

SUSTAINABLE DEVELOPMENT AN APPROACH BASED ON RISK MANAGEMENT AND RESPONSIBILITY

The VINCI approach on sustainable development⁽¹⁾ forms part of the Group's overall performance objectives and is based on a will to control risks, be they present or future. On the business front, VINCI companies, which are actively involved in numerous operations in many different countries, are particularly concerned to comply with good commercial practice vis-à-vis both their clients and their suppliers. As regards social aspects, VINCI's policy is centred on safety, forward-looking jobs and skills management (GPEC) and ensuring equality of opportunity, and involves temporary worker recruitment companies and subcontractors in its promotion of responsibility. On the environmental front, VINCI is convinced of the need to adopt a responsible attitude in the face of climate change, assessing each structure by the yardstick of an analysis of its life cycle. This approach makes it possible to allocate responsibility to each actor in the value chain, from the design through the works to the operational stage, and thus reduce environmental impact. It also underlies the Group's active participation in its sector's efforts to acquire scientific measuring instruments that are neutral and totally reliable.

CO-ORDINATION OF THE APPROACH

General co-ordination of the approach has been entrusted to the Delegation for Sustainable Development, an extremely streamlined structure which reports to the Executive Committee. Risk analyses are regularly reviewed by the members of the Sustainable Development Committee, a body composed of 25 members representing all areas of the Group's activities. All new risks identified are analysed and closely monitored by specialised working groups. In 2008, the social review focused in particular on ethical alert mechanisms and the prevention of risks relating to health/the environment. The environmental review opened the way to improving the prevention of risks relating to chemical substances/REACH (Registration, Evaluation and Authorisation of Chemicals) and biodiversity. It also considered eco-driving, and the drawing up of a set of guidelines specifically for eco-neighbourhoods. In addition, the CO₂ pivot club, which rallies the operational managers of the different business lines around the themes of "finance", "carbon economy" and "energy management", has considerably increased its demands as regards the level of relevance and coverage of environmental indicators. The VINCI approach on sustainable development is expressed in a series of priority commitments that involve all its subsidiaries and all employees.



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VINCI's policy on social responsibility is centred on safety, forward-looking jobs and skills management, and ensuring equality of opportunity.

VINCI's backing of the ten principles of the Global Compact is also the subject of active in-house communication⁽²⁾. As regards their content, this contributes to an implementation of programmes and projects within a familiar, reliable and neutral framework.

VINCI IN THE NON-FINANCIAL INDICES

The VINCI approach on sustainable development is regularly – and positively – assessed by analysts and rating agencies specialising in socially responsible investment. VINCI has notably featured for a number of years now in the Vigeo Group agency's Aspi Eurozone index, composed of the 120 companies in the euro zone with the best social and environmental performance. In 2008, thanks in particular to the progress it has made as regards quantification of its CO₂ emissions and eco-design, VINCI was included in the "Dow Jones Sustainable Index World (DJSI World)", which selects the "top 10 responsible companies" from among those

worldwide with the biggest market capitalisations, i.e. some 200 companies. VINCI is also one of the shares analysed in the annual Carbon Disclosure Project survey which assesses large companies' capacity to react when facing the challenges of climate change; the 2008 version of this survey gave the Group a "best in class" ranking in its sector. ■

⁽¹⁾ The 2008 version of the report on sustainable development is included in the management report (pp. 121-136). All texts, data and initiatives can also be accessed via the website at www.vinci.com, under Sustainable development.

⁽²⁾ The "statement on progress" drawn up by VINCI in respect of the Global Compact can also be consulted at www.vinci.com, under Sustainable development, and features on p.121 of this document, in the Board's management report.

OUR PRIORITY COMMITMENTS

Commitments	2008 results	2009 commitments
Social		
1/ Jobs Promote the creation of permanent jobs	- 26,359 people hired on unlimited-term contracts worldwide - 10,036 people hired on unlimited-term contracts in France	- Continue to create permanent jobs
2/ Training Set up a forward-looking jobs and skills management	- 3.1 million hours of training worldwide, i.e. an average of 19 hours of training per employee	- Increase the number of hours of training in France by 10%
3/ Safety Achieve a zero accident rate	- VINCI's accident frequency rate: 11.59 - VINCI's accident severity rate: 0.64	- Actively pursue the accident prevention policy
4/ Equal opportunities Promote diversity	- 7,750 hours of diversity training in Europe - Publication of results of the diversity audit carried out in 2007; second audit undertaken by the Vigeo agency, in 40 European subsidiaries - Formation of a body of in-house auditors to follow up the diversity audits	- Put the management of diversity onto a permanent footing
5/ Share ownership Promote increased employee share ownership	- 87% of employees in France are shareholders. 8.2% of VINCI's capital is owned by employees	- Promote employee share ownership among lower-paid employees: new scale of employer contributions for 2009 with the employer exceptionally doubling this contribution for the first 300 euros invested
6/ Civic engagement Encourage employee initiatives	- 121 projects supported by the VINCI Foundation in Europe - More than 150 employees engaged in volunteering of expertise	- Develop the sponsorship tools - Continue to deploy employee initiatives in Europe and elsewhere
Environment		
7/ Climate change Quantify greenhouse gas emissions in accordance with ISO standard 14064	- Deployment worldwide of the Group's environmental reporting - Second Scope 2 quantification exercise in France	- Apply this approach systematically in order to limit reducible sources of emissions - Step up exchanges of information and consultation with all parties involved in the value chain
8/ Eco-design Implement the eco-efficiency policy, starting with life-cycle analysis	- Development of eco-comparison tools for each activity - Launch of the ParisTech chair in the eco-design of building complexes and infrastructure	- Develop research and teaching activities in the areas of eco-neighbourhoods, biodiversity, materials, rehabilitation of built structures and mobility
9/ Customers-suppliers Work together with partners in the value chain	- Continuation of training courses in purchasing and sustainable development - Inclusion of environmental clauses in VINCI framework contracts - Proposal of environmental alternatives when responding to calls for tenders	- Design and implement the second version of the training course "Integrating sustainable development into the purchasing function" - Design and implement a training course on "Integrating sustainable development in proposals"
Research & Development		
10/ Co-operation Involve all stakeholders in the issues of the future	- Creation of The City Factory, a think-tank dedicated to reflecting on tomorrow's city together with representatives from the worlds of business, science and public administrations	- Organise City Factory seminars in the French regions and abroad
11/ Applied R&D Enhance the Group's technological capability	- 45 research programmes under way in the subsidiaries - 180 in-house research workers - A global R&D budget of more than €30 million	- Increased emphasis on joint programmes (involving more than one business line)
12/ Participative innovation Encourage employee innovation	- Launch of the 5th VINCI Innovation Awards Competition - Promote technological innovation and encourage in-house dissemination of innovations	- Continue to disseminate innovations emerging from Innovation Awards Competitions

SUSTAINABLE DEVELOPMENT SOCIAL RESPONSIBILITY

CREATING PERMANENT JOBS

On 31 December 2008, VINCI had 164,057 employees worldwide (3% more than in 2007), 87% of them on unlimited-term contracts. Despite a difficult economic context, worldwide the Group hired 26,359 people on permanent contracts in the course of the year, 10,036 of them in France.

ANTICIPATING THE NEED FOR NEW BUSINESS SKILLS

VINCI's economic model requires a workforce of men and women capable of seeing projects through to the end over the short, medium and longer term in a wide range of technical and operational circumstances. The deployment in all subsidiaries of a forward-looking jobs and skills management (GPEC) approach, in line with the Group's commitments, aims to meet this challenge. Approximately 100 GPEC agreements were signed in 2008. These will enable VINCI companies to better anticipate changes occurring in their business lines and markets – and the corresponding need to develop skills. In step with the Group's strategic objectives, the human resources policy also aims to put recruitment and the career development of its employees on a more international basis, and to enhance its expertise as a project integrator capable of taking charge of ever more complex projects, notably within the framework of public-private partnerships.

OFFERING ALL EMPLOYEES A TRAINING PROGRAMME

VINCI aims to offer each employee an individually tailored training programme. In 2008, Group employees benefited from 3.1 million hours of training, 24% more hours than in 2007. VINCI companies continued to develop their in-house training centres – at locations all over France.

Upstream of the recruitment and training phases, VINCI companies cultivate particularly active contacts with schools and other sources of recruitment. A network of campus managers organises and co-ordinates the links with about a hundred schools, each year "reaching" over 30,000 pupils and students. In 2008, Group companies welcomed 6,484 of them on work-experience placements, and 3,249 within the framework of work-study contracts. VINCI is also active in helping young people in troubled circumstances into the labour market, notably via GEIQ, an



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VINCI aims to create permanent jobs, despite a difficult economic context.

association of employers working for integration and training formed in the Paris region by some 10 Group companies.

ENSURING THE SAFETY OF ALL EMPLOYEES

VINCI aims to achieve a "zero accident" rate. In five years, the number of training hours devoted to safety has increased by a factor of 2.1, and the frequency of occupational accidents has gone down by 35%. Over the same period, the number of companies recording no lost-time accidents remained constant at around 50%.

Led by a network of 300 safety correspondents operating within an international co-ordination system set up in 2008, the policy on accident prevention and safety calls for considerable input on the part of management, and is deployed at all levels within the Group via a whole range of actions adapted to its various business lines: 15-minute safety sessions, accident-prevention competitions, analysis of accidents and near-miss incidents, etc.

This policy extends to subcontractors and temporary worker recruitment companies, notably via the safety clauses introduced into framework contracts.

Road travel risk is specifically tackled by the VigiRoute plan, which is widely implemented in all European subsidiaries.

GUARANTEEING EQUAL OPPORTUNITIES FOR ALL

In 2008, VINCI's workforce included 21,229 women; they accounted for 13% of new hires. There were 2,634 disabled employees; business activity entrusted to undertakings employing a majority of disabled people increased by 19%, generating revenue of €2.5 million.

VINCI pursues a proactive policy as regards managing equality of opportunity. In line with its Manifesto commitment, for the second year running the Group commissioned an audit of its policy on diversity. Carried out by an independent organisation, the Vigeo Group, the 2008 audit covered 40 subsidiaries, and 900 people were interviewed. The results for the four themes examined (gender mix and employment of disabled people, people from an immigrant background and older people) show practices have improved. With the help of the Vigeo Group analysts, a body of in-house auditors was formed and trained in order to develop the audit approach. Furthermore, past audits are the subject of a subsequent follow-up.

ENCOURAGING EMPLOYEE SHARE OWNERSHIP

VINCI is committed to making it easier for its employees to participate in its capital through an attractive employer contribution policy that favours the smallest savers. In 2008, €48 million were paid in the form of employer contributions. Employee share ownership remained stable despite the difficult stock market context. 89,236 employees, more than half of the workforce, were VINCI shareholders at the end of the year, testifying to their confidence in the Group's employee savings scheme. In France, 87% of employees are shareholders. As regards 2009, the maximum employer contribution has been raised to €3,800, with a new, exceptional tranche offering an employer contribution of 200% for the first €300 invested.

In addition, 91% of French employees benefit from incentive and/or profit-sharing schemes. At Group level, €290 million were distributed in 2008 in the form of incentives, profit-sharing, employer contributions and social protection. ■

SUSTAINABLE DEVELOPMENT CIVIC ENGAGEMENT



ENCOURAGING THE INVOLVEMENT OF GROUP EMPLOYEES IN COMMUNITY PROJECTS

VINCI contributes to social development by supporting community projects that promote employment and improve the quality of life. Co-ordinated mainly by the VINCI Foundation for the Community, our approach combines financial backing and employee support through sponsorship and skills. In 2008, 121 projects were supported by the Foundation, involving total subsidies of more than €2 million. In the Czech Republic, a foundation created on the same principles supported six projects, to the tune of 65,000 euros, in its first year of operation. In Africa, Sogea-Satom's Initiatives for Africa programme (Issa) encourages participation by employees in community projects benefiting local people in countries where the Group is working on projects or maintains offices.

HERITAGE PRESERVATION

VINCI also contributes to protecting our heritage. Group companies continued their policy of turning to best possible account the archaeological and palaeontological finds made, in particular, during the construction of motorways. In addition, VINCI funded (€2 million) and built the new visitors centre at the Château de Versailles (see p. 30), after having completely restored the Hall of Mirrors over the preceding few years within the framework of an unprecedented skills-based sponsorship operation. ■



Mob d'Emploi 36 is a job-creating workshop supported by the VINCI Foundation for the Community.



Established in 2006, Sogea-Satom's Initiatives for Africa programme (Issa) encourages employees to engage in community projects.



Archaeological and palaeontological excavations ahead of works to widen the A8 motorway.



Within the framework of a skills-based sponsorship operation, VINCI financed and built the temporary visitors centre at the Château de Versailles.

SUSTAINABLE DEVELOPMENT ENVIRONMENT

In 2008, VINCI extended its environmental policy, based on common indicators and a single reporting system, to cover all Group companies. Performance objectives are defined per business activity and as a function of geographical context.

QUANTIFYING GREENHOUSE GAS EMISSIONS

Having carried out its first CO₂ assessment in 2007, in 2008 VINCI again measured its own greenhouse gas emissions, in accordance with the international standard ISO 14064, adjusted for the nature of its activities. As promised, the 2008 CO₂ assessment was extended to cover the Group's activities worldwide, all companies having equipped themselves with the appropriate measuring tools and networks of trained people. It reveals total emissions of 2.9 million tonnes (on a Scope 2 basis, direct emissions + electricity). Several companies, notably motorway operators, carried out a more broadly-based CO₂ audit (Scope 3, including indirect emissions and those generated by customers). The various results were critically analysed and a number of decisions taken with a view to making best use of resources as regards limiting emissions. Special training sessions were organised to allow employees to share experiences.

DEPLOYING AN ECO-EFFICIENCY POLICY

VINCI is very conscious of the changes the fight against climate change will bring for its companies. The reflection process begun in 2007 on the need to speed up the process of re-engineering constructive solutions and professional practices continued, with all involved in the value chain being made aware of their responsibilities. VINCI companies increased their contacts with the various stakeholders making up this chain, from project initiator through to the user of the finished product, in order to make clear the agreed global design-construction-operation approach.

Deployment of an eco-efficiency policy also involved developing guidelines and shared measuring instruments, in addition to the first tools already being used: Equer (assessment of a building's energy performance); Gaia.BE® (an environmental comparator used for road works); Freyssinet's Sustainable Technology approach. These tools make it possible, when responding to calls to tender, to offer alternative options that are relevant both environmentally and economically. More generally, the synergies between activities engendered by VINCI's



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Eurovia's Recyclovia® process allows the refurbishing of pavements in situ, using a cold bituminous binder.

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Sustainable Technology, the Freyssinet "hallmark", is indicative of the firm's preference for techniques involving low consumption of natural resources and low greenhouse gas emissions.

integrated concession-construction business model tend to favour the emergence of integrated solutions offering a high performance in terms both of energy and the environment.

PROMOTING RESEARCH IN ECO-DESIGN

In late 2008, VINCI and three of the ParisTech engineering schools (Mines Paris, Ponts and Agro) signed a partnership agreement resulting in the establishment of the first chair in the eco-design of building complexes and infrastructure. Associating teaching and research, this new chair has two complementary objectives: give eco-design a central place in the training provided for future generations of engineers; develop new concepts and tools that cover all aspects of eco-design (buildings, mobility, management of transport infrastructure, etc.) and will become real decision-making aids for economic operators. VINCI's involvement in this partnership is both financial (€600,000 a year for five years) and operational (experiments at pilot sites, hosting of researchers and trainees in Group companies). ■

SUSTAINABLE DEVELOPMENT R&D AND INNOVATION

STIMULATING FORWARD-LOOKING REFLECTION ON THE SUSTAINABLE CITY

A think-tank created by VINCI, The City Factory provides a forum for the sharing of experiences and expertise and for the discussion of the whole range of viewpoints and analytical work relating to the sustainable city. Its first seminar, in London, considered the theme of urban mobility, bringing together more than 50 international experts from complementary professional backgrounds: universities, non-governmental organisations, companies, politics, administrative bodies. The second meeting, held in Paris, was devoted to transport infrastructure projects in greater Paris and their impact on the region's economic development. These two events provided an opportunity to present the Pirandello® urban model, developed by VINCI; this tool can measure the impact of public planning decisions (introduction of a congestion charge, construction of a new transport link, etc.) on urban settlements and mobility, in terms of population density, property prices, and traffic flows. In 2009, City Factory will be focusing its attention on the subject of the ecological city and eco-neighbourhoods.

STRIVING FOR TECHNOLOGICAL EXCELLENCE

There were 45 research programmes under way in VINCI's various business entities in 2008, with a total budget of €30 million. In-house R&D occupies more than 180 research workers and scientists. The VINCI teams include some twenty PhD students on Cifre (training through research) contracts who are at the same time working on their thesis.

VINCI's Research, Development and Innovation Committee, the central body bringing together the scientific directors of the various divisions, covers the entire range of the Group's activities. Reporting to the Executive Committee, it facilitates the exchange of information about research projects under way in Group companies or within the framework of national or European programmes. Each division manages its own R&D budget and selects its research themes as a function of its sector.



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Designed by two Group experts, Pirandello® is a decision-making tool for use in urban development projects.

FOSTERING PARTICIPATIVE INNOVATION: THE VINCI INNOVATION AWARDS COMPETITION

In order to develop the Group's creative potential by turning employees' innovations to good account, every two years VINCI organises a major competition open to all employees: the VINCI Innovation Awards Competition. The 2007 version extended into 2008 with the dissemination within the Group of the most significant innovations. For the 2009 version, VINCI has slightly adjusted the concept underlying the competition in order to better reflect the extent to which its employees use the innovations, and better capitalise on technological breakthroughs. The projects entered in the four main categories (Materials, Processes and Techniques; Management; Equipment and Tools; Marketing and Services) as well as the special "Safety" and "Sustainable Development" prizes are assessed by technical and commercial experts. A first series of regional prizes will be awarded in the autumn of 2009; the final winners will be presented with their prizes at a ceremony early in 2010, in Paris. ■

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The solar radiotelephony relay station, a winner in the VINCI 2007 Innovation Awards Competition, is powered by photovoltaic energy. Thanks to its battery, this device can function for about ten days without sunshine.

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More than 180 research workers and scientists are engaged in R&D work at VINCI.

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STOCK MARKET AND SHAREHOLDER BASE

VINCI SHARE INCREASED DIVIDEND AND RESILIENCE OF SHARE DURING FINANCIAL MARKET TURMOIL

Amid the global financial and stock market crisis in 2008, our share closed at €30 on 31 December 2008, down 41% over the year but outperforming the CAC 40 index by 3%. Against this backdrop, it continued to be an attractive investment, as illustrated by the 17% growth in the number of individual shareholders.

Benefitting from the Group's business profile and prudent management, the dividend proposed to the Shareholders' Meeting on 14 May 2009 will be €1.62 per share, representing a 6.6% increase.

PAY-OUT RATIO HELD AT 50%

In 2009, we will maintain the 50% pay-out policy introduced three years ago and propose a dividend of €1.62 per share to the Shareholders' Meeting of 14 May 2009. This represents a 6.6% increase over the previous year and a return of 5.4% on the share price on 31 December 2008.

After taking account of the interim dividend of €0.52 per share paid on 18 December 2008, the final dividend to be paid on 18 June 2009 is €1.10 per share, which is payable in cash or, as an option, in new shares.

SIGNIFICANT GROWTH IN THE NUMBER OF INDIVIDUAL SHAREHOLDERS

The number of individual shareholders rose 17% to 285,000 in December 2008, representing 12.5% of VINCI's share capital.

In line with his commitment, Yves-Thibault de Silguy, chairman of the Board of directors, visited several major cities in France to meet individual shareholders and host meetings to present the Group, its business activities, strategy and results. Similar meetings will be organised in 2009.

Our shareholder relations department received several awards in 2008. On 14 October, for instance, it received the Fils d'Or jury's prize organised by *La Vie Financière*, a French weekly newspaper, in recognition of the quality improvements made within the department.

The shareholder relations department has a free-phone number (see opposite) for callers using a fixed-line telephone in France, as well as a shareholders' page on our website at www.vinci.com. Through this page, shareholders have direct access to full information about our business and financial performance. They can also register to receive press releases in real time and become members of the Shareholders' Club. A newsletter (available in French only) keeps shareholders up to date about the Group's news and outlook.

VINCI SHAREHOLDERS' CLUB BENEFITS

The VINCI Shareholders' Club had 7,500 members at 31 December 2008, of which 1,200 were new members who joined during the year.

The club proposes visits to sites and facilities, hosted by local operations managers. In 2008, over 600 members visited some of the finest structures built by the Group: the A19 motorway, Térénez bridge, Dijon-Mulhouse high-speed line and the Stade de France.

In addition, as part of the renewed skills sponsorship arrangement under which we built the temporary visitors centre in the courtyard of the Château de Versailles in spring 2008, free access to the Château has been extended to 30 June 2011 for club members.

Anyone owning at least one VINCI share can apply to the shareholder relations department

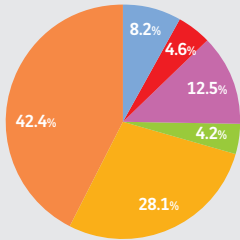
to become a club member and benefit automatically from these special offers.

INSTITUTIONAL INVESTORS AND FINANCIAL ANALYSTS

Our communication policy as regards institutional investors (shares and bonds) and financial analysts aims to establish close dialogue with the financial community. To that end, we send analysts and investors regular information so that they can better understand our strategy and financial situation, as well as events that could impact on our performance.

In 2008, we contacted over 1,200 institutional investors and financial analysts around the world through various communication initiatives:

- > information meetings when we published our annual and interim results;
- > participation of senior managers in general or themed events organised for institutional investors by financial institutions;
- > telephone conferences when we published our quarterly data;
- > road shows held in major financial centres in Europe and North America so that our senior management could meet investors (about 20 days in 2008);
- > individual meetings and telephone conferences between our financial department and institutional investors. ■



- Employees (savings funds)
- Treasury shares
- Individual shareholders
- Financière Pinault
- French institutional investors
- Other institutional investors, of which:
 - 16.8% North America
 - 6.9% United Kingdom
 - 16.3% Continental Europe
 - 2.4% Rest of the world

BALANCED AND DIVERSIFIED SHAREHOLDER BASE^(*)

At 31 December 2008, our employee savings funds were our leading shareholder group, with 89,236 employees holding over 8% of our share capital. Some 285,000 individual shareholders, up 17% on the previous year, held 12.5% of our share capital. Institutional investors, of which there were more than 500, accounted for about 75% of our share capital. They were located mainly in France, the rest of Europe and North America.

^(*) Estimate based on a schedule of identifiable bearer shares at 31 December 2008.

VINCI SHAREHOLDER RELATIONS DEPARTMENT

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 - > Individual and institutional shareholders
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+17% a year

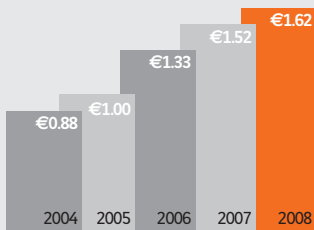
RETURN ON INVESTMENT IN VINCI SHARES OVER FIVE YEARS

A VINCI shareholder who invested €1,000 on 1 January 2004 and reinvested all the dividends received (including tax credits until 31 December 2004) would have had an investment of €2,154 on 31 December 2008. This represents an annual return of 17%.

VINCI: 17th BIGGEST MARKET CAPITALISATION IN THE CAC 40 ON 1 JANUARY 2009

€15 billion
at 31 December 2008
based on a price of €30 per share.

VINCI ranked 17th in the CAC 40 by market capitalisation and 14th by index weight.



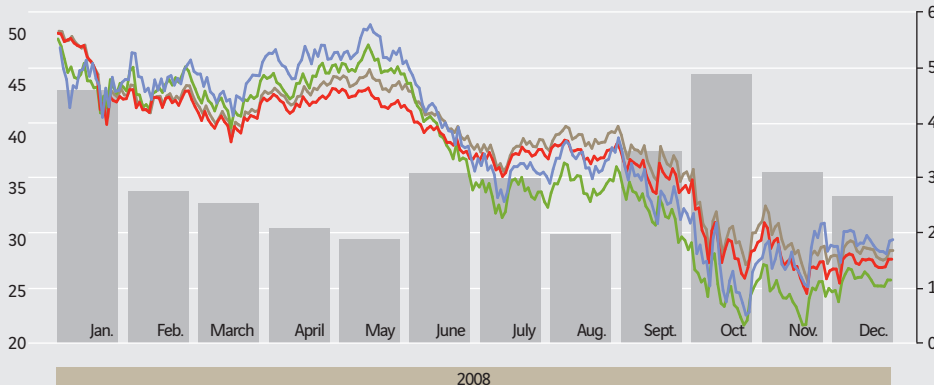
DIVIDEND PER SHARE DOUBLED IN FIVE YEARS^(*)

The dividend proposed to the Shareholders' Meeting in respect of 2008 was €1.62 per share, a 6.6% increase over the 2007 dividend.

^(*) After restatement following the two-for-one VINCI share splits in May 2005 and May 2007.

SHARE PERFORMANCE AND AVERAGE DAILY TRADING VOLUME

Price in €
(VINCI rebased)



Number of shares traded
(millions/day)

Between 31 December 2007 and 31 December 2008, our share price declined 41%, while the CAC 40, DJ Eurostoxx 50 and DJ Eurostoxx Construction & Materials indexes fell 43%, 44% and 48% respectively. In 2008, a daily average of 3 million shares were traded on the market (Euronext).

- VINCI
- CAC 40
- DJ Eurostoxx 50
- DJ Eurostoxx Construction & Materials
- No. of VINCI shares traded

