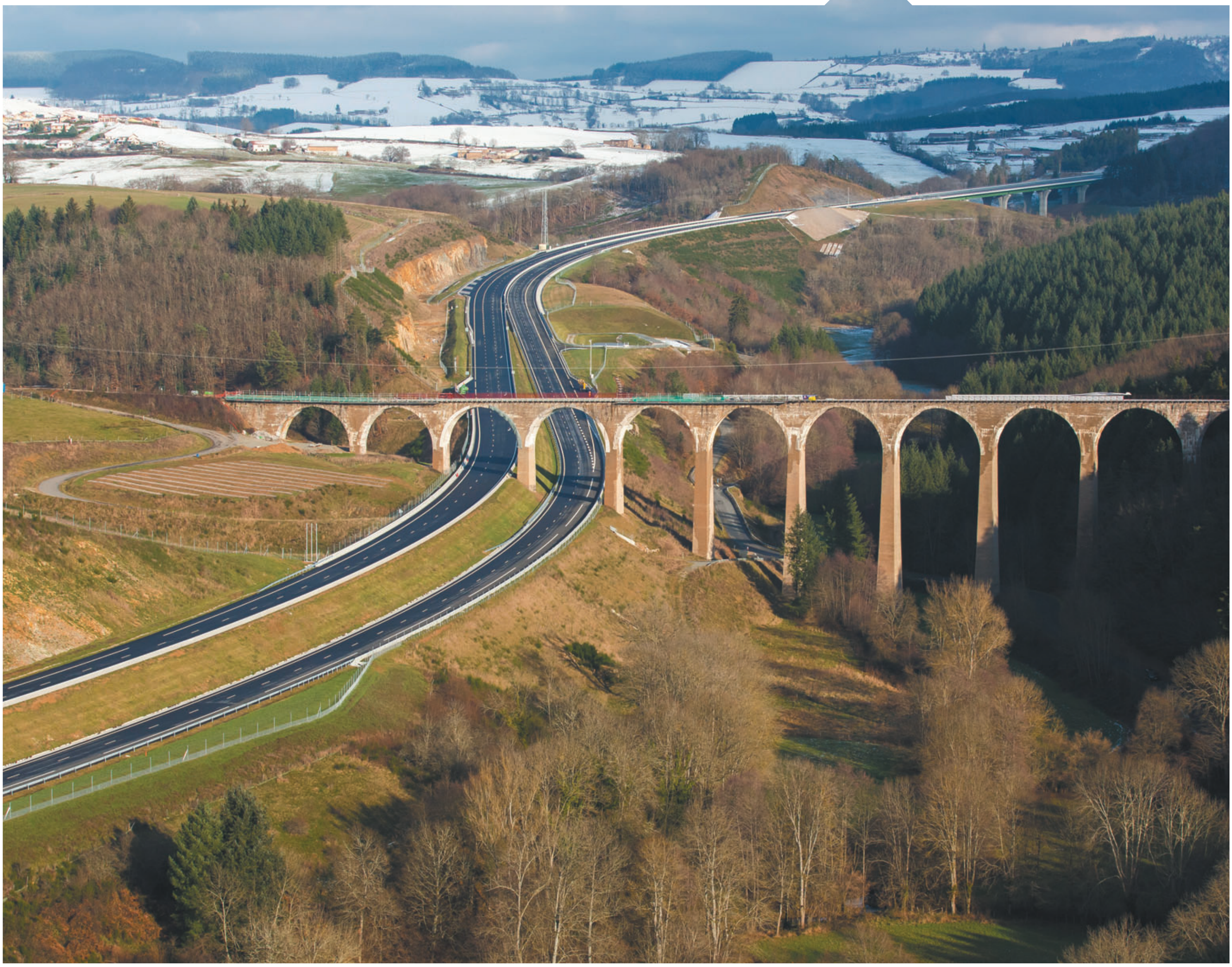
FINANCIAL REPORT

2012



2012 Annual financial report

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Summary

Management report

Key events

The stagnation in France's economy and the recession in Southern Europe affected negatively the traffic levels in 2012. Fuel prices were historically high. This naturally degraded light vehicle traffic (down 1.3%), while heavy vehicle traffic fell by 2.9% in terms of distance travelled.

However, the leap-year effect and price rises on 1 February 2012, validated by the grantor, resulted in a 0.5% increase in ASF Group's toll revenue relative to 2011.

Once again, efforts over the last few years to gain greater control over expenditure and generate operational synergies led to an improvement in the Group's economic performance and in particular, EBITDA who rose from 68.9% of revenue in 2011 to 69.1% of revenue in 2012.

Investments remained high at €937.7 million in 2012.

The completion of the 53 km section of the A89 motorway between Balbigny and Tour-de-Salvagny, which was opened on 19 January 2013, was one of ASF's main achievements in 2012, involving 6 interchanges, 8 viaducts, 83 bridges and 3 tunnels. This completes the 500 km cross-country route connecting Bordeaux with Lyon.

ASF also completed the widening of the 18 km section of the A63 motorway connecting Ondres with Biarritz to three lanes in both directions, several months ahead of the contractual schedule.

On the A9 motorway, road-widening work between Perpignan Nord and Perpignan Sud has already led to the opening of a third lane over a 10 km stretch of road. In addition, studies and development work in 2012 will allow ASF to start widening the Perpignan Sud - Le Boulou section in 2013.

Escota finished its programme of bringing all tunnels in its network into line with new safety standards.

The large-scale environmental upgrading programme undertaken by ASF and Escota as part of the "Motorway Green Package" progressed according to schedule and will be completed in spring 2013.

The project to reroute the A9 motorway around Montpellier, which was confirmed following a public consultation period in 2011, has now entered its active phase. All studies, land purchases and preliminary work began in 2012, and the project will be completed by 31 December 2017.

In services, ASF Group continued its efforts as part of the VINCI Autoroutes strategy, including the expansion of its commercial offering in service areas and increased capacity for heavy vehicles. As regards traffic news, the decision to combine the radio stations operated by Group companies means that both editorial and musical content has been harmonised across the whole network. This system is supplemented by a single phone line (3605) available to the public 24 hours a day, every day.

The safe travel of our customers remains a key priority, and all of our staff contribute permanently to the information and intervention system co-ordinated by local, regional and central information centres.

The prevention of accidents at work is another of the Group's main priorities, and action undertaken in this area led to a further improvement in results in 2012. The accident frequency rate fell from 11.61% in 2011 to 10.15% in 2012 at ASF and from 10.98% to 6.93% at Escota.

Traffic

ASF and Escota saw traffic levels fall by 1.5% relative to 2011 on a stable network basis:

- -1.3% for light vehicles, which accounted for 86.9% of total traffic;
- -2.9% for heavy vehicles.

The fall in light-vehicle traffic was partly due to the recession, which pushed down consumer spending. Volatile fuel prices also had a significant negative impact, with prices hitting successive peaks in March, April and August. The additional day of traffic resulting from 2012 being a leap year offset the fall in traffic caused by exceptionally cold weather in February 2012.

Heavy-vehicle traffic fell substantially in 2012 due to the contraction in manufacturing production in France and Spain. There was no leap-year boost for heavy-vehicle traffic, since the number of business days in 2012 was the same as in 2011.

Users travelled 34,925 million kilometres on the ASF and Escota networks in 2012 compared with 35,451 million in 2011, a 1.5% decrease.

Distance travelled	2012				2011				Change 2012 vs. 2011	
(in millions of kilometres)	ASF	Escota	ASF + Escota	%	ASF	Escota	ASF + Escota	%	Amount	%
Light vehicles	24,326	6,039	30,365	86.9%	24,654	6,100	30,754	86.7%	(389)	-1.3%
Heavy vehicles	3,963	597	4,560	13.1%	4,079	618	4,697	13.3%	(138)	-2.9%
Light + heavy	**28,289**	**6,635**	**34,925**	**100.0%**	**28,733**	**6,718**	**35,451**	**100.0%**	**(527)**	**-1.5%**

The annual average daily traffic on the network as a whole was 31,346 vehicles per day in 2012 compared with 31,910 vehicles per day in 2011, a 1.8% decrease.

Prices

The reference index used for the price increase on 1 February 2012 rose by 2.25%.

- For ASF, the average price increase on 1 February 2012 arising from texts currently in force was 2.42% across all vehicle classes.
- For Escota, the average price increase on 1 February 2012 was 2.05% across all vehicle classes.

Toll revenue

Toll revenue amounted to €3,120 million in 2012, up 0.5% from the €3,103.1 million recorded in 2011, and breaking down as follows:

	2012			2011			Change
(in € millions)	ASF	Escota	ASF + Escota	ASF	Escota	ASF + Escota	2012 vs. 2011
Toll revenue	2,464.5	655.5	3,120.0	2,455.4	647.7	3,103.1	0.5%

The number of payment transactions fell by 0.5% to 672.2 million in 2012 (675.8 million in 2011).

The use of automatic payment lanes increased by 2.6% to 648.7 million transactions in 2012 (632.3 million in 2011).

The proportion of transactions made on automatic lanes increased significantly in 2012 to 96.5% (93.6% in 2011).

This remarkable increase was due to:

- the construction of new automatic payment lanes and the improved attractiveness of existing lanes and
- the significant increase in the number of light vehicles using electronic toll collection (ETC).

Breakdown of ASF and Escota transactions by collection method:

Type of transaction *(in millions)*	2012	2011	Change 2012 vs. 2011	2012 breakdown	2011 breakdown
Manual payments	**23.5**	**43.5**	**-46.0%**	**3.5%**	**6.4%**
Automatic payments	358.9	356.5	0.7%	53.4%	52.8%
ETC payments	289.8	275.8	5.1%	43.1%	40.8%
Sub-total automatic and ETC	**648.7**	**632.3**	**2.6%**	**96.5%**	**93.6%**
Total	**672.2**	**675.8**	**-0.5%**	**100.0%**	**100.0%**

There were 1,168,989 subscribers to the light vehicle tag payment system for the two companies at 31 December 2012, which corresponds to 1,461,733 tags in circulation (compared with 981,289 subscribers and 1,222,636 tags at 31 December 2011).

	2012			2011			Change 2012 vs. 2011	
	ASF	Escota	ASF + Escota	ASF	Escota	ASF + Escota	Amount	%
Number of customers	945,603	223,386	1,168,989	764,345	216,944	981,289	187,700	19.1%
Number of tags	1,145,884	315,849	1,461,733	915,714	306,922	1,222,636	239,097	19.6%

Investments

ASF and Escota made investments of €937.7 million in 2012, compared with €1,042.8 million in 2011, a decrease of €105.1 million:

Type of investment *(in € millions)*	2012			2011			% change (Group)
	ASF	Escota	ASF + Escota	ASF	Escota	ASF + Escota	
Construction of new sections(*)	305.1		305.1	418.4		418.4	-27.1%
Supplementary investments on motorways in service(*)	362.5	210.1	572.6	349.8	212.3	562.1	1.9%
Operating tangible fixed assets(*)	41.5	18.5	60.0	43.1	19.2	62.3	-3.7%
Total	**709.1**	**228.6**	**937.7**	**811.3**	**231.5**	**1,042.8**	**-10.1%**

(*) *Including capitalised production, borrowing costs, grants and financial investments.*

ASF's main investments in 2012 were as follows:

New sections

A89 - Balbigny/La Tour-de-Salvagny (53 km)

Work on this 53 km section of road (including 8 viaducts and 3 tunnels) continued throughout 2012 and was completed at the end of the year. Pre-opening safety inspections by government agencies took place in December 2012, and the section came into service on 19 January 2013.

A87 - Sorges/Mûrs Erigné (7 km)

Widening work on the Sorges - Haute Perche section was completed before 30 June 2012. After that date, completion work mainly involved laying a new surface course on all of the section (completed in July 2012), the completion of improvement works on the old viaduct, and the installation of operational facilities.

A64 - Briscous/Bayonne – Mousserolles (11 km)

ASF was granted the concession for this project by decree on 1 March 2002.

In early 2012, government agencies carried out a technical audit of this section of road, and informed ASF on 5 December 2012 that the matter was being referred to the Prefect of the Pyrénées Atlantiques region, so that the public enquiry needed to classify the RD1 for motorway use could be carried out.

As part of the next master plan, the government agencies and ASF defined the studies and technical and environmental upgrading work required on this section. Initial work to reclassify the RD1 for motorway use and to upgrade its safety installations will be carried out as soon as the motorway reclassification procedure has been completed.

A89 - Saint Pardoux l'Ortigier/Saint Germain les Vergnes (widening of the RD9 to two lanes for 5 km)

The public enquiry relating to the Declaration of Public Utility took place between 7 November 2011 and 9 December 2011. As part of this procedure, the matter was submitted to the *Conseil d'État* on 29 November 2012, and the Declaration of Public Utility decree is expected in June 2013.

Widening and capacity improvement

A9 - Relief motorway for the A9 at Montpellier (23 km)

The timetable and financial compensation arrangements were amended as part of talks regarding the 2012-2016 master plan. The entry into service of the relief A9 three-lane dual carriageway at Montpellier is due on 31 December 2017.

Land purchases are continuing. 70% of the land required to complete the project has now been acquired.

Procedures relating to the protection of water sources have begun, as has protection work relating to protected species.

The first salvage excavations started in autumn 2012 on two sensitive sites, along with initial work on rerouting networks.

Furthermore, work relating to speed-reduction measures announced by the minister on 29 September 2011, aimed at increasing the safety of motorway users in the Montpellier region, has been completed and the installations became operational in July 2012.

A9 - Perpignan Nord/Perpignan Sud: widening to three-lane dual carriageway (14 km)

Work on widening bridges from the outside is complete.

Work on the main contract (earthworks, hydraulics, communications restoration and civil engineering – including noise barriers and ground-mounted and overhead signs) is continuing in line with the timetable for the opening of the whole three-lane dual carriageway to traffic by 30 June 2013.

A third northbound (Spain/France) lane came into service on a 10 km section on 29 June 2012.

A9 - Perpignan Nord/Le Boulou: widening to three-lane dual carriageway (17 km)

The study phase is nearing completion.

All of the land required for the project has been acquired, and archaeological procedures have been completed.

The order by the Prefect authorising the destruction of habitats for protected fauna and flora was given on 18 September 2012. Since this order allows a very limited time for clearing work, this work was brought forward to start during the first authorised period (October 2012 - February 2013).

Work to ascertain and locate the networks that need to be rerouted has been completed, and the first network rerouting agreements have been signed.

Work on this section should begin in earnest as a continuation of work on the Perpignan Nord/Perpignan Sud section.

A63 - Biriatou/Ondres: widening to three-lane dual carriageway (40 km)

The three-lane Biarritz/Ondres section (18 km) opened on 6 July 2012, well ahead of the deadline set by the concession specifications for this section.

For the southern section between Biriatou and Biarritz (22 km), discussions regarding the toll status of the Saint Jean de Luz interchange are still taking place between the local authorities and central government. On 27 May 2010, pending, the DIT (the French government's transport infrastructure department) suspended the contractual deadline for widening the Biriatou/Biarritz section to a three-lane dual carriageway. This external cause was totally out of ASF's control.

Other investments in motorways in service

- A11 – Pellouailles-les-Vignes interchange: additional slip roads for this interchange requested by the local authorities have been installed and came into service in late June 2012.

Escota's investments related in particular to:

- work on A8 tunnels bypassing Nice as far as La Turbie and between La Turbie and the Italian border, to make them compliant with new safety rules;
- work to widen the A50 to a three-lane dual carriageway on the La Ciotat/Bandol section.

Financing

In 2012, ASF made several issues of bonds and similar instruments under its EMTN (Euro Medium Term Note) programme, for a face value of €170 million, through three private placements:

- €50 million of 11-year bonds on 25 June 2012;
- €50 million of 12-year bonds on 2 July 2012;
- €70 million of bonds with a maturity of 10 years and 1 month on 18 December 2012.

On 20 July 2012, ASF refinanced its €2 billion syndicated credit facility due to expire in December 2013 to an amount brought back to €1.785 billion, with a 5-year maturity.

On 31 July 2012, ASF renewed its internal revolving credit facility with VINCI. This facility is now for €2 billion and a maturity brought to 5 years.

Main transactions with related parties

The main transactions with related parties are shown in Note E.19. "Related party transactions" to the 2012 consolidated financial statements.

Risk factors

Since toll receipts account for virtually all the revenue from operating concessions, the main risks for the ASF Group relate in particular to traffic or infrastructure usage and users' acceptance of tolls and prices. Traffic levels may also be affected by fuel prices.

Details of the main financial risks are given in Note C.16. "Financial risk management" to the 2012 consolidated financial statements.

1. Revenue

(in € millions)	2012	2011	% change
Toll revenue	3,120.0	3,103.1	0.5%
Fees for use of commercial premises	44.0	43.6	0.9%
Fees for optical fibres, telecommunications and other	27.6	23.5	17.4%
Revenue excluding revenue from works	**3,191.6**	**3,170.2**	**0.7%**
Concession companies' revenue derived from works	647.5	845.5	-23.4%
Revenue	**3,839.1**	**4,015.7**	**-4.4%**

The ASF Group's consolidated revenue for 2012 and 2011 breaks down as follows:

(in € millions)	2012	2011	% change
Toll revenue	**3,120.0**	**3,103.1**	**0.5%**
of which ASF	2,464.5	2,455.4	0.4%
of which Escota	655.5	647.7	1.2%
Fees for use of commercial premises	**44.0**	**43.6**	**0.9%**
of which ASF	36.6	36.5	0.3%
of which Escota	7.4	7.1	4.2%
Fees for optical fibres, telecommunications and other	**27.6**	**23.5**	**17.4%**
of which ASF	12.0	10.6	13.2%
of which Escota	3.7	3.3	12.1%
of which RTFM	2.1	1.9	10.5%
of which Truck Etape	0.2	0.3	-33.3%
of which Openly	2.8	2.4	16.7%
of which Jamaican Infrastructure Operator	6.8	5.0	36.0%
Revenue excluding revenue from works	**3,191.6**	**3,170.2**	**0.7%**
of which ASF	2,513.1	2,502.5	0.4%
of which Escota	666.6	658.1	1.3%
of which RTFM	2.1	1.9	10.5%
of which Truck Etape	0.2	0.3	-33.3%
of which Openly	2.8	2.4	16.7%
of which Jamaican Infrastructure Operator	6.8	5.0	36.0%
Concession companies' revenue derived from works	**647.5**	**845.5**	**-23.4%**
of which ASF	491.0	673.9	-27.1%
of which Escota	156.5	171.6	-8.8%
Revenue	**3,839.1**	**4,015.7**	**-4.4%**
of which ASF	3,004.1	3,176.4	-5.4%
of which Escota	823.1	829.7	-0.8%
of which RTFM	2.1	1.9	10.5%
of which Truck Etape	0.2	0.3	-33.3%
of which Openly	2.8	2.4	16.7%
of which Jamaican Infrastructure Operator	6.8	5.0	36.0%

Revenue (excluding construction revenue) for ASF and Escota breaks down as follows:

	2012			2011			Change 2012 vs. 2011	
Revenue *(in € millions)*	**ASF**	**Escota**	**ASF + Escota**	**ASF**	**Escota**	**ASF + Escota**	**Amount**	**%**
Toll revenue	2,464.5	655.5	3,120.0	2,455.4	647.7	3,103.1	16.9	0.5%
Fees for use of commercial premises	36.6	7.4	44.0	36.5	7.1	43.6	0.4	0.9%
Fees for use of optical fibres and telecommunication pylons	12.0	3.7	15.7	10.6	3.3	13.9	1.8	12.9%
Total revenue	**2,513.1**	**666.6**	**3,179.7**	**2,502.5**	**658.1**	**3,160.6**	**19.1**	**0.6%**

The 2012 consolidated revenue (excluding revenue from construction work) of ASF and Escota alone was €3,179.7 million, up 0.6% compared with 2011 (€3,160.6 million).

1.1. Revenue from tolls

Toll revenue rose by 0.5% to €3,120.0 million in 2012, as opposed to €3,103.1 million in 2011.

This change was due to the combined effect of the following two main factors:

- effect of traffic on a comparable network basis: -1.5%;
- effect of prices and rebates: +2.0%.

Toll revenue breaks down by payment method as follows:

	2012			2011			Change	
Revenue *(in € millions)*	**ASF**	**Escota**	**ASF + Escota**	**ASF**	**Escota**	**ASF + Escota**	**2012 vs. 2011**	**%**
Immediate payment	255.0	101.9	356.9	293.2	111.5	404.7	(47.8)	-11.8%
Account holders	20.7	111.9	132.6	26.2	110.9	137.1	(4.5)	-3.3%
ETC payments	1,118.1	213.2	1,331.3	1,061.5	192.0	1,253.5	77.8	6.2%
Bank cards	894.0	191.1	1,085.1	890.3	192.6	1,082.9	2.2	0.2%
Charge cards	175.7	37.0	212.7	183.4	40.3	223.7	(11.0)	-4.9%
Onward-invoiced expenses	1.0	0.4	1.4	0.8	0.4	1.2	0.2	16.7%
Toll revenue	**2,464.5**	**655.5**	**3,120.0**	**2,455.4**	**647.7**	**3,103.1**	**16.9**	**0.5%**

1.2. Revenue from commercial premises

Revenue from commercial premises amounted to €44.0 million in 2012 compared with €43.6 million in 2011, a 0.9% increase.

1.3. Revenue from optical fibres and pylons rentals

Revenue from rental of optical fibres and pylons was €15.7 million in 2012, an increase of 12.9% relative to 2011 (€13.9 million).

2. Results

2.1. Operating income

Operating income was €1,642.4 million in 2012, a decrease of 0.4% (€6.6 million) compared with 2011 (€1,649 million).

This decline was mainly the result of a €27.2 million increase in depreciation and amortisation expense, offsetting the €21.4 million rise in operating revenue.

Operating expenses fell by 7.0% to €2,214.0 million in 2012 (€2,380.1 million in 2011). They included construction costs incurred to build assets under concession, which fell by 23.4% from €845.5 million in 2011 to €647.5 million in 2012.

Excluding these construction costs, operating expenses amounted to €1,566.5 million in 2012, up 2.1% compared with the 2011 figure of €1,534.6 million.

The following points may be noted in respect of this change in operating expenses:

- a 2.8% fall in **purchases consumed,** from €28.9 million in 2011 to €28.1 million in 2012. This €0.8 million decrease relates to expenses arising from winter weather conditions during all 2012, which were particularly favourable compared with 2011.
- a 19.8% decrease in **external expenses** (external services, temporary labour, subcontracting and construction costs) from €1,047.0 million in 2011 to €839.7 million in 2012, a fall of €207.3 million. This decline was partly due to the fall in construction costs involved in building concession assets, which were down 23.4% at €647.5 million in 2012 versus €845.5 million in 2011.
  Excluding these construction costs, external expenses were down by 4.6% (€9.3 million) from €201.5 million in 2011 to €192.2 million in 2012.
- a 0.5% fall in **taxes and levies** from €420.7 million in 2011 to €418.5 million in 2012.
- a 2.9% increase in **employment costs** from €351.4 million in 2011 to €361.6 million in 2012.
- a 4.9% rise in **depreciation and amortisation charges** from €553.1 million in 2011 to €580.3 million in 2012.
  The bulk of this comprises the special concession amortisation charge net of reversals of grants, which increased from €452.5 million in 2011 to €476.8 million in 2012 relating especially to investments made and brought into service since December 2011.
  Depreciation and amortisation of non-current operating assets and intangible assets rose from €100.6 million in 2011 to €103.5 million in 2012.
- an increase in the income represented by **net provision charges,** which was €12.7 million in 2012 compared with €18 million in 2011.
- a reduction in **share-based payment expenses** from €4.7 million in 2011 to €3.9 million in 2012.
- a decrease in the share of **profit or loss of companies accounted for under the equity method,** which amounted to a profit of €2.2 million in 2012 compared with a profit of €5.6 million in 2011 (see Note C.9.2. "Financial information on companies accounted for under the equity method").

2.2. Cost of net financial debt and other financial income and expense

The cost of net financial debt fell 4.6% from €468.9 million in 2011 to €447.2 million in 2012 (see Note B.3. "Financial income and expense").

Other financial income and expense resulted in net income of €43.0 million in 2012 compared with net income of €53.6 million in 2011 (see Note B.3. "Financial income and expense").

2.3. Income tax

The tax expense, corresponding to current and deferred tax, was €449.3 million for 2012, up 1.3% compared with the 2011 figure of €443.5 million (see Note B.4. "Income tax").

2.4. Net income

Net income attributable to owners of the parent amounted to €787.5 million in 2012, down 0.2% compared with the 2011 figure of €788.8 million.

Earnings per share amounted to €3.409 in 2012 compared with €3.415 in 2011.

Income attributable to non-controlling interests was stable at €1.4 million in 2012, the same as in 2011.

3. Balance sheet

Total non-current assets amounted to €13,299.6 million net at 31 December 2012, an increase of €546.8 million relative to 31 December 2011 (€12,752.8 million).
This increase was mainly related to the increase in 2012 in the gross amount of construction and operating assets acquired (€937.6 million) being greater than that of depreciation and amortisation expenses (€580.3 million).
It also reflects an increase in the fair value of derivative financial instruments (assets) of €188.5 million, the €2.1 million increase in holdings in companies accounted for under the equity method and the €1.0 million increase in other non-current financial assets.

Total current assets amounted to €654.0 million at 31 December 2012, up €93.1 million from the 31 December 2011 figure of €560.9 million. The increase was due to increases of €66.9 million in cash and cash equivalents, €17.2 million in trade receivables, €4.6 million in other current operating assets, €0.4 million in other non-current operating assets, €0.1 million in current tax assets and €4.6 million in the fair value of current derivative assets. This increase was partly offset by a €0.7 million fall in inventories and work in progress.

Equity increased by €561.6 million to stand at €663.8 million at 31 December 2012 (compared with €102.2 million at 31 December 2011). This was mainly due to income for the year attributable to owners of the parent (€787.5 million), the payment of final and interim dividends for €187.1 million, and a €1.1 million positive impact from non-controlling interests, partly offset by the negative impact on reserves of the fair value of cash flow-hedging instruments of €37.4 million, share-based payments for €2.2 million and other changes totalling €0.3 million.

Total non-current liabilities were €10,580.8 million at 31 December 2012 (€10,263.1 million at 31 December 2011), an increase of €317.7 million. This was mainly due to the increase in bonds in issue (€336.5 million including a €183.6 million impact from fair-value hedges), the fair value of non-current derivatives liabilities (€91.6 million) and other non-current liabilities (€1.3 million), partly offset by decreases of €83.9 million in other loans and financial debts, €26.0 million in non-current deferred tax liabilities and €1.8 million in non-current provisions.

Total current liabilities amounted to €2,709.0 million at 31 December 2012, down €239.4 million from 31 December 2011 (€2,948.4 million). This decrease was mainly due to a reduction of €230.0 million in the short-term portion of loans, €21.9 million in other non-operating current liabilities and €19.8 million in current tax liabilities, offset by an increase of €20.7 million in other current operating liabilities, €11.4 million in current provisions and €0.2 million in short-term bank borrowings.

After taking account of these various items, the **Group's net financial debt** at 31 December 2012 amounted to €11,128.1 million, compared with €11,273.7 million at 31 December 2011, a decrease of €145.6 million.

4. Cash flows

The Group's statement of cash flows shows a **closing net balance of cash and cash equivalents** of €135.3 million, up €66.7 million from the opening balance of €68.6 million.

This change breaks down as follows:

- there was a slight increase (+1.0%) in **cash flow from operations before tax and financing costs** to €2,206.7 million in 2012, versus €2,185.4 million in 2011. As a proportion of revenue, cash flow from operations before tax and financing costs rose from 68.9% in 2011 to 69.1% in 2012;
- **cash flows from operating activities** totalled €1,289.7 million in 2012, up 5.4% compared to the year 2011 (€1,223.7 million);
- **net cash flows used in investing activities** amounted to €885.5 million in 2012, up nearly 3% compared with 2011 (€859.7 million);
- **net cash flows used in financing activities** represented an outflow of €337.5 million in 2012 compared with an outflow of €349.2 million in 2011. These flows mainly comprise dividend payments to ASF shareholders (€187.1 million), the proceeds of new long-term borrowings (€1,320.5 million comprising €170.5 million of bond issues and €1,150.0 million of drawings on the VINCI credit facility), the repayment of long-term borrowings for a total of €426.9 million, and the €1,043.8 million negative impact from cash management assets and other financial debts, with €1,030.0 million of 2011 drawings on the VINCI credit facility reclassified as long-term borrowings after the facility's term was extended.

5. Parent company financial statements

5.1. Revenue

Revenue recorded in ASF's individual financial statements amounted to €2,513.1 million in 2012, a 0.4% increase compared with 2011 (€2,502.5 million).

5.2. Net income

2012 net income totalled €639.7 million, down 30.0% compared with 2011 (€914.0 million).

This includes final and interim dividends of €30.5 million received from the Escota subsidiary in 2012 (compared with €331.7 million in 2011).

Consolidated financial statements

FINANCIAL STATEMENTS

Consolidated income statement for the period

(in € millions)	Notes	2012	2011
Revenue(*)	**B.1.**	**3,191.6**	**3,170.2**
Concession companies' revenue derived from works		647.5	845.5
Total revenue		3,839.1	4,015.7
Revenue from ancillary activities		19.0	12.5
Operating expenses		(2,214.0)	(2,380.1)
Operating income from ordinary activities	**B.2.**	**1,644.1**	**1,648.1**
Share-based payment expenses (IFRS 2)	C.12.	(3.9)	(4.7)
Income/(loss) of companies accounted for under the equity method		2.2	5.6
Operating income	**B.2.**	**1,642.4**	**1,649.0**
Cost of gross financial debt		(448.3)	(470.3)
Financial income from cash investments		1.1	1.4
Cost of net financial debt	**B.3.**	**(447.2)**	**(468.9)**
Other financial income	B.3.	70.6	62.7
Other financial expense	B.3.	(27.6)	(9.1)
Income tax expense	B.4.	(449.3)	(443.5)
Net income		**788.9**	**790.2**
Net income attributable to non-controlling interests		1.4	1.4
Net income attributable to owners of the parent		**787.5**	**788.8**
Earnings per share attributable to owners of the parent			
Basic earnings per share *(in €)*	B.5.	3.409	3.415
Diluted earnings per share *(in €)*	B.5.	3.409	3.415

(*) *Excluding concession companies' revenue derived from works.*

Consolidated comprehensive income statement for the period

(in € millions)	Notes	2012 Attributable to owners of the parent	2012 Attributable to non-controlling interests	2012 Total	2011 Attributable to owners of the parent	2011 Attributable to non-controlling interests	2011 Total
Net income		**787.5**	**1.4**	**788.9**	**788.8**	**1.4**	**790.2**
Financial instruments: changes in fair value	B.3. - C.11.3.	(57.7)		(57.7)	(66.9)		(66.9)
of which:							
Available-for-sale financial assets				*0.0*	*0.1*		*0.1*
Cash flow hedges(*)		*(57.7)*		*(57.7)*	*(67.0)*		*(67.0)*
Currency translation differences		(0.3)	(0.1)	(0.4)	0.5		0.5
Income tax(**)	C.11.3.	20.3		20.3	23.5		23.5
Income and expense for the period recognised directly in equity		**(37.7)**	**(0.1)**	**(37.8)**	**(42.9)**	**0.0**	**(42.9)**
Total comprehensive income		**749.8**	**1.3**	**751.1**	**745.9**	**1.4**	**747.3**

(*) 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.

(**) +€20.3 million of tax effects relating to changes in the fair value of financial instruments used to hedge cash flows (effective portion) versus +€23.5 million at 31 December 2011.

Consolidated balance sheet – assets

(in € millions)	Notes	31/12/2012	31/12/2011
Non-current assets			
Concession intangible assets	C.6.	11,803.2	11,560.0
Other intangible assets	C.7.	49.2	41.4
Property, plant and equipment	C.8.	879.6	775.4
Investments in companies accounted for under the equity method	C.9.	15.3	13.2
Other non-current financial assets	C.10.	13.6	12.6
Fair value of derivative financial instruments (non-current assets)	C.15.	538.7	350.2
Total non-current assets		**13,299.6**	**12,752.8**
Current assets			
Inventories and work in progress	C.14.	8.7	9.4
Trade receivables	C.14.	249.6	232.4
Other current operating assets	C.14.	162.2	157.6
Other current non-operating assets		11.9	11.5
Current tax assets		0.2	0.1
Fair value of derivative financial instruments (current assets)	C.15.	85.7	81.1
Cash management financial assets	C.15.	0.2	0.2
Cash and cash equivalents	C.15.	135.5	68.6
Total current assets		**654.0**	**560.9**
Total assets		**13,953.6**	**13,313.7**

Consolidated balance sheet – equity and liabilities

(in € millions)	Notes	31/12/2012	31/12/2011
Equity			
Share capital		29.3	29.3
Share premium			
Consolidated reserves		19.9	(579.6)
Currency translation reserves		0.4	0.7
Net income attributable to owners of the parent		787.5	788.8
Amounts recognised directly in equity	C.11.3.	(177.4)	(140.0)
Equity attributable to owners of the parent		**659.7**	**99.2**
Non-controlling interests		4.1	3.0
Total equity		**663.8**	**102.2**
Non-current liabilities			
Non-current provisions	C.13.	83.0	84.8
Bonds	C.15.	4,950.7	4,614.2
Other loans and borrowings	C.15.	5,218.6	5,302.5
Fair value of derivative financial instruments (non-current liabilities)	C.15.	197.2	105.6
Other non-current liabilities		13.6	12.3
Deferred tax liabilities	B.4.3.	117.7	143.7
Total non-current liabilities		**10,580.8**	**10,263.1**
Current liabilities			
Current provisions	C.14.	363.1	351.7
Trade payables	C.14.	67.9	67.9
Other current operating liabilities	C.14.	361.9	341.2
Other current non-operating liabilities		374.2	396.1
Fair value of derivative financial instruments (current liabilities)	C.15.	29.2	29.2
Current tax liabilities		20.2	40.0
Current financial debts	C.15.	1,492.3	1,722.3
Short-term bank borrowings	C.15.	0.2	
Total current liabilities		**2,709.0**	**2,948.4**
Total equity and liabilities		**13,953.6**	**13,313.7**

Consolidated cash flow statement

(in € millions)		Notes	2012	2011
Consolidated net income for the period (including non-controlling interests)			**788.9**	**790.2**
Depreciation and amortisation			580.3	553.1
Net increase/(decrease) in provisions			(2.3)	1.7
Share-based payments (IFRS 2) and other restatements			16.4	(2.0)
Gain or loss on disposals			(0.3)	(4.7)
Share of profit or loss of companies accounted for under the equity method, dividends received from unconsolidated entities and profit or loss from operations classified as held for sale			(2.7)	(5.9)
Capitalised borrowing costs			(70.1)	(59.4)
Cost of net financial debt recognised			447.2	468.9
Current and deferred tax expense recognised			449.3	443.5
Cash flows (used in)/from operations before tax and financing costs			**2,206.7**	**2,185.4**
Changes in operational WCR and current provisions		C.14.	(7.0)	(54.5)
Income taxes paid			(476.3)	(446.0)
Net interest paid			(433.7)	(461.2)
Dividends received from companies accounted for under the equity method				
Cash flows (used in)/from operating activities	**I**		**1,289.7**	**1,223.7**
Purchases of property, plant and equipment and intangible assets			*(23.1)*	*(19.4)*
Net operating investments			**(23.1)**	**(19.4)**
Operating cash flow			**1,266.6**	**1,204.3**
Investments in concession fixed assets (net of grants received)			*(862.7)*	*(841.2)*
Growth investments in concessions			**(862.7)**	**(841.2)**
Free cash flow (after investments)			**403.9**	**363.1**
Purchases of shares in subsidiaries and affiliates (consolidated and unconsolidated)			*(0.1)*	
Net financial investments			**(0.1)**	**0.0**
Other			0.4	0.9
Net cash flows (used in)/from investing activities	**II**		**(885.5)**	**(859.7)**
Dividends paid				
- to shareholders of ASF		C.11.4.	*(187.1)*	*(1,330.4)*
- to non-controlling interests			*(0.2)*	*(2.4)*
Proceeds from new long-term borrowings		C.15.	1,320.5	639.8
Repayments of long-term loans		C.15.	(426.9)	(637.6)
Change in cash management assets and other current financial debts			(1,043.8)	981.4
Net cash flows (used in)/from financing activities	**III**		**(337.5)**	**(349.2)**
Change in net cash	**I + II + III**		**66.7**	**14.8**
Net cash and cash equivalents at beginning of period		**C.15.**	**68.6**	**53.8**
Net cash and cash equivalents at end of period		**C.15.**	**135.3**	**68.6**
Increase/(decrease) in cash management financial assets			1,043.8	(981.4)
(Proceeds from)/repayment of loans			(893.6)	(2.2)
Other changes			(71.3)	(74.7)
Change in net financial debt			**145.6**	**(1,043.5)**
Net financial debt at beginning of period		**C.15.**	**(11,273.7)**	**(10,230.2)**
Net financial debt at end of period		**C.15.**	**(11,128.1)**	**(11,273.7)**

Consolidated statement of changes in equity

(in € millions)	Share capital	Share premium	Consolidated reserves	Net income for the period	Currency translation reserves	Amounts recognised directly in equity	Total attributable to owners of the parent	Non-controlling interests	Total
	Equity attributable to owners of the parent								
Balance at 01/01/2011	**29.3**		**21.2**	**733.7**	**0.2**	**(96.6)**	**687.8**	**4.0**	**691.8**
Net income for the period				788.8			**788.8**	1.4	**790.2**
Income and expense for the period recognised directly in equity					0.5	(43.4)	**(42.9)**		**(42.9)**
Total comprehensive income for the period				**788.8**	**0.5**	**(43.4)**	**745.9**	**1.4**	**747.3**
Allocation of net income and dividend payments			(596.7)	(733.7)			**(1,330.4)**	(2.4)	**(1,332.8)**
Share-based payments (IFRS 2)			(4.1)				**(4.1)**		**(4.1)**
Balance at 31/12/2011	**29.3**		**(579.6)**	**788.8**	**0.7**	**(140.0)**	99.2	**3.0**	102.2
Net income for the period				787.5			**787.5**	1.4	**788.9**
Income and expenses for the period recognised directly in equity					(0.3)	(37.4)	**(37.7)**	(0.1)	**(37.8)**
Total comprehensive income for the period				**787.5**	**(0.3)**	**(37.4)**	**749.8**	**1.3**	**751.1**
Allocation of net income and dividend payments			601.7	(788.8)			**(187.1)**	(0.2)	**(187.3)**
Share-based payments (IFRS 2)			(2.2)				**(2.2)**		**(2.2)**
Balance at 31/12/2012	**29.3**		**19.9**	**787.5**	**0.4**	**(177.4)**	659.7	**4.1**	663.8

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

A. Accounting policies and measurement

A.1. General principles

Pursuant to Regulation (EC) No. 1606/2002 of 19 July 2002, the ASF Group'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 retained 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 consolidated financial statements were finalised by the Board of Directors on 31 January 2013 and will be submitted to the Shareholders' General Meeting for approval on 20 March 2013.

A.1.1. New standards and interpretations applicable from 1 January 2012

The other new Standards and Interpretations applicable from 1 January 2012 have no material impact on the ASF Group's consolidated financial statements at 31 December 2012. These are mainly:

- Amendment to IFRS 7 "Disclosures - Transfers of Financial Assets";
- Amendment to IAS 12 "Deferred Tax: Recovery of Underlying Assets".

A.1.2. Standards and interpretations adopted by the IASB but not yet applicable at 31 December 2012

The Group has not applied early any of the following Standards or Interpretations, application of which 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".

The ASF Group is currently analysing the impacts and practical consequences of applying these Standards and Interpretations.

A.2. Consolidation methods

A.2.1. Consolidation scope

There were no acquisitions or disposals in 2012.

Companies in which ASF holds, whether directly or indirectly, the majority of voting rights enabling control to be exercised, are fully consolidated. This applies to Escota, Radio Trafic FM (RTFM), Jamaican Infrastructure Operator (JIO), Truck Etape and Openly.

Companies over which the Group exercises significant influence are accounted for under the equity method. This applies to the shareholdings in TransJamaican Highway and Axxès.

The consolidated financial statements include the financial statements of all companies with revenue of more than €2 million, and of subsidiaries whose revenue is below this figure but whose impact on the Group's financial statements is material.

The Group's consolidation scope did not change in 2012:

	2012			2011		
(number of companies)	Total	France	Foreign	Total	France	Foreign
Full consolidation	6	5	1	6	5	1
Equity method	2	1	1	2	1	1
Total	**8**	**6**	**2**	**8**	**6**	**2**

A.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 an equity-accounted entity in the case of profits or losses realised between a fully consolidated entity and an equity-accounted entity.

A.2.3. Translation of the financial statements of foreign subsidiaries and establishments

In most cases, the functional currency of companies 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.

A.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.

A.2.5. 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.

A.3. Measurement rules and methods

A.3.1. Use of estimates

The preparation of financial statements under the IFRSs requires estimates to be used and assumptions to be made that affect the amounts shown in those financial statements.
These estimates assume the operation is a going concern and are made on the basis of 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.

A.3.1.1. Values used in impairment tests

The assumptions and estimates made to determine the recoverable amount of intangible assets and property, plant and equipment relate in particular to the assessment of market prospects, needed to estimate the cash flows, and discount rates adopted. Any change in these assumptions could have a material effect on the recoverable amount.

A.3.1.2. 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 schemes. This expense is measured on the basis of actuarial calculations using estimated behavioural assumptions based on observation of past behaviour.

A.3.1.3. 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.
These assumptions are generally updated annually. Details of the assumptions used and how they are determined are given in Note C.13.1. "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.

A.3.1.4. Measurement of provisions

The factors that have a material influence on the amount of provisions mainly relate to forecasts for major maintenance expenditures over several years, used as a basis for the provisions for the obligation to maintain the condition of concession assets. These forecasts are estimated taking account of indexation clauses included in construction contracts (mainly the TP01 and TP09 indices) and discount factors to determine their present value.

A.3.1.5. Measurement of financial instruments at fair value

Fair value is determined on the basis of the following three models or levels:

- **Level 1**: price quoted 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 us by the counterparties.
- **Level 3**: internal model using non-observable factors: for ASF, this model applies only for holdings of unlisted shares, which, in the absence of an active market, are measured at their cost of acquisition plus transaction costs.

A.3.2. Revenue

Consolidated revenue is recognised in accordance with IAS 18 "Revenue" and IAS 11 "Construction Contracts". The method for recognising revenue in respect of concession contracts is explained in Note A.3.4. "Concession contracts" below. Revenue comprises:

- payments received on road infrastructures operated under concessions and ancillary income such as fees for use of commercial premises, and revenue from the rental of telecommunication infrastructures and parking facilities; and
- revenue in respect of the construction of new concession infrastructure recognised on a stage of completion basis in accordance with IAS 11.

A.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 recognised in revenue.

A.3.4. 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 consideration from either:

- **users: the intangible asset model applies**. The operator has a right to receive tolls (or other payments) from users in consideration for the financing and construction of the infrastructure. The intangible asset model also applies whenever the concession grantor remunerates the concession operator on the basis of how much users use the infrastructure, 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 method applies to ASF and Escota.

- **the grantor: the financial asset model applies**. The operator has an unconditional contractual right to receive payments from the grantor, irrespective of the amount of use made of the infrastructure.

  Under this model, the operator recognises a financial asset, attracting interest, in its balance sheet, in consideration for the services it provides (designing and building). 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.

  This model does not apply to the ASF Group's companies.

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 use of the infrastructure, is recognised as "Concession intangible assets". On the basis of an analysis of existing contracts, this model does not apply to the ASF Group's companies.

A.3.5. Share-based payments

The measurement and recognition methods for share subscription and purchase plans, the *plans d'épargne Groupe* (Group savings schemes) and performance share plans, are defined by IFRS 2 "Share-based Payment". The granting of share options, performance shares and offers to subscribe to the Group savings schemes represent a benefit granted to their beneficiaries and therefore constitute supplementary remuneration borne by the Group. 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 schemes 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 its companies' operations, the Group has considered it appropriate not to include the corresponding expense in the operating income from ordinary activities, which is an indicator of the companies' performance, but to report it on a separate line, labelled Share-based payment expense (IFRS 2), in operating income.

A.3.5.1. VINCI 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 depends on performance conditions - based on 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 observation of historical data.

A.3.5.2. VINCI 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 VINCI 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.

A.3.5.3. VINCI Group savings schemes

Under Group savings schemes, VINCI issues new shares in France three times a year reserved for VINCI Group employees 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. The shares acquired by the employees under these plans regarding their sale or transfer, the fair value of the benefit to the employee takes account of the fact that the shares acquired cannot be freely disposed of for five years, other than in certain specific circumstances.

The Group recognises the benefits granted in this way to its employees as an expense over the vesting period, with a corresponding increase in consolidated equity.

A.3.6. Cost of net financial debt

The cost of net financial debt includes:

- the cost of gross financial debt, which includes the interest expense calculated at the effective interest rate, gains and losses on interest-rate derivatives allocated to gross financial debt, whether designated as hedges for accounting purposes or not;
- 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.

A.3.7. Other financial income and expense

Other financial income and expense mainly comprises the effects of discounting to present value, dividends received from unconsolidated entities, and capitalised borrowing costs.

Borrowing costs borne during the construction of concession assets are included in the cost of those assets. They are determined as follows:

- to the extent that funds are borrowed specifically for the purpose of constructing an asset, the borrowing costs eligible for capitalisation on that asset are the actual borrowing costs incurred during the period less any investment income arising from the temporary investment of those borrowings;

- when borrowing is not intended to finance a specific project, the interest eligible for capitalisation on an asset is determined by applying a capitalisation rate to the expenditure on that asset. This capitalisation rate is equal to the weighted average of the costs of borrowing funds for construction work, other than those specifically intended for the construction of given assets.

A.3.8. 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 and applied according to the schedule for the reversal of 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.

A.3.9. 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.

A.3.10. Concession intangible assets

Concession intangible assets correspond to the concession operator's right to operate the asset under concession in consideration for the investment expenditures incurred for the design and construction of the asset. This operator's right corresponds to the fair value of the construction of the asset under concession plus the borrowing costs capitalised during the construction phase. It is amortised over the term of the arrangement in a manner that reflects the pattern in which the asset's economic benefits are consumed by the entity, starting from the date when the right to operate starts to be used (see Note A.3.4. "Concession contracts").

For concessions that have recently entered 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 and Escota, the straight-line method is used.

A.3.11. Other intangible assets

This is mainly computer software. These assets are measured at cost less cumulative amortisation and impairment losses and are amortised on a straight-line basis over their useful lives.

A.3.12. 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.

A.3.13. Property, plant and equipment

Items of property, plant and equipment are recorded at their acquisition or production cost less cumulative depreciation and any impairment losses. They are not revalued. They also include concession operating assets that are not controlled by the grantor but that are necessary for operation of the concession such as buildings intended for use in the operation, equipment for toll collection, signing, data transmission and video-surveillance, and vehicles and equipment.

Depreciation is generally calculated on a straight-line basis over the period of use of the asset. Accelerated depreciation may however be used when it appears more appropriate to the conditions under which the asset is used. For certain complex assets comprising several components, in particular buildings and constructions, each component of the asset is depreciated over its own period of use.

The estimated periods of use of the various categories of items of property, plant and equipment are as follows:

Constructions:	
- Structure	between 20 and 30 years
- General technical installations	between 5 and 10 years
Plant and machinery	between 4 and 15 years
Computer equipment	between 3 and 5 years
Transport and handling equipment	between 2 and 10 years
Fixtures and fittings	between 5 and 10 years
Office furniture and equipment	between 3 and 10 years

Depreciation commences as from the date when the asset is ready to enter service.

A.3.14. 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 will either be 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.

A.3.15. Investments in companies accounted for under the equity method

Investments in companies accounted for under the equity method 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 are 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.3.14. "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 the Group's operational performance in the best way possible, the profit or loss of companies accounted for under the equity method is reported on a specific line, between the lines "operating income from ordinary activities" and "operating income".

These shareholdings are those in companies in which the Group has significant influence.

A.3.16. Other financial assets and fair value of derivatives (non-current assets)

Other non-current financial assets comprise available-for-sale securities, the part at more than one year of loans and receivables measured at their amortised cost and the fair value of derivative financial instruments designated as hedges for accounting purposes and maturing in more than one year (see Note A.3.24.2. "Fair value of derivative financial instruments (assets and liabilities)").

A.3.16.1. Available-for-sale securities

"Available-for-sale securities" comprises the Group's shareholdings in unconsolidated entities.

At the balance sheet date, available-for-sale securities are measured at their fair value. The fair value of shares in listed companies is determined on the basis of the stock market price at that balance sheet date. If the fair value of unlisted securities cannot be determined reliably, they continue to be measured at their original cost, i.e. their cost of acquisition plus transaction costs.

Changes in fair value are recognised directly in equity.

Whenever there is an objective indication that this asset is impaired, the corresponding loss is recognised in profit or loss and may not be reversed.

- For securities quoted on an active market, a long-lasting or material decline in fair value below their cost is an objective indication of their impairment. The factors considered by the Group in assessing the long-lasting or material nature of a decline in fair value are generally the following:
  - the impairment is long-lasting whenever the closing stock market price has been lower than the cost of the security for more than 18 months;
  - the impairment is material whenever, at the balance sheet date, there has been a 30% fall in the spot price compared with the cost of the financial asset.
- For unlisted securities, the factors considered are the decrease in value of the share of equity held and the absence of prospects for profit.

A.3.16.2. Loans and receivables at amortised cost

"Loans and receivables at amortised cost" mainly comprises receivables connected with shareholdings, current account advances to equity-accounted or unconsolidated entities, guarantee deposits, and other loans and receivables.

When first recognised, these loans and receivables are recognised at their fair value minus the directly attributable transaction costs. At each balance sheet date, these assets are measured at their amortised cost using the effective interest method.

If there is an objective indication of impairment of these loans and receivables, an impairment loss is recognised at the balance sheet date. The impairment loss, corresponding to the difference between the carrying amount and the recoverable amount (i.e. the present value of the expected cash flows discounted using the original effective interest rate), is recognised in profit or loss. This loss may be reversed if the recoverable value increases subsequently and if this favourable change can objectively be linked to an event arising after recognition of the impairment loss.

A.3.17. Inventories and work in progress

Inventories and work in progress are recognised at their cost of acquisition or of production by the entity. Inventories mainly comprise the necessary supplies for the maintenance and upkeep of motorways, spare parts for equipment (toll booths, electrical equipment, transport, machinery) computer and office supplies. At each balance sheet date, they are measured at the lower of cost and net realisable value.

A.3.18. 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, receivables are measured at their amortised cost less any impairment losses taking account of any likelihood of non-recovery.

An estimate of the likelihood of non-recovery is made at each balance sheet date and an impairment loss is recognised if necessary. The likelihood of non-recovery is assessed in the light of payment delays and guarantees obtained.

A.3.19. Other financial assets and fair value of derivatives (current assets)

"Other current financial assets" comprises the fair value of derivative financial instruments (assets) not designated as hedges, the part at less than one year of the fair value of derivative financial instruments (assets) designated as hedges and the part at less than one year of loans and receivables reported under other non-current financial assets (see Note A.3.24.2. "Fair value of derivative financial instruments (assets and liabilities)".

A.3.20. Cash management financial assets

"Cash management financial assets" comprises investments in monetary and bond securities, and units in UCITS, made with a short-term management objective, that do not satisfy the IAS 7 criteria for recognition as cash (see Note A.3.21. "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.

A.3.21. 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.

A.3.22. Non current provisions

Non-current provisions comprise provisions for retirement benefit obligations and other non-current provisions.

A.3.22.1. Provisions for retirement benefit obligations

Provisions are taken in the balance sheet for obligations connected with defined benefit retirement plans, for both current and former employees (people with deferred rights or who have retired). These provisions are determined using the projected unit credit method on the basis of actuarial assessments made at each annual balance sheet date. The actuarial assumptions used to determine the obligations vary depending on the economic conditions of the country where the plan is operated. Each plan's obligations are recognised separately.

For defined benefit plans financed under external management arrangements (i.e. pension funds or insurance policies), the surplus or shortfall of the fair value of the assets compared with the present value of the obligations is recognised as an asset or liability in the balance sheet, after deduction of cumulative actuarial gains and losses and any past service cost not yet recognised in profit or loss.

Past service cost corresponds to the benefits granted either when an entity adopts a new defined-benefit plan or when it changes the level of benefit of an existing plan. Whenever new rights to benefit are acquired as from the adoption of the new plan or the change of an existing plan, the past service cost is recognised immediately in profit or loss. Conversely, whenever adoption of a new plan or a change in a plan gives rise to the acquisition of rights after its implementation date, past service costs are recognised as an expense on a straight-line basis over the average period remaining until the corresponding rights are fully vested.

Actuarial gains and losses result from changes in actuarial assumptions and from experience adjustments (the effects of differences between the actuarial assumptions adopted and what has actually occurred).

Cumulative unrecognised actuarial gains and losses that exceed 10% of the higher of the present value of its 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 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 expense.

That part of provisions for retirement benefit obligations that matures within less than one year is shown under "other current liabilities".

A.3.22.2. 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 third parties arising from a past event, whenever it is probable that an outflow of resources embodying economic benefits will be required to settle this obligation and whenever a reliable estimate can be made of the amount of the obligation. These provisions are measured at their present value, corresponding to the best estimate of the outflow of resources required to settle the obligation.

The part at less than one year of other employee benefits is reported under "other current liabilities". The part at less than one year of provisions not directly linked to the operating cycle is reported under "current provisions".

A.3.23. 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 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 and TP09 indices). Provisions are also taken whenever recognised signs of defects are encountered on identified infrastructures.

These provisions are recognised at their present value. The effect of discounting provisions is recognised under "other financial expenses".

Provisions for disputes connected with operations mainly relate to disputes with customers, sub-contractors, 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 individual dismissals and for other risks related to operations.

A.3.24. Bonds and other loans and financial debt (current and non-current)

A.3.24.1. Bonds, other loans and financial debt

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 "cost of gross financial debt".

The benefit of a loan at a significantly below-market rate of interest, which is in particular the case for project finance granted by public-sector organisations, is treated as a government grant and recognised as a reduction of the debt and the related investments, in accordance with IAS 20.

Financial instruments that comprise both a 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 financial debts".

A.3.24.2. 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 exchange rate derivatives used by ASF 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 the fair value of instruments designated as non-current hedges are reported under "Fair value of current derivative financial instruments (assets)" or "Fair value of current derivative financial instruments (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.3.1.5. "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;
- 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 hedging instrument is recorded in equity under "currency translation reserves" and the portion considered as ineffective is recognised in profit or loss. The change in the value of the hedging instrument recognised in "translation differences" is reversed through profit or loss when the foreign entity in which the initial investment was made is disposed of.

Derivative financial instruments not designated as hedging instruments

Derivative financial instruments that are not designated as hedging instruments are reported in the balance sheet at fair value and changes in their fair value are recognised through profit or loss.

A.3.24.3. Put options granted to minority shareholders

Put options (options to sell) granted to the minority shareholders of certain Group subsidiaries are recognised under financial liabilities for the present value of the exercise price of the option and as a corresponding reduction of consolidated equity (non-controlling interest and equity attributable to equity holders of the parent for the surplus, if any).

A.3.25. Trade payables

Trade and other operating payables are current financial liabilities 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 payables are measured at amortised cost.

A.3.26. Off-balance sheet commitments

The Group's off-balance sheet commitments are monitored through a specific annual or six-monthly report.

Off-balance sheet commitments are reported in the appropriate Notes, as dictated by their nature.

A.3.27. Segment reporting

The Group is managed as a single business line, i.e. the collection of toll payments, to which ancillary payments are connected in relation to commercial premises, rental of fibre optic facilities, telecommunication equipment, and heavy goods vehicle parking facilities.

B. Notes to the income statement

B.1. Revenue

(in € millions)	2012	2011
Toll revenue	3,120.0	3,103.1
Fees for use of commercial premises	44.0	43.6
Fees for optical fibres, telecommunications and other	27.6	23.5
Revenue excluding revenue from works	**3,191.6**	**3,170.2**
Concession companies' revenue derived from works	647.5	845.5
Revenue	**3,839.1**	**4,015.7**

Breakdown of revenue in France and abroad, by Group company:

2012

	Revenue generated in France						Revenue generated outside France	
(in € millions)	ASF	Escota	RTFM	Truck Etape	Openly	Total	Jamaican Infrastructure Operator	Revenue 2012
Toll revenue	2,464.5	655.5				3,120.0		3,120.0
Fees for use of commercial premises	36.6	7.4				44.0		44.0
Fees for optical fibres, telecommunications and other	12.0	3.7	2.1	0.2	2.8	20.8	6.8	27.6
Revenue excluding revenue from works	**2,513.1**	**666.6**	**2.1**	**0.2**	**2.8**	**3,184.8**	**6.8**	**3,191.6**
Proportion of revenue generated in France	78.9%	20.9%	0.1%	0.0%	0.1%	100.0%		
Proportion of total revenue	78.7%	20.9%	0.1%	0.0%	0.1%	99.8%	0.2%	100.0%
Concession companies' revenue derived from works	**491.0**	**156.5**				**647.5**		**647.5**
Revenue	**3,004.1**	**823.1**	**2.1**	**0.2**	**2.8**	**3,832.3**	**6.8**	**3,839.1**

2011

	Revenue generated in France						Revenue generated outside France	
(in € millions)	ASF	Escota	RTFM	Truck Etape	Openly	Total	Jamaican Infrastructure Operator	Revenue 2011
Toll revenue	2,455.4	647.7				3,103.1		3,103.1
Fees for use of commercial premises	36.5	7.1				43.6		43.6
Fees for optical fibres, telecommunications and other	10.6	3.3	1.9	0.3	2.4	18.5	5.0	23.5
Revenue excluding revenue from works	**2,502.5**	**658.1**	**1.9**	**0.3**	**2.4**	**3,165.2**	**5.0**	**3,170.2**
Proportion of revenue generated in France	79.1%	20.8%	0.1%	0.0%	0.1%	100.0%		
Proportion of total revenue	78.9%	20.8%	0.1%	0.0%	0.1%	99.8%	0.2%	100.0%
Concession companies' revenue derived from works	**673.9**	**171.6**				**845.5**		**845.5**
Revenue	**3,176.4**	**829.7**	**1.9**	**0.3**	**2.4**	**4,010.7**	**5.0**	**4,015.7**

B.2. Operating income

(in € millions)	2012	2011
Revenue(*)	**3,191.6**	**3,170.2**
Concession companies' revenue derived from works	647.5	845.5
Total revenue	3,839.1	4,015.7
Revenue from ancillary activities	**19.0**	**12.5**
Purchases consumed	(28.1)	(28.9)
External services	(173.2)	(184.1)
Temporary employees	(5.2)	(5.2)
Subcontracting and construction costs	(661.3)	(857.7)
Taxes and levies	(418.5)	(420.7)
Employment costs	(361.6)	(351.4)
Other operating income and expenses	1.5	3.0
Depreciation and amortisation	(580.3)	(553.1)
Net provision expense	12.7	18.0
Operating expenses	**(2,214.0)**	**(2,380.1)**
Operating income from ordinary activities	**1,644.1**	**1,648.1**
% of revenue(*)	*51.5%*	*52.0%*
Share-based payment expenses (IFRS 2)	(3.9)	(4.7)
Income/(loss) of companies accounted for under the equity method	2.2	5.6
Operating income	**1,642.4**	**1,649.0**
% of revenue(*)	*51.5%*	*52.0%*

(*) *Excluding concession companies' revenue derived from works.*

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), and the share of the profit or loss of companies accounted for under the equity method.

B.2.1. Other operating income and expenses

Other operating income and expenses breaks down as follows:

(in € millions)	2012	2011
Operating grants and insurance settlements received	1.2	1.1
Net gains or losses on disposal of property, plant and equipment and intangible assets	0.3	1.9
Other operating income and expenses	**1.5**	**3.0**

B.2.2. Depreciation and amortisation

Net depreciation and amortisation breaks down as follows:

(in € millions)	2012	2011
Concession intangible assets	476.8	452.5
Other intangible assets	11.5	9.5
Property, plant and equipment	92.0	91.1
Depreciation and amortisation	**580.3**	**553.1**

B.3. Financial income and expense

The breakdown of financial income and expense by accounting category is as follows:

2012

(in € millions)	Cost of net financial debt	Other financial income and expense	Equity
Liabilities at amortised cost	(486.3)		
Assets and liabilities at fair value through profit or loss (fair value option)	1.1		
Derivatives designated as hedges: assets and liabilities	38.1 (*)		(57.7)
Derivatives at fair value through profit and loss (trading): assets and liabilities	(0.1)		
Loans and receivables			
Available-for-sale financial assets		0.5	
Effect of discounting to present value		(27.6)	
Capitalised borrowing costs		70.1	
Total financial income and expense	**(447.2)**	**43.0**	**(57.7)**

(*) *Details of results on hedging instruments are shown in the "Gains and losses on derivative instruments allocated to net financial debt" table below.*

2011

(in € millions)	Cost of net financial debt	Other financial income and expense	Equity
Liabilities at amortised cost	(492.9)		
Assets and liabilities at fair value through profit or loss (fair value option)	1.4		
Derivatives designated as hedges: assets and liabilities	28.2 (*)		(67.0)
Derivatives at fair value through profit and loss (trading): assets and liabilities	(5.6)		
Loans and receivables			
Available-for-sale financial assets		3.3	0.1
Effect of discounting to present value		(9.1)	
Capitalised borrowing costs		59.4	
Total financial income and expense	**(468.9)**	**53.6**	**(66.9)**

(*) *Details of results on hedging instruments are shown in the "Gains and losses on derivative instruments allocated to net financial debt" table below.*

The cost of net financial debt fell 4.6% from €468.9 million in 2011 to €447.2 million in 2012.

This net decrease of €21.7 million in the cost of net financial debt from 2011 was mainly due to the effect of:

- the decrease in short-term rates on floating and capped-floating rates;
- the rates applied to new bond issues in 2011 and 2012, which overall were lower than the average rate of debts redeemed during the period.

Other financial income and expense resulted in net income of €43.0 million in 2012 compared with net income of €53.6 million in 2011. This item includes in particular:

- capitalised borrowing costs in respect of concession construction work in progress amounting to €70.1 million in 2012 against €59.4 million in 2011;
- the effect of discounting provisions, debts and receivables at more than one year to present value for €27.6 million in 2012 (€9.1 million in 2011), relating mainly to provisions for retirement benefit obligations for €4.5 million in 2012 (€4.9 million in 2011), provisions for the obligation to maintain the condition of concession assets for €22.3 million in 2012 (€6.0 million in 2011) and other provisions, debts and receivables, which had a negative impact of €0.8 million in 2012 (positive impact of €1.8 million in 2011).

In 2011, a dilution profit of €2.9 million was recognised in relation to TJH's capital increase.

Gains and losses on derivative financial instruments allocated to financial debt (and designated as hedges) break down as follows:

(in € millions)	2012	2011
Net interest received from derivatives designated as fair value hedges	73.3	52.8
Change in value of derivatives designated as fair value hedges	186.3	192.8
Change in value resulting from the adjustment of hedged financial debt to fair value	(183.6)	(193.5)
Reserve recycled through profit or loss in respect of cash flow hedges	(37.9)	(23.2)
of which changes in fair value of derivative instruments hedging cash flows	*(19.6)*	*(14.1)*
Ineffective portion of cash flow hedges		(0.7)
Gains and losses on derivative instruments allocated to net financial debt	**38.1**	**28.2**

Details of derivative financial instruments are given in Note C.16. "Financial risk management".

B.4. Income tax

The income tax expense amounted to €449.3 million in 2012 (€443.5 million in 2011).

B.4.1. Breakdown of net tax expense

Income tax breaks down as follows:

(in € millions)	2012	2011
Current tax	(451.1)	(435.0)
Deferred tax	1.8	(8.5)
Income tax	**(449.3)**	**(443.5)**

The current tax expense (excluding provisions for tax expenses and provision reversals) recognised for the year was €456.4 million (€434.5 million in 2011), of which €354.2 million was for ASF (€329.2 million in 2011) and €101.8 million for Escota (€105.1 million in 2011).

B.4.2. Effective tax rate

The effective tax rate was 36.4% in 2012 compared with 36.1% in 2011.

The difference between the tax calculated using the standard tax rate in force in France and the amount of tax effectively recognised in the year can be analysed as follows:

(in € millions)	2012	2011
Income before tax and income/loss of companies accounted for under the equity method	1,236.0	1,228.1
Theoretical tax rate in France	36.10%	36.10%
Theoretical tax expense expected	**(446.2)**	**(443.3)**
Permanent differences and miscellaneous	(3.1)	(0.2)
Tax expense recognised	**(449.3)**	**(443.5)**
Effective tax rate (excluding Group's share in companies accounted for under the equity method)	36.35%	36.11%
Effective tax rate excluding impact of share-based payments and income/loss of companies accounted for under the equity method	36.24%	35.98%

The permanent differences shown in the effective tax rate reconciliation include the effects connected with the non-deductibility for tax purposes of certain components of the share-based payment expense for €3.9 million in 2012, compared with €2.7 million in 2011.

B.4.3. Breakdown of deferred tax assets and liabilities

		Changes			
(in € millions)	31/12/2012	Income	Equity	Other	31/12/2011
Deferred tax assets					
Tax loss carryforwards and tax credits					
Retirement and other employee benefit obligations	19.1	(0.5)			19.6
Provisions for holiday pay	11.3	(0.4)			11.7
Other provisions	9.5	0.5			9.0
Statutory profit-sharing	10.7	0.1			10.6
Fair value adjustment on financial instruments	98.4	(2.8)	20.3		80.9
Other	1.9	(5.9)			7.8
Total	**150.9**	**(9.0)**	**20.3**	**0.0**	**139.6**
Deferred tax liabilities					
Concession intangible assets (capitalised borrowing costs and other)	217.5	(10.2)			227.7
Concession tangible fixed assets	21.4	1.1			20.3
Tax-deductible archaeological excavation costs	5.0	0.3			4.7
Tax-regulated depreciation and amortisation expense	7.5	0.1			7.4
Provisions for major maintenance (discounting)	9.6	(5.5)			15.1
Fair value adjustment on available-for-sale assets	0.3				0.3
Other	7.3	(0.5)			7.8
Total	**268.6**	**(14.7)**	**0.0**	**0.0**	**283.3**
Net deferred tax asset or liability	**(117.7)**				**(143.7)**
Net deferred tax	**(117.7)**	**5.7**	**20.3**	**0.0**	**(143.7)**

B.5. Earnings per share

The number of shares outstanding has remained at 230,978,001 since 2002. The Company has not purchased any of its own shares. The Company has not issued any instrument that could give rights to shares. As a result, the weighted number of shares to take into consideration when calculating basic and diluted earnings per share in 2012 and 2011 is 230,978,001. Basic and diluted earnings per share are the same.

C. Notes to the balance sheet

C.6. Concession intangible assets

(in € millions)	Cost of infrastructure	Advances and in progress	Investment grants	Total
Gross				
01/01/2011	**16,584.2**	**1,398.7**	**(311.1)**	**17,671.8**
Acquisitions in the period	70.0	835.0	(13.3)	891.7
Disposals and retirements during the period	(1.2)			(1.2)
Other movements	262.7	(263.5)		(0.8)
31/12/2011	**16,915.7**	**1,970.2**	**(324.4)**	**18,561.5**
Acquisitions in the period	143.0	574.6	(2.1)	715.5
Disposals and retirements during the period	(1.8)			(1.8)
Other movements	500.1	(494.9)		5.2
31/12/2012	**17,557.0**	**2,049.9**	**(326.5)**	**19,280.4**
Amortisation				
01/01/2011	**6,654.1**	**0.0**	**(105.0)**	**6,549.1**
Amortisation during the period	460.6		(8.1)	452.5
Disposals and retirements during the period	(0.1)			(0.1)
Other movements				0.0
31/12/2011	**7,114.6**	**0.0**	**(113.1)**	**7,001.5**
Amortisation during the period	485.0		(8.2)	476.8
Disposals and retirements during the period	(1.1)			(1.1)
Other movements				0.0
31/12/2012	**7,598.5**	**0.0**	**(121.3)**	**7,477.2**
Net				
01/01/2011	**9,930.1**	**1,398.7**	**(206.1)**	**11,122.7**
31/12/2011	**9,801.1**	**1,970.2**	**(211.3)**	**11,560.0**
31/12/2012	**9,958.5**	**2,049.9**	**(205.2)**	**11,803.2**

Investments in 2012, excluding capitalised borrowing costs, amounted to €645.4 million (€832.3 million in 2011).

Borrowing costs included in the cost of concession assets before their entry into service amounted to €70.1 million in 2012 (€59.4 million in 2011).

Concession intangible assets in progress amounted to €2,049.9 million at 31 December 2012 (€1,476.9 million for ASF and €573.0 million for Escota), compared with €1,970.2 million at 31 December 2011 (€1,510.4 million for ASF and €459.8 million for Escota).

The main features of concession contracts reported using the intangible asset model and related commitments are described in Note D. "Main features of concession contracts".

C.7. Other intangible assets

Changes in the period were as follows:

(in € millions)	Software	Patents, licences and other	Total
Gross			
01/01/2011	**126.4**	**18.5**	**144.9**
Acquisitions in the period	3.1	16.2	19.3
Disposals and retirements during the period	(0.6)		(0.6)
Other movements	6.7	(4.7)	2.0
31/12/2011	**135.6**	**30.0**	**165.6**
Acquisitions in the period	2.7	19.2	21.9
Disposals and retirements during the period	(2.5)		(2.5)
Other movements	11.1	(13.7)	(2.6)
31/12/2012	**146.9**	**35.5**	**182.4**
Amortisation and impairment losses			
01/01/2011	**106.8**	**8.5**	**115.3**
Amortisation during the period	9.5		9.5
Disposals and retirements during the period	(0.6)		(0.6)
31/12/2011	**115.7**	**8.5**	**124.2**
Amortisation during the period	11.4	0.1	11.5
Disposals and retirements during the period	(2.5)		(2.5)
31/12/2012	**124.6**	**8.6**	**133.2**
Net			
01/01/2011	**19.6**	**10.0**	**29.6**
31/12/2011	**19.9**	**21.5**	**41.4**
31/12/2012	**22.3**	**26.9**	**49.2**

C.8. Property, plant and equipment

Changes in the period were as follows:

(in € millions)	Tangible fixed assets related to concession contracts	Advances and in progress on tangible fixed assets related to concession contracts	Investment grants on tangible fixed assets related to concession contracts	Other property, plant and equipment	Investment grants	Total
Gross						
01/01/2011	**1,911.2**	**133.5**	**(5.4)**	**7.1**	**0.0**	**2,046.4**
Acquisitions in the period	39.2	93.0	(0.1)	0.5	(0.1)	132.5
Disposals and retirements during the period	(37.9)			(0.1)		(38.0)
Other movements	35.1	(36.2)				(1.1)
31/12/2011	**1,947.6**	**190.3**	**(5.5)**	**7.5**	**(0.1)**	**2,139.8**
Acquisitions in the period	45.0	155.3	(1.4)	1.3		200.2
Disposals and retirements during the period	(62.5)			(0.3)		(62.8)
Currency translation differences				(0.1)		(0.1)
Other movements	51.2	(54.1)		0.1		(2.8)
31/12/2012	**1,981.3**	**291.5**	**(6.9)**	**8.5**	**(0.1)**	**2,274.3**
Depreciation						
01/01/2011	**1,309.5**	**0.0**	**(5.1)**	**6.2**	**0.0**	**1,310.6**
Depreciation during the period	90.6		(0.1)	0.6		91.1
Disposals and retirements during the period	(37.1)			(0.2)		(37.3)
31/12/2011	**1,363.0**	**0.0**	**(5.2)**	**6.6**	**0.0**	**1,364.4**
Depreciation during the period	92.1		(0.8)	0.7		92.0
Impairment losses				(0.3)		(0.3)
Disposals and retirements during the period	(60.9)			(0.3)		(61.2)
Other movements				(0.2)		(0.2)
31/12/2012	**1,394.2**	**0.0**	**(6.0)**	**6.5**	**0.0**	**1,394.7**
Net						
01/01/2011	**601.7**	**133.5**	**(0.3)**	**0.9**	**0.0**	**735.8**
31/12/2011	**584.6**	**190.3**	**(0.3)**	**0.9**	**(0.1)**	**775.4**
31/12/2012	**587.1**	**291.5**	**(0.9)**	**2.0**	**(0.1)**	**879.6**

C.9. Investments in companies accounted for under the equity method

C.9.1. Changes during the year

(in € millions)	31/12/2012	31/12/2011
Value of shares at start of the period	**13.2**	**5.7**
Group share of profit or loss for the period	2.2	5.6
Dividends paid		
Changes in consolidation scope and translation differences(*)	(0.1)	3.3
Reclassification under provisions for attributable shares in equity-accounted companies' negative net assets		(1.4)
Value of shares at end of period	**15.3**	**13.2**

(*) *Following the increase in the share capital of TransJamaican Highway in 2011.*

C.9.2. Financial information on companies accounted for under the equity method

At both 31 December 2012 and 31 December 2011, shareholdings in companies accounted for under the equity method relate to TransJamaican Highway and Axxès.

The main financial data at 31 December of each year for these companies is as follows (portion attributable to parent):

	31/12/2012		31/12/2011	
(in € millions)	TransJamaican Highway	Axxès	TransJamaican Highway	Axxès
% held	**12.6%**	**35.5%**	**12.6%**	**35.5%**
Income statement				
Revenue	3.5	316.4	3.2	298.6
Operating income	1.8	1.3	5.2	1.8
Net income	1.3	1.0	4.9	1.3
Balance sheet				
Non-current assets	33.1	3.0	28.0	1.3
Current assets	3.1	121.3	2.3	93.9
Equity	9.1	6.2	8.1	5.2
Non-current liabilities	26.9	0.1	21.4	1.8
Current liabilities	0.2	118.0	0.8	88.2
Net financial debt	**(24.0)**	**28.1**	**(19.3)**	**23.6**

C.10. Other financial assets and fair value of derivatives (non-current assets)

(in € millions)	31/12/2012	31/12/2011
Shares in subsidiaries and affiliates at fair value	4.2	4.2
Investments in unlisted subsidiaries and affiliates	0.7	0.6
Available-for-sale financial assets (gross)	**4.9**	**4.8**
Impairment loss		
Available-for-sale financial assets (net)	**4.9**	**4.8**
Loans and receivables at amortised cost	8.7	7.8
Total	**13.6**	**12.6**
Fair value of derivative financial instruments (non-current assets)	538.7	350.2
Other financial assets and fair value of derivatives (non-current assets)	**552.3**	**362.8**

Available-for-sale financial assets break down as follows at 31 December of each year:

(in € millions)	31/12/2012	31/12/2011
Prado-Carénage tunnel	4.2	4.2
Other	0.7	0.6
Available-for-sale financial assets	**4.9**	**4.8**

Available-for-sale financial assets amounted to €4.9 million at 31 December 2012 (€4.8 million at 31 December 2011). These relate to listed shareholdings for €4.2 million and unlisted shareholdings for €0.7 million, in subsidiaries that do not meet ASF's minimum financial criteria for consolidation.

Long-term loans and receivables mainly relate to the companies' statutory employee housing loans. 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
Loans and receivables at amortised cost	**8.7**	**1.8**	**6.9**

(in € millions)	31/12/2011	Between 1 and 5 years	After 5 years
Loans and receivables at amortised cost	**7.8**	**1.7**	**6.1**

Net financial debt includes the fair value of non-current derivative financial instruments (assets) (see Note C.16. "Financial risk management").

The part at less than one year of other non-current financial assets is included under other current financial assets for €1.6 million at 31 December 2012 (€1.7 million at 31 December 2011).

C.11. Changes in equity (excluding share-based payment)

C.11.1. Shares

The number of shares outstanding has remained at 230,978,001 since 2002 (see Note B.5. "Earnings per share"). The Company has not purchased any of its own shares. The Company has not issued any instrument that could give rights to shares.

C.11.2. Distributable reserves

Changes in the distributable reserves of ASF SA are as follows:

(in € millions)	31/12/2012	31/12/2011
Free of corporate income tax liabilities	0.3	1.1
Distributable reserves(*)	**0.3**	**1.1**

(*) *Before allocation of the interim dividends of €131.7 million paid in 2012 and of €859.3 million paid in 2011.*

The statutory reserve of ASF SA amounted to €2.9 million at 31 December 2012, the same amount as at 31 December 2011.

C.11.3. Transactions recognised directly in equity

The following tables give details of these movements by type of financial instrument, after tax:

(in € millions)		31/12/2012	31/12/2011
Available-for-sale financial assets			
Reserve at beginning of period		0.9	0.8
Changes in fair value in the period			0.1
Gross reserve before tax effect at balance sheet date	**I**	**0.9**	**0.9**
Cash flow hedge			
Reserve at beginning of period		(215.1)	(148.1)
Changes in fair value in the period		(77.3)	(81.1)
Fair value items recognised in profit or loss		19.6	14.1
Gross reserve before tax effect at balance sheet date	**II**	**(272.8)**	**(215.1)**
Total gross reserve before tax effect at balance sheet date	**I + II**	**(271.9)**	**(214.2)**
Associated tax effect		94.5	74.2
Reserve net of tax		**(177.4)**	**(140.0)**

The changes in fair value relating to cash flow hedges recorded in equity relate mainly to the hedging of future loan issues (acquisition of deferred start interest rate swaps). These transactions are described in Note C.16.1.3. "Cash flow hedges".

C.11.4. Dividends

In April 2012, ASF paid a dividend of €55.4 million, corresponding to most of its distributable reserves and profits at 31 December 2011.

On 27 July 2012, the Board of Directors meeting convened to finalise the condensed interim consolidated financial statements at 30 June 2012 decided to pay an interim dividend of €0.57 per share with respect to 2012, making a total payment of €131.7 million.

The dividends paid in respect of 2012 and 2011 break down as follows:

		2012	2011
Interim dividend			
Amount *(in € millions)*	I	131.7	859.3
Per share in euros		0.57	3.72
Final dividend			
Amount *(in € millions)*	II		55.4
Per share in euros			0.24
Total net dividend per share			
Amount *(in € millions)*	I + II	131.7	914.7
Per share in euros		0.57	3.96

The Shareholders' Ordinary General Meeting to be held on 20 March 2013 will be asked to approve the dividend paid in respect of 2012 (see Note G. "Appropriation of 2012 net income").

C.11.5. Non-controlling interests

No non-controlling interests were acquired during 2012.

At 31 December 2012, non-controlling interests in Escota (0.71%) amounted to €3.6 million (€2.6 million at 31 December 2011) and in Jamaican Infrastructure Operator (49.0%) to €0.5 million (€0.4 million at 31 December 2011).

C.12. Share-based payments

Equity compensation benefits paid by VINCI to ASF Group employees

Since the acquisition of the ASF Group by VINCI in March 2006, the employees of ASF and Escota regularly benefit from the share purchase option, share subscription and performance share plans and the Group Savings Scheme of the parent company, VINCI.

The aggregate expense recognised at 31 December 2012 in respect of share-based payments amounted to €3.9 million, of which €1.5 million was in respect of the Group savings scheme, compared with €4.7 million at 31 December 2011, of which €1.5 million was in respect of the Group savings scheme.

VINCI's Board of Directors defines the conditions for subscribing to the Group savings scheme in accordance with the authorisations granted to it by the Shareholders' General Meeting. For France, VINCI issues new shares reserved for employees three times a year at a subscription price that includes a maximum discount of 10% against the average stock market price over 20 trading days. Subscribers benefit from an employer's contribution, which is capped. The benefits granted in this way to employees of the Group are recognised in profit or loss and are valued in accordance with IFRS 2 on the basis of the following assumptions:

- length of subscription period: four months,
- length of period during which funds are frozen: five years from the end of the subscription period.

C.13. Non-current provisions

(in € millions)	Note	31/12/2012	31/12/2011
Provisions for retirement benefit obligations	C.13.1	38.8	35.9
Other non-current provisions	C.13.2	44.2	48.9
Total		**83.0**	**84.8**

C.13.1. Provisions for retirement benefit obligations

At 31 December 2012, provisions for retirement benefit obligations amounted to €40.2 million (including €38.8 million at more than one year) compared with €36.8 million at 31 December 2011 (including €35.9 million at more than one year). They comprise provisions for lump-sums on retirement and provisions for obligations for supplementary retirement benefits. The part at less than one year was €1.4 million at 31 December 2012 and €0.9 million at 31 December 2011, and is reported under other current payables.

The ASF Group retirement benefit obligations covered by provisions in the balance sheet relate to lump-sums paid on retirement and supplementary defined benefit pension schemes to which some Group employees are entitled.

Provisions have been calculated using the following assumptions:

	31/12/2012	31/12/2011
Discount rate	3.5%	5.0%
Inflation rate	2.0%	2.2%
Rate of salary increases	0%-3.0%	0%-3.2%-3.8%-4.1%
Rate of pension increases	n/a	n/a
Probable average remaining working life of employees	12.9-13.6-14	14.1-14.7-15.1

Discount rates have been determined on the basis of the yield on private-sector prime-category bonds (rating AA or above) whose maturities correspond to the plans' expected cash flows. The discount rate finally adopted is a single rate equivalent to the application of the various rates depending on maturities.

The preferred method used to determine the expected return on plan assets is the *Building Block Method*, which breaks the expected return down to the main asset classes: money market investments, investments in bonds and investments in equities. The target allocation of funds is then applied to calculate a weighted average return on assets. In the specific case of funds invested in an insurance company's "general account" funds, the expected yield has been determined by also taking account of the specific features of each contract, in particular regarding past and forecast net yields.

Plan financial assets are measured at their fair value, amounting to €36.0 million at 31 December 2012 compared with €34.4 million at 31 December 2011.

The breakdown was as follows:

	31/12/2012	31/12/2011
	Eurozone	Eurozone
Breakdown of financial assets		
Shares	16%	21%
Property	1%	1%
Bonds	77%	72%
Money-market securities	4%	5%
Other	2%	1%
Total	100%	100%
Average rate of return assumed	**3.51%**	**3.50%**
Plan assets *(in € millions)*	**36.0**	**34.4**
Plan assets *(in %)*	**39.8%**	**50.5%**

On the basis of the above actuarial assumptions, the retirement benefit obligations, for the part provided for, 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	France
Present value of retirement benefit obligations	**(90.4)**	**(68.1)**
including transfer of CATS for		
Fair value of plan assets	36.0	34.4
including transfer of CATS for	*0.6*	*0.3*
Surplus (or deficit)	**(54.4)**	**(33.7)**
including transfer of CATS for		
Provisions recognised on the balance sheet	**(40.2)**	**(36.8)**
including transfer of CATS for	*(0.6)*	*(0.3)*
Assets recognised on the balance sheet		
including transfer of CATS for		
Items not recognised on the balance sheet		
of which actuarial gains and losses	*(14.2)*	*3.1*
of which past service cost		
of which assets not recognised on the balance sheet		

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	**68.1**	**64.3**
of which obligations covered by plan assets	***34.4***	***33.0***
Current service cost	3.7	3.6
Cost of discounting for the period	3.5	3.3
Benefits paid during the period	(1.6)	(0.5)
Actuarial gains and losses	16.7	(2.6)
Past service cost		
Settlement of rights and plan curtailments		
Changes in consolidation scope and miscellaneous		
Balance at the end of the period	**90.4**	**68.1**
of which obligations covered by plan assets	***36.0***	***34.4***
Plan assets		
Balance at the beginning of the period	**34.4**	**33.0**
Expected return on plan assets	0.8	0.7
Actuarial gains and losses	(0.6)	(0.1)
Contributions paid to funds	2.2	0.5
Benefits paid during the period	(0.1)	
Settlement of rights and plan curtailments		
Changes in consolidation scope and miscellaneous	(0.7)	0.3
Balance at the end of the period	**36.0**	**34.4**
Amounts not recognised on the balance sheet		
Balance at the beginning of the period	**(3.1)**	**(0.6)**
New items	17.3	(2.5)
Effect of changes in assumptions	*16.9*	*0.4*
Effect of experience gains and losses on retirement benefit obligations	*(0.2)*	*(2.8)*
Effect of experience gains and losses on plan assets	*0.6*	*(0.1)*
Disposals and retirements during the period		
Exchange-rate and other changes		
Plan curtailments		
Balance at the end of the period	**14.2**	**(3.1)**
of which actuarial gains and losses		
of which past service cost		
Actuarial gains and losses as a percentage	*15.7%*	*-4.6%*

Historical data on obligations, the fair value of financial assets and effects 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	90.4	68.1	64.3	56.1	52.7
Fair value of plan assets	(36.0)	(34.4)	(33.0)	(30.5)	(28.9)
Surplus (or deficit)	54.4	33.7	31.3	25.6	23.8
Experience adjustments					
Effect of experience gains and losses on retirement benefit obligations	(0.2)	(2.8)	(1.0)	(0.3)	2.4
Percentage of retirement benefit obligations	*-0.2%*	*-4.1%*	*-1.6%*	*-0.5%*	*4.6%*
Effect of experience gains and losses on plan assets	0.6	(0.1)	(0.8)	(0.1)	(2.1)
Percentage of plan assets	*-1.7%*	*0.3%*	*2.4%*	*0.2%*	*7.3%*

ASF Group estimates the payments to be made in 2013 in respect of retirement benefit obligations at approximately €2.9 million, including around €1.2 million relating to benefits paid to retired employees and approximately €1.7 million of contributions payable to fund managing bodies.

Expenses recognised in respect of defined benefit plans

(in € millions)	31/12/2012	31/12/2011
Rights vested in employees during the period	3.7	3.6
Discounting of vested rights to present value	3.5	3.3
Expected return on plan assets	(0.8)	(0.7)
Amortisation of actuarial gains and losses		0.1
Amortisation of past service cost - rights not vested		
Past service cost - rights vested		
Other	(2.4)	(1.1)
Total	**4.0**	**5.2**

The sensitivity of the 2013 expense to discount rates is as follows:

(in € millions)	0,50%	-0,50%
Discount rate	(5.7)	5.4

C.13.2. 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 provisions reversed unused	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	**59.0**	**12.3**	**(11.5)**	**(4.7)**	**0.6**	**(0.2)**	**0.0**	**55.5**
Other employee benefits	56.7	2.2	(8.0)		0.3			51.2
Other liabilities	17.6	6.8	(0.6)	(4.3)	(1.3)			18.2
Discounting of non-current provisions	(1.2)	(0.2)						(1.4)
Reclassification of the part at less than one year of non-current provisions	(17.6)					(1.5)		(19.1)
31/12/2011	**55.5**	**8.8**	**(8.6)**	**(4.3)**	**(1.0)**	**(1.5)**	**0.0**	**48.9**
Other employee benefits	51.2	6.4	(10.9)		0.6			47.3
Other liabilities	18.2	6.6	(4.6)	(10.1)	0.1			10.2
Discounting of non-current provisions	(1.4)		1.4					0.0
Reclassification of the part at less than one year of non-current provisions	(19.1)					5.8		(13.3)
31/12/2012	**48.9**	**13.0**	**(14.1)**	**(10.1)**	**0.7**	**5.8**	**0.0**	**44.2**

Other employee benefits

Long-service bonuses and medical expense cover

The provisions have been calculated using 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	2%-3%	1.8%-2.1%
Rate of change of medical expenses	0%-6%	0%-6%

At 31 December 2012, these provisions amounted to €32.1 million (including €30.5 million at more than one year) against €31.2 million at 31 December 2011 (including €29.2 million at more than one year). The part at less than one year was €1.6 million at 31 December 2012 and €2.0 million at 31 December 2011, and is reported under other current liabilities.

At 31 December 2012, provisions for medical expenses cover amounted to €30.0 million (including €28.7 million at more than one year) compared with €29.0 million at 31 December 2011 (including €27.3 million at more than one year). They have been calculated on the basis of a nil rate increase for medical expenses in 2012 (as in 2011) for ASF and of 6% in 2012 (as in 2011) for Escota. A change of 1% in this rate would entail a change of €5.9 million in the total obligation.

Unrecognised items (the difference between the observed amount of obligations and the provisions recognised in the balance sheet) amounted to €10.9 million at 31 December 2012 compared with €6.6 million at 31 December 2011 and result mainly from changes in discount rates and trends in medical expenses. These items are amortised over the average expected remaining period of service of members of this plan.

Agreements on early retirement for employees ("CATS" agreements)

The provisions have been calculated using the following actuarial assumptions:

	31/12/2012	31/12/2011
Discount rate	0.9%	2.9%
Increase in the ceiling used in calculating social security contributions	2.5%	2.5% - 2.75%
Increase in wages and salaries before pre-retirement	n/a - 2%	2% - 3.2%
Increase in wages and salaries during pre-retirement	1.1%	1.1%
Increase in health and benefit insurance contributions	0% - 2%	0% - 2%
Increase in housing allowance	n/a - 1%	1%

At 31 December 2012, these provisions amounted to €15.2 million (including €10.6 million at more than one year) against €20.0 million at 31 December 2011 (including €14.0 million at more than one year). This is net of the fair value of plan financial assets amounting to €2.5 million at 31 December 2012 compared with €3.2 million at 31 December 2011.

Provisions for other liabilities

Provisions for other liabilities, not directly linked with the operating cycle, amounted to €3.2 million at 31 December 2012 (part at more than one year) compared with €5.7 million at 31 December 2011 (part at more than one year).

Employee training rights

The Act of 4 May 2004 gives employees of French businesses the right to a minimum of 20 hours of training a year, which can be carried forward and accumulated over a period of six years. Expenditure under this individual right to training is considered as an expense for the period and does not give rise to the recognition of a provision, other than in exceptional cases. Group employees have acquired rights to hours of training as follows:

	31/12/2012	31/12/2011
Individual entitlement to training (hours, cumulative entitlement)	770,829	769,312

C.14. Working capital requirement and current provisions

C.14.1. Change in the working capital requirement

(in € millions)	31/12/2012	31/12/2011	Change	
			Changes in operating WCR	Other changes
Inventories and work in progress (net)	8.7	9.4	(0.7)	
Trade receivables	249.6	232.4	17.2	
Other current operating assets	162.2	157.6	4.6	
Inventories and operating receivables (I)	**420.5**	**399.4**	**21.1**	**0.0**
Trade payables	(67.9)	(67.9)		
Other current operating liabilities	(361.9)	(341.2)	(20.7)	
Trade and other operating payables (II)	**(429.8)**	**(409.1)**	**(20.7)**	**0.0**
Working capital requirement (excluding current provisions) (I + II)	**(9.3)**	**(9.7)**	**0.4**	**0.0**
Current provisions	**(363.1)**	**(351.7)**	**6.6**	**(18.0)**
of which part at less than one year of non-current provisions	(7.0)	(11.2)	4.2	
Working capital requirement (including current provisions)	**(372.4)**	**(361.4)**	**7.0**	**(18.0)**

The component parts of the working capital requirement by maturity are:

(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)	8.7	0.8	0.1	1.3	6.5	
Trade receivables	249.6	248.3	0.9	0.2	0.2	
Other current operating assets	162.2	124.8	18.4	14.0	3.9	1.1
Inventories and operating receivables (I)	**420.5**	**373.9**	**19.4**	**15.5**	**10.6**	**1.1**
Trade payables	(67.9)	(37.3)	(29.4)	(1.2)		
Other current operating liabilities	(361.9)	(200.0)	(53.2)	(28.1)	(32.9)	(47.7)
Trade and other operating payables (II)	**(429.8)**	**(237.3)**	**(82.6)**	**(29.3)**	**(32.9)**	**(47.7)**
Working capital requirement connected with operations (I + II)	**(9.3)**	**136.6**	**(63.2)**	**(13.8)**	**(22.3)**	**(46.6)**

		Maturity				
		Within 1 year				
(in € millions)	31/12/2011	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)	9.4	0.9	0.7	1.3	6.5	
Trade receivables	232.4	230.8	0.7	0.2	0.5	0.2
Other current operating assets	157.6	115.0	18.7	13.8	8.1	2.0
Inventories and operating receivables (I)	**399.4**	**346.7**	**20.1**	**15.3**	**15.1**	**2.2**
Trade payables	(67.9)	(38.4)	(28.5)	(1.0)		
Other current operating liabilities	(341.2)	(174.6)	(48.7)	(31.1)	(40.0)	(46.8)
Trade and other operating payables (II)	**(409.1)**	**(213.0)**	**(77.2)**	**(32.1)**	**(40.0)**	**(46.8)**
Working capital requirement connected with operations (I + II)	**(9.7)**	**133.7**	**(57.1)**	**(16.8)**	**(24.9)**	**(44.6)**

C.14.2. Breakdown of trade receivables

Trade receivables and allowances were as follows:

(in € millions)	31/12/2012	31/12/2011
Trade receivables invoiced	86.4	78.1
Allowance against trade receivables	(6.0)	(5.8)
Trade receivables, net	**80.4**	**72.3**

At 31 December 2012, trade receivables between 6 and 12 months past due amounted to €1.7 million (compared with €1.6 million at 31 December 2011). €0.3 million of allowances have been taken in consequence (€0.6 million at 31 December 2011). Trade receivables more than one year past due amounted to €5.3 million at 31 December 2012 (€5.2 million at 31 December 2011) and provisions of €3.5 million have been taken in consequence (€2.9 million at 31 December 2011).

C.14.3. 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 provisions reversed unused	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	**356.4**	**66.3**	**(58.3)**	**(4.8)**	**0.0**	**0.0**	**(0.3)**	**359.3**
Obligation to maintain the condition of concession assets	342.8	49.1	(52.4)	(6.5)				333.0
Restructuring costs	0.7		(0.7)					0.0
Other current liabilities	7.5	2.0	(1.3)	(2.0)	1.3			7.5
Reclassification of the part at less than one year of non-current provisions	8.3					2.9		11.2
31/12/2011	**359.3**	**51.1**	**(54.4)**	**(8.5)**	**1.3**	**2.9**	**0.0**	**351.7**
Obligation to maintain the condition of concession assets	333.0	69.6	(44.8)	(10.0)				347.8
Restructuring costs	0.0							0.0
Other current liabilities	7.5	6.2		(5.4)				8.3
Reclassification of the part at less than one year of non-current provisions	11.2					(4.2)		7.0
31/12/2012	**351.7**	**75.8**	**(44.8)**	**(15.4)**	**0.0**	**(4.2)**	**0.0**	**363.1**

Current provisions (including the part at less than one year of non-current provisions) are directly connected with the operating cycle. They amounted to €363.1 million at 31 December 2012, against €351.7 million at 31 December 2011, and mainly relate to provisions to maintain the condition of assets under concession.

Such provisions mainly cover the expenses incurred by ASF and Escota for road repairs (surface courses, restructuring of slow lanes, etc.), bridges, tunnels and hydraulic infrastructure. They comprised €294.4 million for the ASF at 31 December 2012 (€282.5 million at 31 December 2011) and €53.4 million for Escota at 31 December 2012 (€50.5 million at 31 December 2011).

C.15. Net financial debt

Net financial debt as defined by the Group breaks down as follows:

At 31 December 2012, the ASF Group's net financial debt was €11.1 billion (€11.3 billion at 31 December 2011).

			31/12/2012					31/12/2011				
Accounting categories	*(in € millions)*	**Notes**	**Non current**	**Ref.**	**Current(*)**	**Ref.**	**Total**	**Non current**	**Ref.**	**Current(*)**	**Ref.**	**Total**
Liabilities at amortised cost	Bonds	C.15.1.	(4,950.7)	(1)	(139.4)	(3)	(5,090.1)	(4,614.2)	(1)	(137.2)	(3)	(4,751.4)
	Other bank loans and other,financial debt	C.15.1.	(5,218.6)	(2)	(1,352.9)	(3)	(6,571.5)	(5,302.5)	(2)	(554.7)	(3)	(5,857.2)
	Long-term financial debt(**)		**(10,169.3)**		**(1,492.3)**		**(11,661.6)**	**(9,916.7)**		**(691.9)**		**(10,608.6)**
	Other current financial debts					(3)				(1,030.4)	(3)	(1,030.4)
	Bank overdrafts	C.15.2.2.			(0.2)	(7°)	(0.2)				(7°)	
	Financial current accounts liabilities											
	I - Gross financial debt		**(10,169.3)**		**(1,492.5)**		**(11,661.8)**	**(9,916.7)**		**(1,722.3)**		**(11,639.0)**
	of which: impact of fair value hedges		(529.3)				*(529.3)*	(345.7)				*(345.7)*
Loans and receivables	Financial current accounts assets											
Assets held at fair value through profit or loss (fair value option)	Cash management financial assets	C.15.2.2.			0.2	(6)	0.2			0.2	(6)	0.2
	Cash equivalents	C.15.2.2.			126.4	(7)	126.4			27.2	(7)	27.2
	Cash	C.15.2.2.			9.1	(7)	9.1			41.4	(7)	41.4
	II - Financial assets				**135.7**		**135.7**			**68.8**		**68.8**
Derivatives	Derivative financial instruments - liabilities	C.16.	(197.2)	(4)	(29.2)	(5)	(226.4)	(105.6)	(4)	(29.2)	(5)	(134.8)
	Derivative financial instruments - assets	C.16.	538.7	(8)	85.7	(9)	624.4	350.2	(8)	81.1	(9)	431.3
	III - Derivative financial instruments		**341.5**		**56.5**		**398.0**	**244.6**		**51.9**		**296.5**
	Net financial debt,(I + II + III)		**(9,827.8)**		**(1,300.3)**		**(11,128.1)**	**(9,672.1)**		**(1,601.6)**		(11,273.7)

(*) Current part including accrued interest not matured.
(**) Including the part at less than one year.

Reconciliation of net financial debt with balance sheet items:

(in € millions)	Ref:	31/12/2012	31/12/2011
Bonds	(1)	(4,950.7)	(4,614.2)
Other loans and borrowings	(2)	(5,218.6)	(5,302.5)
Current financial debts	(3)	(1,492.3)	(1,722.3)
Fair value of derivative financial instruments (non-current liabilities)	(4)	(197.2)	(105.6)
Fair value of derivative financial instruments (current liabilities)	(5)	(29.2)	(29.2)
Cash management financial assets	(6)	0.2	0.2
Cash and cash equivalents	(7)	135.5	68.6
Bank overdrafts	(7°)	(0.2)	
Fair value of derivative financial instruments (non-current assets)	(8)	538.7	350.2
Fair value of derivative financial instruments (current assets)	(9)	85.7	81.1
Net financial debt		**(11,128.1)**	**(11,273.7)**

C.15.1. Detail of long-term financial debt

Issues of bonds under the EMTN programme

In 2012, ASF made several issues of bonds and similar instruments under its EMTN (Euro Medium Term Note) programme, for a face value of €170 million, through three private placements:

- €50 million of 11-year bonds on 25 June 2012;
- €50 million of 12-year bonds on 2 July 2012;
- €70 million of bonds with a maturity of 10 years and 1 month on 18 December 2012.

Credit facility

The VINCI credit facility, drawings on which totalled €1,030 million at 31 December 2011 and which was due to expire within one year, was renegotiated in 2012 (see Note C.15.2.3. "Revolving credit facilities"). The facility now has a 5-year maturity. Drawings at 31 December 2012 are presented under long-term debt, and totalled €1,150 million.

Redemptions of borrowings

In 2012 the ASF Group repaid €423.8 million of borrowings, including €405.9 million against various loans taken out with CNA at an average rate of approximately 5.80%, and €17.9 million against loans from the EIB.

Details of the main financial debts at 31 December 2012 are shown below:

		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	**EUR**			**4,443.5**	**5,090.1**	**139.4**	**4,273.5**	**4,751.4**
of which								
ASF 2011 bond issue	EUR	4.0%	September 2018	500.0	530.2	5.4	500.0	507.8
ASF 2010 bond issue	EUR	4.1%	April 2020	650.0	762.0	19.4	650.0	717.9
ASF 2009 bond issue	EUR	7.4%	March 2019	969.6	1,099.4	56.3	969.6	1,070.7
ASF 2007 bond issue	EUR	5.6%	July 2022	1,575.0	1,860.9	43.8	1,575.0	1,805.7
Other bank loans and other financial debt	**EUR**			**6,431.2**	**6,571.5**	**124.8**	**5,700.4**	**5,857.2**
CNA loans				**2,924.3**	**3,052.6**	**93.0**	**3,323.3**	**3,463.5**
of which								
ASF and Escota - CNA 1997 to 2000	EUR	5.8%	October 2012	0.0	0.0	0.0	405.9	410.6
ASF and Escota - CNA 1998 to 2001	EUR	5.9%	March 2013	397.7	416.5	18.0	397.7	419.9
ASF - CNA 1999 to 2002	EUR	4.4%	May 2014	450.0	458.2	12.3	450.0	455.3
ASF - CNA 2000 to 2001	EUR	6.0%	October 2015	382.5	401.1	4.2	382.5	405.7
ASF - CNA 2001 inflation-linked	EUR	3.9% + i(*)	July 2016	412.1	421.7	7.0	405.2	413.3
ASF and Escota - CNA 2002	EUR	5.3%	January 2017	532.0	556.0	25.7	532.0	555.7
ASF - CNA 2004 to 2005	EUR	4.5%	March 2018	750.0	799.1	25.8	750.0	803.0
CNA/EIB loans	**EUR**			**1,018.9**	**1,047.0**	**27.0**	**1,018.9**	**1,047.6**
of which								
ASF CNA/EIB 2002	EUR	6.2%	April 2015 to 2017	412.6	431.4	18.7	412.6	431.4
EIB loans	**EUR**			**482.2**	**472.8**	**3.4**	**500.0**	**489.7**
Other loans(**)	**EUR**			**1,150.0**	**1,150.6**	**0.6**	**2.4**	**2.4**
Credit facilities	**EUR**			**855.8**	**848.5**	**0.8**	**855.8**	**854.0**
of which								
ASF term loan	EUR	1-month Euribor + 0.225%	December 2013	755.8	755.6	0.0	755.8	754.3
Long-term financial debt				**10,874.7**	**11,661.6**	**264.2**	**9,973.9**	**10,608.6**

(*) *i: inflation rate.*
(**) *Other external debts at 31/12/12 correspond to drawings on the internal credit facility with VINCI (see Note C.15.2.3. "Revolving credit facilities").*

C.15.2. Resources and liquidities

At 31 December 2012, the Group's available resources amounted to €2.77 billion, including €135.5 million net cash managed (see Note C.15.2.2. "Net cash managed") and €2.6 billion of unused confirmed medium-term credit facilities (see Note C.15.2.3. "Revolving credit facilities").

C.15.2.1. Maturity of financial debt and associated interest payments

The Group's debt and associated interest payments, on the basis of the interest rates at 31 December 2012, break down as follows, by maturity date:

	31/12/2012							
(in € millions)	**Carrying amount**	**Capital and interest cash flows**	**Within 3 months**	**Between 3 and 6 months**	**Between 6 months and 1 year**	**Between 1 and 2 years**	**Between 3 and 5 years**	**After 5 years**
Bonds	**(5,090.1)**	**(6,512.8)**	**(83.8)**	**(30.0)**	**(123.5)**	**(237.3)**	**(711.9)**	**(5,326.3)**
Capital	(5,090.1)	(4,443.5)						(4,443.5)
Interest payment cash flows		(2,069.3)	(83.8)	(30.0)	(123.5)	(237.3)	(711.9)	(882.8)
Other bank loans and other financial debt	**(6,571.5)**	**(7,248.6)**	**(483.6)**	**(118.4)**	**(841.7)**	**(893.4)**	**(3,643.2)**	**(1,268.3)**
Capital	(6,571.5)	(6,431.2)	(397.7)	(58.3)	(771.5)	(705.4)	(3,295.3)	(1,203.0)
Interest payment cash flows		(817.4)	(85.9)	(60.1)	(70.2)	(188.0)	(347.9)	(65.3)
Sub-total: long-term financial debt	**(11,661.6)**	**(13,761.4)**	**(567.4)**	**(148.4)**	**(965.2)**	**(1,130.7)**	**(4,355.1)**	**(6,594.6)**
Commercial paper								
Other current financial debts								
Bank overdrafts	(0.2)							
Financial current accounts, liabilities								
I - Financial debt	**(11,661.8)**	**(13,761.4)**	**(567.4)**	**(148.4)**	**(965.2)**	**(1,130.7)**	**(4,355.1)**	**(6,594.6)**
Financial current accounts, assets								
Current cash management assets	0.2							
Cash equivalents	126.4							
Cash	9.1							
II - Financial assets	**135.7**	**including cash management current financial assets at less than three months for €126.6 million**						
Derivative financial instruments - liabilities	(226.4)	(222.1)	(7.5)	(8.5)	(30.3)	(54.0)	(106.7)	(15.1)
Derivative financial instruments - assets	624.4	811.2	23.3	15.9	57.3	96.4	272.0	346.3
III - Derivative financial instruments	**398.0**	**589.1**	**15.8**	**7.4**	**27.0**	**42.4**	**165.3**	**331.2**
Net financial debt (I + II + III)	**(11,128.1)**							
Trade payables	(67.9)	(67.9)	(37.3)	(29.4)	(1.2)			

At 31 December 2012, the average maturity of the Group's medium and long-term financial debt was 5.5 years, compared with 6.3 years at 31 December 2011.

The repayment of the capital portion of long-term financial debt due in 2013 (€1,227.5 million) will be made in the following periods:

- €397.7 million in the first quarter of 2013;
- €58.3 million in the second quarter of 2013;
- €771.5 million in the fourth quarter of 2013.

C.15.2.2. Net cash managed

Net cash and cash equivalents managed, including cash management financial assets, breaks down as follows:

(in € millions)	31/12/2012	31/12/2011
Cash equivalents	**126.4**	**27.2**
Marketable securities and mutual funds (UCITS)	126.4	12.9
Negotiable debt securities with an original maturity of less than 3 months		14.3
Cash	**9.1**	**41.4**
Bank overdrafts	**(0.2)**	
Net cash and cash equivalents	**135.3**	**68.6**
Current cash management financial assets	**0.2**	**0.2**
Marketable securities and mutual funds (UCITS)		
Negotiable debt securities and bonds with an original maturity of less than 3 months	0.2	0.2
Net cash managed	**135.5**	**68.8**

The investment vehicles used by the Group are mainly monetary mutual funds (UCITS) and negotiable debt securities. They are measured and recognised at their fair value (see Notes A.3.20. "Cash management financial assets" and A.3.21. "Cash and cash equivalents").

Investments ("cash equivalents" and "cash management financial assets") are managed with limited risk to capital, and performance and the associated risks are subject to control.

C.15.2.3. Revolving credit facilities

On 20 July 2012, ASF refinanced its €2 billion syndicated credit facility due to expire in December 2013 in an amount of €1.785 billion, with a 5-year maturity, subject to the same financial covenants (see Note C.15.2.4. "Financial covenants").

On 31 July 2012, ASF renewed its internal revolving credit facility with VINCI. This facility is now for €2 billion and has a 5 years maturity.

The amount authorised and used and maturity profile of ASF's revolving credit facilities at 31 December 2012 are as follows:

			Maturity		
(in € millions)	Amount used at 31/12/2012	Amount authorised at 31/12/2012	Within 1 year	Between 1 and 5 years	After 5 years
Revolving credit facility		1,785		1,785	
VINCI credit facility	1,150	2,000		2,000	
Total	**1,150**	**3,785**	**0**	**3,785**	**0**

C.15.2.4. 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	Amount authorised	Amount used	Ratios[*]	Thresholds	Ratios at 31/12/2012
ASF	CNA *(Caisse Nationale des Autoroutes)*	3,943.2	3,943.2	Consolidated net financial debt/ consolidated EBITDA	≤ 7	5.0
				Consolidated EBITDA/ consolidated financial expenses	> 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	≤ 7	5.0
				Consolidated cash flow from operations before tax and financing costs/ consolidated financial expenses	≥ 2.2	4.9
	2013 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	≤ 7	5.0
				Consolidated cash flow from operations before tax and financing costs + dividends received from companies accounted for under the equity method/consolidated financial expenses	≥ 2.2	4.9

[*] *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.*

The above ratios were all met at 31 December 2012.

C.15.2.5. Credit ratings

At 31 December 2012, the Group's credit ratings were:

	Rating		
Agency	**Long-term**	**Outlook**	**Short-term**
Standard & Poor's	BBB+	Stable	A2
Moody's	Baa1	Stable	P2

C.16. Financial risk management

Given the level of its net financial debt and of the associated financial income and expense, ASF Group has instituted a system to manage and monitor the various financial risks to which it is exposed, principally interest rate risk.

The management and limiting of these financial risks at ASF is mainly done by the Group's Finance Department, in accordance with the management policies agreed by the corporate management bodies and under the rules set out in the VINCI Group Treasury and Finance guidelines. In application of these rules, responsibility for identifying, measuring and hedging financial risks lies with the Treasury Committee which meets regularly to analyse the main exposures and decide on hedging strategies.

The tools used to monitor financial instruments are the same as those used by VINCI, which enables information to be centralised.

In order to manage its exposure to market risks, the Group uses derivative financial instruments, which are recognised in the balance sheet at their fair value.

At the balance sheet date, the fair value of derivative financial instruments breaks down as follows:

		31/12/2012	31/12/2011
(in € millions)	Note	Fair value(*)	Fair value(*)
Interest-rate derivatives: fair value hedges	C.16.1.2.	587.4	394.0
Interest-rate derivatives: cash flow hedges	C.16.1.3.	(176.5)	(102.5)
Interest-rate derivatives: not designated as hedges	C.16.1.4.	(1.0)	(0.8)
Interest-rate derivatives		**409.9**	**290.7**
Exchange-rate derivatives: fair value hedges	C.16.2.1.	(11.9)	5.8
Exchange-rate derivatives: cash flow hedges	C.16.2.1.		
Exchange-rate derivatives: hedges of net foreign investments	C.16.2.1.		
Exchange-rate derivatives: not designated as hedges	C.16.2.1.		
Exchange-rate derivatives		**(11.9)**	**5.8**
Other derivatives			
Total derivative financial instruments		**398.0**	**296.5**

(*) *Fair value includes interest accrued but not matured amounting to €57.4 million at 31 December 2012 (€52.3 million at 31 December 2011).*

C.16.1. Interest rate risk

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.

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, as the case may be, be designated as hedges or not, in accordance with IFRS.

The tables below show the breakdown at the balance sheet date of long-term debt between fixed rate, capped floating-rate or inflation-linked debt, and the part at floating-rate before and after taking account of derivative financial instruments used as hedges:

	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(1)	Rate
ASF	7,627.0	72%	5.30%	614.1	6%	5.07%	2,408.1	23%	0.65%	10,649.2	4.23%
Escota	251.0	100%	5.83%							251.0	5.83%
Total at 31/12/2012	**7,878.0**	**72%**	**5.31%**	**614.1**	**6%**	**5.07%**	**2,408.1**	**22%**	**0.65%**	**10,900.2**	**4.27%**
31/12/2011	8,193.1	82%	5.36%	605.8	6%	5.36%	1,206.6	12%	1.45%	10,005.5	4.89%

	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(1)	Rate
ASF	6,143.2	58%	4.75%	1,906.7	18%	2.76%	2,599.3	24%	1.25%	10,649.2	3.54%
Escota	251.0	100%	5.83%							251.0	5.83%
Total at 31/12/2012	**6,394.2**	**59%**	**4.80%**	**1,906.7**	**17%**	**2.76%**	**2,599.3**	**24%**	**1.25%**	**10,900.2**	**3.59%**
31/12/2011	6,371.9	64%	5.01%	2,470.4	25%	3.34%	1,163.2	12%	2.51%	10,005.5	4.30%

(1) Long-term financial debt at amortised cost + accrued interest not matured + impact of fair value hedges and EIB restatement.

For 2012: 10,900.2 + 264.2 + 497.2 = €11,661.6 million.

For 2011: 10,005.5 + 265.7 + 337.4 = €10,608.6 million.

C.16.1.1. Sensitivity to interest rate risk

The Group’s income statement is exposed to changes in interest rates, taking account of:

- 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 profit for the amounts shown below. For the purpose of this analysis, the other variables are assumed to remain constant.

	31/12/2012			
	Profit or loss		Equity	
	Impact of sensitivity calculation + 25 bps	Impact of sensitivity calculation - 25 bps	Impact of sensitivity calculation + 25 bps	Impact of sensitivity calculation - 25 bps
Floating-rate debt after hedging (accounting basis)	(11.3)	11.3		
Floating-rate assets after hedging (accounting basis)	0.5	(0.5)		
Derivatives not designated as hedges for accounting purposes	(0.2)	0.2		
Derivatives designated as cash flow hedges			23.9	(24.3)
Total	**(11.0)**	**11.0**	**23.9**	**(24.3)**

C.16.1.2. 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	Fair value
Receive fixed/pay floating interest-rate swap(*)				2,957.2	2,957.2	587.4

(*) *Fair value of derivatives including accrued interest not matured.*

	31/12/2011					
(in € millions)	Within 1 year	Between 1 and 2 years	Between 3 and 5 years	After 5 years	Notional	Fair value
Receive fixed/pay floating interest-rate swap(*)				2,787.2	2,787.2	394.0

(*) *Fair value of derivatives including accrued interest not matured.*

These transactions hedge ASF's issues of fixed-rate bonds.

C.16.1.3. Cash flow hedges

The Group is exposed to fluctuations in interest rates on its floating-rate debt and enters into 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

ASF has set up deferred start swaps with maturities of up to 2019. 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 covers a nominal amount to €1,754.0 million.

At the balance sheet date, 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 2 and 5 years	After 5 years	Notional	Fair value
Receive floating/pay fixed interest-rate swap		10.0	293.0	200.0	503.0	(88.5)
Interest-rate options (caps, floors and collars)	200.0				200.0	0.0
Interest-rate derivatives: hedging of contractual cash flows(1)	**200.0**	**10.0**	**293.0**	**200.0**	**703.0**	**(88.5)**
Receive floating/pay fixed interest-rate swap			1,079.0	675.0	1,754.0	(88.0)
Interest-rate derivatives: hedging of highly probable forecast cash flows(1)	**0.0**	**0.0**	**1,079.0**	**675.0**	**1,754.0**	**(88.0)**
Total	**200.0**	**10.0**	**1,372.0**	**875.0**	**2,457.0**	**(176.5)**

(1) Fair value of derivatives including accrued interest not matured.

The following table shows the periods when 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(*)	**(88.0)**	**(73.8)**	**(14.2)**	**0.0**	**0.0**

(*) Deferred-start floating/fixed-rate swap.

The following table shows the periods when the Group expects the amounts recorded in equity at 31 December 2012 for the existing or unwound instruments designated as cash flow hedges to have an impact on profit or loss:

(in € millions)	31/12/2012 Amount before tax recognised in equity	Amount recycled in profit or loss: 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	(87.5)	(14.7)	(14.7)	(36.4)	(21.7)
Interest-rate derivatives designated for accounting purposes as hedges of highly probable cash flows	(185.3)	(46.8)	(50.9)	(83.1)	(4.5)
Total interest-rate derivatives designated for accounting purposes as cash-flow hedges	**(272.8)**	**(61.5)**	**(65.6)**	**(119.5)**	**(26.2)**

At 31 December 2011, details of the instruments designated as cash flow hedges were as follows:

(in € millions)	31/12/2011 Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Notional	Fair value
Receive floating/pay fixed interest-rate swap	250.0		203.0	300.0	753.0	(66.2)
Interest-rate options (caps, floors and collars)		200.0			200.0	0.0
Interest-rate derivatives: hedging of contractual cash flows(1)	**250.0**	**200.0**	**203.0**	**300.0**	**953.0**	**(66.2)**
Receive floating/pay fixed interest-rate swap			1,199.0		1,199.0	(36.3)
Interest-rate derivatives: hedging of highly probable forecast cash flows(1)	**0.0**	**0.0**	**1,199.0**	**0.0**	**1,199.0**	**(36.3)**
Total	**250.0**	**200.0**	**1,402.0**	**300.0**	**2,152.0**	**(102.5)**

(1) Fair value of derivatives including accrued interest not matured.

The following table shows the periods when 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)	(12.4)	(23.9)	0.0	0.0

(*) Deferred-start floating/fixed-rate swap.

C.16.1.4. Description of non-hedging transactions

At 31 December 2012, instruments not designated as hedges were as follows:

	31/12/2012					
(in € millions)	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Notional	Fair value
Interest-rate derivatives not designated as hedges for accounting purposes(1)	1,375.0	260.0	40.0	0.0	1,675.0	(1.0)

(1) Fair value of derivatives including accrued interest not matured.

At 31 December 2011, instruments not designated as hedges were as follows:

	31/12/2011					
(in € millions)	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Notional	Fair value
Interest-rate derivatives not designated as hedges for accounting purposes(1)	875.0	1,300.0	300.0	0.0	2,475.0	(0.8)

(1) Fair value of derivatives including accrued interest not matured.

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).

C.16.2. Foreign currency exchange rate risk

C.16.2.1 Detail of exchange-rate derivatives

Transactions to hedge currency risk, designed to cover commercial or financial transactions, exclusively involve exchange-rate swaps (cross-currency swaps) and break down as follows:

	31/12/2012					
(in € millions)	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Notional	Fair value
Exchange-rate derivatives: fair value hedges	0.0	0.0	0.0	143.9	143.9	(11.9)

	31/12/2011					
(in € millions)	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Notional	Fair value
Exchange-rate derivatives: fair value hedges	0.0	0.0	0.0	143.9	143.9	5.8

C.16.2.2. Breakdown of long-term debt by currency

The amounts of foreign-currency debt break down as follows:

	31/12/2012		31/12/2011	
(in € millions)	**Amount**	**Percentage**	**Amount**	**Percentage**
Euro	11,537.3	98.9%	10,467.9	98.7%
Other	124.3	1.1%	140.7	1.3%
Total long-term borrowings	**11,661.6**	**100.0%**	**10,608.6**	**100.0%**

At both 31 December 2012 and 31 December 2011, ASF had a debt denominated in foreign currency (JPY) which is fully hedged.

C.16.2.3. Nature of the Group's risk exposure

The Group's operations are mainly located in France. Operations outside the Eurozone are generally financed in local currency.

Nevertheless, ASF may find itself exposed to foreign exchange risk whenever, exceptionally, financing is realised in foreign currencies. This risk is generally hedged by exchange-rate swaps (cross currency swaps).

C.16.3. Credit and counterparty risk

The ASF Group 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

Regarding its exposure to trade receivables risk, ASF Group considers that the concentration of credit risk connected with trade receivables is extremely limited because of the large number of customers. Trade receivables are broken down in Note C.14.2. "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. This system allocates maximum risk amounts by counterparty are defined according to 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 and the list of authorised UCITS.

C.17. 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(*)**							**Fair value**			
(in € millions) **Balance sheet headings and classes of instrument**	**Financial instruments through profit or loss**	**Derivatives designated as hedges**	**Assets measured at fair value (fair value option)**	**Available-for-sale financial assets**	**Loans and receivables**	**Liabilities at amortised cost**	**Total carrying amount for the class**	**Level 1: quoted prices an cash**	**Level 2: internal model using observable factors**	**Level 3: internal model using non-observable factors(****)**	**Fair value of the class**
Investments in listed subsidiaries and affiliates				4.2			4.2	4.2			4.2
Investments in unlisted subsidiaries and affiliates				0.7			0.7			0.7	0.7
Loans and financial receivables				8.7			8.7			8.7	8.7
I - Non-current financial assets	**0.0**	**0.0**	**0.0**	**13.6**	**0.0**	**0.0**	**13.6**	**4.2**	**0.0**	**9.4**	**13.6**
II - Derivative financial instruments - assets	**25.2**	**599.2**					**624.4**		**624.4**		**624.4**
III - Trade receivables					**249.6**		**249.6**		**249.6**		**249.6**
Cash management financial assets other than cash equivalents			0.2				0.2		0.2		0.2
Cash equivalents			126.4				126.4		126.4(***)		126.4
Cash			9.1				9.1	9.1			9.1
IV - Current financial assets	**0.0**	**0.0**	**135.7**	**0.0**	**0.0**	**0.0**	**135.7**	**9.1**	**126.6**	**0.0**	**135.7**
Total assets	**25.2**	**599.2**	**135.7**	**13.6**	**249.6**	**0.0**	**1,023.3**	**13.3**	**1,000.6**	**9.4**	**1,023.3**
Bonds						(5,090.1)	(5,090.1)	(5,055.4)	(598.3)		(5,653.7)
Other bank loans and other financial debt						(6,571.5)	(6,571.5)	(2,919.8)(**)	(4,226.0)		(7,145.8)
V - Long-term financial debt	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**(11,661.6)**	**(11,661.6)**	**(7,975.2)**	**(4,824.3)**	**0.0**	**(12,799.5)**
VI - Derivative financial instruments - liabilities	**(26.2)**	**(200.2)**					**(226.4)**		**(226.4)**		**(226.4)**
VII - Trade payables					**(67.9)**		**(67.9)**		**(67.9)**		**(67.9)**
Other current financial debts							0.0				0.0
Bank overdrafts			(0.2)				(0.2)	(0.2)			(0.2)
VIII - Other current financial liabilities	**0.0**	**0.0**	**(0.2)**	**0.0**	**0.0**	**0.0**	**(0.2)**	**(0.2)**	**0.0**	**0.0**	**(0.2)**
Total liabilities	**(26.2)**	**(200.2)**	**(0.2)**	**0.0**	**(67.9)**	**(11,661.6)**	**(11,956.1)**	**(7,975.4)**	**(5,118.6)**	**0.0**	**(13,094.0)**
Total	**(1.0)**	**399.0**	**135.5**	**13.6**	**181.7**	**(11,661.6)**	**(10,932.8)**	**(7,962.1)**	**(4,118.0)**	**9.4**	**(12,070.7)**

(*) The Group has no held-to-maturity financial assets.
(**) Listed price of loans issued by CNA.
(***) Mainly UCITS and "bons de caisse" deposits.
(****) See Note A.3.16. "Other financial assets and fair value of derivatives (non-current assets)".

31/12/2011 *(in € millions)*	**Accounting categories[*]**							**Fair value**			
Balance sheet headings and classes of instrument	**Financial instruments through profit or loss**	**Derivatives designated as hedges**	**Assets measured at fair value (fair value option)**	**Available-for-sale financial assets**	**Loans and receivables**	**Liabilities at amortised cost**	**Total carrying amount for the class**	**Level 1: quoted prices and cash**	**Level 2: internal model using observable factors**	**Level 3: internal model using non-observable factors[****]**	**Fair value of the class**
Investments in listed subsidiaries and affiliates				4.2			4.2	4.2			4.2
Investments in unlisted subsidiaries and affiliates				0.6			0.6			0.6	0.6
Loans and financial receivables				7.8			7.8			7.8	7.8
I - Non-current financial assets	**0.0**	**0.0**	**0.0**	**12.6**	**0.0**	**0.0**	**12.6**	**4.2**	**0.0**	**8.4**	**12.6**
II - Derivative financial instruments - assets	**27.3**	**404.0**	**0.0**	**0.0**	**0.0**	**0.0**	**431.3**	**0.0**	**431.3**	**0.0**	**431.3**
III - Trade receivables					**232.4**		**232.4**		**232.4**		**232.4**
Cash management financial assets other than cash equivalents			0.2				0.2		0.2		0.2
Cash equivalents			27.2				27.2		27.2[***]		27.2
Cash			41.4				41.4	41.4			41.4
IV - Current financial assets	**0.0**	**0.0**	**68.8**	**0.0**	**0.0**	**0.0**	**68.8**	**41.4**	**27.4**	**0.0**	**68.8**
Total assets	**27.3**	**404.0**	**68.8**	**12.6**	**232.4**	**0.0**	**745.1**	**45.6**	**691.1**	**8.4**	**745.1**
Bonds						(4,751.4)	(4,751.4)	(4,148.5)	(504.1)		(4,652.6)
Other bank loans and other financial debt						(5,857.2)	(5,857.2)	(3,173.3)[**]	(3,132.8)		(6,306.1)
V - Long-term financial debt	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**(10,608.6)**	**(10,608.6)**	**(7,321.8)**	**(3,636.9)**	**0.0**	**(10,958.7)**
VI - Derivative financial instruments - liabilities	**(28.1)**	**(106.7)**	**0.0**	**0.0**	**0.0**	**0.0**	**(134.8)**	**0.0**	**(134.8)**	**0.0**	**(134.8)**
VII - Trade payables					**(67.9)**		**(67.9)**		**(67.9)**		**(67.9)**
Other current financial debts						(1,030.4)	(1,030.4)		(1,030.4)		(1,030.4)
Bank overdrafts							0.0				0.0
VIII - Other current financial liabilities	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**(1,030.4)**	**(1,030.4)**	**0.0**	**(1,030.4)**	**0.0**	**(1,030.4)**
Total liabilities	**(28.1)**	**(106.7)**	**0.0**	**0.0**	**(67.9)**	**(11,639.0)**	**(11,841.7)**	**(7,321.8)**	**(4,870.0)**	**0.0**	**(12,191.8)**
Total	**(0.8)**	**297.3**	**68.8**	**12.6**	**164.5**	**(11,639.0)**	**(11,096.6)**	**(7,276.2)**	**(4,178.9)**	**8.4**	**(11,446.7)**

(*) The Group has no held-to-maturity financial assets.
(**) Listed price of loans issued by CNA.
(***) Mainly UCITS and "bons de caisse" deposits.
(****) See Note A.3.16. "Other financial assets and fair value of derivatives (non-current assets)".

The method of measuring the fair value of financial assets and liabilities did not change in 2012.

D. Main features of concession contracts

D.18. Concession contracts – intangible asset model

D.18.1. Main features of concession contracts (see Note A.3.4. "Concession contracts")

The main features of the contracts for the concessions accounted for using the intangible asset model and operated by ASF and Escota are as follows:

	Control and regulation of prices by concession grantor	Remuneration paid by	Grant or guarantee from concession grantor	Residual value	Concession end date or average duration	Consolidation method	Accounting model
ASF Group							
ASF (2,714 km of toll motorways in France of which 21 km at project stage)	Pricing formula as defined in the concession contract. Price increases subject to agreement by grantor.	Users	Nil	Infrastructure returned to grantor for no consideration at the end of the contract, unless purchased before term by the grantor on the basis of the economic value.	End of contract in 2033	Full consolidation	Intangible asset
ESCOTA (459 km of toll motorways in France)	Pricing formula as defined in the concession contract. Price increases subject to agreement by grantor.	Users	Nil	Infrastructure returned to grantor for no consideration at the end of the contract, unless purchased before term by the grantor on the basis of the economic value.	End of contract in 2027	Full consolidation	Intangible asset

In accordance with the asset impairment rules, no loss of value has been recognised in the financial statements at 31 December 2012, nor at 31 December 2011. It should be noted that the owned assets of the Puymorens tunnel operation are not considered as a cash generating unit.

D.18.2. Commitments made under concession contracts (see Note A.3.4. "Concession contracts")

Contractual investment and renewal obligations

Under their concession contracts, ASF and Escota have undertaken to carry out certain investments in infrastructure that they will operate as concession operators. The corresponding assets break down as follows:

(in € millions)	31/12/2012	31/12/2011
ASF	1,783.3	2,253.1
Escota	86.6	176.4
Total	**1,869.9**	**2,429.5**

These amounts do not include maintenance expenditure on infrastructure operated under concessions.

Investments by Group companies are financed by issuing bonds in the market, taking out new loans from the European Investment Bank (EIB) and drawings on available credit facilities.

E. Other notes

E.19. 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.

These transactions are conducted on the basis of market prices.

E.19.1. 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 ASF SA and the companies that it controls to persons who, at the balance sheet date are (or, during the year, have been), members of the Group's governing bodies and Executive Committee. The corresponding amounts have been recognised and expensed in 2011 and 2012 as follows:

(in € millions)	31/12/2012	31/12/2011
Remuneration	2.8	2.5
Employer's social charges	1.9	1.9
Post-employment benefits		
Share-based payments(*)	1.6	2.0

(*) *This amount is determined in accordance with IFRS 2 and as described in Note C.12. "Share-based payments".*

The aggregate amount of provisions for retirement benefit obligations (contractual lump sums payable on retirement and any supplementary defined benefit schemes) in favour of members of the Group's governing bodies and Executive committee amounted to €0.3 million at 31 December 2012 (€0.5 million at 31 December 2011).

E.19.2. Transactions with the VINCI Group

Transactions in 2012 and 2011 between the ASF Group and the VINCI Group break down as follows:

(in € millions)	31/12/2012	31/12/2011
Concession fixed assets in progress	39.6	19.5
Property, plant and equipment	0.1	
Trade receivables	7.3	4.1
Current tax asset	3.2	0.1
Dividend payments	186.7	1,330.1
Non-current financial debts	1,150.6	
Trade payables	18.3	19.0
Other current payables	39.9	50.5
Tax liabilities payable	23.2	35.5
Current financial debts		1,030.4
Revenue and revenue from ancillary activities	15.5	9.6
Fees	10.9	10.9
Other external expenses	323.5	372.2
Income tax expense	454.6	429.8

E.19.3. Other transactions with related parties

Information on companies accounted for under the equity method is given in Note C.9.2. "Financial information on companies accounted for under the equity method".

Given the consolidation of the largest subsidiaries, there are no longer any material transactions with related parties other than the VINCI Group.

E.20. Statutory Auditors' fees

	Deloitte & Associés network				KPMG network			
(in € millions)	2012	%	2011	%	2012	%	2011	%
Audit								
Statutory audit	0.3	100%	0.2	100%	0.2	100%	0.1	100%
ASF SA	0.2	67%	0.1	50%	0.2	100%	0.1	100%
Fully consolidated subsidiaries	0.1	33%	0.1	50%		0%		0%
Directly linked services and work		0%		0%		0%		0%
ASF SA		0%		0%		0%		0%
Fully consolidated subsidiaries		0%		0%		0%		0%
Sub-total, audit	**0.3**	**100%**	**0.2**	**100%**	**0.2**	**100%**	**0.1**	**100%**
Total	**0.3**	**100%**	**0.2**	**100%**	**0.2**	**100%**	**0.1**	**100%**

F. Note on litigation

Litigation is managed by the Legal Affairs Department, except for cases falling within the remit of the Human Resources Department.

The ASF Group is a party in a certain number of disputes in connection with its activities. To ASF's knowledge, there is no litigation likely to affect substantially the business, financial performance, net assets or financial situation of the ASF Group. Furthermore, provisions that the Company considers sufficient given the current state of affairs have been taken in respect of cases in progress, where necessary and taking account of insurance cover.

G. Post-balance sheet events

Price increase on 1 February 2013

The reference index for the price increase at 1 February 2013 showed an increase of 1.695%.

For ASF:

Based on the pricing formula specified in the 2012-2016 master plan [0.85i + 0.80%], the corresponding increase will be 2.24% for all classes of vehicle.

For Escota:

The average price increase on 1 February 2013 will be 1.74%.

Appropriation of 2012 net income

The Board of Directors finalised the consolidated financial statements for the year ended 31 December 2012 on 31 January 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 to pay a dividend of €2.77 per share in respect of 2012, taken from available reserves and unappropriated earnings, for a total amount of €639,809,062.77 from which will be deducted the interim dividend granted by the Board of Directors on 27 July 2012 of €0.57 per share, amounting to €131,657,460.57.

The remaining dividend to pay is therefore €2.20 per share, amounting to €508,151,602.20.

Financing

ASF made an issue of bonds under its EMTN programme for a face value of €700 million on 18 January 2013 for 10 years subject to an interest payment of 2.875%.

Report of the Statutory Auditors

DELOITTE & ASSOCIES

185, avenue Charles-de-Gaulle
92524 Neuilly-sur-Seine Cedex
France

KPMG Audit
A Department of KPMG S.A.

1, cours Valmy
92923 Paris La Défense Cedex
France

Autoroutes du Sud de la France (ASF)
A French limited liability company (Société Anonyme)

Registered office: 9, place de l'Europe
92851 Rueil-Malmaison, France
Share capital €29,343,640.56

Report of the Statutory Auditors on the consolidated financial statements

Period 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 period ended 31 December 2012 on:

- the audit of the accompanying consolidated financial statements of Autoroutes du Sud de la France (ASF);
- the justification of our assessments;
- 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 give a true and fair view of the assets, liabilities, financial position and results of the companies and entities included in the consolidated Group in accordance with IFRS standards as adopted in 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. to the consolidated financial statements "Use of estimates", the ASF Group uses estimates prepared on the basis of information available at the time of preparing its consolidated financial statements, in a context of economic and financial crisis of which the scale and duration beyond 31 December 2012 cannot be accurately forecast.
- The ASF Group recognises provisions to cover its obligations to maintain the condition of assets under concession, using the method described in Notes A.3.1.4. "Measurement of provisions" and A.3.23. "Current provisions" to the consolidated financial statements. We have assessed the data and the assumptions on which these provisions are based and their numerical representation.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole and have therefore contributed to the formation of our opinion, given in the first part of this report.

3. Specific verification

We have also verified in accordance with the professional standards applicable in France and as required by law, the information in the Group Management Report.

We have no comments to make as to its fair presentation and its conformity with the consolidated financial statements.

The Statutory Auditors

Paris La Défense and Neuilly-sur-Seine, 31 January 2013

Deloitte & Associés	KPMG Audit *A Department of KPMG S.A.*
Mansour Belhiba	**Patrick-Hubert Petit**

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 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 captions or on information taken outside of the consolidated financial statements.

This report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

Statement by the person responsible for the financial report for the period

Person responsible for the financial report for the year

Pierre Coppey, Chairman and Chief Executive Officer of ASF SA.

Statement by the person responsible for the financial report for the year

I certify that, to the best of my knowledge, the consolidated financial statements for the year ended 31 December 2012 have been prepared in accordance with the applicable financial reporting standards and give a true and fair view of the assets and liabilities, financial position and results of the operations of the Company and of the Group formed by the companies included in the consolidated financial statements, and that the management report for the year faithfully presents the important events that have occurred during the 2012 financial year, their impact on the financial statements, the main transactions between related parties and a description of the main risks and uncertainties in respect of the financial year.

Rueil-Malmaison, 30 January 2013

Pierre Coppey

Chairman and CEO

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AUTOROUTES