of Sanofi; Director and member of the Audit, Internal Control and Risk Committee of Société Générale.	Director and member of the Audit Committee of Compagnie Nationale à Portefeuille (Belgium); Chairman and Chief Executive Officer of Total Nucléaire and of Total Chimie; Director of Elf Aquitaine, of Total Gestion Filiales, of Hutchinson, of Total Gabon, of Petrofina (Belgium), of Omnium Insurance & Reinsurance Company Ltd (Bermuda) and of Total Upstream UK Ltd.
	Background	
	Robert Castaigne is a graduate of the École Centrale de 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	Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Honorary Chairman, Coface SA Member of the Remuneration Committee **Age:** 71 **Nationality:** French **Number of VINCI shares held at 31/12/2012:** 1,184 **Director since 2003** **Term of office ends:** 2013 Shareholders' General Meeting Mr David's term of office will end at the close of the Shareholders' General Meeting on 16 April 2013 **Address:** Coface 12 cours Michelet La Défense 10 92065 Paris la Défense, France	**Outside the VINCI Group in listed companies**	
	Director of Rexel; member of the Supervisory Boards of Areva and of Lagardère SCA.	
	In unlisted companies or other structures	
	Member of the Council of the Order of the Legion of Honour.	Chairman of Coface Services, of Coface Deutschland and of Coface Assicurazioni (Italy); Chairman and Chief Executive Officer of Coface SCRL Participations and of Coface SCRL; Chairman of the Board of Directors of Coface Expert; Chairman of the Supervisory Board of AKC (Allgemeine Kreditversicherung Coface) AG; Director of EADS; Chairman of ICISA (International Credit Insurance and Surety Association).
	Background	
	François David has a degree in sociology, and is a graduate of the Institut d'Études Politiques de Paris and the École Nationale d'Administration. After holding various positions in government departments between 1969 and 1990, he was International Managing Director of Aérospatiale between 1990 and 1994. He was Chairman of the Board of Directors of Coface from 1994 to 2012, Chairman of the Supervisory Board of Coface Deutschland from 1996 to 2012, and Chairman of the Board of Directors of Coface Assicurazioni from 1997 to 2012. In 2008, he was appointed to the Supervisory Boards of Areva and of Lagardère SCA. Mr David has also written several books. He has been Honorary Chairman of Coface SA since 2012.	

Patrick Faure	Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Chairman, Patrick Faure et Associés Member of the Appointments and Corporate Governance Committee **Age:** 67 **Nationality:** French **Number of VINCI shares held at 31/12/2012:** 5,103 **Director since 1993** **Term of office ends:** 2013 Shareholders' General Meeting Mr Faure's term of office will end at the close of the Shareholders' General Meeting on 16 April 2013 **Address:** Patrick Faure et Associés 18 quai de Béthune 75004 Paris, France	**Within the VINCI Group**	
	Director of Cofiroute.	
	Outside the VINCI Group in listed companies	
		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 and Grigny UK Ltd; Deputy Chief Executive Officer and member of the Executive Committee of Renault.
	In unlisted companies or other structures	
	Director of ESL & Network and of Waterslim (Luxembourg).	Chairman of the Board of Directors of Ertico; Chairman of the France-Amériques Association.
	Background	
	Patrick Faure is a graduate of the Institut d'Études Politiques de 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, Mr Faure became Vice-President of Renault, and then Company Secretary of the Renault Group in January 1988. In January 1991, he was appointed Deputy General Manager, Marketing Director and Chairman of Renault Sport. Mr Faure served as Executive Vice President and as a 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.	

Dominique Ferrero

Adviser to the Chairman of Natixis
Member of the Appointments and Corporate Governance Committee

Age: 66

Nationality: French

Number of VINCI shares held at 31/12/2012: 2,294

Director since 2000

Term of office ends:
2014 Shareholders' General Meeting

Address:
Natixis
5-7 rue de Monttessuy
75007 Paris, France

Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Outside the VINCI Group in listed companies	
Permanent representative of Natixis on the Board of Directors of Natixis Private Equity.	Member of the Management Board and Chief Executive Officer of Natixis; permanent representative of Natixis on the Boards of Directors of Natixis Global Asset Management and Coface; Chairman of the Management Board of Ixis Corporate & Investment Bank (Ixis CIB).

Background

A graduate of the École 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, Mr Ferrero was Development Manager at BFCE and a member of the Executive Management Committee, responsible for creating and developing BFCE's long-term corporate finance and merchant banking activities. He was named Managing Director of Société Financière de la BFCE, then Deputy Managing Director and member of the Management Board in 1991, before being named 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, Mr Ferrero 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

Chairman of the Supervisory Board of Atlantic SFDT
Member of the Strategy and Investments Committee

Age: 64

Nationality: French

Number of VINCI shares held at 31/12/2012: 2,026

Director since 2008

Term of office ends:
2016 Shareholders' General Meeting

Address:
Soletanche Freyssinet
133 boulevard National
92500 Rueil Malmaison, France

Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Within the VINCI Group	
Honorary Chairman of Soletanche Freyssinet.	Chairman and Chief Executive Officer of Soletanche; Chairman of Soletanche Freyssinet, of Soletanche Bachy Entreprise and of Soletanche Bachy; Manager of Compagnie du Sol and of Solval (company merged); Director of Bachy Soletanche Holdings Ltd (United Kingdom).
Outside the VINCI Group in listed companies	
	Director of Technip.
In unlisted companies or other structures	
Manager of Comemi; Chairman of the Supervisory Board of Atlantic SFDT; Chairman of the Executive Board of Sedeco; Director of the French National Federation of Public Works (FNTP); Manager of HIGB.	Chairman of Psila; Manager of Clamar; member of the Supervisory Board of Fortis Banque France; Secretary of the French National Federation of Public Works (FNTP).

Background

Jean-Pierre Lamoure is a graduate of the École Polytechnique and holds the rank of Master Engineer in the Corps des Mines. He held several different posts at the French Ministry of Industry between 1975 and 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 appointed Chairman and Chief Executive Officer of Soletanche SA in 1989 and served in this same position from 1997 to 2008 at Soletanche Bachy, which became a subsidiary of VINCI Construction in 2007. At Forasol-Foramer, a Soletanche subsidiary, he served as Vice-Chairman from 1983 to 1988, then as Chairman and Chief Executive Officer from 1988 to 1994 and as Chairman of the Supervisory Board from 1994 to 1997. Mr Lamoure has also been Chairman of the Supervisory Board of Atlantic SFDT since 1998. In addition, he 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 Technology and Innovation Commission.

Jean-Bernard Lévy

Chairman and Chief Executive Officer, Thales
Chairman of the Remuneration Committee

Age: 58

Nationality: French

Number of VINCI shares held at 31/12/2012: 2,400

Director since 2007

Term of office ends:
2015 Shareholders' General Meeting

Address:
Thales
45 rue de Villiers
92526 Neuilly sur Seine, France

Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Outside the VINCI Group in listed companies	
Director of Société Générale.	Chairman of the Management Board of Vivendi; Chairman of the Board of Directors of Activision Blizzard, Inc. (USA); Vice-Chairman of the Supervisory Board of Maroc Télécom (Morocco).
In unlisted companies or other structures	
Chairman of the Supervisory Board of Viroxis; Chairman of JBL Consulting & Investment SAS; Chairman of the Board of Directors of the Institut Mines-Télécom; Director of the Institut Pasteur; member of the Advisory Board of Paris Europlace.	Chairman and Chief Executive Officer of SFR; Chairman of the Supervisory Board of the Canal Plus Group and of Canal Plus France; Chairman of the Board of Directors of GVT Holding SA (Brazil); Director of Vivendi Games, Inc. and of NBC Universal, Inc. (USA).

Background

Jean-Bernard Lévy is a graduate of the École Polytechnique and Telecom ParisTech. He was an engineer at France Telecom from 1978 to 1986, and then technical adviser to Gérard Longuet, the French Minister with responsibility for Postal Services and Telecommunications from 1986 to 1988; Director of Communication Satellites at Matra Marconi Space from 1988 to 1993 and 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, Mr Lévy 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. Mr Lévy was appointed Chairman and Chief Executive Officer of Thales on 20 December 2012.

Michael Pragnell

Chairman of the Council of Trustees of Cancer Research UK
Member of the Audit Committee

Age: 66

Nationality: British

Number of VINCI shares held at 31/12/2012: 1,000

Director since 2009

Term of office ends:
2013 Shareholders' General Meeting
Renewal of appointment for a period of four years proposed to the Shareholders' General Meeting on 16 April 2013

Address:
Pound Cottage
Silchester RG7 2LR, United Kingdom

Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
In unlisted companies or other structures	
Member of the Board of Directors of INSEAD.	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 in New York. From 1975 to 1995, Mr Pragnell held various positions within the Courtaulds group: International Paint plc (1975–1985), Chief Executive Officer of National Plastics (1985–1986), Chief Executive Officer of International Paint plc (1986–1992) and 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 its Board of Directors in 1997. From 1996 to 1999, he was Director of David S Smith plc and of Advanta BV (Netherlands). In 2000, Mr Pragnell was appointed as the founding Chief Executive Officer and Chairman of the Executive Committee of Syngenta AG, where he was also a founding member of the Board of Directors. From 2002 to 2005, he was Chairman of CropLife International.

Henri Saint Olive	Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Chairman of the Board of Directors of Banque Saint Olive Chairman of the Audit Committee **Age:** 69 **Nationality:** French **Number of VINCI shares held at 31/12/2012:** 48,843 **Director since 2000** **Term of office ends:** 2014 Shareholders' General Meeting **Address:** Banque Saint Olive 84 rue Duguesclin 69458 Lyon Cedex 06, France	**Outside the VINCI Group in listed companies**	
		Member of the Supervisory Board of Eurazeo.
	In unlisted companies or other structures	
	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 Centre Hospitalier Saint-Joseph-et-Saint-Luc and of the Association de l'Hôpital Saint-Joseph at Lyon; Chairman of the Saint Gabriel endowment fund.	Chairman of the Board of Directors of Ciarl; Director of Rue Impériale de Lyon, Monceau Assurances Mutuelles Associées and Groupe Monceau-Mutuelles Associées; Managing Partner of LP Participation; member of the Supervisory Board of ANF; Director of Mutuelle Centrale de Réassurance and Compagnie Industrielle d'Assurance Mutuelle.
	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	Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Senior Vice-President, International Development, Thales Member of the Audit Committee **Age:** 51 **Nationality:** French **Number of VINCI shares held at 31/12/2012:** 1,000 **Director since 2007** **Term of office ends:** 2015 Shareholders' General Meeting **Address:** Thales 45 rue de Villiers 92526 Neuilly sur Seine, France	**Outside the VINCI Group in listed companies**	
	Director and member of the Accounts and Audit Committee of Renault.	Director of DCNS.
	In unlisted companies or other structures	
	Director of Thales UK Limited, of Thales Electronics plc; of Thales Nederland BV and of Thales Australia Pty Ltd; Chairman of Thales Canada Inc; President of the Board of Telecom ParisTech.	Chairman and Chief Executive Officer of Alcatel Cyber Satellite and Thales Communications SA; Chairman of 181 Centelec SAS, Thales Security & Solutions SAS and Eurospace; Director and Chairman of Skybridge Satellite Operations; Director of Skybridge LLC, Skybridge 2 LLC, Skybridge Operations France, Skybridge Satellite Communications and Satlynx; Chairman of Thales Alenia Space France SAS, Alcatel Spacecom and SkyBridge GP, Inc.; Director of Thales North America, Inc. (USA), Thales Alenia Space Italia SpA, Telespazio Holding SRL, Galileo Industries SA, Galileo Industries SpA and EuropeStar Ltd; member of the Board of Administrators of Gifas; Chairman and Chief Executive Officer of Thales Communications & Security SA; Chairman of Thales Services SAS; member of the Supervisory Board of Thales Alenia Space SAS; Director of Thales USA, Inc.; member of the Board of Directors of Institut Télécom (French Ministry of Economy, Finance and Industry).
	Background	
	A graduate of the École Polytechnique, Pascale Sourisse 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, Ms Sourisse worked in the French Ministry for Industry as assistant deputy manager, then deputy manager, of the Consumer Electronics and Audiovisual Communication department. She then joined the 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, Ms Sourisse was Senior Vice President of Thales' Land & Joint Systems Division. In early 2010, she was named Managing Director, then Senior Vice President for Defence & Security C4I Systems at Thales. Currently, she is Senior Vice-President, International Development, Thales.	

Qatari Diar Real Estate Investment Company	Other appointments and positions held at 31/12/2012	Appointments and positions that have expired during the last five financial years
Nationality: Qatari **Permanent representative:** Abdul Hamid Janahi Member of the Strategy and Investments Committee **Number of VINCI shares held by the Qatari Diar group at 31/12/2012:** 31,500,000 (1,000 held directly; 31,499,000 through its subsidiary Comet Luxembourg) **Director since 2010** **Term of office ends:** 2015 Shareholders' General Meeting **Address:** Qatari Diar Real Estate Investment Company Lusail Visitor Center Lusail Street PO Box 23175 Doha, Qatar	**Outside the VINCI Group in listed companies**	
	Director of Veolia Environnement.	
	In unlisted companies or other structures	
	Director of Société Fermière du Casino Municipal de Cannes SA.	
	Background	
	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 this transaction, Qatari Diar has owned 31,500,000 VINCI shares. The Chairman of the Board of Directors of Qatari Diar is His Excellency Yousef Hussein Kamal, Minister of Economy and Finance of Qatar. Mr Ghanim bin Saad al-Saad, a Director of Qatari Diar, 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. Qatari Diar's Chief Executive Officer is Mr Mohammed bin Ali Al Hedfa. Mr Abdul Hamid Janahi holds a bachelor's degree in electrical and electronics engineering from Louisiana State University. He began his career in 1988 at Qatar Petroleum as an engineer involved in both offshore and onshore projects. In 2005, he became Director of Project Management for state-owned company Kahramaa. Mr Janahi was appointed as Director of Joint Ventures at Qatari Diar in 2008.	

1.2 Individuals whose appointments as Directors are proposed to the Shareholders' General Meeting of 16 April 2013

<table>
<tr>
<td rowspan="5">
Yannick Assouad

Chief Executive Officer, Aircraft Systems, Zodiac Aerospace

Age: 53

Nationality: French

Number of VINCI shares held at 31/12/2012: 97

First appointment: proposed to the Shareholders' General Meeting on 16 April 2013

Term of office ends:
2017 Shareholders' General Meeting

Address:
Zodiac Aerospace
61 rue Pierre Curie
CS 20001
78373 Plaisir Cedex, France
</td>
<td>Other appointments and positions held at 31/12/2012</td>
<td>Appointments and positions that have expired during the last five financial years</td>
</tr>
<tr><td colspan="2">In unlisted companies or other structures</td></tr>
<tr><td>Chairman and Director of various companies within the Aircraft Systems business segment of Zodiac Aerospace.</td><td></td></tr>
<tr><td colspan="2">Background</td></tr>
<tr><td colspan="2">Yannick Assouad is a graduate of the Institut National des Sciences Appliquées and the Illinois Institute of Technology. While working as an instructor at CIEFOP Paris, she joined Thomson CSF in 1986, where she was head of the thermal and mechanical analysis group until 1998. From 1998 to 2003, Ms Assouad served first as Technical Director and then as Chief Executive Officer of Honeywell Aerospace, before being appointed Chairman of Honeywell SECAN. In 2003, she joined Zodiac Aerospace, initially as Chief Executive Officer of Intertechnique Services, a post she held until 2008. Ms Assouad was then selected to create Zodiac Aerospace's Services business segment, which she headed until 2010, when she was appointed Chief Executive Officer of the group's Aircraft Systems segment.</td></tr>
<tr>
<td rowspan="5">
Graziella Gavezotti

Chief Operating Officer, Southern Europe, Edenred

Age: 61

Nationality: Italian

Number of VINCI shares held at 31/12/2012: 0

First appointment: proposed to the Shareholders' General Meeting on 16 April 2013

Term of office ends:
2017 Shareholders' General Meeting

Address:
Edenred
Via G.B. Pirelli 19
20124 Milan, Italy
</td>
<td>Other appointments and positions held at 31/12/2012</td>
<td>Appointments and positions that have expired during the last five financial years</td>
</tr>
<tr><td colspan="2">In unlisted companies or other structures</td></tr>
<tr><td>Chairman of the Board of Directors of Edenred Italia SRL, of E-Lunch SRL, of Ristochef SRL, and of Voucher Services SA (Greece); Director of Edenred Kurumsal Cozumler SA (Turkey) and of Edenred España SA.</td><td></td></tr>
<tr><td colspan="2">Background</td></tr>
<tr><td colspan="2">Graziella Gavezotti is a graduate of the Università di Comunicazione e Lingue (IULM) and has a degree in psychology from the University Rijeka (class of 1991). She worked for Jacques Borel Group, Gemeaz and Accor, before joining Edenred where she developed the Ticket Restaurant business in Italy. Since June 2012, she has been head of Edenred's Southern Europe area, which includes Italy, Spain, Portugal, Turkey and Greece.</td></tr>
</table>

1.3 Director whose term of office expired in 2012

<table>
<tr>
<td rowspan="7">
Dominique Bazy

Managing Partner of Barber Hauler Capital Advisers

Age: 61

Nationality: French

Number of VINCI shares held at 12/04/2012: 1,400

Director since 1996

Term of office ended:
2012 Shareholders' General Meeting
</td>
<td>Other appointments and positions held at 31/12/2012</td>
<td>Appointments and positions that have expired during the last five financial years</td>
</tr>
<tr><td colspan="2">Within the VINCI Group</td></tr>
<tr><td></td><td>Director of VINCI.</td></tr>
<tr><td colspan="2">In unlisted companies or other structures</td></tr>
<tr><td>Director of Pierre Fabre SA.</td><td>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 et and of Pierre Fabre Participations; member of the Supervisory Board of Atos Origin; Director of Atos Origin.</td></tr>
<tr><td colspan="2">Background</td></tr>
<tr><td colspan="2">Dominique Bazy has a degree in law, and is a graduate of the Institut d'Études Politiques de Paris and the École Nationale d'Administration. He is also a qualified economist. After holding various positions in government departments, he joined Athena in 1984, became Chief Executive of Athena Banque in 1985 and Deputy Chief Executive of Athena from 1986 to 1988. He was appointed Chairman of Sicav Haussmann France in 1987. From 1990 to 1992, Mr Bazy held various positions with UAP. He was a member of the Executive Committee of Credit 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 and 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, Mr Bazy has been Managing Partner of Barber Hauler Capital Advisers.</td></tr>
</table>

2. VINCI shares held by company officers

2.1 Shares held by company officers

In accordance with the Company's Articles of Association, each Director (other than the Director representing employee shareholders) must hold a minimum of 1,000 VINCI shares which, on the basis of the share price at 31 December 2012 (€35.96), amounts to a minimum of €35,960 invested in VINCI shares.

The number of shares held by each of the company officers at 31 December 2012, as declared to the Company, is included in the information presented in the section "Company officers' appointments and other positions held" on pages 127 to 131.

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 carried out the following transactions in 2012:

(in number of shares)	**Acquisitions (*)**	**Disposals (**)**
Xavier Huillard, Chairman and Chief Executive Officer	137,544	148,164
Christian Labeyrie, Executive Vice-President and Chief Financial Officer	125,181	123,806
Richard Francioli, Executive Vice-President, Contracting	0	0

(*) Excluding grants of performance shares.

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

3. Company officers' remuneration and interests

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

The total amount of Directors' fees paid in 2012 by the Company (for the second half of 2011 and the first half of 2012) amounted to €814,166. Some company officers also received Directors' fees in 2012 from companies controlled by VINCI. The total amount of Directors' fees payable by VINCI in respect of 2012 was €784,167.

The table below summarises the Directors' fees and other remuneration received in 2011 and 2012 by non-executive company officers of VINCI.

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

	Amount paid in 2011		**Amount paid in 2012**	
	By VINCI	**By companies controlled by VINCI**	**By VINCI**	**By companies controlled by VINCI**
Serving Directors				
Yves-Thibault de Silguy (1)	403,648	–	190,000	–
Abdul Hamid Janahi (2)	–	–	–	–
Élisabeth Boyer (3) (4)	8,333	–	50,000	–
Robert Castaigne	55,000	–	57,083	–
François David	50,000	–	50,000	–
Patrick Faure	50,000	10,000	50,000	7,500
Dominique Ferrero	50,000	–	50,000	–
Jean-Pierre Lamoure (5)	50,000	216,060	50,000	216,060
Jean-Bernard Lévy	60,000	–	60,000	–
Michael Pragnell	55,000	–	55,000	–
Henri Saint Olive	65,000	–	65,000	–
Pascale Sourisse	55,000	–	55,000	–
Former Directors				
Yousuf Ahmad Al Hammadi (2)	16,667	–	42,500	–
Dominique Bazy (6)	50,000	–	39,583	–
Alain Maillot (7)	33,333	–	–	–
Denis Vernoux (8)	41,667	–	–	–
Total Directors' fees and other remuneration	**1,043,648**	**226,060**	**814,166**	**223,560**

(1) Yves-Thibault de Silguy's remuneration package from the time of his appointment as Vice-Chairman and Senior Director on 6 May 2010 is described in the Report of the Chairman on page 186. It should be noted that his remuneration in 2011 included the remainder of the variable component received by him in his capacity as Chairman of the Board of Directors for the period 1 January to 6 May 2010 as well as the Directors' fees paid to him in 2011 (€190,000). Mr de Silguy also received benefits in kind of €5,020 in 2011 and 2012 (company car). It is also worth noting that (a) Mr de Silguy is entitled to receive a non-externalised pension benefit, payable in the amount of €381,168 for 2011 and in the amount of €388,140 for 2012 and that (b) the Company entered into a services agreement on 3 March 2010 with YTSeuropaconsultants, of which Mr de Silguy is sole partner, authorised by the Board of Directors and approved by the Shareholders' General Meeting of 6 May 2010. This agreement covers the responsibilities described in the Report of the Chairman on page 186. Under this agreement, YTSeuropaconsultants received from VINCI a total payment of €330,000 excluding VAT for each of the financial years 2011 and 2012. The amounts mentioned in points (a) and (b) are not included in the table above.

(2) Replacing Yousuf Ahmad Al Hammadi, Abdul Hamid Janahi has served since 29 November 2012 as the permanent representative of Qatari Diar Real Estate Investment Company, a Director of VINCI.

(3) The total amount paid in 2011 covers the period from 2 May 2011 (when Élisabeth Boyer was appointed as the Director representing employee shareholders) to 30 June 2011.

(4) The salary received by Ms Boyer, who is currently the Director representing employee shareholders, is not included in the table above.

(5) In 2011 and 2012, Jean-Pierre Lamoure received remuneration of €216,060 in respect of his appointment as Chairman of the Board of Directors of Soletanche Freyssinet. He also received benefits in kind of €2,328 in 2011 and €2,129 in 2012 (company car).

(6) The total amount paid in 2012 covers the period from 1 July 2011 until the expiry of Dominique Bazy's term of office on 12 April 2012.

(7) The total amount paid in 2011 covers the period from 1 July 2010 until the change in the permanent representative of Qatari Diar Real Estate Investment Company effective 1 March 2011.

(8) The total amount paid in 2011 covers the period from 1 July 2010 until Denis Vernoux's resignation on 2 May 2011.

3.2 Remuneration received by the Chairman and Chief Executive Officer

3.2.1 Remuneration

Pursuant to the provisions of the Afep-Medef code of corporate governance relating to the remuneration of executive company officers, the tables below summarise (a) all remuneration allocated and options and performance shares granted to the executive company officer during the last two financial years and (b) the remuneration paid during the last two financial years by VINCI and Group companies to Xavier Huillard, Chairman and Chief Executive Officer, as well as the remuneration set by the Board of Directors, as proposed by the Remuneration Committee, that is due in respect of each of these two financial years, regardless of the year in which the remuneration in question is paid.

(a) Summary of remuneration due in respect of the last two years and options and shares granted

Xavier Huillard	2011	2012
Remuneration due in respect of the year *(in €)*	1,834,072	1,905,264
Value of options granted during the year *(in €)*	–	–
Value of performance shares granted during the year *(in €)*	–	–
Total	**1,834,072**	**1,905,264**

(b) Summary of remuneration *(in €)*

	2011		2012	
Xavier Huillard	Amount due in respect of the year	Amount paid during the year	Amount due in respect of the year	Amount paid during the year
Gross fixed remuneration	900,000	900,000	900,000	900,000
Gross variable remuneration including Directors' fees (*)	*930,000*		*1,001,200*	
Gross variable remuneration excluding Directors' fees (*)	916,330	882,997	987,530	916,330
Directors' fees (net amount) (*)	13,670	13,670	13,670	13,670
Benefits in kind (**)	4,072	4,072	4,064	4,064
Total	**1,834,072**	**1,800,739**	**1,905,264**	**1,834,064**

(*) Directors' fees received by Xavier Huillard from companies belonging to the VINCI Group are deducted from the variable remuneration decided by the Board, as proposed by the Remuneration Committee. Since his appointment as Chairman and Chief Executive Officer, thus with effect from 6 May 2010, Mr Huillard has not received Directors' fees from VINCI SA. For the duration of this appointment, the only Directors' fees he receives are those paid in respect of appointments in other Group companies.

(**) Mr Huillard had the use of a company car in 2011 and 2012.

Xavier Huillard's remuneration package is described on page 186.
At its meeting of 5 February 2013, the Board of Directors decided, in respect of 2012 and as proposed by the Remuneration Committee, to set the portion of the variable component of Mr Huillard's remuneration based on financial criteria, after calculating the performance index, at €581,200 and the managerial portion at €420,000, making a total variable component of €1,001,200 before deducting Directors' fees amounting to €13,670 paid in 2012.

3.2.2 Long-term incentive plan

At its meeting of 3 March 2010, the Board decided to set up a long-term incentive plan to be awarded to Xavier Huillard, the features of which are described in section 4.1 of the Report of the Chairman on page 186. This plan gives rise to an annual allocation that Mr Huillard will only be eligible to receive if he completes his term in office (except in specific cases). Each year, the Company sets aside a provision corresponding to the value, at market conditions prevailing on 31 December, of the likely amount. At 31 December 2012, the total provision recognised in respect of this plan from its inception at 6 May 2010 amounted to €1,714,701.

3.2.3 Obligations in respect of supplementary retirement plans

Like other senior executives of VINCI SA with at least 10 years' service, Xavier Huillard is eligible for coverage under a collective pension plan, the purpose of which, subject to certain conditions being met and, more particularly, that he is still employed by the company, is to guarantee the individuals concerned a supplementary annual pension upon their retirement of between 20% and 40% of the average annual remuneration received in the 36 months preceding their departure. This supplementary pension plan will be limited to an annual amount that will gradually increase to a maximum of eight times the French social security ceiling at 1 January 2019.
As the application of this plan 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, it required the approval of the Shareholders' General Meeting, which was given on 6 May 2010.
At 31 December 2012, VINCI's obligations in respect of the retirement benefits described above for Mr Huillard amounted to €4,970,500.
Retirement benefit obligations are also described on page 238 of the Notes to the consolidated financial statements.

3.2.4 Summary table

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 in connection with or as a result of either the cessation of the executive company officer's duties or a change in these duties, 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 the cessation of duties or a change in duties	Allowances for non-competition clause
Xavier Huillard, Chairman and Chief Executive Officer (*)	no (**)	yes	yes (***)	no

(*) Xavier Huillard's term of office started on 6 May 2010 and will expire at the close of the 2014 Shareholders' General Meeting.

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

(***) Mr Huillard is eligible for severance pay in the event that the Company terminates his appointment as Director prior to the expiry of his term of office, described on page 186 of the 2012 Annual Report.

4. Options and performance shares

4.1 Policy on granting of options or performance shares

Two authorisations given to VINCI's Board of Directors remained valid in 2012: one conferred by the Shareholders' General Meeting of 2 May 2011 to grant share subscription options and another conferred by the Shareholders' General Meeting of 12 April 2012 to grant performance shares. In 2012, an incentive plan was set up, resulting either in the granting of performance shares alone, or the combined granting of share subscription options and performance shares, depending on the beneficiary's management level.

VINCI's policy consists of granting performance shares and options to a significant number of Group executives and employees (a total of about 1,900) in order to allow them to share in its performance and ensure their long-term commitment.

4.2 Share subscription or share purchase option plans

4.2.1 Existing option plans

General information

Under the authorisations given by the Shareholders' General Meeting, the Board of Directors of VINCI decided to set up share subscription and/or share purchase option plans, details of which are given in the following table.

Record of granting of share subscription or purchase options (1)

Plan	Date		Original number		Including options originally granted to		Date		In 2012		At 31/12/2012		Exercise price
	Shareholders' General Meeting	Board meeting	Beneficiaries	Options (2)	Company officers (2)(3)	Top 10 employee beneficiaries (2)(4)	From which options may be exercised	Of expiry of options	Number of options exercised in 2012	Number of options cancelled or expired in 2012	Options not exercised at 31/12/2012	Number of remaining beneficiaries at 31/12/2012	Adjusted exercise price *(in €)*
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	633,138	23,260	–	–	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	563,329	67,416	–	–	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	144,867	–	437,319	30	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	501,173	–	1,427,672	62	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	931,109	34,714	–	–	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	237,850	–	834,100	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	1,000	3,256,105	–	–	40.32
VINCI 2009	14/05/09	31/08/09	1,582	3,865,000	–	228,180	15/09/12	15/09/16	750	46,615	3,719,591	1,510	38.37
VINCI 2010	14/05/09	09/07/10	1,735	4,234,595	–	243,348	09/07/13	09/07/17	–	85,279	4,074,560	1,661	36.70
VINCI 2011 (5)	02/05/11	02/05/11	266	1,592,493	–	243,346	02/05/14	02/05/18	–	12,000	1,567,043	260	43.70
VINCI 2012 (5)	02/05/11	12/04/12	302	2,457,980	–	336,015	12/04/15	12/04/19	–	18,165	2,439,815	299	39.04
Total share subscription plans				**54,998,810**	**12,588,000**	**8,196,889**			**3,013,216**	**3,543,554**	**14,500,100**	**2,106**	**35,93**
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	1,000	3,213,385	–	–	40.32
Total share purchase plans				**3,383,606**	**50,000**	**242,000**			**1,000**	**3,213,385**	**–**	**–**	**40.32**
Total				**58,382,416**	**12,638,000**	**8,438,889**			**3,014,216**	**6,756,939**	**14,500,100**	**2,106**	**35.93**

(1) Only those plans for which the exercise period has not expired or expired in 2012 are mentioned.

(2) Original number adjusted for the May 2005 and May 2007 two-for-one share splits but not adjusted for the increase in share capital in April 2006 (except for the 2006 No. 2 plan).

(3) Company officers serving at the time of granting.

(4) Not company officers.

(5) The definitive number of options granted will be set on the basis of performance criteria.

Note: one option gives the right to subscribe to or purchase one VINCI share; option plans set up prior to 2009 are subject to annual vesting by thirds over a three-year period as from the grant date for the options.

Total number of shares that can be subscribed to or purchased by the executive company officer at 31 December 2012

Executive company officer	Plan	Exercise price *(in €)*	Expiry	Type	Number of shares
Xavier Huillard	VINCI 2004	20.18	07/09/2014	Subscription	57,052
	VINCI 2006 No. 1	35.58	09/01/2013	Subscription	205,434
Total					**262,486**

4.2.2 Options granted in 2012

a) General information

At its meeting of 12 April 2012, the Board of Directors decided to use the authorisation given by the Shareholders' General Meeting of 2 May 2011 to set up a plan for the granting of options to subscribe to the Company's shares, with effect from 12 April 2012. This plan provides for the granting of 2,457,980 options to subscribe to the Company's shares to 302 Group executives and employees. No options have been granted to the executive company officer under this plan.

Each option gives the right to subscribe to one new VINCI share, at a subscription price of €39.04. The definitive granting of options is subject to the performance criteria determined by the Board of Directors under the conditions defined by the Shareholders' General Meeting, which require that, in the financial years 2012 and 2013, the VINCI Group's average return on capital employed (ROCE) be higher than 6%, after restating for any non-controlling interests greater than 33.33%. The actual number of options granted will be equivalent to 100% of the options originally granted if the ROCE is equal to 7% and the proportion will be set by linear interpolation if this rate is between 6% and 7%.

Options that have been definitively granted in line with the performance criteria may only be exercised by the beneficiaries on or after 12 April 2015 provided they are still actively employed by the Group. Shares acquired through the exercise of options may not be transferred or sold before expiry of a four-year holding period in accordance with tax rules, other than in the event of death, permanent disability or involuntary retirement.
Beneficiaries also have a right to early exercise of options definitively granted after verification of the performance criteria in the event of a public offer being made for the Company's shares.
The validity period for the options is seven years with effect from 12 April 2012 and thus expires on 12 April 2019.
No subsidiary controlled by VINCI has granted share subscription or purchase options.

b) Granting of options to the executive company officer

No options were granted in 2012 to Mr Xavier Huillard, Chairman and Chief Executive Officer.

c) Granting of options to the 10 Group employees (not company officers of VINCI SA) to whom the largest number of options were granted

The number of options granted during the year by VINCI and by other Group companies entitled to grant options to the 10 Group employees (not company officers of VINCI SA) who were granted the largest number of options was 336,015, corresponding to 13.67% of the total number.

4.2.3 Options exercised in 2012

a) General information

Between 1 January and 31 December 2012, 3,014,216 options were exercised, comprising 3,013,216 subscription options and 1,000 purchase options. During this same period, 6,756,939 options were cancelled or expired, of which 3,453,554 were subscription options and 3,213,385 were purchase options.
Taking all these elements into account, a total of 14,500,100 options remained to be exercised at 31 December 2012, at an average exercise price of €35.93, all of which were subscription options.

b) Exercise of options by the executive company officer

In 2012, Mr 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 €)*
Xavier Huillard	2003 Plan	11/09/2003	Subscription	580	15.04
	2004 Plan	07/09/2004	Subscription	76,964	20.18
	2006 No. 1 Plan	09/01/2006	Subscription	60,000	35.58
Total				**137,544**	**26.88**

c) Exercise of options by the 10 Group employees (not company officers of VINCI SA) having exercised the largest number of options
In 2012, share subscription and purchase options exercised by the 10 Group employees (not company officers of VINCI SA) having subscribed to or purchased the largest number of shares in 2012 concerned the following plans:

Plan	Type	Number of options exercised during the year	Exercise price *(in €)*
VINCI 2002 No. 1	Subscription	121,856	15.59
VINCI 2002 No. 2	Subscription	102,670	12.96
VINCI 2003	Subscription	6,000	15.04
VINCI 2004	Subscription	36,881	20.18
VINCI 2005	Subscription	158,464	24.20
VINCI 2006	Subscription	50,000	35.58
Total/weighted average		**475,871**	**20.34**

4.2.4 Definitive granting of options at 9 July 2012 under the plan set up by the Board of Directors on 9 July 2010

Under the plan set up on 9 July 2010, the definitive granting of options is subject to the performance criteria determined by the Shareholders' General Meeting, namely that the Board of Directors will note, at the end of a period of two years starting on 9 July 2010, any changes in the VINCI share price and will determine the proportion of options to be definitively 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 share price changes and to replace them if applicable with an index such as the Euro Stoxx index. The number of options finally granted will depend on the percentage change in the performance of the VINCI share against the index; 100% of the options will be granted if this rate is higher than 5% and 0% if it is lower than -5%. If the rate is between these two limits of +5% and -5%, the proportion will be determined by linear interpolation.
At its meeting of 19 June 2012, the Board of Directors gave full powers to the Chairman and Chief Executive Officer to take note of any change in the performance index and thereby determine the proportion of options to be granted in accordance with the provisions of the plan.
On 9 July 2012, the Chairman and Chief Executive Officer noted that the VINCI share had outperformed the index by 9.9% and therefore decided that all of the share subscription options that had been originally granted to the beneficiaries would be deemed to be definitively granted to them at this same date (4,074,560 options granted to 1,661 beneficiaries). It is to be understood that these options will only be definitively granted to their beneficiaries and may only be exercised by them from 9 July 2013 at the determined exercise price of €36.70 provided the beneficiaries meet the conditions to be considered as active employees laid down by the Board in its meeting of 9 July 2010.

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		Definitive number	Date			At 31/12/2012	
	Shareholders' General Meeting	Board meeting	Beneficiaries	Performance shares	Company officers (1)	Top 10 employee beneficiaries (2)	Determined at the end of the vesting period	Start of vesting period	End of vesting period	End of holding period	Number of shares at 31/12/2012	Number of remaining beneficiaries at 31/12/2012
VINCI 2010 (3)	15/05/2008	09/07/2010	1,813	1,726,138	–	97,339	1,607,900	09/07/2010	09/07/2012	09/07/2014	1,607,900	1,685
VINCI 2011 (4)	15/05/2008	02/05/2011	1,782	2,139,059	–	97,338	unknown	02/05/2011	02/05/2013	02/05/2015	2,061,310	1,709
VINCI 2012 (4)	12/04/2012	12/04/2012	1,881	2,202,580	–	96,004	unknown	12/04/2012	12/04/2014	12/04/2016	2,188,390	1,864
Total			**2,616**	**6,067,777**		**290,681**					**5,857,600**	**2,475**

(1) Company officers serving at the time of granting.
(2) Not company officers.
(3) These shares were definitively granted to the beneficiaries on 9 July 2012, following the decision by the Board of Directors on 19 June 2012, which noted that the performance criteria provided for in the plan set up in July 2010 had been met.
(4) The number of shares definitively granted at the end of the vesting period may be lower, depending on the results of a performance indicator.

b) Number of performance shares granted to the executive company officer

Mr Xavier Huillard, Chairman and Chief Executive Officer, was not granted any performance shares under the plans described above.

At its meeting of 27 February 2007, the Board of Directors of VINCI decided that executive company officers would be required to retain at least one-quarter of any performance shares received for the duration of their appointment. In accordance with this rule, Xavier Huillard, who has been definitively granted 40,874 performance shares under the plans set up in 2007 and 2008, is required to retain 10,219 shares until the expiry of his term of office.

4.3.2 Establishment of the 2012 plan

At its meeting of 12 April 2012, the Board of Directors decided to use the authorisation given by the Shareholders' General Meeting of 12 April 2012 to set up a plan for the granting of Company performance shares, with effect from 12 April 2012. This plan provides for the granting of 2,202,580 existing shares to 1,881 beneficiaries. No performance shares have been granted to the executive company officer under this plan. The plan stipulates that the shares are only deemed to be definitively granted at the end of a two-year vesting period, which will expire on 12 April 2014.

The definitive granting of shares is subject to the following performance criteria:

- for beneficiaries who were members of the Executive Committee at 12 April 2012, performance shares are only deemed to be definitively granted if, in respect to both 2012 and 2013, the VINCI Group's average return on capital employed (ROCE) is higher than 8%, after restating for any non-controlling interests greater than 33.33%. The number of performance shares finally granted will depend on this rate; 100% of the shares will be granted if the ROCE is higher than 9% and the proportion will be set by linear interpolation if the rate is between 8% and 9%;
- for beneficiaries who were not members of the Executive Committee at 12 April 2012, performance shares are only deemed to be definitively granted if, in respect to both 2012 and 2013, the VINCI Group's average return on capital employed (ROCE) is higher than 6%, after restating for any non-controlling interests greater than 33.33%. The number of performance shares finally granted will depend on this rate; 100% of the shares will be granted if the ROCE is higher than 7% and the proportion will be set by linear interpolation if the rate is between 6% and 7%;
- the Board of Directors decided not to take the impact of the acquisition of airport company ANA into account in the calculation of the ROCE.

The plan also provides that the shares granted in this way must be retained for two years, i.e. until 12 April 2016, during which time they may not be transferred or sold, other than in the event of permanent disability or death. The number of shares originally granted by the Board of Directors on 12 April 2012 to the 10 employees who were not company officers and had been granted the largest number of shares was 96,004; the number of shares granted to the members of the Executive Committee was 110,004, thus about 4.99% of the total number granted.

4.3.3 Definitive granting of performance shares on 9 July 2012 under the plan set up by the Board of Directors on 9 July 2010

The plan set up on 9 July 2010, with effect from the same date, stipulates that shares are only definitively granted if performance criteria are met and at the end of a two-year vesting period expiring on 9 July 2012. Shares are only definitively granted if, in respect of both 2010 and 2011, the VINCI Group's average return on capital employed (ROCE) is higher than 5%, after restating for any non-controlling interests greater than 33.33%. The number of performance shares finally granted will depend on this rate; 100% of the shares will be granted if the ROCE is higher than 6% and the proportion will be set by linear interpolation if the rate is between 5% and 6%.

On 19 June 2012, the Board of Directors noted that the VINCI Group's average return on capital employed (ROCE) amounted to 9.2% on average for the 2010 and 2011 financial years (after restating for non-controlling interests).

Consequently, at its meeting of 19 June 2012, the Board decided to definitively grant, as at 9 July 2012, to the 1,685 beneficiaries 100% of the performance shares that were originally granted to them, representing 1,607,900 shares. Beneficiaries may not transfer or sell these shares for an additional two-year holding period that will expire on 9 July 2014.

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. The aim of this report is to comply with the application of the draft decree relating to corporate transparency obligations on social and environmental matters.

It contains three sections:
- workforce-related responsibility (pages 139 to 150);
- environment (pages 150 to 159);
- social responsibility (pages 159 to 168).

VINCI's sustainable development policy and strategy are presented on pages 18 to 29 of this annual report. Additional, regularly updated information is available on the Group's website at www.vinci.com, in particular examples of the innovative approaches implemented by the Group's companies, arranged by category and type of challenge. Since 2002, VINCI has requested the opinion of its Statutory Auditors on its social and environmental reporting procedures, which form part of a single reporting system, and on a selection of performance indicators. Information about this audit work, along with a note about the methods used, is presented on pages 166-168 and 177-178. 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. VINCI has also made a commitment to French non-profit organisation Amis du Global Compact France to promote these initiatives among businesses. "Advance", a method developed by VINCI in the form of a sustainable development self-diagnosis questionnaire, enables managers to review the Group's workforce-related, environmental and social categories, and take strategic decisions related to them. The method was developed in accordance with the principles of the Global Compact, the fundamental conventions of the ILO (International Labour Organisation) and ISO 26000.

Global Compact implementation

Commitments/principles	Initiatives in 2012
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 various non-profit projects relating to business, health and education in 20 countries. - Ongoing support for HIV-AIDS prevention programmes. - Drafting of a "Labour standards and human rights" chapter for the "Global performance commitments of VINCI suppliers and subcontractors" charter, which is sent to Group suppliers and incorporated into VINCI contracts.
2. To ensure that Group companies are not complicit in human rights abuses.	- Development of a supplementary online tool to help deploy VINCI's "Advance" self-diagnosis method, enabling subsidiaries to map their CSR risks, particularly as regards basic human rights.
Labour standards	
3. To uphold the freedom of association and the effective recognition of the right to collective bargaining.	- Signature of a new agreement with labour representatives in December 2011 to improve dialogue between management and labour in 2012. Drafting of a code of best practice in subcontracting planned for dissemination in early 2013.
4. To uphold the elimination of all forms of forced and compulsory labour.	- Inclusion of workforce-related criteria in the supplier and subcontractor selection process, as well as in framework contracts with VINCI subsidiaries. - Monitoring of improvement plans for temporary employment agencies.
5. To uphold the effective abolition of child labour.	- Addition of clauses prohibiting child labour to framework contracts.
6. To uphold the elimination of discrimination in respect of employment and occupation.	- Launch of ViE, an in-house social integration consultancy, to assist VINCI companies in hiring people under social integration through work programmes. - Several major programmes put in place: "Capital Filles", Group Ambassadors, stereotypes laboratory. - Audit and monitoring work for the sixth consecutive year, particularly outside France. - Further diversity training for operational staff. "Diversity day" organised.
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 at an early stage of projects (REACH). - Increased training in environmental risk prevention. - First-time participation in the CDP Water Disclosure project: only 191 companies have responded to this initiative. - 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.	- Development of a national biodiversity strategy for France and setting up of a coordinators' network and Biodiversity Committee. - Ongoing work to conserve biodiversity in partnership with environmental associations.
9. To encourage the development and dissemination of environmentally friendly technologies.	- Support given to the research and teaching efforts of the VINCI ParisTech Chair in eco-design of building complexes and infrastructure: 13 research projects involving VINCI correspondents and five conferences per year. - First Chair in Eco-design seminar held, with 90 internal decision-makers and partners participating. - Integration of renewable energy and more energy-efficient systems within the Group's activities and proposals.
Anti-corruption	
10. To work towards combating all forms of corruption, including extortion and bribery.	- Further reinforcement of internal controls. - Ongoing distribution of the Code of Ethics and Conduct to all management. - 95% of managers found to be in compliance with the Code of Ethics and Conduct. - Inclusion of social responsibility criteria in the supplier and subcontractor selection process, as well as in framework contracts with VINCI subsidiaries.

Complying with and promoting the fundamental conventions of the International Labour Organisation
In addition to the 10 Global Compact principles, VINCI is committed to complying with and promoting among its subsidiaries and partners the provisions of the International Labour Organisation's fundamental conventions:
- freedom of association and the effective recognition of the right to collective bargaining;
- elimination of discrimination in respect of employment and occupation;
- elimination of all forms of forced or compulsory labour;
- effective abolition of child labour.

Details about various VINCI initiatives are contained in the "Global Compact implementation" table presented above and in the "Workforce relations and collective bargaining agreements", "Agreements signed in relation to health and safety at work", "Equality and diversity" and "Human rights" chapters (pages 144, 147-148 and 166).

1. Workforce-related responsibility

1.1 General human resources policy

See also page 27 of this annual report
Manifesto commitment number 7: "Promote sustainable careers together"

This section follows precisely and thoroughly Article 225 of France's Grenelle II Environment Law. It is also based on the principles of the GRI (Global Reporting Initiative), in particular in its version 4 draft, which should be issued in the course of 2013.

VINCI's business model is based on a complementary set of short- and long-term business activities, performed through a decentralised organisation. VINCI's employees are vital to the success of its business model. Its operating methods therefore prioritise people over systems, and are based on the view that sustained business success requires an ambitious approach to human resources.

As part of its forward-looking management approach to jobs and skills, since 2010 the Group has applied employee development plans, involving an annual appraisal for each Group employee, along with the requirement for entities to carry out a collegial workforce review and implement individual development plans covering areas such as job mobility and training.

As a major player in sectors that are highly fragmented and extremely competitive, VINCI works hard to set an example. As a result, VINCI is ranked among the top 10 best places to work for French engineering students according to the UNIVERSUM 2012 survey.

1.2 Employment

1.2.1 Workforce

At the end of 2012, VINCI had 192,701 ☑ employees, up 5.1% relative to 2011, in around a hundred countries. Thanks to a dynamic recruitment and external growth policy, the Group's workforce has grown by more than 21% over the past five years, with European entities representing close to 83% of the total workforce in 2012.

The proportion of employees outside Europe increased slightly, from 15.7% of the total workforce to 17.2% in 2012. In the context of a difficult economic situation in Europe, VINCI's businesses are implementing a number of human resources management methods, including more coordination between regional activities and solidarity measures to optimise job transfers between regions and sectors in order to keep pace with changing activities.

Workforce at 31 December 2012 by geographical area and by business line

Workforce	2012								2011	2012/2011
	VINCI Autoroutes	VINCI Concessions	VINCI Energies	Eurovia	VINCI Construction	VINCI Immobilier and holding cos.	Total	%	Total	Change
France	**7,929**	**2,909**	**37,675**	**24,234**	**35,410**	**714**	**108,871**	**56.5%**	**107,426**	**1.3%**
United Kingdom	5	1,004	709	2,357	6,032		**10,107**	5.2%	9,358	8.0%
Germany		73	9,277	4,044	357	11	**13,762**	7.1%	10,716	28.4%
Benelux		116	3,306	685	3,808	4	**7,919**	4.1%	7,603	4.2%
Spain		291	1,164	416	51		**1,922**	1.0%	2,054	(6.4%)
Central and Eastern Europe		158	2,808	5,092	4,303		**12,361**	6.4%	13,121	(5.8%)
Rest of Europe		86	3,881		738		**4,705**	2.5%	4,286	9.8%
Europe excl. France	**5**	**1,728**	**21,145**	**12,594**	**15,289**	**15**	**50,776**	**26.3%**	**47,138**	**7.7%**
Americas	81	1,443	2,617	2,943	3,396		**10,480**	5.5%	9,926	5.6%
Africa			1,207		9,801		**11,008**	5.7%	11,039	(0.3%)
Rest of world		1,355	1,361	1,422	7,428		**11,566**	6.0%	7,791	48.5%
Total	**8,015**	**7,435**	**64,005**	**41,193**	**71,324**	**729**	**☑ 192,701**	**100.0%**	**☑ 183,320**	**5.1%**

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

At the end of 2012, VINCI's workforce consisted of 83% managers and 17% non-managers, the same as the previous year. The proportion of female employees was stable at 13% of the total workforce. The percentage of women managers increased. Women accounted for 16.4% of managers (15.8% in 2011) and 13% of non-managers. The number of women managers has increased almost 76% in five years.

Workforce at 31 December 2012 by category, gender and business line

Workforce	2012								2011	2012/2011
	VINCI Autoroutes	VINCI Concessions	VINCI Energies	Eurovia	VINCI Construction	VINCI Immobilier and holding cos.	Total	%	Total	Change
Managers	**1,018**	**995**	**10,923**	**4,798**	**15,483**	**446**	**33,663**	**17%**	**31,706**	**6%**
Men	695	709	9,366	4,179	12,911	295	**28,155**	84%	26,696	5%
Women	323	286	1,557	619	2,572	151	**5,508**	16%	5,010	10%
Non-managers	6,997	6,440	53,082	36,395	55,841	283	**159,038**	83%	151,614	5%
Men	4,011	4,901	46,953	32,948	49,739	91	**138,643**	87%	132,323	5%
Women	2,986	1,539	6,129	3,447	6,102	192	**20,395**	13%	19,291	6%
Total	**8,015**	**7,435**	**64,005**	**41,193**	**71,324**	**729**	**☑ 192,701**	**100%**	**☑ 183,320**	**5%**
Men	4,706	5,610	56,319	37,127	62,650	386	**☑ 166,798**	87%	☑ 159,019	5%
Women	3,309	1,825	7,686	4,066	8,674	343	**☑ 25,903**	13%	☑ 24,301	7%

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

Workforce at 31 December 2012 by age

Workforce	2012								2011	2012/2011
	VINCI Autoroutes	VINCI Concessions	VINCI Energies	Eurovia	VINCI Construction	VINCI Immobilier and holding cos.	Total	%	Total	Change
Under 25	281	793	6,833	3,894	8,137	51	**☑ 19,989**	10%	18,656	7%
26-35	883	2,188	15,922	9,929	21,939	207	**☑ 51,068**	27%	48,824	5%
36-50	4,241	2,971	25,510	16,810	27,467	304	**☑ 77,303**	40%	74,327	4%
Over 50	2,610	1,483	15,740	10,560	13,781	167	**☑ 44,341**	23%	41,603	7%
Total	**8,015**	**7,435**	**64,005**	**41,193**	**71,324**	**729**	**192,701**	**100%**	**183,320**	**5%**

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report.*

Over the past five years, the share of the workforce aged under 25 has been maintained at around 10%, which is the sign of a sound age pyramid. Also, the share of the workforce aged over 50 has increased 4.5% over five years. In total the under-25s and the over-50s have increased 7%, which is higher than the overall 5% increase in the total workforce between 2011 and 2012.

1.2.2 Recruitment and departures

In five years, VINCI's workforce has expanded to 192,701 ☑ employees in 2012 from 158,628 in 2007. Employee turnover of about 27% per year reflects the expiry of worksite contracts, which is offset by the Group's active recruitment policy adapted to new worksites.

1.2.2.1 Recruitment

In 2012, VINCI hired 52,999 ☑ people worldwide, including 23,855 on a permanent basis (9,899 in France). The portion of permanent contracts (unlimited term and site contracts) has risen from 41% to over 45% in two years. VINCI's goal is to accelerate its pace of international hires. During 2012, VINCI again pursued its policy of active recruitment. In particular, 2,309 young people were hired for their first work experience, accounting for 4.3% of all new hires.

1.2.2.2 Types of employment contract

The proportion of permanent jobs has been stable at about 88% of the workforce over the past five years. Of the Group's ☑ 192,701 employees worldwide, 168,738 have permanent jobs. In France, especially in the construction sector, site contracts are considered permanent jobs. At 31 December 2012, 19,517 people were employed under fixed-term employment contracts. VINCI promotes local employment and encourages career progression within the Group. Intra-Group transfers increased 22%, rising from 2,400 in 2011 to 2,938 in 2012. Group companies support international volunteering programmes that give graduates the opportunity to work abroad, and 194 people were welcomed under these programmes in 2012. The Group had 1,535 expatriate employees at end-2012.

The Group's business lines use temporary employees to adjust their labour needs to the pace of their business activities and find new profiles for company hiring. In 2012, 15,206 temporary employees (full-time equivalent) worked for VINCI in France.

Workforce at 31 December 2012 by type of employment contract and business line

Workforce	2012								2011	2012/2011
	VINCI Autoroutes	VINCI Concessions	VINCI Energies	Eurovia	VINCI Construction	VINCI Immobilier and holding cos.	Total	%	Total	Change
Unlimited-term contracts	7,772	6,969	58,709	37,984	54,988	682	**167,104**	87%	159,525	5%
Site contracts	5		213	109	1,307		**1,634**	1%	1,171	40%
Fixed-term contracts	173	418	2,900	2,175	13,825	26	**19,517**	10%	18,477	6%
Work-study programmes	65	48	2,183	925	1,204	21	**4,446**	2%	4,147	7%
Total	**8,015**	**7,435**	**64,005**	**41,193**	**71,324**	**729**	**192,701**	**100%**	**183,320**	**5%**
Temporary employees (full-time equivalent)	36	310	7,902	4,155	15,801	29	28,233	15%	27,267	4%

Worldwide intra-Group transfers

	2012							
	VINCI Autoroutes	VINCI Concessions	VINCI Energies	Eurovia	VINCI Construction	VINCI Immobilier and holding cos.	Total	
Transfers within a business line	30	26	1,624	370	761	1	2,812	96%
Transfers to another business line	14	12	69	3	20	8	126	4%
Total	**44**	**38**	**1,693**	**373**	**781**	**9**	**2,938**	**100%**

1.2.2.3 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 local company to avoid having to move. In the Concessions business, and particularly in the Motorways business line, seasonal variations in activity also explain the relatively large proportion of expired contracts.

Departures by business line (*)

Workforce	2012								2011	2012/2011
	VINCI Autoroutes	VINCI Concessions	VINCI Energies	Eurovia	VINCI Construction	VINCI Immobilier and holding cos.	Total	%	Total	Change
Expired contracts (**)	7,390	882	3,259	3,205	12,585	35	**27,356**	58%	26,849	2%
Resignations	65	725	3,228	1,720	3,646	23	**9,407**	20%	10,213	(8%)
Redundancies		103	720	899	834	1	☑ **2,557**	5%	2,290	12%
Dismissals	65	240	1,722	792	2,163	7	☑ **4,989**	11%	4,620	8%
Other reasons (***)	80	96	912	825	1,162	12	**3,087**	6%	4,526	(32%)
Total	**7,600**	**2,046**	**9,841**	**7,441**	**20,390**	**78**	☑ **47,396**	**100%**	☑ **48,498**	**(2%)**

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*
(*) Excluding changes in consolidation scope.
(**) Expiry of fixed-term, site or work-study contract, or retirement.
(***) Includes termination during trial period, partial loss of business and mutually agreed contract termination (for France).

1.2.2.4 Workforce reduction and employment protection plans, redeployment efforts, rehiring and support measures

After a period of intense recruitment, some business activities must now contend with restructuring in the context of the economic and financial crisis. 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 plans, 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 expertise needed to leverage Group synergies, share resources and drive networking. Some Group companies occasionally implement redundancy plans or redeploy employees. VINCI's Human Resources Department and local HR managers regularly review sites that are experiencing business or employment difficulties.

1.3 Organisation of working hours

1.3.1 Hours worked and overtime

Working hours in all VINCI Group companies are subject to each country's legal requirements and collective bargaining agreements. In 2012, employees worked almost 328 million ☑ hours. There were 14 million overtime hours, representing 4% of the total worked. Compared with 2011, overtime hours worked fell 16%.

Hours worked and overtime

	2012			2011	2012/2011
	Managers	Non-managers	Total	Total	Change
Total hours worked	54,904, 384	272,927,257	☑ 327,831,641	☑ 314,593,387	4%
Of which overtime	387,667	13,272,764	☑ 13,660,431	☑ 16,284,851	(16%)
Number of part-time employees (*)	715	5,295	6,010	☑ 4,885	23%

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report..*

(*) Methodology reviewed in 2012.

1.3.2 Absenteeism

Employees were absent from work for 3.4 million calendar days in 2012. Non-occupational illnesses accounted for 59% of these absences. Days absent represented 8% of the 44 million days worked worldwide, of which over 23 million in France. The change in data between 2011 and 2012 is partly explained by a change in the calculation method.

Days of absenteeism by cause

	2012								2011	2012/2011
(In number of calendar days)	VINCI Autoroutes	VINCI Concessions	VINCI Energies	Eurovia	VINCI Construction	VINCI Immobilier and holding cos.	Total		Total	Change
Non-occupational illness	109,044	48,299	702,246	528,373	586,193	5,473	1,979,628	59%	1,961,314	1%
Work accident	6,838	6,581	45,951	40,501	87,180	5	187,056	5%	210,477	(11%)
Commuting accident	1,395	1,268	10,357	7,911	9,418	14	30,363	1%	34,868	(13%)
Occupational illness	1,567		16,078	21,205	19,374		58,224	2%	64,550	(10%)
Maternity/paternity leave	14,683	12,320	64,793	39,322	79,215	2,449	212,782	6%	182,732	16%
Short-time work		181	6,383	7,839	43,358		57,761	2%	38,443	50%
Other cause	26,671	16,066	156,784	337,019	313,990	1,276	851,806	25%	667,655	28%
Total	**160,198**	**84,715**	**1,002,592**	**982,170**	**1,138,728**	**9,217**	**☑ 3,377,620**	**100%**	**☑ 3,160,039**	**7%**

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

1.4 Remuneration, social security payments and employee savings

See also page 28 of this annual report

Manifesto commitment number 8: "Share the benefits of our performance together"

1.4.1 General policy

The remuneration policy is based on common principles of allowing employees to take part in their company's success through profit-sharing and incentive plans that reward individual performance. It is in keeping with the Group's decentralised management structure. These principles are implemented through different means in the various countries where VINCI operates, in accordance with national contexts, laws and regulations. Employee remuneration takes different forms: wages, bonuses, profit-sharing, incentive plans, employee share ownership, insurance and retirement plans, and other company benefits. VINCI supports all of these. All employees, regardless of position, are rewarded in accordance with their responsibilities and performance.

At the end of 2012, 92% of employees in France benefited from incentive plans and/or profit-sharing agreements. In total, VINCI employees in France shared in the Group's growth and success through the distribution of €163.4 million under profit-sharing and incentive plans, which represents €3 million or 2% more than five years ago.

On 22 May 2012, VINCI signed a Group-wide agreement which enabled each employee to receive a profit-sharing bonus of €367. The agreement was signed, for the second year running, with the majority of the trade unions in France (CFDT, CFTC, CFE-CGC). The bonus, which was the same for each employee regardless of his or her basic salary, was paid in July to employees of Group companies controlled by VINCI. The Group exceeded its statutory obligations by paying the bonus to those working at companies with fewer than 50 employees (around 100,000 VINCI staff). This bonus payment amounted in total to €36.3 million for the Group, compared with €33.7 million in 2011.

Employment benefits and employee share ownership

(in € millions)	2012	2011	2012/2011 change	of which France 2012	of which France 2011	2012/2011 change
Incentive plans	71.0	82.2	(14%)	66.7	74.5	(10%)
Profit-sharing	98.3	99.2	(1%)	96.7	98.2	(2%)
Welfare	39.8	38.4	4%	35.2	33.3	6%
Employer contribution	97.3	93.9	4%	96.5	93.9	3%
Profit-sharing bonus	36.3	33.7	8%	36.3	33.7	8%
Total	**342.7**	**347.4**	**(1%)**	**331.4**	**333.6**	**(1%)**

1.4.2 Remuneration and social security payments

Payroll expenses totalled €6 billion in 2012 (€5.6 billion 2011), equal to 15.5% of revenue in 2012 (15.3% in 2011). Payroll-to-revenue has remained stable in the past five years.

Remuneration and social security payments vary widely from country to country. There is also a high level of disparity between the salary scales (pay gaps) of the "manager" and "non-manager" categories. The level of social security payments also varies radically from country to country. VINCI presents these consolidated figures for the world and France.

For France, the presentation shows more precise segmentation: managers; office, technical and supervisory staff; and manual workers. Figures designate gross annual averages in thousands of euros.

Remuneration and social security payments worldwide

	Total		Managers		Non-managers	
(in € thousands)	2012	2011	2012	2011	2012	2011
Average VINCI salary	☑ **31.2**	☑ 30.9	**58**	55	**26**	26
Men	☑ **31.6**	☑ 31.3	**60**	58	**26**	26
Women	☑ **28.8**	☑ 28.2	**44**	43	**25**	24
Social security payments	**39%**	40%	**41%**	43%	**38%**	38%

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

Remuneration and social security payments in France

	Total		Managers		Office, technical and supervisory staff		Manual workers	
(in € thousands)	2012	2011	2012	2011	2012	2011	2012	2011
Average VINCI salary	**35**	35	**61**	60	**31**	31	**26**	26
Men	**36**	35	**64**	63	**32**	32	**26**	26
Women	**33**	32	**48**	47	**28**	27	**24**	23
Social security payments	**49%**	49%	**51%**	51%	**51%**	50%	**45%**	45%

1.4.3 Employee savings plans

VINCI continued its employee savings efforts, 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.

Employee investment in the Castor fund, which invests exclusively in VINCI shares, is encouraged through a 10% discount on VINCI's share price and a sliding scale of employer contributions aimed at encouraging savings by the lowest-paid employees. Employer contributions in 2012 were as follows:
- 100% up to €1,000;
- 70% from €1,001 to €3,000;
- 25% from €3,001 to €5,000;
- 10% from €5,001 to €11,000.

The maximum employer's annual contribution per employee is thus €3,500 (see also page 237 of this report for information on 2013).

The total employer's contribution was €96.5 million for France in 2012. Employees owned almost 10% of the Group's share capital at the end of 2012, their confidence in VINCI's future making them once again collectively its largest shareholder. At the end of September 2012, around 112,285 employees owned shares in VINCI through one of the Group's investment funds. The average portfolio was worth about €17,000.

Created in April 2011, VINCI's Employee Shareholders' Circle provides a new perspective on the Group through discussions between employee shareholders. The Circle boasted 10,800 members at 31 December 2012. During the year under review, VINCI continued to promote "Rediscover your city" events, a concept highlighting the role of its businesses in the development of major urban conglomerations. Almost 800 members went on cruises organised in Paris, Bordeaux and Lyon, and the first discovery visit was organised in Marseille on 29 September. The trips to discover VINCI projects were appreciated, with 40 people attending the visit to the A89 worksite, 180 going on the two visits to the Stade de France and 40 visiting the MMArena in Le Mans.

The Circle offers a toll-free phone number and a secured and personalised space on VINCI's Internet and intranet websites. Employee shareholders may use these facilities to register as Circle members or participate in events. The twice-yearly newsletter "En Direct" keeps readers informed of Group events and news.

To support its international business development, VINCI wanted to extend its employee savings arrangements by giving employees in countries other than France the chance to acquire (directly or indirectly) VINCI shares at preferential prices and thereby give them a greater interest in VINCI's financial performance and growth. In 2012, a plan was initiated to benefit employees of subsidiaries in which VINCI owns more than a 50% stake in 14 countries (the employees must have been with the Group for at least six months). The plan covers around 300 subsidiaries and 45,000 employees. Subject to holding their shares for three years (five years in the UK), employees may receive an employer contribution from VINCI in the form of a bonus share award, deferred for three years to avoid initial taxation (with exceptions) and dependent on employees remaining with the Group for the required time period. The countries concerned are Belgium, Canada, the Czech Republic, Germany, Morocco, the Netherlands, Poland, Portugal, Romania, Slovakia, Spain, Switzerland, the UK and the USA.

Total employee participation came to nearly 25%. In view of this plan's success, VINCI has decided to reinitiate a similar plan in 2013 with coverage extending to five other countries, depending on legal feasibility: Austria, Brazil, Chile, Indonesia and Luxembourg. This will increase the plan's coverage to 60% of employees based outside France.

The Group's collective retirement savings plan, Perco ARCHIMÈDE, came into force in December 2010 in France following the collective agreement with French trade unions CFDT, CFE-CGC and CFTC on 25 June 2010. It rounds out the Group Savings Scheme, and is gradually gaining in popularity. This new plan was established to allow employees to offset reduced income from mandatory pension plans and to save for retirement under more attractive terms than they could obtain individually. It allows them to:

- receive a lump-sum payment or an annuity upon retirement;
- manage their investment themselves or opt for guided management;
- select from a wide range of investment vehicles in accordance with their particular savings or investment profile.

VINCI makes 50% matching contributions, limited to €200 a year for an employee contribution of €400. At end-September 2012, about 18% of employees had joined the Perco ARCHIMÈDE plan, 67% of whom were under the age of 50. The average portfolio value of nearly €874 represents an increase of 43% over 2011; 62% of investments were being managed by employees themselves, with 38% opting for guided management.

1.5 Labour relations and collective bargaining agreements

1.5.1 General policy regarding dialogue between management and labour

VINCI's policy regarding dialogue between management and labour reflects its fundamental principles: recognising the role played by trade unions in the Group and the right of employees to belong to a 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. As laid down in the Group's new Manifesto, dialogue between management and labour is of capital importance to the discussion of and implementation of its commitments.

VINCI's decentralised organisational structure enables it to maintain dialogue between management and labour at all levels throughout the Group. In 2012, 8,181 employees around the world served as employee representatives (including 7,431 in France). An overall budget of €205,000 is distributed between all the unions as a function of their membership with the aim of assisting them and giving them the means of representing the staff.

In those countries that have not ratified the International Labour Organisation's conventions on trade 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 dialogue between management and labour by working locally with the various organisations that oversee occupational hygiene, health, safety and working conditions.

A number of organisations covering specific cases or national situations have been set up 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. In certain business lines, bodies have also been established for each business activity; VINCI Energies, for example, has created two extra employee representative bodies in order to ensure the continuity of dialogue between management and labour.

The European Works Council takes up discussions within these various local or national organisations at the European level. The council's mandate, renewed in 2010 under an agreement unanimously approved by all unions, is composed of representatives from 17 countries in which VINCI operates: 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 commitments to observe trade union freedoms. Since 89% 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 agreements in 2012

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 2012, 1,347 collective agreements were signed, with 242 of them being outside France.

An agreement to promote dialogue between management and labour within the French companies of the VINCI Group was signed with labour representatives on 16 December 2011, affirming consultation with employee representatives as one of VINCI's core values. The agreement provides for an improvement in information forwarded to employee representatives and for assistance for them during and following the expiry of their terms. A joint commission has been set up to offer an alternative to disputes about restrictions on exercising terms of office to represent staff. At the end of the term of office, the representatives have the possibility, under certain conditions (commitments and length of term of office), of taking a training course that will lead to a qualification enabling them to make use of the skills acquired.

Among major achievements in 2012, over 12% of agreements relate to diversity and equality (up 63% from 2011).

Collective agreements by category

	2012	Portion of total agreements	2011	2012/2011 change
Flexible work arrangements	**144**	10.7%	95	51.6%
Equality and diversity	**163**	12.1%	100	63.0%
Union rights	**77**	5.7%	43	79.1%
Training	**14**	1.0%	17	(17.6%)
Workforce planning system	**25**	1.9%	36	(30.6%)
Health and safety	**112**	8.3%	81	38.3%
Welfare	**54**	4.0%	54	0.0%
Remuneration and benefits	**700**	52.0%	595	17.6%
Pensions	**16**	1.2%	24	(33.3%)
Other	**42**	3.1%	34	23.5%
Total	**1,347**	**100.0%**	**1,079**	**24.8%**

1.5.5 Collective conflicts

In 2012, employee absences due to strikes totalled 8,702 days (of which 3,729 in France), equal to fewer than 0.1% of total days worked. Salary demands were the main cause of the strikes.

1.6 Health and safety

See also page 25 of this annual report
Manifesto commitment number 5: "Strive for zero accidents together"

1.6.1 General health and safety policy

Achieving zero accidents remains VINCI's priority and all employees are working to that end. The goal, reiterated in VINCI's new Manifesto, applies not only to VINCI employees, but also to temporary staff 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 23% and their severity by almost 7%.

In 2012, the Group put particular emphasis on staff from temporary employment agencies. The agencies were selected as partners in 2011 through the negotiation of a framework contract covering the entire Group in France. They were required to provide the first non-financial information attesting to their compliance with the efforts agreed upon and actually carried out vis-à-vis their personalised improvement plans provided by VINCI. The resultant measures will be examined following the implementation of the contract in order to gauge the progress of each agency, notably with respect to health and safety.

Eurovia organised for the first time simulation exercises with France's civil defence force, which intervenes in times of major disasters in France and the rest of the world. The six scenarios proposed sharply heightened employees' awareness and provided the opportunity to assess the quality of the business line's internal procedures.

VINCI Autoroutes launched a "Sécurité 100% chantiers" (100% worksite safety) programme with the goal of achieving zero accidents at all sites where it is in charge of works. A seminar at the end of September brought together some 60 occupational health and safety specialists to exchange their experiences in other business sectors and thereby bring change to practices.

In the United Kingdom, all VINCI plc employees participated in a "Take a Break for Safety" day to discuss and identify innovative solutions between the Group's various business units.

VINCI Construction France also organised at all its worksites a safety day involving more than 18,000 employees on 1,763 sites. Over 400 senior managers participated in 23 theme-based events in 2012 in order to promote cross-business sharing of know-how and best practices.

1.6.2 Health and safety of VINCI employees

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, health, safety and living conditions in the workplace; and to redeploy employees who have suffered an occupational accident or illness.

VINCI's health and safety policy is led by a coordination system that includes 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 keeping with the specific situation of each business activity. The establishment of a policy for managing near accidents at Eurovia and the exemplary no accidents day at VINCI Construction France were among the highlights of 2012.

Actions to promote health and safety include substance-abuse awareness, training and employee support campaigns; ergonomic studies of workstations; equipment adaptation and mechanisation; improvements to worksite organisation; and employee training to prevent musculoskeletal disorders and other occupational illnesses.

Lost-time work accidents affecting VINCI employees

Number of days lost through occupational illness and its severity rate at VINCI companies

	Group			of which France		
	2012	2011	2012/2011 change	2012	2011	2012/2011 change
Lost-time accident frequency rate (*)	☑ 8.60	☑ 10.30	(16.5%)	11.62	13.32	(12.8%)
Lost-time severity rate (**)	☑ 0.57	☑ 0.67	(14.9%)	0.89	1.05	(15.2%)
Percentage of companies with zero lost-time accidents	63%	60%		58%	54%	

☑ Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.
(*) 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.

Frequency and severity rates of lost-time accidents by business line

	Frequency rate		Severity rate	
	2012	2011	2012	2011
Concessions	9.77	10.44	0.57	0.47
VINCI Autoroutes	9.85	11.41	0.62	0.66
VINCI Concessions	9.69	9.62	0.52	0.30
Contracting	8.54	10.31	0.57	0.69
VINCI Energies	8.21	9.77	0.46	0.61
Eurovia	7.43	8.41	0.57	0.64
VINCI Construction	9.39	11.74	0.66	0.78
Group	**☑ 8.60**	☑ 10.30	**☑ 0.57**	☑ 0.67

☑ Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.

The proportion of companies reporting no accidents has risen from 47% to 63% in five years.
Occupational illnesses were responsible for 2% of total days of absence in 2012 (as in 2011), representing 58,224 days of the 44 million worked.

Number of days lost through occupational illnesses and its severity rate at VINCI companies

	Group			of which France		
	2012	2011	2012/2011 change	2012	2011	2012/2011 change
Days lost through occupational illness	58,224	64,550	(9.8%)	57,590	61,366	(6.2%)
Occupational illness frequency rate (*)	2.46	1.03	138.8%	4.93	1.96	151.5%
Occupational illness severity rate (**)	☑ 0.18	☑ 0.21	(14.3%)	0.35	0.38	(7.9%)

☑ Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.
(*) Occupational illness frequency rate = (number of occupational illnesses recognised x 1,000,000)/hours worked.
(**) Occupational illness severity rate = (number of days lost through occupational illness x 1,000)/hours worked.

1.6.3 Health and safety of temporary staff

As an absolute priority for VINCI, the "zero accident" policy also applies to temporary staff. Under the terms of framework agreements, temporary employment agencies participate directly in the Group's health and safety policy. These agencies were selected on the basis of criteria including the health and safety of temporary staff, and they implement improvement plans.

The substantial difference between the accident frequency rates of VINCI employees and temporary staff reflects differences in the jobs performed, in technical know-how and experience, and in safety awareness and culture. Reports on work accidents involving temporary staff enable concrete action to be taken to prevent them from recurring. These measures reduced the accident frequency rate of temporary staff in VINCI companies in France by 4.3% in 2012 compared with 2011.

Lost-time work accidents involving temporary staff by business line

Accident frequency rate in France (*)

	2012	2011	2012/2011 change
Concessions	6.85	14.44	(52.6%)
VINCI Autoroutes	0.00	8.19	(100.0%)
VINCI Concessions	7.90	16.54	(52.2%)
Contracting	27.62	28.70	(3.8%)
VINCI Energies	22.36	24.79	(9.8%)
Eurovia	22.67	21.33	6.3%
VINCI Construction	33.22	34.82	(4.6%)
Total	**27.20**	**28.42**	**(4.3%)**

(*) Temporary staff lost-time accident frequency rate = (number of lost-time accidents involving temporary staff x 1,000,000)/number of hours worked by temporary staff.

1.6.4 Subcontractor health and safety

Subcontracting accounted for €7.46 billion in 2012, around 19% of revenue. In VINCI's business lines, subcontracting is multifaceted with a diversity of levels, and some VINCI companies also act as subcontractors. Under such complex circumstances, many VINCI companies have signed framework contracts with their subcontractors. The "zero accident" policy is in all of these contracts and arrangements. 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. The ASF group has set up a "contractor zero accident" policy that sets out 10 rules to be followed from design to operations in order to enhance H&S monitoring at the worksites they manage. At VINCI plc, Step-up training has helped heighten the awareness of more than 2,000 British employees and made it possible to reduce accident frequency 40% since 2010. This tool is also used with 40 Group subcontractors.

1.6.5 Health and safety agreements

As part of its health and safety policy, VINCI negotiates and enters into specific agreements with trade unions and employee representatives on subjects related to improving staff working conditions, thereby enhancing the overall performance of Group companies. One of the main subjects of collective bargaining in 2011 was the prevention of factors that make work more arduous, with the aim of optimising working conditions in VINCI businesses.

1.7 Training

See also page 27 of this annual report
Manifesto commitment number 7: "Promote sustainable careers together"

1.7.1 General training policy

The Group is pursuing its goal of offering career and personal development opportunities to all its 192,701 ☑ employees to develop in each of its markets the professional know-how and personal life skills to best respond to clients' needs and be their best partner. Given its decentralised organisation and determination to generate synergies in its business activities, skills development is concentrated in two areas. Each business line has set up internal training centres adapted to its businesses and needs:

- the Cesame centres (VINCI Construction);
- the VINCI Energies Academy, which absorbed Cegelec Group University;
- the Road Industry Training Centre (Eurovia), one of whose sites celebrated its 20th anniversary in 2012;
- the VINCI Park School (VINCI Concessions), and Parcours ASF and Cofiroute Campus (VINCI Autoroutes).

Training reflects actual operations in the Group's various countries as closely as possible. In international operations during 2012, VINCI Construction Grands Projets opened three new "worksite schools": in Chile (the El Teniente mine); in Malaysia (the Berjaya Central Park in Kuala Lumpur); and in Turkmenistan (government headquarters). Soletanche Freyssinet initiated training for project managers with the aim of developing international standards in the management of specialised civil engineering projects, be it in safety, quality or profitability. More than 120 interns from some 15 countries have already followed this programme, which will include 400 engineers representing 30 nationalities between now and 2014. The VINCI Energies Academy has established a dozen training programmes in Brazil, all led by local trainers.

In addition to training centres for specific business lines or divisions, the VINCI Academy provides training to executives in order to support the Group's international development and promote synergies. A club has also been set up to give training centre managers an opportunity to share experiences and pool resources. Additional e-learning sites were opened in 2012 at Soletanche-Bachy, Freyssinet, VINCI Construction Terrassement, VINCI Construction UK and VINCI Airports, following the establishment of those of the VINCI Academy, VINCI Energies Academy, and of the training centres of Eurovia and VINCI Construction France in fourth quarter 2011 on a shared platform.

VINCI has maintained its proactive policy regarding work-study programmes by signing a "Charter in favour of training through work-study programmes" with France's ministry for apprenticeships and professional training. By signing this charter, VINCI made nine commitments: to increase the number of young people on work-study programmes; to promote their integration into the workforce; to involve staff to enhance the image of work-study programmes; to develop mentoring; to reduce drop-out rates from work-study programmes; to involve higher education institutions and elite universities; to create favourable conditions for the development of work-study programmes; to provide information and raise awareness; and to promote and disseminate best practice.

1.7.2 Training initiatives

In 2012, an average of 16 hours of training per employee was provided within the Group, with managers receiving 20 hours and non-managers 15. Almost €167 million was spent on training in 2012; 3 million hours of training (up 7% relative to 2011) were devoted to technical and health and safety matters. In 2012, environment training increased almost 5%, and diversity training more than 45%. 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 2012, when 116,484 ☑ employees received training.

Expansion of in-house training centres

Business line	Training centre	Number of training hours in 2012	2012/2011 change	Number of trainees in 2012	2012/2011 change
Concessions		185,865	14.2%	20,791	15.7%
VINCI Autoroutes	Campus Cofiroute, Parcours ASF	160,220	12.0%	18,573	14.1%
VINCI Concessions	VINCI Park School	25,645	30.5%	2,218	30.9%
Contracting		533,506	(7.0%)	29,888	(3.6%)
VINCI Energies	VINCI Energies Academy, Cegelec Group University	136,029	(9.1%)	9,703	2.4%
Eurovia	Road Industry Training Centre	97,842	(0.0%)	3,127	14.5%
VINCI Construction	Cesame, Eugène Freyssinet Centre	299,635	(8.2%)	17,058	(9.3%)
Total		**719,371**	**(2.3%)**	**50,679**	**3.4%**

Breakdown of training hours by subject and by number of hours

	2012							2011	2012/2011
	Managers	Non-managers	Men	Women	Total		of which France	Total	Change
Technical	238,891	1,106,252	1,208,633	136,510	**1,345,143**	44.3%	868,921	1,291,801	4.1%
Health and safety	142,385	849,188	923,382	68,191	**991,573**	32.7%	719,079	852,542	16.3%
Environment	10,889	33,094	36,922	7,061	☑ **43,983**	1.4%	23,177	☑ 46,133	(4.7%)
Management	106,216	86,164	163,534	28,846	**192,380**	6.3%	123,195	185,999	3.4%
Admin and support	100,370	148,091	158,181	90,280	**248,461**	8.2%	170,739	238,823	4.0%
Languages	49,736	82,047	89,582	42,201	**131,783**	4.3%	52,228	127,171	3.6%
Diversity	3,612	11,629	11,647	3,594	**15,241**	0.5%	9,258	10,481	45.4%
Other	17,535	52,565	53,735	16,365	**70,100**	2.3%	22,937	84,626	(17.2%)
Total	**669,634**	**2,369,030**	**2,645,616**	**393,048**	☑ **3,038,664**	**100.0%**	**1,989,534**	☑ **2,837,576**	**7.1%**
Hours of training per employee	20	15	16	16	**16**		18	16	0.0%

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

More than 5,500 young people received training under work-study programmes within VINCI in 2012. The Group especially encourages handing on expertise from one generation to the next, particularly through mentoring. At VINCI Construction France, 300 highly experienced and skilled workers, site managers, team managers and engineers (a 20% increase from 2011) have acquired "Master Builder" status and are committed to passing on their knowledge. At ASF, 399 in-house trainers, of which seven technical safety trainers and 79 mentors, provide training.

1.8 Equality and diversity

See also page 26 of this annual report
Manifesto commitment number 6: "Foster equality and diversity together"

1.8.1 General policy for promoting diversity and preventing discrimination

In this area, VINCI is pursuing the pioneering policy it adopted in 2004, which is based on preventing any type of discrimination in its hiring, training, promotion and remuneration of employees and in their working conditions, as well as ensuring equality for everyone, with a special focus on gender equality, people with disabilities, people from an immigrant background and people over the age of 50.

In a speech before 180 executives, operational managers and human resource managers from many Group countries, at the in-house diversity day on 5 April 2012, the Group's chairman and chief executive officer reiterated his convictions and VINCI's commitment and priorities to diversity. The heads of the Group's business units, backed by the comments and experiences from four other major companies, led discussions about the day's key point, the sharing of best practices.

For the second year in a row, diversity was the second main topic of dialogue between management and labour. The number of collective agreements signed on diversity and equality more than doubled, rising from 43 in 2010 and 100 in 2011 to 163 in 2012, amounting to 12% of all agreements.

Self-diagnosis and audits

VINCI's sustainable development self-diagnosis method, Advance, makes it possible for the management bodies of Group companies to assess their performance and establish a shared diagnosis of efforts to promote diversity and prevent discrimination (among other things). It enables entities to identify their weak points and establish their own improvement plan. The results of the various 2012 self-diagnoses show that the overall drive to promote diversity has been launched, but that close and continuous tracking, backed by the use of management tools, is required.

The self-diagnoses are supplemented in the case of some subsidiaries by in-house audits or outside accreditations, enabling them to implement their improvement plans. In 2012, for example, VINCI plc was awarded the British Investors in Diversity (IiD) award scale 2 (on a scale of 3). VINCI plc is thus becoming one of the first construction firms in the UK to be recognised at this stage of maturity for its promotion of diversity, equality and inclusion. In France, Fournié Grospaud Synerys of VINCI Energies was awarded diversity accreditation.

Diversity network

In 2011, VINCI set up a worldwide network of diversity coordinators and trainers, with the aim of implementing the Group's policy at the local level by strengthening links between VINCI's business activities and geographical areas and by promoting best practices. At the end of 2012, the network consisted of 75 people, most of whom are human resources managers and operational managers.

Each member of the network attended a three-day in-depth training course, covering both theory and practice. It included a review of discrimination concepts, the various dimensions of diversity, key factors for action and progress, ways to promote a diversity policy, and training skills. New tools are regularly created and provided to coordinators and trainers. For example, there is the "diversity booklet", published in English and French, consisting of 250 best practices identified within the Group, diversity self-assessments, quizzes and diversity newsletter. This booklet enables coordinators and operational managers to identify the steps towards successful diversity management.

Diversity training

Diversity training, included as part of the training programme for the Group's operational managers, continued, with 15,241 hours provided in 2012. Furthermore, surveys of managers who had taken part in this programme showed that they had a better understanding of how stereotypes can influence their decisions.

To make progress in this area, VINCI is an active member of France's Managers for Diversity (AFMD), the corporate social responsibility monitoring agency (ORSE), and the Institut du Mécénat de Solidarité (IMS). VINCI frequently contributes to public discussions on this subject.

1.8.2 Measures to promote gender equality

VINCI has the objective of achieving a significant improvement in its gender mix. In particular, it intends to increase the proportion of women in managerial roles to 20% by 2015, from 16.4% in 2012. A plan of action was prepared in 2012, addressing VINCI's attractiveness and recruitment methods, as well as its career development opportunities.

To enhance the appeal of Group business lines, VINCI continues to participate in the "Capital Filles" programme, which provides mentoring to young female students in disadvantaged areas. The programme also encourages apprenticeships, enabling these students to discover and learn about businesses of the future, as well as scientific and technical roles traditionally filled by men. In 2012, VINCI boasted 65 mentors between the companies of VINCI Construction France and Eurovia, helping schoolgirls in nine school districts in France.

A second programme was established in 2012 in order to increase the Group's appeal among higher education students: VINCI set up a network of Group Ambassadors and staff, mainly engineers, with the aim of promoting business lines by talking to students about their own career paths, mainly in engineering schools, during meetings or discussion conferences, on or off campus. The network, which is poised for expansion, counted 24 ambassadors in its first year.

Women employees by business line and percentage of total business in workforce

	2012						2011	2012/2011
	Managers		Non-managers		Total	Percentage of women		Change
Concessions	609	30%	4,525	34%	**5,134**	33%	5,262	(2%)
VINCI Autoroutes	323	32%	2,986	43%	**3,309**	41%	3,451	(4%)
VINCI Concessions	286	29%	1,539	24%	**1,825**	25%	1,811	1%
Contracting	4,748	15%	15,678	11%	**20,426**	12%	18,715	9%
VINCI Energies	1,557	14%	6,129	12%	**7,686**	12%	7,049	9%
Eurovia	619	13%	3,447	9%	**4,066**	10%	3,932	3%
VINCI Construction	2,572	17%	6,102	11%	**8,674**	12%	7,734	12%
VINCI Immobilier and holding cos.	151	34%	192	68%	**343**	47%	324	6%
Total	**5,508**	**16%**	**20,395**	**13%**	**☑ 25,903**	**13%**	**☑ 24,301**	**7%**

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

1.8.3 Measures to promote the employment and social integration of disabled people

The Group's strategy has two main strands: the redeployment of staff no longer able to perform their current roles and the hiring of disabled people. There is a further strand in France, i.e. increasing the use of companies and non-profit organisations that specifically employ people with disabilities.

In meeting VINCI's commitments, the various business lines adopt strategies appropriate to their organisations. The commitment of VINCI subsidiaries to redeploy staff who become unable to perform their current roles resulted in the creation of Trajeo'h in 2008. Trajeo'h is a non-profit entity that operates across numerous VINCI companies. Its tasks are to keep these staff in employment and to support Group companies with disability issues. Trajeo'h was initially set up in the Rhône-Alps region, before moving into the Greater Paris region in 2010, to south-east France in 2011 and to Normandy in 2012. The entity is financed by VINCI's local subsidiaries, and is also supported by the Group's business lines. In 2012, Trajeo'h's regional entities carried out 173 initial assessments and provided support to 142 VINCI employees.

The Group Purchasing Coordination unit has responsibility for the strategy of using companies and non-profit organisations that specifically employ disabled people. This unit acts on the Group's wish to increase the amount of work subcontracted to such companies and organisations, as discussed on page 164, in paragraph 3.3.2 "Managing relations with suppliers".

Percentage of employees with disabilities by business line

	2012						2011	2012/2011
	Managers		Non-managers		Total			Change
Concessions	21	1.0%	461	3.4%	**482**	3.1%	3.1%	(0.5%)
VINCI Autoroutes	16	1.6%	370	5.3%	**386**	4.8%	4.6%	0.5%
VINCI Concessions	5	0.5%	91	1.4%	**96**	1.3%	1.4%	(4.5%)
Contracting	296	0.9%	3,184	2.2%	**3,480**	2.0%	1.9%	9.2%
VINCI Energies	143	1.3%	1,593	3.0%	**1,736**	2.7%	2.4%	19.6%
Eurovia	29	0.6%	739	2.0%	**768**	1.9%	1.9%	1.8%
VINCI Construction	124	0.8%	852	1.5%	**976**	1.4%	1.5%	(0.5%)
VINCI Immobilier and holding cos.	7	1.6%	11	3.9%	**18**	2.5%	1.6%	0.0%
Total	**324**	**1.0%**	**3,656**	**2.3%**	**☑ 3,980**	**2.1%**	**2.0%**	**7.9%**

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report .*

In 2012, €5.5 million of revenue was awarded to companies with workforces made up primarily of employees with disabilities. This represents an increase of 29% in the last two years.

2. Environment

2.1 General environmental policy: together for green growth

See also page 23 of this annual report
Manifesto commitment number 3: "Promote green growth together"

2.1.1 Environmental organisation

The implementation of VINCI's environmental policy, "Promote green growth together", is built on senior management's commitment, the empowerment of all operational staff within Group companies and open dialogue with public authorities and environmental protection organisations. 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, coordinating and ensuring the application of VINCI's environmental policy in all aspects of day-to-day 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 actions, such as the Biodiversity Task Force, a working group on waste management, the Cities and Regions Pivot Club, and the "Grand Paris" Club. The sustainable development self-diagnosis questionnaire, Advance, is used by all Group companies. Based on the ISO 26000 concept, it enables each subsidiary's Management Committee to check progress and validate its environmental action plan.

2.1.2 Environmental reporting coverage and scope

VINCI's environmental reporting system deals with all of the themes listed in Article 225 of France's Grenelle II Environment Law. It uses the Group's common financial and social reporting method and is based on guidelines that are modelled on those of the Global Reporting Initiative (GRI) and adapted to the Group's activities. It covers nearly all of the Group's companies and uses around 60 quantitative indicators for measuring performance against key environmental parameters such 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 page 166 presents a list of these guidebooks and procedures. In 2012, VINCI paid particularly close attention to regulatory developments so that it could comply with new legislation as soon as it came into force.

Environmental reporting coverage

(as a percentage)	2012 worldwide revenue covered	2011 worldwide revenue covered	2010 worldwide revenue covered
Concessions	**94**	93	93
Contracting			
VINCI Energies	**99**	99	100
Eurovia	**100**	100	97
VINCI Construction	**88**	88	85
VINCI Immobilier and holding cos.	**100**	100	100
Total	**95**	**94**	**92**

VINCI broadened the scope of its environmental reporting further in 2012. The increase compared with 2011 corresponds to an additional €2.4 billion of revenue covered (up 7%), due mainly to the inclusion of VINCI Construction's international entities and VINCI Airports. Environmental reporting coverage increased further in 2012 to 95% of total revenue generated by companies in the new scope. The remaining 5% corresponds to short-term projects outside France, which are monitored at each worksite but not consolidated at Group level.

VINCI's Statutory Auditors have been reviewing the Group's social and environmental reporting system for the past 10 years. Although considerable progress has been made over this period, there is room for further improvement, particularly in the number of indicators and scope of application. In 2012, the Report of the Statutory Auditors expresses limited assurance on a certain number of environmental indicators for the VINCI Group. The indicators are identified by the symbol ☑. The Statutory Auditors carried out interviews and surveys on the application of the guidelines at the following subsidiaries: VINCI Construction Grands Projets, Eurovia, VINCI Autoroutes (ASF), VINCI Construction France, VINCI Energies France, VINCI Energies International and VINCI plc (UK), i.e. at least one entity from each VINCI business line. Environmental data is presented in compliance with Decree No. 2012-557 of 24 April 2012 on companies' disclosure requirements for social and environmental data, in application of Article 225 of France's Grenelle II Environment Law of 12 July 2010.

Having been one of the first companies in France to support voluntary audits of its data, VINCI is continuing its efforts to increase transparency with respect to stakeholders and make this an important element in assessing its performance. The figures presented in this report are consolidated using the same method as VINCI's financial data, with the exception of some VINCI Construction Grands Projets and CFE entities, in particular QDVC and DEME, which are still consolidated on the basis of VINCI's shareholding.

2.1.3 Environmental training

All VINCI companies make efforts to raise awareness of environmental issues. Despite a 5% fall from 2011 to 2012, environmental training hours have more than doubled in the space of five years (up 111%).
Environmental training was increasingly incorporated into existing courses (works, studies, operations, etc.) in 2012. Awareness is proactively promoted at worksites (including subcontractors) with the 15-minute environment sessions. This initiative has been rolled out across all activities in the Contracting business in France and is being developed abroad. Environmental training is systematically provided at the Entrepose Contracting and VINCI Construction Grands Projets worksites. Additional training sessions on energy performance, environmental certification (BREEAM, LEED) and the eco-design of buildings and neighbourhoods were provided to meet market expectations in the sustainable city sector.

Environmental training and awareness

	Number of hours of training		2012/2011
	2012	2011	Change
Concessions	9,633	12,537	(23%)
VINCI Autoroutes	9,514	11,289	(16%)
VINCI Concessions	119	1,248	(90%)
Contracting	34,346	33,589	2%
VINCI Energies	5,548	6,522	(15%)
Eurovia	18,642	17,741	5%
VINCI Construction	10,156	9,326	9%
VINCI Immobilier and holding cos.	4	7	(43%)
Group total	**☑ 43,983**	**☑ 46,133**	**(5%)**

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

2.1.4 Preventing environmental incidents

Each Group entity prepares and updates environmental incident prevention plans that address its specific environmental risks. The most significant projects undergo a preliminary analysis of environmental risks, which serves to determine the equipment and procedures required to prevent or mitigate any such risks. Specific documents and equipment are provided to help prepare for and respond to emergency situations. At VINCI Construction France, for example, engineering and design departments, construction managers and skilled site workers receive environmental risk prevention training tailored to the specific features of their activities. The training covers both regulations and the sharing of best practices.

In 2012, VINCI or its subcontractors were involved in six major environmental incidents (eight in 2011). 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. Three of the incidents resulted in water pollution, two in soil pollution and one in the spillage of hazardous materials on a road in the United Kingdom. They were all handled in accordance with applicable regulations.

2.1.5 Environmental certification

VINCI encourages its companies to obtain ISO 14001 or similar environmental certification to confirm and improve the effectiveness of their environmental management system. Companies in the Contracting business lines continued their efforts in this area in 2012; change – including in the integration of new companies and the development of new business activities, for example – is analysed over several years. Significant progress was also made towards ISO 14001 certification of operational activities, particularly at VINCI Autoroutes, which has had all its motorways certified as part of its eco-motorway programme, and at VINCI Facilities as part of its Green Facilities offering.

At VINCI Immobilier, all new residential property development projects comprise low-energy buildings associated with environmental accreditations such as HQE, H&E and HPE, or energy-positive buildings such as the Amplia residence, a 66-unit programme located in the Lyon Confluence district. VINCI companies have acquired substantial expertise in meeting a variety of environmental standards, including HQE, BREEAM and LEED. In 2012, VINCI plc delivered the BBC studio complex, the first project of its kind to achieve an "Outstanding" rating by BREEAM (the highest assessment rating). Meanwhile, VINCI Energies entities have developed an HQE Exploitation service, which has already been implemented in about 30 of the buildings they manage. A growing number of Group companies have initiated ISO 26000 certification programmes.

Evaluation and environmental certification

(as a percentage)	ISO 14001 2012	2011	2010	Scope/base reference
VINCI Autoroutes				France
Motorways in service	☑ 100	☑ 64	26	in number of kilometres
Motorways under construction	☑ 100	☑ 90	100	in number of kilometres
VINCI Energies	☑ 25	☑ 22	☑ 24	France and worldwide
Eurovia				France and worldwide
Production from quarries owned	☑ 58	☑ 65	☑ 62.5	in tonnes
Production from coating plants owned	☑ 24	☑ 30	39	in tonnes
Production from binder plants owned	☑ 83	☑ 65	75	in tonnes
Revenue from the works activity	☑ 28	☑ 35	37	France and worldwide
VINCI Construction	☑ 60	☑ 60	59	France and worldwide

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

2.2 Conserving resources

2.2.1 Protecting water resources

In answering the CDP Water Disclosure questionnaire for the first time in 2012, VINCI joined the group of 191 companies worldwide that fulfilled the information request. The Group's water strategy is based on its environmental policy: to include water consumption and pollution prevention in risk analyses, to measure and reduce water consumption resulting from its business activities and products, and to protect water environments and ecosystems. VINCI has created an International Hydraulic Engineering Activity Pivot Club to identify expertise and design new, specific offerings.

Group companies monitor water resources particularly carefully. Subsidiaries have adopted a number of specific initiatives to reduce water consumption. Programmes to repair leaking pipes are also being deployed on the entire VINCI Autoroutes network. Of all the VINCI motorways in service, 72% have been equipped with water protection systems, involving either natural protection or structures that address potential problems. The policy for protecting water resources was strengthened by the adoption of the green motorway package in 2010.

VINCI plc monitors monthly water consumption on each project with the aim of reducing the volume used. VINCI Construction has introduced a wastewater recycling policy in France. Some 60 concrete mixer washing stations have already been installed on worksites, leading to large reductions in water consumption.

Tools developed through the partnership with the Chair in Eco-design enable the water footprint of specific neighbourhoods to be assessed in detail, with particular emphasis given to soil permeability, rainwater harvesting and wastewater treatment. Some subsidiaries are creating specific processes for treating water pollution. Entrepose Contracting has designed Notil, a net used to tow up to 10 tonnes of hydrocarbons in the event of an oil spill. Water management is also essential in the design and construction of eco-neighbourhoods.

Water consumption (cubic metres of water purchased)

	2012	2011	Scope
VINCI Autoroutes	983,073	925,250	ASF, Cofiroute, Escota
VINCI Concessions	150,452	103,093	Stade de France Consortium, VINCI Park France, VINCI Airports (included for first time in 2012)
VINCI Energies	327,610	358,040	All VINCI Energies companies in France and worldwide
Eurovia	1,673,796	2,146,399	Eurovia France and worldwide
VINCI Immobilier and holding cos.	2,064	2,343	VINCI Immobilier
Subtotal (excluding VINCI Construction)	☑ 3,136,995	☑ 3,535,125	
VINCI Construction	3,063,297	4,892,119	91% of VINCI Construction's business, including all or part of VINCI Construction France, VINCI Construction Grands Projets, Sogea-Satom, Entrepose Contracting, Soletanche Bachy, CFE, Freyssinet, VINCI plc
Total	**6,200,292**	**8,427,244**	

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

VINCI is gradually increasing the accuracy of its reporting on water consumption, despite the diversity of its activities. The increase in the Concessions business water consumption is due to the expansion of the scope covered. The 22% fall in water consumption at Eurovia and the 37% fall at VINCI Construction are due to the efforts made to decrease consumption. The extent of these reductions is also due to the wide variety of the types of project carried out in the Contracting business from one year to the next.

Measuring water consumption remains very complex. By way of an example, earthworks activities use water mainly for hosing down work areas to reduce the amount of dust produced during works. In Africa, water is often pumped from generators installed near villages simply to provide the communities with water. The water itself undergoes no transformation whatsoever. It either evaporates or runs back to the water table without being polluted. Water consumption is measured based on the fuel consumption of generators. Many businesses use water in this way. Responding to the CDP Water Disclosure questionnaire is thus a sign of the maturity of VINCI companies.

2.2.2 Raw materials

In the Contracting business, raw materials purchasing is decentralised, with purchases monitored on a project-by-project basis and not consolidated at Group level. Efforts focus on purchasing recycled materials of equivalent performance, recycling waste (see paragraph 2.2.8) and sourcing local products. There is also a focus on designing products that use fewer raw materials. The Group's eco-design approach is used by VINCI Construction France for developing housing, offices, student accommodation and other projects. In housing, the Habitat Colonne procedure, used to build about 500 homes in 2012, reduces raw materials consumption by 20%.

In the Concessions business, consumption of the main raw materials is monitored and consolidated. In 2012, 1,571,018 tonnes of coating were used and 34,902 tonnes ☑ of de-icing salt were purchased (48,386 tonnes ☑ in 2011).

The wood-related businesses of VINCI Construction France, under the brand Arbonis, generated revenue of €65 million in 2012, up 62% on 2010.

In 2012, to gain a better understanding of the environmental impact of raw materials, VINCI collaborated with professional groups to prepare life cycle inventories (LCI) of its materials. The Group also played an active role in discussions at the French government's Environmental Conference. Through the partnership with the Chair in Eco-design, post-doctoral research was used to apply European environmental data on the steel and wood used in construction to the construction practices in France based on the Diogen database of civil engineering impact data. As a member of the EcoSD network that promotes expertise in eco-design, VINCI has begun an initiative to compile a French environmental database devoted to the construction sector. VINCI also participates in inter-industry working groups, such as the infrastructure committee of France's energy, environment and transport observatory (OEET) and the GT41 working group of the French underground tunnel association (AFTES). Soletanche Bachy is contributing to GT41 efforts to develop a life cycle assessment-based methodology for assessing and comparing underground structure building methods, estimating the impact of materials used, making design and construction adjustments and comparing technical solutions.

2.2.3 Energy consumption

In 2012, the Group continued to focus on the actual performance of its activities and offers. The measurement of energy consumption resulting from VINCI's activities (worksite equipment, vehicles, infrastructure assets under concession, etc.) was audited at Group level by the Statutory Auditors, who expressed a limited level of assurance in the figures.

In France, the 2012 thermal regulations form a major part of the Grenelle Environment legislation and seek to encourage low-energy buildings. The regulations came into force in 2011 for some projects (commercial buildings and housing in urban renewal areas). To meet the new requirements while maintaining costs, VINCI is developing new systems in both the commercial and housing sectors, drawing on VINCI Construction's expertise to minimise energy losses through the building shell and VINCI Energies' to install innovative equipment such as all air heating. VINCI is playing a part in preparing the future 2020 thermal regulations, which will consider the building sustainability as a whole, and not merely in terms of energy. Current work is focused on building use and the calculation of overall multi-criteria performance. With its Oxygen eco-commitment, VINCI Construction France guarantees the energy performance of both the new and refurbished buildings it delivers and provides ways for occupants to optimise their energy use. In 2012, 18 Oxygen projects were under development.

VINCI Facilities (VINCI Energies) is using its expertise in areas such as energy diagnostics and audits, monitoring and optimisation work to develop Diago energy efficiency contract solutions for its clients. These may involve various levels of service, from adjusting an energy supplier contract to performing major energy-related renovation work. In all cases, clients are guaranteed a certain level of energy savings. VINCI Facilities also uses its expertise to improve its own energy performance, monitoring and managing its energy consumption and raising staff awareness about saving energy. In 2012, energy performance was a major topic discussed in lectures given through the Chair in Eco-design, including during the seminar on 2 and 3 October on smart grids, and energy performance guarantee for refurbished buildings.

Total energy (including natural gas, heavy fuel oil and electricity) consumed by VINCI companies in 2012

	Total energy (MWh)	Natural gas (MWh)	Heavy fuel oil (tonnes)	Electricity (MWh)
Concessions	421,126	17,914		290,058
VINCI Autoroutes	253,412	6,113		139,857
VINCI Concessions	167,714	11,801		150,201
Contracting	8,373,575	935,181	100,008	769,495
VINCI Energies	772,365	56,069		83,633
Eurovia	3,833,364	845,360	28,726	357,041
VINCI Construction	3,767,846	33,752	71,282	328,821
VINCI Immobilier and holding cos.	3,791			1,889
Total	**☑ 8,798,492**	**953,095**	**100,008**	**1,061,442**

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

For the reporting period, Group energy consumption totalled 227 MWh per million of euros of revenue.

Due to the industrial nature of its business, Eurovia continues to account for a large proportion of total energy consumption. The increase in activity at its lime plant and the inclusion of VINCI Airports in the reporting scope drove natural gas consumption up about 30% on 2011. DEME (CFE subsidiary specialised in dredging) accounts for most of the heavy fuel oil consumption. Electricity consumption, up 6% on 2011, did not rise as fast as the revenue of businesses covered by environmental reporting.

Eurovia was the first Group business line to set up an ambitious energy and CO_2 reduction plan, including improvements to the energy efficiency of coating plants, quarry equipment and operations buildings. The Group's public works subsidiary is also developing processes that reduce energy consumption. For example, the Tempera® warm mix process produces energy savings of 20-40%. Eurovia's target is to lay warm mix products on 50% of all its roads by 2015. At VINCI Construction, subsidiary Arbonis specialises in wood-related activities. It sells Sylvabox, a range of wood-framed bungalows featuring enhanced insulation that reduces energy consumption by 80%.

Fuel consumption

	Diesel (*)	Petrol	Total			
(in litres)	2012	2012	2012	2011	Change	Scope and/or explanation for change
Concessions	10,855,598	24,642	**10,880,240**	10,807,082	0.7%	
VINCI Autoroutes	10,308,977	22,048	**10,331,025**	10,435,783	(1.0%)	ASF, Cofiroute, Escota
VINCI Concessions	546,621	2,594	**549,215**	371,299	47.9%	VINCI Park in France, Stade de France Consortium, VINCI Airports (included for the first time in 2012)
Contracting	493,115,561	12,221,020	**505,336,581**	492,989,719	2.5%	
VINCI Energies	58,157,334	2,675,740	**60,833,074**	58,060,188	4.8%	France and worldwide
Eurovia	195,576,661	3,966,052	**199,542,713**	189,917,759	5.1%	Increase in business
VINCI Construction	239,381,566	5,579,228	**244,960,794**	245,011,772	(0.0%)	
VINCI Immobilier and holding cos.	182,960		**182,960**	173,400	5.5%	Increase in business
Total	**504,154,119**	**12,245,662**	**516,399,781**	☑ 503,970,201	2.5%	

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*
(*) In 2011, the indicator takes into account diesel and heating oil.

With an increase of 2.5%, the Group's total fuel consumption rose less than the revenue covered by environmental reporting (up 7%). This progress results from the continued training in eco-driving of passenger vehicles and trucks and eco-operation of heavy equipment in all of its subsidiaries, in particular at VINCI Construction Terrassement and Eurovia, where all heavy equipment operators in quarries have been trained. Vehicles and equipment are also systematically replaced with more economical versions.

In addition to in-house training, VINCI Autoroutes encourages customers to reduce their fuel consumption by organising eco-driving awareness campaigns at motorway rest areas and by developing offers that help make the best use of existing infrastructure. VINCI Autoroutes continued to promote car-pooling in 2012. Located near toll stations, parking facilities make an easy meeting point for drivers and passengers, with nearly 1,000 parking spaces reserved for car-pooling in autumn 2012. VINCI Autoroutes also develops dynamic traffic management solutions by boosting the involvement of users on its roads: real-time information systems that help users save fuel, for example when looking for a parking space at a rest area. This topic was extensively developed at VINCI's 2012 Research Day on 29 February.

Through the Chair in Eco-design, research is being carried out into the eco-design of parking facilities. The Ecole des Ponts ParisTech, in partnership with VINCI Park, has modelled the balance between supply and demand for city parking in order to design solutions that minimise the time users spend looking for a space (more than 10% of current city traffic).

2.2.4 Use of renewable energy

In 2012, VINCI companies purchased 4,489 MWh of electricity generated from renewable energy sources (2011: 4,385 MWh). VINCI plc (VINCI Construction) fixed sites in the United Kingdom buy almost all their electricity under renewable energy contracts.

Renewable energy-related activity is expanding. The Contracting business companies have expertise in designing, supplying and installing photovoltaic panels. Sonil, a VINCI Construction France subsidiary, specialises in integrating and installing solar panels. The company has completed 30 projects totalling 7,000 m^2 or 900 kWp. VINCI Energies business units also have expertise in building photovoltaic power plants. Omexom Energies Renouvelables specialises in the design, contracting, grid access and operation of renewable energy projects. The company is building the 12 MWp photovoltaic farm in Estezargues in the south of France, which features 10,000 m^2 of sensors. VINCI Construction is developing technical solutions to industrialise construction and optimise the installation of onshore and offshore wind farms. This was the focus of the Eolift research project, overseen by Freyssinet and winner of the large-scale wind power call for interest launched by Ademe in 2012.

VINCI Autoroutes has 2,697 renewable energy devices (excluding heat pumps) generating solar, thermal and wind energy. As concerns the Group's vehicle fleet, various subsidiaries are currently testing hybrid and electric alternatives. In 2012, VINCI Facilities (VINCI Energies) introduced a car-sharing solution combining electric and thermal vehicles at its Buc site in the Greater Paris area. VINCI is a member of a group of major companies that has made a commitment to the public authorities to encourage and support the development and mass production of no-carbon vehicles.

2.2.5 Land use

To combat the loss of natural and agricultural resources and to maintain a balance between nature and human amenities, the Group deals with land-use issues at a very early stage. Efforts include research into biodiversity and urban agriculture as part of the Chair in the Eco-design of Building Complexes and Infrastructure. Integrating sites into their environment and land use are subjects of special concern for motorway concessions and for Eurovia's quarries. These entities have acquired special expertise in rehabilitation. This enables them to restore the biodiversity of sites and make them an integral part of the local environment. For all infrastructure projects, and particularly for the Tours–Bordeaux South Europe Atlantic high-speed line project in 2012, the Group worked with local communities and made commitments to the French government. The companies have appointed experts in landscaping and reliefs.

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 of 272 VINCI Park, VINCI Airports and VINCI Autoroutes car parks. This revealed that most emissions are generated by users (cars, aircraft, etc.).

2.2.7 Noise pollution

All VINCI projects are subject to a preliminary noise study to limit the noise generated by urban construction sites, motorway traffic and so forth. Soletanche Freyssinet subsidiary Soldata specialises in noise management. In 2012, it deployed EAR-is, its software that analyses noise and vibration levels in real time and simulates them for construction projects and industrial activities. VINCI companies systematically offer technical solutions during the construction phase, including changing a motorway route, erecting noise barriers and embankments, and 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. Homes may then be protected using noise insulation in their facades, or noise barriers or embankments planted with shrubs or trees. As part of the green motorway package, VINCI Autoroutes has committed to providing noise protection to 1,000 homes identified as noise black spots between 2010 and 2012. In 2012, 662 homes ☑ were protected, making a total of 1,141 since 2010. Studies and administrative work were conducted in 2010, with most of the noise-prevention work carried out in 2011 and 2012.

2.2.8 Waste management and recycling

VINCI's general policy is based on a circular economy model and focuses on three aims: producing less waste at the source; waste sorting and traceability; and recovering waste to use as a resource. This policy is closely associated with the eco-design strategy used in VINCI's products and services. Waste management is important to both Contracting entities – which deal mainly with 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 halve the quantity of landfilled waste between 2005 and 2012. In 2012, VINCI plc produced 1,251,146 tonnes ☑ of waste, of which over 98% ☑ was recycled, reused or recovered, a significant improvement on 2011 (up 80%☑). VINCI Energies business units also monitor their waste closely, including paper waste, which totalled 1,057 tonnes in 2011. In 2012, these business units produced 172,078 tonnes of inert waste, 13,501 tonnes of non-hazardous waste and 672 tonnes of hazardous waste.

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 worksites. In 2012, Eurovia set itself the target of exceeding 20% of recycled mix aggregate in its total amount of mix. The percentage is being checked by the Statutory Auditors and has increased by 12.5% over 2011, making Eurovia Europe's market leader in this field.

Waste recycling and recovery at Eurovia

	2012		2012		2011	2011
	World	2012/2011 change	France	2012/2011 change	World	France
Percentage of mix manufactured with recycled mix aggregate	☑ 12.5	2%	13.1	26%	☑ 12.3	10.4
Production of recycled material *(in millions of tonnes)*	8.5	10%	6.5	3%	7.7	6.3
Total recycled material as a percentage of total aggregate production	9.9	3%	11.0	(26%)	9.6	14.9

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

As part of the green motorway package, 91% of the rest areas along VINCI Autoroutes motorways are equipped with sorting bins (39% in 2011 and 21% in 2010). 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; 52% of the waste produced by VINCI Autoroutes was recovered in 2012.

Waste sorted and collected on VINCI Autoroutes motorwaysw

(tonnes)	2012	2011
Non-hazardous waste (customers + operations)	☑ **13,414**	☑ 12,745
Hazardous waste (customers + operations)	☑ **2,158**	☑ 572
Rest areas equipped for waste sorting	**91%**	39%

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

2.3 Combating climate change

Greenhouse gas emissions must be reduced in order to combat climate disruption. In 2007, VINCI initiated a proactive programme on this subject to anticipate, monitor and comply with legislation in 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 124) and must comply with the Carbon Reduction Commitment in the United Kingdom. VINCI Autoroutes has undertaken a study of how carbon reduction measures affect its activities. 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. VINCI committed to green growth in 2012, with a target to reduce greenhouse gas emissions by 30% by 2020. This target covers the Group's like-for-like CO_2 emissions and uses 2009 as its base year (the first year when coverage exceeded 90%). The Group is also taking initiatives to reduce its clients' energy consumption.

2.3.1 Greenhouse gas emissions

The methodology used to determine the greenhouse gas emissions of VINCI's businesses is based on 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) purchased and used at fixed sites and for projects. Overall, VINCI's CO_2 emissions in 2012 amounted to 2.4 million tonnes. In 2012, 32 VINCI subsidiaries applied Article 75 of the Grenelle II Environment Law, which requires companies to perform greenhouse gas audits and define action plans to reduce them. The Group's emissions are determined using regulatory coefficients from the carbon database of Ademe (France's environment and energy management agency). The coefficients were applied to data from previous years and recalculated for a pro forma comparison.

Greenhouse gas emissions (Scopes 1 and 2)

	Tonnes of CO_2 equivalent	Tonnes of CO_2 equivalent	2012/2011 change
	2012	2011	
Concessions	52,975	46,198	14.7%
VINCI Autoroutes	37,243	36,632	1.7%
VINCI Concessions	15,732	9,566	64.5%
Contracting	2,335,503	2,217,564	5.3%
VINCI Energies	186,937	181,543	3.0%
Eurovia	1,126,463	998,633	12.8%
VINCI Construction	1,022,102	1,037,388	(1.5%)
VINCI Immobilier and holding cos.	605	600	0.9%
Total	☑ **2,389,083**	**2,264,361**	
Carbon intensity (tonnes of CO_2 equivalent per million euros of revenue	**62**	**62**	

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

Data extrapolated to cover 100% of VINCI's revenue.

2011 data corrected to take into account the calculation method in Article 75 of France's Grenelle II law.

In 2012, the Group's direct emissions (Scope 1 and 2) per million euros of revenue were stable in relation to 2011 at 62 tonnes of CO_2 eq. VINCI's carbon intensity has continued to decrease since 2009 (71 tonnes of CO_2 eq.) to stand at 13.3%.

Group companies have introduced ambitious policies to achieve the greenhouse gas emissions target by 2020. Eurovia's 2012-2015 policy aims to reduce its CO_2 emissions by 4% per year. In the UK, VINCI Construction has set a target to reduce emissions by 30% between now and 2015.

To broaden its range of low-CO_2 solutions, VINCI is continuing to develop specific tools and carry out studies to better quantify and control greenhouse gas emissions resulting from its business (ISO Scope 1, 2 and 3).

Other levers for reducing greenhouse gas emissions are mainly to be found in how structures are used by clients and end-users: operation accounts for over 50% of lifetime emissions for a rail line, 90% for a building and over 95% for a motorway. Reducing the CO_2 emissions of VINCI structures is part of an eco-design approach that takes into account the construction, operation and end-of-life phases to compare and select the most appropriate technologies during the design phase. The approach uses life cycle assessment (LCA) tools which, as well as CO_2 emissions, measure indicators such as water consumption, depletion of natural resources and impacts on human health. These tools allow the Group to ensure that CO_2 reductions do not result in other impacts at any point in the life cycle of its structures. LCA tools are developed within the framework of the Chair in Eco-design and are used in numerous subsidiaries. At VINCI Construction France and Soletanche Bachy, eco-design studies were carried out on 229 projects in 2012. Eurovia also carries out LCA on its new materials. The CO_2NCERNED methodology developed by VINCI to measure a project's carbon footprint is deployed across all Group business lines: to assess construction options at VINCI Construction, the effectiveness of solutions at VINCI Energies and motorway routes at VINCI Concessions. Since 2012, it is also used to optimise the carbon footprint of rail infrastructure.

VINCI is an active member of national and international working groups within its industry (Association Bilan Carbone and Encord) that are defining standards for quantifying Scope 3 emissions. Under this approach, success depends on relationships with end-customers, which is why VINCI Autoroutes encourages motorists to drive less aggressively and to use the eco-comparison tool on its website to calculate the amount of CO_2 they could avoid emitting. VINCI Construction shows building occupants how they can consume less energy through its Oxygen eco-commitment (23 projects considered in 2012, 18 under way). The first Oxygen building delivered was the Ensta campus at the Ecole Polytechnique site in Palaiseau. Its solution, which combines geothermal energy and solar panels, has reduced site emissions by 90% compared with a traditional natural gas system. VINCI Facilities (a VINCI Energies subsidiary) provides customers with innovative solutions for drastically reducing the carbon emissions of the buildings it manages.

CO_2 emissions of VINCI Autoroutes companies

(tonnes of CO_2 equivalent)	2012	2011
ISO Scope 1 and 2 emissions	☑ 37,243	36,632
Motorway user emissions	☑ 12,628,504	13,033,349

☑ *Data checked by the Statutory Auditors; for the 2012 data, see page 177 of the 2012 Annual Report and for the 2011 data, see page 159 of the 2011 Annual Report.*

Between 2011 and 2012, the CO_2 emissions of VINCI Autoroutes companies rose 1.7% to around 37,000 tonnes with the inclusion of the A86 Duplex in the environmental reporting scope. Emissions by motorway customers fell 2.3% due to a decrease in heavy vehicle traffic and the deployment of 30 km/h electronic toll lanes. These no-stop lanes have lowered CO_2 emissions by 41,980 tonnes since 2011.

Investors have responded positively to the measurement of greenhouse gas emissions and actions taken to reduce them. In 2012, for the sixth year running, VINCI confirmed its leadership position in France regarding climate strategy by obtaining the Carbon Disclosure Project's highest rating (80/100, level C) among its peers in the construction and public works category. The Carbon Disclosure Project, which is conducted on behalf of 655 investors, assesses how the world's 500 largest companies by market capitalisation are responding to climate change.

2.3.2 Adapting to climate change

VINCI has adopted France's plan for adjusting to climate change and takes a forward-looking approach to the issue. The Group plans in advance for any necessary changes to cities and buildings, particularly in eco-design projects in which studies span the structure's whole life cycle. Similarly, VINCI companies have taken into account the scientific data predicting a 50 cm rise in sea levels by 2050. Although they cannot take action regarding political strategy on receding coastlines, they are developing expertise in technical improvements, notably to strengthen barriers.

VINCI plays a central role in making new and existing structures more resistant to extreme weather events, ensuring long-term durability and providing innovative construction solutions. It carries out extensive research, both internally and through its partnership with the Chair in the Eco-design of Building Complexes and Infrastructure. In response to the scarce funding available to public clients and the uncertainty about new financing partnership models, VINCI Concessions supports the Economics Chair of Public-Private Partnerships to develop knowledge in these areas.

2.4 Conserving biodiversity

2.4.1 VINCI's approach to biodiversity

VINCI strengthened its biodiversity strategy substantially in 2012, turning its biodiversity working group into a Biodiversity Task Force. The 15-strong team combines the Group's ecology experts with the environment managers from its different activities and is primarily responsible for monitoring the regulatory environment, developing scientific expertise, analysing risks, promoting initiatives and sharing best practices. The unit also encourages organisations, engineering and design departments, and companies to discuss their approaches and tools. These insightful exchanges are held under the banner of the "working together" programme.

The Group drew on the expertise of the Biodiversity Task Force in its response to the call for recognition from the Ministry of Ecology, Sustainable Development and Energy by joining the Stratégie Nationale pour la Biodiversité (SNB, national biodiversity strategy). VINCI's proactive commitment to promoting biodiversity was officially recognised in late 2012. The SNB's recognition acts as a guarantee of the quality and consistency of its 2012-2015 biodiversity programme, which entails Group-wide initiatives designed to:

- pool and build knowledge on biodiversity;
- share best practices;
- train and raise the awareness of all staff members about biodiversity;
- develop new solutions to better integrate biodiversity issues in all aspects of day-to-day work.

Eurovia also received SNB recognition for its proactive commitment, which includes a three-year partnership with the Natural Heritage department of MNHN, France's National Museum of Natural History. The MNHN will guide Eurovia in the implementation and supervision of its SNB project: evaluation and monitoring of the general action plan, assessment and audits of specific sites, definition of biodiversity indicators, training and awareness. In exchange, Eurovia will provide its partner with sites for study in order to develop its knowledge on biodiversity (inventory, comparative analyses of changing environments, monitoring of the performance of structures and ecological redevelopment, etc.).

2.4.2 Measures taken to promote biodiversity

Several Group companies operating on long cycles and directly impacting natural environments – notably those involved in the concession-construction of transport infrastructure (motorways, airports), earthworks and quarries – have been looking at the issue of biodiversity for many years. Measures to avoid and reduce impacts on natural environments and to offset residual effects have been developed and applied in partnership with the stakeholders most affected, depending on the project, location, species and ecosystem.

Motorway concession operators are primarily concerned with the fragmentation of natural habitats, essentially focusing their efforts on the transparency of infrastructure, the reversibility of barriers and the restoration of ecological connectivity. This includes creating environmental engineering structures, re-profiling ponds, making improvements to hydraulic structures, restoring and enhancing sites of ecological interest, redeveloping slopes, sustainable roadside grass mowing, and so on. One of the emblematic accomplishments in 2012 was the construction of two bat bridges on the A89 worksite in partnership with the Rhône-Alpes federation of organisations for the protection of nature (Frapna). These structures allow bats to use echolocation to navigate over the motorway without the risk of collision. Other initiatives have been taken such as combating invasive species, reducing the use of plant protection products and raising public awareness at rest areas.

Wildlife crossings and roadside fencing on the motorways of VINCI Autoroutes companies

(tonnes of CO_2 equivalent)	2012	2011
Crossings for small and large wildlife *(in number)*	686	658
Wildlife roadside fencing *(in km)*	8,721	8,687

Along with the initiatives led by VINCI Autoroutes companies, 120 measures have been taken in application of the biodiversity guidelines in the green motorway package. Once the points of conflict between natural ecological connectivity and motorway infrastructure had been identified, the programme enabled a number of improvements to be made:

- construction of environment-friendly crossings for large animals, underpasses for smaller wildlife, escape areas for wild boar and ramps for deer and similar species;
- biodiversity management plans implemented at sites of ecological interest near motorways;
- creation of protective and community-based orchards and olive groves, etc.

The main issue faced by Eurovia is restoring sites throughout the life cycle of its quarries, notably in order to conserve and provide a favourable environment for new plant and animal species. The company defines and monitors its measures with the help of local environmental organisations. In France, some Eurovia sites have signed formal partnership agreements with these organisations and 72% of its quarries have joined the UNICEM Environment Charter.

In our construction activities and particularly during the earthworks phases, protecting biodiversity at worksites is a highly relevant issue. For example, in 2012 special "biodiversity" signs were put up at 127 VINCI Construction Terrassement worksites. At the South Europe Atlantic high-speed rail line worksite, 650 signs and 1,750 pictograms are being installed. Emphasis is also placed on ecological engineering, focusing on in-house training and the sharing of best practices.

Lastly, conservation and improvement efforts are being made to protect and enhance natural assets along the entire South Europe Atlantic high-speed line (SEA). To that end, VINCI set up the LISEA Biodiversity Foundation at the end of 2012. With €5 million funding for the period 2012-2017, the foundation will help to finance local projects submitted by non-profit organisations, companies or research centres located in any of the six French *départements* crossed by the rail line: Indre et Loire, Vienne, Deux Sèvres, Charente, Charente Maritime and Gironde. To be eligible for financial assistance, projects must aim to:

- conserve species and strengthen populations;
- develop knowledge about species (population, habitat, behaviour);
- restore habitats or ecological connectivity;
- assess current conservation practices;
- train players (scientific expertise, methodology, organisation);
- promote the results of research and studies among the general public.

Priority is given to projects that conserve the European mink, foster the recolonisation of little bustards on farmland and develop knowledge about bats. The initiatives supported are set apart from the commitments already made by LISEA, COSEA and RFF, and are not included in the SEA project's regulatory and ecological offsetting measures.

2.5 Preservation and restoration

2.5.1 Legal and regulatory compliance

As regards France's Grenelle II Environment Law, VINCI has a proactive approach to legal compliance. Special IT tools for managing regulatory and QHSE risks are also used, such as VINCI Energies' Préventéo®, which supports regulatory monitoring and the standardisation of criteria for the Group's regulatory audit. The Group pools this expertise and environmental regulation monitoring efforts through cross-business working groups.

2.5.2 Prevention of environmental impacts and associated costs

Expenditure on protecting the environment (e.g. soil remediation at Soletanche Bachy, cleaning and decontamination of structures at Freyssinet and recovery of organic materials at VINCI Environnement) is generally included directly in each project's operating expenses and is not consolidated centrally.

Between 2011 and 2012, the annual environmental expenditure of VINCI Autoroutes rose by 20%. This four-fold increase since 2010 is due mainly to the implementation of the green motorway package.

Environment-related expenditure by VINCI Autoroutes companies

(in € millions)	2012	2011	2010
Annual environmental investment	312	260	83
Annual spend on the upkeep of natural areas	31	32	30
Insurance premiums to cover environmental risks	0.32	0.32	0.34

2.5.3 Environment provisions and guarantees

See "Environmental, industrial and technological risks": page 120 of the Report of the Board of Directors.

2.5.4 Damages paid in 2012 following legal decisions on environmental matters and lawsuits filed for damage to the environment

Legal decisions regarding the environment are handled directly by the business units concerned and the amounts paid are not consolidated at Group level. No VINCI companies appear to have paid any damages in 2012 subsequent to a court decision on an environmental matter.

3. Social responsibility

This chapter contains information about VINCI's social responsibility commitments.

VINCI's social responsibility policy takes the form of various actions and programmes: the Group's impact on the areas where it operates, its relations with stakeholders, and sponsorship. As regards sponsorship, VINCI's companies focus on three main areas: employment and social integration through work, environment and research, and culture and heritage assets. In accordance with the Group's decentralised management model, VINCI does not consolidate either its reporting on sponsorship actions or the total budget allocated. A low-range estimate suggest a total amount of about €10 million in 2012.

3.1 Regional, economic and workforce-related impacts of VINCI's activities

See also page 24 of this annual report
Manifesto commitment number 4: "Engage in civic projects together"

All jobs created by Group companies, whether directly or indirectly through temporary employment and subcontracting, together with initiatives undertaken to encourage the professional integration of people who have been unemployed for a long period, help to support regional development. In addition, public-private partnership agreements for the financing and operation of certain types of infrastructure over the medium and long term contribute to building strong and lasting relationships with local authorities. The Group's preferred governance approach, applied increasingly year on year for all major projects having a potential impact on the environment and quality of life for local communities, involves consultation with residents and environmental organisations.

3.1.1 Contribution to employment, local skills development and professional integration

Employment and skills development

VINCI's Contracting activities (the Energy, Construction and Roads business lines) are highly labour intensive and thus have a substantial direct and indirect impact on regional employment (see § 1.2 Employment). The Group's general policy is to use local resources whenever possible. Internationally, and particularly in emerging economies, VINCI works to promote the development of local skills for both production and managerial staff.

In Africa, for example, Sogea-Satom has undertaken a long-term commitment to the professional development of African managers, enabling them to move into senior positions. With this aim in view, the company is supporting the development of local training structures and continues to strengthen its partnerships with the Ecole Polytechnique de Dakar in Senegal, the Institut Supérieur de Technologies d'Afrique Centrale (ISTAC) in Cameroon and the Institut International d'Ingénierie de l'Eau et de l'Environnement (2IE) in Burkina Faso. In 2012, Sogea-Satom confirmed the hiring of 11 recent graduates selected by the company as beneficiaries of special support measures throughout their studies. It has lent similar assistance to a total of 19 students since the start of the 2012–13 academic year. Under this initiative, some 50 young people have been subsidised by the company since its first partnership was launched in 2007 and 47 have been hired. Currently, 50% of works engineers and works directors employed by Sogea-Satom are African.

VINCI Construction Grands Projets has launched Skill Up, a programme that seeks to build the knowledge and competencies of workers and supervisors around the world by establishing local training centres close to the entity's worksites. In 2012, 343 employees in Turkmenistan, Qatar, Malaysia and Chile received training under the Skill Up programme. Of these, 60% had been hired directly at local level, with subcontractors accounting for the remainder.

For its Papua New Guinea pipeline project, Spiecapag, an Entrepose Contracting company (VINCI Construction), has hired 3,600 people since work began in 2010, 74% of whom are New Guineans. Special training programmes have been put in place for these new hires. Since the launch of the project, 94,196 training hours have been delivered, with local trainees accounting for 69% of session participants.

In France, favouring local employment whenever possible and local skills development are key aspects of the Group's policies. For the South Europe Atlantic high-speed rail line between Tours and Bordeaux (SEA HSL), the construction joint venture COSEA has entered into a partnership with stakeholders in the Poitou Charentes region, the French state, regional authorities, state-run job centres, chambers of commerce and trade associations. A charter has been signed by all these parties formally recognising the project's commitment to local employment, sustainable employability, secure career paths and the reinforcement of local know-how. Between the launch of the project and year-end 2012, close to 1,000 people had been hired locally, two-thirds of whom were people excluded from the labour market (i.e. among those targeted by professional integration measures). The recruiters also focused on opening up these business activities to women, who made up 10% of the machine operators trained in 2012. To serve local hires, nine training structures have been established along the route of the future rail line (four specialising in civil engineering and five in earthworks), with the aim of gaining a lasting foothold in the region, which is necessary to ensure the long-term viability of this initiative.

Professional integration

Since its creation, VINCI and its subsidiaries have worked to develop a number of initiatives to fight social exclusion and help the long-term unemployed and other disadvantaged people find jobs. In 2012, Xavier Huillard, chairman and CEO of VINCI, signed the Pacte pour l'Insertion et l'Emploi launched by the Comité National des Entreprises d'Insertion (CNEI), thereby reaffirming the Group's formal commitments in this area. The aim of this initiative is to encourage all stakeholders to support the development of companies established specifically to promote social integration, taking as its goals a threefold increase in the number of people served by social integration structures and bring populations back into the workforce over the long term.

The development of the ViE social integration entity continued in 2012. Launched in 2011 at the initiative of the Group's Executive Management, this new subsidiary provides innovative and effective solutions to Group companies that want to address the workforce-related demands stipulated in the social integration clauses of their contracts. Unprecedented in France, this structure aims to support long-term social integration by providing assistance to Group companies on a day-to-day basis. Another role is to establish professional relations with socially responsible entities appointed by public authorities as their preferred contacts regarding social integration, and advising local government authorities about new services that meet business needs. In addition to serving Group companies, ViE adopts a cohesive approach to getting socially excluded individuals squarely on the path to career development, organised around social integration through work, access to training and consideration of social issues faced by these populations, all the while helping them find permanent jobs.
The ViE structure is targeting controlled growth, with a gradual ramp-up of facilities throughout France. In 2012, ViE's offices in the Paris region and northern France gained a firm footing while a new office was created in the south-western part of the country. For companies located outside these three regions, ViE offers its assistance on an ad hoc basis. In 2012, the first full year of operation for the entity, Group companies enlisted ViE's services for the administration and coordination of social integration in relation to 87 projects, corresponding to 1,350,000 hours of integration employment and involving more than 1,200 subcontractors. In all, 710 people benefited from social integration measures in 2012, including 12% women and 2.8% workers with disabilities, corresponding to 343,000 hours of integration employment.

ViE also assists Group companies with voluntary integration measures involving clauses added to supply contracts signed with service providers. Along these lines, in 2012, Escota became the first VINCI company to include an integration clause in one of its ongoing maintenance contracts, requiring at least 5% of labour hours for brushwood clearing and tree felling to be performed by long-term unemployed individuals.

ViE's integration coordinators participated in some 200 meetings with social and solidarity economy stakeholders and government officials in order to cooperate more effectively and improve the linkages between the various integration measures implemented throughout France.

Relations with educational institutions

VINCI companies have consistently recruited new staff for a number of years, even under challenging economic conditions, and maintain long-term partnerships with educational institutions and in the education field. The general policy is to enable all Group companies to rely on VINCI's strong employer brand for their recruitment needs, whether in terms of volume or quality. A large number of partnerships are forged locally by Group companies with apprenticeship centres, schools, universities and other institutions of higher learning. They involve the allocation of the apprenticeship tax, supplemented by the strong involvement of employees in educational initiatives. Apart from the usual short- and medium-term recruitment campaigns, specific efforts targeting young people are also pursued well in advance of recruitment, designed to introduce them to the Group's professions and help them discover career opportunities.

In France, VINCI is an active partner of the Capital Filles programme, bringing together six corporations and three government departments, whose aim is to assist young women from low-income backgrounds with their career plans. In 2012, 65 women employed by the Group volunteered their time to visit secondary schools in disadvantaged urban areas across France to speak about technical occupations within VINCI companies and mentor young female students. The Group also takes part in *Ma Caméra chez les Pros*, an introduction to VINCI professions geared towards middle school students. In addition, VINCI actively supports "second chance" schools in France, serving educationally disadvantaged populations tending to be excluded from the labour market.

The initial five-year cycle of the first Chair in Eco-design of Building Complexes and Infrastructure, sponsored by VINCI in conjunction with three prestigious ParisTech institutions (MinesParisTech, AgroParisTech and the Ecole des Ponts ParisTech), draws to a close at the end of 2013. The partnership, which has amounted to €600,000 a year, will be renewed, with further research, publications, classes and seminars as well as practical real-world applications planned for the next cycle, which will run from 2013 until 2017.

Fabrique de la Cité, another recipient of VINCI's support, is a think tank dealing with urban issues, bringing together scientists, people from the corporate world and public-sector decision-makers. It develops partnerships with schools and universities. Examples include the AMUR (urban development and programme management) master's degree offered by Ecole Nationale des Ponts et Chaussées (ENPC France) and the master's degree in regional and urban development strategies offered by Sciences Po-Paris. It also has a partnership with Institut d'Urbanisme de Grenoble (IUG).

3.1.2 Contribution to regional development and impact on local populations

By designing, financing, building and operating bridges, tunnels, roads and other infrastructure over the long term, all VINCI companies are leading players in regional development, whether in rural or urban areas. As the Group's activities cannot be relocated, they give shape to the space where they are pursued, endowing it with greater coherence and fostering both economic and social development. Through their strong local roots, Group companies generate significant economic benefits, playing an important part in the life of surrounding communities, as much through construction as through concession activities, whether in the form of revenue, local tax contributions or support for local non-profits organisations and associations

The Group's Cité Solidaire programme, for example, in collaboration with Group companies, supports very small non-profit organisations working on community projects in underprivileged neighbourhoods. This programme invites proposals focusing on disadvantaged urban areas, supports small neighbourhood associations that act locally, and promotes commitments by Group companies at local level to sponsor projects and offer communities the benefit of their employees' expertise. Following two pilot projects in 2010, the effectiveness of this approach was confirmed in 2011 in three French cities. In 2012, the programme was extended to four new cities in France: Grenoble, Le Havre, Rennes and Champigny sur Marne.

The Group's concession companies are gradually putting in place means of assessing the economic activity and social impacts generated by the operation of major engineering structures.

As an example of this type of initiative, the Group sponsored two studies analysing the socioeconomic impact of the Rion–Antirion bridge in Greece carried out by researchers at the University of Patras; the first study covered the investment and construction period (1997–2004) and the other covered the operation of this facility between 2004 and 2006. These two studies found that there was a 3% increase in the number of jobs, an initial 25% increase in traffic followed by a 13% increase, a 30% jump in property prices in the northern region during the first period and a 10% rise in the number of companies setting up operations in the region during the second period. The second study also concluded that the bridge has had a positive impact on accessibility in the adjoining regions and has helped reduce economic disparities, while also limiting social exclusion in the areas to the north of the bridge and furthering the development of trans-European transport.
In another example, LISEA, the concession company for the future Tours–Bordeaux high-speed rail line (SEA HSL), established an economic think tank in September 2012. The role of this scientific body over the next 15 years is to measure, analyse and publish reports on the impact of the future high-speed line on employment, local economies and the development of regions along its route.

3.2 Relations with civil society stakeholders: non-profit organisations, local residents, users and consumers

3.2.1 Conditions for dialogue with stakeholders

By their very nature, the activities of VINCI companies interact with communities and their residents during both the construction and operation phases. Although public authorities are responsible for decisions on transport and energy infrastructure, as well as facilities to improve the living environment, including where they are to be located, VINCI companies increasingly serve as a liaison with local communities, residents living in proximity to the structures they build, non-profit organisations and users. In general, the companies perceive consultation and dialogue with a project's stakeholders as a means to create value. To provide a clear framework for this approach, VINCI is developing a specific methodology and associated guidance tools. The need for this type of framework has become apparent since, although VINCI's Contracting business requires consultation processes to guarantee the best result for all stakeholders during the works and project phases (public survey, safety of nearby residents and the wider local community, worksite hours and schedules, etc.), its Concessions business involves these same processes over extended periods, sometimes as long as several decades.

Furthermore, it is important to distinguish between countries that already have a consultation framework – whether the one in place is satisfactory or in need of revision – from those that want to set one in place. Given this range of working environments, VINCI has adopted the simple Reflex tool to fully involve partners in every aspect of a project, including its management. The tool has been tested using operational examples and is based in particular on VINCI Autoroutes' experience. The first phase of this methodology involves mapping project stakeholders with three goals in mind: identifying their actual, felt and expressed needs with reference to solid material evidence; building structured and measurable solutions to address these needs; and directly involving stakeholders in project management.

For example, in France, the design and construction of the last section of the A89 motorway between Balbigny and La Tour de Salvagny placed a priority on dialogue and consultation with stakeholders – including administrative authorities, elected officials, local residents, farmers, environmental protection, hiking associations, and angling and wildlife federations – throughout the entire project. An environment committee was formed, bringing together local environmental protection associations and engineers from ASF (VINCI Autoroutes), which met regularly. This experience sharing resulted in the drafting of an environmental charter including a complete set of measures. More than 2,000 employees, i.e. the full complement of staff working on the project, participated in sessions covering the importance of protecting the environment, including practical guidelines, offered by nature conservation associations as well as angling and wildlife federations.

The project for the future Tours–Bordeaux SEA HSL project in France is another example of VINCI's efforts in this area. More than 100 public meetings were held in 2012, which allowed the expectations of the various stakeholders to be identified and taken into account in the form of design adjustments. Three working groups were established, bringing together local non-profit organisations and farmers, residents, chambers of commerce, other trade associations and regional authorities. Through their participation in these working groups, all stakeholders contributed to the development of the method for implementing the offset measures, giving rise to a charter approved by everyone in 2012. Since it went live in November 2011, the project's website has logged more than 90,000 unique visitors, with an average of 1,000 each day. Through this interface, more than 1,000 people have subscribed to LISEA's newsletter.

VINCI Airports is taking part in the hearings of the agricultural, scientific and general public debate commissions set up at the end of 2012 by the French government to examine the future Grand Ouest airport project for western France. The agricultural commission is tasked with identifying locally the means of minimising the project's impact on agricultural land and helping develop effective tools to combat rural space being swallowed up by urban development. In addition to the elements supplied by stakeholders affected by the transfer of the airport, the VINCI Airports subsidiary Aéroport du Grand Ouest has provided all elements useful to writing the reports awaited by each of the commissions. The preparatory work for building the airport (displacement of networks, archaeological assessments, displacement of protected species) will start, subject to receiving authorisations from the prefecture in regard to protected species and the Water Act. It should be noted that only 537 hectares will be developed to bring the airport into service, of which 147 hectares will have artificial surfaces (runways, terminals, tarmac, etc.). Over half of the land under concession will be conserved for use in its natural state and for agricultural purposes.

In Canada, DJL, Eurovia's Quebec-based subsidiary, has invested about €90,000 to create a buffer zone around the Mont Saint Bruno national park, thus conserving biodiversity in an urban setting in order to recover the woodland balance in Montreal's greater metropolitan area.

In Russia, for the design and construction of the Moscow–St Petersburg motorway, VINCI Concessions has put in place an innovative tool to mediate conflicts with local residents relating to the environment. Following a period of heated discussions about the project's impact on Khimki Forest, which had raised concerns among environmental non-profit organisations, VINCI Concessions enlisted the services of a mediating body, the non-profit organisation Pur Projet, which specialises in resolving issues relating to reforestation. Pur Project engaged in dialogue with all stakeholders through a broad process of discussion and consultation with local residents, environmental non-profits, administrative authorities and municipalities. This mediation resulted in the joint development of a programme to conserve and improve the ecosystem of the forest in the path of the motorway. These actions were then incorporated in the environmental and social action plan established by NWCC, the consortium in charge of the project, validated by the concession grantor and the Russian authorities and financed by NWCC and its shareholders (which include VINCI Concessions). The first concrete actions on the ground have been launched in response to the concerns expressed by the local community and non-profits: educational programmes in schools, studies to expand knowledge about areas of passage used by wild animals, restoration of the sacred spring water source, etc.

3.2.2 Actions and sponsorship to combat exclusion and reinforce relations with social integration organisations

VINCI encourages Group companies and their employees to take part in the fight against social exclusion. Many companies are spearheading actions at local level in the regions where they operate. Most of these actions relate to the fight against social exclusion, both on behalf of employees lacking job security and in support of communities where businesses are located. VINCI set up a corporate foundation in 2002 called the Fondation VINCI pour la Cité, which funds sustainable projects that promote ties across social groups and help people excluded from the labour market to find work by providing financial assistance to non-profit organisations, combined with volunteer efforts by Group employees, who use their professional skills to aid those in need. In 2012, the Fondation VINCI pour la Cité backed 196 projects in France, for a total of €2,546,000. Contributions from Group companies totalled €323,994 and those of external partners amounted to €76,000, while 277 employees assisted the beneficiary organisations.

In line with VINCI's commitment to encourage employee participation in such actions worldwide, the Group continues to expand the international reach of assistance provided by its foundations in the context of an initiative launched in 2007. Following the creation of structures similar to the Fondation VINCI in the Czech Republic (2008), Germany (2010) and Greece (2011), two new foundations were set up in 2012, one in Belgium and the other in Slovakia. For greater effectiveness, each foundation tailors its actions and its selection criteria to the socioeconomic context in which it provides support. In all, 86 projects have been backed to date outside France via these foundations since their inception, for a total amount of €964,212.

<u>Organic market gardens</u> to promote social integration. The Fondation VINCI pour la Cité supports the creation of organic market gardens along motorways to promote social integration in partnership with Réseau Cocagne. On previously unused land close to service areas on VINCI Autoroutes motorways, four market gardens are producing organically grown vegetables, providing work for people excluded from the labour market.

<u>Emmaüs Défi</u>. The Fondation VINCI pour la Cité has lent its support to Emmaüs Défi for the opening of the largest social integration employment centre in the Paris region for the recycling and resale of clothing, furniture and household goods. Working alongside the Foundation, five companies from the Energy business line contributed their expertise and carried out part of the electricity installation for the centre. This skills-based corporate patronage initiative involved a total of 4,000 hours of labour at the Parisian centre, which opened to the public in June 2012.

<u>Fond de Dotation Sillon Solidaire</u>. Created in 2012 in connection with the construction and operation of the high-speed rail line between Tours and Bordeaux, this fund is backed by the Fondation VINCI pour la Cité and by all companies participating in LISEA and the COSEA joint venture. Sillon Solidaire aims to support projects undertaken by non-profit organisations that contribute to the fight against social exclusion in regions crossed by the new high-speed rail line: relocation services, housing assistance and educational support for school-age children. Sillon Solidaire identifies suitable mentors from among the employees at work on the project who volunteer their skills on behalf of the selected associations. The budget allocated to this project by the fund in 2012 was €310,000, divided among 31 non-profits.

3.2.3 Actions and sponsorship to promote responsible driving and relations with road user associations

In the Contracting business, apart from public-private partnerships and the activities of VINCI Facilities (VINCI Energies), most VINCI clients are public authorities or other companies. In the Concessions business and under long-term partnerships, the customers of VINCI companies are private individuals, providing the opportunity to build relationships over time, particularly in the area of services.

The VINCI Autoroutes Foundation for Responsible Driving, set up in February 2011, aims to raise awareness among drivers about road safety, promotes research on the risk of inattentiveness, which is responsible for a large number of fatal motorway accidents, and works to change driver behaviour through joint efforts with its partners and the various stakeholders, including institutions, professional bodies and non-profit organisations. This foundation gives VINCI Autoroutes a way of improving its understanding of the causes behind the accidents seen on today's motorways, with the aim of designing new solutions and communicating more effectively to road users about these issues. The company's effort has three thrusts. First, it backs initiatives by civil society organisations and supports innovative scientific research into certain areas of dangerous driving that have not been sufficiently explored or that are incorrectly identified by road users. Second, it carries out public information campaigns with the aim of raising awareness of road-related risks and promoting responsible driving. Third, it develops knowledge relating to the specific driving habits of different motorway user groups to help them take greater responsibility for their own safety on a day-to-day basis.

In 2012, the budget allocated to the activities of the VINCI Autoroutes Foundation for Responsible Driving was €2 million. The major study financed by the foundation in 2011 and conducted by a team of researchers at Hôpital Raymond Poincaré in Garches, near Paris, released its findings in 2012. The team was able to complete a meticulous analysis of the sleep patterns of drowsy motorists and confirmed the direct link between sleep deprivation and episodes of falling asleep at the wheel. Furthermore, awareness campaigns targeting road users and the general public initiated in 2011 were expanded in 2012: risks related to alcohol consumption, the safety of motorway employees performing maintenance operations or coming to the assistance of drivers, special awareness days focusing on heavy goods vehicle drivers, participation in the 24-hour truck race and the organisation of special rest areas for the 24-hour motorcycle race in Le Mans. The partnership with SIFE France, covering both 2011 and 2012, to raise awareness of responsible driving practices among university students by inviting them to submit proposals for innovative projects, awarded a trophy to a team from ESDES Lyon for its "Les Roues de l'Espoir" (Wheels of Hope) project. Lastly, all employees of VINCI Autoroutes are encouraged to suggest ideas for awareness campaigns and propose partnerships with associations whose actions they are able to support with the financial backing of the VINCI Autoroutes Foundation for Responsible Driving. In 2012, the foundation's selection committee approved 11 projects of this type, allocating a total budget of €70,000.

In Greece, Gefyra, the Rion–Antirion bridge concession company, focused in 2012 on instilling dialogue and a process of consultation with users and local residents, promoting the user-citizen concept. The aim was to reconcile the expectations of stakeholders, often working at cross purposes, who are both users of the bridge and residents of the regions served. A very large number of consultation meetings were thus held during the year. An interactive newsletter was created, through which users are able to express their wishes.

3.2.4 Relations and sponsorship actions in support of non-profit organisations working to protect the environment and cultural heritage

As part of its goal to drive performance over the long term in all its areas of activity, VINCI selects partnerships with non-profit organisations working to protect nature as well as those active in the cultural realm. Environmental protection associations vary widely in their composition, governance, financing and expectations. The Group's actions are therefore carried out at local level and reflect where the companies are operating, the specific characteristics of projects and the type of business being performed.

By way of example, Entrepose Contracting (VINCI Construction), which is working on a pipeline construction project in Papua New Guinea, has provided financial backing to the naturalist expedition programme "La planète revisitée" ("Our planet revisited"), jointly organised by the Natural History Museum in Paris and the non-governmental organisation Pro-Natura International in partnership with the Institut de Recherche pour le Développement. The aim of these expeditions is to fill gaps in knowledge of species worldwide. For this third major expedition, some 200 researchers representing 21 different countries, but also students and volunteers, set out for Papua New Guinea, considered as one of the world's most significant biodiversity hotspots. Neglected species were treated as priority survey targets: marine and land invertebrates, plants, fungi and algae. The teams also measured the human impact on ecosystems and changes expected due to climate change.

Eurovia adheres to the French government's national strategy to promote biodiversity. To this end, the business line has entered into a partnership with the French Natural History Museum, which will lend its scientific expertise and assist Eurovia in its ongoing efforts to improve its biodiversity management as part of its activities. LISEA, the concession company for the future Tours–Bordeaux high-speed rail line, has set up its Biodiversity Foundation, with a budget of €5 million over the next five years, involving the participation of representatives from France's Biodiversity Research Foundation and Natural History Museum.

Companies have a duty to contribute to cultural production, without neglecting the historical and regional context in which it is pursued. Across the Group, many companies are partners or sponsors of non-profit organisations protecting built assets, cultural institutions and events. At local level, VINCI companies volunteer their assistance and technical expertise in connection with a large number of projects aimed at restoring cultural heritage treasures. These companies are locally recognised for their voluntary actions and take part in heritage conservation efforts in line with long-standing traditions and predilections. VINCI is continuing its major cultural sponsorship actions by supporting local cultural initiatives across France, notably in the cities of Lyon, Nantes and Nancy, with the aim of continuing to preserve and raise the profile of artistic creation in the urban environment. Current sponsorship actions include the lighting of the Palais du Pharo in Marseille, which has dominated the entrance to this city's harbour since the reign of Napoleon III, and the restoration of the Grand Salon at the Maison des Etudiants de l'Asie du Sud-Est, an architectural jewel at the Cité Internationale Universitaire in Paris. These are just a few examples of actions underscoring the Group's commitment to cultural life in communities and preserving the heritage treasures of the past.

At Group level, as a leading sponsor of archaeological heritage studies, VINCI is an active member of the group of industry players involved in land-use planning brought together by the Institut National de Recherches Archéologiques Préventive (INRAP, France's rescue archaeology institute) and takes part in discussions to focus greater attention on and recognise the achievements of archaeological discoveries in the course of work on projects. In 2011, VINCI Airports renewed the partnership initiated in 2004, in the form of a five-year agreement to continue its financing of a major archaeological dig at the site of Siem Reap airport in Cambodia, in close proximity to the famed Angkor Temple complex. These digs are conducted by INRAP, in partnership with Apsara, the Cambodian government agency for the protection and management of Angkor and the Siem Ream region. In this region, archaeologists have tended to focus on the temples frequented by the elite in the heyday of the Khmer Empire, but this project aims to shed light instead on the way of life of the artisans having built the temples. In 2012, archaeological excavations near the airport's runways yielded interesting discoveries about the region's inhabitants during the period. They also provided an ideal opportunity to train Cambodian archaeologists, assisted by 85 VINCI employees at the site. VINCI Airports is also a long-standing partner and shareholder of Artisans d'Angkor, an organisation created to perpetuate and encourage the development of Khmer traditional crafts, while offering career possibilities to the underprivileged populations of the Siem Reap region. Each artisan receives a contractual salary and a full benefits package. Artisans d'Angkor has lifted some 5,000 families out of poverty and promotes economic vitality in the local area.

3.2.5 Partnerships and sponsorship actions to expand access to essential services and support social entrepreneurs

Around the world, wherever they operate, Group companies support solidarity and development initiatives. These actions are targeted, tailored to address local challenges and thus vary depending on the region and its socioeconomic circumstances.

Initiatives pursued by subsidiaries also relate to the nature of the work carried out in each region, which may or may not involve their presence over the long term and may relate to large-scale projects completed in short time frames or recurring work, etc. As initiatives differ widely, this information is not consolidated at Group level. The examples below illustrate just a few of the actions conducted locally by subsidiaries.

In Africa, Initiatives Sogea-Satom pour l'Afrique (Issa) supports projects in two main fields – assistance provided to social entrepreneurs and access to essential services – involving both financial aid and the sharing of skills by employee volunteers. In the area of assistance provided to social entrepreneurs, Issa supported 14 projects in 2012: agricultural development, support and promotion of local crafts and know-how, and equipment to improve production and productivity. Some 12 projects were supported in the area of access to essential services: access to water and electricity, access to education (refurbishment or construction of classroom facilities) and access to healthcare (dispensaries, maternity centres). In all, Issa committed €440,000 to projects in 2012 in several countries, chief among them Benin, Burundi, Morocco, Chad, Cameroon and South Africa.

Personnel at all Sogea-Satom projects are involved in the fight against HIV/AIDS, with information meetings and awareness campaigns targeting employees and local residents where applicable. These meetings are held on a regular basis at worksites, organised by project supervisors in collaboration with local associations.

In Chile, the Eurovia subsidiary Bitumix has been active for 25 years in social programmes, its actions prompted by the issues and needs it identifies among its employees, which are then expanded to serve the surrounding communities. For example, Bitumix has offered its employees and their families free medical care for 25 years, with a permanent facility receiving patients for medical and dental treatment several times a week. In 2012, 300 medical and psychiatric visits were accommodated and 700 treatments were delivered in the dental clinic set up by the company. The company also offers free check-up visits for employees' newborn infants, from birth to 12 months of age. As another example of its wide-ranging commitment, in the event of natural disaster, Bitumix comes to the aid of communities. In the aftermath of a recent earthquake, the company provided machinery and labour for a period of four months to demolish damaged buildings and clear debris in the most affected areas.

3.3 Suppliers and subcontractors

See also page 21 of this annual report
Manifesto commitment number 1: "Design and build together"

3.3.1 General policy

In 2012, purchases represented about 60% of the Group's revenue, remaining stable compared with the previous year, and comprised of €9.43 billion for materials and €14.85 billion for external services, including subcontracting and the cost of temporary staff. During the year, VINCI reaffirmed its commitment to building balanced and sustainable relationships with its suppliers and subcontractors. The Group moved forward with efforts to measure and take into account workforce-related, social and environmental factors in the overall value chain.
These efforts are overseen by the Purchasing Coordination unit at Group level, a relatively small structure that was reinforced in 2012 with the arrival of new experts specialising in specific purchasing categories. This unit works with the purchasing departments of business lines and subsidiaries, and reports to a member of VINCI's Executive Committee. This approach is implemented at local level by purchasing networks, in particular through decentralised purchasing clubs in France and the various countries where VINCI operates.

In September 2012, a national convention bringing together the members of all Group purchasing networks was held in Chantilly in the Greater Paris area to clarify VINCI's purchasing strategy in relation to three areas: an optimised supplier selection process, strategic partnerships and sustainable development. This triennial event provided an opportunity to enhance internal communication, share best practices and promote a proactive approach for the integration of workforce-related, environmental and social criteria.
A supplier charter explicitly describing overall performance commitments has been developed in order to communicate VINCI's expectations to its partners and reaffirm the need for compliance with the 10 principles of the UN's Global Compact. This document is currently being distributed to all Group suppliers. Complementing its own internal procedures, VINCI has signed the Charte des Relations Inter-Entreprises, developed by a special task force made up of French government representatives and members of the Compagnie des Dirigeants et Acheteurs de France (CDAF, the French industrial buyers association), as a further demonstration of its commitment to good conduct in client-supplier relations. Some 305 French companies have signed this charter since it was launched by the CDAF in February 2010 with the aim of promoting fair practices and improving relations between major clients and SMEs. Within the Group, VINCI Construction's Purchasing Department has obtained ISO 9001 certification.

In addition to the framework agreements signed by business lines and subsidiaries with their suppliers, over 800 national, European and global cross-business framework agreements were signed in 2012 to meet the multiple procurement requirements of Group companies.

In 2012, the Sustainable Development and Purchasing Committee opened up several discussion groups. This forum helps foster long-term, balanced relationships with the Group's suppliers and subcontractors and ensures that workforce-related, social and environmental issues are factored into the value chain. Its approach is to simplify and adjust internal communication to make it more operationally appropriate, to define and implement tools and methods, and to share and disseminate best practices.

A new training programme to raise buyers' awareness of key sustainable development issues is currently under development, designed to assist these staff members in their day-to-day activities by providing the tools and responses necessary to promote more responsible practices.

3.3.2 Managing relations with suppliers

In 2012, the Group's purchasing policy led to an increasing emphasis on sustainable development criteria both when selecting products and suppliers and when drafting framework agreements and specifications for the Group and its business lines. These criteria take into account the environmental impact of products and services, the workforce-related arrangements for producing or providing them, and the social commitments made by suppliers. A review of feedback received clearly indicates that these efforts add value.

<u>Environmental performance</u>. In its purchasing agreements, VINCI increasingly favours products that are more environment friendly. In 2012, several tenders included questionnaires aimed specifically at differentiating suppliers in relation to these concerns.

For example, in the vehicle category (manufacturers and long-term rental companies), emphasis was placed on emission levels, the percentage of recycled materials and end-of-life procedures. The Group has also adopted initiatives regarding zero-emission vehicles and infrastructure development. VINCI is committed to reducing the carbon footprint of its vehicle fleet. Group companies have tested electric vehicles under real-world conditions and VINCI Park is taking part in Renault-Nissan's Seine Aval Véhicules Electriques (SAVE) initiative to promote the use of electric vehicles. Over an 18-month period, this project will test the manufacturer's electric vehicles in urban and suburban environments, supported by a pilot network of 300 charging stations.

VINCI Autoroutes has implemented environmental clauses for all of its referenced suppliers as well as a shared assessment template used by ASF, Cofiroute and Escota. First used at VINCI Construction for purchases of fitting and finishing services, all Group suppliers are now assessed on the basis of ISO environmental criteria. This approach has been extended to all purchasing categories with a view to continuous improvement and enhanced coordination.

<u>Workforce-related performance</u>. This strategy also involves paying greater attention to workforce-related and social issues when selecting suppliers. Safety concerns are a priority across the entire Group. In 2012, meetings were arranged with all temporary employment agencies to monitor their progress in implementing recommended measures and to reinforce dialogue with the suppliers involved. This referencing

procedure resulted in significant improvements in the area of safety measures observed by temporary workers. In assessing the workforce-related performance of purchasing, this is the primary differentiating factor.

With regard to personal protective equipment, emphasis was placed on working conditions throughout the supply chain. VINCI Construction has introduced fines for failing to comply with safety clauses. In addition, a safety culture charter has been developed jointly by all stakeholders, including suppliers as well as joint contractors and subcontractors. Furthermore, a national strategy has been put in place for the monitoring of purchases of finished goods, involving the validation of selected suppliers by regional committees and the negotiation of Group-wide framework contracts allowing for greater involvement of VINCI's commercial partners.

Social responsibility performance. Across the Group and through its various projects, VINCI develops partnership-based approaches with its suppliers and favours relationships at local level with small and medium-sized enterprises (SMEs). The Group increasingly prefers suppliers with strong roots in their regions in its selection and bidding processes. Its policy also involves expanding purchases from companies and non-profit organisations that work towards social integration for the long-term unemployed and people with disabilities. A number of new initiatives focusing on the development of partnerships with sheltered workshops were launched in 2012 by the Group's business lines, a banner year for this category of actions.

In France, VINCI has signed a national framework agreement with Association des Paralysés de France for the collection and recycling of waste electrical and electronic equipment and with Ateliers Sans Frontières for the collection and refurbishment of discarded computer equipment for resale at preferential prices to other non-profit organisations. In 2012, nearly 54.5 tonnes of equipment were recycled. Revenue generated with sheltered workshops remained stable for the collection of WEEE.

In connection with the project for the construction of the new Tours–Bordeaux high-speed rail line, a special unit has been set up to manage the €450 million in strategic purchases affecting multiple Group entities for the four business lines involved in the project. The aim of the preparatory phase was to put in place a procurement logistics system that would be viable over the long term, assist suppliers with workforce-related and social requirements, contribute to the social integration aspect of the project and ensure the participation of local economic actors. Volumes have been allocated in accordance with supplier capacities.

The Group's civic engagement also takes the form of combating social exclusion and building bridges with people who suffer employment difficulties. To further these actions, a national consultation process was launched in summer 2012 to list temporary employment agencies in France that operate in the field of social integration through work. With social integration clauses being increasingly included in contracts, VINCI wants to anticipate its clients' requirements and is therefore taking a proactive approach and supporting organisations that it works with to help them expand.

3.3.3 Managing relations with subcontractors

Subcontractors are generally selected from among small and medium-sized enterprises located near Group projects or worksites, thereby contributing to local economic development. These partners are increasingly involved in project planning and preparation. Workforce-related and environmental clauses are gradually being added to their contracts. The general policy is to strengthen relationships over the long term. Subcontractors and joint contractors have long demonstrated their commitment to the Group's safety policy.

A best practices charter is nearing finalisation with a view to dissemination to all subcontractors and joint contractors in the first half of 2013. The charter addresses the following topics: compliance with regulations in force, ethical behaviour, improvement of health and safety criteria; balanced business relations; fairness and objectivity in relations with partners; use of local enterprises; governance and social responsibility.

VINCI Construction France has introduced specific clauses relating to environmental protection, waste management and the impact of its projects. Visual aids have been developed to raise awareness among all personnel concerned. These posters are available in French, Portuguese and Arabic, the three most common working languages at the entity's worksites in France. As a further example, VINCI Construction Grands Projets trains all of its subcontractors in waste management, related risks and their potential impact. Through the Alive on Site programme, some 2,800 people have been trained in safety procedures. Emergency drills and the verification of qualifications are critical to the success of projects. Thanks to the use of the Insight system, the company's accident frequency rate has been reduced by a factor of three since 2010. It monitors some 20 indicators to further improve practices at its worksites, including greater awareness of the environmental regulations affecting VINCI. Four-fifths of the revenue of VINCI Construction Grands Projets is derived from work with subcontractors.

3.3.4 Outlook

In 2012, VINCI's Purchasing Coordination unit adopted sustainable development as a strategic priority. Over the next three years, the unit aims to ensure the comprehensive integration of workforce-related, social and environmental criteria by all Group companies, coupled with the development of a coordination and monitoring tool incorporating key indicators to assess progress in this area. The Group is currently examining the possibility of setting up an audit procedure for strategic purchases.

3.4 Fair business practices

See also page 22 of this annual report
Manifesto commitment number 2: "Comply with ethical principles together"

3.4.1 Prevention of corruption

VINCI's Code of Ethics and Conduct contains all the rules of conduct that apply to all Group companies and employees. In 2012, the Group continued its efforts to disseminate and explain the code to managers, who then made similar efforts within their own organisations. The Group actively monitors this procedure, and an intranet tool enables Executive Management and the Internal Audit team to check that it is being deployed. Reports are submitted to the Executive Committee on a regular basis, allowing remedial action to be taken quickly if required. Regular training sessions are organised to promote understanding of Group principles and values. At 31 December 2012, of the 6,499 people identified as particularly exposed, 95% had acknowledged receiving the code. The aim is to reach 100%.

The appointment of an Ethics Officer as part of VINCI's whistle-blowing arrangements was widely communicated within the Group. Any employee can contact the Ethics Officer in accordance with rules set out in the code, which include a guarantee of confidentiality, the commitment to respect the integrity and status of all employees, and the avoidance of discrimination. Several matters were referred to the Ethics Officer during the year. In each case, the issues were investigated thoroughly, in compliance with the aforementioned principles. In 2012, the Ethics Officer dealt with all queries received, resulting in various types of measure.

3.4.2 User health and safety

Road risks affect all VINCI employees who drive any of the Group's 30,000 company vehicles or 10,000 site machines, as well as the 600 million users of 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.

In October 2012, VINCI Autoroutes staged a Truck Village event on the A7 motorway for HGV drivers. The event was an opportunity to discuss road safety with professional drivers and describe a new range of services to them: medical screening, information on risks related to drowsiness and addictions, small covered athletic fields, and free charging stations for IT devices.

As an example of its reinforced efforts in this area, in 2011, VINCI Autoroutes set up a corporate foundation to promote responsible driving and raise awareness of the dangers of poor road safety, the VINCI Autoroutes Foundation for Responsible Driving (see 3.2.3). In partnership with the non-profit organisation "40 millions d'Automobilistes", the foundation distributed 100,000 breathalysers at 12 service areas on French motorways in May 2012 over Ascension weekend. The purpose of this accident prevention campaign was to encourage drivers to test themselves in order to know their alcohol consumption limits and thus help keep roads and motorways safe.

3.5 Human rights

VINCI has been a signatory to the UN Global Compact since 2003. It is thus committed to supporting and promoting respect for human rights within its sphere of influence, and to ensuring that Group companies are not complicit in human rights abuses. In practical terms, the Group acts on this commitment by including clauses relating to human rights in its framework agreements with suppliers and subcontractors. The external audit of QDVC (VINCI Construction Grands Projets) performed in 2011 by an independent consultancy (Vigeo Group), identified areas for improvement in relation to protecting and promoting human rights internationally and provided an opportunity to test Advance, the Group's sustainable development self-assessment questionnaire.

As a result of these actions, the Group's procedures for the identification of human rights risks were refined in 2012. With respect to employees and subcontractors working on VINCI sites as well as the Group's suppliers, the key human rights issues are preserving the wellbeing of Group employees and all those who work on VINCI sites, protecting the fundamental rights of migrant workers, the right to a decent salary, avoidance of discrimination, freedom of association and the right to collective bargaining, and the prohibition of child labour and forced labour.

The fundamental rights of populations likely to be affected by the Group's activities include in particular risks associated with the use of security services, property rights in the event of expropriation and the rights of indigenous peoples.

The operational application of VINCI's human rights policy is carried out by its subsidiaries, using Advance, the Group's self-assessment tool, to identify their risks precisely, based on their activities and the countries where they operate. The Group's Delegation for Sustainable Development and its Purchasing Coordination unit lend their expertise as necessary. The latter disseminates framework agreements and has drafted a charter setting out the global performance commitments of VINCI suppliers, explicitly stating the Group's policies with regard to human rights and working conditions.

No disputes, claims or controversies of any kind arose in relation to human rights in 2012.

4. 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).

4.1 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, which entities can use to set up their environmental reporting procedures. This guide is available in two languages (French and English);
- an IT system users' manual in two languages (French and English);
- an audit guide helping entities to make preparations and respond to audit results (available in French and English).

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 social indicators, applicable to all entities since 2011;
- 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 has applied to all entities since 2010.

4.2 Scope

The reporting scope is intended to be representative of all VINCI's business activities:
- social reporting has covered all Group entities by worldwide revenue since 2002;
- in 2012, environmental reporting covered 95% of Group entities by worldwide revenue.

Since 2011, the consolidation rules used for these scopes are the same as the financial consolidation rules, except for the following entities, which are still consolidated proportionally:
- VINCI Construction Grands Projets: all projects;
- CFE: all CFE group companies, including the stake in DEME (Belgium);
- Soletanche Freyssinet: Tierra Armada SA, Grupo Rodio Kronsa and Freyssinet SA (Spain).

These consolidation rules apply to all reporting indicators, except the "number of environmental incidents" indicator, in which all incidents count for 1.

Changes in scope
- Social reporting scope: changes in scope in year Y are taken into account in the same year.
- Environmental reporting scope: changes in scope in year Y are taken into account in year Y+1.

4.3 Indicator selection

Indicators are selected on the basis of the social and environmental impact of the Group's activities and the risks associated with 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.

4.4 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 comparability;
- 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 and Eurovia Belgium's water consumption and Eurovia France's energy consumption are calculated on the basis of financial amounts and associated average prices for the 2012 environmental reporting reference period. Continued efforts are being made to report consumption levels directly.

Due to the restructuring at the end of September 2012 that impacted some entities recently integrated into VINCI Energies France, these entities did not report actual environmental data for the third quarter of 2012 but provided estimates based on the previous nine months.

For VINCI plc, figures for total waste generation and the percentage of waste recycled are based on estimated fill ratios of waste skips, taking into account the type and density of the waste.

Since 2011, VINCI Park in France has altered its method of calculating purchased water consumption. For car parks outside Paris that do not have automatic sprinkler-type fire extinguishing systems, water consumption is calculated from the total purchase cost of water divided by its average price in France. For other car parks, water consumption corresponds to the volume of water purchased.

Total energy consumption is expressed in MWh Higher Calorific Value (HCV). The conversion factors used are 0.0104 MWh/litre, 12.027 MWh/tonne and 4.839 MWh/tonne for motor fuel, heavy fuel oil and coal (lignite), respectively.

For VINCI Construction France, consumption of water, electricity and heating oil on worksites ("mobile sites") is estimated using a statistical method. Coefficients reflecting the relationship between environmental indicators and revenues are calculated on the basis of a representative sample of worksites. These coefficients were then used to extrapolate results to all worksites, by applying them to consolidated revenue for the period from 1 October 2011 to 30 September 2012.

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 2011 Annual Report were adjusted in 2012.

Occupational illnesses are defined as illnesses contracted following prolonged exposure to a professional risk (noise, hazardous products, posture, etc.) and recognised as such by the regulations in force.

4.5 Consolidation and internal control

Social data is collected from each operational entity using a specific package of the "Vision II" data reporting system, including automatic controls. Data is checked and validated by the Group entities themselves. This data is then consolidated in two steps:
- Step 1: business lines

Each business line consolidates all data within its scope. When consolidation takes place, data consistency checks are carried out. Having been consolidated and checked at the business-line level, data is then provided to the Group Human Resources Department.
- Step 2: Group Human Resources Department

The Group HR Department consolidates data across the whole scope and checks its consistency.

Environmental data is collected, checked, consolidated and validated by the environment managers in each business line and division using their own IT tools. The data is then consolidated centrally using "Vision II". When consolidation takes place, data consistency checks are carried out 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.

4.6 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. In 2012, the audit was conducted by both Statutory Auditors. The social and environmental indicators that they audited are identified in the tables by the ☑ symbol (see pages 139 to 157). The nature of the auditing work carried out and the findings are presented on pages 177 to 178.

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 metropolitan 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' General 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' General 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' General Meeting are determined by the Shareholders' General 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' General 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' General Meetings (Article 17 and excerpt from Article 8 of the Articles of Association)

Article 17 of the Articles of Association is described in the Report of the Chairman of the Board of Directors, part A5 "Formalities for participation of shareholders in the Shareholders' General Meeting", page 187.

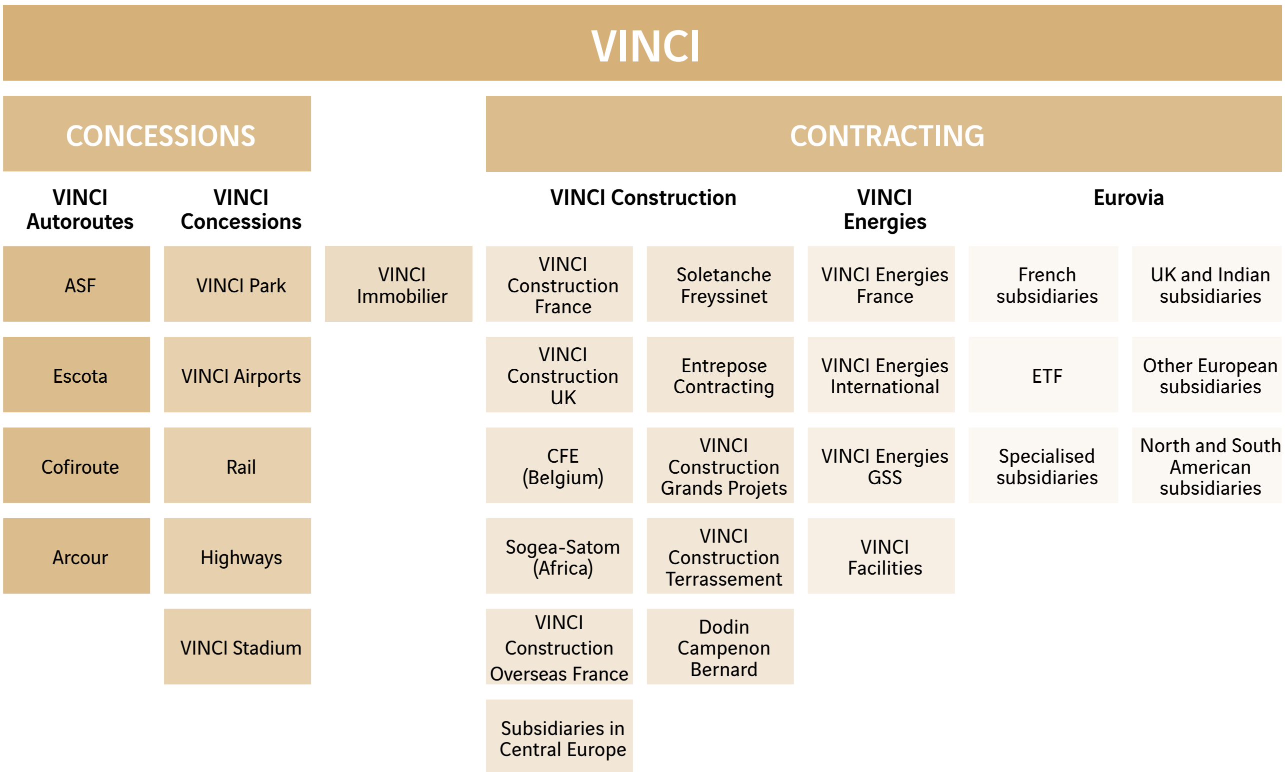
Excerpt from Article 8 of the Articles of Association:
In addition to the voting right attached to it under the law, each share gives the right to a proportion (based on the number and nominal value of outstanding shares) of the Company's assets, earnings and liquidating dividends.

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' General 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' General 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' General 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' General 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 (*)



(*) Simplified organisation chart of the Group at 31 December 2012.
VINCI's direct shareholdings in subsidiaries and affiliates are described on page 290. The list of the main consolidated companies (pages 268–274) gives an indication of the 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 affiliates (there were 2,350 consolidated affiliates at 31 December 2012), which are organised into five business lines within two core businesses, Concessions (VINCI Autoroutes and VINCI Concessions) and Contracting (VINCI Energies, 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, purchases 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. In 2012, fees for assistance received by VINCI from its subsidiaries amounted to €103 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 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.

VINCI Finance International, a wholly owned subsidiary of VINCI, centralises all the cash flows of foreign subsidiaries working in the Group's main markets in Europe and North America.
VINCI and VINCI Finance International may make medium-term loans to some subsidiaries to finance investments and working capital and receive funds from other subsidiaries for fixed-term deposits. At 31 December 2012, these transactions represented outstandings for VINCI of €2,160 million for medium-term loans and €788 million for fixed-term deposits, and outstandings for VINCI Finance International of €3,851 million for medium-term loans and €212 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 statutory to general legal provisions. The Articles of Association do not provide for additional conditions (except as regards statutory thresholds, see paragraph 1 "Corporate name and Articles of Association").
On 31 December 2012, VINCI's share capital amounted to €1,443,368,380, represented by 577,347,352 shares, each with a nominal value of €2.50, 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 31/12/2007				**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	792,067,549	21,000,000	552,620,447	1,381,551,118
Position at 31/12/2010				**552,620,447**	**1,381,551,118**
Group Savings Scheme	25,210,833	317,288,509	10,084,333	562,704,780	1,406,761,950
Share subscription options exercised	6,429,730	44,549,294	2,571,892	565,276,672	1,413,191,680
Position at 31/12/2011				**565,276,672**	**1,413,191,680**
Group Savings Scheme	22,643,660	252,503,166	9,057,464	574,334,136	1,435,835,340
Share subscription options exercised	7,533,040	52,984,072	3,013,216	577,347,352	1,443,368,380
Position at 31/12/2012				**577,347,352**	**1,443,368,380**

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, "Company officers and executives", paragraph 4.2, on page 134 of the Report of the Board of Directors for details of these options). Share subscription options would become exercisable in the event of a public offer.

3.3 Changes in the breakdown of share capital and voting rights during the last three years

Breakdown of share capital (*)

	December 2012			December 2011			December 2010		
	Number of shares	% capital	% voting rights	Number of shares	% capital	% voting rights	Number of shares	% capital	% voting rights
Treasury shares (**)	41,102,058	7.1%		25,021,501	4.4%		11,360,406	2.1%	
Employees (company mutual funds)	57,382,650	9.9%	10.7%	55,590,796	9.8%	10.3%	49,904,956	9.0%	9.2%
Total not publicly held	**98,484,708**	**17.1%**	**10.7%**	**80,612,297**	**14.3%**	**10.3%**	**61,265,362**	**11.1%**	**9.2%**
Company officers	2,536,738	0.4%	0.5%	2,447,566	0.4%	0.5%	2,507,943	0.5%	0.5%
Other individual shareholders	60,613,393	10.5%	11.3%	65,442,081	11.6%	12.1%	63,845,270	11.6%	11.8%
Total individual shareholders	**63,150,131**	**10.9%**	**11.8%**	**67,889,647**	**12.0%**	**12.6%**	**66,353,213**	**12.0%**	**12.3%**
Qatari Diar	31,500,000	5.5%	5.9%	31,500,000	5.6%	5.8%	31,500,000	5.7%	5.8%
Financière Pinault	8,156,877	1.4%	1.5%	15,712,512	2.8%	2.9%	20,987,172	3.8%	3.9%
Other institutional investors	376,055,636	65.1%	70.1%	369,562,216	65.4%	68.4%	372,514,700	67.4%	68.8%
Total institutional investors	**415,712,513**	**72.0%**	**77.5%**	**416,774,728**	**73.7%**	**77.1%**	**425,001,872**	**76.9%**	**78.5%**
Total	**577,347,352**	**100.0%**	**100.0%**	**565,276,672**	**100.0%**	**100.0%**	**552,620,447**	**100.0%**	**100.0%**

(*) Estimate at end-December on the basis of registered named shareholders, a schedule of identifiable bearer shares and a shareholding survey conducted with institutional investors.

(**) Treasury shares held by VINCI SA.

Employee shareholders

Details of the Group Savings Scheme are given in the "Social and environmental information" section of the Report of the Board of Directors on page 143 and in Notes E.18 and E.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.

Crossing of shareholding thresholds

According to the declarations received by the Company in 2012 notifying that the legal threshold of 5% or the 1% threshold provided for in the Articles of Association of share capital or voting rights had been crossed, the shareholders identified at 31 December 2012 as owning more than 1% of the share capital or voting rights, other than those shown in the table on the previous page, are as follows:
- Alecta: one declaration in 2012, which mentions a shareholding in VINCI of 1.0% on 11 January 2012;
- Société Générale: four declarations in 2012; the latest mentions a shareholding in VINCI of 4.5% on 14 May 2012;
- Crédit Suisse: six declarations in 2012; the latest mentions a shareholding in VINCI of 1.3% on 15 May 2012;
- Natixis: two declarations in 2012; the latest mentions a shareholding in VINCI of 1.9% on 29 May 2012;
- Amundi: five declarations in 2012; the latest mentions a shareholding in VINCI of 3.1% on 19 July 2012;
- UBS: two declarations in 2012; the latest mentions a shareholding in VINCI of 1.4% on 19 November 2012.

In a letter dated 6 February 2012, Financière Pinault, in presumed concert with its subsidiaries Artémis 12 and TEM, declared that on 31 January 2012 its shareholding fell below the threshold of 2% of the Company's share capital or voting rights, to 1.4% of the share capital.
To the best of the Company's knowledge, there are no other shareholders owning 1% or more of the share capital of VINCI who declared in 2012 having crossed either the legal threshold or the threshold provided for in the Articles of Association.

Shareholder agreements

In April 2010, following the transaction under which Cegelec was transferred to VINCI, the Qatari Diar Real Estate Investment Company (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 person nominated by Qatari Diar and the first director was appointed by the Shareholders' General Meeting of 6 May 2010. Since 29 November 2012, Mr Abdul Hamid Janahi has been the permanent representative of Qatari Diar, replacing Mr Yousuf Ahmad Al Hammadi. Under the agreement, Qatari Diar shall maintain a shareholding in VINCI of between 5% and 8% for a period of three years starting on 14 April 2010, barring certain non-significant exceptions (see the 14 April 2010 press release issued regarding this transaction). 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 presumed concerted action of Financière Pinault with Artémis 12 and TEM, which it controls, there are no shareholder agreements or groups of shareholders acting as partners.

Registered shareholders

At 31 December 2012, the Company had 4,264 shareholders whose registration is managed by the Company and 1,513 shareholders whose registration is managed by a financial institution. At that date, 304,851 shares whose registration is managed by the Company and 188,144 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 parent company financial statements on page 283.

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.

The parties also undertake, in the event of the sale of shares giving a third party a blocking minority in ASF, to require that third party to sign the shareholders' agreement beforehand.

The shareholders' agreement was to remain in force as long as any money remained due to the banks under ASF Holding's syndicated loan. Given that the syndicated loan was repaid in advance on 29 June 2012, the shareholders' agreement ended on that date.

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.

(*) Before tax and financing costs.

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 2012 as a whole, 69% by volume of the trades were on Euronext Paris and 31% on MTFs.

The VINCI share is included in particular in the CAC 40, Euronext 100, Euro Stoxx 50, Euro Stoxx Construction & Materials, Euro Dow and Aspi Eurozone indexes.

Changes in the stock price and in trading volumes over the last 18 months were as follows (source: Euronext Paris and Bloomberg):

		Average price(1) *(in euros)*	Highest(2) *(in euros)*	Lowest(2) *(in euros)*	Transactions(3) *(in millions of shares)*	Value of transactions (4) *(in € millions)*
2011	July	41.4	44.8	38.8	65.8	2,727.6
	August	35.3	41.4	32.1	108.5	3,823.5
	September	32.9	36.5	29.5	96.4	3,171.4
	October	34.5	38.2	30.0	69.1	2,386.0
	November	32.1	36.0	28.5	96.7	3,103.3
	December	32.6	34.3	31.1	74.3	2,422.3
2012	January	35.5	37.1	33.6	69.0	2,451.6
	February	38.0	39.6	35.7	60.5	2,297.2
	March	39.4	40.9	37.7	57.2	2,255.0
	April	35.4	39.2	32.2	77.3	2,738.4
	May	33.7	35.7	31.5	84.4	2,846.4
	June	33.7	36.9	31.2	75.6	2,546.1
	July	35.2	38.0	32.1	74.7	2,632.3
	August	34.7	36.0	32.1	48.8	1,693.3
	September	35.2	37.0	33.2	60.2	2,119.8
	October	34.1	35.8	33.1	52.8	1,803.0
	November	33.3	34.9	31.8	54.3	1,805.9
	December	35.4	36.7	33.9	41.6	1,471.6

(1) Average of closing prices (Euronext Paris).
(2) Price during trading sessions (Euronext Paris).
(3) Volume of transactions (Euronext + MTF).
(4) (Volume of transactions Euronext + MTF) x average price.

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 "Changes in the breakdown of share capital and voting rights during the last three years"
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 "Crossing 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 for 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, paragraphs 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 Report of the Board of Directors and F. General information, paragraph 3.2 "Potential capital"
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 22.2.5 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 received by the Chairman and Chief Executive Officer", Report of the Chairman of the Board 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 30-31), "Parent company financial statements" (pages 276-291) and the consolidated financial statements (pages 195–274) 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 179–192);
- the table of financial results over the last five years (page 291);
- the table below of authorisations granted to increase the share capital (pages 175–176).

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' General Meeting	Date of expiry	Maximum amount of issue (nominal value)
Share buy-backs [1]	12/04/12 (Fifth resolution)	11/10/13	€2,000 million 10% of the share capital
Capital reductions by cancellation of treasury shares	12/04/12 (Eighth resolution)	11/10/13	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	[2]
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) [3] €5,000 million (debt securities) [4]
Issues of Océane 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) [3][5] €3,000 million (debt securities) [4][6]
Issue of debt securities other than Océane 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) [3][5] €3,000 million (debt securities) [4][6]
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 [3][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	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 plans	12/04/12 (Ninth resolution)	11/06/14	2% of the share capital [7]
Capital increases reserved for a specific category of beneficiaries in order to offer employees outside France benefits comparable to those offered to employees who subscribe directly or indirectly through a company mutual fund in a savings plan	12/04/12 (Tenth resolution)	11/10/13	2% of the share capital [7]
Authorisation to allocate existing performance shares	12/04/12 (Eleventh resolution)	11/06/15	1% of the share capital [8] Other conditions [9]
Issue of share subscription options	02/05/11 (Twenty-eighth resolution)	01/07/14	0.9% of the share capital [10] Other conditions [11]

1) Except during a public offer period.

(2) Total amount of reserves, profits or share premiums arising on issue that may be capitalised.

(3) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Twenty-first, Twenty-second, Twenty-third and Twenty-fourth resolutions adopted by the Shareholders' General Meeting of 2 May 2011 may not exceed €300 million.

(4) 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' General Meeting of 2 May 2011 may not exceed €5,000 million.

(5) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Twenty-second and Twenty-third resolutions adopted by the Shareholders' General Meeting of 2 May 2011 may not exceed €150 million.

(6) 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' General Meeting of 2 May 2011 may not exceed €3,000 million.

(7) The total number of shares that may be issued under the Ninth and Tenth resolutions of the Shareholders' General Meeting of 12 April 2012 may not exceed 2% of the shares representing the share capital when the Board of Directors takes its decision.

(8) The total number of performance shares that may be granted under the Eleventh resolution of the Shareholders' General Meeting of 12 April 2012 may not exceed 1% of the shares representing the share capital when the Board of Directors takes its decision.

(9) Shares are only definitively allocated after a minimum vesting period of two years following their allocation to beneficiaries provided the beneficiaries are still Group employees or company officers at the date of definitive allocation. The number of shares definitively allocated is subject to the condition that, during the two-year vesting period, the VINCI Group's average return on capital employed (ROCE), after restating for non-controlling interests, is greater than 6% and the number of performance shares finally allocated will depend on this rate: 100% of the performance shares will be allocated if it is greater than 7% and the proportion will be set by linear interpolation if this rate is between 6% and 7%.

(10) The total number of options that may be granted under the Twenty-eighth resolution of the Shareholders' General 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.

(11) 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%.

The authorisations proposed to the Shareholders' General Meeting of 16 April 2013 are as follows:

	Date of Shareholders' General Meeting	Date of expiry	Maximum amount of issue (nominal value)
Share buy-backs(1)	16/04/13 (Twelfth resolution)	15/10/2014	€2,000 million 10% of the share capital
Capital reductions by cancellation of treasury shares	16/04/13 (Sixteenth resolution)	15/10/2014	10% of the share capital over a period of 24 months
Capital increases through capitalisation of reserves, profits and share premiums	16/04/13 (Seventeenth resolution)	15/06/2015	(2)
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	16/04/13 (Eighteenth resolution)	15/06/2015	€300 million (shares) (3) €5,000 million (debt securities) (4)
Issues of Océane bonds, while cancelling shareholders' preferential subscription rights, by the Company and/or its subsidiaries	16/04/13 (Nineteenth resolution)	15/06/2015	€150 million (shares) (3)(5)(7) €3,000 million (debt securities) (4)(6)
Issue of debt securities other than Océane bonds giving access to the share capital, while cancelling the shareholders' preferential subscription rights	16/04/13 (Twentieth resolution)	15/06/2015	€150 million (shares) (3)(5)(7) €3,000 million (debt securities) (4)(6)
Increase of the amount of an issue if it is over-subscribed	16/04/13 (Twenty-first resolution)	15/06/2015	15% of the initial issue
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	16/04/13 (Twenty-second resolution)	15/06/2015	10% of the share capital(7)
Capital increases reserved for a specific category of beneficiaries in order to offer employees outside France benefits comparable to those offered to employees who subscribe directly or indirectly through a company mutual fund in a savings plan	16/04/13 (Twenty-third resolution)	15/10/2014	2% of the share capital(8)

(1) Except during a public offer period.

(2) Total amount of reserves, profits or share premiums arising on issue that may be capitalised.

(3) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Eighteenth, Nineteenth, Twentieth and Twenty-first resolutions adopted by the Shareholders' General Meeting of 16 April 2013 may not exceed €300 million.

(4) The cumulative nominal amount of issues of debt securities that may be undertaken by virtue of the Eighteenth, Nineteenth and Twentieth resolutions adopted by the Shareholders' General Meeting of 16 April 2013 may not exceed €5,000 million.

(5) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Nineteenth and Twentieth resolutions adopted by the Shareholders' General Meeting of 16 April 2013 may not exceed €150 million.

(6) The cumulative nominal amount of issues of debt securities that may be undertaken by virtue of the Nineteenth and Twentieth resolutions adopted by the Shareholders' General Meeting of 16 April 2013 may not exceed €3,000 million.

7) The cumulative nominal amount of share capital increases that may be undertaken by virtue of the Nineteenth, Twentieth and Twenty-second resolutions adopted by the Shareholders' General Meeting of 16 April 2013 may not exceed 15% of the shares representing the share capital when the Board of Directors takes its decision.

(8) The total number of shares that may be issued under the Twenty-third resolution adopted by the Shareholders' General Meeting of 16 April 2013 and the Ninth resolution adopted by the Shareholders' General Meeting of 12 April 2012 may not exceed 2% of the shares representing the share capital when the Board of Directors takes its decision.

Report of the Statutory Auditors expressing limited assurance on selected social, environmental and societal information

At your request and in our capacity as Statutory Auditors of VINCI SA, we hereby present to you our report on the consolidated social and environmental data identified by the symbol ☑ in the Report of the Board of Directors for the year ended 31 December 2012, prepared in accordance with the provisions of Article L.225-102-1 of the French Commercial Code.

Responsibility of the Board of Directors

The Board of Directors is responsible for establishing a report that includes the consolidated social and environmental data specified in Article R.225-105-1 of the French Commercial Code (the "Information"), prepared in accordance with the guidelines used by the company (the "Guidelines"), available at its head office and summarised in the Report of the Board of Directors, chapter E, "Social and environmental information".

Independence and quality control

Our independence is defined by regulations, the code of ethics for our profession, and the provisions of Article L.822-11 of the French Commercial Code. We have also set up a quality control system that includes policies and documented procedures to ensure compliance with rules of ethics, professional standards and applicable laws and regulations.

Responsibility of the Statutory Auditors

Our responsibility is to express, based on the procedures performed, an opinion of limited assurance that the quantitative data selected by the VINCI Group, described in the table below and identified by the symbol ☑ (the "Data"), is fairly presented, in all material respects, in accordance with the Guidelines.

Scope	Indicators
Group	Period-end workforce
	Workforce by age bracket
	Number of women
	Total recruitment (unlimited term + fixed term + work-study contracts)
	Total departures
	of which number of redundancies or dismissals
	Total hours of training
	of which environmental training
	Number of employees trained
	Lost-time work accident frequency rate for VINCI employees
	Work accident severity rate for VINCI employees
	Occupational illness severity rate
	Total days of absenteeism
	Actual hours worked
	of which overtime
	Number of disabled employees
	Average VINCI salary
	Average VINCI salary for women
	Number of collective agreements by category
	Electricity consumption
	Fossil fuel consumption (natural gas, heavy fuel oil, domestic heating oil, motor fuel)
	Scope 1 and 2 CO_2 emissions
Group, excluding VINCI Construction	Purchased water consumption
Group, excluding Eurovia and VINCI Autoroutes	Percentage of revenue from ISO 14001-certified activities
Eurovia	Percentage of ISO 14001-certified revenue (works agencies)
	ISO 14001-certified tonnage (quarries owned)
	ISO 14001-certified tonnage (coating plants owned)
	ISO 14001-certified tonnage (binder plants owned)
	Percentage of mix manufactured with recycled mix aggregate
VINCI Autoroutes	Kilometres of ISO 14001-certified motorways (in operation, under construction)
	Motorway user CO_2 emissions
	Hazardous waste produced
	Non-hazardous waste produced
	Purchased de-icing salt
	Number of noise black spots dealt with during the year
VINCI plc	Total quantity of waste generated by VINCI plc
	Percentage of waste recycled by VINCI plc

We were assisted in our work by our Corporate Social Responsibility experts.

Nature and scope of our procedures

We conducted our procedures in accordance with the International Standard on Assurance Engagements (ISAE) 3000 and with professional standards applicable in France. We carried out the procedures below in order to provide limited assurance that the selected Data identified by the symbol ☑ contains no material misstatement that would indicate that it is not fairly presented, in all material respects, in accordance with the Guidelines. A higher level of assurance would have required more extensive work.

For the selected Data, we performed the following procedures:
- We assessed the Guidelines with respect to their relevance, completeness, neutrality, understandability, and reliability, taking into account best practices in the industry, if applicable.
- We verified that the Group has implemented a data collection, compilation, processing and quality control process to ensure the completeness and consistency of the Data. We reviewed the internal control and risk management procedures involved in the preparation of the Data.
- We conducted interviews with the individuals in charge of social and environmental reporting and performed tests of details, on a sample basis, on the application of the Guidelines in selected entities(*) (the "Entities").
- We carried out consistency tests with respect to the consolidation of the Data.

The Entities accounted for 21% of the Group's employees and between 12% and 72% of the Group's environmental indicators.

Conclusion

Based on our procedures, nothing has come to our attention that causes us to believe that the Data identified by the symbol ☑ has not been prepared, in all material respects, in accordance with the Guidelines.

Comments on the Data

We have the following comments to make on the environmental Data:
- Reporting processes and tools should be further strengthened for construction activities outside France.
- VINCI Construction France uses a statistical method to measure its consumption of water, electricity, fuel oil and heating oil. This method should be improved to increase the reliability of the results produced.

The Statutory Auditors
Paris-La Défense and Neuilly sur Seine, 7 February 2013

KPMG Audit
Department of KPMG SA

Philippe Arnaud
Partner
Responsible for the
Climate Change & Sustainability
Services

Patrick-Hubert Petit
Partner

Deloitte & Associés

Éric Dugelay
Partner
Sustainability and Climate Change
Services Leader

Alain Pons
Partner

(*) Social data: VINCI Concessions: VINCI Park Services Ltd, Meteor Parking Ltd; VINCI Energies: VINCI Facilities IDF Tertiaire, VINCI Facilities IDF Industrie; Eurovia: Eurovia Czech Republic, Eurovia United Kingdom; VINCI Construction: VINCI plc, Dodin Campenon Bernard, SMP CZ and Prumstav, Entrepose Contracting, Entrepose Projets, Horizontal Drilling International, Spiecapag, Freyssinet France, Advitam, FIS, Freyssinet International & Cie, SBF Rueil, VINCI Construction Grands Projets.

Environmental data: VINCI Autoroutes: ASF DRE Agen, ASF DRE Brive, ASF DRE Valence; VINCI Energies: VINCI Energies France Sud-Ouest Méditerranée Antilles Guyane, VINCI Energies France Normandie, VINCI Energies France PTE, VINCI Energies International Benelux; Eurovia: Eurovia Ile de France Haute Normandie, Eurovia Quebec, Eurovia Germany; VINCI Construction: VINCI Construction France Direction Déléguée Est, VINCI Construction France Direction Déléguée Ouest, five VINCI Construction France mobile sites (Chantiers Archipel Habitat, Carré Feydeau, Tour Descartes, Saint-Honoré, Hydraulique DD Est), VINCI Construction Grands Projets Hallandsas, VINCI Construction Grands Projets Métro du Caire, VINCI Construction Grands Projets Crossrail 510, VINCI plc Tottenham Court Road, VINCI plc Streatham Hub, VINCI plc Connaught Tunnel and Surface Railway Works, VINCI plc Victoria Station Upgrade.

This is a free translation into English of the Statutory Auditors' report issued in French and it is provided solely for the convenience of English-speaking users.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. In the event of a legal dispute, the French version shall prevail.

Report of the Chairman of the Board on corporate governance and internal control procedures

In accordance with Article L.225-37 of the French Commercial Code, the objective of this report of the Chairman of the Board of VINCI is to give an account of the composition of the Board of Directors, the application of the principle of equal representation of men and women on the Board, how the Board's work is prepared and organised, and the internal control and risk management procedures the VINCI Group has put in place.

This report was prepared by the Chairman in liaison with the Company's Finance Department (the Audit Department being included therein) and Legal 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 5 February 2013.

A. Corporate governance

1. Reference to the Afep-Medef code of corporate governance

At its meeting of 13 November 2008, the Board of Directors of VINCI decided that the Company would, as from financial year 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.com). The following criteria or recommendations of this code have been set aside:

Criterion/recommendation set aside	Reason
A Director is not considered independent if he/she has held his/her position for more than 12 years.	The Group's significant assets relate to multi-year contracts that are in effect over a long period of time, sometimes several decades (concessions and public-private partnerships). Board members must have sufficient perspective on these activities. The individuals affected by this criterion are fully independent in their judgement.
A Director is not considered independent if he/she is a company officer of a subsidiary.	Provided the Board member in question is otherwise considered independent, the Board believes that the fact that he/she holds the position of (non-executive) Director of a subsidiary is a strength, and that this situation does not make him/her less independent in his/her judgement.
An executive may only receive a termination benefit if the departure from the company is imposed and due to a change in control or strategy.	In May 2010, the Company made a commitment to its Chairman and Chief Executive Officer to pay a benefit in the event the Board terminated his appointment, regardless of the reason. However, the Board has made payment of this benefit subject to performance criteria.
The Board's assessment must measure the contribution of each member of the Board.	There is no formalised system for measuring the individual contribution of each Board member. All of the members of the Board approved of the collegial manner in which the Board functions. This can only result from positive individual contributions.

2. Executive Management structure

On 6 May 2010, shareholders renewed Mr Huillard's appointment as a member of the Board. The Board then decided to combine the functions of Chairman of the Board and Chief Executive Officer. The Board believed – and continues to believe – that this decision, announced in November 2009, represents the most appropriate choice for the Group because i) its operational structure demands it, with Executive Management of a listed holding company supported by structured businesses, Concessions and Contracting, ii) it wanted to unify the Group's top-level representation vis-à-vis third parties so as to clarify it and make the Group more responsive. The Board believes that the Group's solid performance over the last two years, in a tough economic environment, has confirmed the soundness of its decision.

Chairman and Chief Executive Officer

Xavier Huillard, Chairman and Chief Executive Officer:
- organises and directs the work of the Board and reports thereon to shareholders at 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;
- 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, subject to the powers that the law attributes expressly to shareholders and to the Board of Directors, and in accordance with the Board's internal rules. 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 Board's internal rules require the Company's material transactions, referred to in paragraph 3.3 below, to be subject to prior approval by the Board. In addition, 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 22 times in 2012, 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 as well as on cross-cutting policies within the VINCI Group. This committee has 35 members and met four times in 2012.

Mr Huillard also chairs the Risk Committee mentioned in paragraph 4.3 of part B with powers to delegate this function.

Vice-Chairman and Senior Director of the Board

Yves-Thibault de Silguy was named Vice-Chairman and Senior Director of the VINCI Board on 6 May 2010. Mr de Silguy was previously Chairman of the Board (from 2006 to 2010), and he proposed that the Board change its system of corporate governance by creating a new Senior Director function with real prerogatives, set out in the Board's internal rules. The Board approved his proposal unanimously. The Senior Director has an outstanding level of information about the Group and how it operates and also enjoys specific powers that are specified in the Board's internal rules and restated in the Report of the Vice-Chairman and Senior Director on page 194 of this report. These factors ensure the system's efficiency. Mr de Silguy cannot be considered an "independent Director" as defined by the Afep-Medef code because he held the position of Chairman of the Board between 2006 and 2010. Nevertheless, the Board considers that his exceptional knowledge of the Group by virtue of his previous position, the information from which he will continue to benefit, as specified in the internal rules, and his availability constitute sufficient reason to assign the position to him. Mr de Silguy reports on his activity to the Remuneration Committee in the form of a detailed written report.

Mr de Silguy:
- devotes part of his time to remaining up to the minute on the Group's news and events through regular meetings with the Group's principal operational and functional executives;
- assists the Chairman and Chief Executive Officer, as part of the company's corporate governance arrangements, in organising the work of the Board and its committees;
- provides the Board with his insights on transactions it will have to consider, supplementing the activity of the Board committees, and ensures the proper functioning of governance bodies on behalf of the Board;
- calls a meeting of the Directors once a year, without the Chairman and Chief Executive Officer being present.

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 the Chairman and Chief Executive Officer and the executives of the Group's numerous subsidiaries, at their request, in high-level representation vis-à-vis governmental authorities and major customers and business partners in France and abroad. This support is governed by a services agreement approved by shareholders at the Shareholders' General Meeting of 6 May 2010. The Board of Directors is careful to ensure that this contract does not give rise to a conflict of interest or weaken the role of Senior Director that has been separately assigned to Mr de Silguy. To this end, his remuneration is a fixed, non-adjustable sum and the agreement's execution is reviewed every year by the Audit Committee, on the basis of a detailed written report. Acting on the advice of the Audit Committee, which conducts an annual review of Mr de Silguy's activity report, the Board considers that the continuing performance of this agreement is useful for the Group and that the remuneration paid is consistent with the services provided.

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 has 13 members, including one member representing employee shareholders.

In 2012, shareholders renewed the term of Jean-Pierre Lamoure as Director. Dominique Bazy decided not to seek re-election to his position upon expiration of his term at the end of the Shareholders' General Meeting of 12 April 2012.

At the Shareholders' General Meeting of 16 April 2013, shareholders will be asked to vote on the renewal of the term of Michael Pragnell as Director and the appointment of two new Directors. In addition, the terms of office of François David and Patrick Faure will expire at the end of this Annual Shareholders' General Meeting.

Since the Shareholders' General Meeting of 12 April 2012, the percentage of women on the Board has been 15.4%. The Board aims to comply, within the specified time frame, with 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. At the Shareholders' General Meeting of 16 April 2013, shareholders will be asked to appoint Ms Yannick Assouad and Ms Graziella Gavezotti to the Board of Directors. Approval of the corresponding resolution will lift the percentage of women on the Board to 30.8%, thereby putting the Board in early compliance with the law and the Afep-Medef code. Furthermore, subject to approval of the resolutions on the renewal and appointment of Directors by the Shareholders' General Meeting, three of 13 Board members will not have French citizenship.

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 5 February 2013, 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.

For the purpose of evaluating the independence of VINCI's Directors, the Board decided to exclude the code's 12-year seniority criterion for the reasons explained in paragraph A.1 above.

Although certain VINCI Board members may be customers or suppliers of companies having business relationships with the Group, the Board has determined that, given the business of the Group and because business relationships between the companies in the Group and their industrial partners are highly dispersed, there is no significant flow of business requiring special surveillance and that might give rise to conflicts of interest. Concerning relationships with its partner banks, the Board examined the individual situation of the Director who has had responsibilities in the banking sector, and concluded that no conflict of interest has been identified over the last five years and that he has full independence of judgement.

After receiving the report of the Appointments and Corporate Governance Committee, the Board examined the situation of each Board member and reached 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. This evaluation is based on the fact that Mr de Silguy was Chairman of the Board of Directors from 2006 to 2010 and that he holds a services contract with the company. The Board has noted, however, that the execution and payment terms of this contract and the fact that Mr de Silguy is currently drawing a pension ensure that he has considerable independence of judgement;
- Elisabeth Boyer, Director representing employee shareholders. This evaluation was based on the fact that Ms Boyer is an employee of Cofiroute, a subsidiary of VINCI. The Board nevertheless noted that Ms Boyer is a member of an employee representative body, giving her protection that could enable her to be considered an independent Director under the European Commission Recommendation 2005/162/EC of 5 February 2005;
- Jean-Pierre Lamoure. This evaluation was based on the fact that Mr Lamoure was an employee of Soletanche Freyssinet, a wholly owned subsidiary of VINCI. The Board of Directors has noted, however, that Mr Lamoure no longer performs any operational functions within the VINCI Group.

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 independent, ensuring that they can carry out their remit in a fully independent manner.

- Robert Castaigne. The Board has taken into account the fact that until May 2008 Mr Castaigne was Chief Financial Officer and member of the Executive Committee of the Total Group, with which the VINCI Group has normal business relationships involving fuel purchase contracts or construction projects, for example. The Board believes that these factors do not alter Mr Castaigne's independence of judgement.
- François David. Mr David is Chairman of Coface. The Board believes, however, that the normal commercial relationships that might exist between the Coface Group and the VINCI Group (e.g. insurance policies for contracts entered into by VINCI subsidiaries abroad) do not alter Mr David's independence of judgement.
- Patrick Faure. The Board noted that Mr Faure has been a Director of VINCI since 1993, i.e. more than 12 years, and that he sits on the Board of Cofiroute, a company controlled by VINCI. The Board believes, however, that Mr Faure's directorship at Cofiroute does not alter his independence of judgement. On the contrary, the Board believes this constitutes an advantage inasmuch as Mr Faure has useful experience in motorway concessions from which the other members of the Board can benefit.
- Dominique Ferrero. The Board considers that Mr Ferrero no longer has an operational role within 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 2012.
- Jean-Bernard Lévy. The Board considers that the normal business relationships that exist between the Thales Group, of which Mr Lévy became the Chairman and CEO on 20 December 2012, and certain VINCI Group companies do not alter Mr Lévy's independence of judgement.
- Michael Pragnell held management responsibilities within Syngenta AG until 2007. This company has no business relationship with the VINCI Group.
- Henri Saint Olive. Mr Saint Olive is Chairman of Banque Saint Olive, which might enter into transactions with the Company or its subsidiaries or into private transactions with executives thereof. The Board believes, however, that such transactions do not alter Mr Saint Olive's independence of judgement.
- Pascale Sourisse. Ms Sourisse has management responsibilities within the Thales Group. The Board believes, however, that the normal business relationships that may exist between the Thales Group and certain companies in the VINCI Group do not alter Ms Sourisse's independence of judgement;
- Qatari Diar Real Estate Investment Company. The Board noted that the Qatari Diar Group held less than 6% of the share capital and voting rights of VINCI, acquired when the Cegelec Group was sold to VINCI. In addition, the Board noted that VINCI Construction Grands Projets, a wholly owned subsidiary of VINCI, and Qatari Diar are partners in the Qatari-law company Qatari Diar VINCI Construction (QDVC). This company, 51%-owned by Qatari Diar, is involved in developing construction activities in Qatar and elsewhere in the Middle East. Abdul Hamid Janahi has been the permanent representative of Qatari Diar on the Board of VINCI since 29 November 2012. The Board believes, however, that the information presented above does not affect Mr Hamid Janahi's independence of judgement as a member of the Board of VINCI.

As a result of this evaluation, the Board of Directors considers that nine of its 13 members, i.e. more than half, qualify as independent.

The Board has also examined the situations of Ms Yannick Assouad and Ms Graziella Gavezotti, whose appointments to the Board will be proposed to shareholders at their General Meeting on 16 April 2013, and considers that they meet all the criteria qualifying them as independent.

In view of the expiry of the terms of Mr David and Mr Faure, and if the two aforementioned candidates are appointed as Directors by the Shareholders' General Meeting, nine Directors out of 13 can be considered at that point as 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 are 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 has been involved as a company officer in a bankruptcy, sequestration of assets or liquidation during the last five years and none has been incriminated or officially punished by a statutory or regulatory authority. None has been disqualified by a Court from serving as a member of a Board of Directors or company management or supervisory body of a securities issuer, nor from being involved in the management or conduct of the affairs of a securities issuer 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 2012.

3.3 The Board of Directors' internal rules

In May 2003, the Board of Directors adopted a set of internal rules. The most recent version came into effect on 6 May 2010 when the Board decided to combine the functions of Chairman and Chief Executive Officer. This document specifies the rules applicable to the Board and its committees, and it includes rules of ethics detailing the standard of conduct expected of each Director. The internal rules may be consulted in full on the Company's website (www.vinci.com).

The internal rules of the Board of Directors specifically require the Board to examine and approve, prior to implementation:
- strategic transactions carried out by the Company and, more generally, by the Group;
- strategic investment projects and any transaction, in particular acquisitions and divestments, in excess of €200 million;
- transactions falling outside of the Company's announced strategy and any transaction brought to its attention by its Strategy and Investments Committee.

The internal rules of the Board of Directors also require that Board members be kept informed at all times of the Company's financial condition, cash position and commitments, and of all significant events and transactions related to the Company. They may request information about specific subjects and they may meet with the Company's principal executives, if necessary, whether or not the company officers are present, so long as the Chairman is notified in advance.

Lastly, the internal rules specifically define the powers and prerogatives of the Vice-Chairman and Senior Director. These include the right to call a meeting of the Board at any time and without a particular agenda, to add any item to the agenda, to call a meeting of the members of the Board or to meet with the members of the Executive Committee without the Chairman and Chief Executive Officer being present.

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 2012

The Board of Directors met nine times in 2012 and the average attendance rate at its meetings was 90%. The Board of Directors discussed all matters of importance relating to the Group's activities. The Executive Vice-President and Chief Financial Officer attends Board meetings. The General Counsel acts as Board Secretary.

In respect of the financial statements and day-to-day management of the Company, the Board:
- examined and approved the annual consolidated and parent company accounts for financial year 2011 together with the half-yearly 2012 consolidated and parent company accounts;
- examined the budget for 2013;
- approved the terms of the various reports to shareholders, prepared and called the Shareholders' General Meeting of 12 April 2012, approved the agenda and the resolutions submitted for shareholder approval and approved the Report of the Chairman on corporate governance and internal control procedures;
- took note of the work of the Audit Committee and the Strategy and Investments Committee;
- regularly examined the Group's business activities, on-going developments, financial situation, plans and indebtedness;
- decided to pay an interim dividend on 2012 earnings;
- examined the evolution of the share capital and the share buy-back programme;
- increased the limit of the Euro Medium Term Notes programme;
- approved the renewal of the Chairman and Chief Executive Officer's powers regarding guarantees and collateral;
- renewed a delegation of power to the Chairman and Chief Executive Officer to issue bonds.

Regarding corporate governance and remuneration, the Board:
- altered the composition of the Remuneration Committee following the non-renewal of Dominique Bazy's term as Director;
- took note of the work of the Remuneration Committee and the Appointments and Corporate Governance Committee;
- evaluated the independence of its members with regard to the criteria of the Afep-Medef code, proposed the renewal of the term of a Director and the appointment of a new Director;

• set the amount to be recognised in the financial statements for the second year during which Mr Huillard's long-term incentive plan is in effect;
• set Mr Huillard's variable remuneration for financial year 2011;
• approved the tentative work programme of the Board of Directors for 2013;
• proposed the introduction of a share subscription option plan and performance share plan for Group executives and employees;
• voted on the definitive number of performance shares and share subscription options under the 2010 plan, in light of the performance actually achieved;
• examined the calculation of the performance conditions for the long-term incentive plans (share option subscription and performance share plans and long-term incentive plan of the Chairman and Chief Executive Officer) in view of the intended acquisition of the ANA Group in Portugal.

Regarding employee savings plans, the Board:
• set the subscription price of shares to be issued under the French employee savings plan for the periods from 2 May to 31 August 2012, from 3 September to 31 December 2012 and from 2 January to 30 April 2013;
• examined a proposed international employee share purchase plan and delegated powers for a capital increase;
• examined the proposal for the introduction of a fund invested in bonds under the French employee savings plan.

In addition, the Board:
• took note of the work of the Strategy and Investments Committee;
• examined the plan to acquire the airport operator ANA in Portugal and various other acquisition projects, examined and finalised its responses to shareholders' written questions;
• approved guarantees;
• examined the Group's policy in respect of security;
• approved VINCI's sale of Cegelec Entreprise securities to VINCI Energies and examined VINCI Energies' capital increase;
• examined the Group's business activities in Ukraine.

One of the Board meetings was held in Kiev, Ukraine in October 2012, and visits were organised to some of the Group's projects in the country on that occasion (in particular the confinement shelter at the Chernobyl nuclear power plant).

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 circulated 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 provided.

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) concerning internal control procedures, assess subsidiaries' internal control systems with the managers of the internal control function and more particularly the internal audit plan, the conclusions of internal audits, the recommendations issued and the resulting follow-up action; (b) concerning risk management, regularly review the Group's financial situation and main financial risks and in particular its 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 follow-up action taken; 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 a recommendation on this matter;
• the Group's policy in respect of insurance;
• the setting up of procedures regarding business ethics and competition and ensure that there is a system for verifying that they are enforced.

To carry out its remit, the Board's internal rules specify that the Audit Committee may seek external advice, the cost of which is borne by the Company.

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.

The Board considers all four members to be independent Directors. By virtue of their professional experience and/or qualifications, the members of the Audit Committee have the financial and accounting expertise necessary to serve thereon. Their experience and qualifications are described in the curriculum vitae set out in the Report of the Board of Directors on page 127 of the 2012 annual report.

The Executive Vice-President and Chief Financial Officer acts as secretary to the committee.

Activities in 2012

The Audit Committee met four times in 2012, with a participation rate of 100%. The Audit Committee meets at least two days before the Board meeting called to approve the annual and half-yearly financial statements.

Audit Committee meetings dealt with the following subjects:

- the process of compiling accounting and financial information: review of the Group's financial statements, budget updates, cash positions and financial debt, the Group's financial strategy and on-going financial transactions; the Fast Close project to shorten the lead time for producing and publishing consolidated financial statements;
- the effectiveness of the Group's internal control and risk management systems: post-mortem review of difficult contracts in Contracting's three business lines, the results of the annual self-assessment LSF 2012, presentation of VINCI Finance International, the "risk factors" chapter of the Report of the Board of Directors; review of on-going disputes and litigation; review of ethics procedures in place;
- statutory auditing of annual and consolidated financial statements: discussions with the Statutory Auditors and review of their conclusions; adherence to legal and regulatory obligations concerning accounting and financial information; the Group's tax situation; changes to IFRSs;
- independence of the Statutory Auditors: review of the Statutory Auditors' statement of independence; fees paid to the Statutory Auditors' network; information on the services rendered that were directly connected to the assignment;
- proposal to renew for six years the term of office of the Statutory Auditors whose term expires in 2013.

In addition, the committee examined the services provided under the services agreement with YTSeuropaconsultants, of which Mr de Silguy is the sole shareholder.

For the purposes of this work, the following executives were interviewed: the Executive Vice-President and Chief Financial Officer, the Senior Vice President, Corporate Controlling and Accounting, the Director of Treasury and Financing, the Chief Audit Officer, the General Counsel and the Statutory Auditors. During their presentation, the Statutory Auditors emphasised the important points and the accounting options chosen.

The Strategy and Investments Committee

Terms of reference

This committee helps the Board review the Group's overall strategy. It examines proposed strategic investments and all transactions, including investments and divestments, that could have a material impact on the Group's scope of consolidation, business activities, risk profile, earnings or balance sheet or on the Company's share price. It carries out its reviews before these transactions are presented to the Board.

In particular its duties are to:

- examine the Group's three-year plan;
- prepare the Board's discussions on the Group's 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 by the VINCI Group in equity and debt of more than €100 million.

Composition

The Strategy and Investments Committee comprises at least three Directors designated by the Board. From 2 May 2011 to 29 November 2012, the permanent members of the committee were Yves-Thibault de Silguy (Chairman), Elisabeth Boyer, Jean-Pierre Lamoure and Yousuf Ahmad Al Hammadi (the permanent representative of Qatari Diar Real Estate Investment Company). Since 29 November 2012, the committee has been composed of Yves-Thibault de Silguy (Chairman), Elisabeth Boyer, Jean-Pierre Lamoure and Abdul Hamid Janahi (the new permanent representative of Qatari Diar Real Estate Investment Company). The committee is open to all Board members wishing to participate. A dossier is systematically sent to them before each meeting.

The Chairman and Chief Executive Officer, the Executive Vice-President and Chief Financial Officer, and the Vice-President, Business Development of VINCI attend the meetings of the Strategy and Investments Committee. The Board Secretary acts as secretary to the committee.

Activities in 2012

The Strategy and Investments Committee met five times in 2012, with an average participation rate of 80%. Voluntary participation in the committee's work on the part of directors who were not committee members was 49% in 2012 (vs. 42% in 2011).

During the year the committee examined:

- investment or acquisition projects in companies based abroad, in particular in Europe, North America, the Middle East and Asia. Specific projects included the acquisitions of ANA, the Portuguese airport operator, EVT in Germany and Carmacks in Canada;
- public-private partnerships or infrastructure concessions, in particular in the rail, motorway, airport and sports sectors in France and abroad.

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 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. Until 12 April 2012, it was composed of Jean-Bernard Lévy (Chairman), Dominique Bazy and François David. Since 12 April 2012, the Remuneration Committee has been composed of Jean-Bernard Lévy (Chairman), Robert Castaigne and François David. The Board recognises all members of the committee as independent.

The Vice-President responsible for Human Resources and Corporate Social Responsibility attends the meetings of the Committee. The Chairman and Chief Executive Officer also attends the Committee's meetings except when the Committee examines questions relating personally to him. The Board Secretary acts as secretary to the Committee.

Activities in 2012
The Remuneration Committee met four times in 2012, with a participation rate of 85%.

The Committee examined and made proposals to the Board regarding:
- determination of the variable portion of Mr Huillard's remuneration for 2011;
- calculation of the annual amount to be set aside for Mr Huillard's long-term incentive programme;
- performance share and share subscription option plans for 2012 and 2013;
- the results of the international employee share purchase plan;
- the performance conditions for the long-term incentive plans, proposing to exclude the ANA Group from the scope of calculation of ROCE should this transaction be finalised;
- the renewal of the resolutions enabling capital increases reserved for employees;
- the business reports of Yves-Thibault de Silguy (one for his role as Vice-Chairman and Senior Director, the other for the services provided under the services agreement with YTSeuropaconsultants).

The Chairman and Chief Executive Officer attended and participated in several Committee meetings (except for items concerning him personally).

The Appointments and Corporate Governance Committee
Terms of reference
This 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, the Executive Management's proposals relating to the appointment and dismissal of the Group's principal executives;
- is informed of the Executive Management's policy for managing the Group's senior executives and in this regard, the Committee examines the procedures for succession plans;
- makes proposals on the selection of Directors;
- examines all candidacies for Board membership and expresses an opinion or recommendation to the Board on those candidacies;
- discusses, every year, the issue of independence of 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. Since 6 May 2010, it has been composed of Yves-Thibault de Silguy (Chairman), Patrick Faure and Dominique Ferrero. The Board recognises two of the three members of the Committee as independent.

The Chairman and Chief Executive Officer attends the Committee's meetings except when it evaluates the Executive Management. The Board Secretary acts as secretary to the Committee.

Activities in 2012
The Committee met four times in 2012, with an attendance rate of 100%.

The Committee:
- considered Directors' terms of office expiring in 2012 and 2013;
- hired an external consultant to find new Directors;
- examined the percentage of women on the Board and implementation of Law no. 2011-103 of 27 January 2011 concerning the balance of men and women on Boards of Directors;
- performed an assessment of the Executive Management;
- assessed each Board member with regard to the independence criteria of the Afep-Medef code and made proposals to the Board;
- examined the report of the Chairman of the Board on corporate governance;
- examined the assessment of the Group's Senior Executives;
- examined the results of the Executive Review conducted in 2012.

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 of one 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. This exercise may be supervised by a Director, with the assistance of an external consultant.

During its meeting of 7 February 2012, following the proposal of the Appointments and Corporate Governance Committee, the Board of Directors considered that it was not yet necessary to carry out another assessment because (i) the most recent formal assessment of the Board had been performed at the end of 2010 with the help of an external consultant, and (ii) the Board had considered this assessment in March and July 2011 and again in October 2011, following the meeting of committee chairmen on 20 September 2011, during which it was agreed that all the identified avenues for improvement had been acted upon. During its meeting of 5 February 2013, the Board decided that an external assessment would be carried out in the second half of 2013.

4. Principles and rules for determining company officers' remuneration and benefits of whatever nature

4.1 Remuneration and benefits of the executive company officer

The remuneration of the executive company officer is set by the Board of Directors, acting on a proposal from the Remuneration Committee.

Xavier Huillard

On 6 May 2010, the Board of Directors 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. During the meetings of 12 April 2012 and 5 February 2013, the Board set the following terms for his remuneration:

- fixed annual remuneration of €900,000, valid for the duration of Xavier Huillard's term of office, it being specified that this remuneration only came into effect on 1 January 2011, at Mr Huillard's request;
- a two-part variable remuneration plan, ranging from 0 to €1,440,000, or 0-160% of the fixed portion, depending on performance achieved. The first part is based on three economic ratios (net earnings per share, operating income per share and free cash flow). The second part is managerial and based on performance against qualitative criteria as defined by the Board. For the first part, the quantitative target level expected to be achieved is linked to the specific method of the calculation formula, such that any increase in remuneration is dependent on an improvement in the performance ratios from one year to the next;
- a long-term incentive plan, allowing for a capital allowance to be built up gradually, variably, and based on specific performance objectives. Except in certain specific cases, incentive plan awards will vest only if the beneficiary completes his term of office. Under this incentive plan, an amount equivalent to (a) 16,600 times the value of the VINCI share, provided that ROCE exceeds 6% (9% starting from the 2012 financial year), 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%, is to be granted to Mr Huillard for each of the four years of his term of office. 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% (8% starting from the 2012 financial year), and the allocation under (b) will be reduced to zero if the VINCI share underperforms the peer group by more than 5%. Starting from the 2013 financial year, the scope of calculation for ROCE will be restated to exclude the ANA Group;
- Mr Huillard is deemed to have the status of a senior executive, thereby entitling him to benefit from the additional supplementary pension plan established for senior executives of VINCI SA and mentioned in paragraph D.3.2 of the Report of the Board of Directors, page 133, as well as from the Group's welfare benefits plans. The commitment with regard to the supplementary pension plan was approved by shareholders at the 6 May 2010 Shareholders' General Meeting and the benefit of this supplementary pension plan was taken into account in determining Mr Huillard's overall remuneration;
- Mr Huillard is eligible for severance pay in the event that the Company terminates his appointment as Director prior to its normal expiry (at the end of the Shareholders' General Meeting called to approve the financial statements for the year ending 31 December 2013). This commitment is limited to 24 months of his remuneration and subject to performance conditions based on the same criteria as those used in the calculation of the quantitative part 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. This commitment was approved by shareholders at the 6 May 2010 Shareholders' General Meeting.

Mr Huillard has not benefited from the share subscription options and performance shares incentive plan approved by the Board of Directors at its meeting of 12 April 2012.

4.2 Remuneration and benefits of the Vice-Chairman and Senior Director

The remuneration of the Vice-Chairman and Senior Director is set by the Board of Directors, acting on a proposal by the Remuneration Committee.

Yves-Thibault de Silguy

Mr de Silguy receives Directors' fees in his capacity as Vice-Chairman and Senior Director, calculated as described in paragraph 4.3.

On 3 March 2010, the Company signed a services agreement with YTSeuropaconsultants, of which Mr de Silguy is the sole shareholder. This agreement was authorised by the Board of Directors and approved by shareholders at the 6 May 2010 Shareholders' General Meeting. The agreement covers the provision of services as described in paragraph A.2 on page 180, with oversight by the Audit Committee, in return for an annual flat fee of €330,000 (ex. VAT) and has a duration of one year, renewable automatically. This agreement was renewed automatically in 2011 and 2012 for a new term of one year.

At its meeting of 5 February 2013, the Board of Directors decided to seek approval for the automatic renewal of this agreement from the Shareholders' General Meeting.

In addition, it should be noted that Mr de Silguy is the beneficiary of a supplementary pension plan and that he activated his pension rights as of 30 April 2010. VINCI's commitment under this pension totalled €8,000,169 at 31 December 2012.

4.3 Directors' fees

At the Shareholders' General Meeting of 6 May 2010, shareholders set the aggregate amount of Directors' fees at €920,000 for each financial year, starting on 1 January 2010.

In its meetings of 27 February 2008 and 3 March 2010, the Board of Directors agreed on the following allocation of Directors' fees (amounts expressed on an annualised basis):
- the Chairman and Chief Executive Officer receives no Directors' fees from the Company;
- the Vice-Chairman and Senior Director receives €140,000, of which €30,000 is variable and depends on his presence at Board meetings;
- other Directors receive €40,000 each, of which €20,000 is variable and depends on their presence at Board meetings;
- 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 Directors' fees mentioned above.

Payment of the variable fee is dependent on the member's attendance at Board meetings. The variable fee is 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' General Meeting

The formalities for shareholders to participate in the Shareholders' General Meeting are described in Article 17 of the Articles of Association and reproduced below:

Article 17 - Shareholders' General Meetings
Shareholders' General 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. The intermediary must provide 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 General Meeting is called, individual shareholders may take part in the General 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 must be communicated in the notice of meeting and the invitation to the meeting.

Postal votes may be cast, subject to the terms and conditions defined by law and regulations. Shareholders may transmit proxy forms and postal votes for every Shareholders' General Meeting, under the conditions set out by law and regulations, either in paper form or, if the Board of Directors so authorises, by electronic means, including over the Internet. Those shareholders who, within the required time period, use the electronic voting form on the website made available by the meeting centraliser, are counted as attending or represented shareholders. Shareholders may complete and sign the electronic voting form directly on the centralising bank's website by any process determined 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' General 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 a sale of shares that takes place before the third business day prior to the 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' General 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 to that effect. Failing that, shareholders elect their own Chairman.

The minutes of the Shareholders' General Meetings are drawn up and copies thereof are certified and delivered in compliance with 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 174 of the 2012 annual report.

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 VINCI Group uses this document as its reference framework.

The risk management and internal control systems participate in a complementary manner in keeping control over the Group's business. "Risk" is the possibility that an event might take place with consequences that would adversely affect the objectives of the Group and in particular those related to its financial condition and reputation.

The risk management system aims to identify and analyse the principal risks that the Group's subsidiaries encounter. "Internal control" encompasses all the controls to best handle these risks.
Risk management is therefore a set of resources, conduct, procedures and initiatives that correspond to the characteristics of the VINCI Group's businesses and maintain risk at an acceptable level.
VINCI's risk management system is a management tool to be 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 laws and regulations are complied with;
- that the 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, procedures, conduct and initiatives that correspond to the characteristics of the VINCI Group's businesses and which:
- helps the businesses run smoothly and contributes to effective operations and efficient use of resources;
- must enable significant risks to be taken into account in an appropriate manner, whether they are operational, financial or legal.

Nevertheless, like any set of controls, however well designed and implemented the internal control system may be, it 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 its component businesses. These systems apply to fully consolidated entities, a list of which can be found in Chapter J of the notes to the consolidated financial statements (page 268).

For the specific case of the listed Belgian company CFE (in which VINCI has a 46.84% capital stake) and its subsidiaries, the provisions in force 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.

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 – around 3,500 in total in the Group – to take the required operational decisions rapidly, a decentralised organisation has been implemented in each business (Concessions and Contracting), business line and division, as well as in VINCI Immobilier.
Consequently, the Group has implemented appropriate delegation of authority and responsibility to operational and functional staff at all levels. The delegation of authority to these 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 respect of commitments, risk-taking (see paragraph 4.3), acceptance of contracts (see paragraphs 4.4 and 4.5), and reporting of financial, accounting and management information (see paragraph 4.2). These common rules, which are deliberately restricted in number given the broad 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 the functional departments of the business lines and the holding company. In particular, managers are required to inform their superiors of any significant difficulties encountered in the performance of their duties (e.g. with respect to carrying out work on sites; relations with customers, government departments, suppliers and financial partners; internal relations, 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 general guidelines they have received and accepted.

Nevertheless, any significant 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 the Executive Management performance, defining the Group's strategic choices and ensuring that it functions properly. It considers all major matters concerning the Group's business. In its report, the Board gives an account of the principal risks and uncertainties the Group faces.

In 2003, the Board adopted a set of internal rules and created several specialised committees: audit, strategy and investment, remuneration, and appointments and corporate governance. It delegated to the **Audit Committee** responsibility for the monitoring of assignments defined by the 8 December 2008 Order transposing the European directive on statutory auditing into French law. The principal activities carried out in 2012 in this regard can be found in part A of the Report of the Chairman of the Board (page 179). They are in line with the recommendations of the AMF working group on audit committees (dated July 2010).

The **Executive Committee**, composed of 13 members at the time of writing of this report (see page 14), is in charge of implementing the Group's strategy, defining the monitoring of the enforcement of its management policies (risk management, finance, human resources, safety, insurance, etc).

The **holding company** functions with a streamlined staff (213 people at 31 December 2012), suited to the Group's highly decentralised structure. 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 **Ethics Officer** ensures, in liaison with the operational and functional departments, that the Code of Ethics and Conduct is properly understood throughout the Group. Any employee encountering difficulties or who has questions about the scope or application of the rules may contact the Ethics Officer directly and in total confidentiality.

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 subsidiaries' operational and functional departments. It organises the meetings of the VINCI Risk Committee, which reviews and authorises new contracts exceeding certain thresholds set by Executive Management or presenting particular technical or financial risks.
- Concerning internal control: in addition to drafting and disseminating the general internal control procedures set by the holding company, the Audit Department organises the annual self-assessment survey on the internal control of the Group's subsidiaries.
- Concerning auditing: it carries out its own assignments, in support of the work performed 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 and supervise 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 may be strategic (commitments), operational, financial, or in relation to compliance with laws and regulations.

The Group applies the policies set by the Executive Committee. These policies aim to comply with the legal requirements and to ensure that risks are monitored in a more formalised, systematic and uniform manner. This plan involves operational managers, but without complicating operating methods. Risk monitoring is an integral part of the existing procedures related to commitments and periodic monitoring of operations.

A risk-mapping process encompassing all the Group's activities was created in 2009 and is updated periodically as follows, in accordance with the AMF's recommendations:
- anticipation of the main identifiable risks, either internal or external, that represent obstacles to the achievement of the Company's objectives;
- a qualitative assessment of risk criticality, taking into account the impact, likelihood and degree of control of each element of risk.

This procedure has been applied to identify, assess and select the major risks threatening the various components of the Group: holding company, Concessions, Contracting, and Property. These risks are described in the chapter entitled "Risk factors", on page 120 of the Report of the Board of Directors.

Risk mapping makes it possible to apply a specific procedure to each type of risk, which can be assessed using the coordination indicators. Risk scorecards are created from the mapping system specific to each business (Concessions, Contracting). The scorecards are used during Risk Committee meetings to present and assess, in a uniform manner, the most significant events that might affect the project under review.

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 Group's compliance objectives encompass the standards of conduct set by the laws and regulations in force.

The Legal Department of the holding company is responsible for:
- maintaining a legislative watch related to the various applicable rules;
- informing employees about rules pertaining to them;
- monitoring major acquisition projects and disputes.

Documentation has been distributed and a variety of training and awareness sessions held in this regard, so as to prevent any infraction or fraud.

As indicated in the first part of the Sustainable Development section on pages 18–29 of this report, particular emphasis is placed on:
- safety of employees on construction sites through active implementation of the Group's accident prevention policy;
- purchasing and subcontracting.

4.2 Application of the guidelines and instructions of the Executive Management

The Chairmen of the companies heading business lines in the Contracting business (VINCI Energies, Eurovia and VINCI Construction), the Chairman of VINCI Autoroutes, 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 to the following areas:
- adherence to the *Code of Ethics and Conduct*;
- entering into commitments, and in particular bidding for new contracts that are complex, 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 respect of safety, litigation, disputes, and insurance policies and claims.

These general guidelines require compliance with the holding company's procedures regarding bidding 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 Board of Directors' 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 guidelines are cascaded through the organisation by the heads of the business lines:
- via delegations to their operational and functional staff for the provisions concerning them;
- to managers serving as company officers in a company in their business sector.

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 VINCI 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 packages together, irrespective of the Group's share in the project or the manner in which contracts are awarded (call for tenders, direct contracts, etc.);
- all transactions relating to property development, public-private partnerships (PPPs), concession operations or long-term commitments, including all associated financing, whether in France or elsewhere.

Thresholds below those necessitating a review by the Risk Committee require that an information sheet be sent to VINCI's Executive Management. A Risk Committee meeting may be convened, as needed.

Risk Committee meetings are usually attended by the following members:
- the Chairman and Chief Executive Officer of VINCI and/or the Executive Vice-President, Contracting;
- the Chairman (or Chief Executive Officer) of the business line involved;
- the Executive Vice-President and Chief Financial Officer of the Group;
- the Chief Audit Officer;
- the operational representatives of the entity presenting the project (Chief Executive Officer, project manager, etc.);
- the functional representatives of the entity involved (legal, insurance, finance, etc.).

The composition of the Risk Committee may be adjusted as a function of its agenda (e.g. review of property transactions, acquisitions of companies, construction contracts, concession contracts and PPPs).

The VINCI Risk Committee, in its various configurations, met 251 times in 2012 and reviewed 308 projects.

4.4 Procedures related to monitoring of operations

The business lines have their own operational control systems, which are tailored to their business. Specific budget control measures have been implemented by VINCI Energies, Eurovia and VINCI Construction and by each of the concession activities (motorways, car parks, etc.). They make it possible to regularly monitor the progress of projects and contracts. These systems are compatible with those used to prepare and process financial and accounting information as described below.

Monthly dashboard reports on business, new orders, the 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 main entity's Executive Management 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 initial budget for the next year at the end of the current year, followed by four updates in March, May, September and November. Management committees meet twice a year to examine each business line's performance and financial data. The Chairman and Chief Executive Officer, and the Executive Vice-President and Chief Financial Officer of VINCI attend these meetings.

Lastly, the business lines participate in regular monitoring of VINCI's social and environmental responsibility commitments as indicated in the first part of the Sustainable Development section on pages 18–29 of this report, 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 integrity and reliability of VINCI's financial information (parent company and consolidated financial statements), which is disseminated inside and outside the Group. To ensure the statements are produced, the department is specifically in charge of:
- preparing, approving and analysing VINCI's half-year and annual parent company and consolidated financial statements and forecasts;
- establishing, disseminating and monitoring the Group's accounting procedures and checking their compliance with the accounting standards in force, as well as ensuring that significant transactions are recognised correctly from an accounting standpoint;
- coordinating "Vision", the Group's financial information system, which includes the consolidation process and unifies VINCI's various reporting systems.

The Budgets and Consolidation Department establishes the timetable and closure instructions for the preparation of the half-year and annual accounts and disseminates these in the business lines.

The Group's accounting rules and methods are available 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. The Group and the CFOs of the business lines review the principal options and accounting estimates in liaison with 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 risk management and internal control

5.1 Tasks carried out prior to 2012

In 2003, VINCI initiated an action plan intended to enhance the quality of the Group's risk management and internal control systems without calling into question the principles and features of its decentralised management organisation. These actions included, in particular:

Assessment 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 370 in 2011.

Information systems

Surveys to assess the operation of information systems were carried out in 2006, 2008 (13 entities in metropolitan France, building a representative sample) and 2009 (33 subsidiaries based outside metropolitan France).

In 2011, a working group, assisted by an external consultancy, prepared a report on the adequacy of the information systems used by VINCI's different business lines with respect to the Group's objectives. The report is based on the results of a survey of VINCI's component entities.

The *Code of Ethics and Conduct*, previously disseminated via the corporate hierarchy, was made available to all employees on the Group intranet on 1 February 2011.

In 2011, in line with its objectives, VINCI implemented its Fast Close procedure, aimed at closing and publishing its financial statements at the beginning of February, representing a one-month gain on its previous publication schedule.

5.2 Tasks carried out in 2012

The annual self-assessment survey of internal control quality in the VINCI Group was carried out on 472 legal entities in 2012 (including 110 outside France), representing 84% of the Group's consolidated business. The questionnaire contained 58 questions. Apart from the recurrent topics related to the internal control system and to financial and accounting information, the annual topic in 2012 related to purchasing and subcontracting. The survey was conducted using specialised software that also enables entities to manage their action plans. The report prepared by the holding company's Audit Department was presented to VINCI's Executive Committee and then to the Audit Committee in December. As in 2011, a specific questionnaire was sent to the Chairman and Chief Executive Officer covering matters related to his functions.
With regard to information systems, VINCI's Executive Committee considered that a more effective flow of communication within the Group was essential to achieving current and future objectives and therefore initiated developments that were carried out in 2012 in the following areas:
- interoperability of Group networks;
- redesign of VINCI's intranet and launch of version 2.0 based on a collaborative approach.

The Fast Close procedure was applied to the half-year financial statements published at the end of July.

Each Group component prepared a report summarising the specific actions carried out in 2012. The reports, which in particular give an account of the audits and reviews carried out, did not reveal any significant problems.
In addition, VINCI's Audit Department carried out audits in each of the following business lines: VINCI Concessions, Eurovia, VINCI Energies and VINCI Construction.
These audits did not reveal any problems that might have a significant impact on the business or financial statements of the Group.

5.3 Work to be done in 2013 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 and business line levels.
In addition to the annual internal control self-assessment survey, a self-assessment campaign on information systems was started in early 2013.

The interoperability programme for messaging networks, launched in 2012, is also under way.

Other areas for improvement include:
- continued deployment of common management tools;
- continued integration of acquired entities.

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 2012

To the shareholders

As Statutory Auditors of VINCI SA, 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 2012.

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, 7 February 2013
The Statutory Auditors

KPMG Audit
Department of KPMG SA

Patrick-Hubert Petit

Deloitte & Associés

Alain Pons

Mansour Belhiba

This is a free translation into English of the Statutory Auditors' report issued in French prepared in accordance with Article L. 225-235 of French company law on the report prepared by the Chairman of the company on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information issued in French and is provided solely for the convenience of English speaking users.
This report should be read in conjunction with, and construed in accordance with, French law and the relevant professional 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 were assigned to him in this capacity during the 2012 financial year.

This report was prepared by the Vice-Chairman in liaison with the Company's legal department and was submitted to the Remuneration Committee and to the Appointments and Corporate Governance Committee before being presented to the VINCI Board of Directors at its meeting on 5 February 2013.

1. Terms of reference for the Vice-Chairman and Senior Director

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."

2. Activities of the Vice-Chairman and Senior Director in the performance of the duties assigned to him by the Board of Directors

During the financial year 2012, the Vice-Chairman and Senior Director participated in all nine Board meetings. He chaired all four meetings of the Appointments and Corporate Governance Committee and all five meetings of the Strategy and Investment Committee.

In addition, the Vice-Chairman and Senior Director kept up to date on Group events by meeting very regularly with the Chairman and Chief Executive Officer, the Executive Vice-President and Chief Financial Officer, the heads of the business lines, the other members of the Executive Committee, the Senior Vice-President, Corporate Controlling and Accounting Department, a number of other Group managers and the Statutory Auditors.

He participated in the Group's management convention in June 2012 and visited numerous worksites in France and abroad.

He also reviewed the documents produced for Audit Committee meetings as well as management reporting documents prepared regularly by the Finance Department.
The Vice-Chairman and Senior Director devoted the equivalent of around 36 full working days to these meetings in 2012.

The Vice-Chairman and Senior Director maintained frequent contact with each Board member and met with each of them individually in 2012.

He sent a detailed written report about the execution of his duties to the Remuneration Committee.

He called and chaired a meeting of Board members, without the Chairman and Chief Executive Officer being present, so as to evaluate the Executive Management.

With the help of a firm of consultants, he interviewed candidates for the position of Board member prior to their presentation to shareholders at the Shareholders' General Meeting.

Lastly, the Vice-Chairman and Senior Director presented his report on financial year 2011 to shareholders at the 12 April 2012 Shareholders' General Meeting.

As a result of his work, the Vice-Chairman and Senior Director concluded that the governing bodies functioned normally. Board meeting agendas were communicated to him for his opinion before invitations were sent out to Board members, and he did not request the inclusion of any additional items. Consequently, he did not deem it necessary to call a Board meeting pursuant to Article 3.1 of the Board's internal rules.

Consolidated financial statements

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Notes to the consolidated financial statements

Financial statements

Key figures

(in € millions)	2012	2011
Revenue (*)	**38,633.6**	**36,955.9**
Revenue generated in France (*)	24,324.2	23,561.8
% of revenue (*)	*63.0%*	*63.8%*
Revenue generated outside France (*)	14,309.4	13,394.1
% of revenue (*)	*37.0%*	*36.2%*
Operating income from ordinary activities	3,670.7	3,659.9
% of revenue (*)	*9.5%*	*9.9%*
Operating income	3,651.0	3,601.0
Net income for the period attributable to owners of the parent	**1,916.7**	**1,904.3**
Diluted earnings per share *(in €)*	3.54	3.48
Dividend per share *(in €)*	1.77	1.77
Cash flows from operations before tax and financing costs	**5,418.5**	**5,366.2**
Operating investments (net of disposals)	(742.1)	(668.0)
Growth investments in concessions and PPPs	(1,139.6)	(1,135.4)
Free cash flow (after investments)	**1,983.0**	**2,134.2**
Equity including non-controlling interests	14,069.8	13,615.3
Net financial debt	(12,526.8)	(12,589.6)

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

Consolidated income statement for the period

(in € millions)	Notes	2012	2011
Revenue (*)	**1-2-3**	**38,633.6**	**36,955.9**
Concession subsidiaries' revenue derived from works carried out by non-Group companies		549.6	690.2
Total revenue		39,183.2	37,646.1
Revenue from ancillary activities	5	234.4	205.0
Operating expenses	5	(35,746.9)	(34,191.2)
Operating income from ordinary activities	**2-5**	**3,670.7**	**3,659.9**
Share-based payments (IFRS 2)	19	(94.3)	(101.4)
Goodwill impairment expense	5-10-13	(7.5)	(8.0)
Profit/(loss) of companies accounted for under the equity method	5-15	82.1	50.5
Operating income	**5**	**3,651.0**	**3,601.0**
Cost of gross financial debt		(726.8)	(741.9)
Financial income from cash investments		89.1	95.2
Cost of net financial debt	**6**	**(637.7)**	**(646.6)**
Other financial income	6	111.6	99.2
Other financial expense	6	(130.4)	(74.0)
Income tax expense	7	(969.2)	(983.6)
Net income from continuing operations		**2,025.2**	**1,996.0**
Net income from discontinued operations (halted or sold)			
Net income		**2,025.2**	**1,996.0**
Net income attributable to non-controlling interests		108.5	91.7
Net income for the period attributable to owners of the parent		**1,916.7**	**1,904.3**
Earnings per share from continuing operations – attributable to owners of the parent			
Basic earnings per share *(in €)*	8	3.57	3.52
Diluted earnings per share *(in €)*	8	3.54	3.48
Earnings per share attributable to owners of the parent			
Basic earnings per share *(in €)*	8	3.57	3.52
Diluted earnings per share *(in €)*	8	3.54	3.48

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

Consolidated comprehensive income statement for the period

	2012			2011		
(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
Net income	**1,916.7**	**108.5**	**2,025.2**	**1,904.3**	**91.7**	**1,996.0**
Financial instruments of controlled companies: changes in fair value	(47.7)	(0.7)	(48.4)	(110.9)	0.4	(110.6)
of which:						
Available-for-sale financial assets	*17.6*		*17.6*	*(19.9)*	*(0.0)*	*(19.9)*
Cash flow hedges (*)	*(65.3)*	*(0.7)*	*(66.0)*	*(91.1)*	*0.4*	*(90.7)*
Financial instruments of companies accounted for under the equity method: changes in fair value	(180.3)	(12.6)	(193.0)	(255.2)	(16.8)	(272.0)
Currency translation differences	34.3	3.9	38.2	(6.1)	(1.0)	(7.1)
Tax (**)	76.4	3.9	80.4	117.0	3.8	120.8
Income and expense for the period recognised directly in equity	**(117.4)**	**(5.5)**	**(122.9)**	**(255.3)**	**(13.6)**	**(268.9)**
of which:						
Controlled companies	*0.6*	*1.1*	*1.7*	*(80.2)*	*(0.5)*	*(80.7)*
Companies accounted for under the equity method	*(118.0)*	*(6.6)*	*(124.6)*	*(175.1)*	*(13.1)*	*(188.2)*
Total comprehensive income	**1,799.3**	**103.0**	**1,902.3**	**1,649.0**	**78.1**	**1,727.1**

(*) Changes in the fair value of cash flow hedges (interest rate hedges) are recognised in equity for the effective portion. Cumulative gains and losses in equity are taken to profit or loss at the time when the cash flow affects profit or loss.

(**) Including positive tax effects of €80.4 million relating to changes in the fair value of financial instruments (€120.8 million in 2011), negative effects of €6.0 million relating to available-for-sale financial assets (positive effects of €6.8 million in 2011) and positive effects of €86.4 million relating to the effective portion of cash flow hedges (€114 million in 2011).

Consolidated balance sheet

Assets

(in € millions)	Notes	31/12/2012	31/12/2011
Non-current assets			
Concession intangible assets	9	23,499.9	23,921.5
Goodwill	10-13	6,609.3	6,263.8
Other intangible assets	11	437.4	374.8
Property, plant and equipment	12	4,746.2	4,399.1
Investment property	14	10.5	48.0
Investments in companies accounted for under the equity method	15	810.3	748.6
Other non-current financial assets	16	1,715.4	1,267.6
Deferred tax assets	7	202.7	179.1
Total non-current assets		**38,031.6**	**37,202.5**
Current assets			
Inventories and work in progress	21	1,015.5	1,004.1
Trade and other receivables	21	10,978.6	10,222.0
Other current operating assets	21	4,505.5	4,131.3
Other current non-operating assets		35.2	46.3
Current tax assets	7	87.1	70.4
Other current financial assets		421.1	356.6
Cash management financial assets	22	179.2	169.6
Cash and cash equivalents	22	6,336.9	7,372.4
Total current assets		**23,559.1**	**23,372.7**
Total assets		**61,590.7**	**60,575.2**

Consolidated balance sheet

Equity and liabilities

(in € millions)	Notes	31/12/2012	31/12/2011
Equity			
Share capital	18.1	1,443.4	1,413.2
Share premium	18.1	7,487.9	7,182.4
Treasury shares	18.2	(1,661.8)	(1,097.5)
Other equity instruments		490.6	490.6
Consolidated reserves		4,269.2	3,493.9
Currency translation reserves		57.2	22.7
Net income for the period attributable to owners of the parent		1,916.7	1,904.3
Amounts recognised directly in equity	18.4	(668.8)	(519.8)
Equity attributable to owners of the parent		**13,334.4**	**12,889.9**
Non-controlling interests	18.6	735.4	725.4
Total equity		**14,069.8**	**13,615.3**
Non-current liabilities			
Non-current provisions	20	1,796.5	1,535.4
Bonds	22	9,615.3	7,819.8
Other loans and borrowings	22	6,938.5	9,605.2
Other non-current liabilities		131.5	95.6
Deferred tax liabilities	7	2,080.4	2,166.9
Total non-current liabilities		**20,562.3**	**21,223.0**
Current liabilities			
Current provisions	21	3,507.7	3,484.1
Trade payables	21	7,603.6	7,625.0
Other current operating liabilities	21	11,306.3	10,381.5
Other current non-operating liabilities		539.9	567.8
Current tax liabilities	7	361.3	232.6
Current borrowings	22	3,640.0	3,445.8
Total current liabilities		**26,958.7**	**25,736.9**
Total equity and liabilities		**61,590.7**	**60,575.2**

Consolidated cash flow statement

(in € millions)	Notes	2012	2011
Consolidated net income for the period (including non-controlling interests)		**2,025.2**	**1,996.0**
Depreciation and amortisation	5.2	1,877.0	1,810.7
Net increase/(decrease) in provisions		106.1	67.7
Share-based payments (IFRS 2) and other restatements		(1.3)	10.9
Gain or loss on disposals		(24.0)	(20.5)
Change in fair value of financial instruments		(1.4)	(1.4)
Share of profit or loss of companies accounted for under the equity method and dividends received from unconsolidated entities		(99.0)	(66.4)
Capitalised borrowing costs		(71.3)	(60.9)
Cost of net financial debt recognised	6	637.7	646.6
Current and deferred tax expense recognised	7.1	969.2	983.6
Cash flows (used in)/from operations before tax and financing costs	**2**	**5,418.5**	**5,366.2**
Changes in operating working capital requirement and current provisions	21.1	(37.4)	93.4
Income taxes paid		(978.6)	(936.2)
Net interest paid		(595.0)	(643.4)
Dividends received from companies accounted for under the equity method		57.2	57.7
Cash flows (used in)/from operating activities **I**		**3,864.7**	**3,937.6**
Purchases of property, plant and equipment and intangible assets		*(870.6)*	*(757.7)*
Proceeds from sales of property, plant and equipment and intangible assets		*128.5*	*89.7*
Operating investments (net of disposals)	2	(742.1)	(668.0)
Operating cash flow	**2**	**3,122.6**	**3,269.5**
Investments in concession fixed assets (net of grants received)		*(1,123.5)*	*(1,106.4)*
Financial receivables (PPP contracts and others)		*(16.1)*	*(29.0)*
Growth investments in concessions and PPPs	2	(1,139.6)	(1,135.4)
Free cash flow (after investments)	**2**	**1,983.0**	**2,134.2**
Purchases of shares in subsidiaries and affiliates (consolidated and unconsolidated)		*(611.8)*	*(196.8)*
Proceeds from sales of shares in subsidiaries and affiliates (consolidated and unconsolidated)		*7.4*	*39.7*
Net effect of changes in scope of consolidation		*6.3*	*(15.1)*
Net financial investments		(598.0)	(172.2)
Other		(49.5)	(95.9)
Net cash flows (used in)/from investing activities **II**		**(2,529.2)**	**(2,071.5)**
Changes in share capital		335.7	393.5
Transactions on treasury shares		(646.9)	(623.5)
Non-controlling interests in share capital increases and decreases of subsidiaries		(1.3)	0.6
Acquisitions/disposals of non-controlling interests (without acquisition or loss of control) (*)		(96.3)	(34.9)
Dividends paid			
- to shareholders of VINCI SA (**)		*(978.8)*	*(946.8)*
- to non-controlling interests		*(77.8)*	*(89.0)*
Proceeds from new long-term borrowings		1,624.3	1,627.0
Repayments of long-term loans		(2,539.2)	(1,723.7)
Change in cash management assets and other current financial debts		300.9	933.4
Net cash flows (used in)/from financing activities **III**		**(2,079.5)**	**(463.4)**
Change in net cash **I+II+III**		**(744.0)**	**1,402.7**
Net cash and cash equivalents at beginning of period		**6,514.1**	**5,071.1**
Other changes (***)		(24.3)	40.3
Net cash and cash equivalents at end of period	**22.2**	**5,745.8**	**6,514.1**
Increase/(decrease) in cash management financial assets		(300.9)	(933.4)
(Proceeds from)/repayment of loans		914.9	96.7
Other changes (***)		217.1	(136.2)
Change in net financial debt		**62.8**	**470.1**
Net financial debt at beginning of period		**(12,589.6)**	**(13,059.7)**
Net financial debt at end of period	**22**	**(12,526.8)**	**(12,589.6)**

(*) Corresponding mainly to the buy-out of non-controlling interests (19.83%) in Entrepose Contracting for €102.4 million after the simplified public tender offer.
(**) Including the €31.3 million interest payment on the perpetual subordinated bonds.
(***) Including the change in the consolidation method used for Greek company Gefyra.

Consolidated statement of changes in equity

(in € millions)	Equity attributable to owners of the parent										
	Share capital	**Share premium**	**Treasury shares**	**Other equity instruments**	**Consolidated reserves**	**Net income**	**Currency translation reserves**	**Amounts recognised directly in equity**	**Total attributable to owners of the parent**	**Non-controlling interests**	**Total**
Balance at 01/01/2011	**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**
Net income for the period						1,904.3			1,904.3	91.7	1,996.0
Income and expense for the period recognised directly in equity of controlled companies							(7.7)	(72.5)	(80.2)	(0.5)	(80.7)
Income and expense for the period recognised directly in equity of companies accounted for under the equity method							1.5	(176.7)	(175.1)	(13.1)	(188.2)
Total comprehensive income for the period						**1,904.3**	**(6.1)**	**(249.1)**	**1,649.0**	**78.1**	**1,727.1**
Increase in share capital	31.6	361.8							393.5	0.6	394.1
Decrease in share capital											
Transactions on treasury shares			(545.2)		(78.3)				(623.5)		(623.5)
Allocation of net income and dividend payments					829.1	(1,775.9)			(946.8)	(89.0)	(1,035.8)
Share-based payments (IFRS 2)					69.1				69.1	0.5	69.6
Impact of acquisitions or disposals of non-controlling interests after acquisition of control					(25.4)		0.2		(25.2)	(1.1)	(26.3)
Changes in consolidation scope					(0.1)		0.1			10.4	10.4
Other					69.7			0.1	69.7	5.3	75.0
Balance at 31/12/2011	**1,413.2**	**7,182.4**	**(1,097.5)**	**490.6**	**3,493.9**	**1,904.3**	**22.7**	**(519.8)**	**12,889.9**	**725.4**	**13,615.3**
Net income for the period						1,916.7			1,916.7	108.5	2,025.2
Income and expense for the period recognised directly in equity of controlled companies							31.8	(31.2)	0.6	1.1	1.7
Income and expense for the period recognised directly in equity of companies accounted for under the equity method							2.5	(120.4)	(118.0)	(6.6)	(124.6)
Total comprehensive income for the period						**1,916.7**	**34.3**	**(151.6)**	**1,799.3**	**103.0**	**1,902.3**
Increase in share capital	30.2	305.5							335.7		335.7
Decrease in share capital										(1.4)	(1.4)
Transactions on treasury shares			(564.3)		(82.5)				(646.9)		(646.9)
Allocation of net income and dividend payments					925.6	(1,904.3)			(978.8)	(77.8)	(1,056.6)
Share-based payments (IFRS 2)					65.2				65.2	0.4	65.6
Impact of acquisitions or disposals of non-controlling interests after acquisition of control (*)					(92.0)		0.1		(91.9)	(24.3)	(116.1)
Changes in consolidation scope					(2.7)		0.2	2.5		8.5	8.5
Other					(38.2)		(0.1)	0.1	(38.2)	1.5	(36.7)
Balance at 31/12/2012	**1,443.4**	**7,487.9**	**(1,661.8)**	**490.6**	**4,269.2**	**1,916.7**	**57.2**	**(668.8)**	**13,334.4**	**735.4**	**14,069.8**

(*) Corresponding mainly to the buy-out of non-controlling interests in Entrepose Contracting, which had a negative impact of €79.7 million (amount attributable to owners of the parent) after the simplified public tender offer and squeeze-out.

A. Accounting policies and measurement methods

1. General policies

Pursuant to Regulation (EC) No. 1606/2002 of 19 July 2002, VINCI's consolidated financial statements for the period ended 31 December 2012 have been prepared under the International Financial Reporting Standards (IFRS) as adopted by the European Union at 31 December 2012 (*).

The accounting policies used at 31 December 2012 are the same as those used in preparing the consolidated financial statements at 31 December 2011, except for the Standards and Interpretations adopted by the European Union applicable as from 1 January 2012, (see Note A.1.1. "New Standards and Interpretations applicable from 1 January 2012").

The information relating to 2010, presented in the 2011 registration document D.12-0108 filed with the AMF on 27 February 2012, is deemed to be included herein.

The consolidated financial statements were adopted by the Board of Directors on 5 February 2013 and will be submitted to the Shareholders' General Meeting for approval on 16 April 2013.

1.1 New Standards and Interpretations applicable from 1 January 2012

The new Standards and Interpretations applicable from 1 January 2012 have no material impact on VINCI's consolidated financial statements at 31 December 2012. These are mainly:
- Amendment to IFRS 7 "Disclosures – Transfers of Financial Assets".
- IAS 12 Amended "Deferred Tax: Recovery of Underlying Assets".

1.2 Standards and Interpretations adopted by the IASB but not yet applicable at 31 December 2012

The Group has not applied early the following Standards and Interpretations of which application was not mandatory at 1 January 2012.
Standards on consolidation methods:
- IFRS 10 "Consolidated Financial Statements";
- IFRS 11 "Joint Arrangements";
- IFRS 12 "Disclosure of Interests in Other Entities";
- IAS 27 Revised "Consolidated and Separate Financial Statements";
- IAS 28 Revised "Interests in Associates and Joint Ventures".

Other standards:
- IAS 1 Amended "Presentation of Items of Other Comprehensive Income";
- IAS 19 Amended "Employee Benefits";
- IFRS 7 Amended "Disclosures – Offsetting Financial Assets and Financial Liabilities";
- IFRS 13 "Fair Value Measurement";
- IAS 32 Amended: "Offsetting Financial Assets and Financial Liabilities";
- IFRIC 20 "Stripping Costs in the Production Phase of a Surface Mine".

VINCI is currently analysing the impacts and practical consequences of the application of these Standards and Interpretations.

The amended version of IAS 19 "Employee Benefits" must be applied to accounting periods starting on or after 1 January 2013. It features several changes in the way that post-employment benefits are recognised, including the following:
- all post-employment benefits granted to Group employees must be recognised in the consolidated balance sheet. The corridor method and the ability to amortise past service cost against income over the average vesting period will no longer be possible (see Note A.3.27.1 "Provisions for retirement benefit obligations");
- calculating the expected return on pension plan assets will now involve the discount rate used for calculating obligations with respect to defined benefit plans;
- the impacts of plan amendments must be recognised in income;
- impacts of remeasurements must be recognised in other comprehensive income: actuarial gains and losses on retirement benefit obligations, plan asset outperformance/underperformance (i.e. the difference between the effective return on plan assets and the return calculated using the discount rate applied to the actuarial liability) and changes in the asset ceiling effect.

The new arrangements resulting from the revised version of IAS 19 will be applied retrospectively by the Group. The main impacts on the Group's consolidated balance sheets at 1 January 2012 and 31 December 2012 are estimated as follows and correspond to the recognition of actuarial gains and losses and past service costs that were previously not recognised:
- an increase in provisions for retirement benefit obligations totalling €163 million at 1 January 2012 and €325 million at 31 December 2012;
- a decrease in assets recognised in the balance sheet totalling €49 million at 1 January 2012 and €69 million at 31 December 2012;
- a decrease in consolidated equity, excluding tax effects, totalling €212 million at 1 January 2012 and €394 million at 31 December 2012.

A detailed analysis of the impact of the amended version of IAS 19 on the 2012 consolidated financial statements is underway.

(*) Available on http://ec.europa.eu/internal_market/accounting/ias/index_en.htm

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 Belgian 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 and at VINCI Immobilier.

Companies over which the Group exercises significant influence and joint ventures are accounted for under the equity method.

When determining its level of control over an entity, VINCI also analyses any instruments held by the Group or by third parties which, if exercised, could cause the Group to obtain or lose control of the entity concerned.

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

	31/12/2012			31/12/2011		
(number of companies)	**Total**	France	Foreign	**Total**	France	Foreign
Controlled companies	**1,995**	1,224	771	**1,907**	1,197	710
Equity method	**355**	58	297	**339**	66	273
Total	**2,350**	**1,282**	**1,068**	**2,246**	**1,263**	**983**

The main changes in the period relate to the acquisition of the Carmacks group in Alberta, Canada (six companies) and NAPC in India (one company) by Eurovia in the first half of 2012, and of GA Gruppe in Germany (14 companies plus a newly created holding company) by VINCI Energies in the second half of 2012.
Gefyra, which holds the concession for the Rion–Antirion bridge in Greece and was fully consolidated until 1 October 2012, has since that date been accounted for under the equity method after a change in the Group's ability to exert sole control over the company.
The increase in the number of consolidated companies is mainly the result of changes to VINCI Energies' operational organisation during the year. This led to the creation of 41 companies and the combination of eight others within VINCI Energies France. Other acquisitions during the period mainly concerned VINCI Concessions (four companies), VINCI Energies (17 companies), VINCI Construction (11 companies) and Eurovia (four companies).

2.2 Intragroup transactions

Reciprocal operations and transactions relating to assets and liabilities, income and expenses between companies that are consolidated or accounted for under the equity method are eliminated in the consolidated financial statements. This is done:
- for the full amount if the transaction is between two controlled subsidiaries;
- applying the percentage owned of a company accounted for under the equity method in the case of profits or losses realised between a controlled company and a company accounted for under the equity method.

2.3 Translation of the financial statements of foreign companies 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 denominated 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 expense in the income statement.
Foreign exchange gains and losses arising on loans denominated in foreign currency or on foreign currency derivative instruments qualifying as hedges of net 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 were recognised applying the provisions of the previous version of IFRS 3.
Business combinations completed from 1 January 2010 onwards have been recognised in accordance with IFRS 3 Revised. This Standard has been applied prospectively. It has therefore not affected business combinations made before 1 January 2010.
In application of this revised 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. 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.
Non-controlling interests in the acquiree are measured either at their share of the acquiree's net identifiable assets, or at their fair value. This option is applied on a case-by-case basis for each acquisition.
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 the fair value of the identifiable assets and liabilities acquired constitute goodwill. Where applicable, the cost of acquisition can include the fair value of non-controlling interests if the full goodwill method has been selected.
The Group has 12 months from the date of acquisition to finalise the accounting for business combinations.
In the case of a business combination achieved in stages, previously acquired shareholdings in the acquiree are measured at fair value at the date of acquisition of control. Any resulting gain or loss is recognised in profit or loss.

2.6 Transactions between shareholders, acquisitions and disposals of non-controlling interests after acquisition of control

In accordance with IAS 27 Revised, acquisitions or disposals of non-controlling interests, with no impact on 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 interest in an entity that continues to be controlled is booked in the accounts as a transaction between shareholders, 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 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 income statement at the balance sheet date.
Assets connected with discontinued operations, if held for sale, are measured at the lower of their carrying amount and their estimated selling 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 12 months. Such assets are measured at the lower of their carrying amount and their estimated selling price less costs to sell.
Contrary to discontinued operations, income statement and cash flow items relating to assets classified as held for sale are not shown on a separate line.

3. Measurement rules and methods

3.1 Use of estimates

The preparation of financial statements under 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.

The consequence of the economic and financial crisis in Europe, in particular financial market volatility, access to finance and economic growth, makes it difficult to assess the outlook for business in the medium term. The consolidated financial statements for the period have therefore been prepared with reference to the 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 the discount rates adopted. Any change in these assumptions could have a material effect on the recoverable amount. The main assumptions used by the Group are described in Note E.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 plans. 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 E.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 these 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.
Most of these assumptions are updated annually. Details of the assumptions used and how they are determined are given in Note E.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 obligations 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 issues are measured in this way;
- Level 2 – internal model using internal measurement techniques with observable factors: these techniques are based on 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 VINCI 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 (VINCI Energies, Eurovia and VINCI Construction) is recognised in accordance with IAS 11 "Construction Contracts". 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 "Revenue" and IAS 11. The method for recognising revenue in respect of concession contracts is explained in Note A.3.5 "Concession contracts" below. It comprises:
- tolls for the use of motorway infrastructure operated under concession, revenue booked by car parks and airport service concessions, and ancillary income such as fees for the use of commercial installations, rental of telecommunications 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 recognised as the property development proceeds (in accordance with IFRIC 15 "Agreements for the Construction of Real Estate").

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 VINCI Construction business line, the stage of completion is usually determined on a physical basis. For the other business lines (Eurovia and VINCI Energies), 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 "Service Concession Arrangements", 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 concession assets: revenue is recognised in accordance with IAS 18.

In return for its activities, the operator receives remuneration 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 based on 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 in France, certain bridges and most of the parking facilities managed under concession by VINCI Park.
- **The grantor: the financial asset model applies.** The operator has an unconditional contractual right to receive payments from the concession 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 (design, construction etc.). Such financial assets are recognised in the balance sheet under "Loans and receivables", in an amount corresponding to 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.

In the case of **bifurcated 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 (in the form of grants or rental) 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 under "concession intangible assets".

3.6 Share-based payments

The measurement and recognition methods for share subscription and purchase plans, the *Plans d'Epargne Groupe* (Group savings plans) and performance share plans, are defined by IFRS 2 "Share-based Payment". The granting of share options, performance shares and offers to subscribe to Group savings plans in France and abroad 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.
Benefits granted under share option plans, performance share plans and Group savings plans 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 income from ordinary activities, which is an indicator of business lines' performance, but to report it on a separate line, labelled "Share-based payment expense (IFRS 2)", in operating income.

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 (stock market performance or financial criteria) being met. The fair value of options is determined, at grant date, using the Monte Carlo valuation model, taking account of the impact of the market performance condition if applicable. The Monte Carlo model allows a larger number of scenarios to be modelled, by including in particular the valuation of assumptions about beneficiaries' behaviour on the basis of historical observations.

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 may be dependent on the realisation of financial criteria, the fair value of the shares has been estimated, at grant date, taking account of 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 plans

In France, VINCI issues new shares reserved for its employees three times a year with a subscription price that includes a discount 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 sale or transfer of shares acquired by employees under these plans, 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 in consolidated equity.
Outside France, in accordance with authorisations given to the Board of Directors by the Shareholders' General Meeting, VINCI has set up Group savings plans for the employees of certain foreign subsidiaries in 14 countries. These plans have different characteristics from those for employees in France, partly to ensure that the plans' value is consistent across all countries despite varying tax and regulatory arrangements. Details of the plans are set out in the relevant Note to the financial statements.

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, and 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 expense

Other financial income and expense comprises mainly 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 managing interest rate or exchange rate risk.
Borrowing costs borne during construction relate to concession assets and are mainly 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 substantively enacted at the accounts closing date, which are applied according to the schedule for reversing temporary differences. 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 companies accounted for under the equity method 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 prospect of 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 income 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 contract in a manner that reflects the pattern in which the contract's economic benefits are consumed by the entity, starting from the date when the right to operate starts to be used. For concessions that have recently entered into service, the amortisation is calculated using the progressive, straight-line or diminishing balance method, on the basis of the forecast traffic levels included in the business plan. In the particular case of the motorway operating companies ASF, Cofiroute and Escota, the straight-line method is 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 companies accounted for under the equity method is included in the line item "Investments in companies accounted for under the equity method".
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 charged to operating income 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 on the 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, brands, quarrying rights of finite duration and computer software. Other purchased intangible assets are measured at cost less any amortisation or 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, signage, data transmission and videosurveillance, 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 several 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 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 into 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. It 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 assets and property, plant and equipment. 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. In accordance with IAS 36, the criteria adopted to assess indications that an asset might be impaired are either external (e.g. a material change in market conditions) or internal (e.g. a material reduction in revenue), without distinction.
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 income. 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 companies accounted for under the equity method

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. The share of the negative net equity of companies accounted for under the equity method arising from decreases in the fair value of financial hedging instruments is presented under provisions for financial risks.
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 income or loss of companies accounted for under the equity method is reported on a specific line, between the "operating income from ordinary activities" and "operating income" lines.
These shareholdings are in companies in which the Group has significant influence and in 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 instruments (assets and liabilities)").

3.20.1 Available-for-sale securities

"Available-for-sale securities" comprises the Group's shareholdings in unconsolidated companies.
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 the relevant 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 such an 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 current market 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 generating profits.

3.20.2 Loans and receivables at amortised cost

"Loans and receivables at amortised cost" mainly comprises receivables connected with shareholdings, current account advances to companies accounted for under the equity method 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 payments") from the grantor.
When first recognised, these loans and receivables are recognised at their fair value less 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, which corresponds 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 receivables and other current operating assets

"Trade receivables" and "other current operating assets" 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, trade receivables and other current operating assets 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 in the light of payment delays and guarantees obtained and an impairment loss is recognised if necessary.

3.23 Other current financial assets

"Other current financial assets" comprises the fair value of derivative financial instruments (assets) not designated as hedges for accounting purposes, the part at less than one year of the fair value of derivative financial instruments (assets) designated as hedges for accounting purposes 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" comprises investments in money market securities and bonds, 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 equity instruments.

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 a company 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 that which 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 income 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 fund (CNPO), are considered as being under defined contribution plans and are recognised as an expense as and when contributions are payable.

The 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

These 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 non-Group companies 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 liabilities". 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 expense".
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 set aside 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 period 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 economic benefit of a loan at a significantly below-market rate of interest, which is the case in particular 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 liability component and an equity component, such as bonds convertible into shares, are recognised in accordance with IAS 32. The carrying amount of the compound instrument is apportioned between its liability component and its equity component, the equity component being defined as the difference between the fair value of the compound instrument and the fair value of the liability component. The liability component corresponds to the fair value of a liability 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 liability component is measured using the amortised cost method over its estimated term. Issuance costs are allocated proportionately between the liability 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 portion 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 portion and in profit or loss for the period for the ineffective portion. 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 derivative 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 other non-current 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 equity holders 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 half-year reports.

Off-balance sheet commitments are reported in the appropriate Notes, as dictated by the activity to which they relate.

B. Business combinations

1. Acquisition of GA Gruppe

On 7 September 2012, after the European authorities gave antitrust approval, VINCI Energies completed its acquisition of the Energieversorgungstechnik (EVT) division of Swiss group Alpiq. VINCI Energies purchased 100% of the shares in the EVT division's parent company.

EVT, now known as GA Gruppe, is a group of business units offering a comprehensive range of services including engineering, planning, construction and maintenance for power transmission and distribution operators, telecommunications infrastructure operators and industrial companies. GA Gruppe is based mainly in Germany and operates through local subsidiaries in Central Europe.

The purchase price of €211 million was paid in cash.

In accordance with IFRS 3 Revised, VINCI is currently assessing the fair value of the assets, liabilities and contingent liabilities acquired, and determining the related deferred tax effects. Values were provisionally allocated to identifiable assets, liabilities and contingent liabilities at 7 September 2012 based on information available. They may be adjusted during the 12 months following the acquisition on the basis of new information regarding the facts and circumstances prevailing at the time of the acquisition.

Provisional determination of identifiable assets, liabilities and contingent liabilities at the acquisition date

(in € millions)

Assets and liabilities acquired at 7 September 2012	Fair value
Non-current assets	
Intangible assets	1.5
Property, plant and equipment	61.7
Non-current financial assets	0.1
Deferred tax assets	7.1
Total non-current assets	**70.4**
Current assets	
Inventories and work in progress	5.3
Trade and other operating receivables	207.5
Other current assets	0.6
Tax assets	5.5
Cash and cash equivalents	14.2
Total current assets	**233.2**
Non-current liabilities	
Non-controlling interests	2.8
Provisions for retirement benefit obligations and other employee benefits	44.8
Deferred tax liabilities	0.6
Total non-current liabilities	**48.3**
Current liabilities	
Current provisions	6.5
Trade payables	54.1
Other current liabilities	103.4
Tax liabilities	10.8
Current borrowings	48.8
Total current liabilities	**223.5**
Net assets acquired	**31.8**
Purchase price	**210.8**
Provisional goodwill	**179.0**

Provisional goodwill represents the future economic benefits that VINCI expects to derive from the acquisition of GA Gruppe. It has been allocated to the "VINCI Energies Allemagne" and "VINCI Energies République Tchèque" cash-generating units for €152 million and €27 million respectively.

GA Gruppe's contribution to VINCI's 2012 results

(in € millions)	07/09/2012 – 31/12/2012
Consolidated revenue	195.3
Operating income from ordinary activities	10.0
Net income for the period	7.3

For the period from 1 January 2012 to 31 December 2012, revenue, operating income from ordinary activities and net income, on the basis of the same assumptions as those retained at the acquisition date, would have been €519 million, €9.1 million and €6.6 million respectively.

2. Other acquisitions

In January 2012, Eurovia acquired 100% of NAPC, a road construction, earthworks and civil engineering company in Chennai, India, for €76 million. The provisional allocation of the purchase price, based on the fair value of identified assets acquired and liabilities and contingent liabilities assumed, resulted in €52.9 million of goodwill being recognised.

In March 2012, Eurovia acquired 100% of Carmacks for €145 million. This company, based in Alberta, Canada, builds and maintains road infrastructure under long-term contracts. The provisional allocation of the Carmacks purchase price led to €21.0 million of goodwill being recognised.

During 2012, Entrepose Contracting took control of Geostock, a company specialising in underground storage. Control was acquired in stages. Entrepose Contracting already had significant influence over Geostock through a 25% equity stake, and acquired an additional 25% stake in June 2012, giving it joint control. In November 2012, Entrepose Contracting acquired another 40% of the capital, taking its stake to 90% and giving it sole control of Geostock. The provisional allocation of the total €57.7 million purchase price, paid in cash, led to €23.1 million of goodwill being recognised.

The Group bought out non-controlling interests in the Entrepose Contracting group through a simplified public tender offer that was completed on 30 June 2012. As a result, the Group now owns 100% of Entrepose Contracting. This transaction, which involved a cash payment of €102 million, was recognised as a transaction between shareholders in the Group's consolidated financial statements.

C. Information by operating segment

Based on the Group's organisational structure, segment information is presented by business line.

The Group consists of two core businesses (Concessions and Contracting), together with the property activities of VINCI Immobilier. The Concessions and Contracting businesses each consist of business lines:

Concessions:
- VINCI Autoroutes: motorway concessions in France (ASF, Escota, Cofiroute and Arcour).
- VINCI Concessions: VINCI Park, VINCI Airports, VINCI Stadium, other infrastructure and public facilities.

Contracting:
- VINCI Energies: electrical works and engineering, information and communication technology, heating ventilation and air conditioning engineering, insulation and facilities management.
- 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 civil engineering infrastructure, hydraulic works, foundations, soil treatment and specialised civil engineering.

1. Revenue

1.1 Breakdown of revenue by business line

(in € millions)	2012	2011	Change
Concessions	**5,354.0**	**5,296.7**	**1.1%**
VINCI Autoroutes	4,439.3	4,409.0	0.7%
VINCI Concessions	914.7	887.6	3.1%
Contracting	**33,090.2**	**31,495.2**	**5.1%**
VINCI Energies	9,016.6	8,666.5	4.0%
Eurovia	8,746.8	8,721.6	0.3%
VINCI Construction	15,326.8	14,107.2	8.6%
VINCI Immobilier	**810.9**	**698.1**	**16.2%**
Intragroup eliminations	**(621.5)**	**(534.1)**	**16.4%**
Revenue (*)	**38,633.6**	**36,955.9**	**4.5%**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	*549.6*	*690.2*	*-20.4%*
Total revenue	*39,183.2*	*37,646.1*	*4.1%*

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

1.2 Breakdown of revenue by geographical area

(in € millions)	2012	%	2011	%
France	**24,324.2**	**63.0%**	**23,561.8**	**63.8%**
United Kingdom	2,257.3	5.8%	2,070.7	5.6%
Germany	2,374.2	6.1%	2,100.8	5.7%
Central and Eastern Europe (*)	2,001.0	5.2%	2,489.6	6.7%
Benelux	1,614.4	4.2%	1,570.0	4.2%
Other European countries	1,100.6	2.8%	1,079.3	2.9%
Europe (**)	**33,671.7**	**87.2%**	**32,872.1**	**88.9%**
of which European Union	*32,936.5*	*85.3%*	*32,294.0*	*87.4%*
North America	1,332.9	3.5%	891.1	2.4%
Africa	1,695.0	4.4%	1,709.7	4.6%
Asia Pacific	1,434.7	3.7%	1,089.9	2.9%
Latin America	499.3	1.3%	393.1	1.1%
International excluding Europe	**4,961.9**	**12.8%**	**4,083.8**	**11.1%**
Revenue (***)	**38,633.6**	**100.0%**	**36,955.9**	**100.0%**
Concession subsidiaries' revenue derived from works carried out by non-Group companies.	*549.6*		*690.2*	
Total revenue	*39,183.2*		*37,646.1*	

(**) Albania, Belarus, Bosnia-Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Hungary, Latvia, Lithuania, Macedonia, Moldova, Montenegro, Poland, Romania, Russia, Serbia, Slovakia, Slovenia and Ukraine.

(**) Including the eurozone for €28,722 million in 2012 and €28,087 million in 2011.

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

Revenue arising outside France amounted to €14,309 million in 2012, up 6.8% from 2011. It accounted for 37% of revenue excluding concession subsidiaries' revenue derived from works carried out by non-Group companies (36.2% in 2011).

2. Other 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. Data in the "Holding companies & other activities" column includes VINCI Immobilier.

2012

	Concessions			Contracting						
(in € millions)	VINCI Autoroutes	VINCI Concessions	Total	VINCI Energies	Eurovia	VINCI Construction	Total	Holding companies & other activities	Eliminations	Total
Income statement										
Revenue (*)	**4,439.3**	**914.7**	**5,354.0**	**9,016.6**	**8,746.8**	**15,326.8**	**33,090.2**	**810.9**	**(621.5)**	**38,633.6**
Concession subsidiaries' works revenue	778.2	74.1	852.2						(302.6) (**)	549.6
Total revenue	5,217.5	988.8	6,206.2	9,016.6	8,746.8	15,326.8	33,090.2	810.9	(924.2)	39,183.2
Operating income from ordinary activities	**2,019.4**	**139.1**	**2,158.5**	**502.0**	**276.5**	**625.0**	**1,403.5**	**108.7**		**3,670.7**
% of revenue (*)	*45.5%*	*15.2%*	*40.3%*	*5.6%*	*3.2%*	*4.1%*	*4.2%*			*9.5%*
Operating income	**2,015.4**	**136.8**	**2,152.1**	**476.4**	**275.4**	**644.2**	**1,396.0**	**102.9**		**3,651.0**
% of revenue (*)	*45.4%*	*15.0%*	*40.2%*	*5.3%*	*3.1%*	*4.2%*	*4.2%*			*9.5%*
Cash flow statement										
Cash flows (used in)/from operations before tax and financing costs	**3,087.2**	**284.8**	**3,371.9**	**531.7**	**467.0**	**876.3**	**1,875.0**	**171.6**		**5,418.5**
% of revenue (*)	*69.5%*	*31.1%*	*63.0%*	*5.9%*	*5.3%*	*5.7%*	*5.7%*			*14.0%*
of which net depreciation and amortisation	*1,096.3*	*109.7*	*1,206.0*	*87.0*	*256.2*	*322.9*	*666.0*	*5.0*		*1,877.0*
of which net provisions	*29.7*	*48.5*	*78.3*	*5.4*	*6.1*	*31.4*	*42.9*	*(15.0)*		*106.1*
Operating investments (net of disposals)	(27.5)	(26.7)	(54.1)	(86.4)	(219.3)	(404.4)	(710.1)	22.1		(742.1)
Operating cash flow	**1,744.3**	**222.2**	**1,966.5**	**316.5**	**(1.0)**	**437.1**	**752.6**	**403.5**		**3,122.6**
Growth investments in concessions and PPPs	(1,046.0)	(79.1)	(1,125.1)	2.4		(16.8)	(14.5)			(1,139.6)
Free cash flow (after investments)	**698.3**	**143.1**	**841.4**	**318.9**	**(1.0)**	**420.3**	**738.2**	**403.5**		**1,983.0**
Balance sheet										
Capital employed	**23,193.2**	**1,896.4**	**25,089.6**	**2,259.7**	**1,449.4**	**(274.4)**	**3,434.7**	**158.7**		**28,683.0**
of which investments in companies accounted for under the equity method	*15.3*	*102.8*	*118.1*	*8.7*	*107.5*	*556.9*	*673.1*	*19.0*		*810.3*
Net financial surplus (debt)	**(16,616.7)**	**(1,440.9)**	**(18,057.5)**	**(47.4)**	**(135.9)**	**2,278.1**	**2,094.8**	**3,435.9**		**(12,526.8)**

(*) Excluding concession subsidiaries' works revenue.

(**) Intragroup revenue of the Contracting business derived from works carried out for the Group's concession operating companies.

2011

(in € millions)	Concessions			Contracting						
	VINCI Autoroutes	**VINCI Concessions**	**Total**	**VINCI Energies**	**Eurovia**	**VINCI Construction**	**Total**	**Holding companies & other activities**	**Eliminations**	**Total**
Income statement										
Revenue (*)	**4,409.0**	**887.6**	**5,296.7**	**8,666.5**	**8,721.6**	**14,107.2**	**31,495.2**	**698.1**	**(534.1)**	**36,955.9**
Concession subsidiaries' works revenue	978.9	101.7	1,080.6						(390.4) (**)	690.2
Total revenue	5,388.0	989.3	6,377.3	8,666.5	8,721.6	14,107.2	31,495.2	698.1	(924.5)	37,646.1
Operating income from ordinary activities	**2,018.2**	**130.5**	**2,148.7**	**482.7**	**322.2**	**630.4**	**1,435.3**	**76.0**		**3,659.9**
% of revenue (*)	*45.8%*	*14.7%*	*40.6%*	*5.6%*	*3.7%*	*4.5%*	*4.6%*			*9.9%*
Operating income	**2,015.1**	**105.7**	**2,120.8**	**459.1**	**308.8**	**643.7**	**1,411.7**	**68.5**		**3,601.0**
% of revenue (*)	*45.7%*	*11.9%*	*40.0%*	*5.3%*	*3.5%*	*4.6%*	*4.5%*			*9.7%*
Cash flow statement										
Cash flow (used in)/from operationsbefore tax and financing costs	**3,058.0**	**308.0**	**3,366.0**	**507.9**	**524.3**	**847.7**	**1,879.9**	**120.3**		**5,366.2**
% of revenue (*)	*69.4%*	*34.7%*	*63.5%*	*5.9%*	*6.0%*	*6.0%*	*6.0%*			*14.5%*
of which net depreciation and amortisation	*1,063.0*	*108.4*	*1,171.4*	*82.1*	*249.1*	*301.9*	*633.1*	*6.2*		*1,810.7*
of which net provisions	*6.6*	*71.2*	*77.8*	*(6.0)*	*(12.8)*	*16.7*	*(2.1)*	*(8.0)*		*67.7*
Operating investments (net of disposals)	(26.0)	(29.8)	(55.8)	(88.4)	(194.3)	(334.1)	(616.8)	4.5		(668.0)
Operating cash flow	**1,687.8**	**187.2**	**1,875.0**	**257.4**	**220.2**	**678.9**	**1,156.5**	**238.0**		**3,269.5**
Growth investments in concessions and PPPs	(1,017.3)	(91.2)	(1,108.5)	(3.1)		(23.7)	(26.8)			(1,135.4)
Free cash flow (after investments)	**670.5**	**95.9**	**766.4**	**254.3**	**220.2**	**655.2**	**1,129.7**	**238.0**		**2,134.2**
Balance sheet										
Capital employed	**23,035.9**	**2,176.0**	**25,211.9**	**1,931.8**	**1,116.7**	**(467.7)**	**2,580.9**	**206.6**		**27,999.4**
of which investments in companies accounted for under the equity method	*13.2*	*106.4*	*119.7*	*4.6*	*132.3*	*480.7*	*617.6*	*11.4*		*748.6*
Net financial surplus (debt)	**(17,157.0)**	**(1,738.5)**	**(18,895.4)**	**530.7**	**90.1**	**2,293.3**	**2,914.1**	**3,391.8**		**(12,589.6)**

(*) Excluding concession subsidiaries' works revenue.

(**) Intragroup revenue of the Contracting business derived from works carried out for the Group's concession operating companies.

Reconciliation between capital employed and the financial statements

The definition of capital employed is non-current assets less working capital requirement (including current provisions) (see Note E.21 "Working capital requirement and current provisions") and less tax payable.

(in € millions)	Note	31/12/2012	31/12/2011
Capital employed – Assets			
Concession intangible assets		23,499.9	23,921.5
– Deferred tax on ASF fair value adjustments		(1,763.1)	(1,847.2)
Goodwill, gross		6,681.6	6,342.6
Other intangible assets		437.4	374.8
Property, plant and equipment		4,746.2	4,399.1
Investment property		10.5	48.0
Investments in companies accounted for under the equity method		810.3	748.6
Other non-current financial assets		1,715.4	1,267.6
– Collateralised loans and receivables (at more than one year)	16	(2.3)	(2.1)
– Derivative non-current financial instruments (assets)	16	(756.1)	(436.4)
Inventories and work in progress		1,015.5	1,004.1
Trade and other receivables		10,978.6	10,222.0
Other current operating assets		4,505.5	4,131.3
Other current non-operating assets		35.2	46.3
Current tax assets		87.1	70.4
Total capital employed – Assets		**52,001.7**	**50,290.5**
Capital employed – Liabilities			
Current provisions		(3,507.7)	(3,484.1)
Trade payables		(7,603.6)	(7,625.0)
Other current operating liabilities		(11,306.3)	(10,381.5)
Other current non-operating liabilities		(539.9)	(567.8)
Current tax liabilities		(361.3)	(232.6)
Total capital employed – Liabilities		**(23,318.7)**	**(22,291.1)**
Total capital employed		**28,683.0**	**27,999.4**

3. Breakdown of the Concessions business data

2012

(in € millions)	VINCI Autoroutes	*of which* ASF/Escota	*of which* Cofiroute	VINCI Concessions	*of which VINCI Park*	Total
Income statement						
Revenue (*)	**4,439.3**	***3,191.3***	***1,208.2***	**914.7**	***614.6***	**5,354.0**
Concession subsidiaries' works revenue	778.2	*647.5*	*128.0*	74.1	*19.1*	852.2
Total revenue	5,217.5	*3,838.8*	*1,336.2*	988.8	*633.8*	6,206.2
Operating income from ordinary activities	**2,019.4**	***1,392.0***	***610.9***	**139.1**	***113.9***	**2,158.5**
% of revenue (*)	*45.5%*	*43.6%*	*50.6%*	*15.2%*	*18.5%*	*40.3%*
Operating income	**2,015.4**	***1,390.3***	***608.4***	**136.8**	***110.7***	**2,152.1**
% of revenue (*)	*45.4%*	*43.6%*	*50.4%*	*15.0%*	*18.0%*	*40.2%*
Cash flow statement						
Cash flows from operations before tax and financing costs	**3,087.2**	***2,206.7***	***855.9***	**284.8**	***210.1***	**3,371.9**
% of revenue (*)	*69.5%*	*69.1%*	*70.8%*	*31.1%*	*34.2%*	*63.0%*
of which net depreciation and amortisation	*1,096.3*	*837.0*	*252.1*	*109.7*	*75.7*	*1,206.0*
of which net provisions	*29.7*	*17.6*	*12.1*	*48.5*	*29.5*	*78.3*
Operating investments (net of disposals)	(27.5)	*(23.1)*	*(4.3)*	(26.7)	*(18.7)*	(54.1)
Operating cash flow	**1,744.3**	***1,266.6***	***547.2***	**222.2**	***121.9***	**1,966.5**
Growth investments (concessions and PPPs)	(1,046.0)	*(861.2)*	*(182.1)*	(79.1)	*(45.9)*	(1,125.1)
Free cash flow (after investments)	**698.3**	***405.4***	***365.1***	**143.1**	***76.0***	**841.4**
Balance sheet						
Capital employed	**23,193.2**	***17,269.5***	***5,237.1***	**1,896.4**	***1,243.4***	**25,089.6**
of which investments in companies accounted for under the equity method	*15.3*	*15.3*	*(0.0)*	*102.8*	*40.2*	*118.1*
Net financial surplus (debt)	**(16,616.7)**	***(11,149.4)***	***(2,876.9)***	**(1,440.9)**	***(730.2)***	**(18,057.5)**

(*) Excluding concession subsidiaries' works revenue.

2011

(in € millions)	VINCI Autoroutes	of which ASF/Escota	of which Cofiroute	VINCI Concessions	of which VINCI Park	Total
Income statement						
Revenue (*)	**4,409.0**	***3,169.9***	***1,201.9***	**887.6**	***599.1***	**5,296.7**
Concession subsidiaries' works revenue	978.9	*845.5*	*129.4*	101.7	*37.0*	1,080.6
Total revenue	5,388.0	*4,015.5*	*1,331.3*	989.3	*636.1*	6,377.3
Operating income from ordinary activities	**2,018.2**	***1,393.8***	***608.1***	**130.5**	***107.3***	**2,148.7**
% of revenue (*)	*45.8%*	*44.0%*	*50.6%*	*14.7%*	*17.9%*	*40.6%*
Operating income	**2,015.1**	***1,392.8***	***605.9***	**105.7**	***107.0***	**2,120.8**
% of revenue (*)	*45.7%*	*43.9%*	*50.4%*	*11.9%*	*17.9%*	*40.0%*
Cash flow statement						
Cash flows from operations before tax and financing costs	**3,058.0**	***2,185.4***	***848.0***	**308.0**	***200.9***	**3,366.0**
% of revenue (*)	*69.4%*	*68.9%*	*70.6%*	*34.7%*	*33.5%*	*63.5%*
of which net depreciation and amortisation	*1,063.0*	*809.8*	*246.4*	*108.4*	*74.9*	*1,171.4*
of which net provisions	*6.6*	*5.3*	*1.4*	*71.2*	*20.5*	*77.8*
Operating investments (net of disposals)	(26.0)	*(19.4)*	*(2.2)*	(29.8)	*(22.8)*	(55.8)
Operating cash flow	**1,687.8**	***1,204.3***	***557.6***	**187.2**	***113.5***	**1,875.0**
Growth investments (concessions and PPPs)	(1,017.3)	*(841.2)*	*(172.1)*	(91.2)	*(49.1)*	(1,108.5)
Free cash flow (after investments)	**670.5**	***363.1***	***385.5***	**95.9**	***64.3***	**766.4**
Balance sheet						
Capital employed	**23,035.9**	***17,052.5***	***5,314.8***	**2,176.0**	***1,252.0***	**25,211.9**
of which investments in companies accounted for under the equity method	*13.2*	*13.2*		*106.4*	*41.5*	*119.7*
Net financial surplus (debt)	**(17,157.0)**	***(11,315.7)***	***(2,959.9)***	**(1,738.5)**	***(772.1)***	**(18,895.4)**

(*) Excluding concession subsidiaries' works revenue.

4. Capital employed by geographical area

(in € millions)	France	Germany	United Kingdom	Central and Eastern Europe (*)	Benelux	Other European countries	Total Europe	North America	Africa	Asia Pacific	Latin America	Total
31 December 2012												
Capital employed	26,166.2	263.6	265.4	103.8	923.4	362.8	28,085.1	556.0	(35.1)	2.9	74.0	**28,683.0**
31 December 2011												
Capital employed	25,769.1	78.3	206.2	53.4	817.9	654.6	27,579.4	361.3	64.8	(95.4)	89.4	**27,999.4**

(*) Albania, Belarus, Bosnia-Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Hungary, Latvia, Lithuania, Macedonia, Moldova, Montenegro, Poland, Romania, Russia, Serbia, Slovakia, Slovenia and Ukraine.

Capital employed in the eurozone at 31 December 2012 was €27,577 million, of which 96% in France.

D. Notes to the income statement

5. Operating income

(in € millions)	2012	2011
Revenue [*]	**38,633.6**	**36,955.9**
Concession subsidiaries' revenue derived from works carried out by non-Group companies	549.6	690.2
Total revenue	39,183.2	37,646.1
Revenue from ancillary activities	**234.4**	**205.0**
Purchases consumed	(9,432.5)	(9,258.0)
External services	(5,103.9)	(4,843.9)
Temporary employees	(993.5)	(946.6)
Subcontracting and concession operating companies' construction costs	(8,013.9)	(7,468.3)
Taxes and levies	(1,052.4)	(1,009.2)
Employment costs	(9,272.0)	(8,754.2)
Other operating income and expenses	38.8	49.7
Depreciation and amortisation	(1,877.0)	(1,810.7)
Net provision expense	(40.4)	(150.0)
Operating expenses	**(35,746.9)**	**(34,191.2)**
Operating income from ordinary activities	**3,670.7**	**3,659.9**
% of revenue [*]	9.5%	9.9%
Share-based payments (IFRS 2)	(94.3)	(101.4)
Goodwill impairment expense	(7.5)	(8.0)
Income/(loss) of companies accounted for under the equity method	82.1	50.5
Operating income	**3,651.0**	**3,601.0**
% of revenue [*]	*9.5%*	*9.7%*

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

Operating income from ordinary activities measures the operating performance of the Group's subsidiaries before taking account of expenses related to share-based payments (IFRS 2), goodwill impairment losses and the share of the profit or loss of companies accounted for under the equity method.

5.1 Other operating income and expenses

(in € millions)	2012	2011
Net gains or losses on disposal of property, plant and equipment and intangible assets	24.8	24.0
Share in operating income or loss of joint operations	11.3	29.2
Other	2.7	(3.5)
Total	**38.8**	**49.7**

5.2 Depreciation and amortisation

Net depreciation and amortisation breaks down as follows:

(in € millions)	2012	2011
Concession intangible assets	(998.4)	(971.8)
Intangible assets	(41.5)	(38.9)
Property, plant and equipment	(835.1)	(795.9)
Investment property	(1.9)	(4.1)
Depreciation and amortisation	**(1,877.0)**	**(1,810.7)**

6. Financial income and expense

Financial income and expense breaks down as follows by accounting category of financial assets and liabilities:

	31/12/2012		
(in € millions)	Cost of net financial debt	Other financial income and expense	Equity
Liabilities at amortised cost	(767.6)		
Assets and liabilities at fair value through profit or loss (fair value option)	88.8		
Derivatives designated as hedges: assets and liabilities	42.1 (*)		(244.2)
Derivatives at fair value through profit and loss (trading): assets and liabilities	(1.0)		
Loans and receivables		(0.3)	
Available-for-sale financial assets		16.4	17.6
Foreign exchange gains and losses		(6.2)	
Effect of discounting to present value		(91.3)	
Borrowing costs capitalised or in inventory		71.3	
Provisions and miscellaneous		(8.8)	
Total financial income and expense	**(637.7)**	**(18.8)**	**(226.6)**

(*) Details of results of hedging derivatives are shown in the table below.

	31/12/2011		
(in € millions)	Cost of net financial debt	Other financial income and expense	Equity
Liabilities at amortised cost	(745.3)		
Assets and liabilities at fair value through profit or loss (fair value option)	95.1		
Derivatives designated as hedges: assets and liabilities	7.4 (*)		(346.2)
Derivatives at fair value through profit and loss (trading): assets and liabilities	(3.8)		
Loans and receivables		(28.4)	
Available-for-sale financial assets		37.9	(19.9)
Foreign exchange gains and losses		(4.6)	
Effect of discounting to present value		(47.3)	
Borrowing costs capitalised or in inventory		60.9	
Provisions and miscellaneous		6.7	
Total financial income and expense	**(646.6)**	**25.2**	**(366.1)**

(*) Details of results of hedging derivatives are shown in the table below.

The cost of net financial debt amounted to €637.7 million in 2012 compared with €646.6 million in 2011, a decrease of €8.9 million, due mainly to a €13.0 million reduction in the cost of long-term financial debt arising from:
- a fall of around €174 million in average debt outstanding, due to differences between the amounts of debt repayment and refinancing transactions (see Note E.22.1 "Detail of long-term financial debt");
- an improvement in the average interest rate due to the impact of lower short-term rates on the cost of debt at floating and capped floating rates;
- the rates applied to new bond issues in 2011 and 2012, which were lower overall than the average rate of debts redeemed during the period.

Interest received on net cash decreased as the increase of around €100 million in the average amount of net cash did not offset the impact of lower interest rates in 2012.

Other financial income includes borrowing costs included in the cost of non-current assets under construction in an amount of €71.3 million in 2012 (including €70.1 million for the ASF group), compared with €60.9 million in 2011 (including €59.4 million for the ASF group).

Other financial expense includes the effects of discounting assets and liabilities at more than one year to present value for €91.3 million in 2012, compared with €47.3 million in 2011.
The effect of discounting to present value relates mainly to provisions for retirement benefit obligations for €42.7 million in 2012 (€41.4 million in 2011) and to provisions for the obligation to maintain the condition of concession assets for €33.7 million in 2011 (€6.6 million in 2011).

Gains and losses on derivative financial instruments allocated to financial debt (and designated as hedges) break down as follows:

(in € millions)	31/12/2012	31/12/2011
Net interest on derivatives designated as fair value hedges	111.0	69.7
Change in value of derivatives designated as fair value hedges	317.0	248.4
Change in value of the adjustment to fair value hedged financial debt	(313.9)	(249.4)
Reserve recycled through profit or loss in respect of cash flow hedges	(72.6)	(59.9)
of which changes in fair value of derivative instruments hedging cash flows	*(16.0)*	*(11.6)*
Ineffectiveness of cash flow hedges	0.6	(1.3)
Gains and losses on derivative instruments allocated to net financial debt	**42.1**	**7.4**

7. Income tax expense

7.1 Breakdown of net tax expense

(in € millions)	31/12/2012	31/12/2011
Current tax	(1,105.1)	(1,146.8)
Deferred tax	135.9	163.2
of which temporary differences	*113.5*	*160.2*
of which tax losses and tax credits	*22.4*	*3.0*
Total	**(969.2)**	**(983.6)**

The net tax expense for the period comprises:
- a tax expense recognised by the French subsidiaries for €874.3 million (€873.2 million in 2011), including €170.1 million at Cofiroute (€173.9 million in 2011) and €675.5 million at VINCI SA, the lead company in the tax consolidation group that comprises 1,168 French subsidiaries (€660.7 million in 2011);
- a tax expense of €94.9 million for foreign subsidiaries (€110.4 million in 2011).

7.2 Effective tax rate

The effective tax rate was 33.3% in 2012 compared with 33.6% in 2011.

The effective tax rate for 2012 is lower than the theoretical tax rate in force in France (36.1% taking account of the 5% exceptional surcharge), 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 period can be analysed as follows:

(in € millions)	31/12/2012	31/12/2011
Income before tax and income/(loss) of companies accounted for under the equity method	2,912.4	2,929.2
Theoretical tax rate in France	36.10%	36.10%
Theoretical tax expense expected	**(1,051.4)**	**(1,057.4)**
Goodwill impairment expense	(2.7)	(1.8)
Impact of taxes due on income taxed at lower rate in France	8.0	7.2
Impact of tax loss carryforwards and other unrecognised or previously capped temporary differences	(12.2)	(3.0)
Difference in tax rates on foreign profit or loss	54.7	90.7
Permanent differences and other	34.3	(19.3)
Tax expense recognised	**(969.2)**	**(983.6)**
Effective tax rate (excluding Group's share in companies accounted for under the equity method)	33.3%	33.6%

7.3 Breakdown of deferred tax assets and liabilities

		Changes			
(in € millions)	31/12/2012	Profit or loss	Equity	Other	31/12/2011
Deferred tax assets					
Tax loss carryforwards and tax credits	281.0	18.1	0.1	(9.6)	272.5
Retirement benefit obligations	226.9	8.4	0.1	6.2	212.2
Temporary differences on provisions	422.3	53.7	0.6	2.4	365.6
Fair value adjustment on financial instruments	155.3	(5.3)	30.6	(2.7)	132.7
Finance leases	20.5	(2.4)	0.1	(1.1)	23.9
Other	312.1	3.9	(3.4)	(7.4)	319.0
Netting of deferred tax assets and liabilities by tax jurisdiction	(907.9)			(68.5)	(839.4)
Total	**510.3**	**76.3**	**28.1**	**(80.7)**	**486.5**
Deferred tax liabilities					
Remeasurement of assets (*)	(2,557.6)	96.7	(1.7)	(26.5)	(2,626.1)
Finance leases	(28.5)	1.7	(0.1)	(0.1)	(30.0)
Fair value adjustment on financial instruments	(15.8)	4.9	(8.4)	0.3	(12.6)
Other	(386.4)	(31.6)	(9.6)	(7.6)	(337.5)
Netting of deferred tax assets and liabilities by tax jurisdiction	907.9			68.5	839.4
Total	**(2,080.4)**	**71.8**	**(19.9)**	**34.6**	**(2,166.9)**
Net deferred tax asset or liability before impairment losses	**(1,570.1)**	**148.1**	**8.3**	**(46.1)**	**(1,680.4)**
Unrecognised deferred taxes	(307.6)	(12.2)	1.2	10.8	(307.4)
Net deferred tax	**(1,877.8)**	**135.9**	**9.5**	**(35.3)**	**(1,987.8)**

(*) Including measurement at fair value of the assets and liabilities of ASF at date of first consolidation: €1,763.1 million at 31 December 2012.

7.4 Unrecognised deferred taxes

Deferred tax assets unrecognised due to their recovery not being probable were €307.6 at 31 December 2012 (€307.4 million at 31 December 2011).

8. Earnings per share

Basic 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. In accordance with this standard, plans of which the stock market price is greater than the average price during the period are excluded from the diluted earnings per share calculation.

The tables below show the reconciliation between basic and diluted earnings per share:

2012	Net income *(in € millions)*	Average number of shares	Earnings per share *(in €)*
Total shares		**572,222,439**	
Treasury shares		(35,420,639)	
Basic earnings per share	**1,916.7**	**536,801,800**	**3.57**
Subscription options		1,577,775	
Share purchase options			
Group Savings Scheme		441,409	
Performance shares		2,945,869	
Diluted earnings per share	**1,916.7**	**541,766,853**	**3.54**

2011	Net income *(in € millions)*	Average number of shares	Earnings per share *(in €)*
Total shares		**560,976,818**	
Treasury shares		(19,891,150)	
Basic earnings per share	**1,904.3**	**541,085,668**	**3.52**
Subscription options		3,044,270	
Share purchase options		1,695	
Group Savings Scheme		345,942	
Performance shares		2,184,725	
Diluted earnings per share	**1,904.3**	**546,662,300**	**3.48**

E. Notes to the balance sheet

9. Concession intangible assets

(in € millions)	VINCI Autoroutes	VINCI Park	Other infrastructure	Total concessions	Other concessions	Total
Gross						
01/01/2011	**27,088.0**	**1,131.8**	**870.1**	**29,090.0**	**4.0**	**29,094.0**
Acquisitions during the period (*)	1,036.3	28.7	62.5	1,127.5		1,127.5
Disposals during the period	(1.1)	(4.3)	(0.1)	(5.5)		(5.5)
Currency translation differences		1.8	5.6	7.4		7.4
Other movements	196.8	2.5	(117.3)	82.0		82.0
	28,319.9	**1,160.6**	**820.8**	**30,301.3**	**4.0**	**30,305.3**
Grants received	(13.3)		(21.4)	(34.8)		(34.8)
31/12/2011	**28,306.6**	**1,160.6**	**799.4**	**30,266.6**	**4.0**	**30,270.5**
Acquisitions during the period (*)	848.0	19.7	55.0	922.7		922.7
Disposals during the period	(1.8)	(21.6)	(3.3)	(26.7)		(26.7)
Currency translation differences		1.7	(3.8)	(2.1)		(2.1)
Other movements	13.4	(38.9)	(422.1)	(447.6)		(447.6)
	29,166.2	**1,121.5**	**425.1**	**30,712.8**	**4.0**	**30,716.8**
Grants received	(2.1)		(20.3)	(22.4)		(22.4)
31/12/2012	**29,164.1**	**1,121.5**	**404.8**	**30,690.4**	**4.0**	**30,694.3**
Amortisation and impairment losses						
01/01/2011	**(4,511.3)**	**(545.4)**	**(262.5)**	**(5,319.2)**	**(3.1)**	**(5,322.3)**
Amortisation in the period	(916.4)	(36.0)	(30.6)	(982.9)	(0.2)	(983.1)
Impairment losses		(3.0)	(46.0)	(49.0)		(49.0)
Reversals of impairment losses		5.0		5.0		5.0
Disposals during the period	0.1	4.2	0.1	4.4		4.4
Currency translation differences		(0.6)	(2.3)	(2.9)		(2.9)
Other movements	(51.5)	(1.5)	51.9	(1.2)		(1.2)
31/12/2011	**(5,479.1)**	**(577.2)**	**(289.5)**	**(6,345.8)**	**(3.3)**	**(6,349.1)**
Amortisation in the period	(946.6)	(33.9)	(29.7)	(1,010.2)	(0.2)	(1,010.4)
Impairment losses		(7.9)	(12.1)	(20.1)		(20.1)
Reversals of impairment losses		2.3		2.3		2.3
Disposals during the period	1.1	17.6	0.5	19.2		19.2
Currency translation differences		(0.6)	1.5	0.8	(0.0)	0.8
Other movements	(0.0)	16.0	146.8	162.7		162.7
31/12/2012	**(6,424.5)**	**(583.9)**	**(182.5)**	**(7,191.0)**	**(3.4)**	**(7,194.4)**
Net						
01/01/2011	**22,576.7**	**586.5**	**607.6**	**23,770.8**	**0.8**	**23,771.6**
31/12/2011	**22,827.5**	**583.4**	**509.9**	**23,920.8**	**0.7**	**23,921.5**
31/12/2012	**22,739.5**	**537.6**	**222.3**	**23,499.4**	**0.5**	**23,499.9**

(*) Including capitalised borrowing costs.

The investments for the period, excluding capitalised borrowing costs, amounted to €852 million (€1,067 million in 2011). They include investments made by the ASF group for €647.5 million (€845.5 million in 2011), and by Cofiroute for €127.7 million (€127.3 million in 2011).

Concession intangible assets include assets under construction for €2,178.6 million at 31 December 2012 (€2,095.8 million at 31 December 2011). These relate mainly to VINCI Autoroutes subsidiaries (€2,147.7 million including €1,477 million for ASF, €573 million for Escota and €97.8 million for Cofiroute).

Other changes in 2012 relate mainly to the change in the consolidation method used for Greek company Gefyra.

The main features of concession and PPP contracts reported using the intangible asset model or the bifurcated model are described in Note F "Note on the main features of concession and PPP contracts". The main commitments related to these contracts are mentioned in Note F.25.2 "Commitments made under concession contracts – intangible asset model".

10. Goodwill

Changes in the period were as follows:

(in € millions)	31/12/2012	31/12/2011
Net at the beginning of the period	**6,263.8**	**6,103.1**
Goodwill recognised during the period	335.9	75.4
Impairment losses	(7.5)	(8.0)
Currency translation differences	10.2	10.4
Entities no longer consolidated		(0.0)
Other movements	6.9	82.9
Net at the end of the period	**6,609.3**	**6,263.8**

Goodwill recognised during the period has been measured on the basis of the share in the fair value of the identifiable assets and liabilities in the companies acquired. It mainly relates to the acquisitions of GA Gruppe (VINCI Energies) for €179 million, NAPC (Eurovia) for €52.9 million, Geostock Holding (Entrepose Contracting) for €23.1 million and Carmacks Group (Eurovia) for €20.8 million.

The main items of goodwill at 31 December 2012 were as follows:

	31/12/2012			31/12/2011
(in € millions)	**Gross**	**Impairment losses**	**Net**	**Net**
ASF & Escota	1,934.7		1,934.7	1,934.7
Energies France	1,791.3		1,791.3	1,785.2
VINCI Facilities	563.1		563.1	563.0
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
Energies Germany	332.2		332.2	174.1
Nuvia	139.1		139.1	135.9
Energies Benelux	138.7		138.7	136.3
ETF-Eurovia Travaux Ferroviaires	107.6		107.6	107.6
Energies Switzerland	107.2		107.2	105.7
Taylor Woodrow Construction UK	93.7		93.7	91.5
Other goodwill	759.1	(72.3)	686.8	514.9
Total	**6,681.6**	**(72.3)**	**6,609.3**	**6,263.8**

11. Other intangible assets

(in € millions)	Software	Patents, licences and other	Total
Gross			
01/01/2011	**306.1**	**425.0**	**731.1**
Acquisitions as part of business combinations	7.2	19.1	26.3
Other acquisitions during the period	20.5	33.4	53.9
Disposals during the period	(6.8)	(2.8)	(9.6)
Currency translation differences	(0.1)	0.3	0.2
Other movements	(15.5)	1.5	(14.0)
31/12/2011	**311.3**	**476.6**	**787.9**
Acquisitions as part of business combinations	5.1	64.2 (*)	69.3
Other acquisitions during the period	19.3	31.6	50.9
Disposals during the period	(11.4)	(33.1)	(44.5)
Currency translation differences	0.2	2.6	2.9
Other movements	8.5	(5.4)	3.1
31/12/2012	**333.0**	**536.4**	**869.4**
Amortisation and impairment losses			
01/01/2011	**(259.3)**	**(117.0)**	**(376.3)**
Amortisation in the period	(28.2)	(10.7)	(38.9)
Impairment losses	(0.7)	(2.1)	(2.8)
Reversals of impairment losses		1.6	1.6
Disposals during the period	6.6	1.9	8.6
Currency translation differences	0.3	0.4	0.6
Other movements	18.3	(24.1)	(5.8)
31/12/2011	**(263.0)**	**(150.1)**	**(413.0)**
Amortisation in the period	(25.5)	(16.0)	(41.5)
Impairment losses	(0.2)	(1.9)	(2.2)
Reversals of impairment losses	0.1	0.4	0.4
Disposals during the period	11.1	27.8	38.9
Currency translation differences	(0.2)	(0.4)	(0.7)
Other movements	(3.5)	(10.4)	(13.9)
31/12/2012	**(281.3)**	**(150.7)**	**(432.0)**
Net			
01/01/2011	**46.8**	**308.0**	**354.9**
31/12/2011	**48.3**	**326.5**	**374.8**
31/12/2012	**51.7**	**385.7**	**437.4**

(*) Including €63 million relating to the Carmacks acquisition.

12. Property, plant and equipment

(in € millions)	Concession operating fixed assets	Land	Constructions	Plant, equipment and fixtures	Total
Gross					
01/01/2011	**3,079.3**	**844.1**	**1,194.5**	**5,716.4**	**10,834.3**
Acquisitions as part of business combinations	2.0	3.1	39.2	177.8	222.0
Other acquisitions during the period	216.1	20.9	161.7	555.9	954.7
Disposals during the period	(51.0)	(6.0)	(19.3)	(441.6)	(517.9)
Currency translation differences	0.1	(11.4)	(2.7)	(13.7)	(27.7)
Other movements	(110.2)	0.6	(123.9)	70.3	(163.2)
31/12/2011	**3,136.2**	**851.3**	**1,249.5**	**6,065.2**	**11,302.2**
Acquisitions as part of business combinations	0.6	12.1	55.7	216.5	284.8
Other acquisitions during the period	281.9	13.6	147.8	636.2	1,079.4
Disposals during the period	(82.0)	(11.2)	(39.8)	(436.8)	(569.8)
Currency translation differences	0.1	10.0	4.9	22.5	37.4
Other movements	(7.5)	1.6	(39.7)	76.5	30.8
31/12/2012	**3,329.2**	**877.3**	**1,378.4**	**6,580.0**	**12,164.8**
Depreciation and impairment losses					
01/01/2011	**(1,693.5)**	**(195.8)**	**(515.6)**	**(4,017.9)**	**(6,422.8)**
Depreciation in the period	(165.7)	(19.5)	(50.0)	(562.5)	(797.6)
Impairment losses	(0.8)	(3.4)	(3.2)	(8.7)	(16.0)
Reversals of impairment losses	0.1	2.9	1.7	7.6	12.2
Disposals during the period	47.2	4.7	9.0	367.7	428.7
Currency translation differences	(0.0)	1.9	1.2	8.0	11.0
Other movements	(1.2)	(23.1)	(4.4)	(89.8)	(118.6)
31/12/2011	**(1,813.9)**	**(232.3)**	**(561.3)**	**(4,295.6)**	**(6,903.1)**
Depreciation in the period	(165.4)	(17.1)	(55.2)	(600.1)	(837.7)
Impairment losses	(0.3)	(0.9)	(10.0)	(8.3)	(19.5)
Reversals of impairment losses	0.8	1.7	2.4	9.4	14.4
Disposals during the period	77.9	4.0	21.3	401.9	505.1
Currency translation differences	(0.0)	(1.7)	(1.8)	(15.0)	(18.6)
Other movements	0.5	2.0	(43.8)	(118.0)	(159.3)
31/12/2012	**(1,900.3)**	**(244.4)**	**(648.3)**	**(4,625.7)**	**(7,418.6)**
Net					
01/01/2011	**1,385.7**	**648.3**	**678.9**	**1,698.5**	**4,411.5**
31/12/2011	**1,322.3**	**619.0**	**688.2**	**1,769.6**	**4,399.1**
31/12/2012	**1,428.9**	**632.9**	**730.1**	**1,954.3**	**4,746.2**

Property, plant and equipment includes assets under construction not yet in service for €521.6 million at 31 December 2012 (€387.1 million at 31 December 2011).

At 31 December 2012, assets acquired under finance leases amounted to €129.8 million (€133.3 million at 31 December 2011). They relate mainly to property used in operations. The debts relating to these assets are shown in Note E.22.1 "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 were tested for impairment at 31 December 2012.

Cash-generating units (CGUs) are identified in line with operational reporting and their recoverable amounts are based on a value in use calculation. The value in use of each CGU is determined by discounting the forecasted operating cash flows before tax (operating income plus depreciation and amortisation plus non-current provisions less operating investments less change in operating WCR), at the rates below.

In the case of concessions, forecast 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, forecast 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:

		Parameters of the model applied to cash flow forecasts				Impairment losses recognised in the period	
				Discount rate			
(in € millions)	Carrying amount of goodwill 31/12/2012	Growth rate (years n+1 to n+5)	Growth rate (terminal value)	31/12/2012	31/12/2011	2012	2011
ASF group	1,934.7	(*)	(*)	9.1%	9.7%		
VINCI Energies France	1,791.3	2.4%	1.0%	12.1%	12.2%		
VINCI Facilities	563.1	0.9%	1.0%	11.7%	11.8%		
VINCI Park	343.3	(*)	(*)	9.0%	9.1%		
VINCI Energies Germany	332.2	3.0%	1.0%	10.0%	9.6%		
Entrepose Contracting	200.9	6.8%	1.0%	11.2%	11.6%		
Soletanche Bachy	170.7	2.7%	1.5%	10.6%	11.4%		
Other goodwill	1,273.2	-3% to 5%	1% to 5%	8.5% to 16.7%	7.5% to 31.4%	(7.5)	(8.0)
Total	**6,609.3**					**(7.5)**	**(8.0)**

(*) For concessions, cash flow projections are determined over the length of concession contracts using an average revenue growth rate of 0.9% for the ASF group (taking account of the end of the Escota concession in 2028; the average growth rate for the period that is common to the ASF and Escota concessions is 2.1%) and 3% overall for VINCI Park.

The tests performed at 31 December 2012 led to the recognition of impairment losses of €7.5 million (€8 million at 31 December 2011).

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		Perpetual growth rate for cash flows	
(in € millions)	0.50%	-0.50%	0.50%	-0.50%
ASF group	(832.1)	887.8	(*)	(*)
VINCI Energies France	(122.9)	134.4	93.3	(85.3)
VINCI Facilities	(25.0)	27.5	19.6	(17.8)
VINCI Park	(150.6)	185.8	(*)	(*)
VINCI Energies Germany	(48.4)	54.0	40.1	(35.9)
Entrepose Contracting	(22.5)	24.9	21.6	(19.6)
Soletanche Bachy	(92.1)	102.8	76.3	(68.3)

(*) Forecasts of cash flows are determined over the periods of the concession contracts.

At 31 December 2012, a change of 50 basis points in the assumptions adopted would not have a material impact on the Group's consolidated financial statements.

Sensitivity to cash flows

	Change in forecast operating cash flows	
(in € millions)	5.0%	-5.0%
ASF group	922.7	(922.7)
VINCI Energies France	148.3	(148.3)
VINCI Facilities	27.3	(27.3)
VINCI Park	107.7	(105.3)
VINCI Energies Germany	46.9	(46.9)
Entrepose Contracting	23.8	(23.8)
Soletanche Bachy	90.3	(90.3)

At 31 December 2012, a 5% increase or decrease in forecast operating cash flows would not have a material impact on the Group's consolidated financial statements.

13.2 Impairment of other non-financial assets

In 2012, net impairment losses on other non-financial assets amounted to €15.4 million (€46.3 million in 2011).

14. Investment property

At 31 December 2012, the estimated fair value of investment property was €26.7 million and the carrying amount was €10.5 million (€48 million at 31 December 2011). The decrease in the carrying amount resulted mainly from the disposal of a building on Rue Balzac in Paris.

Investment property generated rental income of €1.7 million in 2012, along with €0.7 million of direct operating expenses.

15. Investments in companies accounted for under the equity method

15.1 Movements during the period

(in € millions)	31/12/2012	31/12/2011
Value of shares at start of the period	**748.6**	**713.5**
of which Contracting	*617.6*	*589.9*
of which Concessions	*119.7*	*119.0*
Increase of share capital of companies accounted for under the equity method	25.8	25.9
Group share of profit or loss for the period	82.1	50.5
of which Contracting	*79.5*	*68.9*
of which Concessions	*3.5*	*(17.2)*
Dividends paid	(57.2)	(57.7)
Changes in consolidation scope and translation differences	13.4	10.0
Net change in fair value of financial instruments (after tax)	(129.1)	(189.4)
Reclassifications (*)	126.7	195.9
Value of shares at end of period	**810.3**	**748.6**
of which Contracting	*673.1*	*617.6*
of which Concessions	*118.1*	*119.7*

(*) Reclassifications corresponding to the attributable portion of equity-accounted shareholdings in companies with negative net assets, taken mainly to other non-current provisions (see Note E.20.2 "Other non-current provisions").

The net changes in the fair value of financial instruments relate mainly to interest rate hedging transactions on concession and public-private partnership projects.

15.2 Financial information on companies accounted for under the equity method

The book value of the portion attributable to the Group of VINCI's shareholdings in companies accounted for under the equity method breaks down as follows by business and business line:

(in € millions)	31/12/2012	31/12/2011
Concessions	118.1	119.7
of which VINCI Autoroutes	*15.3*	*13.2*
of which VINCI Concessions	*102.8*	*106.4*
Contracting	673.1	617.6
of which VINCI Energies	*8.7*	*4.6*
of which Eurovia	*107.5*	*132.3*
of which VINCI Construction	*556.9*	*480.7*
VINCI Immobilier	19.0	11.4
Investments in companies accounted for under the equity method	**810.3**	**748.6**

The main financial data on the companies accounted for under the equity method is as follows (Group share):

	31/12/2012			31/12/2011		
(in € millions)	Concessions	Contracting and VINCI Immobilier	Total	Concessions	Contracting and VINCI Immobilier	Total
Income statement						
Revenue	543.5	1,708.2	2,251.7	502.0	1,670.6	2,172.6
Operating income	114.4	127.3	241.7	75.6	134.7	210.3
Net income	3.5	78.6	82.1	(17.2)	67.6	50.5
Balance sheet						
Non-current assets	2,818.0	1,805.3	4,623.3	2,118.6	1,485.6	3,604.2
Current assets	652.4	1,090.5	1,742.9	544.4	1,051.4	1,595.8
Equity	310.8	(629.6)	(318.8)	197.5	(609.5)	(412.0)
Non-current liabilities	(2,976.8)	(1,192.1)	(4,168.9)	(2,141.5)	(918.3)	(3,059.8)
Current liabilities	(804.5)	(1,074.0)	(1,878.5)	(719.1)	(1,009.0)	(1,728.1)
Net financial debt	(2,705.2)	(174.7) (*)	(2,879.9)	(1,994.1)	(516.6)	(2,510.8)

(*) Additional information inserted on 26 April 2013: Contrary to what is shown under Contracting and VINCI Immobilier above, net financial debt of companies accounted for under the equity method was €651.1 million (not €174.7 million) in 2012. Total net financial debt of companies accounted for under the equity method was therefore €3,356.3 million at 31 December 2012 instead of €2,879.9 million.

Non-current assets include in particular concession fixed assets for concession operating companies, and financial receivables for public-private partnership projects.

The main features of concession and PPP contracts are given in Note F.27 "Concession and PPP contracts of companies accounted for under the equity method". The list of companies accounted for under the equity method is given in Note J "List of the main consolidated companies at 31 December 2012".

15.3 Commitments made in respect of companies accounted for under the equity method

Investment commitments given by the companies

	31/12/2012			31/12/2011		
(in € millions)	Concessions	Contracting	Total	Concessions	Contracting	Total
Investment commitments (Group share)	2,148.3	17.5	**2,165.8**	2,439.7	84.3	2,524.0

The decrease in investment commitments made by companies accounted for under the equity method (on the basis of the Group's share) relates mainly to LISEA (high-speed rail line between Tours and Bordeaux) for €294.2 million.

Commitments made by the Group to provide funding

(in € millions)	31/12/2012	31/12/2011
Commitments made by the Group to provide funding (capital and/or subordinated debt)	389.3	527.8

These commitments relate mainly to project companies in the Concessions business, including LISEA for €112.8 million.
The change in 2012 was due to LISEA providing €135.3 million of collateral security in place of the initial commitment to provide funding.

Collateral security

Collateral security has been given by VINCI or VINCI Concessions with regard to project companies in the Concessions business in the form of pledges of shares. The consolidated carrying amount of the shares pledged was €47.7 million at 31 December 2012 and related mainly to the SMTPC and Olympia Odos project companies, for €28.9 million and €9.0 million respectively.

15.4 Related party transactions

The financial statements include certain commercial transactions between the Group and companies accounted for under the equity method. The main transactions are as follows:

(in € millions)	31/12/2012	31/12/2011
Revenue	1,112.5	917.9
Trade receivables	411.3	266.8
Purchases	33.2	88.4
Trade payables	58.6	53.0

16. Other non-current financial assets

(in € millions)	31/12/2012	31/12/2011
Available-for-sale financial assets	322.1	306.1
Loans and receivables at amortised cost	637.2	525.1
of which financial assets under PPPs	*183.8*	*182.2*
Fair value of derivative financial instruments (non-current assets) (*)	756.1	436.4
Other non-current financial assets	**1,715.4**	**1,267.6**

(*) See Note E.23 "Financial risk management".

Available-for-sale financial assets comprise investments in listed companies for €198.9 million (including shares in ADP for €191.0 million representing a 3.3% shareholding) and investments of €123.2 million in unlisted companies that do not meet VINCI's minimum financial criteria for consolidation.

Loans and receivables at amortised cost comprise receivables relating to shareholdings, including shareholders' advances to Concessions business or PPP project companies for €183 million (€138 million at 31 December 2011) and financial receivables relating to concession and PPP contracts managed by Group subsidiaries for €183.8 million.

Net financial debt includes the fair value of non-current derivative financial instruments (assets) (see Note E.22 "Net financial debt").

The part at less than one year of other non-current financial assets is included under other current financial assets for €33.7 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)	Investments in listed companies at fair value	Investments in unlisted companies	Financial assets (PPP)	Collateralised loans and receivables	Other loans and receivables	Total
01/01/2011	**202.3**	**114.6**	**117.9**		**248.6**	**683.4**
Acquisitions as part of business combinations		1.5			(0.0)	1.5
Other acquisitions during the period	0.3	28.4	48.0	0.2	133.4	210.3
Fair value adjustment recognised in equity	(19.9)				(0.0)	(19.9)
Impairment losses	(0.0)	(1.9)			(1.8)	(3.8)
Disposals during the period	(0.2)	(1.0)	(19.2)	(0.4)	(20.7)	(41.5)
Currency translation differences	0.2	(0.1)	0.7	(0.0)	0.5	1.3
Other movements	(0.0)	(18.0)	34.9	2.3	(19.3)	(0.1)
31/12/2011	**182.7**	**123.4**	**182.2**	**2.1**	**340.7**	**831.2**
Acquisitions as part of business combinations		2.5			0.9	3.4
Other acquisitions during the period		26.0	47.0	1.0	110.2	184.2
Fair value adjustment recognised in equity	17.6					17.6
Impairment losses	(0.0)	(6.3)			(5.0)	(11.3)
Disposals during the period	(0.4)	(0.7)	(33.1)	(0.9)	(33.8)	(69.0)
Currency translation differences	0.2		(0.3)		0.8	0.8
Other movements	(1.2)	(21.6)	(12.1)	(0.0)	37.4	2.5
31/12/2012	**198.9**	**123.2**	**183.8**	**2.3**	**451.2**	**959.3**

Changes in the period in available-for-sale assets arise mainly from the €17.6 million increase in the value of ADP shares.

The €47 million increase in PPP financial receivables in 2012 relates mainly to the Edouard Herriot swimming pool in Bordeaux for VINCI Construction France (€16.2 million) and VINCI plc projects in the United Kingdom (€9.2 million).
The increase in other loans and receivables includes a €42.0 million increase relating to the funding of various concession or PPP project companies.

The main concession contracts reported using the financial asset model and the related commitments are described in Note F.26 "Controlled subsidiaries' concession and PPP contracts – financial asset model or bifurcated model".

Loans and receivables measured at amortised cost break down by maturity date as follows:

(in € millions)	31/12/2012	Between 1 and 5 years	After 5 years
Financial assets – PPPs and concessions	183.8	31.9	151.9
Loans and collateralised receivables	2.3	2.3	
Other loans and receivables	451.2	253.6	197.6
Loans and receivables at amortised cost	**637.2**	**287.8**	**349.5**

(in € millions)	31/12/2011	Between 1 and 5 years	After 5 years
Financial assets – PPPs and concessions	182.2	19.8	162.5
Loans and collateralised receivables	2.1		2.1
Other loans and receivables	340.7	216.0	124.7
Loans and receivables at amortised cost	**525.1**	**235.8**	**289.3**

17. Construction contracts (VINCI Energies, 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 for a given contract 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)	31/12/2012	31/12/2011
Balance sheet data		
Advances and payments on account received	(768.4)	(763.7)
Construction contracts in progress – assets	2,129.9	2,149.1
Construction contracts in progress – liabilities	(2,927.7)	(2,281.2)
Construction contracts in progress – net	**(797.9)**	**(132.1)**
Total income and expenses to date recognised on contracts in progress		
Costs incurred plus profits recognised less losses recognised to date	48,545.5	45,133.3
Less invoices issued	(49,343.4)	(45,265.5)
Construction contracts in progress – net	**(797.9)**	**(132.1)**

17.2 Commitments made and received in connection with construction contracts

The Group manages an order book. In accepting orders, it makes commitments to carry out work or render services. In connection with these contracts, the Group makes and receives guarantees (personal sureties).
The amount of the guarantees given below consists mainly of guarantees on contracts for work being performed, issued by financial institutions or insurers. Moreover, Group companies benefit from guarantees issued by financial institutions at the request of the joint contractor or subcontractor (guarantees received).

	31/12/2012		31/12/2011	
(in € millions)	Guarantees given	Guarantees received	Guarantees given	Guarantees received
Performance guarantees and performance bonds	4,401.7	640.7	4,552.2	640.2
Retentions	3,007.2	484.6	2,919.6	664.8
Bid bonds	159.4	0.6	150.1	0.1
Deferred payments to subcontractors and suppliers	1,514.7	479.8	1,484.6	380.8
Total	**9,082.9**	**1,605.8**	**9,106.5**	**1,685.9**

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, under the rules in force, any risk of loss in connection with performance of a commitment given by VINCI or its subsidiaries would result in a provision being recognised in the Group's financial statements. 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.

Moreover, in connection with the construction of the future South Europe Atlantic high-speed rail line between Tours and Bordeaux, the Group has in particular provided a joint and several guarantee and an independent first demand guarantee in favour of LISEA under which the Group guarantees contract performance by the design and construction joint venture (GIE COSEA).

18. Equity

Capital management policy

In 2012, VINCI continued its purchases of own shares under the programme approved by the Shareholders' General Meeting held on 2 May 2011 and the new programme approved by the Shareholders' General Meeting held on 12 April 2012, for a period of 18 months and relating to a maximum amount of purchases of €2 billion at a maximum share price of €60. 17,705,000 shares were bought during the period at an average price of €36.53, for a total of €646.7 million (excluding related purchase costs of €0.2 million).

Treasury shares (see Note E.18.2 "Treasury shares") are allocated to financing external growth transactions, covering performance share plans and for employer contributions to international employee share ownership plans.

VINCI's employee savings policy aims to make it easier for Group employees to become shareholders. At 31 December 2012, more than 58% of the Group's employees were VINCI shareholders through unit funds invested in VINCI shares. Employees form the largest group of shareholders in the Company, together holding 9.94% 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 2012, the parent company's share capital was represented by 577,347,352 ordinary shares of €2.5 nominal value each.

The changes in the number of shares during the period were as follows:

	31/12/2012	31/12/2011
Number of shares at the start of the period	**565,276,672**	**552,620,447**
Increases in share capital	12,070,680	12,656,225
Number of shares at the end of the period	**577,347,352**	**565,276,672**
Number of shares issued and fully paid	577,347,352	565,276,672
Nominal value of one share *(in €)*	2.5	2.5
Treasury shares held directly by VINCI	41,102,058	25,021,501
of which shares allocated to cover performance share plans and employee share ownership plans	*5,026,096*	*7,106,098*

The changes in capital during 2011 and 2012 break down as follows:

	Increases (reductions) of share capital *(in €)*	Share premiums arising on contributions or mergers *(in €)*	Number of shares issued or cancelled	Number of shares representing the share capital	Share capital *(in €)*
01/01/2011				**552,620,447**	**1,381,551,118**
Group Savings Scheme	25,210,833	317,288,509	10,084,333	562,704,780	1,406,761,950
Exercise of share subscription options	6,429,730	44,549,294	2,571,892	565,276,672	1,413,191,680
31/12/2011				**565,276,672**	**1,413,191,680**
Group Savings Scheme	22,643,660	252,503,166	9,057,464	574,334,136	1,435,835,340
Exercise of share subscription options	7,533,040	52,984,072	3,013,216	577,347,352	1,443,368,380
31/12/2012				**577,347,352**	**1,443,368,380**

In February 2006, VINCI issued perpetual subordinated bonds for €500 million.
Issued at a price of 98.831%, this loan pays a fixed coupon of 6.25%, payable annually until November 2015. This is only due if VINCI pays a dividend to its shareholders or if the Company 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 bonds have been accounted for as equity in the Group's consolidated financial statements.

18.2 Treasury shares

Changes in treasury shares were as follows:

	31/12/2012	31/12/2011
Number of shares at the start of the period	**25,021,501**	**11,360,406**
Purchases of shares	17,705,000	15,244,984
Disposal of shares on exercise of share purchase options	(1,000)	(111,233)
Allocation of 2007 performance shares to employees		(1,100)
Allocation of 2008 performance shares to employees		(1,150)
Allocation of 2009 performance shares to employees		(1,470,406)
Allocation of 2010 performance shares to employees	(1,607,900)	
Allocation of 2011 performance shares to employees	(1,800)	
Employer contribution in connection with the Castor International plan	(13,743)	
Number of shares at the end of the period	**41,102,058**	**25,021,501**

At 31 December 2012, the total number of treasury shares held was 41,102,058. These were recognised as a deduction from consolidated equity for €1,661.8 million.
A total of 36,075,962 shares have been allocated to financing external growth transactions and 5,026,096 shares to covering performance share and employee share ownership plans outside France.

18.3 Distributable reserves

Changes in the distributable reserves of VINCI SA were as follows:

(in € millions)	31/12/2012	31/12/2011
Reserves free of corporate income tax liabilities	17,926.6	18,315.9
Distributable reserves	**17,926.6**	**18,315.9**

The statutory reserve of VINCI SA stood at €141.3 million at 31 December 2012.

18.4 Amounts recognised directly in equity

(in € millions)		31/12/2012 Attributable to owners of the parent	31/12/2012 Attributable to non-controlling interests	31/12/2012 Total	31/12/2011 Attributable to owners of the parent	31/12/2011 Attributable to non-controlling interests	31/12/2011 Total
Available-for-sale financial assets							
Reserve at beginning of period		**16.9**		**16.9**	**36.8**		**36.8**
Changes in fair value in the period		17.6	(0.0)	17.6	(19.9)	(0.0)	(19.9)
Impairment losses recognised in profit or loss							
Changes in fair value recognised in profit or loss on disposal							
Changes in consolidation scope and miscellaneous					(0.0)		
Gross reserve before tax effect at balance sheet date	**(I)**	**34.5**	**(0.0)**	**34.5**	**16.9**	**(0.0)**	**16.9**
Cash flow hedge							
Reserve at beginning of period		**(773.5)**	**(33.3)**	**(806.9)**	**(427.4)**	**(16.9)**	**(444.3)**
Changes in fair value of companies accounted for under the equity method		(180.3)	(12.6)	(193.0)	(255.2)	(16.8)	(272.0)
Other changes in fair value in the period		(81.3)	(0.7)	(82.0)	(102.6)	0.4	(102.3)
Fair value items recognised in profit or loss		16.0		16.0	11.6		11.6
Changes in consolidation scope and miscellaneous		1.5	0.3	1.7	0.1		0.1
Gross reserve before tax effect at balance sheet date	**(II)**	**(1,017.7)**	**(46.4)**	**(1,064.1)**	**(773.5)**	**(33.3)**	**(806.9)**
of which gross reserve relating to companies accounted for under the equity method		*(627.6)*	*(46.4)*	*(674.0)*	*(445.5)*	*(31.7)*	*(477.2)*
Total gross reserve before tax effects	**(I + II)**	**(983.2)**	**(46.4)**	**(1,029.6)**	**(756.6)**	**(33.3)**	**(789.9)**
Associated tax effect		314.4	15.0	329.4	236.8	9.4	246.3
Reserve net of tax		**(668.8)**	**(31.4)**	**(700.2)**	**(519.8)**	**(23.9)**	**(543.7)**

The negative impact on equity relating to cash flow hedges (€1,064.1 million) arises mainly from transactions to hedge interest rate risk for €1,052.7 million, including:
- €378.7 million relating to controlled companies, mainly VINCI Autoroutes;
- €674.0 million relating to companies accounted for under the equity method, mainly infrastructure project companies operating on a PPP or concession basis.

These transactions are described in Note E.23.1.3 “Cash flow hedges”.

18.5 Dividends

Dividends paid by VINCI SA in respect of 2012 and 2011 break down as follows:

	2012	2011
Dividend per share *(in €)*		
Interim dividend	0.55	0.55
Final dividend	1.22	1.22
Net total dividend	**1.77**	**1.77**
Amount of dividend *(in € millions)*		
Interim dividend	294.9	297.9
Final dividend	657 (*)	651.8
Amount paid in cash	*657*	*651.8*
Net total dividend	**951.9**	**949.7**

(*) Estimate based on the number of shares giving rights to a dividend at 26 January 2013, i.e. 538,507,032 shares.

VINCI paid the final dividend in respect of 2011 on 24 May 2012 and an interim dividend in respect of 2012 on 15 November 2012.

The Shareholders’ Ordinary General Meeting of 16 April 2013 will be asked to approve the full amount of the dividend that will be paid in respect of 2012 (see Note I.31 “Appropriation of 2012 net income”).

18.6 Non-controlling interests

At 31 December 2012, non-controlling interests in Cofiroute amounted to €346.2 million (€344.3 million at 31 December 2011) and represented 16.67% of the share capital; those in CFE amounted to €251.7 million (€233.9 million at 31 December 2011) and represented 53.16% 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 2012 were as follows:

	31/12/2012		31/12/2011	
	Options	Average price *(in €)*	Options	Average price *(in €)*
Options in circulation at start of the period	**21,813,275**	**34.60**	**23,010,679**	**32.36**
Options granted during the period	2,457,980		1,592,493	
Options exercised	(3,014,216)		(2,683,125)	
Options cancelled	(6,756,939) (*)		(106,772)	
Options in circulation at end of the period	**14,500,100**	**35.93**	**21,813,275**	**34.60**
of which exercisable options	6,418,682		12,307,437	

(*) Of which 3,543,554 unexercised share subscription options and 3,213,385 unexercised share purchase options relating to the 2006 plan that expired on 16 May 2012, for which the exercise price was €40.32.

Options exercised in 2012 and remaining to be exercised at 31 December 2012

Share subscription and share purchase option plans	Exercise price *(in €)*	Number of options exercised in 2012	Number of options remaining to be exercisedat 31/12/2012
VINCI 2002 No. 1	15.59	633,138	
VINCI 2002 No. 2	12.96	563,329	
VINCI 2003	15.04	144,867	437,319
VINCI 2004	20.18	501,173	1,427,672
VINCI 2005	24.20	931,109	
VINCI 2006 No. 1	35.58	237,850	834,100
VINCI 2006 No. 2	40.32	1,000	
VINCI 2009	38.37	750	3,719,591
VINCI 2010	36.70		4,074,560
VINCI 2011	43.70		1,567,043
VINCI 2012	39.04		2,439,815
Total subscription plans	**35.93 (*)**	**3,013,216**	**14,500,100**
VINCI 2006 No. 2	40.32	1,000	
Total purchase plans	**40.32 (*)**	**1,000**	
Total	**35.93 (*)**	**3,014,216**	**14,500,100**

(*) Based on the number of options remaining to be exercised at 31/12/2012.

Information on the features of the share subscription option plans in force in 2012

Plan	Plan granted on 12/04/2012	Plan granted on 02/05/2011	Plan granted on 09/07/2010	Plan granted on 15/09/2009
Price of the underlying share at grant date *(in €)*	36.37	44.87	35.44	37.43
Exercise price *(in €)*	39.04	43.70	36.70	38.37
Lifetime of the options from grant date *(in years)*	7	7	7	7
Number of options granted	2,457,980	1,592,493	4,234,595	3,865,000
Options cancelled	(18,165)	(25,450)	(160,035)	(144,659)
Number of options after cancellation	2,439,815	1,567,043	4,074,560	3,719,591
Original number of beneficiaries	302	266	1,735	1,582

On 12 April 2012, the Board of Directors granted 2,457,980 share subscription options to 302 employees with effect from 12 April 2012. Final vesting of the options is conditional on a performance index. This index has to show an annual average ROCE for 2012 and 2013 of 7% or more for all the share subscription options granted to vest definitively. If the index is between 6% and 7%, the number of share subscription options finally granted will be reduced in proportion and no options will be granted if the index is equal to or less than 6%.

Options only vest definitively after a period of three years has elapsed and are conditional on beneficiaries being employed by the Group until the end of the vesting period.

Information on the fair value of the share subscription option plans in force during 2012

The fair value of options has been calculated by an external actuary at the respective grant dates of the options on the basis of the following assumptions:

Plan	Plan granted on 12/04/2012	Plan granted on 02/05/2011	Plan granted on 09/07/2010	Plan granted on 15/09/2009
Volatility of the VINCI share price (*)	27.65%	26.93%	34.22%	32.91%
Expected return on share	6.95%	8.29%	7.24%	8.01%
Risk-free rate of return (**)	1.29%	2.62%	1.59%	2.38%
Anticipated dividend pay-out rate (***)	5.26%	4.05%	4.99%	4.21%
Fair value of the option *(in €)*	**4.02**	**7.66**	**4.43**	**5.65**

(*) Volatility estimated applying a multi-criteria approach based on the mean reversion model.

(**) Five-year eurozone bond yield.

(***) Average return expected by financial analysts over the four years following the grant date adjusted by a theoretical annual growth rate beyond that period.

An expense of €17 million was recognised in 2012 in respect of share option plans for which vesting is in progress (April 2012, May 2011, July 2010 and September 2009 plans), compared with €16 million in 2011 (May 2011, July 2010 and September 2009 plans).

19.2 Performance shares

Information on changes in performance share plans currently in force

	31/12/2012	31/12/2011
Number of shares granted subject to performance conditions at start of period	**3,783,659**	**3,235,383**
Shares granted	2,202,580	2,139,059
Shares acquired by beneficiaries	(1,609,700)	(1,470,406)
Shares cancelled	(126,839)	(120,377)
Number of shares granted subject to performance conditions not vested at end of period	**4,249,700**	**3,783,659**

Information on the features of the performance share plans currently in force

Plan	Plan granted on 12/04/2012	Plan granted on 02/05/2011	Plan granted on 09/07/2010
Number of beneficiaries	1,881	1,782	1,813
Vesting date of the shares granted	12/04/2014	02/05/2013	09/07/2012
Date of end of period of unavailability of shares granted	12/04/2016	02/05/2015	09/07/2014
Number of shares granted subject to performance conditions	**2,202,580**	**2,139,059**	**1,726,138**
Shares cancelled	(14,190)	(75,949)	(118,238)
Shares acquired by beneficiaries		(1,800)	(1,607,900)
Number of shares granted subject to performance conditions at end of year	**2,188,390**	**2,061,310**	

On 12 April 2012, VINCI's Board of Directors granted 2,202,580 performance shares to 1,881 employees with effect from 12 April 2012. Final vesting of the shares is conditional on a performance index. This index has to show an annual average ROCE for 2012 and 2013 of 7% or more for all the performance shares granted to vest definitively (increased to 9% for members of the Executive Committee on 12 April 2012). If the index is between 6% and 7% (8% and 9% for Executive Committee members), the number of performance shares finally granted will be reduced in proportion and no shares will be granted if the index is equal to or less than 6% (8% for Executive Committee members).

Performance shares only vest definitively after a period of two years has elapsed and are conditional on beneficiaries being employed by the Group until the end of the vesting period.

Fair value of the performance share plans

The fair value of the performance shares has been calculated by an external actuary at the respective grant dates of the shares on the basis of the following characteristics and assumptions:

	2012 plan	2011 plan	2010 plan
Price of VINCI share on date plan was announced *(in €)*	36.37	44.87	35.44
Fair value of performance share at grant date *(in €)*	28.00	36.90	28.30
Fair value compared with share price at grant date *(in %)*	77.00%	82.25%	79.85%
Original maturity (in years) – vesting period	2 years	2 years	2 years
Risk-free interest rate (*)	0.36%	1.81%	0.97%

(*) Two-year government bond yield in the eurozone.

An expense of €69.3 million was recognised in 2012 in respect of performance share plans for which vesting is in progress (April 2012, May 2011 and July 2010 plans), compared with €62.7 million in 2011 (May 2011, July 2010 and September 2009 plans).

19.3 Group savings plans

VINCI's Board of Directors defines the conditions for subscribing to the Group savings plans in accordance with the authorisations granted to it by the Shareholders' General Meeting.

In France, VINCI issues new shares reserved for employees three times a year at a subscription price that includes a discount against the average stock market price over 20 trading days. This discount was 10% up to the plan for the third four-month period of 2012, and was reduced to 5% in the plan for the first four-month period of 2013. Subscribers benefit from an employer contribution with an annual maximum of €3,500 per person. This maximum figure has been reduced to €2,500 from the plan for the first four-month period of 2013. The benefits granted in this way to Group employees 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.

The estimated number of shares subscribed to at the end of the subscription period is calculated based on a linear regression method applied to historical observations of the plans between 2002 and 2012, 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, which should correspond to the return demanded by a 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.

In 2012, in accordance with authorisations given to the Board of Directors by the Shareholders' General Meeting and pursuant to a decision taken by the Chairman and Chief Executive Officer on 5 March 2012, VINCI initiated savings plans for the employees of certain foreign subsidiaries. Known as Castor International, the plans cover 14 countries: Belgium, Canada, the Czech Republic, Germany, Morocco, Netherlands, Poland, Portugal, Romania, Slovakia, Spain, Switzerland, the UK and the USA.
These plans aim to reconcile variations in tax regimes and regulations between countries so that their value for employees is consistent. Their main characteristics are as follows:
- purchases of VINCI shares at no discount (through reserved capital increases or purchases in the market);
- subscription period: four weeks ended 13 April 2012 (nine successive periods between March and November 2012 in the UK);
- employer contribution consisting of bonus shares, with delivery deferred for three years where possible, or with immediate delivery but a three-year vesting period;
- no lock-up period beyond the three-year vesting period for bonus shares.

The employer contribution paid in shares represents the benefit granted by the Group to foreign employees who have subscribed to the plans. This benefit is recognised as an expense over the vesting period, in this case three years.

	2012		
Group savings plans – France	**First four-month period of 2013 (1 January – 30 April 2013)**	**Third four-month period 2012 (1 September – 14 December 2012)**	**Second four-month period 2012 (1 May – 31 August 2012)**
Anticipated return from VINCI shares	6.61%	7.16%	7.30%
Dividend per share			
Dividend payable (interim)	*(0.55)*		
Dividend payable (final)			*1.22*
Subscription price *(in €)*	32.45	29.71	32.40
Share price at date of Board of Directors' Meeting	34.59	34.47	36.83
Historical volatility of the VINCI share price	34.42%	35.18%	34.14%
Estimated number of shares subscribed	2,233,759	849,537	795,160
Estimated number of shares issued (subscriptions plus employer contribution)	2,740,314	1,100,150	1,017,804

	2011		
Group savings plans – France	**First four-month period 2012 (1 January – 30 April 2012)**	**Third four-month period 2011 (1 September – 31 December 2011)**	**Second four-month period 2011 (1 May – 31 August 2011)**
Anticipated return from VINCI shares	7.80%	8.41%	8.36%
Dividend per share			
Dividend payable (interim)	*(0.55)*		
Dividend payable (final)			*1.15*
Subscription price *(in €)*	29.42	38.23	38.91
Share price at date of Board of Directors' Meeting	34.87	43.52	43.11
Historical volatility of the VINCI share price	34.57%	31.73%	31.87%
Estimated number of shares subscribed	2,910,617	654,454	630,949
Estimated number of shares issued (subscriptions plus employer contribution)	3,725,589	839,664	801,305

Castor International (excluding the UK)	2012
Subscription price *(in €)*	38.73
Closing share price on the last day of the subscription period *(in €)*	34.835
Anticipated dividend pay-out rate	5.53%
Fair value of bonus shares on the last day of the subscription period *(in €)*	29.64

For the Group as a whole, the aggregate expense recognised at 31 December 2012 in respect of employee savings plans amounted to €11.6 million (€19.1 million at 31 December 2011).

20. Non-current provisions

(in € millions)	Note	31/12/2012	31/12/2011
Provisions for retirement benefit obligations	20.1	821.7	750.8
Other non-current provisions	20.2	974.8	784.6
Total non-current provisions at more than one year		**1,796.5**	**1,535.4**

20.1 Provisions for retirement benefit obligations

At 31 December 2012, provisions for retirement benefit obligations amounted to €877.7 million (including €821.7 million at more than one year) compared with €805.8 million at 31 December 2011 (including €750.8 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 of these provisions (€56 million at 31 December 2012 and €55 million at 31 December 2011) is reported under other current payables.

VINCI's retirement benefit obligations under defined benefit plans fall into two categories:
- The 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, the beneficiaries of which have retired, and an obligation in respect of VINCI's Vice-Chairman and Senior Director.
Some plans are pre-financed through contracts with insurance companies. This relates mainly 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 a 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, Faceo UK), the CFE Group in Belgium and Etavis in Switzerland.

The retirement benefit obligations covered by provisions recognised in the balance sheet relate mainly to subsidiaries located in the eurozone (France, Germany and Belgium), the UK and Switzerland. They are calculated on the basis of the following assumptions:

	Eurozone		United Kingdom		Switzerland	
Plan	31/12/2012	31/12/2011	31/12/2012	31/12/2011	31/12/2012	31/12/2011
Discount rate	3.5%	5.0%	4.4%	5.1%	1.8%	2.6%
Inflation rate	2.0%	2.2%	1.8% to 2.6%(*)	2.5% to 3.4%	1.5%	1.5%
Rate of salary increases	0.0% to 4.0%	0.0% to 4.0%	2.6% to 4.0%	2.7% to 4.5%	2.0%	2.0%
Rate of pension increases	2.0%	2.0% - 2.2%	2.5% - 3.6%	3.4% - 3.8%	0.0%	0.0%
Probable average remaining working life of employees per plan	1 to 22 years	1 to 20 years	5 to 16 years	7 to 13 years	8 to 11 years	9 to 11 years

(*) Inflation rates: CPI 1.8%; RPI 2.6%.

Discount rates have been determined on the basis of the yield on private-sector bonds with a rating of AA or above and whose maturities correspond to the plans' expected cash flows. The discount rate finally adopted is the 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 in each of the countries in question.

The preferred method used to determine the expected return on plan assets is the building block method, which breaks the expected return down into 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 2012. The book value at 31 December 2012 is used for assets invested with insurance companies.

Plan assets break down as follows by asset category:

	31/12/2012				
	United Kingdom	Switzerland	France	Other countries	Weighted average
Breakdown of plan assets					
Equities	23%	32%	27%	3%	24%
Property	2%	18%	4%	1%	6%
Bonds	52%	43%	64%	3%	49%
Money securities	13%	2%	2%	0%	8%
Other	11%	6%	4%	93%	13%
Total	100%	100%	100%	100%	100%
Average expected return	**5.1%**	**3.7%**	**3.3%**	**4.0%**	**4.5%**
Plan assets *(in € millions)*	**523.5**	**201.1**	**135.1**	**44.8**	**904.5**
Plan assets *(in %)*	**58%**	**22%**	**15%**	**5%**	**100%**

	31/12/2011				
	United Kingdom	Switzerland	France	Other countries	Weighted average
Breakdown of plan assets					
Equities	22%	30%	28%	3%	24%
Property	2%	19%	4%	0%	6%
Bonds	52%	43%	66%	77%	53%
Money securities	14%	1%	2%	0%	8%
Other	11%	8%	0%	19%	9%
Total	100%	100%	100%	100%	100%
Average expected return	**6.1%**	**4.2%**	**3.8%**	**4.3%**	**5.2%**
Plan assets *(in € millions)*	**464.5**	**181.2**	**111.7**	**40.0**	**797.5**
Plan assets *(in %)*	**58%**	**23%**	**14%**	**5%**	**100%**

For the United Kingdom, which constitutes the largest contribution, theoretical expected returns on plan assets are as follows:

Return on financial assets	Equities	Property	Bonds	Money securities	Other	Total
31/12/2012	**6.0%**	**6.2%**	**4.2%**	**4.9%**	**5.6%**	**5.1%**
31/12/2011	6.9%	6.9%	5.2%	5.6%	7.0%	6.1%

On the basis of the actuarial assumptions referred to above, the retirement benefit obligations, provisions recognised in the balance sheet, and the retirement benefit expenses recognised break down as follows:

Reconciliation of obligations and provisions in the balance sheet

	31/12/2012			31/12/2011		
(in € millions)	France	Foreign	Total	France	Foreign	Total
Present value of retirement benefit obligations	**(774.6)**	**(1,330.2)**	**(2,104.8)**	**(625.0)**	**(1,140.9)**	**(1,765.9)**
Fair value of plan assets	135.1	769.5	904.5	111.5	686.0	797.5
Surplus (or deficit)	**(639.5)**	**(560.7)**	**(1,200.2)**	**(513.6)**	**(454.8)**	**(968.4)**
Provisions recognised in the balance sheet	**(471.7)**	**(405.9)**	**(877.7)**	**(434.7)**	**(371.2)**	**(805.8)**
Assets recognised in the balance sheet	30.9	39.5	70.4	24.9	24.0	48.9
Items not recognised in the balance sheet	**198.8**	**194.3**	**393.0**	**103.8**	**107.7**	**211.4**
of which actuarial gains and losses	*163.8*	*195.1*	*358.9*	*65.4*	*108.1*	*173.5*
of which past service cost	*35.0*	*0.1*	*35.1*	*38.3*	*0.1*	*38.5*
of which assets not recognised in the balance sheet		*(1.0)*	*(1.0)*		*(0.5)*	*(0.5)*

Changes in the period

(in € millions)	31/12/2012	31/12/2011
Present value of retirement benefit obligations		
Balance at the beginning of the period	**1,765.9**	**1,708.1**
of which obligations covered by plan assets	***1,021.7***	***959.0***
Current service cost	50.7	50.7
Cost of discounting for the period	84.7	78.9
Benefits paid during the period	(83.4)	(76.3)
Actuarial gains and losses	211.8	(24.4)
Past service cost	2.9	
Business combinations	44.7	3.1
Settlement of rights and plan curtailments	(0.8)	(4.1)
Effect of exchange rate fluctuations	13.6	21.9
Changes in consolidation scope and miscellaneous	13.8	7.9
Balance at the end of the period	**2,104.8**	**1,765.9**
of which obligations covered by plan assets	***1,192.0***	***1,021.7***
Plan assets		
Balance at the beginning of the period	**797.5**	**735.9**
Expected return on plan assets	42.0	37.5
Actuarial gains and losses	22.3	(9.5)
Contributions paid to funds	51.5	36.9
Benefits paid during the period	(37.7)	(32.7)
Business combinations	4.6	0.2
Settlement of rights and plan curtailments		(0.3)
Effect of exchange rate fluctuations	11.9	18.8
Changes in consolidation scope and miscellaneous	12.4	10.6
Balance at the end of the period	**904.5**	**797.5**
Amounts not recognised in the balance sheet		
Balance at the beginning of the period	**211.4**	**240.9**
New items	189.5	(14.9)
Effect of changes in assumptions	*214.3*	*(10.9)*
Effect of experience gains and losses on retirement benefit obligations	*(2.5)*	*(13.5)*
Effect of experience gains and losses on plan assets	*(22.3)*	*9.5*
Amortisation for the period	(9.2)	(8.6)
Exchange rate and other changes	1.3	(6.2)
Plan curtailments	(0.0)	0.2
Balance at the end of the period	**393.0**	**211.4**
of which actuarial gains and losses	*358.9*	*173.5*
of which past service cost	*35.1*	*38.5*
of which assets not recognised	*(1.0)*	*(0.5)*
Actuarial gains and losses as a percentage	*17.1%*	*9.8%*

The increase in actuarial gains and losses in 2012 arises mainly from the decline in discount rates in the eurozone, Switzerland and the United Kingdom, partially offset by the good performance of hedging assets.
Changes in the period under "Business combinations" relate mainly to the obligations of German group GA Gruppe, acquired by VINCI Energies in the second half of 2012.

Historical data on the obligation, fair value of financial assets and effect of experience adjustments

(in € millions)	31/12/2012	31/12/2011	31/12/2010	31/12/2009	31/12/2008
Value of plan assets and liabilities					
Present value of retirement benefit obligations	(2,104.8)	(1,765.9)	(1,708.1)	(1,390.0)	(1,185.6)
Fair value of plan assets	904.5	797.5	735.9	590.5	507.5
Surplus (or deficit)	(1,200.2)	(968.4)	(972.2)	(799.5)	(678.1)
Experience adjustments					
Effect of experience gains and losses on retirement benefit obligations	(2.5)	(13.5)	(14.5)	10.4	(9.6)
Percentage of retirement benefit obligations	*0.1%*	*0.8%*	*0.8%*	*-0.7%*	*0.8%*
Effect of experience gains and losses on plan assets	(22.3)	9.5	(6.2)	(22.3)	95.0
Percentage of plan assets	*-2.5%*	*1.2%*	*-0.8%*	*-3.8%*	*18.7%*

VINCI estimates the payments to be made in 2013 in respect of retirement benefit obligations at €125 million, comprising €95 million relating to pensions paid to retired employees and €30 million to contributions payable to fund managing bodies.

Expenses recognised in respect of defined benefit plans

(in € millions)	2012	2011
Rights vested in employees during the period	(50.7)	(50.7)
Discounting of vested rights to present value	(84.7)	(78.9)
Expected return on plan assets	42.0	37.5
Amortisation of actuarial gains and losses	(7.4)	(6.8)
Amortisation of past service cost – rights not vested	(1.8)	(1.8)
Past service cost – rights vested	(0.5)	0.4
Other	(3.8)	0.1
Total	**(106.9)**	**(100.2)**

Sensitivity of the 2013 expense to the discount rate is as follows:

(in € millions)	0.50%	-0.50%
Discount rate	(3.6)	3.2

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 Plans, for which the expense recognised is the amount of the contributions called by the State bodies. Basic State Pension Plans are considered as being defined contribution plans. Depending on the country, the proportion of these contributions paid that relates to pensions may not be clearly identifiable.

The amounts taken as an expense in the period in respect of defined contribution plans (excluding basic State plans) totalled €466.4 million at 31 December 2012 (€440.1 million at 31 December 2011). These amounts include the contributions paid to the external multi-employer fund (CNPO) in respect of obligations in regard to lump sums paid on retirement to building workers in France.

20.2 Other non-current provisions

Changes in other non-current provisions reported in the balance sheet were as follows in 2012 and 2011:

(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
01/01/2011	**442.9**	**260.5**	**(172.9)**	**(21.6)**	**117.6**	**(26.0)**	**1.0**	**601.6**
Other employee benefits	146.2	19.0	(28.5)	(0.6)	(3.8)	(0.1)	(0.2)	131.9
Financial risks	252.0	3.8	(10.3)	(0.2)	183.9		(0.0)	429.3
Other liabilities	463.6	178.0	(122.2)	(11.1)	35.0		1.1	544.4
Discounting of non-current provisions	(6.3)		0.6	0.2	(13.3)		(0.4)	(19.2)
Reclassification of the part at less than one year of non-current provisions	(253.9)				4.3	(52.2)	(0.0)	(301.8)
31/12/2011	**601.6**	**200.8**	**(160.4)**	**(11.8)**	**206.2**	**(52.2)**	**0.5**	**784.6**
Other employee benefits	131.9	18.5	(23.4)	(0.7)	10.0	0.5	0.2	136.9
Financial risks	429.3	10.3	(0.9)	(0.7)	126.2			564.2
Other liabilities	544.4	152.1	(156.2)	(35.8)	5.2		0.3	510.0
Discounting of non-current provisions	(19.2)	0.3	3.2	2.3	(1.0)		(0.3)	(14.9)
Reclassification of the part at less than one year of non-current provisions	(301.8)				10.6	69.7		(221.4)
31/12/2012	**784.6**	**181.2**	**(177.3)**	**(35.0)**	**151.0**	**70.2**	**0.1**	**974.8**

Other employee benefits

Provisions for other employee benefits include long-service bonuses, jubilee bonuses and medical expense cover.
At 31 December 2012, these provisions amounted to €136.9 million, including €41.2 million relating to medical expense cover.
Provisions for medical expense cover were 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 €5.9 million in the obligation.

The provisions have been calculated using the following actuarial assumptions:

	31/12/2012	31/12/2011
Discount rate	3.5%	5%
Inflation rate	2.0%	2.2%
Rate of salary increases	2.0% to 3.0%	1.8% to 2.1%
Rate of change of medical expenses	0.0% to 6.0%	0.0% to 6.0%

Provisions for financial risks

Provisions for financial risks comprise in particular the attributable share of the negative net equity of companies accounted for under the equity method, arising mainly from falls in the fair value of interest rate hedging instruments (cash flow hedges) in infrastructure project companies operated under concessions or public-private partnerships.

Provisions for other liabilities

Provisions for other liabilities, not directly linked with the operating cycle, include mainly the provisions for disputes and arbitration, some of which are described in Note H "Note on litigation". These amounted to €510.0 million at 31 December 2012 (€544.4 million at 31 December 2011), including €303.6 at more than one year (€257.6 million at 31 December 2011).

Employee training rights

The French 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, except in exceptional cases. The Group's employees had acquired rights to 8.9 million hours of such training at 31 December 2012.

21. Working capital requirement and current provisions

21.1 Change in working capital requirement

			Change	
(in € millions)	31/12/2012	31/12/2011	Changes in operating WCR	Other changes (*)
Inventories and work in progress (net)	1,015.5	1,004.1	(50.8)	62.2
Trade and other receivables	10,978.6	10,222.0	294.5	462.0
Other current operating assets	4,505.5	4,131.3	343.1	31.1
Inventories and operating receivables (I)	**16,499.6**	**15,357.5**	**586.9**	**555.2**
Trade payables	(7,603.6)	(7,625.0)	188.9	(167.4)
Other current operating liabilities	(11,306.3)	(10,381.5)	(700.5)	(224.2)
Trade and other operating payables (II)	**(18,909.9)**	**(18,006.6)**	**(511.6)**	**(391.7)**
Working capital requirement (excluding current provisions) (I + II)	**(2,410.3)**	**(2,649.1)**	**75.2**	**163.6**
Current provisions	**(3,507.7)**	**(3,484.1)**	**(37.9)**	**14.2**
of which part at less than one year of non-current provisions	*(221.4)*	*(301.8)*	*69.7*	*10.7*
Working capital requirement (including current provisions)	**(5,918.0)**	**(6,133.2)**	**37.4**	**177.8**

(*) Mainly translation differences and changes in consolidation scope.

Current operating assets and liabilities break down as follows:

(in € millions)		31/12/2012	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)		1,015.5	497.9	87.3	93.2	333.1	4.1
Trade and other receivables		10,978.6	9,281.3	712.3	566.5	408.3	10.1
Other current operating assets		4,505.5	3,511.6	230.1	411.6	342.9	9.3
Inventories and operating receivables	**(I)**	**16,499.6**	**13,290.8**	**1,029.7**	**1,071.3**	**1,084.4**	**23.5**
Trade payables		(7,603.6)	(6,590.7)	(470.0)	(313.0)	(219.8)	(10.2)
Other current operating liabilities		(11,306.3)	(9,192.5)	(571.9)	(693.9)	(762.7)	(85.3)
Trade and other operating payables	**(II)**	**(18,909.9)**	**(15,783.2)**	**(1,041.9)**	**(1,006.9)**	**(982.4)**	**(95.4)**
Working capital requirement connected with operations	**(I + II)**	**(2,410.3)**	**(2,492.4)**	**(12.3)**	**64.4**	**101.9**	**(72.0)**

(in € millions)		31/12/2011	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)		1,004.1	522.1	78.1	121.8	281.7	0.5
Trade and other receivables		10,222.0	8,433.7	789.9	501.3	488.0	9.3
Other current operating assets		4,131.3	3,186.5	251.4	276.4	388.9	28.1
Inventories and operating receivables	**(I)**	**15,357.5**	**12,142.3**	**1,119.4**	**899.5**	**1,158.5**	**37.8**
Trade payables		(7,625.0)	(6,431.4)	(501.4)	(340.5)	(341.5)	(10.4)
Other current operating liabilities		(10,381.5)	(8,063.7)	(595.2)	(664.1)	(965.2)	(93.3)
Trade and other operating payables	**(II)**	**(18,006.6)**	**(14,495.1)**	**(1,096.5)**	**(1,004.6)**	**(1,306.7)**	**(103.7)**
Working capital requirement connected with operations	**(I + II)**	**(2,649.1)**	**(2,352.8)**	**22.8**	**(105.1)**	**(148.2)**	**(65.8)**

21.2 Breakdown of trade receivables

Trade receivables and allowances were as follows:

(in € millions)	31/12/2012	31/12/2011
Trade receivables invoiced	6,373.6	6,315.1
Allowances against trade receivables	(410.4)	(377.9)
Trade receivables, net	**5,963.2**	**5,937.2**

At 31 December 2012, trade receivables between six and 12 months past due amounted to €267.8 million (compared with €180.3 million at 31 December 2011). €28.4 million of allowances have been taken in consequence (€26.3 million at 31 December 2011). Receivables more than one year past due amounted to €280.9 million (€349.2 million at 31 December 2011) and provisions of €152.0 million have been taken in consequence (€194.6 million at 31 December 2011).

21.3 Breakdown of current provisions

Changes in current provisions reported in the balance sheet were as follows in 2012 and 2011:

(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
01/01/2011	**2,823.0**	**1,220.5**	**(930.0)**	**(181.7)**	**256.4**	**25.0**	**21.8**	**3,235.0**
Obligation to maintain the condition of concession assets	565.1	94.7	(88.4)	(10.8)	0.3		0.4	561.3
After-sales service	417.1	158.6	(120.5)	(14.4)	(3.4)		(0.7)	436.7
Losses on completion and construction project liabilities	790.9	532.5	(420.3)	(35.8)	46.3		0.8	914.4
Disputes	448.8	190.5	(114.8)	(35.4)	22.3		(1.3)	510.2
Restructuring costs	64.9	17.7	(37.0)	(7.7)	(4.6)		(0.1)	33.3
Other current liabilities	723.0	284.4	(218.3)	(28.5)	(0.2)		(0.6)	759.7
Discounting of current provisions	(28.7)	(8.8)	1.4	0.5	2.1		0.3	(33.3)
Reclassification of the part at less than one year of non-current provisions	253.9				(4.3)	52.2		301.8
31/12/2011	**3,235.0**	**1,269.6**	**(997.8)**	**(132.2)**	**58.4**	**52.2**	**(1.1)**	**3,484.1**
Obligation to maintain the condition of concession assets	561.3	124.9	(76.8)	(16.3)	(5.3)		(0.3)	587.5
After-sales service	436.7	150.8	(109.4)	(35.9)	5.8		2.8	450.8
Losses on completion and construction project liabilities	914.4	731.3	(692.4)	(35.0)	(4.3)		4.3	918.3
Disputes	510.2	284.4	(172.2)	(40.9)	13.7		0.9	596.0
Restructuring costs	33.3	30.7	(24.1)	(3.4)	(1.1)		0.1	35.4
Other current liabilities	759.7	304.6	(298.8)	(49.9)	13.6		1.9	731.0
Discounting of current provisions	(33.3)	(4.0)	5.3	1.6	(2.0)		(0.2)	(32.8)
Reclassification of the part at less than one year of non-current provisions	301.8				(10.6)	(69.7)	(0.0)	221.4
31/12/2012	**3,484.1**	**1,622.6**	**(1,368.4)**	**(179.8)**	**9.7**	**(69.7)**	**9.4**	**3,507.7**

Current provisions (including the part at less than one year of non-current provisions) are directly connected with the operating cycle and comprise principally the provisions relating to construction contracts and provisions for the obligation to maintain the condition of concession assets.

For the most part, such provisions cover the expenses incurred by motorway concession operating companies for road repairs (surface courses, restructuring of slow lanes, etc.), bridges, tunnels and hydraulic infrastructure. These provisions comprise mainly €347.8 million for the ASF group at 31 December 2012 (€333 million at 31 December 2011) and €205.2 million for Cofiroute at 31 December 2012 (€193.6 million at 31 December 2011).

22. Net financial debt

At 31 December 2012, net financial debt, as defined by the Group, stood at €12,526.8 million, down €62.8 million compared with 31 December 2011.

Net financial debt can be broken down as follows:

Analysis by accounting headings	*(in € millions)*	Note	31/12/2012 Non-current	Ref:	Current (*)	Ref:	Total	31/12/2011 Non-current	Ref:	Current (*)	Ref:	Total
Liabilities at amortised cost	Bonds	22.1	(9,615.3)	(1)	(300.1)	(3)	(9,915.4)	(7,819.8)	(1)	(204.4)	(3)	(8,024.2)
	Other bank loans and other financial debt	22.1	(6,524.5)	(2)	(1,519.7)	(3)	(8,044.2)	(9,256.6)	(2)	(1,509.4)	(3)	(10,765.9)
	Finance lease debt restated	22.1	(70.4)	(2)	(40.8)	(3)	(111.1)	(87.3)	(2)	(59.5)	(3)	(146.8)
	Long-term financial debt (**)		**(16,210.1)**		**(1,860.6)**		**(18,070.7)**	**(17,163.7)**		**(1,773.2)**		**(18,936.9)**
	Commercial paper	22.2.4			(849.5)	(3)	(849.5)			(525.3)	(3)	(525.3)
	Other current financial liabilities				(10.7)	(3)	(10.7)			(45.4)	(3)	(45.4)
	Bank overdrafts	22.2.2			(591.1)	(3)	(591.1)			(858.3)	(3)	(858.3)
	Financial current accounts, liabilities				(81.8)	(3)	(81.8)			(48.8)	(3)	(48.8)
	I - Gross financial debt		**(16,210.1)**		**(3,393.6)**		**(19,603.8)**	**(17,163.7)**		**(3,250.9)**		**(20,414.6)**
	of which impact of fair value hedges		*(740.0)*				*(740.0)*	*(426.1)*				*(426.1)*
	of which effect of recognising ASF's debt at fair value in VINCI's consolidated financial statements (***)		*(19.8)*		*(1.5)*		*(21.3)*	*(37.3)*		*(4.6)*		*(41.9)*
Loans and receivables	Loans and collateralised financial receivables		2.3	(6)	5.2	(8)	7.4	2.1	(6)	1.9	(8)	4.0
	Financial current accounts, assets				64.6	(4)	64.6			47.5	(4)	47.5
Assets at fair value through profit or loss (fair value option)	Cash management financial assets	22.2.2			114.5	(4)	114.5			122.1	(4)	122.1
	Cash equivalents	22.2.2			4,462.5	(5)	4,462.5			5,237.3	(5)	5,237.3
	Cash	22.2.2			1,874.4	(5)	1,874.4			2,135.1	(5)	2,135.1
	II - Financial assets		**2.3**		**6,521.2**		**6,523.5**	**2.1**		**7,543.8**		**7,546.0**
Derivatives	Derivative financial instruments – liabilities	23	(343.7)	(2)	(246.4)	(3)	(590.0)	(261.4)	(2)	(194.9)	(3)	(456.3)
	Derivative financial instruments – assets	23	756.1	(7)	387.4	(9)	1,143.5	436.4	(7)	298.9	(9)	735.4
	III - Derivative financial instruments		**412.4**		**141.1**		**553.5**	**175.0**		**104.0**		**279.0**
	Net financial debt (I + II + III)		**(15,795.5)**		**3,268.7**		**(12,526.8)**	**(16,986.5)**		**4,396.9**		**(12,589.6)**
	Net financial debt breaks down by business as follows:											
	Concessions		*(17,079.7)*		*(977.8)*		*(18,057.5)*	*(18,017.0)*		*(878.5)*		*(18,895.4)*
	Contracting		*(2,505.3)*		*4,600.2*		*2,094.8*	*(1,882.9)*		*4,797.0*		*2,914.1*
	Holding companies and VINCI Immobilier		*3,789.6*		*(353.6)*		*3,435.9*	*2,913.3*		*478.4*		*3,391.8*

(*) The current part includes accrued interest not matured.
(**) Including the part at less than one year.
(***) Following acquisition of control of ASF by VINCI on 9 March 2006.

Reconciliation of net financial debt with balance sheet items:

(in € millions)	Ref:	31/12/2012	31/12/2011
Bonds (non-current)	(1)	(9,615.3)	(7,819.8)
Other loans and borrowings	(2)	(6,938.5)	(9,605.2)
Current borrowings	(3)	(3,640.0)	(3,445.8)
Cash management financial assets	(4)	179.2	169.6
Cash and cash equivalents	(5)	6,336.9	7,372.4
Non-current collateralised loans and receivables	(6)	2.3	2.1
Derivative financial instruments – non-current assets	(7)	756.1	436.4
Current collateralised loans and receivables	(8)	5.2	1.9
Derivative financial instruments – current assets	(9)	387.4	298.9
Net financial debt		**(12,526.8)**	**(12,589.6)**

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.

22.1 Detail of long-term financial debt

The breakdown of net long-term financial debt (including the part at less than one year) at 31 December 2012 by business was as follows:

	31/12/2012				31/12/2011			
(in € millions)	**Concessions**	**Contracting**	**Holding companies and VINCI Immobilier**	**Total**	**Concessions**	**Contracting**	**Holding companies and VINCI Immobilier**	**Total**
Bonds	(7,487.8)	(102.5)	(2,325.1)	(9,915.4)	(7,111.2)	(0.0)	(913.0)	(8,024.2)
Other bank loans and other financial debt	(7,812.1)	(241.8)	9.6 (*)	(8,044.2)	(9,713.1)	(317.5)	(735.3)	(10,765.9)
Finance lease debt restated	(3.5)	(107.7)	(0.0)	(111.1)	(2.5)	(144.3)		(146.8)
Long-term financial debt	**(15,303.3)**	**(452.0)**	**(2,315.4)**	**(18,070.7)**	**(16,826.8)**	**(461.8)**	**(1,648.4)**	**(18,936.9)**

(*) Net of arrangement commissions relating to the undrawn VINCI syndicated credit facility, recognised as a reduction in debt.

At 31 December 2012, long-term financial debt amounted to €18.1 billion, down €866.2 million relative to 31 December 2011 (€18.9 billion).

The Group carried out the following bond issues in 2012:
- VINCI SA, as part of its EMTN programme:
– €250 million issued on 4 January 2012 as a tap on the €750 million five-year line issued in December 2011;
– €100 million five-year private placement on 4 January 2012;
– SFr100 million (€82.1 million) 10-year bond issue on 5 January 2012;
– €75 million seven-year private placement on 11 January 2012;
– €750 million eight-year bond issue on 30 March 2012.
- ASF, as part of its EMTN programme:
– €50 million 11-year private placement on 25 June 2012;
– €50 million 12-year private placement on 2 July 2012;
– €70 million private placement with a maturity of 10 years and one month on 18 December 2012.
- Compagnie d'Entreprises CFE: €100 million six-year bond issue, aimed at individual investors, on 21 June 2012.

The Group also carried out early redemption of the following borrowings:
- January 2012: €750 million early repayment by VINCI to cover the remainder of the ASF acquisition loan,
- June 2012: €1.1bn repayment by ASF Holding of its syndicated loan.
- October 2012: repayment of loans taken out with CNA by ASF and Escota at a rate of 5.80%, for a total amount of €405.9 million.

New borrowings partly offset early redemptions and contractual repayments of debt in 2012.

Details of the main financial debts of concessions and holding companies are given in the tables below:

Concessions

	31/12/2012						31/12/2011	
(in € millions)	Currency	Contractual interest rate	Maturity	Nominal remaining due	Carrying amount	of which accrued interest not matured	Nominal remaining due	Carrying amount
Bonds				6,672.9	7,487.8	202.2	6,508.8	7,111.2
Cofiroute				**2,229.4**	**2,397.6**	**62.8**	**2,229.5**	**2,359.8**
of which:								
October 2001 bond and supplement in August 2005	€	5.9%	October 2016	500.0	536.7	6.8	500.0	536.1
April 2003 bond	€	5.3%	April 2018	600.0	637.9	21.2	600.0	640.5
2006 bond and supplement in July 2007	€	5.0%	May 2021	1,100.0	1,189.6	33.5	1,100.0	1,149.7
ASF and Escota				**4,443.5**	**5,090.1**	**139.4**	**4,279.3**	**4,751.4**
of which:								
ASF 2007 bond issue	€	5.6%	July 2022	1,575.0	1,860.9	43.9	1,575.0	1,805.7
ASF 2009 bond issue and supplement in April 2009	€	7.4%	March 2019	969.6	1,099.4	56.2	969.6	1,070.8
ASF 2010 bond issue and supplement in August 2010	€	4.1%	April 2020	650.0	762.0	19.3	650.0	717.9
ASF 2011 bond issue	€	4.0%	September 2018	500.0	530.2	5.4	500.0	507.8
Other bank loans and other financial debt				7,668.1	7,812.1	133.5	9,546.0	9,713.1
Cofiroute				**1,091.5**	**1,103.3**	**8.6**	**1,103.2**	**1,111.1**
ASF and Escota				**5,281.1**	**5,442.2**	**124.3**	**5,699.4**	**5,899.1**
CNA loans				***2,924.2***	***3,052.5***	***93.0***	***3,323.3***	***3,463.6***
of which:								
ASF and Escota - CNA 1997 to 2000	€	5.8%	October 2012				405.9	410.7
ASF and Escota - CNA 1998 to 2001	€	5.9%	March 2013	397.7	416.5	18.0	397.7	420.0
ASF - CNA 1999 to 2002	€	4.4%	May 2014	450.0	458.1	12.2	450.0	455.3
ASF - CNA 2000 to 2001	€	6.0%	October 2015	382.5	401.0	4.2	382.5	405.7
ASF - CNA 2001	€	inflation-linked	July 2016	412.1	421.7	7.0	405.2	413.3
ASF and Escota - CNA 2002	€	5.3%	January 2017	532.0	556.1	25.7	532.0	555.7
ASF - CNA 2004 to 2005	€	4.5%	March 2018	750.0	799.1	25.8	750.0	803.0
CNA/EIB loans				***1,018.9***	***1,047.1***	***27.0***	***1,018.9***	***1,047.6***
of which ASF - CNA/EIB 2002	€	6.2%	April 2015 to 2017	412.6	431.4	18.8	412.6	431.4
EIB loans				***482.1***	***472.8***	***3.4***	***500.0***	***489.7***
Other loans							***1.4***	***2.4***
Credit facilities				***855.8***	***848.5***	***0.8***	***855.8***	***853.9***
of which ASF Term Loan	€	E1M	December 2013	755.8	755.6		755.8	755.5
Effect of recognising ASF's debt at fair value in VINCI's consolidated financial statements	€				**21.3**			**41.9**
Arcour				**600.0**	**573.8**		**600.0**	**572.3**
of which Arcour 2008	€	E1M	up to March 2018	400.0	397.2		400.0	396.7
ASF Holding							**1,080.0**	**1,079.0**
Syndicated loan December 2006 (*)	€	E1M	up to December 2013				1,080.0	1,079.0
VINCI Park				**560.7**	**558.3**	**0.1**	**606.3**	**603.5**
of which June 2006 loan	€	E1M/E3M	up to June 2026	378.1	376.5		397.9	396.1
Other concessions				**134.8**	**134.5**	**0.5**	**457.2**	**448.0**
of which Gefyra EIB 2001 (**)	€	EIB	up to June 2029				317.0	307.8
Finance lease debt restated				3.5	3.5		2.5	2.5
Long-term financial debt				**14,344.5**	**15,303.3**	**335.7**	**16,057.4**	**16,826.8**

(*) Repaid early in June 2012.
(**) Change in consolidation method from full consolidation to equity method on 1 October 2012.

Holding companies and VINCI Immobilier

(in € millions)	Currency	Contractual interest rate	Maturity	31/12/2012 Nominal remaining due	Carrying amount	of which accrued interest not matured	31/12/2011 Nominal remaining due	Carrying amount
Bonds				2,168.8	2,325.1	67.8	914.5	913.0
VINCI SA				**2,168.8**	**2,325.1**	**67.8**	**914.5**	**913.0**
of which:								
December 2011 bond and supplement in January 2012	€	4.1%	February 2017	1,000.0	**1,091.0**	42.7	750.0	751.6
March 2012 bond	€	3.4%	March 2020	750.0	801.7	19.2		
Other bank loans and other financial debt					(9.6)	1.8	750.0	735.3
VINCI SA					**(9.6)**	**1.8**	**750.0**	**735.3**
ASF acquisition loan November 2005	€	E1M	November 2012				750.0	750.0
Long-term financial debt				**2,168.8**	**2,315.4**	**69.7**	**1,664.5**	**1,648.4**

22.2 Resources and liquidity

At 31 December 2012, the Group's available resources amounted to €11.5 billion, including €5.0 billion net cash managed (see Note E.22.2.2 "Net cash managed") and €6.5 billion of available, confirmed medium-term bank credit facilities (see Note E.22.2.3 "Revolving credit facilities").

22.2.1 Maturity of debts

On the basis of interest rates at 31 December 2012, the Group's debt and associated interest payments break down as follows, by maturity date:

(in € millions)	31/12/2012 Carrying amount	Capital and interest payments	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								
Capital	(9,915.4)	(8,941.7)		(24.8)		(1.3)	(1,765.0)	(7,150.6)
Interest payments		(3,383.1)	(156.4)	(123.6)	(157.4)	(435.8)	(1,276.2)	(1,233.6)
Other bank loans and other financial debt								
Capital	(8,044.2)	(7,905.2)	(429.6)	(86.7)	(866.0)	(852.2)	(2,533.8)	(3,136.9)
Interest payments		(1,113.5)	(94.6)	(72.1)	(88.7)	(222.9)	(435.7)	(199.5)
Finance lease debt restated								
Capital	(111.1)	(110.7)	(10.6)	(10.3)	(19.5)	(29.0)	(31.9)	(9.3)
Interest payments		(11.3)	(1.2)	(1.1)	(2.0)	(2.7)	(2.9)	(1.5)
Subtotal: long-term financial debt	**(18,070.7)**	**(21,465.4)**	**(692.4)**	**(318.7)**	**(1,133.6)**	**(1,543.9)**	**(6,045.4)**	**(11,731.3)**
Commercial paper	(849.5)	(849.5)	(849.5)					
Other current financial liabilities	(10.7)	(10.7)	(10.7)					
Bank overdrafts	(591.1)	(591.1)	(591.1)					
Financial current accounts, liabilities	(81.8)	(81.8)	(81.8)					
I - Financial debt	**(19,603.8)**	**(22,998.4)**	**(2,225.5)**	**(318.7)**	**(1,133.6)**	**(1,543.9)**	**(6,045.4)**	**(11,731.3)**
II - Financial assets	**6,523.5**	of which 6,474.9 million at less than three months (*)						
Derivative financial instruments – liabilities	(590.0)	(644.3)	(18.4)	(47.1)	(51.7)	(117.2)	(270.0)	(139.9)
Derivative financial instruments – assets	1,143.5	1,491.1	56.8	69.6	65.2	190.8	550.5	558.2
III - Derivative financial instruments	**553.5**	**846.8**	**38.4**	**22.5**	**13.5**	**73.6**	**280.4**	**418.4**
Net financial debt (I + II + III)	**(12,526.8)**							
Trade payables	**(7,603.6)**	**(7,603.6)**	**(6,590.7)**	**(470.0)**	**(313.0)**	**(87.9)**	**(131.9)**	**(10.2)**

(*) Consisting mainly of €4,462.5 million of cash equivalents, €1,874.4 million of cash and €73.4 million of cash management assets at less than three months (see Note E.22.2.2 "Net cash managed").

At 31 December 2012, the average maturity of the Group's long-term financial debt was 6.1 years (6.3 years at 31 December 2011). The average maturity was 6.2 years in Concession subsidiaries, 5.5 years for holding companies (including VINCI Immobilier) and 4.5 years in Contracting.

22.2.2 Net cash managed

Net cash managed, which includes in particular cash management financial assets and commercial paper issued, breaks down as follows:

	31/12/2012			
(in € millions)	Concessions	Contracting	Holding companies and VINCI Immobilier	Total
Cash equivalents	**280.8**	**609.3**	**3,572.4**	**4,462.5**
Marketable securities and mutual funds (UCITS)	165.8	137.1	1,687.9	1,990.8
Negotiable debt securities with an original maturity of less than 3 months(*)	115.0	472.2	1,884.5	2,471.8
Cash	**110.3**	**1,429.1**	**335.0**	**1,874.4**
Bank overdrafts	**(7.1)**	**(516.7)**	**(67.3)**	**(591.1)**
Net cash and cash equivalents	**384.0**	**1,521.7**	**3,840.0**	**5,745.8**
Cash management financial assets	**46.6**	**61.8**	**6.2**	**114.5**
Marketable securities and mutual funds (UCITS) (**)	10.5	2.6	5.2	18.3
Negotiable debt securities and bonds with an original maturity of less than 3 months	2.4	52.6		55.1
Negotiable debt securities with an original maturity of more than 3 months	33.6	6.6	1.0	41.2
Commercial paper issued			**(849.5)**	**(849.5)**
Other current financial liabilities	**(2.8)**	**(7.5)**	**(0.4)**	**(10.7)**
Balance of cash management current accounts	**208.4**	**3,130.5**	**(3,356.1)**	**(17.2)**
Net cash managed	**636.2**	**4,706.5**	**(359.7)**	**4,983.0**

(*) Including term deposits, interest earning accounts and certificates of deposit.
(**) Portion of short-term UCITS that do not meet the criteria to be designated as cash equivalents as defined by IAS 7.

	31/12/2011			
(in € millions)	Concessions	Contracting	Holding companies and VINCI Immobilier	Total
Cash equivalents	**268.9**	**879.6**	**4,088.8**	**5,237.3**
Marketable securities and mutual funds (UCITS)	39.6	166.4	580.9	786.9
Negotiable debt securities with an original maturity of less than 3 months(*)	229.3	713.2	3,507.9	4,450.4
Cash	**153.1**	**1,584.7**	**397.2**	**2,135.1**
Bank overdrafts	**(11.9)**	**(774.2)**	**(72.2)**	**(858.3)**
Net cash and cash equivalents	**410.0**	**1,690.1**	**4,413.9**	**6,514.1**
Cash management financial assets	**61.7**	**46.9**	**13.6**	**122.1**
Marketable securities and mutual funds (UCITS) (**)	15.8	14.4	12.0	42.3
Negotiable debt securities and bonds with an original maturity of less than 3 months	3.3	25.8	0.1	29.2
Negotiable debt securities with an original maturity of more than 3 months	42.5	6.7	1.4	50.6
Commercial paper issued			**(525.3)**	**(525.3)**
Other current financial liabilities	**(2.7)**	**(42.4)**	**(0.3)**	**(45.4)**
Balance of cash management current accounts	**(555.4)**	**3,226.4**	**(2,672.3)**	**(1.3)**
Net cash managed	**(86.4)**	**4,921.0**	**1,229.6**	**6,064.3**

(*) Including term deposits, interest earning accounts and certificates of deposit.
(**) 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 money market UCITS, interest-bearing accounts, term deposits and negotiable debt securities (certificates of deposit generally with a maturity of less than three months). They are measured and recognised at their fair value.

Net cash is managed with limited risk to capital, and performance and the associated risks are subject to control.

At 31 December 2012, net cash at the VINCI holding company level amounted to €3.3 billion. This amount arises mainly from the cash surpluses transferred upwards from French subsidiaries through a cash pooling system. VINCI Finance International, a wholly owned subsidiary of VINCI that centralises the cash surpluses of certain foreign subsidiaries, held cash investments of €0.5 billion at 31 December 2012. This centralisation enables the management of financial resources to be optimised and the risks relating to the counterparties and investment vehicles used to be better managed.
Other Group subsidiaries' cash investments are managed in a decentralised manner while complying with the guidelines issued by the Group and the instructions given by VINCI, which define in particular the investment vehicles and the counterparties authorised. They amounted to €1.9 billion at 31 December 2012, including €0.4 billion for the Concessions business and €1.5 billion for the Contracting business.

The performance and the risks associated with these investments of net cash are monitored 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.

22.2.3 Revolving credit facilities

VINCI SA has a €4 billion confirmed syndicated loan facility maturing in June 2016 with two one-year extension options at the lenders' discretion. On 6 July 2012, the initial request to extend the syndicated loan was accepted by most banks in the pool. As a result, the credit facility will now mature in June 2017 instead of June 2016, and is for an amount of €3.5 billion.

Since February 2011, Cofiroute has had a €500 million confirmed club deal bank facility maturing in February 2016.

On 20 July 2012, ASF refinanced its €2 billion syndicated revolving credit facility due to expire in December 2013 in an amount of €1.8 billion, with a five-year maturity. This new facility is subject to the same financial covenants as the previous facility (see Note E.22.2.5 "Financial covenants").

At 31 December 2012, none of the above credit facilities was being used.

The amounts authorised and used, and the maturities of the credit lines of VINCI and its subsidiaries are as follows:

			Maturity		
(in € millions)	Amounts used at 31/12/2012	Amounts authorised at 31/12/2012	Within 1 year	Between 1 and 5 years	After 5 years
Syndicated loan		4,000		4,000	
ASF: syndicated loan		1,785		1,785	
Cofiroute: syndicated loan		500		500	
Contracting: syndicated and bilateral facilities	35	227	82	145	
Total	**35**	**6,512**	**82**	**6,430**	

22.2.4 Commercial paper

At 31 December 2012, the Group had a commercial paper programme of €1.5 billion for VINCI SA and one of €0.5 billion for Cofiroute. These two programmes are rated A2 by Standard & Poor's. The VINCI SA programme is also rated P2 by Moody's.
At 31 December 2012, only VINCI SA had made use of its programme, for €849.5 million.

22.2.5 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 31/12/2012
ASF	CNA (Caisse Nationale des Autoroutes) loans	3,943.2	3,943.2	Consolidated net financial debt/Consolidated Ebitda	< or = 7	5.0
				Consolidated Ebitda/Consolidated financing costs	> 2.2	4.9
	Syndicated term loan	755.8	755.8	Consolidated net financial debt (**)/Consolidated cash flow from operations before tax and financing costs	< or = 7	5.0
				Consolidated cash flow from operations before tax and financing costs/Consolidated financing costs	> or = 2.2	4.9
	Syndicated credit facility	1,785.0		Consolidated net financial debt (**)/Consolidated cash flow from operations before tax and financing costs + dividends received from companies accounted for under the equity method	< or = 7	5.0
				Consolidated cash flow from operations before tax and financing costs + dividends received from companies accounted for under the equity method/Consolidated financing costs	> or = 2.2	4.9
VINCI Park	Amortising loan	378.1	378.1	Net financial debt (***)/Cash flow from operations before tax and financing costs	< 7	3.3
				Cash flow from operations before tax and financing costs/Net financing costs	> 2.2	8.8
	Amortising loan (tranches 1 and 2)	147.1	147.1	Net financial debt (***)/Cash flow from operations before tax and financing costs	< 7	3.3
				Cash flow from operations before tax and financing costs/Net financing costs	> 3	8.8

(*) Ebitda = gross operating income defined as the difference between operating income and operating expenses excluding depreciation, amortisation and provisions.
(**) Excluding derivatives designated as cash flow hedges.
(***) Excluding all derivatives.

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 2012.

22.2.6 Credit ratings

At 31 December 2012, the Group's credit ratings were:

	Agency	Rating		
		Long term	Outlook	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

23. Financial risk management

VINCI has implemented a system to manage and monitor the financial risks to which it is exposed, principally interest rate risk.

In accordance with the rules laid down by the Group's Finance Department, the responsibility for identifying, measuring and hedging 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, in which the Group's Finance Department and the concerned companies participate, analyse the main exposures regularly and decide on management strategies for the entities that have the most material exposure to financial risks (VINCI SA, ASF, Cofiroute, VINCI Park, VINCI Finance International).

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:

(in € millions)	Note	31 December 2012 Fair value (*)	31 December 2011 Fair value (*)
Interest rate derivatives: fair value hedges	23.1.2	848.3	491.6
Interest rate derivatives: cash flow hedges	23.1.3	(314.7)	(245.0)
Interest rate derivatives not designated as hedges	23.1.4	38.1	42.1
Interest rate derivatives		**571.7**	**288.6**
Foreign currency exchange rate derivatives: fair value hedges	23.3.1	(7.2)	8.6
Foreign currency exchange rate derivatives: cash flow hedges	23.3.1		(0.4)
Foreign currency exchange rate derivatives: hedges of net foreign investments	23.3.1	(10.0)	(7.6)
Foreign currency exchange rate derivatives not designated as hedges	23.3.1	(1.4)	(0.1)
Currency derivatives		**(18.5)**	**0.5**
Other derivatives		**0.3**	**(10.1)**
Total derivative financial instruments		**553.5**	**279.0**

(*) Fair value includes interest accrued but not matured of €108 million at 31 December 2012 and €72 million at 31 December 2011.

23.1 Interest rate risk

Interest rate risk is managed within the Group, making a distinction between the Concessions business, the Contracting business and holding companies, as their respective financial profiles are not the same.

For 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 depending on the situation in financial markets.
Over the long term, the objective is to change over time the breakdown between fixed and floating rate debt depending on the debt level (measured by the ratio of net debt to cash flows from operations before tax and financing costs), with a greater proportion at fixed rate when the level of debt is high.
As regards Contracting activities and holding companies, they have a structural net cash surplus because 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 ensure 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 for accounting purposes or not, in accordance with the IFRSs.

The table below shows the breakdown at 31 December 2012 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 hedging 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	10,657.7	74%	5.25%	614.1	4%	5.07%	3,095.0	22%	0.71%	14,366.9	4.27%
Contracting	350.1	78%	4.47%		0%	0.00%	97.8	22%	2.30%	447.9	3.99%
Holding companies	2,059.8	95%	3.73%		0%	0.00%	99.8	5%	2.18%	2,159.7	3.66%
Total at 31/12/2012	**13,067.7**	**77%**	**4.99%**	**614.1**	**4%**	**5.07%**	**3,292.7**	**19%**	**0.80%**	**16,974.4**	**4.18%**
Total at 31/12/2011	**12,265.0**	**67%**	**5.16%**	**608.2**	**3%**	**5.35%**	**5,317.4**	**29%**	**1.75%**	**18,190.6**	**4.17%**

	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	9,017.9	63%	4.93%	2,059.1	14%	2.74%	3,289.9	23%	1.35%	14,366.9	3.79%
Contracting	334.2	75%	4.60%	3.0	1%	1.26%	110.7	25%	1.88%	447.9	3.91%
Holding companies	298.4	14%	3.64%		0%	0.00%	1,861.2	86%	2.29%	2,159.7	2.48%
Total at 31/12/2012	**9,650.5**	**57%**	**4.87%**	**2,062.1**	**12%**	**2.74%**	**5,261.8**	**31%**	**1.69%**	**16,974.4**	**3.63%**
Total at 31/12/2011	**10,176.6**	**56%**	**4.89%**	**2,809.6**	**15%**	**3.26%**	**5,204.4**	**29%**	**2.41%**	**18,190.6**	**3.93%**

23.1.1 Sensitivity to interest rate risk

VINCI is exposed to the risk of fluctuations in interest rates, given:
- the cash flows connected with net 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 2012 remains constant over one year. The consequence of a variation in interest rates of 25 basis points at the balance sheet date would be an increase or decrease of equity and pre-tax income for the amounts shown below. For the purpose of this analysis, the other variables are assumed to remain constant.

	31/12/2012			
	Income		Equity	
(in € millions)	Impact of sensitivity calculation + 25 bp	Impact of sensitivity calculation - 25 bp	Impact of sensitivity calculation + 25 bp	Impact of sensitivity calculation - 25 bp
Floating rate debt after hedging (accounting basis)	(18.7)	18.7		
Floating rate assets after hedging (accounting basis)	12.5	(12.5)		
Derivatives not designated as hedges for accounting purposes	(0.5)	0.6		
Derivatives designated as cash flow hedges			106.4	(110.2)
Total	**(6.7)**	**6.8**	**106.4**	**(110.2)**

23.1.2 Fair value hedges

At the balance sheet date, details of the instruments designated as fair value hedges were as follows:

	31/12/2012					
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional amount	Fair value
Receive fixed/pay floating interest rate swap	2.6	2.7	1,314.0	4,239.3	5,558.7	**848.3**

	31/12/2011					
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional amount	Fair value
Receive fixed/pay floating interest rate swap	2.6	2.6	155.0	4,276.7	4,437.0	491.6

These transactions relate mainly to the fixed rate bond issues by ASF, VINCI SA and Cofiroute.

23.1.3 Cash flow hedges

The Group is exposed to fluctuations in interest rates on its floating rate debt and may set 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 in which 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 2016. These serve to fix the interest payments on future issues of debt considered as highly probable. At 31 December 2012, the portfolio of these swaps was €779 million.

At 31 December 2012, details of the instruments designated as cash flow hedges were as follows:

	31/12/2012					
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional amount	Fair value
Receive floating/pay fixed interest rate swap	35.8	107.6	623.5	793.5	1,560.5	(248.9)
Interest rate options (caps, floors and collars)	213.3	3.0	56.4		272.8	(7.9)
Interest rate derivatives: hedging of contractual cash flows	**249.2**	**110.6**	**680.0**	**793.5**	**1,833.3**	**(256.7)**
Interest rate derivatives: hedging of highly probable forecast cash flows (*)			**779.0**		**779.0**	**(57.9)**
Total	**249.2**	**110.6**	**1,459.0**	**793.5**	**2,612.3**	**(314.7)**

(*) Receive floating/pay fixed interest rate swap.

The following table shows the periods in which the Group expects the cash flows associated with the deferred start swaps in place on 31 December 2012 to occur:

	31/12/2012				
		Expected cash flows			
(in € millions)	Fair value	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 highly probable cash flows (*)	**(57.9)**	**(57.9)**			

(*) Deferred start floating/fixed rate swap.

The following table shows the periods in which the Group expects the amounts recorded in equity at 31 December 2012 for the instruments designated as cash flow hedges to have an impact on profit or loss:

	31/12/2012				
		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	(239.3)	(40.7)	(39.9)	(110.7)	(48.0)
Interest rate derivatives designated for accounting purposes as hedges of highly probable cash flows	(139.4)	(42.5)	(42.3)	(61.4)	6.8
Total interest rate derivatives designated for accounting purposes as cash flow hedges	**(378.7)**	**(83.2)**	**(82.2)**	**(172.1)**	**(41.2)**

At 31 December 2011, details of the instruments designated as cash flow hedges were as follows:

	31/12/2011					
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional amount	Fair value
Receive floating/pay fixed interest rate swap	567.6	35.7	520.1	905.3	2,028.6	(197.0)
Interest rate options (caps, floors and collars)	8.2	216.9	94.3	38.4	357.8	(11.8)
Interest rate derivatives: hedging of contractual cash flows	**575.9**	**252.6**	**614.4**	**943.6**	**2,386.5**	**(208.8)**
Interest rate derivatives: hedging of highly probable forecast cash flows (*)			**1,199.0**		**1,199.0**	**(36.3)**
Total	**575.9**	**252.6**	**1,813.4**	**943.6**	**3,585.5**	**(245.0)**

(*) Receive floating/pay fixed interest rate swap.

The following table shows the periods in which the Group expected the cash flows associated with the deferred start swaps in place on 31 December 2011 to occur:

(in € millions)	31/12/2011 Fair value	Expected cash flows 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 highly probable cash flows (*)	**(36.3)**	**(12.3)**	**(23.9)**		

(*) Deferred start floating/fixed rate swap.

23.1.4 Description of non-hedging transactions

(in € millions)	31/12/2012 Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional amount	Fair value
Interest rate swaps	868.2	288.1	66.3		1,222.6	38.1
Interest rate options (caps, floors and collars)	1,350.0	130.0			1,480.0	
Interest rate derivatives not designated as hedges for accounting purposes	**2,218.2**	**418.1**	**66.3**		**2,702.6**	**38.1**

(in € millions)	31/12/2011 Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional amount	Fair value
Interest rate swaps	1,539.6	16.1	380.0	0.9	1,936.6	41.7
Interest rate options (caps, floors and collars)	655.5	1,350.0	130.0		2,135.5	0.4
Interest rate derivatives not designated as hedges for accounting purposes	**2,195.1**	**1,366.1**	**510.0**	**0.9**	**4,072.1**	**42.1**

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).

23.2 Equity risk

At 31 December 2012, VINCI owned 3.3% of ADP. This shareholding is classified under available-for-sale financial assets. On the basis of the stock market price of the ADP shares at 31 December 2012 (see Note E.16 "Other non-current financial assets"), the consequence of an increase or decrease of 10% in the stock market price would have no significant impact on the Group's equity or profit or loss.

At 31 December 2012, the Group held 41,102,058 VINCI shares (representing 7.1% of the share capital) acquired at an average price of €40.43. An increase or decrease of the stock market price of these treasury shares would have no impact on the Group's consolidated profit or loss or equity.

Regarding assets to cover retirement benefit obligations, a breakdown by asset type is given in Note E.20.1 "Provisions for retirement benefit obligations".

23.3 Foreign currency exchange rate risk

23.3.1 Detail of foreign currency exchange rate derivatives

Transactions to hedge currency risk designed to cover commercial or financial transactions break down as follows:

(in € millions)	31/12/2012 Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional amount	Fair value
Cross currency swap			161.7	226.0	387.7	**(7.2)**
Foreign currency exchange rate derivatives: fair value hedges			**161.7**	**226.0**	**387.7**	**(7.2)**
Cross currency swap	14.3	59.6	157.1	18.4	249.4	**(9.5)**
Forward foreign exchange transactions	58.3				58.3	**(0.5)**
Foreign currency exchange rate derivatives: hedges of net foreign investments	**72.6**	**59.6**	**157.1**	**18.4**	**307.7**	**(10.0)**
Cross currency swap	13.5	24.5	1.4		39.4	**(0.5)**
Forward foreign exchange transactions	19.4	31.9			51.3	**(0.9)**
Foreign currency exchange rate derivatives not designated as hedges for accounting purposes	**32.9**	**56.4**	**1.4**		**90.7**	**(1.4)**
Total foreign currency exchange rate derivative instruments	**105.5**	**116.0**	**320.2**	**244.4**	**786.0**	**(18.5)**

(in € millions)	31/12/2011 Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional amount	Fair value
Cross currency swap				305.6	305.6	**8.6**
Foreign currency exchange rate derivatives: fair value hedges				**305.6**	**305.6**	**8.6**
Cross currency swap	3.8	5.0	0.3		9.1	**(0.1)**
Forward foreign exchange transactions	17.4	0.9			18.3	**(0.3)**
Foreign currency exchange rate derivatives: cash flow hedges	**21.2**	**5.9**	**0.3**		**27.4**	**(0.4)**
Cross currency swap	52.3	35.3	78.1		165.7	**(7.7)**
Forward foreign exchange transactions	26.3				26.3	**0.1**
Foreign currency exchange rate derivatives: hedges of net foreign investments	**78.6**	**35.3**	**78.1**		**192.0**	**(7.6)**
Cross currency swap	42.8		1.3		44.2	**0.8**
Forward foreign exchange transactions	15.9	9.0			24.9	**(0.9)**
Foreign currency exchange rate derivatives not designated as hedges for accounting purposes	**58.8**	**9.0**	**1.3**		**69.1**	**(0.1)**
Total foreign currency exchange rate derivative instruments	**158.6**	**50.2**	**79.8**	**305.6**	**594.2**	**0.5**

23.3.2 Breakdown of long-term debt by currency

Debt breaks down as follows by currency:

(in € millions)	31/12/2012		31/12/2011	
Euro	17,593.6	97.4%	18,505.9	97.7%
Swiss franc	257.3	1.4%	169.3	0.9%
Yen	124.3	0.7%	140.7	0.7%
US dollar	29.6	0.2%	27.3	0.1%
Sterling	13.3	0.1%	32.9	0.2%
Other currencies	52.4	0.3%	60.9	0.3%
Total long-term borrowings	**18,070.7**	**100.0%**	**18,936.9**	**100.0%**

Generally, the Group's activities in foreign countries are financed by loans in the local currency.
Debts in foreign currency of subsidiaries of which the operating currency is the euro (mainly VINCI and ASF) have been hedged at their time of issue and do not generate any exposure to exchange rate risk.

23.3.3 Nature of the Group's risk exposure

74% of VINCI's business is in the eurozone. The Group's exposure to currency risk is therefore limited. Transactions outside the eurozone are generally made in the local currency for permanent establishments and, to a great extent, in euros and dollars, in the case of major export projects.

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 of hedging the transactional risk connected with subsidiaries' ordinary operations.
However, VINCI does not systematically hedge the currency risk connected with its foreign investments, resulting in translation exposure.

23.3.4 Analysis of foreign currency exchange rate risk

The principal foreign exchange risk exposure was as follows at 31 December 2012:

(in € millions) 31/12/2012				
Currency	**US dollar**	**Swiss franc**	**Chilean peso**	**Ukrainian hryvnia**
Closing rate	1.319	1.207	631.729	10.583
Exposure	183	63	(55)	(37)
Hedging	(122)	(43)		
Net position	**61**	**20**	**(55)**	**(37)**

There remains a residual exposure on some assets that have not been designated as hedges. A 10% appreciation of foreign currencies against the euro would have a pre-tax negative impact on the financial statements of €6.8 million.

23.4 Commodity risks

Most of the Group's revenue arises either from contracts that include price revision clauses or under short-term contracts. The risks associated with an increase in commodity prices are therefore 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).
VINCI uses little unprocessed raw material, other than the aggregates produced and used by Eurovia. In 2012, approximately 37% of Eurovia's aggregates came from Group quarries.

23.5 Credit 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 (credit balances at banks, negotiable debt securities, term deposits, marketable securities, etc.), subscription to derivatives, commitments received (sureties and guarantees received), unused authorised credit facilities, and financial receivables.

The Group has set up procedures to manage and limit credit risk and counterparty risk.

Trade receivables

Approximately 35% of consolidated revenue is generated with public sector, or quasi-public sector, customers. Moreover, VINCI considers that the concentration of credit 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 other countries. 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 appropriate insurance policies (Coface, documentary credit, etc.).
Trade receivables are broken down in Note E.21.2 "Breakdown of trade receivables".

Financial instruments (cash investments and derivatives)

Financial instruments (cash investments and derivatives) 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. Maximum risk amounts by counterparty are defined taking account of their credit ratings as published by Standard & Poor's and Moody's. The 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, the list of authorised UCITS (French subsidiaries) and the selection criteria for money market funds (foreign subsidiaries).

24. Book and fair value of financial instruments 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:

31/12/2012	Accounting categories [1]							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 net book value of 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 companies				198.6			198.6	198.6			198.6
Investments in unlisted companies				123.4			123.4			123.4	123.4
Loans and financial receivables					635.0		635.0		635.0		635.0
I - Non-current financial assets [2]				**322.1**	**635.0**		**957.0**	**198.6**	**635.0**	**123.4**	**957.0**
II - Derivative financial instruments – assets	**276.5**	**867.0**					**1,143.5**		**1,143.5**		**1,143.5**
III - Trade receivables					**14,992.7**		**14,992.7**		**14,992.7**		**14,992.7**
Loans and collateralised financial receivables					7.4		7.4		7.4		7.4
Cash management financial assets			114.5				114.5	18.3	96.3		114.5
Financial current accounts, assets			64.6				64.6	64.6			64.6
Cash equivalents			4,462.5				4,462.5	1,990.8	2,471.8 [3]		4,462.5
Cash			1,874.4				1,874.4	1,874.4			1,874.4
IV - Current financial assets			**6,516.1**		**7.4**		**6,523.5**	**3,948.0**	**2,575.4**		**6,523.5**
Total assets	**276.5**	**867.0**	**6,516.1**	**322.1**	**15,635.1**		**23,616.8**	**4,146.7**	**19,346.7**	**123.4**	**23,616.8**
Bonds						(9,915.4)	(9,915.4)	(10,058.0)	(632.0)		(10,690.0)
Other bank loans and other financial debt						(8,044.2)	(8,044.2)	(2,919.8) [4]	(10,851.5)		(13,771.2)
Finance lease debt restated						(111.1)	(111.1)		(111.1)		(111.1)
V - Long-term financial debt						**(18,070.7)**	**(18,070.7)**	**(12,977.8)**	**(11,594.6)**		**(24,572.4)**
VI - Derivative financial instruments – liabilities	**(239.8)**	**(350.2)**					**(590.0)**		**(590.0)**		**(590.0)**
VII - Trade payables						**(7,603.6)**	**(7,603.6)**		**(7,603.6)**		**(7,603.6)**
Other current financial liabilities						(860.2)	(860.2)		(860.2)		(860.2)
Financial current accounts, liabilities						(81.8)	(81.8)	(81.8)			(81.8)
Bank overdrafts						(591.1)	(591.1)	(591.1)			(591.1)
VI - Current financial liabilities						**(1,533.1)**	**(1,533.1)**	**(672.9)**	**(860.2)**		**(1,533.1)**
Total liabilities	**(239.8)**	**(350.2)**				**(27,207.3)**	**(27,797.4)**	**(13,650.7)**	**(20,648.4)**		**(34,299.1)**
Total	**36.7**	**516.8**	**6,516.1**	**322.1**	**15,635.1**	**(27,207.3)**	**(4,180.6)**	**(9,504.0)**	**(1,301.7)**	**123.4**	**(10,682.2)**

(1) The Group has no held-to-maturity financial assets.
(2) See Note E.16 "Other non-current financial assets".
(3) Mainly comprising certificates of deposit, commercial paper, term deposits and short-term notes issued by banks ("bons de caisse").
(4) Listed price of loans issued by CNA.

The method of measuring the fair value of financial assets and liabilities was not altered in 2012.

31/12/2011	Accounting categories [1]							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 net book value of 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 companies				182.7			182.7	182.7			182.7
Investments in unlisted companies				123.4			123.4			123.4	123.4
Loans and financial receivables					522.9		522.9		522.9		522.9
I - Non-current financial assets [2]				**306.1**	**522.9**		**829.0**	**182.7**	**522.9**	**123.4**	**829.0**
II - Derivative financial instruments – assets	**227.0**	**508.4**					**735.4**		**735.4**		**735.4**
III - Trade receivables					**13,875.8**		**13,875.8**		**13,875.8**		**13,875.8**
Loans and collateralised financial receivables					4.0		4.0		4.0		4.0
Cash management financial assets			122.1				122.1	42.3	79.8		122.1
Financial current accounts, assets			47.5				47.5	47.5			47.5
Cash equivalents			5,237.3				5,237.3	786.9	4,450.4 [3]		5,237.3
Cash			2,135.1				2,135.1	2,135.1			2,135.1
IV - Current financial assets			**7,542.0**		**4.0**		7,546.0	**3,011.7**	**4,534.3**		7,546.0
Total assets	**227.0**	**508.4**	**7,542.0**	**306.1**	**14,402.8**		**22,986.2**	**3,194.4**	**19,668.4**	**123.4**	**22,986.2**
Bonds						(8,024.2)	(8,024.2)	(7,459.8)	(437.6)		(7,897.4)
Other bank loans and other financial debt						(10,765.9)	(10,765.9)	(3,173.3) [4]	(8,152.1)		(11,325.4)
Finance lease debt restated						(146.8)	(146.8)		(146.8)		(146.8)
V - Long-term financial debt						**(18,936.9)**	**(18,936.9)**	**(10,633.1)**	**(8,736.5)**		**(19,369.6)**
VI - Derivative financial instruments – liabilities	**(185.0)**	**(271.3)**					**(456.3)**		**(456.3)**		**(456.3)**
VII - Trade payables						**(7,625.0)**	**(7,625.0)**		**(7,625.0)**		**(7,625.0)**
Other current financial liabilities						(570.6)	(570.6)		(570.6)		(570.6)
Financial current accounts, liabilities						(48.8)	(48.8)	(48.8)			(48.8)
Bank overdrafts						(858.3)	(858.3)	(858.3)			(858.3)
VIII - Current financial liabilities						**(1,477.7)**	**(1,477.7)**	**(907.1)**	**(570.6)**		**(1,477.7)**
Total liabilities	**(185.0)**	**(271.3)**				**(28,039.6)**	**(28,495.9)**	**(11,540.2)**	**(17,388.4)**		**(28,928.6)**
Total	**42.0**	**237.0**	**7,542.0**	**306.1**	**14,402.8**	**(28,039.6)**	**(5,509.7)**	**(8,345.8)**	**2,279.9**	**123.4**	**(5,942.4)**

(1) The Group has no held-to-maturity financial assets.

(2) See Note E.16 "Other non-current financial assets".

(3) Mainly comprising certificates of deposit, commercial paper, term deposits and short-term notes issued by banks ("bons de caisse").

(4) Listed price of loans issued by CNA.

F. Notes on the main features of concession and PPP contracts

25. Controlled subsidiaries' concession contracts – intangible asset model

25.1 Main features of concession contracts

The main features of contracts for concessions operated by controlled subsidiaries and accounted for using the intangible asset model 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	Accounting model
Motorway and road infrastructure (including bridges and tunnels)						
ASF group						
ASF 2,714 km of toll motorways, of which 21 km at project stage (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	2033	Intangible asset
Escota 459 km of toll motorways (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	2027	Intangible asset
Cofiroute						
Intercity network 1,100 km of toll motorways (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	2031	Intangible asset
A86 Duplex 11 km toll tunnel (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	2086	Intangible asset
Other concessions						
Arcour (A19) 101 km of toll motorways (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	2070	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
Parking facilities						
VINCI Park 356,726 parking spaces in 164 towns under 366 concession contracts (France and other European countries)	Indexed maximum prices generally set in contracts	Users	If applicable, grants for equipment or operating grants and/or guaranteed revenue paid by grantor	Nil	26 years (weighted average remaining period of concession contracts)	Intangible asset and/or financial asset
Airports						
Société Concessionnaire Aéroports du Grand Ouest (France)	Regulated air tariffs. Unregulated non-air revenue	Users, airlines	Investment grant agreed under the concession contract for the construction of the new Notre Dame des Landes Airport	Infrastructure returned to grantor at end of concession for no consideration	2065	Intangible asset
Cambodia Airports (SCA) Phnom Penh, Siem Reap and Sihanoukville airports (Cambodia)	Pricing law as defined in the concession contract. Price increases subject to agreement by grantor	Users, airlines	Nil	Infrastructure returned to grantor at end of concession for no consideration	2040	Intangible asset
Stadiums						
Consortium Stade de France	Nil	Events organiser and/or final customer + miscellaneous revenue	Investment grant + compensation for absence of resident club	Infrastructure returned to grantor at end of concession for no consideration	2025	Intangible asset

25.2 Commitments made under concession contracts – intangible asset model

Contractual investment, renewal or financing obligations

(in € millions)	31/12/2012	31/12/2011
ASF/Escota	1,869.9	2,429.5
Cofiroute	837.8	906.4
VINCI Park	52.6	64.4
Société Concessionnaire Aéroports du Grand Ouest	388.5	350.4
Other	135.3	24.9
Total	**3,284.1**	**3,775.6**

Contractual capital investment obligations for ASF and Escota relate in particular to the relief section on the A9 near Montpellier and the green motorway package.
Cofiroute's contractual capital investment obligations comprise the green motorway package and the investments provided for under the 2011–2014 master plan.

The above amounts do not include obligations relating to maintenance expenditure on infrastructure under concession.

The investments by motorway concession companies (ASF, Escota, Cofiroute and Arcour) are financed by issuing bonds on the markets, taking out new loans from the European Investment Bank (EIB) or drawing on their available credit facilities.

Collateral security connected with the financing of concessions

Some concession operating companies have given collateral security 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	385.2
Other concession operating companies			109.7

(*) Including shares in subsidiaries pledged to guarantee a bank loan of €500 million taken out at the end of June 2006.

This finance is without recourse against VINCI SA.

26. Controlled subsidiaries' concession and PPP contracts – financial asset model and bifurcated model

26.1 Main features of concession and PPP contracts – financial asset model and/or bifurcated model

The features of the main concession or public-private partnership contracts operated by controlled subsidiaries and accounted for using the financial asset and/or bifurcated model 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	Accounting model
Parking facilities						
Park Azur Car rental firm business complex, Nice-Côte d'Azur airport (France)	Rent paid by car rental companies as set in concession contract and guaranteed by grantor	Grantor and car rental companies. Sale of solar panel-generated electricity	Investment grant and operating grant	Infrastructure returned to grantor at end of concession for no consideration	2040	Bifurcated: intangible asset and financial asset
Stadiums						
Stade du Mans (Le Mans stadium, France)	Pricing schedule approved by grantor	Ticket + resident club receipts + miscellaneous revenue	Investment grant and operating grant	Infrastructure returned to grantor at the end of the contract for no consideration	2043	Bifurcated: intangible asset and financial asset

26.2 Commitments made under concession and PPP contracts – financial asset model and bifurcated model

Contractual investment, renewal or financing obligations

Under their concession and PPP contracts, Group subsidiaries have undertaken in some cases to carry out investments.
At 31 December 2012, these concession companies had no investment, renewal or financing obligations.

Public-private partnership project companies receive a guarantee of payment from the concession grantor in return for their investments.

Collateral security connected with the financing of PPPs

Some companies have given 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
Car rental firm business complex, Nice-Côte d'Azur airport	2008	2036	37.5

27. Concession and PPP contracts of companies accounted for under the equity method

27.1 Main features of concession and PPP contracts

The features of the main concession or public-private partnership contracts operated by companies accounted for under the equity method 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	Accounting model
Motorway and road infrastructure (including bridges and tunnels)						
A4 Horselberg A-Modell (45 km, Germany)	Inflation-linked price increases based on the 2007 toll level (excluding increases decided by grantor)	Heavy vehicle users through the tolls levied by grantor	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2037	Intangible asset
A5 Malsch/Offenburg A-Modell (60 km to be renovated, including 41.5 km to be widened to 2x3 lanes) (Germany)	Inflation-linked price increases based on the 2009 toll level (excluding increases decided by grantor)	Heavy vehicle users through the tolls levied by grantor	Nil	Infrastructure returned to grantor at end of concession for no consideration	2039	Intangible asset
A9 "Sixlane" A-Modell (46.5 km, Germany)	Annual fee paid by grantor (with no traffic level risk)	Grantor	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2031	Financial asset
SMTPC Urban road tunnel for light vehicles in Marseille (France)	Inflation-linked price increases	Users	Nil	Infrastructure returned to grantor at end of concession for no consideration	2025	Intangible asset
Tunnel Prado Sud (TPS) Urban road tunnel for light vehicles in Marseille (France)	Inflation-linked price increases	Users	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2055	Intangible asset
Coentunnel Construction of a road tunnel alongside an existing tunnel and adjacent motorways in Amsterdam (Netherlands)	Fee paid by grantor (with no traffic level risk)	Grantor	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2037	Financial asset
Hounslow Rehabilitation and maintenance of roadways, traffic signs and lighting (UK)	Fee paid by grantor (with no traffic level risk)	Grantor	Nil	Infrastructure returned to grantor at end of concession for no consideration	2037	Financial asset
Isle of Wight Rehabilitation and maintenance of roadways, traffic signs and lighting (UK)	Annual fee paid by grantor (with no traffic level risk)	Grantor	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2038	Financial asset
Lusoponte Bridges on the River Tagus in Lisbon, 25 April bridge and Vasco da Gama bridge (Portugal)	Inflation-linked price increases	Users	Investment grant and balancing concession compensation paid each year	Infrastructure returned to grantor at end of concession for no consideration	2030	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 linked to price index and subject to agreement by grantor	Users	Grant for construction paid by grantor	Infrastructure returned to grantor at end of concession for no consideration	2039	Intangible asset
Granvia (R1 Expressway) (Slovakia)	Annual fee paid by grantor (with no traffic level risk)	Grantor	Nil	Infrastructure returned to grantor at end of concession for no consideration	2041	Financial asset
Moscow–St Petersburg motorway (43.3 km, Russia)	Inflation-linked price increases based on the toll level at 1 January (excluding increases decided by grantor)	Users	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2040	Intangible asset
Railway infrastructure						
South Europe Atlantic high-speed rail line High-speed rail link between Tours and Bordeaux (302 km) (France)	Inflation-linked price increases on the basis of the level of tolls in July 2009	Pricing law defined in the concession contract (on the basis of train kilometre and slot kilometre)	Investment grant paid by concession grantor and local authorities	Infrastructure returned to grantor at end of concession for no consideration	2061	Bifurcated model: intangible asset and financial asset

Rhonexpress Express rail link between Lyon Part Dieu station and Saint Exupéry Airport (France)	Price increases set out in the contract; fee paid by grantor	Users and grantor	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2038	Bifurcated model: intangible asset and financial asset
GSM-Rail Rail-based telecommunications network (France)	Fee paid by grantor (with no traffic level risk)	Grantor	Nil	Infrastructure returned to grantor at end of concession for no consideration	2025	Financial asset
Liefkenshoek Tunnel 16.2 km underground rail link in the port of Antwerp (Belgium)	Fee paid by grantor (with no traffic level risk)	Grantor	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2050	Financial asset
Stadiums						
Stade Bordeaux Atlantique (France)	Rent paid by grantor and ancillary revenue (including naming agreement)	Grantor, private partners	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2045	Bifurcated model: intangible asset and financial asset
Nice Eco Stadium (France)	Rent paid by grantor and ancillary revenue (including naming agreement)	Grantor, private partners	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2040	Bifurcated model: intangible asset and financial asset
Société Dunkerque Arena (France)	Rent paid by grantor and ancillary revenue (including naming agreement)	Grantor, private partners	Investment grant	Infrastructure returned to grantor at end of concession for no consideration	2040	Bifurcated model: intangible asset and financial asset

27.2 Commitments made under concession and PPP contracts of companies accounted for under the equity method

The commitments made under concession and PPP contracts of companies accounted for under the equity method are included in Note E.15.3 “Commitments made in respect of companies accounted for under the equity method”.

G. Other notes

28. Related party transactions

Related party transactions 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.

Transactions with related parties are undertaken at market prices.

28.1 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 SA and the companies that it controls to persons who, at the balance sheet date are (or, during the period, have been), members of the Group’s governing bodies and Executive Committee. The corresponding amounts have been recognised and expensed in 2011 and 2012 as follows:

	Members of governing bodies and the Executive Committee	
(in € thousands)	2012	**2011**
Remuneration	10,809.7	10,398.8
Employer’s social charges	5,468.2	5,056.5
Post-employment benefits	1,961.3	1,845.5
Termination benefits	1,150.0	
Share-based payments (*)	6,488.2	5,969.6
Directors’ fees	956.8	999.6

(*) This amount is determined in accordance with IFRS 2 and as described in Note E.19 “Share-based payment”.

The variable portion relating to 2012 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 plans) in favour of members of the Group’s governing bodies and Executive Committee amounted to €49,383,000 at 31 December 2012 (€37,339,000 at 31 December 2011).

28.2 Other related parties

The information on companies accounted for under the equity method is given in Note E.15.2 "Financial information on companies accounted for under the equity method".
Qatari Diar Real Estate Investment Company (Qatari Diar) owns 5.5% of VINCI. VINCI Construction Grands Projets and Qatari Diar jointly own Qatari Diar VINCI Construction (QDVC), which is accounted for under the equity method. This company's corporate object is the development of construction activities in Qatar and international markets. In 2012, its revenue was €246 million.
Group companies can also carry out work for principals in which Qatari Diar 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.

29. Contractual obligations and other off-balance sheet commitments

Contractual obligations and other commitments made and received break down as follows:

29.1 Contractual obligations

(in € millions)	31/12/2012	31/12/2011
Operating leases	1,163.0	983.5
Purchase and capital expenditure obligations (*)	158.7	170.9
VINCI Park fixed fees	179.3	166.5

(*) Excluding capital investment obligations under concession contracts (see Note F. "Notes on the main features of concession and PPP contracts").

Operating lease commitments amounted to €1,163 million at 31 December 2012 (€983.5 million at 31 December 2011). Of this, €764.3 million was for property (€626.1 million at 31 December 2011), €342.7 million for movable items (€300 million at 31 December 2011) and €56 million for quarrying rights (€57.4 million at 31 December 2011).

The purchase and capital expenditure obligations mentioned above relate mainly to VINCI Immobilier and Eurovia.

Commitments in respect of VINCI Park fixed fees related to rent paid to grantors during the contract period.

The breakdown by maturity of contractual obligations is as follows:

		Payments due by period		
(in € millions)	Total	Within 1 year	Between 1 and 5 years	After 5 years
Operating leases	1,163.0	339.2	617.9	205.9
Purchase and capital expenditure obligations (*)	158.7	133.2	19.5	6.0
VINCI Park fixed fees	179.3	30.8	60.1	88.5

(*) Excluding investment obligations related to concession and PPP contracts.

29.2 Other commitments made and received

(in € millions)	31/12/2012	31/12/2011
Collateral security	74.7	102.9
Joint and several guarantees covering unconsolidated partnerships (*)	64.5	56.2
Other commitments made (received)	147.5	335.5

(*) Group's share of a total commitment of €139.6 million at 31 December 2012 (€123.6 million at 31 December 2011).

Collateral securities (mortgages and collateral for finance)

In addition to commitments in connection with concession contracts, collateral security may be given. This relates mainly to mortgage guarantees given by Eurovia on assets in Poland.

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 non-Group companies, without limit. In this context, the Group may set up crossed counter guarantees with its 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:
- E.15.3 "Commitments made in respect of companies accounted for under the equity method";
- E.17.2 "Commitments made and received in connection with construction contracts";
- E.20.1 "Provisions for retirement benefit obligations";
- F.25.2 "Commitments made under concession contracts – intangible asset model";
- F.26.2 "Commitments made under concession and PPP contracts – financial asset and bifurcated models".

30. Statutory Auditors' fees

As recommended by the AMF, this table includes only fully consolidated companies.

	Deloitte & Associés network				KPMG network			
(in € millions)	2012	%	2011	%	2012	%	2011	%
Audit								
Statutory audit	7.6	83%	8.5	84%	8.1	90%	8.8	93%
VINCI SA	0.4	4%	0.4	4%	0.4	4%	0.4	4%
Fully consolidated subsidiaries	7.2	79%	8.1	80%	7.7	86%	8.4	89%
Directly linked services and work	1.3	15%	1.5	15%	0.7	7%	0.5	5%
VINCI SA	0.4	4%	0.4	4%	0.3	3%	0.2	2%
Fully consolidated subsidiaries	0.9	10%	1.1	10%	0.4	4%	0.3	3%
Subtotal, audit	8.9	**98%**	**10.0**	**98%**	8.8	**97%**	**9.3**	**98%**
Other services								
Legal, tax and employment	0.1	2%	0.2	2%	0.2	3%	0.2	2%
Other	0.1	1%		0%		0%		0%
Subtotal, other services	0.2	**2%**	**0.2**	**2%**	0.2	**3%**	**0.2**	**2%**
Total	**9.1**	**100%**	**10.2**	**100%**	**9.0**	**100%**	**9.5**	**100%**

H. Note on litigation

The companies comprising the VINCI Group are sometimes involved in litigation arising from their activities. 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 12 February 2010, the Conseil Régional d'Ile-de-France – the regional authority for the Greater Paris area – applied to the Paris Court of First Instance (Tribunal de Grande Instance) for a ruling against 15 companies, of which several are members of the VINCI Group, and 11 natural persons, some of whom are or have been VINCI Group employees, ordering them to pay a sum corresponding to the damage it claims to have suffered. The total amount claimed is €232 million plus interest from 7 July 1997. In March 2011, the judge ordered the regional authority to make its claim more precise and divide it into sub-dossiers, one for each contract. In an order dated 31 May 2012, the judge decided to divide the proceedings in order to deal with the defendant's strike-out applications first, and with the substantive issues second, ordering the parties to attend a case management hearing. This application by the regional authority 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 as well as to the decision on 9 May 2007 by the Conseil de la Concurrence(*) (competition authority) and the ruling of the Paris Court of Appeal of 3 July 2008 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 Greater Paris region. At 31 December 2012, the Group continued to treat this risk as a contingent liability that it is not in a position to measure.

(*) Now known as the Autorité de la Concurrence.

• King County, the county seat of which is Seattle, Washington, is in dispute with a consortium in which VINCI Construction Grands Projets has a 60% share, the purpose of which is to perform a contract for the construction of two underground tunnels known as "Brightwater Central". Because of particularly difficult geotechnical conditions and changes to the initial contract terms, it was not possible to complete the work as set out in the contract, and this resulted in delays and cost overruns. As a result, King County decided to complete one of the tunnels using another company that had a tunnel boring machine using a technology different from that of the tunnel boring machine that the consortium was contractually obliged to use. King County initiated proceedings before the King County Superior Court in Seattle in order to obtain compensation for the cost of completing the work, and for damage that it claims to have suffered. The consortium, meanwhile, is claiming compensation for the cost overruns arising from the work. A hearing took place before a jury which, on 20 December 2012, decided that the consortium should pay $155 million to King County and that King County should pay $26 million to the consortium. The King County Superior Court must now deliver its judgment to formalise the jury's decision. It will be possible to appeal against this judgment before the Washington State Court of Appeals. The Group, noting the jury's findings, considers that in view of the current situation, this dispute is unlikely to have a material effect on its financial situation.

• In March 2010, the Seine Maritime *département* applied to 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. By an order dated 21 June 2012, the chairman of the Conseil d'Etat's disputes division referred the matter to the Orléans Administrative Court. This action by Seine Maritime follows a decision made by the Rouen Court of Appeal on 14 December 2009, confirming a judgment of the Rouen Criminal Court dated 11 September 2008, in which the companies were ordered to pay €4.9 million to compensate for the material damage suffered by the département. These decisions were themselves consecutive to a decision of the 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. In view of the current situation, the Group considers that this dispute will not have a material effect on its financial situation.

• SNCF initiated proceedings in the Paris Administrative Court on 14 March 2011 against eight construction companies, including several Group subsidiaries, seeking €59.4 million for damages it claims to have suffered as a result of contracts formed in 1993 relating to the construction of civil engineering structures at the Magenta and Saint Lazare Condorcet railway stations. These proceedings followed a ruling made by the Conseil de la Concurrence [*] on 21 March 2006. In view of the current situation, the Group considers that this dispute will not have a material effect on its financial situation.

• Eurovia CS, a subsidiary of Eurovia in the Czech Republic, together with a number of non-Group companies, are the subject of several claims made by the Czech Republic's Road and Motorway Directorate (RMD). These claims relate to works carried out between 2003 and 2007 in the context of construction of the D47 motorway. At the end of 2012, the RMD initiated arbitration and court proceedings challenging (i) the inflation coefficients used for the purposes of reviewing the price of the works; and (ii) the payment of various sums in respect of defective workmanship which, according to the RMD, affected the roads and engineering structures built. The construction companies formally contest the basis for these claims and their amount, which totals 2.9 billion Czech Koruna (Eurovia CS's share is 2.2 billion Czech Koruna, or about €87 million). The Group has decided to treat this risk as a potential liability which it is not in a position to quantify.

The following litigation ended in 2012:

• VINCI's subsidiary CBC built a hotel in Bratislava (Slovakia) for Intertour, part of whose equity it held. The 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. After Intertour defaulted on its payments, 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. The decision was upheld by the Paris Appeal Court on 15 March 2012. VTB Bank France, which had appealed to the final court of appeal (the Cour de Cassation) against this decision, withdrew its appeal on 16 October 2012. As a result, the Group considers that this matter will have no impact on its financial position.

• After the decision by the Constitutional Court of 11 February 2011 – which declared the act of 11 December 1996 validating the Stade de France concession as unconstitutional – there is no longer any dispute relating to this decision as regards the Stade de France, which is operated by Consortium Stade de France (in which the Group owns a 66.6% stake).

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) that are likely to have, or have had in the last 12 months, a material effect on the business, financial performance, net assets or financial situation of the Company or Group.

(*) Now known as the Autorité de la Concurrence.

I. Post balance sheet events

31. Appropriation of 2012 net income

The Board of Directors finalised the consolidated financial statements for the year ended 31 December 2012 on 5 February 2013. 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 €1.77 per share in respect of 2012. Taking account of the interim dividend already paid in November 2012 (€0.55 per share), the final dividend will be €1.22 per share.

32. Other post balance sheet events

32.1 ASF bond issue as part of its EMTN programme

In January 2013, as part of its EMTN programme, ASF issued €700 million of 10-year bonds paying an annual coupon of 2.875%.

32.2 VINCI selected to acquire ANA, the Portuguese airport concession company

On 27 December 2012, VINCI Concessions was selected by the Portuguese government to acquire ANA, the holder of a 50-year concession to operate the country's 10 airports: Lisbon, Porto, Faro and Beja on the mainland; Ponta Delgada, Horta, Flores and Santa Maria in the Azores; and Funchal and Porto Santo in Madeira.
ANA constitutes a group of high quality airports that handled 30 million passengers in 2011 and has a large proportion of international business. Passenger numbers have increased at an annual average of over 4% over the past 10 years. The Lisbon hub handles a quarter of all traffic between Europe and Brazil, while traffic to Portuguese-speaking Africa (Angola and Mozambique) is seeing strong growth. In addition to managing airport facilities, ANA's operations include retail activities, ground handling services, and safety and security.

Through the acquisition of ANA, VINCI Concessions subsidiary VINCI Airports will become a significant international player in airport concessions, with 23 airports managed in Portugal, France and Cambodia. These airports handle 40 million passengers a year, including a European hub in Lisbon with over 15 million passengers. VINCI Airports will have revenue of around €600 million and Ebitda of more than €270 million.

The transaction is expected to complete in the second quarter of 2013, and is subject to prior approval by the European competition authorities.

J. List of the main consolidated companies at 31 December 2012

Controlled companies

CC: controlled companies

	31 December 2012		31 December 2011	
	Consolidation method	VINCI's percentage holding	Consolidation method	VINCI's percentage holding
1. CONCESSIONS				
VINCI Autoroutes				
Autoroutes du Sud de la France (ASF)	CC	100.00	CC	100.00
Escota	CC	99.29	CC	99.29
Openly (operator of the Lyon northern bypass)	CC	100.00	CC	100.00
Cofiroute	CC	83.33	CC	83.33
Cofiroute Corporation (USA)	CC	83.33	CC	83.33
Cofiroute UK (UK)	CC	83.33	CC	83.33
Arcour (A19)	CC	100.00	CC	100.00
VINCI Concessions				
Stadiums				
Consortium Stade de France	CC	66.67	CC	66.67
Le Mans Stadium	CC	100.00	CC	100.00
VINCI Airports				
Société Concessionnaire de l'Aéroport de Pochentong - SCA (Cambodia)	CC	70.00	CC	70.00
SCAGO - Grand Ouest airport	CC	85.00	CC	85.00
SEAGI - Grenoble airport	CC	99.00	CC	99.00
SEACA - Chambéry airport	CC	99.00	CC	99.00
SEACFA - Clermont Ferrand airport	CC	99.00	CC	99.00
SEAQC - Quimper-Cornouaille airport	CC	99.00	CC	99.00
Parkazur (car rental firm business complex at Nice-Côte d'Azur airport)	CC	100.00	CC	100.00
VINCI Park	CC	100.00	CC	100.00
VINCI Park France	CC	100.00	CC	100.00
VINCI Park Services	CC	100.00	CC	100.00
VINCI Park CGST	CC	100.00	CC	100.00
Sepadef (Société d'Exploitation des Parcs de la Défense)	CC	100.00	CC	100.00
VINCI Park Belgium	CC	100.00	CC	100.00
VINCI Park Services Canada	CC	100.00	CC	100.00
VINCI Park España	CC	100.00	CC	100.00
VINCI Park Services Ltd (UK)	CC	100.00	CC	100.00
VINCI Park Services Luxembourg	CC	100.00	CC	100.00
VINCI Park Deutschland GmbH	CC	100.00	CC	100.00
VINCI Park Services Russie	CC	100.00	CC	100.00
Meteor Parking Ltd	CC	100.00	CC	100.00
Others and holding companies				
Lucitea (public lighting in Rouen, France)	CC	100.00	CC	100.00
VINCI Concessions SA	CC	100.00	CC	100.00
2. CONTRACTING				
VINCI Energies				
VINCI Energies France				
Santerne Nord Picardie Infra	CC	100.00	CC	100.00
Santerne Nord Tertiaire	CC	100.00	CC	100.00
Cegelec Nord Industrie (*)	CC	100.00		
Cegelec Nord Tertiaire (*)	CC	100.00		
Entreprise Demouselle	CC	100.00	CC	100.00
Mangin Egly Entreprises	CC	100.00	CC	100.00
Imhoff	CC	100.00	CC	100.00
Cegelec Lorraine Alsace (*)	CC	100.00		
Enfrasys	CC	100.00	CC	100.00
Cegelec Réseaux Centre-Est (*)	CC	100.00		

(*) Change related to the legal and operational reorganisation of Cegelec's scope within VINCI Energies.

	31 December 2012		31 December 2011	
	Consolidation method	VINCI's percentage holding	Consolidation method	VINCI's percentage holding
Cegelec Loire Auvergne (*)	CC	100.00		
Santerne Marseille	CC	100.00	CC	100.00
Cegelec Industrie Sud-Est (*)	CC	100.00		
Cegelec Infra Tertiaire Sud-Est (*)	CC	100.00		
Cegelec Toulouse (*)	CC	100.00		
Cegelec Pau (*)	CC	100.00		
Cegelec Bordeaux (*)	CC	100.00		
Cegelec IBDL (*)	CC	100.00		
Cegelec Loire Océan (*)	CC	100.00		
Cegelec Infra Bretagne (*)	CC	100.00		
Cegelec Portes de Bretagne (*)	CC	100.00		
Masselin Énergie	CC	99.95	CC	99.95
Cegelec Haute Normandie (*)	CC	100.00		
Cegelec Basse Normandie (*)	CC	100.00		
Saga Entreprise	CC	100.00	CC	100.00
Interact Systèmes Île-de-France	CC	100.00	CC	100.00
Actemium Process Automotive	CC	100.00	CC	100.00
SDEL Infi	CC	100.00	CC	100.00
Cegelec Paris (formerly CLR) (*)	CC	100.00		
Lefort Francheteau	CC	100.00	CC	100.00
Phibor Entreprises	CC	100.00	CC	100.00
Santerne IDF	CC	100.00	CC	100.00
Tunzini	CC	100.00	CC	100.00
SDEL Tertiaire	CC	100.00	CC	100.00
Cegelec Tertiaire IdF (*)	CC	100.00		
Tunzini Protection Incendie	CC	100.00	CC	100.00
Cegelec Nucléaire Sud-Est (*)	CC	100.00		
Entreprise d'Électricité et d'Équipement (Nîmes)	CC	100.00	CC	100.00
SDEL Elexa	CC	100.00	CC	100.00
SDEL Contrôle Commande	CC	100.00	CC	100.00
Graniou Azur	CC	100.00	CC	100.00
Santerne Centre-Est Télécommunication	CC	100.00	CC	100.00
Santerne Toulouse	CC	100.00	CC	100.00
Graniou Île-de-France	CC	100.00	CC	100.00
IMOPTEL	CC	100.00	CC	100.00
Synerail Construction	CC	60.00	CC	60.00
VINCI Energies GSS				
Cegelec GSS - Energy (*)	CC	100.00		
Cegelec GSS - CEM (*)	CC	100.00		
Cegelec GSS - CNDT (*)	CC	100.00		
Cegelec GSS - Oil & Gas (*)	CC	100.00		
Cegelec AS (Czech Republic)	CC	100.00	CC	100.00
Cegelec GSS - Mobility (*)	CC	100.00		
Cegelec SPACE SA	CC	100.00	CC	100.00
Cegelec GSS - Cigma CSM (*)	CC	100.00		
VINCI Energies International				
VINCI Energies UK (UK)	CC	100.00	CC	100.00
Emil Lundgren AB (Sweden)	CC	100.00	CC	100.00
Spark Iberica (Spain)	CC	100.00	CC	100.00
Sotécnica (Portugal)	CC	80.00	CC	80.00
Tecuni (Spain)	CC	100.00	CC	100.00
Emil Lundgren SKANE AB (Sweden)	CC	100.00	CC	100.00
Cegelec S.A. (Brazil)	CC	100.00	CC	100.00
Cegelec (Morocco)	CC	98.70	CC	98.70
Controlmatic (Germany)	CC	100.00	CC	100.00
Cegelec Deutschland GmbH (Germany)	CC	100.00	CC	100.00
NK Networks & Services (Germany)	CC	100.00	CC	100.00
BEA Technische Dienste Lausitz (Germany)	CC	100.00	CC	100.00
Calanbau Brandschutzanlagen (Germany)	CC	100.00	CC	100.00
G+H Isolierung (Germany)	CC	100.00	CC	100.00
G+H Schallschutz (Germany)	CC	100.00	CC	100.00

(*) Change related to the legal and operational reorganisation of Cegelec's scope within VINCI Energies.

	31 December 2012		31 December 2011	
	Consolidation method	VINCI's percentage holding	Consolidation method	VINCI's percentage holding
G+H Fassadentechnik (Germany)	CC	100.00	CC	100.00
Isolierungen Leipzig (Germany)	CC	100.00	CC	100.00
GA Gruppe (Germany)	CC	100.00		
Graniou Atem (Poland)	CC	100.00	CC	100.00
Tiab (Romania)	CC	91.74	CC	89.48
P.T Indokomas Buana Perkasa (Indonesia)	CC	99.72	CC	99.72
Etavis AG (Switzerland)	CC	100.00	CC	100.00
Etavis Kriegel + Schaffner AG (Switzerland)	CC	100.00	CC	100.00
Promatic-B (Belgium)	CC	100.00	CC	100.00
Plant Solutions Zuid-Oost (Netherlands)	CC	100.00	CC	100.00
Cegelec SA (Belgium)	CC	100.00	CC	100.00
Cegelec BV Netherlands (Netherlands)	CC	100.00	CC	100.00
VINCI Facilities				
Energilec	CC	100.00	CC	100.00
Opteor IDF Tertiaire	CC	100.00	CC	100.00
Arteis	CC	100.00	CC	100.00
Cegelec Missenard (*)	CC	100.00		
Faceo Sécurité Prévention	CC	100.00	CC	100.00
Faceo FM	CC	100.00	CC	100.00
Faceo Belgium	CC	100.00	CC	100.00
Faceo FM UK	CC	100.00	CC	100.00
Bauunternehmung Ehrenfels GmbH	CC	100.00	CC	100.00
G+H Innenausbau	CC	100.00	CC	100.00
G+H Kuhllager und Industriebau	CC	100.00	CC	100.00
SKE Support Services GmbH	CC	100.00	CC	100.00
SKE Facility Management GmbH	CC	100.00	CC	100.00
STINGL GmbH	CC	100.00	CC	100.00
SKE Technical Services GmbH	CC	100.00	CC	100.00
VINCI Facilities GmbH	CC	100.00	CC	100.00
Eurovia				
Eurovia France				
Eurovia	CC	100.00	CC	100.00
Eurovia Management	CC	100.00	CC	100.00
Eurovia Stone	CC	100.00	CC	100.00
EJL Nord	CC	100.00	CC	100.00
Eurovia Picardie	CC	100.00	CC	100.00
Eurovia Pas-de-Calais	CC	100.00	CC	100.00
Eurovia Île-de-France	CC	100.00	CC	100.00
EJL Île-de-France	CC	100.00	CC	100.00
Valentin	CC	100.00	CC	100.00
Eurovia Haute-Normandie	CC	100.00	CC	100.00
Matériaux Routiers Franciliens	CC	100.00	CC	100.00
Eurovia Centre-Loire	CC	100.00	CC	100.00
Eurovia Bretagne	CC	100.00	CC	100.00
Eurovia Atlantique	CC	100.00	CC	100.00
Eurovia Basse-Normandie	CC	100.00	CC	100.00
Carrières de Luché	CC	100.00	CC	100.00
Carrières de Chailloué	CC	100.00	CC	100.00
Eurovia Poitou-Charentes-Limousin	CC	100.00	CC	100.00
Eurovia Aquitaine	CC	100.00	CC	100.00
Eurovia Midi-Pyrénées	CC	100.00	CC	100.00
Carrières Kléber Moreau	CC	89.97	CC	89.97
Eurovia Méditerranée	CC	100.00	CC	100.00
Durance Granulats	CC	55.00	CC	55.00
Eurovia Dala	CC	100.00	CC	100.00
Eurovia Alpes	CC	100.00	CC	100.00
Eurovia Lorraine	CC	100.00	CC	100.00
Eurovia Alsace-Franche-Comté	CC	100.00	CC	100.00
Eurovia Bourgogne	CC	100.00	CC	100.00
Eurovia Champagne-Ardenne	CC	100.00	CC	100.00
Emulithe	CC	100.00	CC	100.00

(*) Change related to the legal and operational reorganisation of Cegelec's scope within VINCI Energies.

	31 December 2012		31 December 2011	
	Consolidation method	VINCI's percentage holding	Consolidation method	VINCI's percentage holding
Eurovia International				
Eurovia Teerbau (Germany)	CC	100.00	CC	100.00
Eurovia VBU (Germany)	CC	100.00	CC	100.00
Eurovia Beton GmbH (Germany)	CC	100.00	CC	100.00
Eurovia Industrie GmbH (Germany)	CC	100.00	CC	100.00
Elbekies (Germany)	CC	100.00	CC	100.00
Ringway Infrastructure Services Ltd (UK)	CC	100.00	CC	100.00
Eurovia Infrastructure Ltd. (UK)	CC	100.00	CC	100.00
Eurovia CS (Czech Republic)	CC	100.00	CC	100.00
Eurovia Kamenolomy CZ (Czech Republic)	CC	100.00	CC	100.00
Eurovia SK (Slovakia)	CC	99.19	CC	99.19
Hubbard Construction (USA)	CC	100.00	CC	100.00
Blythe Construction (USA)	CC	100.00	CC	100.00
Construction DJL (Canada)	CC	100.00	CC	100.00
Blacktop (Canada)	CC	100.00	CC	100.00
Bitumix (Chile)	CC	50.10	CC	50.10
Eurovia Polska (Poland)	CC	100.00	CC	100.00
Eurovia Kruszywa (Poland)	CC	100.00	CC	100.00
Eurovia Belgium (Belgium)	CC	100.00	CC	100.00
Caraib Moter (Martinique)	CC	74.50	CC	74.50
Carrières Unies de Porphyre SA (CUP) (Belgium)	CC	100.00	CC	100.00
Viarom Construct SRL (Romania)	CC	96.36	CC	96.36
Granvia Construction s.r.o (Slovakia)	CC	100.00	CC	100.00
Probisa Vias y Obras (Spain)	CC	100.00	CC	100.00
J.L.Polynésie (Polynesia)	CC	82.99	CC	82.99
Carmacks Entreprise (Canada)	CC	100.00		
NAPC Limited (India)	CC	100.00		
Probisa Chile	CC	50.10	CC	50.10
SKBB - SAND + KIES Union GmbH Berlin-Brandenburg (Germany)	CC	65.40	CC	65.40
Eurovia other activities				
Eurovia Beton	CC	100.00	CC	100.00
Signature Industrie	CC	100.00	CC	65.00
Européenne de Travaux Ferroviaires	CC	100.00	CC	100.00
ETF-Eurovia Travaux Ferroviaires	CC	100.00	CC	100.00
Signature SAS	CC	100.00	CC	65.00
SAR - Société d'Applications Routières	CC	100.00	CC	65.00
Cardem	CC	100.00	CC	100.00
VINCI Construction				
VINCI Construction France	CC	100.00	CC	100.00
Sicra Île-de-France	CC	100.00	CC	100.00
Bateg	CC	100.00	CC	100.00
Campenon Bernard Construction	CC	100.00	CC	100.00
Campenon Bernard Industrie	CC	100.00	CC	100.00
Société d'Ingénierie et de Réalisation de Construction	CC	100.00	CC	100.00
GTM Bâtiment	CC	100.00	CC	100.00
Dumez Île-de-France	CC	100.00	CC	100.00
Petit	CC	100.00	CC	100.00
Lainé Delau	CC	100.00	CC	100.00
Sogea Nord-Ouest	CC	100.00	CC	100.00
Sogea Nord-Ouest TP	CC	100.00	CC	100.00
Sogea Centre	CC	100.00	CC	100.00
GTM Normandie Centre	CC	100.00	CC	100.00
Sogea Atlantique BTP	CC	100.00	CC	100.00
Bourdarios	CC	100.00	CC	100.00
GTM Sud-Ouest TPGC	CC	100.00	CC	100.00
Sogea Caroni	CC	100.00	CC	100.00
Sogea Picardie	CC	100.00	CC	100.00
GTM Bâtiment et Génie Civil de Lyon	CC	100.00	CC	100.00
Les Travaux du Midi	CC	100.00	CC	100.00
Campenon Bernard Sud-Est	CC	100.00	CC	100.00
Sogea Sud	CC	100.00	CC	100.00

	31 December 2012		31 December 2011	
	Consolidation method	VINCI's percentage holding	Consolidation method	VINCI's percentage holding
GTM Sud	CC	100.00	CC	100.00
Dumez Méditerranée	CC	100.00	CC	100.00
Chantiers Modernes BTP (*)			CC	100.00
Sobea Environnement (**)			CC	100.00
Chantiers Modernes Construction (*)	CC	100.00		
Sogea Île-de-France Hydraulique (**)	CC	100.00		
Botte Fondations	CC	100.00	CC	100.00
EMCC	CC	100.00	CC	100.00
VINCI Environnement	CC	100.00	CC	100.00
Sogea Sud-Ouest Hydraulique	CC	100.00	CC	100.00
Sogea Travaux Publics et Industries en Île-de-France	CC	100.00	CC	100.00
Dumez Sud	CC	100.00	CC	100.00
GTM TP Île-de-France	CC	100.00	CC	100.00
Compagnie d'Entreprises CFE (Belgium)	CC	46.84	CC	46.84
BPC, Amart, Nizet, Van Wellen, CLE, CLI, Engema, BPI, Vanderhoydonck, CFE Polska, CFE Hungary, VMA	CC	46.84	CC	46.84
CFE Nederland	CC	46.84	CC	46.84
Sogea-Satom				
Sogea-Satom and its subsidiaries (various African countries)	CC	100.00	CC	100.00
VINCI Construction overseas France subsidiaries				
SBTPC (Reunion Island)	CC	100.00	CC	100.00
Sogea Mayotte	CC	100.00	CC	100.00
Sogea Réunion	CC	100.00	CC	100.00
GTM Guadeloupe	CC	100.00	CC	100.00
Dumez-GTM Calédonie	CC	100.00	CC	100.00
Nofrayane (French Guiana)	CC	100.00	CC	100.00
Soletanche Freyssinet	CC	100.00	CC	100.00
Agra Foundations	CC	100.00	CC	100.00
Bachy Soletanche Group Ltd. (Hong Kong)	CC	100.00	CC	100.00
Bachy Soletanche Ltd. (UK)	CC	100.00	CC	100.00
Bachy Soletanche Singapore Pte Ltd.	CC	100.00	CC	100.00
Cimesa (Mexico)	CC	100.00	CC	100.00
Freyssinet Australia	CC	100.00	CC	100.00
Freyssinet France	CC	100.00	CC	100.00
Freyssinet International et Cie	CC	100.00	CC	100.00
Freyssinet UK	CC	100.00	CC	100.00
March Construction Ltd	CC	55.00		
MCCF	CC	100.00	CC	100.00
Menard	CC	100.00	CC	100.00
Nicholson Construction Company Inc. (USA)	CC	100.00	CC	100.00
Nuvia Ltd. (UK)	CC	100.00	CC	100.00
Roger Bullivant	CC	100.00	CC	100.00
Soletanche Bachy France	CC	100.00	CC	100.00
Soletanche Bachy Pieux SAS (France)	CC	100.00	CC	100.00
The Reinforced Earth Cy - RECO (USA)	CC	100.00	CC	100.00
Terre Armée	CC	100.00	CC	100.00
VINCI plc (UK)	CC	100.00	CC	100.00
VINCI Construction UK	CC	100.00	CC	100.00
VINCI Investment Ltd	CC	100.00	CC	100.00
Taylor Woodrow Construction	CC	100.00	CC	100.00
VINCI Construction Grands Projets	CC	100.00	CC	100.00
Entrepose Contracting	CC	100.00	CC	80.31
Spiecapag	CC	100.00	CC	80.31
Geocean	CC	100.00	CC	80.31
Entrepose Services	CC	100.00	CC	80.31
Entrepose Projets	CC	100.00	CC	80.31

(*) Transfer of business from Chantiers Modernes BTP to Chantiers Modernes Construction.

(**) Transfer of business from Sobea Environnement to Sogea Île-de-France Hydraulique.

	31 December 2012		31 December 2011	
	Consolidation method	**VINCI's percentage holding**	**Consolidation method**	**VINCI's percentage holding**
Cofor	CC	95.01	CC	76.30
Geostock	CC	90.00	EM	20.08
Central European subsidiaries				
Warbud (Poland)	CC	99.74	CC	99.74
SMP CZ (Czech Republic)	CC	100.00	CC	100.00
Prumstav (Czech Republic)	CC	100.00	CC	100.00
VINCI Construction Terrassement	CC	100.00	CC	100.00
Dodin Campenon Bernard	CC	100.00	CC	100.00
VINCI Immobilier				
VINCI Immobilier	CC	100.00	CC	100.00

Companies accounted for under the equity method

EM: equity method

	31 December 2012		31 December 2011	
	Consolidation method	**VINCI's percentage holding**	**Consolidation method**	**VINCI's percentage holding**
1. CONCESSIONS				
VINCI Autoroutes				
Transjamaican Highway Ltd	EM	12.59	EM	12.59
VINCI Concessions				
Motorway and road infrastructure (including bridges and tunnels)				
Aegan Motorway (Maliakos–Kleidi motorway, Greece)	EM	13.75	EM	13.75
Gefrya (Rion–Antirion bridge, Greece)	EM	57.45	CC	57.45
Olympia Odos (Elefsina–Corinth–Patras–Tsakona motorway, Greece)	EM	29.90	EM	29.90
Coentunnel (Netherlands)	EM	27.60	EM	27.60
Granvia (Slovakia)	EM	50.00	EM	50.00
Via Solutions Thüringen (Germany)	EM	50.00	EM	50.00
Via Gateway 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
Tunnel du Prado Sud (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 bypass, UK)	EM	50.00	EM	50.00
Lusoponte (bridges on 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
Hounslow Highways Ltd. (UK)	EM	50.00		
Island Roads Ltd. (UK)	EM	50.00		
Railway infrastructure				
Locorail (Liefkenshoek railway concessions, Belgium)	EM	36.71	EM	36.71
Synerail (France)	EM	30.00	EM	30.00
Rhônexpress (France)	EM	35.20	EM	35.20
LISEA (France)	EM	33.40	EM	33.40
Stadiums				
Nice Eco Stadium (France)	EM	50.00	EM	50.00
Stade Bordeaux Atlantique (France)	EM	50.00	EM	50.00
Stade Dunkerque Arena (France)	EM	50.00		
VINCI Airports				
SEARD - Rennes and Dinard airports (France)	EM	49.00	EM	49.00

	31 December 2012		31 December 2011	
	Consolidation method	VINCI's percentage holding	Consolidation method	VINCI's percentage holding
VINCI Park				
LAZ Parking (USA)	EM	50.00	EM	50.00
2. CONTRACTING				
VINCI Energies				
Cegelec GSS (Global Systems & Services)				
Miradoux	EM	51.00	EM	51.00
VINCI Energies International				
PMS (Germany)	EM	33.30	EM	33.30
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
VINCI Construction				
Compagnie d'Entreprises CFE (Belgium)				
Dredging Environmental and Marine Engineering (DEME)	EM	23.42	EM	23.42
Rent A Port	EM	21.08	EM	21.08
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

Report of the Statutory Auditors on the consolidated financial statements

For the year ended 31 December 2012

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 2012 on:
- the audit of the accompanying consolidated financial statements of VINCI SA;
- 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 of examining, by sampling or other selection methods, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also consists of 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.

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, 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 in Europe, where the medium-term outlook for business is difficult to assess due to the impacts on financial market volatility, access to financing and economic growth. These estimates relate in particular to:
– construction contracts: the VINCI Group recognises income from its 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 E.13 to the consolidated financial statements. We have examined how these impairment tests are performed and the cash flow forecasts and assumptions used.

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 concerning the Group presented in the Report of the Board of Directors.
We have no comments to make as to its fair presentation and its conformity with the consolidated financial statements.

Paris-La Défense and Neuilly sur Seine, 7 February 2013
The Statutory Auditors

KPMG Audit *Department of KPMG SA*	Deloitte & Associés	
Patrick-Hubert Petit	Alain Pons	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

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Notes to the financial statements

Income statement

(in € millions)	Notes	2012	2011
Revenue		11.8	12.7
Reversals of provisions and transfers of expenses		5.5	8.4
Other operating income		103.6	95.5
Revenue and other income		**120.9**	**116.6**
Other purchases and external charges		(61.4)	(59.4)
Taxes and levies		(3.5)	(2.9)
Wages, salaries and social benefit charges		(34.8)	(29.8)
Depreciation and amortisation		(7.8)	(7.5)
Provision charges		(1.4)	(1.6)
Other operating expenses		(1.0)	(1.0)
Operating expenses		**(109.9)**	**(102.3)**
Share in profit or loss of joint operations			(0.1)
Operating income		**11.1**	**14.2**
Income from investments in subsidiaries and affiliates		323.7	3,005.8
Income from other marketable securities and fixed asset receivables		21.4	37.7
Other interest and similar income		164.3	153.0
Net income from disposals of marketable securities and treasury shares		9.9	13.4
Foreign exchange gains		1.3	3.2
Reversals of provisions and transfers of expenses		192.8	179.6
Financial income		**713.4**	**3,392.8**
Expenses related to investments in subsidiaries and affiliates			
Interest paid and similar expenses		(171.2)	(127.7)
Net expense on disposal of marketable securities and treasury shares		(82.3)	(90.3)
Foreign exchange losses		(1.2)	(2.6)
Depreciation, amortisation and provisions		(162.1)	(329.6)
Financial expense		**(416.8)**	**(550.2)**
Net financial income/(expense)	**13**	**296.6**	**2,842.6**
Income from ordinary activities		**307.7**	**2,856.8**
Relating to operating transactions			
Relating to capital transactions		1,446.4	3,826.6
Reversals of provisions and transfers of expenses		29.2	17.9
Exceptional income		**1,475.6**	**3,844.5**
Relating to operating transactions		(4.3)	(0.4)
Relating to capital transactions		(1,442.1)	(3,822.9)
Depreciation, amortisation and provisions		(173.7)	(0.1)
Exceptional expenses		**(1,620.1)**	**(3,823.5)**
Net exceptional income/(expense)	**14**	**(144.5)**	**21.0**
Income tax expense	**15**	**92.7**	**119.7**
Net income for the period		**255.9**	**2,997.5**

Balance sheet

Assets

(in € millions)	Notes	31/12/2012	31/12/2011
Intangible assets	1	1.6	1.5
Property, plant and equipment	1	4.8	23.1
Financial assets	2	21,281.9	21,519.8
Treasury shares	3	1,276.2	584.3
Deferred expenses	4	27.1	26.6
Total non-current assets		**22,591.5**	**22,155.3**
Trade receivables and related accounts		120.4	84.1
Other receivables		139.7	128.8
Treasury shares	3	198.3	260.2
Other marketable securities	8	1,656.0	623.1
Cash management current accounts of related companies	8	664.0	1,182.2
Cash	8	1,667.9	1,905.4
Deferred expenses	10	0.8	0.2
Total current assets		**4,447.1**	**4,184.0**
Translation differences, assets		1.3	3.9
Total assets		**27,039.9**	**26,343.2**

Equity and liabilities

(in € millions)	Notes	31/12/2012	31/12/2011
Capital	5	1,443.4	1,413.2
Premiums on share issues, mergers, asset contributions	5	7,591.3	7,285.8
Statutory reserve		141.3	138.2
Other reserves		45.8	45.8
Retained earnings		10,328.6	8,284.0
Net income for the period		255.9	2,997.5
Interim dividends		(294.9)	(297.1)
Equity	**5**	**19,511.3**	**19,867.2**
Other equity	**6**	**500.0**	**500.0**
Provisions	**7**	**175.0**	**162.0**
Financial debt	8	6,643.6	5,408.7
Other payables		210.4	404.7
Deferred income	10	(0.4)	0.3
Total liabilities		**6,853.6**	**5,813.7**
Translation differences, liabilities			0.4
Total equity and liabilities		**27,039.9**	**26,343.2**

Cash flow statement

(in € millions)	2012	2011
Operating activities		
Gross operating income	18.2	17.7
Financial and exceptional items	353.1	3,087.2
Taxes	74.2	125.4
Cash flows from operations before tax and financing costs	**445.5**	**3,230.3**
Net change in working capital requirement	61.9	(24.1)
Total (I)	**507.4**	**3,206.2**
Investing activities		
Operating investments	(3.5)	(1.5)
Disposal of non-current assets	25.4	8.0
Net operating investments	**21.9**	**6.5**
Acquisition of investments and securities	(1,088.4)	(1,802.7)
Proceeds from disposal of securities	1,420.4	
Net financial investments	**332.0**	**(1,802.7)**
Change in other non-current financial assets and treasury shares	(954.1)	(347.7)
Total (II)	**(600.2)**	**(2,143.9)**
Financing activities		
Increases in share capital	335.7	393.5
Increase in other equity		
Dividends paid	(652.6)	(618.4)
Interim dividends	(294.9)	(297.1)
Total (III)	**(611.8)**	**(522.0)**
Cash flows for the period (I + II + III)	**(704.6)**	**540.3**
Net financial surplus/(debt) at 1 January	**230.3**	**(310.0)**
Net financial surplus/(debt) at 31 December	**(474.3)**	**230.3**

Notes to the financial statements

A. Key events in the period

1. Changes in investments in subsidiaries and affiliates

In May 2012, VINCI SA initiated a simplified public offer for the shares in Entrepose Contracting that the Group did not already own (19.83% of its share capital) at a price of €100 per share. After the offer ended, the VINCI Group owned 97.37% of Entrepose Contracting's shares. It then squeezed out all remaining shareholders that did not originally tender their shares to the offer. At 30 June 2012, the VINCI Group's stake in Entrepose Contracting was 100%, representing an additional investment of €102.4 million.
At the end of November 2012, VINCI SA transferred all its shares in Entrepose Contracting to VINCI Construction Participation.

In the second quarter of 2012, VINCI SA sold its stake in Cegelec to VINCI Energies for €1,292 million. VINCI Energies paid for the stake with shares issued through a €736 million capital increase, with the remainder paid in cash.

Lastly, VINCI SA increased the share capital of its subsidiary VINCI Finance International by €250 million.

2. Treasury shares

Under its share buy-back programme, VINCI purchased 17,705,000 shares in 2012 for €646.7 million, corresponding to an average price of €36.53 per share.

The gross carrying amount of treasury shares increased from €1,097.5 million at 31 December 2011 to €1,661.8 million at 31 December 2012.

3. Financing activities

As part of its EMTN programme, VINCI SA carried out several bond placements in the first half of 2012 to refinance debt maturing in the fourth quarter of 2012 and 2013:
- In January 2012, the Company:
  - tapped the February 2017 4.125% bond line issued in December 2011 by €250 million;
  - issued SFr 100 million (€82 million) of 10-year bonds;
  - carried out two private placements totalling €175 million: a five-year placement for €100 million and a seven-year placement for €75 million.
- In March 2012, it issued €750 million of eight-year bonds with a coupon of 3.375%.

In parallel, VINCI SA made an early repayment of €750 million in January 2012 to cover the remainder of the loan taken out in 2006 to finance the acquisition of ASF.

Lastly, in August 2012, VINCI SA extended a €1 billion credit facility to ASF Holding.

B. Accounting policies and methods

The financial statements at 31 December 2011 have been prepared in accordance with the rules applicable in France.

However, in a departure from the French General Accounting Plan and in order to improve the clarity of its financial statements, VINCI reports 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:

Constructions	10 to 40 years
Other property, plant and equipment	3 to 10 years

The Company applies CNC Opinion 2004-06, issued by the Conseil National de la Comptabilité, on the definition, recognition and measurement of assets.

3. Investments in subsidiaries and affiliates

Investments in subsidiaries and affiliates are measured at their cost of acquisition. In accordance with CRC Regulation 2004-06, issued by the Comité de la Règlementation Comptable, 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 cash flow prospects for 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 nominal value. An impairment 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 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 period end.

7. Financial instruments

Loans (bonds, bank and intra-group borrowing) are recorded under liabilities at their nominal 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 nominal 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 period 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, issued by the Comité de la Règlementation Comptable, 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 period 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.

Income and expense relating to treasury shares (provisions and gains or losses on disposal) are recognised under financial income/(expense).

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 external assessments made at each period end, for each existing plan.

Actuarial gains and losses 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 intended to cover the risks arising from past or present events that are probable at the balance sheet date. They are estimates as regards their amount and expected period of use.

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 period.

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)	31/12/2011	Acquisitions	Disposals	31/12/2012
Concessions, patents and licences	7.4	0.9	(0.4)	7.9
Total intangible assets	**7.4**	**0.9**	**(0.4)**	**7.9**
Land	8.8	0.2	(6.2)	2.8
Constructions	27.1		(24.4)	2.7
Plant and machinery				
Other property, plant and equipment and assets under construction	22.6	0.5	(16.5)	6.6
Total property, plant and equipment	**58.6**	**0.7**	**(47.1)**	**12.2**

Property, plant and equipment is mainly used for the Company's operations or those of its subsidiaries. However, some properties are rented to third parties.

VINCI sold a building on Rue Balzac in Paris during 2012.

Depreciation, amortisation and impairment

(in € millions)	31/12/2011	Expense	Reversals	31/12/2012
Concessions, patents and licences	5.8	0.8	(0.2)	6.4
Total intangible assets	**5.8**	**0.8**	**(0.2)**	**6.4**
Land				
Constructions	20.4	1.4	(19.9)	1.9
Plant and machinery				
Other property, plant and equipment	15.1	0.8	(10.4)	5.5
Total property, plant and equipment	**35.5**	**2.2**	**(30.3)**	**7.4**

2. Financial assets

Gross values

(in € millions)	31/12/2011	Acquisitions	Disposals	Contributions	31/12/2012
Investments in subsidiaries and affiliates	19,639.1	1,088.5	(1,414.5)		19,313.1
Receivables connected with investments in subsidiaries and affiliates	1,927.6	652.0	(400.0)		2,179.6
Other fixed asset securities	4.6				4.6
Other non-current financial assets	9.5		(0.2)		9.3
Total	**21,580.8**	**1,740.5**	**(1,814.7)**		**21,506.6**

The main changes in the portfolio of shareholdings during the period are described in Note A.1 “Changes in investments in subsidiaries and affiliates” in the “Key events in the period” section.

Impairment allowances

(in € millions)	31/12/2011	Expense	Reversals	31/12/2012
Investments in subsidiaries and affiliates	48.6	173.5	(9.6)	212.5
Receivables connected with investments in subsidiaries and affiliates	5.1	0.1		5.2
Other fixed asset securities	4.4			4.4
Other non-current financial assets	2.8			2.8
Total	**60.9**	**173.6**	**(9.6)**	**224.9**

Expenses mainly comprise an impairment loss on VINCI’s shares in VINCI Autoroutes.

3. Treasury shares

Transactions under the 2011–2012 and 2012–2013 share buy-back programmes:

Gross values

	Position at 31/12/2011		Increases: buy-backs		Decreases: disposals and transfers		Reclassifications: transfers between accounts		Position at 31/12/2012	
	Unit value in €	Value in €m	Unit value in €	Value in €m	Unit value in €	Value in €m	Unit value in €	Value in €m	Unit value in €	Value in €m
Shares bought back to use in payment or exchange	41.80	748.9	36.44	619.6			47.37	82.8	40.2	1,451.3
Shares bought back to be cancelled										
Subtotal directly held treasury shares		**748.9**		**619.6**				**82.8**		**1,451.3**
Liquidity account										
Subtotal non-current financial assets		**748.9**		**619.6**				**82.8**		**1,451.3**
Shares intended to be transferred to the beneficiaries of share purchase option and performance share plans	49.05	348.5	38.69	27.1	50.70	(82.4)	47.37	(82.8)	41.88	210.4
Subtotal current assets		**348.5**		**27.1**		**(82.4)**		**(82.8)**		**210.4**
Total cash transactions on VINCI shares		**1,097.5**		**646.7**		**(82.4)**				**1,661.8**
Premiums on call options on VINCI shares										
Total transactions involving derivatives on VINCI shares										

During 2012, VINCI acquired 17,705,000 shares on the market for a total of €646.7 million, at an average price of €36.53 per share. Transaction costs on these buy-backs amounted to €185.9 thousand.

In 2012, 1,624,443 treasury shares were used as follows:
- 1,607,900 shares were definitively allocated on 9 July 2012 to the beneficiaries of the performance share plan decided by the Board of Directors on 9 July 2010. These grants of shares generated an expense of €81.7 million covered by a release for the same amount of provisions taken in this respect in 2010 and 2011.
- 1,000 shares were transferred to the beneficiaries of call options exercised, for an aggregate amount of €40 thousand, representing an average exercise price of €40.32.
- 15,543 shares were transferred to beneficiaries of other employee share ownership plans.

Impairment allowances

(in € millions)	31/12/2011	Expense	Reversals	31/12/2012
Treasury shares (recorded under non-current assets)	164.6	57.2	(46.7)	175.1
Treasury shares (recorded under current assets)	88.4	12.6	(88.8)	12.2
Total	**253.0**	**69.8**	**(135.5)**	**187.3**

In 2012, previously recognised impairment allowances against treasury shares were reversed for €65.7 million net. This change results from the allocation on 9 July 2012 of 1,607,900 shares to the beneficiaries of the performance share plan decided in 2010 and the increase in the average market price in December 2012 compared with December 2011 (€35.37 against €32.62 respectively).

Number of shares

	31/12/2011	Increases: buy-backs	Decreases: disposals and transfers	Reclassifications: transfers between accounts	31/12/2012
Shares bought back to use in payment or exchange	17,915,403	17,005,000		1,155,559	36,075,962
Shares bought back to be cancelled					
Subtotal directly held treasury shares	**17,915,403**	**17,005,000**		**1,155,559**	**36,075,962**
Liquidity account					
Subtotal non-current financial assets					**36,075,962**
Shares intended to be transferred to the beneficiaries of share purchase option and performance share plans	7,106,098	700,000	(1,624,443)	(1,155,559)	5,026,096
Subtotal current assets	**7,106,098**	**700,000**	**(1,624,443)**	**(1,155,559)**	**5,026,096**
Total cash transactions on VINCI shares	**25,021,501**	**17,705,000**	**(1,624,443)**		**41,102,058**
Premiums on call options on VINCI shares					
Total transactions involving derivatives on VINCI shares					

At 31 December 2012, VINCI held 41,102,058 treasury shares directly, for a total of €1,661.8 million (representing 7.12% of the share capital). 5,026,096 shares (€210.5 million) were allocated to covering share purchase option and performance share plans, while the balance of 36,075,962 shares (€1,451.3 million) corresponds to shares intended to be either contributed under an exchange in external growth transactions or sold.

4. Deferred expenses

(in € millions)	31/12/2011	New deferrals	Amortisation	31/12/2012
Deferred expenses	26.6	7.4	(6.9)	**27.1**

The increase in deferred expenses in 2012 was due to the issuance costs and redemption premiums incurred for €7.4 million in respect of the new loans obtained in the period (see Note A.3 "Financing activities" in the "Key events in the period" section).
Deferred expenses at 31 December 2012 also include the balance of expenses and redemption premiums of the €500 million perpetual subordinated loan issued in 2006 (€2.8 million).

5. Equity

(in € millions)	Capital	Share premium	Other reserves and regulated provisions	Profit or loss	Total
Equity at 31/12/2011	**1,413.2**	**7,285.8**	**8,170.8**	**2,997.5**	**19,867.2**
Appropriation of 2011 net income and payment of dividends			2,344.9	(2,997.5)	(652.6)
Interim dividend in respect of 2012			(294.9)		(294.9)
Increases in share capital	30.2	305.5			335.7
Reduction of share capital by cancellation of shares					
Other appropriations					
Net income for 2012				255.9	255.9
Tax-regulated provisions					
Equity at 31/12/2012	**1,443.4**	**7,591.3**	**10,220.8**	**255.9**	**19,511.3**

At 31 December 2012, VINCI's share capital amounted to €1,443.4 million, represented by 577,347,352 shares of €2.5 nominal, all conferring the same rights.

The share capital increases in the period, amounting to €335.7 million, are the result of subscriptions to the Group Savings Scheme for €275.1 million, and the exercise of subscription options for a total of €60.6 million.

The dividends paid in 2012 amounted to €947.5 million, corresponding to the final dividend in respect of 2011 for €652.6 million (€1.22 per share) and the interim dividend in respect of 2012 for €294.9 million (€0.55 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 2012.

Issues of shares during the period break down as follows:

(in € millions)	Number of shares	Capital	Share premiums and other reserves	Total
Employees' subscriptions to the Group Savings Scheme	9,057,464	22.6	252.5	**275.1**
Exercise of share subscription option plans	3,013,216	7.6	53.0	**60.6**
Total	**12,070,680**	**30.2**	**305.5**	**335.7**

6. Other equity

On 13 February 2006, VINCI issued perpetual subordinated bonds for €500 million.

Issued at a price of 98.831%, this loan pays a fixed optional coupon of 6.25%, payable annually until November 2015. This is only due if VINCI pays a dividend to its shareholders or if the Company 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

			Reversals		
(in € millions)	31/12/2011	Expense	Provisions used	No longer needed	31/12/2012
Retirement and other employee benefit obligations	30.7	1.4	(2.0)		30.1
Liabilities in respect of subsidiaries	3.6	0.3		(0.2)	3.7
Other provisions	127.7	109.2	(76.9)	(18.8)	141.2
Total	**162.0**	**110.9**	**(78.9)**	**(19.0)**	**175.0**

The provisions for retirement and similar benefit obligations relate solely to beneficiaries who have retired.

Retirement benefit obligations are calculated on the basis of the following actuarial assumptions:

	31/12/2012	31/12/2011
Discount rate	3.5%	5.0%
Inflation rate	2.0%	2.2%
Rate of salary increases	3.0%	3.2%
Rate of pension increases	2.0%	2.0% - 2.2%
Probable average remaining working life of employees	1-14 years	1-14 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 2 May 2011 and 12 April 2012. Provisions were taken in this respect in 2012 for €44.4 million and €29.8 million respectively taking account of the probability, at 31 December 2012, that these shares will be definitively granted.

8. Net financial (surplus)/debt

(in € millions)	2012	2011
Bonds	2,173.5	914.5
Borrowings from financial institutions		750.0
Accrued interest on bonds	72.1	5.5
Long-term financial debt	**2,245.6**	**1,670.0**
Borrowings from financial institutions and bank overdrafts	9.5	3.8
Other borrowings and financial debt	849.5	549.9
Cash management current accounts of related companies	3,538.9	3,184.9
Short-term financial debt	**4,397.9**	**3,738.6**
Total financial debt	**6,643.5**	**5,408.6**
Receivables connected to investments in subsidiaries and affiliates and loans	**(2,176.2)**	**(1,923.0)**
Liquidity agreement UCITS	(5.1)	(5.1)
Marketable securities	(1,656.0)	(623.2)
Cash management current accounts of related companies	(664.0)	(1,182.2)
Cash	(1,667.9)	(1,905.4)
Short-term cash	**(3,993.0)**	**(3,715.9)**
Net financial (surplus)/debt	**474.3**	**(230.3)**

VINCI's net financial position moved from a net financial surplus of €230.3 million at 31 December 2011 to net financial debt of €474.3 million at 31 December 2012, a difference of €704.6 million.

The increase in long-term financial debt is attributable to the three issues of bonds made in 2012 for a total of €1,082 million and the two private placements totalling €175 million made in January 2012.

The remaining €750 million outstanding on the syndicated bank loan, taken out in 2006 in an initial amount of €3 billion to finance the ASF acquisition, was repaid in full in 2012.

The cash management current accounts of related 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 money market UCITS with maturities of usually less than three months, whose 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 2012, the market value of these financial instruments broke down as follows:

(in € millions)	**Market value**	**Notional**
Interest rate instruments		
- Interest rate swaps	117.5	3,019.0
- Interest rate options (caps, floors and collars)		500.0
Currency instruments		
- Forward purchases		
- Currency swaps	4.7	243.8
Other hedging instruments		

10. Receivables and payables

Receivables at 31 December 2012

	Gross	**Of which**	
(in € millions)		Within 1 year	After 1 year
Receivables connected with investments in subsidiaries and affiliates	2,179.8	17.2	2,162.6
Loans and other non-current financial assets	1.4	0.7	0.7
Non-current assets	**2,181.2**	**17.9**	**2,163.3**
Trade receivables and related accounts	121.5	121.5	
Other receivables	207.9	206.9	
Cash management current accounts of related companies	664.0	664.0	
Deferred expenses	0.8	0.8	
Current assets	**994.2**	**993.2**	
Total	**3,175.4**	**1,011.1**	**2,163.3**

Allowances against receivables

Allowances against current assets changed as follows during the period:

(in € millions)	**31/12/2011**	**Expense**	**Reversals**	**31/12/2012**
Trade receivables	1.2			1.2
Other receivables	79.0		(9.8)	69.2
Total	**80.2**		**(9.8)**	**70.4**

Liabilities at 31 December 2012

(in € millions)	Gross	Of which		
		Within 1 year	Between 1 and 5 years	After 5 years
Bonds	2,245.6	72.1	1,265.7	907.8
Amounts owed to financial institutions	9.5	9.5		
Other borrowings and financial debt	849.6	849.6		
Cash management current accounts of related companies	3,538.9	3,538.9		
Financial debt	**6,643.6**	**4,470.1**	**1,265.7**	**907.8**
Trade payables and related accounts	17.1	17.1		
Tax, employment and social benefit liabilities	119.5	119.5		
Liabilities related to non-current assets and related accounts	0.3	0.3		
Other payables	73.6	73.6		
Deferred income	(0.4)	(0.4)		
Other payables	**210.1**	**210.1**		
Total	**6,853.7**	**4,680.2**	**1,265.7**	**907.8**

In accordance with France's 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 of trade payables at 31 December

(in € millions)	31/12/2012	31/12/2011
Within 30 days	0.3	0.4
Between 30 and 60 days	1.9	1.1
Total	**2.2**	**1.5**

11. Accrued expenses, by balance sheet item

(in € millions)	31/12/2012	31/12/2011
Financial debt		
Accrued interest on bonds	72.1	5.5
Accrued interest on amounts owed to financial institutions		0.4
Other liabilities		
Trade payables and related accounts	14.7	13.0
Income tax	0.6	0.8
Other tax, employment and social benefit liabilities	6.3	6.1
Liabilities related to non-current assets and related accounts		
Other payables	5.7	3.9

12. Accrued income, by balance sheet item

(in € millions)	31/12/2012	31/12/2011
Financial assets		
Receivables connected with investments in subsidiaries and affiliates	12.3	1.7
Other non-current financial assets		
Receivables		
Trade receivables and related accounts	102.5	78.8
Other	2.9	2.9
Marketable securities		0.1
Cash	**33.5**	**4.0**

D. Notes to the income statement

13. Net financial income/(expense)

(in € millions)	2012	2011
Income from subsidiaries and affiliates	323.7	3,005.8
Net financial expense	(65.1)	(5.6)
Foreign exchange gains and losses		0.6
Provisions and other	38.0	(158.2)
Net financial income/(expense)	**296.6**	**2,842.6**

Income from investments in subsidiaries and affiliates corresponds to the dividends received from subsidiaries.

Net financial expense declined from €5.6 million in 2011 to €65.1 million in 2012 as a result of the increase in average net financial debt and the cost of new bond issues carried out in late 2011 and early 2012.

The line item "provisions and other" mainly consists of the results of transactions on treasury shares, in both 2012 and 2011.

14. Net exceptional income/(expense)

(in € millions)	2012	2011
Gain/(loss) on capital transactions		
- Disposals of property, plant and equipment and intangible assets	(1.8)	
- Disposals/contributions of shares and securities	6.0	3.7
Income/(expense) relating to operations	(4.3)	(0.4)
Exceptional provisions	(144.4)	17.8
Net exceptional income/(expense)	**(144.5)**	**21.0**

The line item "exceptional provisions" comprises in 2012 the impairment loss described in Note 2 "Financial assets".

15. Income tax expense

The line item "income tax expense" records income and expense connected with the group tax regime of which VINCI is the lead company.

Net tax income amounted to €92.7 million in 2012, compared with €119.7 million in 2011.
Tax income in respect of 2012 received from subsidiaries that are members of the tax group amounted to €754.1 million in 2012 (€668.8 million in 2011). The tax expense due by VINCI was €661.2 million in 2012 (€535.9 million in 2011).

16. Related companies

16.1 Balance sheet

Balance sheet items at 31 December 2012 relating to related companies break down as follows:

(in € millions)	
Assets	
Non-current assets	
Investments in subsidiaries and affiliates	19,100.6
Receivables connected with investments in subsidiaries and affiliates	2,174.6
Current assets	
Trade receivables and related accounts	112.1
Other receivables	104.3
Cash management current accounts of related companies	664.0

(in € millions)	
Equity and liabilities	
Other borrowings and financial debt	
Other liabilities related to investments in subsidiaries and affiliates	
Cash management current accounts of related companies	3,538.9
Trade and other operating payables	
Liabilities related to non-current assets and related accounts	
Trade payables and related accounts	1.1
Other payables	62.7

16.2 Income statement

The transactions with related companies recorded in 2012 break down as follows:

(in € millions)	
Income	
Financial income	**433.5**
Cash management current accounts	9.0
Loans to subsidiaries	21.3
Dividends (including results of joint ventures)	323.6
Other	89.1
Expenses	
Financial expense	**35.8**
Cash management current accounts	35.8

17. Off-balance sheet commitments

(in € millions)	31/12/2012	31/12/2011
Sureties and guarantees	642.3	705.6
Retirement benefit obligations	22.8	17.3
Joint and several guarantees in partnerships	32.2	32.4
Total	**697.3**	**755.2**

The line item "sureties and guarantees" mainly relates 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, including social benefit charges, recognised in respect of members of Group corporate management bodies, for the share borne by VINCI in 2012, breaks down as follows:

(in € thousands)	Members of the Executive Committee	Directors who are not members of the Executive Committee
Remuneration	6,828.8	330.0
Directors' fees		784.2

Retirement benefit obligations towards members of corporate governing bodies, corresponding to the rights acquired as at 31 December 2012, break down as follows:

(in € thousands)	Members of the Executive Committee	Directors who are not members of the Executive Committee
Retirement benefit obligations	18,089.3	8,000.2

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 was 213 (including 166 engineers and managers) in 2012, as opposed to 189 in 2011 (including 142 engineers and managers). In addition, nine employees on average were seconded to VINCI in 2012 by subsidiaries or external suppliers, compared with 14 in 2011, including five engineers and managers in 2012 versus 10 in 2011.

Employee training rights

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 period ended 31 December 2012.
Rights to a total of 2,914 hours training were acquired in 2012 by VINCI employees under this entitlement. The total rights acquired at 31 December 2012 amounted to 14,554 hours (12,447 hours at 31 December 2011). In 2012, 11,641 hours of training remained unused by the beneficiaries.

E. Post balance sheet events

Appropriation of 2012 income

The Board of Directors finalised the financial statements for the year ended 31 December 2012 on 5 February 2013. These financial statements will only become definitive when approved by the Shareholders' General Meeting. A Resolution will be put to the Ordinary Shareholders' General Meeting for the payment of a dividend of €1.77 per share in respect of the period, which, taking account of the interim dividend already paid in November 2012 (€0.55 per share) means that the final dividend will be €1.22 per share, representing a total of €657 million on the basis of the shares giving a right to dividend at 26 January 2013.

F. Subsidiaries and affiliates at 31 December 2012

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

(in € thousands)	Capital	Reserves and retained earnings before net income appro-priation	Share of capital held (%)	Carrying value of shares held		Loans and advances made by VINCI	Sureties and guarantees given by VINCI	Revenue excl. tax in the last financial year	Net income 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										
Eurovia	366,400	229,036	100.00%	1,034,160	1,034,160	257,225			177,323	
Ornem	12,000	(3,466)	100.00%	24,462	8,534				(7)	
SNEL	2,622	3,769	99.98%	2,742	2,742				1	
GECOM	20,000	4,806	100.00%	19,998	19,998	76,212			92,790	
VINCI Assurances	38	16	99.44%	38	38			9,424	1,767	845
VINCI Concessions	4,306,926	2,228,979	100.00%	6,535,932	6,535,932	643,813			3,449	46,146
VINCI Construction	148,806	135,629	100.00%	963,265	963,265				259,982	220,048
VINCI Energies	123,063	1,172,882	99.34%	1,041,348	1,041,348			349,381	144,460	36,981
VINCI Immobilier	39,600	37,108	100.00%	111,398	111,398			7,801	21,467	
b- Foreign entities										
VINCI Finance International	3,588,700	110,630	100.00%	3,588,700	3,588,700				103,459	
Ste Conces Pochentong	16,674	72,086	70.00%	12,901	12,901	6,469		75,659	24,640	6,688
2- Affiliates										
(10% to 50% owned by VINCI)										
a- French entities										
VINCI Autoroutes	7,705,533	3,915,314	46.71%	5,902,284	5,731,712			7,275	(1,516,692)	5,999
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)				43,189	37,939					
b- Foreign subsidiaries (in aggregate)				2,022						
2- Shareholdings not included in paragraph A (10% to 50% owned by VINCI)										
a- French companies (in aggregate)				1,708	96					
b- Foreign companies (in aggregate)				1,725						

NB: revenue and net income of foreign subsidiaries and shareholdings are translated at the closing rates. Information about shareholdings representing less than 1% of VINCI's share capital is aggregated, in accordance with Article R 123-197-2 of the French Commercial Code.

Five-year financial summary

	2008	2009	2010	2011	2012
I - Share capital at the end of the period					
a - Share capital *(in € thousands)*	1,240,406.2	1,302,393.9	1,381,551.1	1,413,191.7	1,443,368.4
b - Number of ordinary shares in issue [1]	496,162,480	520,957,550	552,620,447	565,276,672	577,347,352
c - Maximum number of shares to be issued through conversion of bonds					
II - Operations and net income for the period *(in € thousands)*					
a - Revenue excluding taxes	23,876.3	8,540.0	8,999.7	12,656.7	11,782.8
b - Income before tax, employee profit sharing, amortisation and provisions	1,126,831.3	170,099.4	1,556,936.2	3,011,046.9	280,592.8
c - Income tax [2]	(241,471.4)	(45,061.7)	(101,137.6)	(119,676.9)	(92,681.7)
d - Income after tax, employee profit sharing, amortisation and provisions	(98,782.4)	1,640,865.1	1,848,790.3	2,997,454.0	255,882.4
e - Earnings for the period distributed	770,293.1	849,927.3	900,050.5	958,848.5	953,157.4 [3][4]
III - Results per share *(in €)* [5]					
a - Income after tax and employee profit sharing and before amortisation and provisions	2.8	0.4	3.0	5.5	0.7
b - Income after tax, employee profit sharing, amortisation and provisions	(0.2)	3.1	3.3	5.3	0.4
c - Net dividend paid per share	1.62	1.62	1.67	1.77	1.77
IV - Employees					
a - Average numbers employed during the period	178	158	164	189	213
b - Gross payroll cost for the period *(in € thousands)*	24,966.3	13,712.1	16,175.5	18,561.8	21,733.9
c - Social security costs and other social benefit expenses *(in € thousands)*	8,277.1	7,965.9	7,143.3	8,168.6	9,542.3

(1) There were no preferential shares in issue in the period under consideration.

(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 26 January 2013.

(4) Proposal to the Shareholders' General Meeting on 16 April 2013.

(5) Calculated on the basis of shares outstanding at 31 December.

Report of the Statutory Auditors on the parent company financial statements

For the year ended 31 December 2012

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 2012 on:
- the audit of the accompanying financial statements of VINCI SA;
- 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

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 2012 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 Board of Directors' report with regard to the acquisition of shareholdings and controlling interests, the identity of shareholders and holders of voting rights.

Paris-La Défense and Neuilly sur Seine, 7 February 2013
The Statutory Auditors

KPMG Audit
Department of KPMG S.A.

Patrick-Hubert Petit

Deloitte & Associés

Alain Pons

Mansour Belhiba

This is a free translation into English of the Statutory Auditors' report issued in French and 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 captions or on information taken outside of the financial statements.
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.

Special report of the Statutory Auditors on regulated agreements and commitments

Shareholders' General Meeting held to approve the financial statements for the financial year ended 31 December 2012

To the shareholders

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements and commitments.

The terms of our engagement require us to communicate to you, based on the information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention or which we may have discovered in the course of our audit, without having to express an opinion on their usefulness and appropriateness or identify such other agreements and commitments, if any. It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (*Code de commerce*), to assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R. 225-31 of the French Commercial Code relating to the implementation during the past financial year of agreements and commitments previously approved by the Shareholders' General Meeting, if any.

We have carried out the procedures we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement. Those procedures involved checking whether the information given to us was consistent with the underlying documents from which it was derived.

Agreements and commitments subject to the approval of the Shareholders' General Meeting

Agreements and commitments authorised during the past financial year

Pursuant to Article L. 225-40 of the French Commercial Code, we have been advised of the following agreements and commitments previously authorised by your Board of Directors.

Sale of Cegelec Entreprise to VINCI Energies

Person concerned: Xavier Huillard, Chairman and Chief Executive Officer of VINCI and permanent representative of VINCI, Director of VINCI Energies.

On 27 April 2012, VINCI sold its stake in Cegelec Entreprise to VINCI Energies, namely 1,958,256,061 shares representing the entirety of that company's authorised share capital. This transaction was completed at a price of €1,292 million.

This agreement was authorised by the Board of Directors on 12 April 2012 and was concluded on 27 April 2012.

Agreements and commitments since the year-end close

We have been advised of the following agreement that has been authorised by your Board of Directors.

Agreement between VINCI and the company YTSeuropaconsultants

Person concerned: Yves-Thibault de Silguy, Vice-Chairman and Senior Director of the Board of Directors of VINCI and Managing Director of the company YTSeuropaconsultants.

On 3 March 2010, the Company entered into an assistance agreement with the company YTSeuropaconsultants, a *société à responsabilité limitée* (limited liability company) with a sole shareholder. Under the terms of this agreement, Mr de Silguy assists the Chairman and Chief Executive Officer in his role as representative of the VINCI Group, in particular in dealings with French or foreign public authorities, major clients, current or potential French or foreign shareholders, and with individual shareholders at the periodical meetings organised by the Company for that purpose.

This agreement was authorised by the Board of Directors at its meeting of 3 March 2010 and approved by the Shareholders' General Meeting of 6 May 2010. It provides for fixed and non-reviewable remuneration of €27,500 excluding VAT per month. The term of the agreement is 12 months with effect from its approval by the Shareholders' General Meeting, and it contains an automatic annual renewal clause.

This agreement is examined every year by the Audit Committee, which ensures that remuneration paid is consistent with the services provided. Acting on the advice of the Audit Committee, the Board, meeting on 7 February 2012 to approve the annual financial statements for 2011, considered that there was no reason to terminate it.

For the 2011 and 2012 financial years, VINCI recognised a charge of €330,000 per year excluding VAT in respect of this agreement.

At its meeting on 5 February 2013, the Board of Directors, considering that the services provided by Mr de Silguy are valuable to the Group and that the remuneration provided for in the agreement is consistent with the services provided, formally authorised its automatic renewal in 2013 and confirmed that the automatic renewals in 2011 and 2012 had taken place with its prior tacit authorisation.

In addition, pursuant to Articles L. 225-42 and L. 823-12 of the French Commercial Code, we would inform you that the automatic renewal of the agreement with VINCI Deutschland GmbH mentioned below was not authorised in advance by your Board of Directors for some financial years.

Agreement with VINCI Deutschland GmbH
Person concerned: Xavier Huillard, Chairman and Chief Executive Officer of VINCI and Chairman of the Supervisory Board of VINCI Deutschland GmbH.

On 22 December 2003 VINCI entered into an agreement with its subsidiary VINCI Deutschland GmbH whereby it undertook to ensure the solvency and financial stability of that subsidiary for a period of two years from 1 January 2004, automatically renewable for successive periods of two years and subject to notice of termination of one year. This agreement is automatically renewable on 1 January 2013 for a period of two years.

Under this agreement, no payment was made in 2011 and 2012 by VINCI to VINCI Deutschland GmbH.

At its meeting on 5 February 2013, the Board of Directors ratified the automatic renewals of this agreement that had occurred prior to that date and authorised the future automatic renewal of this agreement.

Agreements and commitments already approved by the Shareholders' General Meeting

Agreements and commitments approved during previous financial years that remained in force during the year
In accordance with Article R. 225-30 of the French Commercial Code, we have been informed that the following agreements and commitments approved by the Shareholders' General Meeting in previous financial years remained in force during the year.

Agreement with VINCI Deutschland GmbH
On 28 June 2002, VINCI entered into an agreement with its subsidiary VINCI Deutschland GmbH under the terms of which that subsidiary would, with effect from 1 July 2002, directly invest with VINCI funds corresponding to the supplementary pension obligations agreed with its employees.

In 2012, VINCI recognised interest charges of €175,332.78 in respect of this agreement.

Refinancing of the loan granted by VINCI to Arcour
For the purposes of financing certain costs of the project for the design and construction of the Artenay-Courtenay section of the A19 motorway, VINCI made available to Arcour, under the terms of a loan agreement entered into on 31 January 2005, (i) a loan in a maximum principal amount of €550 million comprising a tranche A in a maximum principal amount of €500 million, and a tranche B in a maximum principal amount of €50 million, and (ii) a revolving credit in a maximum principal amount of €40 million.

On 14 March 2008, Arcour finalised the refinancing of the VINCI loan with certain financial institutions.

Thus, Arcour entered into a financing agreement in an amount of €625 million with the European Investment Bank (EIB) and a group of arranger banking institutions consisting of BBVA, Calyon, Fortis, ING and Royal Bank of Scotland. The financing granted by the EIB was in the form of a repayment loan of €200 million with a maturity of 37 years, subject to an interest-only period of 10 years. The financing provided by the group of commercial banks was a loan of €425 million, with a maturity of 10 years, repayable upon maturity.

In the context of this transaction and by way of security for the obligations of Arcour to the financial parties under the documents entered into for the purposes of the refinancing, VINCI granted a pledge of financial instruments accounts covering the entirety of the Arcour shares owned or to be owned by VINCI.

VINCI also entered into a shareholders' commitment agreement under the terms of which, in particular, VINCI undertook to make capital contributions or to grant shareholders' loans to Arcour.

On 25 March 2009, the shareholders, Arcour and the inter-creditors agent amended the shareholders' commitment agreement in order, in particular, to provide for an increase in the conditional shareholders' construction commitments of all the shareholders (increased to €43 million), pro rata according to each shareholder's stake in Arcour's capital, and for their availability period to be extended until 31 December 2013. VINCI's conditional shareholders' construction commitments were thus increased from the original amount of €1,250,000 to an amount of €2,150,000.

In 2012, VINCI recognised interest income of €144,489.20 in respect of these agreements.

Shareholders' agreement with ASF Holding

On 18 December 2006, in the context of the financing of VINCI Concessions' transfer of its 22.99% shareholding in ASF to ASF Holding, VINCI entered into a shareholders' agreement with its subsidiary ASF Holding, the recipient of this shareholding, under which the two companies organise their relations within ASF.

Under 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 adopting and maintaining a policy of maximising dividend distribution depending on ASF's results and distributable reserves;
- the conditions precedent to any disposal by ASF of Escota shares owned by that company, as defined in ASF's and ASF Holdings' syndicated bank loan agreements of €3.5 billion and €1.2 billion, respectively, signed on 18 December 2006.

In addition, VINCI undertakes:
- to ensure that VINCI Concessions returns to ASF Holding the sums that ASF Holding may have made available under the Group cash pooling agreement, should any event of default occur under the ASF Holding syndicated loan of €1.2 billion;
- directly or indirectly to maintain a shareholding in ASF that will ensure it the majority of the share capital and voting rights. This commitment will end once ASF Holding has increased its shareholding in ASF so that it directly owns the majority of both the share capital and the voting rights.

Lastly, the parties agree that if, in the event of a sale, a third party acquires a blocking minority holding in ASF, they will ensure that it first adheres to the shareholders' agreement.

The shareholders' agreement was to remain in force for as long as any sum remained due to the banks under the syndicated loan agreement. Since the syndicated loan was repaid early on 29 June 2012, the shareholders' agreement automatically terminated on that date.

In 2012, no payment was made by VINCI in respect of these commitments.

South Europe Atlantic high-speed rail line

The concession contract for the future South Europe Atlantic high-speed rail line between Tours and Bordeaux was signed on 16 June 2011 by the concession company LISEA and Réseau Ferré de France (RFF). The shareholders of the concession company LISEA are VINCI Concessions and VINCI, CDC Infrastructure (of the Caisse des Dépôts Group), SOJAS (a dedicated investment structure), and infrastructure investment funds managed and advised by AXA Private Equity. The high-speed rail line is 340 km long (including 40 km of connections to the existing rail network), and represents a total investment of €7.8 billion.

LISEA's contribution to the concession financing plan amounts to €3.8 billion and includes:
- €772 million in LISEA shareholders' equity for an amount prefinanced by the commercial banks and the European Investment Bank;
- €1,060 million in bank debt guaranteed by the state;
- €612 million in unsecured bank debt;
- €757 million contributed by the Savings Fund managed by the Caisse des Dépôts and guaranteed by RFF;
- €400 million of credit provided by the European Investment Bank and guaranteed by the state;
- €200 million of unsecured credit provided by the European Investment Bank.

These commitments have been formalised by the signature by VINCI and VINCI Concessions of the following financing and securities documents:
- a shareholders' equity agreement whose purpose is to specify (i) the shareholders' commitment to subscribe and pay up the concession company's authorised share capital; (ii) the shareholders' commitments to make the subordinated loans, and if necessary the additional subordinated loans, available to the concession company; (iii) the shareholders' commitments to pay the entirety of the shareholders' equity constituting the junior debt should certain events of default occur under the common terms agreement; and (iv) the terms of retention of the shareholders' stake in the capital of the concession company for the duration of the operation;
- an inter-creditors' agreement entered into, in particular, between VINCI and the other shareholders, under the terms of which the parties to that agreement agreed, among other things, to organise (i) the terms and conditions of subordination of the junior debt to the senior debt resulting mainly from the credits and hedging contracts; (ii) the subordination of the shareholders as guarantors in the event of enforcement of the guarantees given by the shareholders in the context of the equity bridge loans; (iii) the rights of creditors pursuant to the senior debt resulting mainly from the credits and hedging contracts (decisions, implementation of securities, protected rights of certain creditors, etc.); and (iv) the conditions governing authorised payments to the shareholders;
- a deed of pledge of securities accounts and the declaration of pledge of securities account entered into by the shareholders, the concession company and the financial parties listed therein as beneficiaries, namely, in particular, the lenders and the hedging banks, under the terms of which VINCI pledges the entirety of the securities that it owns representing the authorised share capital and voting rights of the concession company, by way of security for the concession company's obligations to the financial parties in respect of the credits (and the credit agreements in general), the common terms agreement, the guarantee issue agreements and the hedging contracts, and generally pursuant to all the financing documents (as defined in the common terms agreement);
- a deed of pledge of subordinated shareholders' debts, under the terms of which VINCI and the other shareholders pledge their claims against the concession company pursuant to the junior debt by way of security for the concession company's obligations to the financial parties (as defined in the common terms agreement) pursuant to the credits (and the credit agreements in general), the common terms agreement, the guarantee issue agreements and the hedging contracts, and generally pursuant to all the financing documents entered into by the shareholders, potentially by the concession company (as debtor) and by the financial parties listed therein as beneficiaries.

Lastly, a shareholders' agreement was entered into between the shareholders of the company LISEA SAS, its main purpose being to specify the methods of governance of the concession company.

These agreements were concluded on 16 June 2011, with the exception of the shareholders' agreement, which was signed on 14 June 2011.

In 2012, no transactions were recognised by VINCI in respect of these agreements.

Agreements concerning the financing of the company Prado Sud
On 2 October 2008, Prado Sud, the company owned by VINCI, VINCI Concessions and Eiffage that holds the concession for the Prado Sud tunnel in Marseille, entered into a financing agreement in a total amount of €189 million, €152 million of which was senior debt with a maturity of 10 years, in the context of a "club deal".

In the context of this transaction and by way of security for the obligations of Prado Sud to the financial parties under the documents entered into for the purposes of the financing, VINCI entered into a deed of pledge of financial instruments accounts covering the entirety of the securities owned or to be owned by VINCI in the capital and voting rights of Prado Sud, and a deed of pledge of subordinated debt under the terms of which VINCI and the other shareholders pledge the debt owed to them by Prado Sud pursuant to the shareholders' commitment agreement referred to below.

On 2 October 2008, in the context of the financing of the project, VINCI entered into a shareholders' commitment agreement with the company Prado Sud, the other shareholders, VINCI Concessions, Eiffage and the lenders, under the terms of which VINCI undertook, in particular, to make capital contributions or to grant shareholders' loans to Prado Sud.

On 2 October 2008, VINCI, Prado Sud, the other shareholders, VINCI Concessions, Eiffage, the lenders, the reimbursement banks and the account custodian bank also signed an inter-creditors and subordination agreement with the hedging banks and the lenders under the terms of which the parties agreed, in particular, to arrange the terms of subordination of the junior debt to the debt resulting from the credits and hedging contracts.

As a result, in particular, of the contracting authority's postponement for a period of 15 months of the start of the works, of the date of entry into service of the tunnel and of the date of expiry of the concession, the company Prado Sud and its shareholders renegotiated the project financing agreements with the lenders and the hedging banks so that the project could be completed. In these circumstances, VINCI entered into the following agreements, in particular, on 14 October 2010:
- an addendum to the shareholders' commitment agreement, the purpose of which is to specify and determine the way in which shareholders will assume the additional costs associated with the slippage in the original timetable for surveys and completion of the works, under the terms of which VINCI's commitment in this respect could amount to a maximum of €679,125.20;
- an addendum to the inter-creditors and subordination agreement reflecting the amendments made to the financing agreements.

In 2012, VINCI recognised interest income of €32,966.89 in respect of these agreements.

Le Mans Stadium
Le Mans Stadium, the company owned by VINCI and VINCI Concessions that holds the concession for the Le Mans stadium, entered into a financing agreement on 6 October 2008 in a total amount of €102 million.

In particular, the financing includes a senior debt of €39 million without recourse against the shareholder, with a maximum maturity of 33 years and an equity contribution of €11 million from the shareholders of the concession company.

In the context of this transaction and by way of security for the obligations of Le Mans Stadium to the financial parties to the documents entered into for the purposes of the financing, VINCI entered into a deed of pledge of financial instruments accounts covering the entirety of the securities owned or to be owned by VINCI in the capital and voting rights of the company Le Mans Stadium.

VINCI also entered into a shareholders' contribution agreement under the terms of which VINCI undertook, in particular, to make capital contributions or to grant shareholders' loans to the company Le Mans Stadium.

Furthermore, VINCI signed a subordination agreement with the hedging banks and with the lenders under the terms of which the parties agreed, in particular, to arrange the terms of subordination of the junior debt to the debt resulting from the credits and hedging agreements.

In 2012, VINCI recognised interest income of €27,802.65 in respect of these agreements.

The Malsch–Offenburg section of the A5 motorway in Germany
On 31 March 2009, Via Solutions Südwest, the company holding the concession for the section of the A-Modell A5 motorway between Malsch and Offenburg in the south-west of Germany, owned by VINCI (3%), VINCI Concessions (47%), Meridiam Infrastructure and Kirchhoff, finalised the financing of the A5 motorway for which the company had officially been granted the concession by the German government.

This financing mainly comprises equity, near-equity and mezzanine contributions of €142.5 million made by the shareholders, and a senior debt in a total amount of €400 million, of which €200 million was granted by a group of four commercial banks (BBVA, Santander, KBC and NIBC) and €200 million by the European Investment Bank.

In the context of this operation, VINCI:
• acted as VINCI Concessions' co-principal in respect of a bank guarantee payable on demand in a cumulative amount of €47,187,104, guaranteeing the shareholders' provision of loans; and
• acted as VINCI Concessions' co-principal in respect of a bank guarantee payable on demand in a maximum amount of €1,912,896, guaranteeing the payment of equity capital to be contributed by VINCI Concessions and VINCI before 31 December 2014.

Furthermore, VINCI:
• granted the financial parties a pledge, under German law, of all its current and future rights and interests in the concession company, in particular to guarantee the concession company's obligations pursuant to the financing documents relating to the project; and
• granted the financial parties a pledge, under German law, of all its current and future receivables owed by the concession company, in particular to guarantee the concession company's obligations pursuant to the financing documents relating to the project.

Lastly, VINCI is party to a subordination agreement under the terms of which, in particular, VINCI agrees that its rights and receivables owed by the concession company shall be subordinated to the rights and receivables of the financial parties.

In 2012, no transactions were recognised by VINCI in respect of these agreements.

Paris-La Défense and Neuilly sur Seine, 7 February 2013
The Statutory Auditors

KPMG Audit
Department of KPMG SA

Patrick-Hubert Petit

Deloitte & Associés

Alain Pons

Mansour Belhiba

This is a free translation into English of the Statutory Auditors' special report on regulated agreements and commitments with third parties that is issued in the French language and is provided solely for the convenience of English-speaking readers. This report on regulated agreements and commitments should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

Persons responsible for the registration document

1. Statement by the person responsible for the registration document

"I declare, having taken all due care, that to the best of my knowledge, 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 results of the Company and all consolidated entities. I also confirm that the Report of the Board of Directors that starts on page 110 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 registration document as well as the overall presentation of this registration document.
"The Statutory Auditors' reports on the historical financial information provided in the registration document are included on pages 275 and 292 of this document. These reports contain no observations with respect to the 2012 financial year. In 2011 (pages 261 and 280 of the 2011 registration document filed with the AMF on 27 February 2012), the Statutory Auditors' report on the consolidated financial statements contained no observations. In 2010 (pages 270 and 289 of the 2010 registration document filed with the AMF on 23 March 2011), the Statutory Auditors' reports contained contained an observation on the change 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)
First appointed: 10 May 2007
Current appointment expires at the close of the Shareholders' General Meeting to approve the 2012 financial statements.

Deloitte & Associés
185 avenue Charles de Gaulle, 92200 Neuilly sur Seine, France
(Alain Pons and Mansour Belhiba)
First appointed: 30 May 2001
Current appointment expires at the close of the Shareholders' General 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' General Meeting to approve the 2012 financial statements.

BEAS SARL
7-9 villa Houssay, 92200 Neuilly sur Seine, France
First appointed: 30 May 2001
Current appointment expires at the close of the Shareholders' General Meeting to approve the 2012 financial statements.

The Company's Statutory Auditors are registered with the official statutory auditors' representative body (Compagnie Nationale des Commissaires aux Comptes) and are subject to the authority of the French High Council for Statutory Audit (Haut Conseil du Commissariat aux Comptes).

3. Persons responsible for financial information

Christian Labeyrie, Executive Vice-President, Chief Financial Officer 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 Corporate Social Responsibility 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

In application of Article 28 of European Regulation 809/2004, the following information referred to in this registration document is deemed to have been provided thereby:
- the 2010 IFRS consolidated financial statements and the 2010 parent company financial statements prepared in accordance with French accounting standards, the associated reports of the Statutory Auditors and sections 9 and 10 of the table of correspondence shown on pages 179-270, 271-289 and 291-292 respectively of the 2010 registration document filed with the AMF on 23 March 2011 under number D.11-0169;
- the 2011 IFRS consolidated financial statements and the 2011 parent company financial statements prepared in accordance with French accounting standards, the associated reports of the Statutory Auditors and sections 9 and 10 of the table of correspondence shown on pages 178-261, 262-280 and 282-283 respectively of the 2011 registration document filed with the AMF on 27 February 2012 under the number D.12-0108.

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 at 1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, France (+33 1 47 16 38 83) and on the Company's website (www.vinci.com).

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

Luc Benevello – Xavier Boymond – Jérôme Cabanel – Philippe Castaño – CHABANNE & Partenaires architectes//RSI-Studio – Augusto Da Silva/Graphix Images – Raphaël Dautigny – Bruno Delessard/ Challenges-REA – Thibault Desplats – Cyrille Dupont – Andrew Elliott – Dirk Eusterbrock/Graphix Images – Jean-Yves Govin Sorel – Jean-Yves Guillaume/Brest métropole océane – D. Hayduk/CAPA Pictures – Axel Heise – Pascal Le Doaré – Francis Mainard – Thierry Marzloff – Meynier Design for VINCI Autoroutes – Alain Montaufier – Natwork.be – Richard Nourry – Stéphane Olivier – Véronique Paul – Claude Pauquet/Agence Vu – Paul Raftery – Christophe Recoura – RFF/CAPA/Jean-Baptiste Vetter (TOMA) – Ian Teh/Agence Vu – Cécile Tréal – Francis Vigouroux – Photo libraries of VINCI and subsidiaries.

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