



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	984 277 016
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	VINCI ENERGIES NORWAY AS
Forretningsadresse:	Innspurten 15 0663 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2022 - 31.12.2022
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Konsern

Mørselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	-

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Dominique Ferreira
Dato for fastsettelse av årsregnskapet:	08.05.2023

Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 21.07.2024



Resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Annen driftsinntekt	2,8	43 372 616	60 841 095
Sum inntekter		43 372 616	60 841 095
Kostnader			
Lønnskostnad	3,11	6 363 721	7 226 002
Avskrivning på varige driftsmidler og immaterielle eiendeler	4	629 270	651 020
Annen driftskostnad	5	37 458 596	46 491 303
Sum kostnader		44 451 587	54 368 325
Driftsresultat		-1 078 971	6 472 770
Finansinntekter og finanskostnader			
Inntekt på investering i datterselskap og tilknyttet selskap	6	9 726 915	102 741 059
Renteinntekt fra foretak i samme konsern		104 977	0
Annen renteinntekt		4 228	537
Annen finansinntekt		829 209	351 332
Sum finansinntekter		10 665 329	103 092 928
Rentekostnad til foretak i samme konsern		62 360	120 306
Annen rentekostnad		0	3 786
Annen finanskostnad		1 239 926	1 407 773
Sum finanskostnader		1 302 286	1 531 865
Netto finans		9 363 043	101 561 063
Ordinært resultat før skattekostnad		8 284 072	108 033 833
Skattekostnad på ordinært resultat	12	694 903	1 808 752
Ordinært resultat etter skattekostnad		7 589 169	106 225 081
Årsresultat		7 589 169	106 225 081
Overføringer og disponeringer			
Ordinært utbytte		0	38 300 000
Overføringer til/fra annen egenkapital	14	7 589 169	67 925 081



Resultatregnskap

Beløp i: NOK	Note	2022	2021
Sum overføringer og disponeringer		7 589 169	106 225 081



Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	12	46 184 496	46 528 337
Sum immaterielle eiendeler		46 184 496	46 528 337
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	4	1 202 042	1 831 312
Sum varige driftsmidler		1 202 042	1 831 312
Finansielle anleggsmidler			
Investering i datterselskap	6	377 138 328	673 648 246
Andre fordringer		0	0
Sum finansielle anleggsmidler		377 138 328	673 648 246
Sum anleggsmidler		424 524 866	722 007 895
Omløpsmidler			
Varer			
Fordringer			
Andre fordringer	7	12 666 450	236 893
Konsernfordringer	8	20 854 018	79 128 475
Sum fordringer		33 520 468	79 365 368
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	10	18 493 846	19 205 225
Sum bankinnskudd, kontanter og lignende		18 493 846	19 205 225
Sum omløpsmidler		52 014 314	98 570 593
SUM EIENDELER		476 539 180	820 578 488

BALANSE - EGENKAPITAL OG GJELD



Balanse

Beløp i: NOK	Note	2022	2021
Egenkapital			
Innskutt egenkapital			
Selskapskapital	13,14	957 948	1 277 264
Overkurs	14	324 176 705	619 867 307
Sum innskutt egenkapital		325 134 653	621 144 571
Opptjent egenkapital			
Annen egenkapital	14	75 844 691	69 535 260
Sum opptjent egenkapital		75 844 691	69 535 260
Sum egenkapital		400 979 344	690 679 831
Gjeld			
Langsiktig gjeld			
Pensjonsforpliktelser	11	2 700 707	1 204 626
Sum avsetninger for forpliktelser		2 700 707	1 204 626
Annen langsiktig gjeld			
Sum langsiktig gjeld		2 700 707	1 204 626
Kortsiktig gjeld			
Leverandørgjeld		3 643 681	5 564 329
Skyldige offentlige avgifter		-278 219	393 622
Utbytte	8	0	38 300 000
Kortsiktig konserngjeld	8	62 453 311	75 668 637
Annen kortsiktig gjeld	9	7 040 356	8 767 443
Sum kortsiktig gjeld		72 859 129	128 694 031
Sum gjeld		75 559 836	129 898 657
SUM EGENKAPITAL OG GJELD		476 539 180	820 578 488



To the General Meeting of Vinci Energies Norway AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Vinci Energies Norway AS (the Company), which comprise the balance sheet as at 31 December 2022, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Responsibilities of Management for the Financial Statements

PricewaterhouseCoopers AS, Dronning Eufemias gate 71, Postboks 748 Sentrum, NO-0106 Oslo
T: 02316, org. no.: 987 009 713 MVA, www.pwc.no
Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Oslo, 8 May 2023

PricewaterhouseCoopers AS

Marius Thorsrud
State Authorised Public Accountant
(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

Signers:

Name	Method	Date
Thorsrud, Marius	BANKID	2023-05-30 21:26

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Annual account

Vinci Energies Norway AS

2022

Business registration number 984277016



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Vinci Energies Norway AS Income statement

NOTE	Operating revenues and operating expenses	2022	2021
2, 8	Other operating income	43 372 616	60 841 095
	Operating income	43 372 616	60 841 095
3, 11	Salaries and other personnel expenses	6 363 721	7 226 002
4	Depreciation and amortization expenses	629 270	651 020
5	Other operating expenses	37 458 596	46 491 303
	Total operating expenses	44 451 586	54 368 325
	Operating profit	-1 078 970	6 472 770
	Financial income and financial expenses		
6	Income from investment in subsidiaries	9 726 915	102 741 059
	Interest income from Group companies	104 977	0
	Other interest income	4 228	537
	Other financial income	829 208	351 332
	Interest paid to Group companies	62 360	120 306
	Other interest expenses	0	3 786
	Other financial expenses	1 239 926	1 407 773
	Net financial income (expenses)	9 363 042	101 561 063
	Profit (loss) before tax	8 284 072	108 033 833
12	Tax expense (income)	694 903	1 808 752
	Profit (loss) for the period	7 589 169	106 225 081
	Allocation of profit (loss)		
14	Transferred from/to other equity	7 589 169	67 925 081
	Proposed dividend	0	38 300 000
	Total allocation	7 589 169	106 225 081



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Vinci Energies Norway AS Balance sheet 31 December

NOTE	ASSETS	2022	2021
	Non-current assets		
	Intangible assets		
12	Deferred tax assets	46 184 496	46 528 337
	Total intangible assets	<u>46 184 496</u>	<u>46 528 337</u>
	Fixed assets		
4	Property, plant & equipment	1 202 042	1 831 311
	Total fixed assets	<u>1 202 042</u>	<u>1 831 311</u>
	Financial fixed assets		
6	Investments in subsidiaries	377 138 328	673 648 246
	Total financial fixed assets	<u>377 138 328</u>	<u>673 648 246</u>
	Total non-current assets	<u>424 524 866</u>	<u>722 007 895</u>
	Current assets		
	Receivables		
8	Receivables from Group companies	20 854 018	79 128 475
7	Other short-term receivables	12 666 451	236 893
	Total receivables	<u>33 520 468</u>	<u>79 365 368</u>
10	Cash and cash equivalents	18 493 846	19 205 225
	Total current assets	<u>52 014 314</u>	<u>98 570 593</u>
	Total assets	<u>476 539 180</u>	<u>820 578 488</u>



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NOTE	EQUITY AND LIABILITIES	2022	2021
	Equity		
	Paid-in equity		
13, 14	Share capital	957 948	1 277 264
14	Share premium	324 176 705	619 867 307
	Total equity	325 134 653	621 144 571
	Retained earnings		
14	Other equity	75 844 691	69 535 260
	Total retained earnings	75 844 691	69 535 260
	Total equity	400 979 344	690 679 831
	Liabilities		
	Avsetning for forpliktelser		
11	Pension obligations	2 700 707	1 204 626
	Total allocation for liabilities	2 700 707	1 204 626
	Current liabilities		
	Accounts payable	3 643 681	5 564 329
	Public duties payable	-278 219	393 622
8	Short-term liabilities to Group companies	62 453 311	75 668 637
8	Dividend	0	38 300 000
9	Other current liabilities	7 040 357	8 767 442
	Total current liabilities	72 859 130	128 694 030
	Total liabilities	75 559 836	129 898 656
	TOTAL EQUITY AND LIABILITIES	476 539 180	820 578 488

Oslo, 8 May 2023

DocuSigned by:

Dominique Ferreira
Board Chairman

DocuSigned by:

Roger Andre Hansen
Board member

DocuSigned by:

Eric Xavier Germain
Board member

DocuSigned by:

Nils-Ivar Larsen
Board member

DocuSigned by:

Eric Jean Daniel Marie Vernier
Board member

DocuSigned by:

Dominique Ferreira
CEO



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Vinci Energies Norway AS Cash Flow Statement

		2022	2021
NOTE	Cash flow from operating activities		
	Profit (loss) before tax	8 284 072	108 033 833
4	Depreciation and impairment changes	629 270	651 020
	Changes in pension allocations	-99 654	-1 262 874
8	Group contribution recognized as financial income	-9 726 915	-72 428 059
	Changes in account payable	-1 920 648	680 092
	Changes in inter Group accounts receivables	813 764	-6 460 246
	Changes in inter Group accounts payables	-1 680 025	2 063 935
	Changes in other receivables	-12 429 558	716 870
	Changes in public dues	-671 841	107 913
	Changes in other accruals	-1 727 085	1 480 970
	Net cash flow from operating activities	-18 528 620	33 583 454
	Cash flow from investing activities		
	Payment of purchase of subsidiaries	0	-12 500 000
	Payment of dividend	-38 300 000	-5 500 000
	Net cash flow from investing activities	-38 300 000	-18 000 000
	Cash flow from financing activities		
8	Change on Cash Pool balances	-16 775 752	-11 320 330
8	Group contribution received/paid	72 428 059	-4 000 000
	Net cash flow from financing activities	55 652 307	-15 320 330
10	Net changes in cash and cash equivalents	-1 176 313	263 124
	Cash added from merger	464 934	0
10	Cash and cash equivalents as of 1 January	19 205 225	18 942 101
	Cash and cash equivalents as of 31 December	18 493 846	19 205 225

1) Bank accounts related to the Group's Cash Pool are classified as financing and therefore presented in the Cash flow from financing activities. Intercompany balances related to the Group's Cash Pool are presented in note 10.



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Vinci Energies Norway AS

Notes to the annual account 2022

Note 1 Accounting principles

Vinci Energies Norway AS' accounts have been prepared in accordance with Norwegian accounting law and generally accepted accounting principles in Norway (NGAAP).

Accruals, classification and valuation principles

Classification

Assets intended for long-term ownership or use have been classified as fixed assets. Assets relating to the trading cycle have been classified as current assets. Other receivables are classified as current assets if they are to be repaid within one year after the transaction date. Similar criteria apply to liabilities.

Valuation principles

General

Fixed assets are recognized at acquisition cost and written down to fair value when an impairment exists and is not expected to be temporary. Fixed assets with limited useful life are depreciated to residual value over the asset's expected useful life on a straight-line basis. Other current assets are valued at the lower of cost and fair value, net of transaction costs.

Short-term and long-term debt is carried at fair value.

Revenues

Revenue is recognized when it is earned, that is, when demand for compensation arises. This occurs when services are provided, along with the work performed. Revenues are recognized at the value of the consideration at the transaction date.

Foreign currencies

Transactions denominated in foreign currency are translated into Norwegian Kroner using the exchange rate at the transaction date. Currency gains and losses due to payment of such transactions and from translation of monetary items (assets and liabilities) in foreign currency into Norwegian Kroner at the balance sheet date are recognized as financial items in the income statement.

Leases

Assets leased on terms that are transferring financial risk and control of the leased asset to the company (financial leasing) are recognized under property, plant and equipment and related lease obligations are included as a liability in interest-bearing long term liabilities at the net present value of lease payment. Assets are depreciated according to plan and liabilities are reduced by lease payments less the effective interest cost. Assets that are leased on terms where the financial risk and control lies with the lessor are expensed continuously on the basis of invoices received from the lessor.

Cash and cash equivalents

Cash and cash equivalents for the company consist of cash holdings, deposits in company specific bank accounts and net holdings on the Group's consolidated Group account system. The difference between the net deposit or draft on the company's specific account in the Group's consolidated account system and the net deposit or draft on the consolidated account system for the Group, is presented as Group-internal receivables or debt.

Other receivables

Other receivables are recorded at their nominal value less provisions for expected losses. Such loss provisions are made on basis of individual assessment of the receivables in question.

Investment in subsidiaries

The cost method is applied to investments in subsidiaries. The cost price is increased when funds are added through capital increases or when group contributions are made to subsidiaries. Dividends received are initially taken to income. Dividends exceeding the portion of retained equity after the purchase are reflected as a reduction in purchase cost.

Tax expense, deferred tax and deferred tax asset

Tax charges are based on pre-tax profit. The tax charge in the income statement includes both payable taxes for the period and changes in deferred tax. Taxes payable are based on taxable profit for the year. Deferred tax is calculated at relevant tax rates on the basis of the temporary differences which exist between accounting and tax values, and any carryforward losses for tax purposes at the year-end. Tax enhancing or tax reducing temporary differences, which are reversed or may be reversed in the same period, have been eliminated. The disclosure of deferred tax benefits on net tax reducing differences which have not been eliminated, and carryforward losses, is based on estimated future earnings. Deferred tax and tax benefits which may be shown in the balance sheet are presented net.



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Pensions and pension liabilities

The company is making use of NRS 6A which is referring to IAS 19 for the accounting of pensions.

The company has various pension schemes. The pension schemes are in general financed through payments to insurance companies or pension funds, based on periodical actuary estimates. The company has both defined contribution plans and defined benefit plans. All defined benefit plans are locked for new members.

With a defined contribution plan the company pays contributions to an insurance company. After the contribution has been made the company has no further commitment to pay. The contribution is recognised as payroll expenses. Prepaid contributions are reflected as an asset (pension fund) to the degree the contribution can be refunded or will reduce future payments.

A defined benefit plan is a pension scheme which is not a defined contribution plan. A defined benefit plan is a pension scheme which defines a pension payment which an employee will receive at pension age. The pension payments are normally dependent on one or more factors such as age, number of years in the company, and salary.

The commitment relating to the defined benefit plan on the balance sheet is the present value of the defined benefits at the balance sheet date less fair value of the pension funds (amount paid to an insurance company), adjusted for estimate differences and expenses relating to former period's pension earnings not recognised in the income statement. The pension commitments are calculated annually by an independent actuary on a straight-line earning profile basis.

The present value of future benefits accrued at the balance sheet date is calculated by discounting estimated future payments at an interest rate stipulated on the basis of the interest rate for high-quality corporate bonds in Norway.

Actuarial gains and losses attributable to changes in actuarial assumptions or base data are recognized through other comprehensive income on an ongoing basis after provisions for deferred tax.

The cash flow statement principles

The cash flow statement has been prepared using the indirect method of accounting. The method entails analysis being based on the unit's profit for the year to be able to present cash flows added from ordinary operations, investment activities and financing activities.



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Note 2 Operating revenues

The operating revenue is specified as follows:

Specification operating revenue	2022	2021
External revenue	-	-
Internal revenue	43 372 616	60 841 095
Total operating revenue	43 372 616	60 841 095

Note 3 Salaries and other personell expenses

Payroll and personnel expenses	2022	2021
Salaries and holiday pay	2 435 233	4 283 810
Social security contribution	331 500	561 611
Net pension expenses	433 398	687 021
Other personnel expenses	3 163 590	1 693 560
Total Salaries and other personnel expenses	6 363 721	7 226 002

Number of man-years employed 3 3

Specification of remuneration to senior executives	Salary	Pension	Other remunerations
General manager	4 643 022	135 550	2 624 221
Board	-	-	-

General manager is employed in Infratek Sverige AB from October 2022. January to September in Vinci Energies Nordic AB. The cost is invoiced to Vinci Energies Norway AS.

Specification of auditor's fee (excluding VAT)

Fees to PwC comprise the following:

	2022	2021
Fee statutory audit	133 353	57 363
Fee assurance services	-	-
Fee tax advisory services	73 500	-
Fee other non-audit services	-	-
Total auditor fee	206 853	57 363

Note 4 Property, plant and equipment

	Fixtures and fittings	Office equipment	Total
Acquisition cost 1 January	3 483 233	257 839	3 741 072
Investments	-	-	-
Disposal at acquisition cost	-	-	-
Adjustment for deviation gross values	-	-	-
Acquisition cost as of 31 December	3 483 233	257 839	3 741 072
Accumulated depreciation cost 1 January	1 712 867	196 892	1 909 760
Accumulated depreciation disposal at acquisition cost	-	-	-
Depreciation cost current year	568 323	60 947	629 270
Adjustment for deviation gross values	-	-	-
Accumulated depreciation cost as of 31 December	2 281 190	257 839	2 539 029
Book value as of 31 December	1 202 042	-	1 202 042

Expected economic life 6 years 3 years
Depreciation Linear Linear

Rent	Yearly rent	Duration
Buildings	4 544 218	1 year
Machinery / equipment	48 376	8 months



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Note 5 Other operating expenses

	2022	2021
Rent, electricity, etc.	65 211	397 210
Consulting expenses, etc.	31 714 780	39 980 273
Office expenses	4 284 618	5 021 374
Other operating expenses	1 393 988	1 092 446
Total other operating expenses	37 458 596	46 491 303

Note 6 Investments in subsidiaries

	Registered business address	Book value	Equity	Profit for the year	Ownership and voting rights
Infratek Norge AS	Oslo	361 673 202	188 203 962	24 806 399	100 %
Omexom Elsikkerhet AS	Oslo	3 465 126	25 977 559	2 392 380	100 %
Actemium Electro AS (85%)	Sarpsborg	12 000 000	1 310 006	(2 094 125)	85 %
Total		377 138 328	214 181 521	27 198 779	

Note 7 Other short-term receivables

	2022	2021
Prepaid expenses	10 914 410	117 971
VAT receivable	-	-
Other current receivables	1 752 041	118 923
Total other current receivables	12 666 451	236 893

Note 8 Inter-company receivables and payables

Sale and purchase of goods and services to/from other Group companies are based on general market conditions. Administrative services provided to subsidiaries are sold at cost plus basis.

Sales of goods and services	2022	2021
Sales of goods and services	43 372 816	60 841 095
Total sales of goods and services	43 374 838	60 843 116

Re-invoicing rent	7 129 428	-
Total re-invoicing rent	7 129 428	-

Receivables	2022	2021
Group internal accounts receivables	5 886 652	6 700 416
Receivables Group account system	5 240 450	-
Receivables, Group contribution and dividends	9 726 915	72 428 059
Other short-term receivables	-	-
Total current receivables from Group companies	20 854 018	79 128 475

Liabilities	2022	2021
Group internal accounts payable	453 311	2 133 335
Liability Group account system	-	11 535 302
Liability, Group contribution	62 000 000	62 000 000
Proposed dividend	-	38 300 000
Other short-term liabilities	-	-
Total current liabilities to group companies	62 453 311	113 968 637

Note 9 Other current liabilities

	2022	2021
Incurred salaries and holiday pay	234 833	6 082 159
Personnel development fund	-	-
Other incurred costs	6 805 524	2 685 283
Total other current liabilities	7 040 357	8 767 442



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Note 10 Bank, cash

The company's bank account is linked to the Vinci Finance group account system, which has a zero balancing cash pool. This means that the balance in the bank account is always zero. The balance is a receivable from Vinci Finance.

The balance as of 31 December 2022 is stated in note 8. This is presented in the balance sheet as a payable to group companies.

Book bank deposits as of 31.12.2022 are in their entirety bank deposits that are not linked to the group account scheme.

There is established a bank guarantee of NOK 250.000 as security for withhold employee tax.

Restricted bank deposits	2022	2021
Other restricted bank deposits for social purposes benefiting the employees	18 493 846	19 205 225
Total restricted bank deposits	18 493 846	19 205 225

Note 11 Pension expenses, assets and liabilities

Pursuant to Norway's law on mandatory service pensions, Vinci Energies Norway AS has established pension plans which are in line with the requirements of the law. The company has both defined contribution plans and defined benefit plans. All defined benefit plans are administered by Infratek Pensjonskasse and locked for new members. There are a total of 18 people with rights related to the defined benefit pension schemes.

With effect from 1 January 2017, Vinci Energies Norway AS has discontinued pension earnings within its defined benefit plans. All active members of the defined benefit plans have been transferred to defined contribution plans. Infratek has also discontinued its Norwegian public early retirement plans (offentlig AFP). All previous members of the public early-retirement plans have entered into the private-sector contractual/early-retirement plan (Fellesordningen for privat AFP – "Privat AFP").

Pension liabilities and cost

Balance sheet commitments for defined benefit plans are determined as follows:	2022	2021
Present value of accrued pension liabilities in fund-based plans	25 201 459	28 027 537
Fair value of pension assets	-24 886 757	-28 734 025
Net pension liabilities (assets) for defined benefit plans in fund-based plans	314 702	-706 488
Present value of liabilities not in fund-based plans	2 091 152	1 674 947
Social security contribution	294 853	236 167
Net pension liabilities (assets) in the balance sheet as of 31 December	2 700 707	1 204 626

Net pension expenses are determined as follows:

Present value of the years's pension earnings	-32 898	-56 369
Interest expenses of liability	-595 907	-501 320
Expected yield on pension funds	624 716	932 673
Interest Cost on Irrecoverable Surplus	-43 621	-39 780
Administration contribution	-181 122	-343 077
Total defined benefit pension expenses included in personnel cost	-214 020	-399 446
Net financial cost from defined benefit plans	-14 812	391 573
Total recognised performance-based pension costs	-228 832	-7 873

Total pension expenses, contribution plans incl. social security contribution	233 409	328 123
Total pension expenses	4 577	320 250

Change in liabilities in the balance sheet:

Balance sheet value as of 1 January	1 204 626	-24 695 665
Expenses recognised this year	228 832	7 873
Settlement privat AFP (early retirement) incl. direct pension payments	-328 486	-1 270 747
Deviation of periods estimate recognised in equity	1 595 735	27 163 165
Balance sheet value as of 31 December	2 700 707	1 204 626

The following economic assumptions are used in calculating pension liabilities:

	2022	2021
Discount rate	3,70 %	2,15 %
Expected yield on pension funds	2,50 %	2,00 %
Annual salary growth	2,75 %	2,25 %
G-regulation	2,00 %	2,00 %
Annual social security pension growth	1,25 %	1,25 %



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Note 12 Tax expense

Specification of this year's taxable income:	2022	2021
Pre-tax profit	8 284 072	38 533 832
Permanent differences	-9 726 153	-33 240 293
Pension recognised in equity	-1 595 735	-27 163 165
Change in temporary differences	1 249 363	9 221 570
Taxable income before group contribution	-1 788 453	-12 648 056
Taxable group contribution	-	-
Taxable income	-1 788 453	-12 648 056

Specification of tax expense for the year	2022	2021
Tax payable previous year	-	-
Change in deferred tax asset previous year	-	-
Change in deferred tax	-343 840	4 167 145
Effect of change in tax rate	-	-
Tax effect of pension recognised in equity	-351 062	-5 975 896
Ordinary tax expense	-694 902	-1 808 752
Taxation rate, 31 December	22 %	22 %

Deferred tax liabilities/deferred tax asset	2022	2021
Fixed assets	-61 907	-27 492
Pension liabilities	-2 611 179	-1 204 626
Gain- and loss account	-5 483 733	-5 112 073
Recognised accruals	-18 718 707	-3 263 972
Temporary differences that effect tax payable	-26 875 526	-9 608 163
Tax loss carry forward	-182 826 599	-201 339 348
Interest deduction carry forward	-16 804 382	-17 121 905
Total temporary differences	-226 506 507	-228 069 416
Temporary differences, not booked as deferred tax asset	16 576 976	16 576 976
Basis, deferred tax liabilities/(deferred tax assets)	-209 929 531	-211 492 440
Deferred tax liabilities/(deferred tax assets)	-46 184 497	-46 528 337

Reconciliation of effective tax rate:	2022	2021
Pre-tax profit	8 284 072	38 533 832
Expected tax expense, 22% nominal taxation rate	-1 822 496	-8 477 443
Effect of group contribution without tax effect	-2 139 921	-644 173
Effect of change in tax rate	-	-
Effect of previous year's accrual	-	-
Change non deferred tax asset (merger Emil Lundgren AS)	1 127 762	-
Effect of non-deductible expenses	2 139 754	7 312 864
Tax expense	-694 902	-1 808 752

Effective tax rate	8,39 %	4,69 %
---------------------------	---------------	---------------

Note 13 Share capital and shareholders matters

The share capital in Vinci Energies Norway AS per 31. December consists of the following classes of shares:

	Number	Face value	Book value
Ordinary shares	63 863 224	0,015	957 948
Total	63 863 224		957 948

All 63 863 224 shares are owned by Vinci Energies S.A. which is part of the Vinci Group.

The consolidated accounts of Vinci which include Vinci Energies Norway AS and its subsidiaries can be obtained at www.vinci.com.

Note 14 Equity

	Share capital	Share premium	Other equity	Total equity
Equity as of 1 January 2022	1 277 264	619 867 307	69 535 260	690 679 831
The years change in equity:				
Avgitt konsernbidrag u/skatteeffekt	-	-	-	-
Avgitt konsernbidrag m/skatteeffekt	-	-	-	-
Capital reduction	-319 316	-295 690 602	-	-296 009 918
Merging Emil Lundgren AS	-	-	-35 065	-35 065
Change in estimate pensions	-	-	-1 244 673	-1 244 673
Profit for the year	-	-	7 589 169	7 589 169
Group contribution	-	-	-	-
Proposed dividend	-	-	-	-
Equity as of 31 December 2022	957 948	324 176 705	75 844 691	400 979 344



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Note 15 Merger

As of 01.11.22, Emil Lundgren AS was merged into Vinci Energies Norway AS. The merger was carried out as a mother-daughter merger in accordance with the Norwegian Companies Act, and no remuneration has been issued. As a result of the acquiring company being a wholly owned subsidiary, the merger is recognized in accordance with the rules for company continuity. Continuity is used for tax purposes. Comparative figures have not been restated. The increase in tax loss carry-forward is due to loss carry-forward in Emil Lundgren AS of 5.126.190 NOK.

Note 16 Events after the balance sheet date

As of 05.01.23 Vinci Energies Norway AS acquired Otera AS



Skatteetaten

Vår dato 07.09.2018 Din dato 16.08.2018 Saksbehandler Henning Stokke

800 80 000 Din referanse CFO, Vibecke Skiolde Telefon

Org.nr 996250318 Vår referanse 2018/1047307 Postadresse Postboks 9200 Grønland 0134 Oslo

INFRATEK AS
Postboks 63 Alnabru
0614 OSLO

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for Infratek AS, org.nr. 984 277 016

Vi viser til deres brev av 16. august 2018 hvor dere søker om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Infratek AS.

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering Infratek AS dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd.

Dispensasjonen forutsetter at det benyttes engelsk språk ved utarbeidelsen av årsregnskapet og årsberetningen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

Bakgrunn

Fra søknaden gjengis:

Infratek AS ble stiftet i 2002 med formålet om å eie aksjene og yte konserntjenester. Selskapet eier i dag ulike selskap som driver virksomhet i Norge, Sverige og Finland. Aksjene i infratek AS var tidligere eid av Infratek Group AS, men begrunnet i en forenkling av organisasjonsstrukturen ble Infratek Group AS og Infratek AS fusjonert med vedtaksdato 11. mai 2018 (omvendt fusjon). Aksjene i det fusjonerte infratek AS er eid av det franske selskapet Vinci Energies S.A. som igjen er eid av det franske, børsnoterte selskapet Vinci S.A.

Interessenter i opplysninger fra foretaket

Infratek AS er et internasjonalt konsern med nordisk virksomhet, kunder, leverandører og ansatte. Infratek AS benytter seg av reglene i rskl § 3-7 første ledd og utarbeider ikke konsernregnskap. I selskapsregnskapet til infratek AS skjer nesten hele omsetningen konserninternt, dvs. selskapet leverer tjenester til andre selskaper i konsernet. Dette kriteriet er spesielt trukket frem til å tale for at dispensasjon bør gis. Selskapet eies av et fransk børsnotert selskap og eierskapet er internasjonalt. I tillegg er styrets leder samt 4 av 6 styremedlemmer ikke norsk-talende. Selskapet



rapporterer derfor på engelsk både til ledelsen, styret og eierne. Den internasjonale driftsprofilen til selskapet sammen med det faktum at aksjene er utenlandsk eid tilsier at konsernet ikke har noen konsentrasjon av interessenter i Norge. Selskapet mener dermed at utlendinger med betydelig overvekt er de største interessentene i den finansielle informasjon som selskapet avgir. Konsernet er ingen hjørnesteinsbedrift og har ingen annen form for norsk samfunnsøkonomisk interesse som skulle tilsi at dispensasjon ikke kan innvilges.

Arbeidsspråk

All rapportering til styre og ledelse i selskapet skjer på engelsk, og styre— og ledermøter protokolleres på engelsk.

Skattedirektoratets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal årsregnskapet og årsberetningen være på norsk.

Departementet kan ved forskrift eller ved enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk.

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap m.v., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon.

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til "informative regnskaper for ulike grupper av regnskapsbrukere". Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at selskapet er heleid av et utenlandsk selskap. Eierkretsen er begrenset. De fleste av styremedlemmene er utenlandske. Virksomheten er utpreget internasjonal og arbeidsspråket er engelsk.



Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Jeanette Munkvold Skovholt
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Henning Stokke

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.



Consolidated financial statements at 31 December 2022







Consolidated financial statements at 31 December 2022

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Consolidated income statement for the period

<i>(in € millions)</i>	Notes	2022	2021
Revenue (*)	1-2	61,675	49,396
Concession subsidiaries' revenue derived from works carried out by non-Group companies		590	586
Total revenue		62,265	49,982
Revenue from ancillary activities	4	249	248
Operating expenses	4	(55,691)	(45,507)
Operating income from ordinary activities	1-4	6,824	4,723
Share-based payments (IFRS 2)	30	(356)	(288)
Profit/(loss) of companies accounted for under the equity method	4-10	22	12
Other recurring operating items	4	(9)	17
Recurring operating income	4	6,481	4,464
Non-recurring operating items	4	8	(26)
Operating income	4	6,489	4,438
Cost of gross financial debt		(750)	(674)
Financial income from cash investments		136	17
Cost of net financial debt	5	(614)	(658)
Other financial income and expense	6	279	40
Income tax expense	7	(1,737)	(1,625)
Net income		4,417	2,195
Net income attributable to non-controlling interests	23.5	157	(402)
Net income attributable to owners of the parent		4,259	2,597
Basic earnings per share <i>(in €)</i>	8	7.55	4.56
Diluted earnings per share <i>(in €)</i>	8	7.47	4.51

(*) Excluding concession subsidiaries' revenue derived from works carried out by non-Group companies



Consolidated comprehensive income statement for the period

<i>(in € millions)</i>	2022	2021
Net income	4,417	2,195
Changes in fair value of cash flow and net investment hedging instruments ^(*)	514	(138)
Hedging costs	11	(5)
Tax ^(**)	(110)	(50)
Currency translation differences	22	527
Share of profit/(loss) of companies accounted for under the equity method, net	359	115
Other comprehensive income that may be recycled subsequently to net income	795	449
Actuarial gains and losses on retirement benefit obligations	362	165
Tax	(97)	(37)
Share of profit/(loss) of companies accounted for under the equity method, net	2	-
Other comprehensive income that may not be recycled subsequently to net income	266	129
Total other comprehensive income recognised directly in equity	1,061	578
Comprehensive income	5,478	2,773
<i>of which attributable to owners of the parent</i>	<i>5,361</i>	<i>3,046</i>
<i>of which attributable to non-controlling interests</i>	<i>117</i>	<i>(274)</i>

(*) Changes in the fair value of cash flow 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.

In 2022, those changes consisted of a positive €423 million impact related to cash flow hedges and a positive €90 million impact related to net investment hedges.

(**) Tax effects relating to changes in the fair value of cash flow hedging financial instruments (effective portion) and hedging costs.



Consolidated balance sheet

Assets

<i>(in € millions)</i>	Notes	31/12/2022	31/12/2021 ^(*)
Non-current assets			
Concession intangible assets	13	28,224	25,329
Goodwill	9	17,360	16,099
Other intangible assets	17	9,045	8,421
Property, plant and equipment	17	10,805	10,303
Investments in companies accounted for under the equity method	10	1,014	950
Other non-current financial assets	11-14-18	2,588	2,450
Derivative financial instruments – non-current assets	27	376	575
Deferred tax assets	7	883	767
Total non-current assets		70,294	64,894
Current assets			
Inventories and work in progress	19	1,785	1,591
Trade and other receivables	19	18,092	15,832
Other current assets	19	7,402	6,036
Current tax assets		259	238
Other current financial assets		84	100
Derivative financial instruments – current assets	27	115	291
Cash management financial assets	26	755	200
Cash and cash equivalents	26	12,578	11,065
Total current assets		41,070	35,353
Assets held for sale	B 2	627	569
Total assets		111,991	100,816

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".



Consolidated balance sheet

Equity and liabilities

<i>(in € millions)</i>	Notes	31/12/2022	31/12/2021 ^(*)
Equity			
Share capital	23.1	1,473	1,481
Share premium	23.1	12,719	12,242
Treasury shares	23.2	(2,088)	(1,973)
Consolidated reserves		9,872	9,956
Currency translation reserves		(240)	(304)
Net income attributable to owners of the parent		4,259	2,597
Amounts recognised directly in equity	23.4	(56)	(1,117)
Equity attributable to owners of the parent		25,939	22,881
Equity attributable to non-controlling interests	23.5	3,470	1,889
Total equity		29,409	24,771
Non-current liabilities			
Non-current provisions	20	961	1,137
Provisions for employee benefits	29	1,149	1,459
Bonds	25	20,425	22,212
Other loans and borrowings	25	3,205	2,757
Derivative financial instruments - non-current liabilities	27	1,939	422
Non-current lease liabilities	21	1,580	1,574
Other non-current liabilities		894	992
Deferred tax liabilities	7	4,162	3,225
Total non-current liabilities		34,316	33,778
Current liabilities			
Current provisions	19	6,599	6,123
Trade payables	19	13,088	12,027
Other current liabilities	19	20,315	16,736
Current tax liabilities		607	360
Current lease liabilities	21	522	524
Derivative financial instruments - current liabilities	27	440	513
Current borrowings	25	6,368	5,769
Total current liabilities		47,939	42,052
Liabilities directly associated with assets held for sale	B.2	327	214
Total equity and liabilities		111,991	100,816

(*) Amounts following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".



Consolidated cash flow statement

<i>(in € millions)</i>	Notes	2022	2021
Consolidated net income for the period (including non-controlling interests)		4,417	2,195
Depreciation and amortisation	4.3	3,613	3,219
Net increase/(decrease) in provisions and impairment		-	206
Share-based payments (IFRS 2) and other restatements		162	84
Gain or loss on disposals		(68)	(27)
Change in fair value of financial instruments		(236)	(54)
Share of profit/(loss) of companies accounted for under the equity method and dividends received from unconsolidated companies		(42)	(18)
Cost of net financial debt recognised	5	614	658
Capitalised borrowing costs		(29)	(47)
Financial expense on leases	6	48	43
Current and deferred tax expense recognised	7.1	1,737	1,625
Cash flow from operations before tax and financing costs	C.1	10,215	7,884
Changes in operating working capital requirement and current provisions	19.1	392	1,579
Income taxes paid		(1,603)	(1,213)
Net interest paid		(563)	(557)
Dividends received from companies accounted for under the equity method		92	112
Other long-term advances		854 ^(*)	-
Net cash flows (used in)/from operating activities	I	9,387	7,806
<i>Purchases of property, plant and equipment and intangible assets</i>		<i>(2,621)</i>	<i>(1,214)</i>
<i>Proceeds from sales of property, plant and equipment and intangible assets</i>		<i>165</i>	<i>137</i>
Operating investments (net of disposals)	C.1.1	(2,456)	(1,077)
<i>Investments in concession fixed assets (net of grants received)</i>		<i>(880)</i>	<i>(849)</i>
<i>Financial receivables (PPP contracts and others)</i>		<i>44</i>	<i>33</i>
Growth investments in concessions and PPPs	C.1.1	(836)	(815)
<i>Purchases of shares in subsidiaries and affiliates (consolidated and unconsolidated)</i>		<i>(2,131)^(**)</i>	<i>(5,258)^(**)</i>
<i>Proceeds from sales of shares in subsidiaries and affiliates (consolidated and unconsolidated)</i>		<i>23</i>	<i>9</i>
<i>Cash and cash equivalents of acquired companies</i>		<i>140^(**)</i>	<i>1,322^(**)</i>
Net financial investments		(1,967) ^(**)	(3,927) ^(**)
Other		(59)	(82)
Net cash flows (used in)/from investing activities	II	(5,318)	(5,902)
Share capital increases and decreases and repurchases of other equity instruments		491	739
Transactions on treasury shares	23.2	(1,100)	(602)
Acquisitions/disposals of non-controlling interests (without acquisition or loss of control)		(53)	(19)
Dividends paid	24	(1,892)	(1,558)
- to shareholders of VINCI SA		(1,830)	(1,528)
- to non-controlling interests	23.5	(62)	(30)
Proceeds from new long-term borrowings	25.1	2,786	1,791
Repayments of long-term borrowings	25.1	(3,653)	(2,195)
Repayments of lease liabilities and financial expense on leases		(661)	(631)
Change in cash management assets and other current financial debts	25	1,245	(785)
Net cash flows (used in)/from financing activities	III	(2,836)	(3,259)
Other changes	IV	74	117
Change in net cash	I+II+III+IV	1,306	(1,238)
Net cash and cash equivalents at beginning of period		10,188	11,426
Net cash and cash equivalents at end of period	26.1	11,495	10,188

(*) Long-term advances received from the offtaker in respect of Polo Camópolis in Brazil – see Note H 17.1, "Other intangible assets".

(**) Including the acquisition of Mexican airport operator OMA. See Note B.1, "Changes in consolidation scope during the period".

(***) Including the acquisition of ACS's energy business (Cobra IS). See Note B.2, "Changes in consolidation scope in previous periods".



Change in net financial debt during the period

<i>(in € millions)</i>	Notes	2022	2021 ^(*)
Net financial debt at beginning of period		(19,539)	(17,989)
Change in net cash		1,306	(1,238)
Change in cash management assets and other current financial debts		(1,245)	785
(Proceeds from)/repayment of loans		867	404
Other changes		74	(1,501)
<i>of which debts transferred during business combinations</i>		<i>(651)^(**)</i>	<i>(907)^(*)</i>
<i>of which changes in fair value</i>		<i>583</i>	<i>52</i>
<i>of which exchange rate effect and currency translation impact</i>		<i>126</i>	<i>(672)</i>
Change in net financial debt		1,002	(1,549)
Net financial debt at end of period	25	(18,536)	(19,539)

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

(**) Including the acquisition of Mexican airport operator OMA. See Note B.1, "Changes in consolidation scope during the period".



Consolidated statement of changes in equity

(in € millions)	Equity attributable to owners of the parent							Total attributable to owners of the parent	Non-controlling interests	Total
	Share capital	Share premium	Treasury shares	Consolidated reserves	Net income	Currency translation reserves	Amounts recognised directly in equity			
Balance at 31/12/2020	1,471	11,527	(2,111)	10,753	1,242	(723)	(1,148)	21,011	2,162	23,173
Net income for the period	-	-	-	-	2,597	-	-	2,597	(402)	2,195
Other comprehensive income recognised directly in the equity of controlled companies	-	-	-	-	-	420	(85)	335	128	463
Other comprehensive income recognised directly in the equity of companies accounted for under the equity method	-	-	-	-	-	-	114	114	-	114
Total comprehensive income for the period	-	-	-	-	2,597	421	29	3,046	(274)	2,773
Increase in share capital	25	715	-	-	-	-	-	739	-	739
Decrease in share capital	(15)	-	538	(523)	-	-	-	-	-	-
Transactions on treasury shares	-	-	(401)	(202)	-	-	-	(602)	-	(602)
Appropriation of net income and dividend payments	-	-	-	(286)	(1,242)	-	-	(1,528)	(30)	(1,558)
Share-based payments (IFRS 2)	-	-	-	209	-	-	-	209	-	209
Impact of acquisitions or disposals of non-controlling interests after acquisition of control	-	-	-	(16)	-	-	-	(16)	27	11
Changes in consolidation scope	-	-	-	-	-	(2)	2	-	1	1
Other	-	-	-	22	-	1	-	22	2	25
Balance at 31/12/2021	1,481	12,242	(1,973)	9,956	2,597	(304)	(1,117)	22,881	1,889	24,771
Net income for the period	-	-	-	-	4,259	-	-	4,259	157	4,417
Other comprehensive income recognised directly in the equity of controlled companies	-	-	-	-	-	88	653	741	(41)	701
Other comprehensive income recognised directly in the equity of companies accounted for under the equity method	-	-	-	-	-	(25)	386	361	-	361
Total comprehensive income for the period	-	-	-	-	4,259	63	1,039	5,361	117	5,478
Increase in share capital	14	477	-	-	-	-	-	491	-	491
Decrease in share capital	(22)	-	784	(763)	-	-	-	-	-	-
Transactions on treasury shares	-	-	(899)	(201)	-	-	-	(1,100)	-	(1,100)
Appropriation of net income and dividend payments	-	-	-	767	(2,597)	-	-	(1,830)	(62)	(1,892)
Share-based payments (IFRS 2)	-	-	-	265	-	-	-	265	-	265
Impact of acquisitions or disposals of non-controlling interests after acquisition of control	-	-	-	(32)	-	-	-	(32)	(19)	(50)
Changes in consolidation scope	-	-	-	-	-	-	-	-	1,550 ^(*)	1,550
Other	-	-	-	(120)	-	1	22	(98)	(6)	(104)
Balance at 31/12/2022	1,473	12,719	(2,088)	9,872	4,259	(240)	(56)	25,939	3,470	29,409

(*) Including the acquisition of Mexican airport operator OMA. See Note B.1, "Changes in consolidation scope during the period".

A. Key events, accounting policies and specific arrangements

1. Key events

Assessment of financial performance

Since 1 January 2022, the consolidated financial statements have included cash flows generated by companies in the Cobra IS business line, which were acquired on 31 December 2021 from the Spanish engineering and infrastructure group ACS. VINCI is continuing the integration of Cobra IS's 579 subsidiaries in accordance with the schedule.

Cobra IS contributed €5.5 billion to the Group's consolidated revenue in 2022 (thus adding 11.2 percentage points to consolidated revenue growth relative to 2021), along with €411 million to operating income from ordinary activities (Ebit) and €218 million to net income attributable to owners of the parent (before amortisation of the intangible assets identified when allocating the purchase price).

The Group's overall performance was strong in 2022:

- Consolidated revenue totalled €61.7 billion in 2022, up 24.9% relative to 2021.
- Operating income from ordinary activities was much higher than in 2021, amounting to €6,824 million. Ebit margin was 11.1% (9.6% in 2021).
- Recurring operating income totalled €6,481 million (€4,464 million in 2021).
- Consolidated net income attributable to owners of the parent was €4,259 million, compared with €2,597 million in 2021.
- Net financial debt at 31 December 2022 was €18.5 billion, down €1.0 billion relative to end-2021.

The report of the Board of Directors contains information on the operating performance of the Group's various business lines.

Final allocation of the Cobra IS purchase price

After taking control of ACS's energy business – known as Cobra IS – on 31 December 2021, the Group finalised the allocation of the purchase price by measuring identifiable assets acquired and liabilities assumed at fair value at the date of acquisition of control. The final goodwill figure was €4.2 billion. Comparative information relating to 2021 in the primary financial statements and notes (where applicable) has been adjusted to reflect the impact of this final purchase price allocation.

Purchase price allocation information is provided in Note B.2, "Changes in consolidation scope in previous periods".

Acquisition of a 29.99% stake in Mexican airport operator OMA

On 7 December 2022, VINCI Airports completed the acquisition of a 29.99% stake in OMA (Grupo Aeroportuario del Centro Norte). The transaction added 13 airports to the VINCI Airports portfolio, located in Northern and Central Mexico.

Monterrey International airport, serving Mexico's industrial capital, is the fifth-largest airport in the country and accounts for nearly half of OMA's passenger numbers. Added to this are Chihuahua and Ciudad Juárez airports at the heart of Mexico's mining industry, Culiacán and Mazatlán airports, as well as eight regional and tourism airports on the Pacific Coast and in Central Mexico (Acapulco, San Luis Potosí, Torreón, Zihuatanejo, Durango, Zacatecas, Tampico and Reynosa). Since July 2022, OMA's passenger numbers have been higher than their 2019 levels.

The key aspects of this acquisition are set out in Note B.1, "Changes in consolidation scope during the period".

Financing transactions and liquidity management

The main financing transactions during the year concerned VINCI, ASF and VINCI Airports. They are described in Note J, "Financing and financial risk management".

At 31 December 2022, VINCI had total liquidity of €20.5 billion, comprising:

- managed net cash of €9.2 billion;
- two confirmed credit facilities unused by VINCI SA: a €8.0 billion facility, of which €7.7 billion is due to expire in November 2025, and a €2.5 billion facility with a maturity of July 2023 and two extension options of six months each.

In addition, some Group subsidiaries have arranged their own credit facilities, including undrawn revolving credit facilities of €0.5 billion at Cobra IS and a revolving credit facility with a remaining available amount of €0.3 billion at the company that owns London Gatwick airport.

Liquidity information is presented in Note J.26, "Net cash managed and available resources".



2. Accounting policies

2.1 Basis for preparing the financial statements

Pursuant to Regulation (EC) 1606/2002 of 19 July 2002, VINCI's consolidated financial statements for the period ended 31 December 2022 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union at 31 December 2022^(*).

The accounting policies used at 31 December 2022 are the same as those used in preparing the consolidated financial statements at 31 December 2021, except for the standards and/or amendments of standards described below, adopted by the European Union and mandatorily applicable as from 1 January 2022.

The Group's consolidated financial statements are presented in millions of euros, rounded to the nearest million. This may in certain circumstances lead to non-material differences between the sum of the figures and the subtotals that appear in the tables.

The information relating to 2020, presented in the universal registration document filed with the AMF under number D.22-0060 on 28 February 2022, is deemed to be included herein.

The consolidated financial statements were approved by the Board of Directors on 8 February 2023 and will be presented to shareholders for their approval at the Shareholders' General Meeting on 13 April 2023.

New standards and interpretations applied from 1 January 2022

Standards and interpretations mandatorily applicable from 1 January 2022 had no material impact on VINCI's consolidated financial statements at 31 December 2022. They include mainly:

- Amendments to IAS 37 – "Onerous Contracts – Cost of Fulfilling a Contract".

In May 2020, the IASB published amendments to IAS 37 relating to the measurement of onerous contracts. These amendments specify the indirect costs to be taken into account when an entity defines the cost of fulfilling a contract in order to determine whether it is onerous. This impact of these amendments is not material for the Group.

- Amendments to IAS 16 – "Proceeds before Intended Use".

In May 2020, the IASB published amendments to IAS 16 relating to the recognition of proceeds generated by an asset while it is being transferred to site or prepared for its intended use. The amendments state that an entity cannot deduct those proceeds from the cost of the asset. The Group is not concerned by this kind of asset.

As regards the IFRS IC's conclusion regarding IAS 38, mentioned in Note 2.1 to the consolidated financial statements for the year ended 31 December 2021, VINCI analysed the cost of configuring and customising software used in SaaS (Software as a Service) mode in the first half of 2022. The IFRS IC agenda decision states that in most cases, these costs must be expensed and not capitalised, firstly because the entity does not control the software and secondly because the customisation/configuration activities do not generate any resource controlled by the user and separate from the software.

Applying that decision, configuration and customisation costs related to software used in SaaS mode that were previously capitalised were restated at 1 January 2022, in an immaterial amount, with a balancing adjustment to equity under "Other".

Standards and interpretations adopted by the IASB but not yet applicable at 31 December 2022

The Group has not applied early the following standards and amendments that could concern the Group and of which application was not mandatory at 1 January 2022:

- Amendments to IAS 1 – "Disclosure of Accounting Policies";
- Amendments to IAS 1 – "Presentation of Financial Statements – Classification of Liabilities as Current or Non-current";
- Amendments to IAS 8 – "Definition of Accounting Estimates";
- Amendments to IAS 12 – "Deferred Tax related to Assets and Liabilities arising from a Single Transaction";
- IFRS 17 "Insurance Contracts" establishing principles for their recognition, measurement, presentation and disclosure.

A study of the impacts and practical consequences of applying these standards and amendments is under way. These texts do not contain any provisions that are contrary to the Group's current accounting practices.

^(*) Available at http://ec.europa.eu/finance/company-reporting/ifrs-financial-statements/index_en.htm

2.2 Consolidation methods

In accordance with IFRS 10, companies in which the Group holds, whether directly or indirectly, the majority of voting rights in shareholders' general meetings, in the boards of directors or in the equivalent management bodies, giving it the power to direct their operational and financial policies, are deemed to be controlled and are fully consolidated. To determine control, VINCI carries out an in-depth analysis of the established governance arrangements and of the rights held by other shareholders.

Where necessary, an analysis is performed in relation to instruments held by the Group or by third parties (potential voting rights, dilutive instruments, convertible instruments, etc.) that, if exercised, could alter the type of influence exerted by each party.

For some infrastructure project companies operating under public-private partnership (PPP) contracts and in which VINCI is not the only capital investor, in addition to the analysis of the governance arrangements with each partner, the Group may look at the characteristics of subcontracting contracts to check that they do not confer additional powers that could lead to a situation of de facto control. This generally concerns construction contracts and contracts to operate/maintain concession assets. An analysis is performed if a specific event takes place that may affect the level of control exerted by the Group, such as a change in an entity's ownership structure or governance, or the exercise of a dilutive financial instrument.

In accordance with IFRS 11, the Group's joint arrangements fall into two categories (joint operations and joint ventures) depending on the nature of the rights and obligations held by each party. Classification is generally determined by the legal form of the project vehicle. The Group has joint control over all of these joint arrangements.

Joint operations: most joint arrangements in the VINCI Energies and VINCI Construction business lines are joint operations because of the legal form of the vehicles used. In France, for example, parties generally use *sociétés en participation* (SEPs) to contractualise their joint works activities. In some situations, where the facts and circumstances show that a company's activities involve providing services to the parties to the joint arrangement, it is regarded as a joint operation even where the vehicle's legal form does not establish transparency between the joint operators' assets and those of the joint arrangement. In that situation, the parties have the rights to substantially all of the economic benefits associated with the company's assets, and will settle its liabilities. Within the VINCI Group, this situation concerns certain coating plants held and used by VINCI Construction in its road infrastructure construction and renovation activities.

Joint ventures: property development joint arrangements contractualised in France in the form of SCCVs (*sociétés civiles de construction-vente*) are joint ventures under IFRS 11 and therefore accounted for under the equity method. The same is true of the Group's other joint arrangements taking place through an entity with legal personality and whose production is not intended solely for the parties to the joint arrangement.

Associates are entities over which the Group exerts significant influence. They are accounted for under the equity method in accordance with IAS 28. Significant influence is presumed where the Group's stake is more than or equal to 20%. However, it may arise where the ownership interest is lower, particularly where the Group is represented on the board of directors or any equivalent governance body, and therefore takes part in determining the entity's operational and financial policies and strategy. This applies mainly to the Group's stake in DEME.

The holding company that owns London Gatwick airport and those that own Mexican airport operator OMA have material non-controlling interests (49.99% and 70.01% respectively). The information required by IFRS 12 regarding non-controlling interests is provided in Note 123.5, "Non-controlling interests". VINCI does not own any interest in structured entities as defined by IFRS 12.

VINCI's consolidated financial statements include the financial statements of all companies with revenue of more than €2 million, and of companies whose revenue is below this figure but whose impact on certain of the Group's balance sheet and income statement indicators is material.

In accordance with Regulation 2016-09 of 2 December 2016, issued by the Autorité des Normes Comptables (ANC, the French accounting standards authority), the list of companies included in the consolidation scope and shares in unconsolidated subsidiaries and affiliates is available on VINCI's website at <https://www.vinci.com/vinci.nsf/en/investors-composition-group.htm>.

2.3 Use of estimates

The preparation of financial statements in accordance with IFRSs requires estimates to be used and assumptions to be made that may affect the amounts recognised in those financial statements. Against a background of geopolitical instability, rising interest rates and high inflation, the Group has carried out an in-depth examination of these assumptions and estimates.

The estimates involved are made on a going concern basis in light of the Group's liquidity, order book and the recovery in its business levels in almost all of its business areas. They reflect information available at the time and may be revised if the circumstances on which they were based change or if new information is obtained.

The consolidated financial statements for the period have been prepared with reference to the immediate environment, in particular as regards the estimates given below.

Measurement of revenue from construction and service contracts

For revenue and income or losses on construction and service contracts, the Group applies general revenue recognition rules based on progress towards completion.

Progress towards completion and the revenue to be recognised are determined on the basis of a large number of estimates made by monitoring the work performed. Adjustments may be made to initial estimates throughout contracts and may materially affect future results.

For a given project, incurred costs that do not contribute to its completion (costs of significant inefficiencies such as the unexpected costs of losses of materials, labour hours expended or other resources consumed) are not included in measuring progress towards completion and do not therefore generate revenue.

Measurement of the fair value of identifiable assets acquired and liabilities assumed in business combinations

Business combinations are recognised according to IFRS 3 "Business Combinations" and IFRS 10 "Consolidated Financial Statements".

When the Group acquires control over a company, the impact of the business combination is measured and recognised using the acquisition method.

Assets and liabilities are measured at fair value on the date of the acquisition except for those that fall within the scope of IAS 12 "Income Taxes" and IAS 19 "Employee Benefits". To measure the fair value of identifiable assets and liabilities, assumptions and estimates must be formulated.

Measurement of leases

The assumptions and estimates made to determine the value of right-of-use assets in respect of leases and the associated liabilities relate in particular to discount rates and lease terms.

The Group takes into account all economic facts and circumstances of which it is aware when determining the non-cancellable period of leases and ensures that this period is not shorter than the amortisation period of non-removable leasehold improvements.

Measurement of amortisation calculated using the unit of production method

Amortisation calculated using the unit of production method applies mainly to concession intangible assets at VINCI Airports and to quarrying rights at VINCI Construction. This amortisation method is based on the following physical indicators: passenger numbers at VINCI Airports and volumes of aggregates extracted at VINCI Construction.

Values used in impairment tests

The assumptions and estimates made to determine the recoverable amount of goodwill, intangible assets and property, plant and equipment relate in particular to the assessment of market prospects needed to estimate the cash flow, and the discount rates adopted. Any change in these assumptions could have a material effect on the recoverable amount. The main assumptions used by the Group are described in Note E.9, "Goodwill and goodwill impairment tests" and in Note H.17, "Other intangible assets and property, plant and equipment".

Measurement of provisions

The following factors may cause a material change in the amount of provisions:

- the estimates made using statistical methods on the basis of expenses incurred in previous years to determine after-sales-service provisions;
- the forecasts of expenditures on major maintenance over several years used as a basis for the provisions for obligations to maintain the condition of concession assets, which are estimated taking account of indexation clauses included in construction and civil engineering contracts (mainly relating to the TP01, TP02 and TP09 indexes for France);
- the estimates of forecast profit or loss on construction contracts, which serve as a basis for the determination of losses on completion (see Note G.16, "Information on construction and service contracts" and Note H.19.3, "Breakdown of current provisions");
- the discount rates used.

Measurement at fair value

Fair value is the price that would be received from selling an asset or paid to transfer a liability in a normal transaction. It is recognised on the basis of the asset or liability's main market (or the most advantageous market if there is no main market), i.e. the one that offers the highest volume and activity levels. The fair value of derivative financial instruments includes a "counterparty risk" component for derivatives carried as assets and an "own credit risk" component for derivatives carried as liabilities.

The Group mainly uses fair value in measuring, on a consistent basis, the derivative instruments, cash and cash equivalents, shares in unconsolidated subsidiaries and affiliates, cash management financial assets and identifiable assets acquired and liabilities assumed in business combinations on its balance sheet. The fair value of other financial instruments (particularly debt instruments and assets measured at amortised cost) is stated in Note J.28, "Book and fair value of financial instruments by accounting category".

To determine these fair values, the Group uses several measurement methods:

- market-based approaches, based on observable market prices or transactions;
- revenue-based approaches, which convert future cash flow into a present value;
- cost-based approaches, which take into account the asset's physical, technological and economic obsolescence.

The following three-level hierarchy of fair values is used:

- Level 1 – price quoted on an active market. Marketable securities, some shares in unconsolidated subsidiaries and affiliates and 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 over the counter is made on the basis of models commonly used to price such financial instruments.

Every quarter, the internally calculated values of derivative instruments are checked for consistency with those sent to VINCI by the counterparties.

- Level 3 – internal model using non-observable factors. This model applies to customer relationships and contracts acquired through business combinations, as well as to holdings of unlisted shares, which, in the absence of an active market, are measured at their cost of acquisition plus transaction costs.

Measurement of retirement benefit obligations

The Group is involved in defined contribution and defined benefit retirement plans. For defined benefit plans, obligations are measured using the actuarial projected unit credit method based on assumptions such as the discount rate, future increases in wages and salaries, employee turnover, mortality rates and the rate of increase of health expenses. Those obligations may change if assumptions change, most of which are updated annually. Details of the assumptions used and how they are determined are given in Note K.29, "Provisions for employee benefits". The Group considers that the actuarial assumptions used are appropriate and justified in the current conditions.

Measurement of share-based payment expense

The Group recognises a share-based payment expense relating to performance share plans and Group savings plans offered to employees or some of its employees. This expense is measured on the basis of actuarial calculations using estimated behavioural assumptions based on observation of past behaviour.

The main actuarial assumptions (volatility, return on shares, etc.) adopted by the Group are described for each plan in Note K.30, "Share-based payments".

Climate risks

The Group takes climate risks into consideration, based on its best knowledge, as part of its accounts closing assumptions and reflects their potential impact in the financial statements. The process used is described in Note A.3, "Specific arrangements".

3. Specific arrangements

3.1 Climate risks

Looking ahead to 2030, the Group has adopted an environmental strategy aiming to:

- reduce direct greenhouse gas emissions (Scopes 1 and 2) by at least 40% by 2030 compared with 2018 levels;
- reduce indirect emissions (Scope 3) by at least 20% by 2030 compared with 2019 levels, by taking action across the value chain of the Group's businesses;
- adapt infrastructure and activities to improve their climate resilience.

The main risks identified relate to physical risks, including floods and typhoons, and transition risks such as market uncertainties relating to possible carbon taxes on fossil fuels and the consequences of the EU Taxonomy for sectors excluded from it (see the section of the Report of the Board of Directors regarding the mapping of the Group's major environmental risks).

Physical risks are usually covered by property/casualty insurance policies or taken into account in estimates of margins on completion. In general, when a loss occurs, the negative impact (the part of the risk that is not covered) is taken into account in margins on completion for construction contracts, or recognised in expenses for the period in question.

Certain physical risks may also result in opportunities or an increase in business levels, since some subsidiaries specialise in site clean-up work and/or repairs to damaged infrastructure following major climate-related events such as hurricanes, storms and floods.

The main transition risks relating to developments in the markets in which VINCI operates have also been reviewed to the best of the Group's knowledge. The Group's ability to respond to these changes with sufficient speed could determine its success in winning new contracts.

- Short-term market developments and upcoming changes in regulations are factored into cash flows, while those expected in the medium to long term are addressed through sensitivity tests.

For example, the transition to new building materials such as low-carbon concrete would not lead to major additional expense, to the extent that the construction company could pass it on to the project owner in its invoices.

- Longer-term market developments relating to the environmental transition are harder to anticipate and quantify, but should not have a material impact on the useful lives of the Group's assets. At this stage, VINCI has identified very few assets that cause high levels of pollution, only a small handful of coal-fired power plants in Poland and the United States that represent less than 2% of the Group's total energy consumption.

Certain expected market developments, such as the faster pace of energy retrofits of existing buildings and the growth of low-carbon forms of transport are also opportunities for the Group. These are presented in the report of the Board of Directors in the section relating to market opportunities stemming from the environmental transition.

VINCI's acquisitions process includes a review of environmental risks, which is presented to the Risk Committee when it meets to consider acquisition opportunities.

In its accounts closing process, the Group also now identifies the main climate risks in order to assess their potential impact on its financial statements. Specific information requests and areas for attention were included in the accounts closing instructions and disseminated to all Group subsidiaries, relating in particular to:

- reviewing the useful lives of certain assets;
- reviewing margins on completion for certain construction contracts;
- factoring expected impacts on future cash flows into impairment tests for non-current assets;
- assessing risks to determine the amount of contingency provisions (including provisions for major repairs in certain concessions).

The Finance Department works with the Environment Department, which has been allocated specific resources for this purpose, to ensure that the commitments made by the Group are consistent with their recognition in the financial statements.

In VINCI's view, its assessment of climate risks is taken into account correctly and is consistent with its commitments in this area. Factoring in these elements did not have any material impact on the Group's 2022 financial statements.

3.2 Consequences of the conflict between Russia and Ukraine and the macroeconomic environment

Conflict between Russia and Ukraine

The direct financial consequences of the conflict between Russia and Ukraine are limited for the Group, since it does not have any material exposure to either country. The Group's exposure mainly consists of equity interests held by VINCI Concessions in several companies in Russia: its 50% stake in the concession company for section 0 of the Moscow-St Petersburg motorway (M11), its 40% stake in the company set up to operate sections 7 and 8 of the same motorway under a public-private partnership, and its 50% stake in a road operations company. The value of these interests has been written down to zero.

Macroeconomic environment

In a geopolitical and economic context that is uncertain and volatile, the Group is paying particularly close attention to the possible effects of cost inflation, disruption to certain supply chains and rising interest rates.

- In the Energy and Construction businesses

To protect itself against inflation, the Group has become more selective in terms of new contracts, and has decided to stop entering into medium- and long-term contracts if they do not include price adjustment clauses, except where specific provisions protect it from the risk of cost inflation or in special circumstances.

Most of the Group's projects are relatively short in duration, particularly those carried out as part of the recurring business activities of VINCI Energies and Cobra IS and in roadworks, which means that changes in costs can be factored into quotes for new contracts to the extent possible. Some long-term contracts contain price adjustment clauses based on changes in sectoral indices. In particular, construction contracts signed with public sector customers in France fall into this category.

As regards the availability of the materials and equipment necessary to complete projects, VINCI's decentralised organisation means that the Group's companies have a diverse range of procurement sources, which is an advantage in the current operating environment. In addition, to guard against supply shortages, the Group's companies may order some of their supplies ahead of time.



- In the Concessions business

Price increases relating to the infrastructure managed by the Group (motorways and airports) are generally determined by contractual provisions that take the level of inflation into account, thereby offsetting at least some of this risk.

- In the VINCI Immobilier business line

Rising interest rates have led to an increase in borrowing costs. Combined with higher prices, this trend is putting pressure on consumer demand for residential property. Meanwhile, investors in non-residential properties (offices) are now demanding higher yields.

Finally, the current macroeconomic environment has led to a tightening of monetary policy around the world and higher interest rates. This is making financing more expensive for the Group and its subsidiaries. Given the circumstances, VINCI is taking particular care to maintain its good level of liquidity (See Note J, "Financing and financial risk management").

B. Changes in consolidation scope

1. Changes in consolidation scope during the period

As part of its growth strategy, VINCI has continued to pursue acquisitions. The main changes in the period relate to:

- the acquisition of a 29.99% stake in Mexican airport operator OMA, completed by VINCI Airports on 7 December 2022;
- the acquisition of most of Kontron AG's IT services business by VINCI Energies on 29 December 2022;
- transactions by VINCI Highways to take control of TollPlus and Strait Crossing Development Inc. (SCDI).

Other changes in the period notably included the acquisition of around 30 companies by VINCI Energies, mainly in Europe, and VINCI Construction's acquisition of 12 road construction companies from the Northern Group of Companies in Canada. Other changes in scope relate mainly to legal restructuring within the Group as well as the demerger of DEME from its parent company CFE.

<i>(number of companies)</i>	31/12/2022			31/12/2021		
	Total	France	Foreign	Total	France	Foreign
Controlled companies	2,710	1,158	1,552	2,643	1,179	1,464
Joint ventures ^(*)	173	104	69	181	101	80
Associates ^(*)	61	18	43	94	18	76
Total	2,944	1,280	1,664	2,918	1,298	1,620

(*) Entities accounted for under the equity method.

Acquisition of a 29.99% stake in Mexican airport operator OMA

On 7 December 2022, VINCI Airports completed the acquisition of 100% of the equity interests in SETA and Aerodrome. These two companies together indirectly held a 29.99% stake in OMA, which operates 13 airports in Mexico.

The share capital of OMA's parent company consists of 87.1% ordinary shares and 12.9% "BB" preferred shares. As a result of this transaction, VINCI Airports owns all of the preferred shares and 17.19% of the ordinary shares, giving it a 29.99% stake in OMA's parent company. The remainder (70.01%) consists of shares listed on regulated markets, mostly on the Mexican Stock Exchange, with the rest listed on Nasdaq in the United States.

Alongside its purchase of shares, VINCI Airports appointed six of the 11 directors on OMA's Board of Directors. The five directors not appointed by VINCI Airports are independent directors. In accordance with the company's articles of association, ownership of "BB" preferred shares gives VINCI Airports (i) the ability to appoint certain key members of the company's management including the Chief Executive Officer and (ii) specific rights regarding the Board of Directors. In line with IFRS 10, VINCI Airports has fully consolidated OMA since the acquisition date.

The information required by IFRS 12 is provided in Note I.23.5, "Non-controlling interests".

In accordance with IFRS 3, VINCI is assessing the fair value of the identifiable assets acquired and liabilities assumed, and determining the related deferred tax effects. Values were provisionally allocated to identifiable assets and liabilities at the acquisition date, based on available information. They may be adjusted during the 12 months following that date on the basis of new information obtained relating to the facts and circumstances prevailing at the acquisition date.

VINCI has used the partial goodwill method, under which non-controlling interests are not remeasured at fair value.



<i>(in € millions)</i>	OMA
Intangible assets	3,232
Property, plant and equipment	132
Other operating assets/(liabilities) - Operating WCR	19
Other current and non-current assets/(liabilities)	(140)
Deferred tax assets/(liabilities)	(741)
Net financial surplus/(debt)	(298)
<i>of which cash and cash equivalents</i>	140
<i>of which financial debt</i>	(438)
Equity - Non-controlling interests	(1,541)
Net assets acquired	662
Purchase price	1,169
Provisional goodwill	507

Provisional goodwill represents the future economic benefits that VINCI expects to derive from the acquisition of OMA. It has been allocated to the VINCI Airports business segment.

Given the date of the acquisition by VINCI Airports, cash flows from operating activities in 2022 have not been recognised either in the Group's consolidated income statement or in its consolidated cash flow statement for 2022.

Acquisition of most of Kontron AG's IT services business

On 29 December 2022, VINCI Energies acquired most of Kontron AG's IT services business. The scope of the transaction covers Germany, Switzerland, Poland and seven other countries in Central and Eastern Europe. Kontron AG specialises in IT systems integration and IT services related to infrastructure and application systems (cloud and data centre infrastructure, enterprise IT networks, cybersecurity, digital workspaces and business applications).

The provisional price for the transaction is €392 million, of which €314 million was paid on 31 December 2022. The entirety of the purchase price has been temporarily allocated to goodwill. Work to harmonise accounting policies and to determine the fair values of the main identifiable assets acquired and liabilities assumed will be carried out within 12 months of the acquisition date.

In 2022 as a whole, these activities generated revenue of €375 million and net income of €23 million (unaudited figures). Given the date of the acquisition by VINCI Energies, cash flows in 2022 were not material and have not been recognised either in the Group's consolidated income statement or in its consolidated cash flow statement for 2022.

VINCI Highways

In April 2022, VINCI Highways took control of two companies that were previously accounted for under the equity method but are now fully consolidated:

- TollPlus: having owned a 30% stake in this company – a provider of mobility-related technological solutions in the United States, Ireland and India – since 2016, VINCI Highways acquired the 70% it did not already own.
- Strait Crossing Development Inc.: VINCI Highways acquired a 65.1% stake in this company, which holds the concession for the Confederation Bridge, connecting the Canadian provinces of Prince Edward Island and New Brunswick, until 2032. The transaction therefore increased VINCI Highways' stake in this company from 19.9% to 85%.

In 2022 as a whole, it is estimated that these companies together generated revenue of €63 million and net income of €6 million (unaudited figures).

VINCI Highways also increased its stake in Lusoponte, which is the concession company for bridges over the river Tagus in Lisbon, from 32.3% to 49.5%. This transaction had no impact on the Group's level of control, and Lusoponte is still accounted for under the equity method.

Demerger of DEME from its parent company CFE

On 29 June 2022, CFE's shareholders approved a demerger resulting in two separate listed companies: DEME (dredging and marine works) and CFE (construction, multitechnics and property development). Shares in DEME were issued to CFE shareholders in proportion to their existing shareholdings, and were admitted for trading on Euronext Brussels on 30 June 2022. Following that transaction, VINCI owns a 12.11% stake in CFE and a 12.11% stake in DEME and retains significant influence over both companies.

2. Changes in consolidation scope in previous periods

The main transaction in 2021 was VINCI's purchase of all shares in ACS's energy business (Cobra IS) on 31 December 2021. The price of the transaction (including the earn-out) was €5.2 billion.

ACS will receive a €20 million earn-out payment for each half gigawatt (GW) of renewable power capacity added by ready-to-build projects developed by Cobra IS over a period not exceeding eight and a half years from 31 December 2021, up to a limit of 15 GW, representing a maximum contingent payment of €600 million. A liability corresponding to the fair value of this earn-out at the acquisition date was recognised, based on work done by an external evaluator. The liability is remeasured at each accounts closing date in line with the actual development of projects.

In accordance with IFRS 3 and with the assistance of an independent valuer, the Group finalised the allocation of the purchase price by measuring identifiable assets and liabilities at fair value at the date of acquisition of control. The main intangible assets measured and recognised are:

- the business line's brands, including the Cobra brand, which were given a value of €115 million and are being amortised over periods ranging from 5 to 20 years;
- the order book, which was given a value of €250 million, amortised over a period of between 2 and 3 years;
- customer relationships, which were given a value of €470 million, amortised over a period of 16 years.

Certain assets acquired in the transaction and needing to be sold were reclassified as assets held for sale in the net amount of €354 million at 31 December 2021, and are presented on the balance sheet on a separate line item. At 31 December 2022, some of those assets, in a net amount of €299 million, had not been sold and were still being held with a view to selling them in the near future. Accordingly, they were still classified as assets held for sale at 31 December 2022. Information relating to the recognition and measurement of these assets is set out in Note O, "Other consolidation rules and methods".

The final goodwill amount (€4.2 billion at 31 December 2022) represents the expected growth in Cobra IS's business, especially in the development of renewable energy concessions (solar PV and wind) and the completion of EPC (engineering, procurement and construction) projects in the energy sector.

The table below sets out the final allocation of the price paid by VINCI at 31 December 2021, which was the date on which it took control of Cobra IS. Comparative consolidated balance sheet figures for 2021 and any related information in the Notes to the consolidated financial statements have been adjusted for the impact of this final purchase price allocation.

<i>(in € millions)</i>	Provisional allocation	Adjustments	Final allocation
Intangible assets	254	835	1,089
Property, plant and equipment	264	-	264
Investments in companies accounted for under the equity method and other non-current financial assets	76	-	76
Other operating assets/(liabilities) – Operating WCR	(821)	273	(548)
Other current and non-current assets/(liabilities)	(364)	(200)	(564)
Deferred tax assets/(liabilities)	200	(187)	13
Net financial surplus	676	(273)	403
<i>of which cash and cash equivalents</i>	<i>1,291</i>	<i>-</i>	<i>1,291</i>
<i>of which financial debt</i>	<i>(615)</i>	<i>(273)</i>	<i>(888)</i>
Assets/(liabilities) held for sale	354	-	354
Equity - Non-controlling interests	(36)	-	(36)
Net assets acquired	603	448	1,051
Purchase price (including earn-out)	5,132	74	5,206
Goodwill	4,529	(373)	4,156

Other acquisitions in 2021 were not material with respect to consolidated Group figures.

C. Financial indicators by business line and geographical area

1. Segment information by business line

Based on the Group's organisational structure and internal reporting system, segment information is presented by business line. The Group's organisation consists of six business lines in three businesses – Concessions, Energy and Construction – along with VINCI Immobilier, which is a business line that reports directly to the holding company. In accordance with IFRS 8 "Operating segments", segment information is presented according to this organisation.

Concessions

VINCI Autoroutes: motorway concessions in France (ASF, Escota, Cofiroute, Arcour, Arcos).

VINCI Airports: operation of airports in France and in 11 other countries under full ownership, concession contracts and/or delegated management.

Other concessions: VINCI Highways (motorway and road infrastructure, mainly managed outside France), VINCI Railways (rail infrastructure) and VINCI Stadium (stadium management in France).

Energy

VINCI Energies: services to the manufacturing sector, infrastructure, facilities management, and information and communication technology.

Cobra IS: manufacturing and energy-related services, development of renewable energy concession projects, and EPC (engineering, procurement and construction) projects in the energy sector.

Construction

VINCI Construction, which is organised around three pillars:

- Major Projects: companies designing and carrying out projects that require general contractor capabilities because of their size, complexity or type;
- Specialty Networks: companies carrying out works in geotechnical and structural engineering, along with related digital activities, and providing services in nuclear engineering;
- Proximity Networks: local companies active in areas such as building, civil engineering, roadworks, rail works and water works.

VINCI Immobilier: property development (residential properties, commercial properties), management of serviced residences and property services.



1.1 Segment information by business line

The data below is for each Group business line and is stated before elimination, at their own level, of transactions with the rest of the Group. Performance indicators that do not appear on the face of the financial statements are defined in Note 3 in this section.

2022

(in € millions)	Concessions		Energy		Construction		VINCI Immobilier and holding companies	Eliminations	Total
	VINCI Autoroutes VINCI Airports Other concessions	VINCI Energies	Cobra IS	VINCI Construction					
Income statement									
Revenue⁽¹⁾	9,162	16,748	5,520	29,252	1,523	(530)		61,675	
Concession subsidiaries' works revenue	663	-	-	-	-	(73) ⁽²⁾		590	
Total revenue	9,825	16,748	5,520	29,252	1,523	(603)		62,265	
Operating income from ordinary activities	4,171	1,142	411⁽³⁾	1,100	-⁽⁴⁾	-		6,824	
% of revenue ⁽⁵⁾	45.5%	6.8%	7.4%	3.8%				11.1%	
Recurring operating income	4,099	1,013	416⁽³⁾	969	(16)⁽⁴⁾	-		6,481	
Operating income	4,140	1,008	409⁽³⁾	964	(32)⁽⁴⁾	-		6,489	
Cash flow statement									
Cash flow from operations before tax and financing costs	6,200	1,426	509	1,707	373	-		10,215	
% of revenue ⁽⁵⁾	67.7%	8.5%	9.2%	5.8%				16.6%	
Depreciation and amortisation	1,900	470	97 ⁽⁴⁾	938	208 ⁽⁴⁾	-		3,613	
Operating investments (net of disposals)	(123)	(189)	(1,319)	(762)	(63)	-		(2,456)	
Repayment of lease liabilities ⁽⁴⁾	(36)	(310)	(19)	(261)	(35)	-		(661)	
Operating cash flow	4,871	602	130	599	67	-		6,270	
Growth investments (concessions and PPPs)	(725)	1	(145)	33	-	-		(836)	
Free cash flow	4,146	603	(15)	632	67	-		5,433	
Balance sheet									
Capital employed at 31/12/2022	40,529	4,540	4,536	827	2,033	-		52,465	
of which investments in companies accounted for under the equity method	397	15	26	451	126	-		1,014	
of which right-of-use assets in respect of leases	297	853	70	601	243	-		2,064	
Net financial surplus/(debt)	(31,735)	(129)	404	3,460	9,464	-		(18,536)	

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

(2) Intra-group revenue of the VINCI Energies and VINCI Construction business lines derived from works carried out for the Group's concession companies.

(3) Before amortisation of the intangible assets identified when allocating the Cobra IS purchase price for €128 million. This amortisation is recognised at the holding company level.

(4) Including associated financial expense.

PPP: Public-private partnership.



2021

(in € millions)	Concessions		Energy		Construction	VINCI Immobilier and holding companies	Eliminations	Total
	VINCI Autoroutes VINCI Airports Other concessions	VINCI Energies	Cobra IS ⁽¹⁾	VINCI Construction				
Income statement								
Revenue⁽²⁾	7,046	15,097	-	26,282	1,611	(639)	49,396	
Concession subsidiaries' works revenue	680	-	-	-	-	(95) ⁽³⁾	586	
Total revenue	7,727	15,097	-	26,282	1,611	(734)	49,982	
Operating income from ordinary activities	2,683	985	-	968	86	-	4,723	
% of revenue ⁽²⁾	38.1%	6.5%	-	3.7%			9.6%	
Recurring operating income	2,583	882	-	879	120	-	4,464	
Operating income	2,586	868	-	879	106	-	4,438	
Cash flow statement								
Cash flow from operations before tax and financing costs	4,676	1,259	-	1,647	301	-	7,884	
% of revenue ⁽²⁾	66.4%	8.3%	-	6.3%			16.0%	
Depreciation and amortisation	1,829	432	-	905	54	-	3,219	
Operating investments (net of disposals)	(75)	(166)	-	(639)	(197)	-	(1,077)	
Repayment of lease liabilities ⁽⁴⁾	(38)	(289)	-	(265)	(39)	-	(631)	
Operating cash flow	3,501	1,199	-	1,208	189	-	6,098	
Growth investments (concessions and PPPs)	(841)	2	-	23	-	-	(815)	
Free cash flow	2,660	1,201	-	1,232	189	-	5,282	
Balance sheet								
Capital employed at 31/12/2021	38,584	3,800	4,278	672	1,747	-	49,081	
of which investments in companies accounted for under the equity method	353	12	17	422	145	-	950	
of which right-of-use assets in respect of leases	310	827	85	685	177	-	2,084	
Net financial surplus/(debt)	(32,693)	447	403	3,334	8,971	-	(19,539)	

(1) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

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

(3) Intra-group revenue of the VINCI Energies and VINCI Construction business lines derived from works carried out for the Group's concession companies.

(4) Including associated financial expense.

PPP: Public-private partnership.



1.2 Information relating to the Concessions business

2022

<i>(in € millions)</i>	Concessions			Total
	VINCI Autoroutes	VINCI Airports	VINCI Highways, VINCI Railways, VINCI Stadium and other	
Income statement				
Revenue^(*)	6,003	2,679	479	9,162
Concession subsidiaries' works revenue	543	111	8	663
Total revenue	6,546	2,791	487	9,825
Operating income from ordinary activities	3,127	983	61	4,171
% of revenue ^(*)	52.7%	36.7%	12.8%	45.5%
Recurring operating income	3,109	941	49	4,099
Operating income	3,109	940	90	4,140
Cash flow statement				
Cash flow from operations before tax and financing costs	4,419	1,580	200	6,200
% of revenue ^(*)	73.6%	59.0%	41.8%	67.7%
Depreciation and amortisation	1,314	481	106	1,900
Operating investments (net of disposals)	(21)	(94)	(8)	(123)
Repayment of lease liabilities ^(**)	(8)	(21)	(7)	(36)
Operating cash flow	3,454	1,224	193	4,871
Growth investments (concessions and PPPs)	(578)	(152)	5	(725)
Free cash flow	2,876	1,072	198	4,146
Balance sheet				
Capital employed at 31/12/2022	19,019	18,563	2,947	40,529
<i>of which investments in companies accounted for under the equity method</i>	18	150	230	397
<i>of which right-of-use assets in respect of leases</i>	13	257	27	297
Net financial surplus/(debt)	(16,985)	(11,131)	(3,618)	(31,735)

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

(**) Including associated financial expense.

PPP: Public-private partnership.



2021

<i>(in € millions)</i>	Concessions			Total
	VINCI Autoroutes	VINCI Airports	VINCI Highways, VINCI Railways, VINCI Stadium and other	
Income statement				
Revenue (*)	5,550	1,188	309	7,046
Concession subsidiaries' works revenue	569	100	11	680
Total revenue	6,119	1,288	320	7,727
Operating income from ordinary activities	2,841	(206)	48	2,683
<i>% of revenue †</i>	51.2%	(17.3%)	15.5%	38.1%
Recurring operating income	2,828	(265)	21	2,583
Operating income	2,829	(265)	22	2,586
Cash flow statement				
Cash flow from operations before tax and financing costs	4,116	385	175	4,676
<i>% of revenue †</i>	74.2%	32.4%	56.7%	66.4%
Depreciation and amortisation	1,299	444	87	1,829
Operating investments (net of disposals)	(23)	(43)	(9)	(75)
Repayment of lease liabilities (**)	(7)	(21)	(9)	(38)
Operating cash flow	3,274	(25)	253	3,501
Growth investments (concessions and PPPs)	(677)	(163)	(1)	(841)
Free cash flow	2,597	(188)	252	2,660
Balance sheet				
Capital employed at 31/12/2021	19,676	16,388	2,520	38,584
<i>of which investments in companies accounted for under the equity method</i>	14	193	146	353
<i>of which right-of-use assets in respect of leases</i>	12	274	24	310
Net financial surplus/(debt)	(18,008)	(11,723)	(2,962)	(32,693)

(*) Excluding concession subsidiaries' revenue derived from works carried out by non-Group companies

(**) Including associated financial expense.

PPP: Public-private partnership

2. Breakdown of revenue by geographical area

Accounting policies

The Group's consolidated revenue corresponds to revenue from the Concessions business and from the VINCI Energies, Cobra IS, VINCI Construction and VINCI Immobilier business lines.

IFRS 15 "Revenue from Contracts with Customers" requires entities to identify each contract as well as the various performance obligations contained in the contract. The number of performance obligations depends on the types of contracts and activities. Most of the Group's contracts involve only one performance obligation.

Under IFRS 15, recognition of revenue must reflect the following:

- the rate at which performance obligations are fulfilled, corresponding to the transfer to the customer of control of a good or service;
- the amount to which the seller expects to be entitled as consideration for its activities.

The way in which transfer of control of a good or service is analysed is crucial, since that transfer determines the recognition of revenue. The transfer of control of a good or service may take place continuously (revenue recognition on a progress towards completion basis) or on a specific date that corresponds to the completion of works.

Revenue from concession contracts consists of the following:

- tolls for the use of motorway infrastructure operated under concession, revenue from airport service concessions, and ancillary income such as fees from commercial installations, rental of telecommunications infrastructure and advertising space;
- revenue in respect of the construction of new infrastructure under concession and recognised on a progress towards completion basis.

Consolidated revenue of the VINCI Energies, Cobra IS and VINCI Construction business lines comprises the total of the work, goods and services generated by the consolidated subsidiaries pursuing their main activity and the revenue for the construction of infrastructure under concession. In the property sector, revenue arising on lots sold is recognised as the property development proceeds, in accordance with IFRS 15 and statutory provisions relating to off-plan sales. In that respect, to measure progress towards completion of works, VINCI Immobilier uses the cost-based method. The cost of land is included in the progress towards completion calculation at the commencement of each contract.

Revenue from ancillary activities mainly relates to revenue from leases, sales of equipment, materials and merchandise, study work and fees.

The method for recognising revenue under concession contracts is explained in Note F, "Concessions: PPP contracts, concession contracts and other infrastructure". The method for recognising revenue from construction and service contracts is explained in Note G.16, "Information on construction and service contracts".

<i>(in € millions)</i>	2022	%	2021	%
France	27,948	45.3%	26,319	53.3%
United Kingdom	5,271	8.5%	3,405	6.9%
Germany	4,068	6.6%	3,459	7.0%
Spain	3,005	4.9%	488	1.0%
Central and Eastern Europe ^(*)	2,521	4.1%	2,304	4.7%
Portugal	1,248	2.0%	589	1.2%
Other European countries	4,044	6.6%	3,658	7.4%
Europe excluding France	20,158	32.7%	13,903	28.1%
Europe^(**)	48,106	78.0%	40,221	81.4%
<i>of which European Union</i>	<i>41,620</i>	<i>67.5%</i>	<i>35,705</i>	<i>72.3%</i>
North America	4,942	8.0%	3,914	7.9%
<i>of which United States</i>	<i>2,961</i>	<i>4.8%</i>	<i>2,319</i>	<i>4.7%</i>
<i>of which Canada</i>	<i>1,981</i>	<i>3.2%</i>	<i>1,596</i>	<i>3.2%</i>
Central and South America	3,310	5.4%	1,204	2.4%
Africa	1,740	2.8%	1,560	3.2%
Asia-Pacific and Middle East	3,577	5.8%	2,496	5.1%
International excluding Europe	13,570	22.0%	9,175	18.6%
International excluding France	33,727	54.7%	23,078	46.7%
Total revenue^(***)	61,675	100.0%	49,396	100.0%

^(*) Albania, Bosnia-Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Hungary, Kosovo, Latvia, Lithuania, Macedonia, Moldova, Montenegro, Poland, Romania, Serbia, Slovakia, Slovenia and Ukraine

^(**) Including the eurozone for €38,518 million (62.5% of total revenue) in 2022 and for €32,926 million (66.7% of total revenue) in 2021.

^(***) Excluding concession subsidiaries' revenue derived from works carried out by non-Group companies.

Revenue generated in France totalled €27,948 million in 2022, up 6.2% compared with 2021.



Revenue generated outside France amounted to €33,727 million in 2022, up 46.1% compared with 2021. Revenue generated outside France equalled 54.7% of the Group total as opposed to 46.7% in 2021, due in particular to the integration of Cobra IS's business activities, which take place mainly in Spain and Latin America.

3. Reconciliation and presentation of key performance indicators

3.1 Cash flow statement indicators

<i>(in € millions)</i>	2022	2021 ^(*)
Net cash flows (used in)/from operating activities	9,387	7,806
Of which other long-term advances	854	-
Net cash flows (used in)/from operating activities, excluding other long-term advances	8,533	7,806
Operating investments (net of disposals and other long-term advances)	(1,602)	(1,077)
Repayments of lease liabilities and financial expense on leases	(661)	(631)
Operating cash flow	6,270	6,098
Growth investments (concessions and PPPs)	(836)	(815)
Free cash flow	5,433	5,282
Purchases of shares in subsidiaries and affiliates (consolidated and unconsolidated)	(2,131) ^(**)	(5,258) ^(***)
Proceeds from sales of shares in subsidiaries and affiliates (consolidated and unconsolidated)	23	9
Net impact of changes in scope including net debt assumed	(511) ^(**)	415 ^(*)
Net financial investments	(2,618)	(4,834)
Other	(59)	(82)
Total net financial investments	(2,677)	(4,916)

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

(**) Including the purchase price for Mexican airport operator OMA (€1,169 million) and its net financial debt on the date control was acquired (€298 million). See Note B.1, "Changes in consolidation scope during the period".

(***) Including the purchase price for Cobra IS (€4,902 million). See Note B.2, "Changes in consolidation scope in previous periods".

3.2 Capital employed

Reconciliation between capital employed and the balance sheet

<i>(in € millions)</i>	Note	31/12/2022	31/12/2021 ^(*)
Capital employed - assets		93,074	84,327
Concession intangible assets	13	28,224	25,329
- Deferred tax on business combination fair value adjustments		(3,792)	(3,207)
Goodwill, gross	9	17,657	16,388
Other intangible assets	17.1	9,045	8,421
Property, plant and equipment	17.2	10,805	10,303
Investments in companies accounted for under the equity method	10	1,014	950
Other non-current financial assets	11-14-18	2,588	2,450
- Collateralised loans and receivables (at more than one year)	25-27	(5)	(4)
Inventories and work in progress	19	1,785	1,591
Trade and other receivables	19	18,092	15,832
Other current assets	19	7,402	6,036
Current tax assets		259	238
Capital employed - liabilities		(40,609)	(35,246)
Current provisions	19	(6,599)	(6,123)
Trade payables	19	(13,088)	(12,027)
Other current liabilities	19	(20,315)	(16,736)
Current tax liabilities		(607)	(360)
Total capital employed		52,465	49,081

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".



Capital employed by geographical area

<i>(in € millions)</i>	31/12/2022	31/12/2021 ^(*)
France	24,196	24,461
United Kingdom	8,916	9,696
Spain	4,813	4,502
Portugal	2,355	2,513
Other European countries	3,439	2,590
Total Europe excluding France	19,523	19,301
Total Europe	43,719	43,762
North America	2,511	2,093
<i>of which United States</i>	<i>1,952</i>	<i>1,605</i>
Central and South America	6,005	2,854
Africa	(255)	(262)
Asia-Pacific and Middle East	485	634
Total capital employed	52,465	49,081

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

At 31 December 2022, capital employed in the eurozone was €33.3 billion (of which €24.2 billion in France) and made up 64% of the total (€32.7 billion and 67% of the total in 2021).



D. Main income statement items

4. Operating income

Accounting policies

Operating income from ordinary activities measures the operational performance of fully consolidated Group subsidiaries. It excludes share-based payment expense (IFRS 2), certain recurring operating items (including the share of profit or loss of companies accounted for under the equity method), together with non-recurring operating items.

Recurring operating income is obtained by taking operating income from ordinary activities and adding the IFRS 2 expense associated with share-based payments (chiefly Group savings plans and performance share plans), the Group's share of profit or loss of subsidiaries accounted for under the equity method, and other recurring operating income and expense. The latter category includes recurring income and expense relating to companies accounted for under the equity method and to non-consolidated companies (financial income from shareholder loans and advances granted by the Group to some subsidiaries, dividends received from non-consolidated companies). Recurring operating income represents the Group's operational performance excluding the impact of non-recurring transactions and events during the period.

Operating income is calculated by taking recurring operating income and adding non-recurring income and expense, which mainly includes goodwill impairment losses, restructuring charges and income and expense relating to changes in scope (capital gains or losses on disposals of securities and the impact of changes in control).

<i>(in € millions)</i>	2022	2021
Revenue^(*)	61,675	49,396
Concession subsidiaries' revenue derived from works carried out by non-Group companies	590	586
Total revenue	62,265	49,982
Revenue from ancillary activities ^(**)	249	248
Purchases consumed	(14,894)	(10,672)
External services ^(***)	(6,684)	(5,533)
Temporary staff	(1,561)	(1,373)
Subcontracting (including concession companies' construction costs)	(12,388)	(10,424)
Taxes and levies	(1,223)	(1,105)
Employment costs	(14,979)	(12,488)
Other operating income and expense	99	67
Depreciation and amortisation	(3,613)	(3,219)
Net provision expense	(448)	(760)
Operating expenses	(55,891)	(45,507)
Operating income from ordinary activities	6,824	4,723
% of revenue ^(†)	11.1%	9.6%
Share-based payments (IFRS 2)	(356)	(288)
Profit/(loss) of companies accounted for under the equity method	22	12
Other recurring operating items	(9)	17
Recurring operating income	6,481	4,464
Goodwill impairment losses	-	(19)
Impact from changes in scope and gain/(loss) on disposals of shares	8	(7)
Total non-recurring operating items	8	(26)
Operating income	6,489	4,438

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

(**) Revenue from ancillary activities mainly comprises rental income, sales of equipment, materials and merchandise, study work and fees other than those generated by concession operators.

(***) Including lease payments of €1,178 million in 2022 and €981 million in 2021 not restated following the application of IFRS 16: low-value leases, short-term leases and variable lease payments.

In 2022, non-recurring operating items related solely to changes in scope and represented net income of €8 million, including:

- a €35 million impact from VINCI Highways taking control of Strait Crossing Development Inc. and TollPlus, and a €17 million impact from the disposal of Stockholm Skavsta airport in Sweden;
- a €22 million expense for costs relating to the acquisitions carried out by VINCI Energies and those relating to the purchase of Mexican airport operator OMA;
- a €15 million charge from the remeasurement of the Cobra IS earn-out in 2022.

In 2021, they represented a net expense of €26 million, comprising goodwill impairment losses of €19 million and negative scope effects of €7 million.



4.1 Employment costs

<i>(in € millions)</i>	Note	2022	2021
Wages and other employment-related expense	I	(14,711)	(12,245)
<i>of which wages and salaries</i>		<i>(11,360)</i>	<i>(9,330)</i>
<i>of which employer social contributions</i>		<i>(2,660)</i>	<i>(2,268)</i>
<i>of which contributions to defined contribution plans</i>	29.1	<i>(691)</i>	<i>(647)</i>
Profit-sharing and incentive plans	II	(268)	(243)
Total	I+II	(14,979)	(12,488)

The Group's average headcount was 265,303 on a full-time equivalent basis in 2022. This represents an increase relative to 2021, caused in particular by the integration of Cobra IS.

	2022	2021
Average number of employees (in full-time equivalent)	265,303	218,569
<i>of which managers</i>	<i>47,699</i>	<i>44,413</i>
<i>of which other employees</i>	<i>217,604</i>	<i>174,155</i>

4.2 Other operating income and expense

<i>(in € millions)</i>	2022	2021
Net gains or losses on disposal of intangible assets and property, plant and equipment	35	25
Share in operating income or loss of joint operations	19	24
Other	45	18
Total	99	67

4.3 Depreciation and amortisation

Depreciation and amortisation break down as follows:

<i>(in € millions)</i>	2022	2021
Concession intangible assets	(1,432)	(1,348)
Other intangible assets	(239)	(85)
Property, plant and equipment	(1,943)	(1,786)
Depreciation and amortisation	(3,613)	(3,219)

In 2022, amortisation of other intangible assets included €128 million relating to intangible assets identified when allocating the Cobra IS purchase price (brands, order book and customer relationships).

Depreciation of property, plant and equipment included €623 million in 2022 relating to right-of-use assets under leases (€605 million in 2021).

5. Cost of net financial debt

Accounting policies

The cost of net financial debt comprises:

- the cost of gross financial debt, which includes the interest expense calculated at the effective interest rate, gains and losses on interest rate derivatives allocated to gross financial debt whether designated as hedges for accounting purposes or not, and hedging costs;
- financial income from investments, which includes the return on investments of cash and cash equivalents measured at fair value through profit or loss.

The cost of net financial debt amounted to €614 million in 2022, down €44 million compared with 2021 (€658 million).

This improvement was mainly due to increases in the value of derivatives, particularly inflation-linked swaps relating to London Gatwick airport, and to higher returns from invested cash. Those positive effects were partly offset by the impact of higher interest rates on floating rate debt in the fourth quarter and of companies entering the consolidation scope.

The cost of net financial debt can be analysed as follows:

<i>(in € millions)</i>	2022	2021
Financial liabilities at amortised cost	(791)	(724)
Financial assets and liabilities at fair value through profit or loss	120	1
Derivatives designated as hedges: assets and liabilities	57	140
Derivatives at fair value through profit or loss: assets and liabilities	-	(75)
Total cost of net financial debt	(614)	(658)

The "Derivatives designated as hedges: assets and liabilities" item breaks down as follows:

<i>(in € millions)</i>	2022	2021
Net interest on derivatives designated as fair value hedges	133	275
Change in value of interest rate derivatives designated as fair value hedges	(2,320)	(680)
Change in value of the adjustment to fair value hedged financial debt	2,313	644
Ineffective portion of foreign currency fair value hedges	(1)	(1)
Reserve recycled through profit or loss in respect of cash flow and net investment hedges	(76)	(97)
Ineffective portion of cash flow and net investment hedges	7	(2)
Gains and losses on derivative instruments allocated to net financial debt	57	140

6. Other financial income and expense

Accounting policies

Other financial income and expense comprises mainly discounting effects, the impact of capitalised borrowing costs, foreign exchange gains and losses relating to financial items and changes in the value of equity instruments and derivatives not allocated to hedging interest rate or exchange rate risk, along with financial expense relating to lease liabilities under IFRS 16.

Capitalised borrowing costs relate to infrastructure under concession and are included during the construction period in the value 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 financing rate to the expenditure on that asset. This rate is equal to the weighted average of the costs of borrowing funds, other than those specifically intended for the construction of given assets.

This does not relate to the construction of concession assets accounted for using the financial asset model (see Note F.14, "PPP financial receivables").



Other financial income and expense break down as follows:

<i>(in € millions)</i>	2022	2021
Effect of discounting to present value	56	(30)
Capitalised borrowing costs	29	47
Financial expenses on lease liabilities	(48)	(43)
Foreign exchange gains and losses and other changes in fair value	243	66
Total other financial income and expense	279	40

In 2022, discounting effects represented income of €56 million as opposed to an expense of €30 million in 2021. The difference resulted mainly from the discounting effect arising from provisions for the obligation to maintain the condition of concession intangible assets, which represented income of €72 million (expense of €2 million in 2021), including €63 million at VINCI Autoroutes (expense of €3 million in 2021). The net financial expense arising from the discounting of provisions for retirement benefit obligations was stable at €14 million. Effects arising from the discounting of provisions for fixed fees payable to concession grantors in relation to Salvador airport in Brazil and Belgrade airport in Serbia represented an expense of €13 million.

Capitalised borrowing costs mainly related to VINCI Autoroutes, Belgrade airport in Serbia and London Gatwick airport in the United Kingdom.

There was a foreign exchange gain of €25 million in 2022 (€10 million in 2021). Other changes in fair value include the €94 million increase in the value of the stake in Groupe ADP and the €131 million gain arising from the early redemption of bonds by London Gatwick airport.

7. Income tax expense

Accounting policies

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. 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 was decided, except where they relate to transactions recognised under other comprehensive income or directly in equity.

Deferred tax relating to share-based payments is taken to income to the extent that the deductible amount does not exceed the fair value of plans established according to IFRS 2.

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 associates and certain joint ventures give rise to recognition of a deferred tax liability in the event of 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 tax group. Deferred tax is reviewed at each balance sheet date to take account 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.

7.1 Breakdown of net tax expense

<i>(in € millions)</i>	2022	2021
Current tax	(1,809)	(1,509)
Deferred tax	72	(116)
<i>of which temporary differences</i>	102	(214)
<i>of which tax loss carryforwards</i>	(29)	98
Total	(1,737)	(1,625)

The net tax expense for the period comprises:

- a tax expense recognised by French subsidiaries for €1,047 million (€1,020 million in 2021), including €1,019 million at VINCI SA, the lead company in the tax consolidation group that comprises 979 subsidiaries (€1,003 million in 2021);
- a tax expense of €690 million for foreign subsidiaries (€605 million in 2021). In 2021, this expense included a negative impact of €387 million from revaluing net deferred tax liabilities as a result of the UK corporation tax rate from 1 April 2023 now set to be 25% instead of 19%, which mainly involved London Gatwick airport.



7.2 Effective tax rate

The Group's effective tax rate was 28.3% in 2022 compared with 42.7% in 2021 (32.5% excluding the non-recurring impact of the increase in the UK corporation tax rate from 19% to 25%). In 2022, the effective tax rate was 26.5% in France and 31.6% outside France.

The Group's effective tax rate for 2022 was higher than the theoretical tax rate of 25.83% in force in France, because of permanent differences and net changes in deferred tax assets and deferred tax liabilities. 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:

<i>(in € millions)</i>	2022	2021
Income before tax and profit/(loss) of companies accounted for under the equity method	6,131	3,808
Theoretical tax rate in France	25.8%	27.4%
Theoretical tax expense expected	(1,584)	(1,042)
Tax rate differential on foreign income	(2)	(403)
<i>of which impact from revaluing deferred tax in the United Kingdom</i>	-	(387)
Impact of tax loss carryforwards and other temporary differences that are not recognised or that have previously been subject to limitation	(96)	(40)
Goodwill impairment losses	-	(5)
Permanent differences and other	(56)	(134)
Tax expense recognised	(1,737)	(1,625)
Effective tax rate ^(*)	28.3%	42.7%

(*) Excluding the Group's share of companies accounted for under the equity method.

7.3 Breakdown of deferred tax assets and liabilities

<i>(in € millions)</i>	31/12/2022	Changes			31/12/2021 ^(*)
		Income	Equity	Other	
Deferred tax assets					
Tax loss carryforwards	703	(27)	-	21	710
Temporary differences on retirement benefit obligations	265	5	(70)	1	329
Temporary differences on provisions	1,125	126	3	33	963 ^(*)
Temporary differences on financial instruments	44	(14)	(38)	1	94
Temporary differences related to leases	362	(7)	(1)	(3)	374
Other	1,139	124	(16)	65	965
Netting of deferred tax assets and liabilities by tax group	(2,115)	-	-	52	(2,166)
Total deferred tax assets before impairment	1,524	206	(122)	170	1,270
Impairment	(641)	(96)	(3)	(40)	(502)
Total deferred tax assets after impairment	883	111	(126)	130	767
Deferred tax liabilities					
Remeasurement of assets ^(**)	(5,038)	77	92	(813)	(4,394) ^(*)
Temporary differences related to leases	(324)	10	-	3	(337)
Temporary differences on financial instruments	(144)	(32)	(71)	(11)	(30)
Other	(771)	(94)	(34)	(14)	(630)
Netting of deferred tax assets and liabilities by tax group	2,115	-	-	(52)	2,166
Total deferred tax liabilities	(4,162)	(38)	(13)	(886)	(3,225)
Net deferred tax	(3,280)	72	(139)	(756)	(2,457)

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

(**) Including, at 31 December 2022, measurement at fair value of the assets and liabilities of London Gatwick airport (€1,559 million), Mexican airport operator OMA (€770 million), ASF (€719 million), Cobra IS (€209 million), Lima Expressa (€172 million), Aéroports de Lyon (€131 million) and ANA (€105 million) upon their consolidation.

Impairment of deferred tax assets as a whole amounted to €641 million at 31 December 2022 (€502 million at 31 December 2021), including €601 million outside France (€465 million at 31 December 2021).

Deferred tax assets arising from tax loss carryforwards totalled €703 million at 31 December 2022, with impairment losses recognised in the amount of €403 million. The net balance of deferred tax assets arising from tax loss carryforwards thus comes to €301 million, mainly related to countries in which tax losses can generally be carried forward indefinitely, such as the United Kingdom, the United States and Germany.



8. Earnings per share

Accounting policies

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 the weighted average number of treasury shares.

In calculating diluted earnings per share, the weighted average number of existing shares is adjusted for the potentially dilutive effect of all equity instruments issued by the company, in particular Group savings plans and unvested performance shares. Dilution is determined in accordance with the rules laid down by IAS 33. In accordance with this standard, plans of which the stock market price is greater than the average price during the period are excluded from the diluted earnings per share calculation.

In calculating basic and diluted earnings per share, earnings are also adjusted as necessary for changes in income and expenses taken directly to equity resulting from the conversion into shares of all potentially dilutive instruments.

	2022			2021		
	Average number of shares	Net income (in € millions)	Earnings per share (in €)	Average number of shares	Net income (in € millions)	Earnings per share (in €)
Total shares	595,524,050			594,984,755		
Treasury shares	(31,178,611)			(25,474,453)		
Basic earnings per share	564,345,439	4,259	7.55	569,510,302	2,597	4.56
Group savings plan	189,867			504,297		
Performance shares	5,974,715			5,835,884		
Diluted earnings per share	570,510,021	4,259	7.47	575,850,483	2,597	4.51



E. Investments in other companies

9. Goodwill and goodwill impairment tests

Accounting policies

Goodwill is the excess of the cost of a business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities at the date of acquisition, recognised on first consolidation.

Goodwill in fully consolidated subsidiaries is recognised under goodwill in consolidated assets. Goodwill relating to companies accounted for under the equity method is included in the line item "Investments in companies accounted for under the equity method".

Goodwill is not amortised but is tested for impairment at least annually or when there is an indication that an impairment loss has arisen. If a goodwill impairment loss is recognised as a result, the difference between its carrying amount and its recoverable amount is charged definitively to operating income in the period.

Negative goodwill is taken to operating income in the year of acquisition.

Under IFRS 3 (amended), an option is available to measure non-controlling interests on the acquisition date either at fair value (the full goodwill method) or for the portion of the net assets acquired that they represent (the partial goodwill method). The choice can be made for each business combination.

9.1 Main goodwill items

Changes in the period were as follows:

<i>(in € millions)</i>	31/12/2022	31/12/2021 ^(*)
Net at beginning of period	16,099	11,619
Goodwill recognised during the period	1,270 ^(**)	4,240 ^(*)
Impairment losses	-	(19)
Companies leaving the consolidation scope	(4)	(1)
Currency translation differences	(18)	241
Other movements	13	19
Net at end of period	17,360	16,099

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

(**) Including the provisional goodwill relating to the acquisition of Mexican airport operator OMA. See Note B.1, "Changes in consolidation scope during the period".

The main items of goodwill at 31 December 2022 were as follows:

<i>(in € millions)</i>	31/12/2022			31/12/2021
	Gross	Impairment losses	Net	Net ^(*)
Cobra IS	4,156	-	4,156	4,156 ^(*)
VINCI Airports	3,086	-	3,086 ^(**)	2,649
VINCI Energies France	2,522	-	2,522	2,490
ASF group	1,935	-	1,935	1,935
VINCI Energies Germany	920	-	920	807
VINCI Energies North America	737	(91)	646	610
VINCI Energies Benelux	454	-	454	439
VINCI Energies Kontron ^(***)	392	-	392	-
VINCI Energies Scandinavia	355	-	355	349
VINCI Highways	311	-	311	210
Other	2,791	(206)	2,585	2,455
Total	17,657	(297)	17,360	16,099

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

(**) Including the provisional goodwill relating to the acquisition of Mexican airport operator OMA. See Note B.1, "Changes in consolidation scope during the period".

(***) Provisional goodwill following the acquisition of most of Kontron AG's IT services business on 29 December 2022. See Note B.1, "Changes in consolidation scope during the period".

9.2 Goodwill impairment tests

Accounting policies

In accordance with IAS 36 "Impairment of Assets", the goodwill and other non-financial assets of cash-generating units (CGUs) were tested for impairment losses.

CGUs are identified in line with operational reporting and their recoverable amounts are based on a value in use calculation. Values in use are determined by discounting the forecast operating cash flow before tax of the CGU (operating income plus depreciation and amortisation plus/minus the change in non-current provisions minus operating investments plus/minus the change in operating working capital requirement) at the rates indicated below.

For concessions, cash flow projections are calculated across the length of contracts by applying a variable discount rate, determined for each period depending on the change in the debt to equity ratio of the entity in question.

In the specific case of VINCI Airports, cash flow projections for owned airports are established over a 30-year period. At the end of that period, a terminal value is determined by capitalising the final year's projected cash flow to infinity, and that value is discounted to present value.

For the other CGUs, cash flow projections are generally established for a five-year period on the basis of management forecasts. At the end of that period, a terminal value is determined by capitalising the final year's projected cash flow to infinity, and that value is discounted to present value.

Goodwill impairment tests are carried out using the following assumptions:

(in € millions)	Parameters of the model applied to cash flow projections				Impairment losses recognised in the period	
	Growth rate (years Y+1 to Y+5)	Growth rate (terminal value)	Discount rate		2022	2021
			31/12/2022	31/12/2021		
Cobra IS	5.3%	1.5%	11.3%	-	-	-
VINCI Airports	(*)	(*)	8.0%	6.9%	-	-
VINCI Energies France	3.9%	2.0%	8.1%	6.3%	-	-
ASF group	(*)	(*)	8.3%	6.4%	-	-
VINCI Energies Germany	3.0%	2.0%	7.5%	5.6%	-	-
VINCI Energies North America	3.5%	2.0%	9.0%	8.5%	-	(18)
VINCI Energies Benelux	3.0%	2.0%	7.6%	5.8%	-	-
VINCI Energies Scandinavia	3.0%	2.0%	7.2%	5.5%	-	-
VINCI Highways	(*)	(*)	9.5%	8.1%	-	-
Other	-1.5% to 9.3%	1.0% to 3.5%	6.3% to 15.1%	4.5% to 12.8%	-	(1)
Total					-	(19)

(*) For concessions, cash flow projections are determined over the length of concession contracts.

The average revenue growth rate for the ASF group, based on the residual periods of contracts, is 1.7%. Those used for VINCI Airports and VINCI Highways are respectively 3.7% and 5.4%.

Impairment tests at 31 December 2022 were conducted on the basis of assumptions made by management at the business lines concerned, in line with macroeconomic forecasts in their business areas and geographies.

The increase in discount rates reflects current economic conditions and market volatility.

In addition:

- In 2022, assets operated by VINCI Highways and the ASF group saw traffic rise back to or exceed 2019 pre-pandemic levels, as anticipated at the end of 2021.
- The assumption made by VINCI Airports at the end of 2021, about passenger numbers returning to pre-pandemic levels between 2023 and 2026, depending on the airport and the types of customers served, was confirmed in 2022.



Sensitivity of the value in use of CGUs to discount and perpetual growth rates and to cash flow

	Sensitivity to rates				Sensitivity to cash flow	
	Discount rate for cash flows		Perpetual growth rate for cash flows		Change in forecast operating cash flows (before tax)	
(in € millions)	0.5%	-0.5%	0.5%	-0.5%	5.0%	-5.0%
Cobra IS	(284)	314	227	(206)	301	(301)
VINCI Airports	(1,940)	2,241	†	†	1,356	(1,356)
VINCI Energies France	(713)	839	684	(581)	483	(483)
ASF group	(425)	438	†	†	1,158	(1,158)
VINCI Energies Germany	(404)	486	404	(337)	246	(246)
VINCI Energies North America	(72)	83	66	(57)	56	(56)
VINCI Energies Benelux	(148)	177	146	(123)	93	(93)
VINCI Energies Scandinavia	(82)	100	84	(69)	48	(48)
VINCI Highways	(132)	142	†	†	140	(140)

(*) Cash flow projections are determined over the residual periods of the concession contracts

These sensitivity calculations show that a change of 50 basis points in the assumptions for discount and perpetual growth rates or a ±5% change in projected operating cash flow would not have a material impact on the Group's consolidated financial statements at 31 December 2022.

An additional sensitivity calculation was carried out at 31 December 2022 for the VINCI Airports CGU, which showed that a 100 basis point increase in the assumed discount rates would result in a €3.6 billion reduction in value in use. In that scenario, however, the VINCI Airports CGU's value in use would remain higher than its net carrying amount at 31 December 2022.

10. Investments in companies accounted for under the equity method: associates and joint ventures

Accounting policies

Investments in companies accounted for under the equity method are initially recognised at the cost of acquisition, including acquisition costs and any goodwill. 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 the cumulative losses are greater than the value of the Group's net investment in the equity-accounted company, the portion of those losses exceeding the value of the investment is not taken to income unless the Group has entered into a commitment to recapitalise the company or provide it with funding.

If there is an indication that an impairment loss has arisen for an equity-accounted investment, the recoverable amount is tested in a way similar to that described in Note E.9.2, "Goodwill impairment tests". Impairment losses shown by impairment tests are recognised in profit and loss and as a deduction from the carrying amount of the corresponding investments.

The profit or loss of companies accounted for under the equity method is reported on a specific line for the determination of recurring operating income.

The terms "associates" and "joint ventures" are defined in Note A.2.2, "Consolidation methods".



10.1 Movements during the period

(in € millions)	2022			2021		
	Associates	Joint ventures	Total	Associates	Joint ventures	Total
Value of shares at beginning of period	438	512	950	428	608	1,035
of which Concessions	32	321	353	31	420	451
of which VINCI Energies	6	6	12	10	8	18
of which Cobra IS	5	13	17	-	-	-
of which VINCI Construction	393	92	485	384	86	470
of which VINCI Immobilier	2	80	82	2	95	96
Increase in share capital of companies accounted for under the equity method	7	2	10	-	(4)	(4)
Group share of profit or loss for the period	17	5	22	28	(16)	12
Group share of other comprehensive income for the period	47	313	361	3	112	114
Dividends paid	(12)	(80)	(92)	(17)	(94)	(112)
Changes in consolidation scope and other	10	2	13	4	(40)	(36)
Reclassifications ^(*)	(14)	(235)	(249)	(6)	(54)	(60)
Value of shares at end of period	493	521	1,014	438	512	950
of which Concessions	78	319	397	32	321	353
of which VINCI Energies	10	5	15	6	6	12
of which Cobra IS	10	15	26	5	13	17
of which VINCI Construction	393	92	486	393	92	485
of which VINCI Immobilier	2	90	91	2	80	82

(*) Reclassifications of shares in the negative net equity of equity-accounted companies under provisions for financial risks.
 NB: The terms "associates" and "joint ventures" are defined in Note A.2.2, "Consolidation methods".

At 31 December 2022, the Group's interests in companies accounted for under the equity method mainly included, for the Concessions business, the stake in Kansai Airports (€127 million) and, for VINCI Construction, the stake in DEME (€260 million) after it was spun off from CFE in June 2022.

Impacts included under "Group share of other comprehensive income for the period" relate mainly to cash flow hedging transactions (interest rate hedges) on concession and public-private partnership projects.

10.2 Aggregated financial information

The contribution of equity-accounted companies to the Group's consolidated comprehensive income is as follows:

(in € millions)	2022			2021		
	Associates	Joint ventures	Total	Associates	Joint ventures	Total
Net income	17	5	22	28	(16)	12
of which Concessions	20	(59)	(39)	1	(94)	(93)
of which VINCI Energies	4	2	6	4	4	8
of which Cobra IS	7	17	24	-	-	-
of which VINCI Construction	(14)	21	7	23	24	47
of which VINCI Immobilier	-	25	25	-	50	50
Other comprehensive income	47	313	361	3	112	114
of which Concessions	36	326	362	7	112	119
of which VINCI Construction	12	(13)	(1)	(4)	-	(4)
Comprehensive income	65	319	383	30	96	126
of which Concessions	56	267	323	8	18	26
of which VINCI Energies	4	2	6	4	4	8
of which Cobra IS	7	17	24	-	-	-
of which VINCI Construction	(3)	8	5	19	24	43
of which VINCI Immobilier	-	25	25	-	50	50



The revenue of companies accounted for under the equity method breaks down as follows (data reflecting the Group's share):

(in € millions)	2022			2021		
	Associates	Joint ventures	Total	Associates	Joint ventures	Total
Revenue (*)	1,117	1,696	2,813	1,000	1,608	2,608
of which Concessions	473	732	1,205	394	549	943
of which VINCI Energies	35	8	42	29	23	52
of which Cobra IS	17	42	59	-	-	-
of which VINCI Construction	592	687	1,279	576	616	1,192
of which VINCI Immobilier	1	228	229	1	420	421

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

In accordance with IAS 28, the Group's recognition of its share of contingent losses at associates and joint ventures is limited to its liabilities. At 31 December 2022, losses exceeding this share and thus unrecognised in VINCI's financial statements amounted to €211 million (€193 million at 31 December 2021).

The main features of concession and PPP contracts are given in Note F, "Concessions: PPP contracts, concession contracts and other infrastructure". The list of companies accounted for under the equity method is available on the Group's website at <https://www.vinci.com/vinci.nsf/en/investors-composition-group.htm>.

10.3 Controlled subsidiaries' transactions with associates and joint ventures

The financial statements include certain commercial transactions between controlled subsidiaries and associates and joint ventures. The main transactions are as follows:

(in € millions)	31/12/2022			31/12/2021		
	Associates	Joint ventures	Total	Associates	Joint ventures	Total
Revenue	322	541	863	306	314	620
Trade receivables	148	83	231	42	83	126
Purchases	5	14	19	4	29	33
Trade payables	6	7	12	1	4	5

11. Other non-current financial assets

Accounting policies

At the balance sheet date, shares in unconsolidated subsidiaries and affiliates are measured either at their fair value through profit or loss or through equity, depending on the choice made at initial recognition, as detailed below. The fair value of shares in listed companies is determined on the basis of the stock market price at the relevant balance sheet date. For unlisted shares, if their fair value cannot be determined reliably, they continue to be measured at their initial fair value, of which the best estimate is the cost of acquisition plus transaction costs, adjusted for any increases or decreases in value determined by analysing the change in the proportion of equity.

Whenever further shares in subsidiaries and affiliates are acquired, an analysis of the Group's management intention is carried out to determine whether they will be measured at fair value through profit or loss or through equity.

At 31 December 2022, "Financial assets measured at amortised cost" mainly comprised receivables relating to shareholdings, such as shareholders' advances to subsidiaries managing concessions or PPP projects.

(in € millions)	31/12/2022	31/12/2021
Financial assets measured at amortised cost ^(*)	1,245	1,161
PPP financial receivables ^(*)	146	210
Equity instruments	1,197	1,078
Other non-current financial assets	2,588	2,450

(*) Information relating to "PPP financial receivables" is provided in Note F.14 and information relating to "Financial assets measured at amortised cost" is provided in Note H.18.



During the period, the change in equity instruments broke down as follows:

<i>(in € millions)</i>	31/12/2022	31/12/2021
Net at beginning of period	1,078	951
Acquisitions during period	60	64
Acquisitions as part of business combinations	1	3
Changes in fair value	86	56
Impairment losses	(11)	(3)
Changes in consolidation scope	(7)	-
Other movements and currency translation differences	(10)	8
Net at end of period	1,197	1,078

Equity instruments mainly include VINCI's 8% stake in Groupe ADP, which is measured at fair value through profit or loss, along with shareholdings in subsidiaries that do not meet VINCI's minimum financial criteria for consolidation.

F. Concessions: PPP contracts, concession contracts and other infrastructure

Accounting policies

Under the terms of IFRIC 12 "Service Concession Arrangements", a concession operator may have two types of activities:

- a construction activity in respect of its obligations to design, build and finance new infrastructure to be constructed on behalf of the grantor;
- an operating and maintenance activity in respect of concession assets.

Revenue from each activity is recognised in accordance with IFRS 15.

In return for its activities, the operator receives remuneration from either of two actors:

- **Users, in which case the intangible asset model applies.** The operator has a right to receive tolls (or any other form of remuneration) from users (vehicles, airlines, etc.) depending on traffic levels and passenger numbers in consideration for the financing, construction and operation of the infrastructure. The intangible asset model also applies whenever the concession grantor remunerates the concession operator based on the extent of use of the infrastructure by users, but with no guarantees as to the amounts that will be paid to it (under "pass through" or "shadow toll" agreements).

Under this model, the right to receive toll payments (or any other form of remuneration), net of any investment grants received, 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 economic benefit derived from the concession asset is consumed by the entity, starting from the entry into service of the asset.

The intangible asset model applies to most infrastructure concessions, in particular the concessions of VINCI Autoroutes in France, the main airports managed by VINCI Airports, certain bridges and tunnels operated by VINCI Highways, and Cobra IS's main concessions.

Motorway concession companies generally use the straight-line method of amortisation for concession intangible assets.

With respect to rights to operate airports under concession, the Group opted to amortise them from 1 July 2020 using the unit of production method, based on passenger numbers, having taken the view that the straight-line method no longer reflected the rate at which the economic benefits produced by concession assets were being consumed.

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

Under this model, the operator recognises a financial receivable, attracting interest, in its balance sheet, in consideration for the services it provides (design and construction). This financial receivable is classified under "Other financial assets". The receivable is settled by means of the grantor's payments received. The income calculated on the basis of the effective interest rate is recognised under revenue from ancillary activities.

In the case of **bifurcated models**, the operator may be remunerated partly by users and partly by the grantor. The part of the investment that is covered by an unconditional contractual right to receive payments from the grantor (in the form of grants or rental) is recognised as a financial receivable up to the amount guaranteed. The unguaranteed balance, of which the amount is dependent on the extent of use of the infrastructure, is recognised under "Concession intangible assets".

VINCI Airports owns certain airports including London Gatwick airport, which was acquired on 13 May 2019. Its rights to operate these airports are presented in Note H 17.1, "Other intangible assets".



12. Details of the main contracts in Concessions

Details of the main contracts in the Concessions business are set out by business line in the table below.

	Country	Contract end date	Accounting model	Consolidation method
VINCI Autoroutes (*)				
ASF group				
ASF				
2,730 km of toll motorways	France	2036	Intangible asset	FC
Escota				
471 km of toll motorways	France	2032	Intangible asset	FC
Cofiroute				
Intercity network				
1,100 km of toll motorways	France	2034	Intangible asset	FC
A86 Duplex				
11 km toll tunnel west of Paris	France	2086	Intangible asset	FC
Arcour				
A19				
101 km toll motorway south of Paris	France	2070	Intangible asset	FC
Arcos				
A355				
24 km toll motorway west of Strasbourg	France	2070	Intangible asset	FC
VINCI Airports (**)				
Société Concessionnaire Aéroports du Grand Ouest				
Nantes Atlantique and Saint-Nazaire-Montoir airports	France	(**)	Intangible asset	FC
Aéroports de Lyon				
Lyon-Saint Exupéry and Lyon-Bron airports	France	2047	Intangible asset	FC
ANA group				
10 airports	Portugal	2063	Intangible asset	FC
Belfast International airport	United Kingdom	2993	Intangible asset	FC
London Gatwick airport	United Kingdom	Full ownership	Intangible asset	FC
Nikola Tesla airport in Belgrade	Serbia	2043	Intangible asset	FC
Deputado Luís Eduardo Magalhães airport in Salvador Bahia	Brazil	2047	Intangible asset	FC
North Region airports				
7 airports including Manaus airport	Brazil	2051	Intangible asset	FC
Cambodia Airports				
Phnom Penh, Siem Reap and Sihanoukville airports	Cambodia	2040	Intangible asset	FC
Orlando Sanford International airport	United States	2039	Intangible asset	FC
OMA (Grupo Aeroportuario del Centro Norte)				
13 airports including Monterrey International airport	Mexico	2048	Intangible asset	FC
Aerodom				
6 airports including Las Américas airport in Santo Domingo	Dominican Republic	2030	Intangible asset	FC
Nuevo Pudahuel				
Arturo Merino Benítez airport in Santiago	Chile	2035	Intangible asset	EM
Daniel Oduber Quirós International airport in Guanacaste province				
	Costa Rica	2030	Bifurcated model: intangible asset and financial asset	EM
Kansai Airports				
Kansai International, Osaka Itami and Kobe airports	Japan	2060	Intangible asset	EM

(*) Remuneration is based on the pricing law as defined in the concession contract, and price increases must be validated by the grantor.

(**) Remuneration comes from both users and from airlines. Airport fees are generally regulated.

(***) The concession contract was terminated on 24 October 2019 on the grounds of public interest. The termination is due to take effect no later than the signing date of the new concession contract, the call for tenders for which has been issued.

FC: Full consolidation; EM: Equity method



	Country	Contract end date	Accounting model	Consolidation method
VINCI Highways				
Gefyra				
Toll bridge between Rion and Antirion	Greece	2039	Intangible asset	FC
Lima Expresa				
Línea Amarilla: 25 km toll expressway in Lima	Peru	2049	Intangible asset	FC
Strait Crossing Development Inc.				
Confederation Bridge connecting the Canadian provinces of Prince Edward Island and New Brunswick	Canada	2032	Intangible asset	FC
A4 Hörsselberg A-Modell				
45 km	Germany	2037	Intangible asset	EM
A5 Malsch-Offenburg A-Modell				
60 km	Germany	2039	Intangible asset	EM
B247 Mühhausen-Bad Langensalza				
22 km plus 6 km of approach roads	Germany	2051	Financial asset	EM
A7 Göttingen-Bockenen A-Modell				
60 km to be renovated, including 29 km to be widened to 2x3 lanes	Germany	2047	Financial asset	EM
A9 Six-lane A-Modell – Via Gateway Thüringen				
47 km	Germany	2031	Financial asset	EM
Olympia Odos				
Toll motorway connecting Elefsina, Corinth and Patras, with extension to Pyrgos under construction	Greece	2038	Intangible asset	EM
D4 motorway				
32 km plus 16 km to be widened to 2x2 lanes	Czech Republic	2049	Financial asset	EM
Hounslow				
Rehabilitation and maintenance of roadways, traffic signs and lighting	United Kingdom	2037	Financial asset	EM
Isle of Wight				
Rehabilitation and maintenance of roadways, traffic signs and lighting	United Kingdom	2038	Financial asset	EM
Granvia				
R1 Expressway between Nitra and Tekovské Nemce	Slovakia	2041	Financial asset	EM
Regina Bypass				
61 km expressway bypassing Regina	Canada	2049	Financial asset	EM
Vía 40 Express				
Toll motorway connecting Bogotá and Girardot (141 km including construction of a third lane over 65 km)	Colombia	2042	Intangible asset	EM
Ohio River Bridges – East End Crossing				
Bridge over the Ohio River and access tunnel	United States	2051	Financial asset	EM
VINCI Railways				
LISEA				
South Europe Atlantic high-speed rail line (302 km) between Tours and Bordeaux	France	2061	Bifurcated model: intangible asset and financial asset	EM
VINCI Stadium				
Consortium Stade de France				
80,000-seat stadium at Saint-Denis	France	2025	Intangible asset	FC

FC: Full consolidation; EM: Equity method

Certain contracts may benefit from investment grants from the grantor. This relates mainly to contracts under the financial asset model, but also certain contracts with traffic level risk (Arcour (A19), LISEA and Consortium Stade de France).

As a general rule, when the contracts end, the concession infrastructure is returned to the grantor for no consideration. In the event that the contract is terminated or the concession asset is bought out early by the grantor, compensation is payable to the concession holders. Its amount is determined in accordance with contractual or statutory provisions.

13. Concession intangible assets

<i>(in € millions)</i>	VINCI Autoroutes	VINCI Airports	Other concessions ^(*)	Total
Gross				
01/01/2021	34,375	5,463	2,136	41,974
Acquisitions during period ^(**)	599	121	33	753
Disposals during period	(2)	(1)	(5)	(8)
Currency translation differences	-	95	(39)	55
Changes in scope and other	14	117	54	184
	34,986	5,794	2,179	42,959
Grants received	(21)	-	(25)	(47)
31/12/2021	34,964	5,794	2,153	42,912
Acquisitions during period ^(**)	547	131	99	777
Disposals during period	(1)	(2)	(1)	(4)
Currency translation differences	-	105	186	292
Changes in scope and other	(3)	3,230	175	3,402
	35,507	9,258	2,613	47,378
Grants received	(22)	-	(8)	(30)
31/12/2022	35,485	9,258	2,605	47,348
Amortisation and impairment losses				
01/01/2021	(14,797)	(898)	(393)	(16,088)
Amortisation during period	(1,167)	(116)	(66)	(1,348)
Impairment losses	-	(68)	-	(68)
Reversals of impairment losses	-	24	-	24
Disposals during period	-	1	5	6
Currency translation differences	-	(32)	4	(28)
Other movements	(16)	(46)	(19)	(81)
31/12/2021	(15,979)	(1,135)	(469)	(17,583)
Amortisation during period	(1,186)	(165)	(81)	(1,432)
Impairment losses	-	(45)	-	(45)
Disposals during period	-	2	1	2
Reversals of impairment losses	-	3	-	3
Currency translation differences	-	(30)	(24)	(54)
Other movements	(16)	-	1	(15)
31/12/2022	(17,182)	(1,369)	(572)	(19,124)
Net				
01/01/2021	19,578	4,564	1,744	25,886
31/12/2021	18,985	4,659	1,684	25,329
31/12/2022	18,304	7,889	2,032	28,224

(*) Including the concessions of Cobra IS.

(**) Including capitalised borrowing costs.

In 2022, acquisitions of concession intangible assets amounted to €777 million. They included investments by the ASF group for €323 million (€310 million in 2021), by Cofiroute for €181 million (€174 million in 2021), by VINCI Airports for €119 million (€111 million in 2021), by Cobra IS for €87 million and by Arcos for €17 million (€57 million in 2021).

Scope effects relate to the acquisition of Mexican airport operator OMA.

Concession intangible assets include assets under construction for €1,620 million at 31 December 2022 (€1,307 million at 31 December 2021). These relate to VINCI Autoroutes subsidiaries for €1,204 million (including ASF for €417 million, Cofiroute for €552 million and Escota for €234 million) and VINCI Airports for €407 million including Belgrade Airport for €247 million).

At 31 December 2022, concession intangible assets relating to certain VINCI Airports assets were tested for impairment, leading to the recognition of an impairment loss totalling €45 million.



14. PPP financial receivables (controlled companies)

The main PPP contracts operated by Group subsidiaries are presented on the asset side of the consolidated balance sheet for their part at more than one year under "Other non-current financial assets" and concern the following:

- Caraibus (right-of-way public transport system in Martinique): this contract is recognised under the financial asset model;
- MMArena (Le Mans stadium in France) and Park Azur (business complex for car rental firms at Nice-Côte d'Azur airport in France): both contracts are recognised under the bifurcated model (intangible asset and financial asset).

Their change during the period and their breakdown by maturity are as follows:

<i>(in € millions)</i>	31/12/2022	31/12/2021
Beginning of period	210	252
Acquisitions during period	7	15
Redemptions	(71)	(49)
Other movements and currency translation differences	(1)	(8)
End of period	146	210
<i>of which:</i>		
<i>between 1 and 5 years</i>	43	93
<i>over 5 years</i>	103	117

15. Off-balance sheet commitments in Concessions

15.1 Companies controlled by the Group

Contractual investment and renewal obligations

<i>(in € millions)</i>	31/12/2022	31/12/2021
ASF group	1,039	690
OMA (Grupo Aeroportuario del Centro Norte – Mexico)	488	-
Cofiroute	370	467
VINCI Highways	286	28
ANA group (Portugal)	199	106
North Region airports	176	-
Cobra IS	143	105
Belgrade airport (Serbia)	62	184
ADL – Aéroports de Lyon	57	20
London Gatwick airport (United Kingdom)	38	64
Lima Expressa (Peru)	34	80
Other	29	95
Total	2,922	1,897

Contractual investment obligations of motorway concession companies consist mainly of undertakings made under concession contracts, multi-year master contracts as part of the 2015 motorway stimulus plan and the motorway investment plan approved in 2018. VINCI Autoroutes' undertakings amounted to €1,409 million at 31 December 2022, and the increase related mainly to the planned Montpellier western bypass in an amount of €341 million.

The increase in these undertakings also reflects investments to be made in OMA's airports in Mexico and Manaus airport in Brazil, along with VINCI Highways' undertaking to acquire 55% of Entrevias, a motorway concession operator in the state of São Paulo in Brazil. Cobra IS's investment obligations mainly concern the Villocano Energy project in Ecuador and the Dunas project in Brazil.

The above amounts do not include obligations relating to maintenance expenditure on infrastructure under concession, in respect of which specific provisions based on maintenance plans are set aside (see Note H.19.3, "Breakdown of current provisions").

Where the financial asset or bifurcated model applies, subsidiaries receive a guarantee of payment from the concession grantor in return for their investment commitment.

Security interests connected with financing

Collateral security (in the form of pledges of shares and mortgages on land and buildings) is generally granted to secure financing arranged within subsidiaries, and breaks down as follows:

<i>(in € millions)</i>	Start date	End date	Amount
London Gatwick airport	2011	2049	2,600
Arcour	2008	2047	578
OMA (Grupo Aeroportuario del Centro Norte)	2022	2029	423
Aerodom	2017	2029	358
Arcos	2018	2045	358
Lima Expressa	2016	2037	284
Belgrade airport	2018	2035	249
ADL - Aéroports de Lyon	2016	2033	220
Gefyra	1997	2029	122
Other concession operating companies			285
Total			5,476

Other security interests related to the funding of concession projects have been granted in an amount of €107 million.

15.2 Companies accounted for under the equity method

Contractual investment obligations

At 31 December 2022, the Group's share of investment commitments given by these companies amounted to €1,004 million (€1,362 million at 31 December 2021). They relate mainly to projects involving infrastructure under construction at VINCI Highways, including Rift Valley (motorway in Kenya connecting the cities of Nairobi and Mau Summit) for €568 million, Via Salis (D4 motorway in the Czech Republic between Prague and South Bohemia) for €162 million, Vía 40 Express (motorway between the cities of Bogotá and Girardot in Colombia) for €126 million and the B247 federal road in Germany for €106 million.

The €358 million decrease in these commitments is due to progress with works on these projects.

Collateral security connected with financing

Collateral security has been granted in the form of pledges of shares in companies accounted for under the equity method.

The net carrying amount of the shares pledged at 31 December 2022 was €40 million and included shares in WVB East End Partners (the company holding the concession for the Ohio River Bridges – East End Crossing project in the United States) for €12 million, SMTPC (the holder of the concession for the Prado Carénage road tunnel in Marseille) for €11 million and Synérail (the PPP contract for the GSM-Rail system, under the Global System for Mobile Communications – Railway standard) for €8 million.

In addition, €164 million of corporate guarantees were granted, including those granted by Cobra IS to the banks financing four high-voltage line projects in Brazil for €121 million.

Funding commitments

The Group has made commitments to provide funding (capital and/or subordinated loans) to companies accounted for under the equity method. At 31 December 2022, those commitments amounted to €67 million (€55 million at 31 December 2021). They mainly concern the D4 motorway project in the Czech Republic (€27 million) the project for the new B247 federal road in Germany (€11 million), and Pudahuel airport in Chile (€22 million).



G. Energy and Construction businesses and VINCI Immobilier business line: construction and service contracts

16. Information on construction and service contracts

Accounting policies

Consolidated revenue relating to construction and service contracts is recognised in accordance with IFRS 15.

In view of the Group's main activities, construction and service contracts generally involve only one performance obligation, which is fulfilled as the contract is completed.

Where a contract includes several distinct performance obligations, the Group allocates the overall price provided for by the contract between the performance obligations in accordance with IFRS 15.

Where the price to which the Group considers itself entitled includes a variable component, that component is recognised where its receipt is regarded as highly probable.

Progress with construction and service contracts is measured using either the physical progress towards completion or cost-to-cost method, depending on the type of activities involved.

Contract amendments, relating in particular to the price and/or scope of the contract, are recognised when approved by the client. If amendments relate to new goods or services regarded as distinct under IFRS 15, and if the contract price increases by an amount reflecting "stand-alone selling prices" of the additional goods or services, those amendments are recognised as a distinct contract.

Where a third party (such as a subcontractor) is involved in the supply of a distinct good or service, the Group must determine whether it obtains control of that good or service before it is transferred to the client. Where control is obtained before transfer to the client, the Group recognises as revenue the gross amount to which it expects to be entitled in exchange for the corresponding good or service. However, where control is not obtained, the Group takes the view that it is not the principal in the transaction and only recognises as revenue the amount corresponding to its remuneration as intermediary.

The Group's trade receivables represent the unconditional right to receive payment when the goods or services to be provided to the customer under the contract have been provided. In accordance with IFRS 15, the opening and closing balances of trade receivables are presented in Note H.19, "Working capital requirement and current provisions".

Contract assets correspond to invoices not yet raised, advances paid to subcontractors or retention payments. They are included in the "Trade and other receivables" item on the asset side of the consolidated balance sheet. In accordance with IFRS 9, contract assets are analysed to assess any risk of non-recovery ("credit risk"). Contract liabilities mainly consist of advances received and prepaid income. They are included in the "Other current liabilities" item on the liabilities side of the consolidated balance sheet.

Where a payment due to the Group is dependent on the transfer of other goods or services and/or the completion of milestones or stages defined in the contract, the Group regards the amount representing that "conditional" right as a contract asset.

Amounts relating to any Group obligation to transfer goods or services for which it has already received a payment, or for which the right to such payment is enforceable, are regarded as contract liabilities under IFRS 15.

If the estimate of the final outcome of a contract indicates a loss, a provision is made for the loss on completion in accordance with IAS 37, regardless of progress towards completion, and based on the best estimates of income, including, if need be, any rights to additional revenue or claims, where it is regarded as highly probable and can be reliably estimated. Provisions for losses on completion are shown under liabilities (see Note H.19.3, "Breakdown of current provisions").

16.1 Financial information on contracts

Contract assets

(in € millions)	31/12/2022	Changes			31/12/2021
		Business-related changes	Changes in consolidation scope	Other changes ^(*)	
VINCI Energies	3,175	383	24	(9)	2,777
Cobra IS	1,724	448	6	36	1,234
VINCI Construction	4,259	614	1	(7)	3,651
VINCI Immobilier	452	265	(8)	-	195
Contract assets	9,609	1,709	24	20	7,857
<i>of which advances paid</i>	<i>695</i>	<i>233</i>	<i>(4)</i>	<i>2</i>	<i>464</i>

(*) Including currency translation differences.

Contract assets relate to the portion of performance obligations fulfilled by the Group for which the definitive right to be paid is subject to the completion of works specified in the relevant contracts. Contract assets turn into receivables as these works are accepted by the client, giving rise to the Group's unconditional right to be paid.

Contract liabilities

(in € millions)	31/12/2022	Changes			31/12/2021
		Business-related changes	Changes in consolidation scope	Other changes ^(*)	
VINCI Energies	3,393	194	2	(2)	3,199
Cobra IS	864	307	1	-	556
VINCI Construction	4,164	666	2	(11)	3,507
VINCI Immobilier	478	66	5	-	408
Contract liabilities	8,899	1,234	9	(13)	7,670
<i>of which advances received</i>	<i>2,753</i>	<i>596</i>	<i>-</i>	<i>(12)</i>	<i>2,169</i>

(*) Including currency translation differences.

Those liabilities mainly correspond to advances and payments on account received on orders and other current liabilities, such as prepaid income. The fulfilment of the performance obligations extinguishes these liabilities and results in the recognition of the corresponding revenue.

16.2 Order book

(in € billions)	31/12/2022	Book-to-bill ratio
		(number of months of average business activity represented by the order book)
VINCI Energies	12.4	8.9
Cobra IS	11.1	24.1
VINCI Construction	33.8	13.9
VINCI Immobilier	1.2	n/a

The order book for the VINCI Energies, Cobra IS and VINCI Construction business lines represents the volume of business yet to be carried out on projects where the contract is in force (generally after service orders have been obtained or after conditions precedent have been met) and financed. At 31 December 2022, the combined order book of VINCI Energies, Cobra IS and VINCI Construction stood at €57.3 billion, up 8.6% year on year (€52.7 billion at 31 December 2021), representing more than 13 months of business activity for these business lines.

VINCI Immobilier's order book corresponds to the revenue, recognised on a progress towards completion basis, that is yet to be generated with respect to property sales confirmed by a notarised deed or with respect to property development contracts on which the works order has been given by the project owner. It amounted to €1.2 billion at 31 December 2022, down 12.5% year on year (€1.3 billion at 31 December 2021).

16.3 Commitments given and received in connection with construction and service contracts

In connection with construction and service contracts, the Group makes and receives guarantees (personal sureties or collateral security). The amount of the guarantees mentioned below consists mainly of guarantees on works contracts, issued by financial institutions or insurance companies (guarantees given).

Group companies, meanwhile, benefit from guarantees issued by financial institutions at the request of the joint contractors or subcontractors (guarantees received).

<i>(in € millions)</i>	31/12/2022		31/12/2021	
	Guarantees given	Guarantees received	Guarantees given	Guarantees received
Performance guarantees and performance bonds	11,505	1,370	10,693	1,301
Retentions	3,788	443	3,674	470
Deferred payments to subcontractors and suppliers	1,201	574	1,725	667
Bid bonds	195	1	227	17
Collateral security	94	6	66	2
Total	16,782	2,394	16,385	2,457

Whenever events such as late completion or disputes about the execution of a contract make it likely that an execution risk covered by a guarantee will materialise, a provision is taken in respect of that risk.

In general, any risk of loss in connection with performance of a commitment given by VINCI or its subsidiaries results in a provision being recognised in the Group's financial statements. However, VINCI considers that the off-balance sheet commitments above are unlikely to have a material impact on the Group's financial position or net assets.

The Group also grants after-sales service warranties covering several years in its normal course of business. These warranties lead to provisions estimated either on a statistical basis having regard to past experience or on an individual basis in the case of any problems identified. The commitments for which provisions are taken relating to these warranties are not included in the above table.

In addition, guarantees related to construction contracts on behalf of companies accounted for under the equity method had been given in a total amount of €185 million at 31 December 2022 (€322 million at 31 December 2021).

Joint and several guarantees covering unconsolidated partnerships (SNCs, economic interest groupings, etc.)

VINCI Construction conducts a portion of its business through unincorporated joint venture partnerships (SEPs). Since the partners in a partnership are legally jointly and severally liable for its debts to third parties, the Group may set up crossed counter guarantees with its partners.

Whenever the Group is aware of a particular risk relating to a joint venture partnership's activity that could lead to an outflow of resources for the Group, a provision is set aside.

The amount shown under off-balance sheet commitments in respect of joint and several guarantees is the Group's share of the liabilities of the partnerships in question less equity and financial debt (loans or current account advances) due to partners. At 31 December 2022, those commitments amounted to €54 million (€97 million at 31 December 2021). At 100%, the amount of those commitments would be €128 million at 31 December 2022 (€167 million at 31 December 2021). Given the quality of its partners, the Group considers that the risk of its guarantee being invoked in respect of these commitments is not material.

H. Other balance sheet items and business-related commitments

17. Other intangible assets and property, plant and equipment

17.1 Other intangible assets

Accounting policies

Other intangible assets are measured at cost less amortisation and any cumulative impairment losses.

They include mainly:

- Rights to operate owned airports. Since those rights are analogous to a perpetual licence, in accordance with IAS 38 "Intangible Assets" they are not amortised. They are tested for impairment annually or whenever there is an indication that an asset may be impaired.
- Quarrying rights, which are amortised as materials are extracted (volumes extracted during the period are compared with the estimated total volume of deposits to be extracted from the quarry over its useful life) in order to reflect the decline in value due to depletion.
- Other intangible assets, which are amortised on a straight-line basis over their useful life.

<i>(in € millions)</i>	Patents and licences	Software	Other intangible assets ^(*)	Total ^(*)
Gross				
31/12/2021	256	704	8,235^(*)	9,194^(*)
Acquisitions as part of business combinations	-	1	12	14
Other acquisitions during period	1	32	1,188	1,221
Disposals during period	(1)	(26)	(12)	(40)
Currency translation differences	(1)	(1)	(347)	(348)
Changes in scope and other	(1)	(83)	(15)	(99)
31/12/2022	254	627	9,061	9,943
Amortisation and impairment losses				
31/12/2021	(50)	(530)	(194)	(773)
Amortisation during period	(2)	(55)	(181)	(239)
Impairment losses	-	-	(9)	(9)
Reversals of impairment losses	-	-	6	6
Disposals during period	1	25	10	36
Currency translation differences	-	-	(5)	(5)
Changes in consolidation scope	(1)	(2)	-	(3)
Other movements	3	96	(10)	89
31/12/2022	(48)	(466)	(384)	(898)
Net				
31/12/2021	206	174	8,041^(*)	8,421^(*)
31/12/2022	206	161	8,677	9,045

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

At 31 December 2022, the net value of other intangible assets was €9 billion (€8.4 billion at 31 December 2021).

The main changes in the year relate to the acquisition at end-December 2022 of Petrobras's interest in Polo Carmópolis, a cluster of 11 onshore oil and natural gas field concessions located in the Brazilian state of Sergipe, amounting to €1.0 billion. Cobra IS will be in charge of maintaining these facilities and upgrading them to meet technical and environmental standards. The acquisition process began in 2021 before VINCI acquired Cobra IS, and a strategic review of Polo Carmópolis will be carried out in 2023.

Amortisation recognised during the period totalled €239 million (€85 million in 2021), including the €128 million relating to the amortisation of Cobra IS intangible assets identified when allocating the purchase price.



17.2 Property, plant and equipment

Accounting policies

Items of property, plant and equipment are recorded at their acquisition or production cost net of any investment grants received, less cumulative depreciation and impairment losses. They are not remeasured. They also include concession operating assets not controlled by the grantor but necessary for operation of the concession: buildings intended for operational use, signage and data transmission equipment, vehicles and other equipment.

Depreciation is generally calculated on a straight-line basis over the period of use of the asset. Accelerated depreciation may sometimes be used when it appears more appropriate to the conditions under which the asset is used.

For certain complex assets comprising several components, each component of the asset is depreciated over its own period of use. To reflect the consumption of economic benefits associated with the asset, quarries are depreciated as materials are extracted (volumes extracted during the period are compared with the estimated total volume of deposits to be extracted from the quarry over its useful life).

Investment property is property held to earn rentals or for capital appreciation. It is recorded at its acquisition cost less cumulative depreciation and any impairment losses.

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

Constructions:	
– Structure	Between 20 and 50 years
– General technical installations	Between 5 and 20 years
Site equipment and technical installations	Between 3 and 12 years
Vehicles	Between 3 and 5 years
Fixtures and fittings	Between 8 and 10 years
Office furniture and equipment	Between 3 and 10 years

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

Right-of-use assets under leases are amortised on a straight-line basis over the lease term, and adjusted when the lease liability is remeasured.



(in € millions)	Right-of-use assets in respect of leases							Total
	Concession operating fixed assets	Land	Constructions and investment property	Plant, equipment and fixtures	Concession operating fixed assets	Property	Movable assets	
Gross								
01/01/2021	4,533	1,229	3,612	9,271	19	1,630	1,437	21,731
Acquisitions as part of business combinations	1	13	211	459	-	123	69	876
Other acquisitions during period	116	16	460	663	-	2	3	1,259
Disposals during period	(37)	(9)	(42)	(626)	-	-	-	(714)
Currency translation differences	25	35	137	222	-	20	35	474
Scope effects, changes in leases and other	(8)	115	(439)	280	5	222	130	306
31/12/2021	4,630	1,398	3,939	10,269	25	1,997	1,674	23,933
Acquisitions as part of business combinations	-	104	89	135	-	18	5	351
Other acquisitions during period	189	45	826	777	6	347	310	2,500
Disposals during period	(80)	(10)	(119)	(594)	(3)	(239)	(327)	(1,371)
Currency translation differences	16	2	(81)	(29)	-	2	(3)	(93)
Scope effects, changes in leases and other	48	44	(285)	168	-	5	(3)	(22)
31/12/2022	4,804	1,584	4,369	10,726	28	2,130	1,656	25,297
Depreciation and impairment losses								
01/01/2021	(3,432)	(381)	(900)	(6,088)	(9)	(547)	(613)	(11,971)
Depreciation during period	(204)	(23)	(137)	(819)	(7)	(272)	(326)	(1,786)
Impairment losses	-	(1)	(43)	(36)	-	-	-	(80)
Reversals of impairment losses	-	3	1	64	-	-	-	69
Disposals during period	35	4	22	541	-	-	-	602
Currency translation differences	(14)	(4)	(21)	(110)	-	(7)	(10)	(166)
Changes in consolidation scope ^(*)	-	(1)	(89)	(389)	-	(59)	(39)	(577)
Other movements	36	1	(13)	(20)	3	80	194	280
31/12/2021	(3,580)	(402)	(1,179)	(6,857)	(13)	(805)	(794)	(13,629)
Depreciation during period	(202)	(24)	(173)	(921)	(7)	(271)	(345)	(1,943)
Impairment losses	-	(10)	20	(9)	-	-	(1)	1
Reversals of impairment losses	-	9	2	12	-	-	-	23
Disposals during period	74	13	72	509	4	191	290	1,152
Currency translation differences	(11)	(1)	16	(6)	-	1	(4)	(5)
Changes in consolidation scope	-	(1)	(9)	(67)	-	4	(3)	(76)
Other movements	(12)	(9)	10	(7)	-	(2)	4	(16)
31/12/2022	(3,731)	(425)	(1,240)	(7,346)	(16)	(882)	(852)	(14,492)
Net								
01/01/2021	1,101	847	2,712	3,183	10	1,083	823	9,760
31/12/2021	1,050	997	2,760	3,412	12	1,192	880	10,303
31/12/2022	1,073	1,159	3,129	3,380	13	1,247	804	10,805

(*) Includes acquired property, plant and equipment of Cobra IS, for a net amount of €264 million.

Property, plant and equipment include assets under construction for €1,132 million at 31 December 2022 (€753 million at 31 December 2021), mainly at Cobra IS for €429 million and VINCI Construction for €317 million.

The leases to which the Group is a party mainly concern properties, vehicles and certain equipment required for the construction and maintenance businesses.



At 31 December 2022, the breakdown of property, plant and equipment by business line was as follows:

<i>(in € millions)</i>	Concessions		Energy		Construction		VINCI Immobilier and holding companies	Total
	VINCI Autoroutes VINCI Airports Other concessions	VINCI Energies	Cobra IS	VINCI Construction				
	Concession operating fixed assets	1,073	-	-	-	-		
Land	221	57	11	755		115	1,159	
Constructions and investment property	1,448	193	458	618		412	3,129	
Plant, equipment and fixtures	916	375	60	1,891		138	3,380	
Right-of-use assets in respect of leases	297	853	70	601		243	2,064	
Total at 31 December 2022	3,954	1,477	600	3,866		908	10,805	
Total at 31 December 2021	4,067	1,392	264	3,724		856	10,303	

17.3 Impairment tests on property, plant and equipment and intangible assets

Accounting policies

Impairment tests are performed on property, plant and equipment and intangible assets where evidence of an impairment loss arises. For intangible assets with an indefinite useful life and construction work in progress, a test is performed at least annually or whenever there is an indication that an asset may be impaired.

Assets to be tested for impairment losses are grouped within cash-generating units (CGUs) that correspond to homogeneous groups of assets that generate identifiable cash inflows from their use.

In accordance with IAS 36, the criteria adopted to assess indications that an impairment loss has arisen are either external (e.g. a material change in market conditions) or internal (e.g. a material reduction in revenue), without distinction.

Other intangible assets include €6.2 billion corresponding to the right to operate London Gatwick airport at 31 December 2022. Since that right to operate is analogous to a perpetual licence, it is not amortised but undergoes an impairment test once per year. That test was carried out at 31 December 2022 on the basis of the following assumptions:

- Cash flow projections cover a 30-year period and take into account traffic returning to 2019 levels in 2025 and to the levels projected prior to the crisis by 2030. At the end of that 30-year period, a terminal value is determined by capitalising the final year's projected cash flow to infinity, and that value is discounted to present value.
- The pre-tax discount rate used is 7%.

At 31 December 2022, the recoverable amount of that right to operate, based on the above assumptions, was higher than its net carrying amount. Sensitivity calculations show that an increase of 50 basis points in the discount rate or a 5% decrease in projected operating cash flow would reduce value in use by €1.4 billion and €0.6 billion, respectively. Under these scenarios, value in use would remain higher than the net carrying amount for the right to operate the airport.

An additional sensitivity test was carried out at 31 December 2022, which showed that a 100 basis point increase in the discount rate would reduce value in use by €2.5 billion. In this case, value in use would still remain higher than the asset's net carrying amount at 31 December 2022.

18. Financial assets measured at amortised cost

Accounting policies

Financial assets measured at amortised cost mainly consist of loans and receivables.

When first recognised, loans and receivables are recognised at their fair value less the directly attributable transaction costs.

From the outset, the Group recognises impairment on its loans and receivables in relation to their risk of non-recovery, in accordance with IFRS 9 "Financial Instruments".

At each balance sheet date, these assets are measured at their amortised cost using the effective interest method and the Group analyses credit risk to determine whether further impairment must be recognised.

If credit risk is found to have increased, additional impairment is recognised in profit and loss, taking into account this risk over the asset's life.

Loans and receivables at amortised cost mainly comprise receivables relating to shareholdings, including shareholders' advances to concession or PPP project companies for €735 million (€730 million at 31 December 2021). They are presented on the asset side of the consolidated balance sheet under "Other non-current financial assets" (for the part at more than one year). The part at less than one year of loans and receivables is included under "Other current financial assets" for €29 million at 31 December 2022 (€78 million at 31 December 2021).



Changes in loans and receivables at amortised cost and their breakdown by maturity are as follows:

<i>(in € millions)</i>	2022	2021
Beginning of period	1,161	1,034
Acquisitions during period	154	142
Acquisitions as part of business combinations	3	56
Impairment losses	(36)	(6)
Disposals during period	(58)	(71)
Other movements and currency translation differences	21	6
End of period	1,245	1,161
<i>of which:</i>		
<i>between 1 and 5 years</i>	<i>287</i>	<i>307</i>
<i>over 5 years</i>	<i>958</i>	<i>855</i>

19. Working capital requirement and current provisions

Accounting policies

Trade receivables are current financial assets and are initially measured at their fair value, which is generally their nominal value, barring any discounting effect. The Group uses the simplified approach as defined in IFRS 9, and therefore records impairment on its trade receivables to correspond with the expected credit loss at maturity.

At each balance sheet date, trade receivables are measured at their amortised cost less any impairment losses in the event of any non-recovery risks. The assessment of that risk takes into account payment delays and guarantees obtained.

The Group's business model is to retain its trade receivables in order to collect the contractual cash flow when they fall due. However, in some cases, receivables may be assigned to third parties (banks) on terms that meet IFRS 9 criteria, i.e. contractual cash flows along with substantially all of the related risks and rewards are assigned. In those cases, the receivables are derecognised.

Trade payables are current financial liabilities and are initially measured at their fair value, which is generally their nominal value, barring any discounting effect. Some Group entities have set up reverse factoring arrangements. These allow Group suppliers to assign their receivables before they fall due, and thereby receive payment earlier.

Inventories and work in progress are recognised at their cost of acquisition or of production by the entity. At each balance sheet date, they are measured at the lower of cost and net realisable value.

19.1 Change in working capital requirement

<i>(in € millions)</i>	31/12/2022	31/12/2021 ^(*)	Changes		
			Business- related change	Changes in consolidation	Other changes ^(**)
Inventories and work in progress (net)	1,785	1,591	167	22	4
Trade and other receivables	18,092	15,832 ^(*)	2,068	171	22
Other current assets	7,402	6,036	1,372	87	(93)
– Non-operating assets	(20)	(22)	2	–	–
Inventories and operating receivables	I 27,259	23,437	3,609	280	(68)
Trade payables	(13,088)	(12,027)	(1,026)	(69)	34
Other current liabilities	(20,315)	(16,736)	(3,718)	(88)	228
– Non-operating liabilities	1,661	450	1,199	–	32
Trade and other operating payables	II (31,742)	(28,313)	(3,545)	(156)	273
Working capital requirement (excluding current provisions)	I+II (4,483)	(4,876)	64	124	205
Current provisions	(6,599)	(6,123)^(*)	(456)	(128)	108
<i>of which part at less than one year of non-current provisions</i>	<i>(146)</i>	<i>(188)</i>	<i>37</i>	<i>4</i>	<i>1</i>
Working capital requirement (including current provisions)	(11,082)	(10,998)	(392)	(4)	313

^(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

^(**) Mainly corresponding to cash flows relating to assets held for sale and related liabilities, along with currency translation differences.



Some Group entities, mainly in the Cobra IS business line, make use of agreements to assign accounts receivable and reverse factoring arrangements. At 31 December 2022, the amount of trade receivables assigned without recourse and derecognised was €130 million. The amount of receivables assigned by suppliers at 31 December 2022 as part of reverse factoring arrangements was €554 million. These amounts receivable from the Group are presented under trade payables.

19.2 Current operating assets and liabilities

Current operating assets and liabilities break down as follows:

(in € millions)	31/12/2022	Maturity					
		Within 1 year			Between 1 and 5 years	After 5 years	
		1 to 3 months	3 to 6 months	6 to 12 months			
Inventories and work in progress	1,785	920	108	686	69	2	
Trade and other receivables	18,092	14,001	1,602	2,108	307	75	
Other current operating assets	7,382	6,034	389	627	266	65	
Inventories and operating receivables	I	27,259	20,955	2,099	3,420	642	142
Trade payables	(13,088)	(10,522)	(1,529)	(814)	(203)	(20)	
Other current operating liabilities	(18,653)	(15,427)	(888)	(1,685)	(503)	(150)	
Trade and other operating payables	II	(31,742)	(25,949)	(2,417)	(2,499)	(707)	(170)
Working capital requirement connected with operations	I+II	(4,483)	(4,994)	(318)	921	(64)	(28)

(in € millions)	31/12/2021 ^(*)	Maturity					
		Within 1 year			Between 1 and 5 years	After 5 years	
		1 to 3 months	3 to 6 months	6 to 12 months ^(*)			
Inventories and work in progress	1,591	684	110	652	143	2	
Trade and other receivables	15,832 ^(*)	11,921	1,215	1,799 ^(*)	849	48	
Other current operating assets	6,014	4,870	306	465	336	37	
Inventories and operating receivables	I	23,437	17,475	1,630	2,916	1,328	88
Trade payables	(12,027)	(9,044)	(1,177)	(1,136)	(656)	(14)	
Other current operating liabilities	(16,286)	(12,907)	(963)	(1,287)	(968)	(162)	
Trade and other operating payables	II	(28,313)	(21,952)	(2,139)	(2,423)	(1,624)	(176)
Working capital requirement connected with operations	I+II	(4,876)	(4,476)	(509)	493	(295)	(88)

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

Breakdown of trade receivables

(in € millions)	31/12/2022	31/12/2021 ^(*)
Trade receivables	9,302	8,651 ^(*)
Allowances against trade receivables	(709)	(734)
Trade receivables, net	8,593	7,916

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

At 31 December 2022, trade receivables between six and 12 months past due amounted to €387 million (compared with €375 million at 31 December 2021). Impairment in the amount of €41 million has been recognised in consequence (€64 million at 31 December 2021). Receivables more than one year past due amounted to €474 million (€363 million at 31 December 2021) and impairment of €374 million has been recognised in consequence (€261 million at 31 December 2021).

19.3 Breakdown of current provisions

Accounting policies

Current provisions are directly related to the operating cycle. They are recognised in accordance with IAS 37 and include the part at less than one year of non-current provisions not directly linked to the operating cycle.

These provisions are recognised at their present value. The effect of discounting provisions is recognised under "Other financial income and expense".

Provisions are taken for contractual obligations to maintain the condition of concession assets. They concern the motorway concession companies and cover the expense of major repairs of roads, bridges, tunnels and hydraulic infrastructure. They also include expenses to be incurred by airport



concession companies (repairs to runways, traffic lanes and other paved surfaces) and are calculated on the basis of maintenance plans spanning several years, which are updated annually. These expenses are reassessed on the basis of appropriate indexes (mainly the TP01, TP02 and TP09 indexes in France). Provisions are also taken whenever signs of defects are encountered on certain infrastructure.

Provisions for after-sales service cover Group entities' commitments under statutory warranties relating to completed projects, such as the 10-year warranty on building projects in France. They are estimated statistically on the basis of expenses incurred in previous years or individually on the basis of specifically identified events.

Provisions for losses on completion of contracts and for construction project liabilities are set aside mainly when end-of-contract projections, based on the most likely estimated outcome, indicate a loss, or to cover work yet to be carried out in respect of completed projects under completion warranties.

Provisions for disputes connected with operations relate mainly to disputes with customers, subcontractors, joint contractors or suppliers.

Restructuring provisions include the cost of plans and measures for which there is a commitment whenever these have been announced before the period end.

<i>(in € millions)</i>	Opening	Provisions taken	Provisions used	Other reversals	Changes in consolidation scope and miscellaneous (*)	Change in the part at less than one year	Currency translation differences	Closing ^(b)
01/01/2021	4,741	1,912	(1,346)	(247)	(20)	(15)	(52)	4,973
Obligation to maintain the condition of concession assets	987	164	(111)	(18)	1	-	1	1,024
After-sales service	401	145	(117)	(12)	19	-	5	442
Losses on completion and construction project liabilities	1,558	1,010	(750)	(46)	7	-	22	1,800
Disputes	553	279	(124)	(31)	1	-	-	678
Restructuring costs	58	13	(28)	(11)	(5)	-	-	27
Other current liabilities	1,235	645	(339)	(78)	487 ^(c)	-	14	1,963
Reclassification of the part at less than one year	182	-	-	-	19	(14)	1	188
31/12/2021^(a)	4,973	2,256	(1,469)	(196)	529	(14)	44	6,123
Obligation to maintain the condition of concession assets	1,024	198	(127)	(29)	95	-	3	1,164
After-sales service	442	127	(93)	(20)	12	-	(3)	466
Losses on completion and construction project liabilities	1,800	1,147	(989)	(84)	15	-	(2)	1,886
Disputes	678	281	(183)	(33)	1	-	(2)	742
Restructuring costs	27	5	(13)	(2)	-	-	-	17
Other current liabilities	1,963	851	(569)	(88)	9	-	11	2,178
Reclassification of the part at less than one year	188	-	-	-	(4)	(37)	(1)	146
31/12/2022	6,123	2,611	(1,973)	(257)	127	(37)	6	6,599

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired in December 2021. See Note B2, "Changes in consolidation scope in previous periods".

At 31 December 2022, contractual obligations to maintain the condition of concession assets mainly comprised €534 million for the ASF group (€501 million at 31 December 2021), €264 million for Cofiroute (€270 million at 31 December 2021), and €333 million for VINCI Airports (€224 million at 31 December 2021) including €125 million for ANA (€113 million at 31 December 2021) and €94 million for OMA.

Provisions for other current liabilities mainly consist of individual provisions in amounts of less than €2 million. These include provisions for worksite restoration and removal costs for €230 million (€216 million at 31 December 2021).

20. Non-current provisions

Accounting policies

Non-current provisions are recognised whenever, at the balance sheet date, the Group has a legal or constructive present obligation towards non-Group companies arising from a past event, whenever it is probable that the obligation will result in an outflow of resources with no consideration in return 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 corresponding obligation.

The part at less than one year of provisions not directly linked to the operating cycle is reported under "Current provisions".

The part at less than one year of other employee benefits is reported under "Other current liabilities".

Detail of non-current provisions

<i>(in € millions)</i>	Opening	Provisions taken	Provisions used	Other reversals not used	Changes in consolidation scope and miscellaneous	Change in the part at less than one year	Currency translation differences	Closing
01/01/2021	1,341	90	(58)	(16)	(228)	15	(5)	1,140
Financial risks	1,019	50	(4)	(1)	(132)	-	-	933
Other liabilities	303	144	(66)	(5)	15	-	1	393
Reclassification of the part at less than one year	(182)	-	-	-	(19)	14	(1)	(188)
31/12/2021	1,140	194	(69)	(6)	(137)	14	-	1,137
Financial risks	933	53	(12)	(2)	(257)	-	-	715
Other liabilities	393	134	(107)	(9)	(17)	-	(2)	392
Reclassification of the part at less than one year	(188)	-	-	-	4	37	1	(146)
31/12/2022	1,137	188	(119)	(11)	(269)	37	(1)	961

Provisions for financial risks

Provisions for financial risks include the Group's share of the negative net equity of companies accounted for under the equity method. That negative net equity results mainly from the measurement of interest rate derivative instruments (cash flow hedges) at fair value in the financial statements of the companies concerned.

Provisions for other liabilities

Provisions for other liabilities, not directly linked to the operating cycle, include provisions for disputes and arbitration, some of which are described in Note M, "Note on litigation". These amounted to €392 million at 31 December 2022 (€393 million at 31 December 2021), including €279 million at more than one year (€242 million at 31 December 2021).

21. Lease liabilities

Accounting policies

At the start of the lease period, the liability is measured on the basis of the present value of payments remaining payable to the lessor, i.e.:

- fixed lease payments, minus any sums received from the lessor as stipulated in the contract;
- variable lease payments that depend on an index or a rate, with future payments determined on the basis of the level of the index or rate on the commencement date of the lease;
- payments to be made by the lessee under a residual value guarantee;
- the exercise price of an option to purchase the underlying asset, if the lessee is reasonably certain to exercise that option;
- penalties to be paid if an option to terminate the lease is exercised, if the lease term was determined on the assumption that the lessee would exercise that option.

The liability may be remeasured in the following situations: adjustment of the lease term; adjustment related to the assessment of whether the exercise of an option is reasonably certain or not; a new estimate of residual value guarantees; revision of rates or indices on which lease payments are based at the time those payments are adjusted.

At 31 December 2022, lease liabilities amounted to €2,102 million, including €1,580 million for the part at more than one year and €522 million for the part at less than one year. They totalled €2,098 million at 31 December 2021.

The net change in 2022 breaks down as follows:

- new lease liabilities: increase of €656 million;
- companies entering the consolidation scope: increase of €29 million;
- repayments of lease liabilities: decrease of €613 million;
- terminated leases: decrease of €71 million;
- other changes: increase of €3 million.

Maturity schedule for lease liabilities

<i>(in € millions)</i>	Current and non-current lease liabilities	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years
Lease liabilities related to property assets	1,368	278	413	322	355
Lease liabilities related to movable assets	734	244	215	108	167
31/12/2022	2,102	522	628	430	522

22. Other contractual obligations of an operational nature and other commitments given and received

22.1 Other contractual obligations of an operational nature

<i>(in € millions)</i>	31/12/2022	31/12/2021
Purchase and capital expenditure obligations ^(*)	1,571	1,291
Obligations related to quarrying rights	98	112

(*) Excluding capital investment obligations related to concession and PPP contracts (see Note F, "Concessions: PPP contracts, concession contracts and other infrastructure")

Other purchase and capital expenditure obligations, excluding those associated with concession contracts, mainly relate to Cobra IS projects (€975 million at 31 December 2022), principally solar PV and wind projects in Brazil and Spain. To a lesser extent, these obligations also relate to VINCI Energies, VINCI Immobilier and VINCI Construction, and to VINCI Concessions via its VINCI Concessions Ventures subsidiary, which has made a commitment to invest in the world's largest fund dedicated to clean hydrogen infrastructure solutions.

Obligations related to quarry operations include quarrying rights and quarry leases, which concern VINCI Construction.

22.2 Other commitments given and received

The Group's off-balance sheet commitments are subject to specific reporting at each annual and interim closing. They are presented according to the activity to which they relate, in the corresponding notes.

<i>(in € millions)</i>	31/12/2022	31/12/2021
Other commitments given	1,477	1,325
Other commitments received	781	310

These amounts include various tax and social security-related guarantees as well as personal sureties provided as performance guarantees relating to work done by concession companies, described in Note F.15.1, "Contractual investment and renewal obligations", including the surety relating to Manaus airport, which accounts for most of the increase in other commitments given. The increase in commitments received relates mainly to the assessment of seller's guarantees received by VINCI as part of the Cobra IS acquisition.

The commitments given and received by the Group in connection with concession contracts, construction and service contracts and items connected with unrecognised retirement benefit obligations are shown in the following notes:

- Note F.15, "Off-balance sheet commitments in Concessions";
- Note G.16.3, "Commitments given and received in connection with construction and service contracts";
- Note K.29.1, "Provisions for retirement benefit obligations".



I. Equity

23. Information on equity

Capital management policy

VINCI has a share buy-back programme approved in its Shareholders' General Meeting of 12 April 2022 for a period of 18 months, with a maximum purchase amount of €4 billion at a maximum price of €140 per share. During the year, VINCI acquired 11,949,984 shares on the market at an average price of €91.54 per share, for a total of €1,094 million.

Treasury shares (see Note H.20.2, "Treasury shares") are allocated to financing external growth transactions and to covering performance share plans and the employer contributions to international employee share ownership plans. They may also be cancelled. Following the decision taken by the Board of Directors on 21 December 2022, VINCI SA cancelled 8,600,000 shares for €784 million.

VINCI's employee savings policy aims to make it easier for Group employees to become shareholders. At 31 December 2022, over 48% of the Group's employees were VINCI shareholders through employee share ownership plans (77% of employees in France). Since those funds own 9.94% of the company's shares, the Group's current and former employees form its largest group of shareholders.

Neither the Group's consolidated equity nor the equity of parent company VINCI SA is subject to any external constraints in the form of financial covenants.

23.1 Share capital

At 31 December 2022, the parent company's share capital was represented by 589,387,330 ordinary shares of €2.5 nominal value each.

Changes in the number of shares

	31/12/2022	31/12/2021
Number of shares at beginning of period	592,362,376	588,519,218
Increases in share capital	5,624,954	9,843,158
Cancelled treasury shares	(8,600,000)	(6,000,000)
Number of shares at end of period	589,387,330	592,362,376
Number of shares issued and fully paid	589,387,330	592,362,376
Nominal value of one share (in €)	2.5	2.5
Treasury shares held directly by VINCI	25,790,809	24,781,783
<i>of which shares allocated to covering performance share plans and employee share ownership plans</i>	<i>17,048,595</i>	<i>19,389,553</i>

The changes in capital during 2022 and 2021 break down as follows:

	Increases (reductions) in share capital (in €)	Share premiums arising on contributions or mergers (in €)	Number of shares representing the share capital
01/01/2021	1,471,298,045	11,630,704,326	588,519,218
Group savings plans	24,607,895	714,503,451	9,843,158
Cancelled treasury shares	(15,000,000)		(6,000,000)
31/12/2021	1,480,905,940	12,345,207,777	592,362,376
Group savings plans	14,062,385	476,715,186	5,624,954
Cancelled treasury shares	(21,500,000)		(8,600,000)
31/12/2022	1,473,468,325	12,821,922,963	589,387,330



23.2 Treasury shares

Accounting policies

Treasury shares held by the Group are booked as a deduction from equity at their cost of acquisition. Any gains or losses connected with the purchase, sale or cancellation of treasury shares are recognised directly in equity without affecting the income statement.

Changes in treasury shares were as follows:

	31/12/2022	31/12/2021
Number of shares at beginning of period	24,781,783	26,457,495
Shares repurchased during the period	11,949,984	6,714,354
Shares granted to employees (2018 performance share plan)		(1,925,708)
Shares granted to employees (2019 performance share plan)	(1,821,638)	(1,615)
Shares granted to employees (2020 performance share plan)	(2,135)	(1,570)
Shares granted to employees (2021 performance share plan)	(1,700)	(875)
Shares granted to employees (2022 performance share plan)	(750)	
Delivery of shares in connection with the Castor International plan	(514,735)	(460,298)
Cancelled treasury shares	(8,600,000)	(6,000,000)
Number of shares at end of period	25,790,809	24,781,783

At 31 December 2022, the total number of treasury shares held was 25,790,809. These were recognised as a deduction from consolidated equity for €2,088 million.

A total of 17,048,595 shares are allocated to covering long-term incentive plans and employee share ownership transactions and 8,742,214 are intended to be either exchanged in connection with acquisitions, sold or cancelled.

23.3 Distributable reserves and statutory reserve

At 31 December 2022, VINCI SA's distributable reserves amounted to €31 billion (€31 billion at 31 December 2021) and its statutory reserve to €151 million (€151 million at 31 December 2021).



23.4 Amounts recognised directly in equity

The main amounts recognised directly in equity are as follows:

(in € millions)	31/12/2022			31/12/2021		
	Attributable to owners of the parent	Attributable to non-controlling interests	Total	Attributable to owners of the parent	Attributable to non-controlling interests	Total
Hedging costs						
Reserve at beginning of period	(43)	-	(43)	(28)	-	(28)
Gross reserve before tax effect at end of period	I (27)	-	(27)	(43)	-	(43)
Cash flow and net investment hedges						
Reserve at beginning of period	(879)	1	(878)	(906)	-	(906)
Changes in fair value of companies accounted for under the equity method	505	-	505	163	-	163
Other changes in fair value in the period	437	1	438	(235)	1	(234)
Fair value items recognised in profit or loss	76	-	76	97	-	97
Changes in consolidation scope and miscellaneous	31	-	31	2	-	2
Gross reserve before tax effect at end of period	II 170	1	172	(879)	1	(878)
<i>of which gross reserve relating to companies accounted for under the equity method</i>	(37)	-	(37)	(543)	-	(543)
Total gross reserve before tax effects (items that may be recycled to income)	I+II 143	1	145	(922)	1	(921)
Associated tax effect	(45)	-	(45)	200	-	200
Reserve net of tax (items that may be recycled to income)	III 98	1	99	(722)	1	(721)
Equity instruments						
Reserve at beginning of period	(1)	-	(1)	(2)	-	(2)
Gross reserve before tax effect at end of period	IV (2)	-	(2)	(1)	-	(1)
Actuarial gains and losses on retirement benefit obligations						
Reserve at beginning of period	(394)	31	(362)	(500)	10	(491)
Actuarial gains and losses recognised in the period	330	34	364	134	30	164
Associated tax effect	(89)	(9)	(98)	(28)	(8)	(36)
Changes in consolidation scope and miscellaneous	-	-	(1)	-	-	-
Reserve net of tax at end of period	V (153)	57	(96)	(394)	31	(362)
Total reserve net of tax (items that may not be recycled to income)	IV+V (155)	57	(98)	(395)	31	(364)
Total amounts recognised directly in equity	III+IV+V (56)	57	1	(1,117)	32	(1,085)

The amounts recorded directly in equity mainly concern hedging transactions (positive effect of €172 million), comprising:

- transactions relating to net investment hedges (negative effect of €53 million), which mainly concern concession activities outside France;
- interest rate hedges (positive effect of €270 million);
- other currency and commodity price hedges (negative effect of €46 million).

The main changes in the period relate directly to the impact of the increase in interest rates on the valuation of cash flow hedge derivatives and on actuarial gains on retirement benefit obligations.

These transactions are described in Note J27.1.2, "Description of hedging transactions".

23.5 Non-controlling interests

Non-controlling interests amounted to €3,470 million at 31 December 2022 (€1,889 million at 31 December 2021).

At 31 December 2022, the Group owned two subsidiaries in which there were material non-controlling interests. They were London Gatwick airport (49.99% not owned by VINCI) and Mexican airport operator OMA (70.01% not owned by VINCI).

London Gatwick airport

VINCI Airports and Global Infrastructure Partners, acting on behalf of non-controlling shareholders, signed a shareholders' agreement determining control over London Gatwick airport. That agreement covers matters including the composition of the Board of Directors, the ability to appoint certain key executives, including the Chief Executive Officer (CEO), and a mechanism for approving substantive decisions such as those regarding



the business plan and annual budget. In addition, a procedure has been established for resolving any disputes that may arise, which in certain scenarios will allow non-controlling shareholders, after acceptance by VINCI, to sell their shares to VINCI.

OMA (Grupo Aeroportuario del Centro Norte)

The governance arrangement is described in Note B.1, "Changes in consolidation scope during the period".

Condensed financial information for London Gatwick airport and airport operator OMA is presented below. It was prepared in accordance with IFRSs, adjusted where appropriate for fair value remeasurements at the date of acquisition of control and adjustments to harmonise accounting policies with those of the Group. The amounts at 31 December 2022 are presented before eliminations of intercompany accounts and transactions.

<i>(in € millions)</i>	London Gatwick airport	OMA (Mexico)
Revenue	911	-
Net income	162	-
<i>of which attributable to non-controlling interests</i>	81	-
Other comprehensive income	62	-
Comprehensive income for the period	224	-
<i>of which attributable to non-controlling interests</i>	112	-
Non-current assets	9,437	3,382
Current assets	153	271
Non-current liabilities	(6,271)	(1,156)
Current liabilities	(734)	(311)
Net assets	2,584	2,186
<i>of which attributable to non-controlling interests</i>	1,292	1,534
Net cash flows (used in)/from operating activities	478	-
Net cash flows (used in)/from investing activities	(95)	-
Net cash flows (used in)/from financing activities	(1,016)	57
Other changes	(19)	-
Change in net cash	(652)	57

24. Dividends

In the 12 April 2022 Shareholders' General Meeting, shareholders approved a dividend payment of €2.90 per share with respect to 2021. An interim dividend of €0.65 per share was paid in November 2021 and the final dividend of €2.25 per share was paid in cash on 28 April 2022.

On 17 November 2022, VINCI proceeded with the payment of an interim dividend of €1.00 in respect of 2022. A total dividend of €4.00 will be submitted for approval at the Shareholders' General Meeting to be held on 13 April 2023, with the final dividend of €3.00 to be paid on 27 April 2023 (see Note N.33, "Appropriation of 2022 net income").

Dividends paid by VINCI SA to its shareholders in respect of 2022 and 2021 break down as follows:

	2022	2021
Dividend per share (in €)		
Interim dividend	1.00	0.65
Final dividend	3.00 ^(*)	2.25
Net total dividend	4.00	2.90
Amount of dividend (in € millions)		
Interim dividend	565	372
Final dividend	1,692 ^(**)	1,275
Net total dividend	2,257	1,646

(*) Submitted for approval at the Shareholders' General Meeting of 13 April 2023.

(**) Estimate based on the number of shares with dividend entitlement at 8 February 2023, i.e. 563,974,529 shares

J. Financing and financial risk management

25. Net financial debt

Accounting policies

Bonds, other loans and financial debt are recognised at amortised cost using the effective interest method. The effective interest rate is determined after taking account of redemption premiums and issuance expenses. Under this method, the interest expense is measured actuarially and reported under the cost of gross financial debt.

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

Certain financing contracts provide for early redemption options, for amounts that are always close to the amortised cost of the financial liabilities that are recognised as a result. Consequently, the Group does not recognise any derivative financial instrument separately from the original contracts.

The part at less than one year of borrowings is included in "Current borrowings".

At 31 December 2022, net financial debt, as defined by the Group, stood at €18.5 billion, down almost €1.0 billion compared with 31 December 2021. It breaks down as follows by accounting category:

Accounting category	(in € millions)	Note	31/12/2022			31/12/2021		
			Non-current	Current (*)	Total	Non-current	Current (*)	Total (**)
Bonds		25.1	(20,425)	(1,258)	(21,683)	(22,212)	(2,741)	(24,952)
Other bank loans and other financial debt		25.1	(3,205)	(1,003)	(4,208)	(2,757)	(788)	(3,545)
Long-term financial debt (**)		25.1	(23,629)	(2,262)	(25,891)	(24,969)	(3,528)	(28,497)
Commercial paper		26.2	-	(1,947)	(1,947)	-	(412)	(412)
Other current financial liabilities		26.1	-	(977)	(977)	-	(891) (**)	(891) (**)
Bank overdrafts		26.1	-	(1,083)	(1,083)	-	(876)	(876)
Financial current accounts - liabilities		26.1	-	(99)	(99)	-	(61)	(61)
I - Gross financial debt			(23,629)	(6,368)	(29,997)	(24,969)	(5,769)	(30,738)
<i>of which impact of fair value hedges</i>			<i>(1,804)</i>	<i>-</i>	<i>(1,804)</i>	<i>(481)</i>	<i>(26)</i>	<i>(507)</i>
<i>of which effect of recognising London Gatwick's debt at fair value in VINCI's consolidated financial statements</i>			<i>(382)</i>	<i>-</i>	<i>(382)</i>	<i>(445)</i>	<i>-</i>	<i>(445)</i>
Collateralised loans and financial receivables			5	12	16	4	-	4
Financial current accounts - assets		26.1	-	252	252	-	86	86
Financial assets at amortised cost			5	13,345	13,349	4	11,264	11,268
Cash management financial assets		26.1	-	503	503	-	114	114
Cash equivalents		26.1	-	4,227	4,227	-	3,042	3,042
Cash		26.1	-	8,351	8,351	-	8,022	8,022
II - Financial assets			5	13,345	13,349	4	11,264	11,268
Derivative financial instruments - liabilities		27	(1,939)	(440)	(2,379)	(422)	(513)	(935)
Derivative financial instruments - assets		27	376	115	491	575	291	866
III - Derivative financial instruments			(1,563)	(325)	(1,888)	153	(222)	(69)
Net financial debt (I+II+III)			(25,188)	6,651	(18,536)	(24,812)	5,274	(19,539)
<i>Of which:</i>								
<i>Concessions</i>			<i>(33,931)</i>	<i>2,196</i>	<i>(31,735)</i>	<i>(34,792)</i>	<i>2,098</i>	<i>(32,693)</i>
<i>VINCI Energies</i>			<i>(1,820)</i>	<i>1,691</i>	<i>(129)</i>	<i>(2,099)</i>	<i>2,545</i>	<i>447</i>
<i>Cobra IS</i>			<i>(664)</i>	<i>1,067</i>	<i>404</i>	<i>(187)</i>	<i>591 (**)</i>	<i>403 (**)</i>
<i>VINCI Construction</i>			<i>(1,212)</i>	<i>4,672</i>	<i>3,460</i>	<i>(1,254)</i>	<i>4,589</i>	<i>3,334</i>
<i>Holding companies and VINCI Immobilier</i>			<i>12,439</i>	<i>(2,974)</i>	<i>9,464</i>	<i>13,520</i>	<i>(4,549)</i>	<i>8,971</i>

(*) The current part includes accrued interest not matured.

(**) including the part at less than one year.

(***) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".



Change in net financial debt

(in € millions)	31/12/2021 ^(*)	Cash flows	Ref.	"Non-cash" changes					31/12/2022	
				Changes in consolidation scope	Exchange rate effect	Changes in fair value	Other changes	"Non-cash" total		
Bonds (non-current)	(22,212)	(1,197)	(3)	(506)	176	2,419	894	2,984	(4)	(20,425)
Other loans and borrowings (non-current)	(2,757)	(425)	(3)	(100)	(5)	56	27	(22)	(4)	(3,205)
Current borrowings	(5,769) ⁽¹⁾	511		(92)	(102)	(32)	(884)	(1,110)		(6,368)
of which the part at less than one year of long-term debts	(3,193)	2,484	(3)	(17)	(101)	(32)	(1,111)	(1,261)	(4)	(1,969)
of which current financial debts at inception	(1,363) ⁽²⁾	(1,810)	(2)	(20)	(10)	-	187	157	(4)	(3,016)
of which accrued interest on bank debts	(337)	-	(4)	(8)	5	-	40	38	(4)	(299)
of which bank overdrafts	(876)	(163)	(1)	(48)	4	-	-	(44)	(1)	(1,083)
Collateralised loans and receivables	4	14	(4)	-	1	-	(2)	(1)	(4)	16
Cash management financial assets	200	565	-	-	(6)	-	(4)	(10)		755
of which cash management financial assets (excluding accrued interest)	199	565	(2)	-	(6)	-	(3)	(9)	(4)	755
of which accrued interest on cash management assets	1	-	(4)	-	-	-	(1)	(1)	(4)	-
Cash and cash equivalents	11,065	1,255	(1)	188	63	3	4	258	(1)	12,578
Derivative financial instruments	(69)	5	-	-	113	(1,861)	(76)	(1,824)		(1,888)
of which fair value of derivatives	(198)	5	(3)	-	114	(1,861)	-	(1,748)	(4)	(1,941)
of which accrued interest on derivatives	129	-	(4)	-	(1)	-	(76)	(77)	(4)	53
Net financial debt	(19,539)	728	(9)	(511)	240	586	(41)	274	(9)	(18,536)

(*) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

Cash flows for the period (inflow of €728 million) include strong free cash flow generation of €5.4 billion as well as acquisitions by VINCI Airports, VINCI Highways and VINCI Energies totalling €2.1 billion, dividend distributions of €1.9 billion, and share buy-backs during the period net of capital increases for €0.6 billion.

Changes in fair value (increase of €586 million) reflect the impact of higher interest rates on cash flow hedges and include the gain on the early partial redemption of London Gatwick airport's bond debt.

The positive exchange rate effect of €240 million arises for the most part from the revaluation of long-term foreign currency debts. Changes in consolidation scope mainly relate to the acquisitions of Mexican airport operator OMA (€300 million) and SCDI (€134 million).

The table below reconciles changes in net financial debt with the cash flow statement.

Reconciliation of net financial debt with financing flows shown in the cash flow statement

(in € millions)	Ref.	2022
Change in net cash	(1)	1,306
Change in cash management assets and other current financial debts	(2)	(1,245)
(Proceeds from)/repayment of loans	(3)	867
Changes in consolidation scope and other changes ^(*)	(4)	74
Change in net financial debt	(5)	1,002

(*) Including OMA's net financial debt in an amount of €300 million.



25.1 Detail of long-term financial debt by business line

The breakdown of net long-term financial debt (including the part at less than one year) at 31 December 2022 was as follows:

(in € millions)	31/12/2022			31/12/2021		
	Bonds	Other bank loans and other financial debt	Long-term financial debt	Bonds	Other bank loans and other financial debt	Long-term financial debt
Concessions	(15,684)	(3,384)	(19,067)	(17,763)	(2,998)	(20,761)
VINCI Energies	-	(36)	(36)	-	(37)	(37)
Cobra IS	-	(706)	(706)	-	(405)	(405)
VINCI Construction	-	(82)	(82)	-	(103)	(103)
Holding companies and VINCI Immobilier	(5,999)	-	(5,999)	(7,189)	(1)	(7,191)
Total	(21,683)	(4,208)	(25,891)	(24,952)	(3,545)	(28,497)

At 31 December 2022, long-term net financial debt amounted to €25.9 billion, down €2.6 billion compared with the 31 December 2021 figure of €28.5 billion. The change resulted mainly from the following transactions:

- VINCI SA redeemed two bond issues: 100 million Swiss francs of bonds issued in 2012 with a coupon of 3% (redeemed in January 2022) and \$717 million of bonds issued in 2017 with a coupon of 0.375% (redeemed in February 2022). In October 2022, VINCI SA issued €650 million of 10-year bonds with a coupon of 3.375%.
- In July, ASF redeemed €1.6 billion of bonds issued in 2007 with a coupon of 5.625%, and in the first half of the year repaid €55 million of borrowings from the European Investment Bank. In September, ASF then issued €850 million of 10-year bonds with a coupon of 2.75% followed by a tap of €75 million.
- To finance part of the cost of acquiring Mexican airport operator OMA, in December the company that holds VINCI's interest in OMA, Concesso 31, negotiated three floating rate credit facilities in a total amount of 8.7 billion Mexican pesos, expiring in 2026, 2028 and 2033.
- In December, London Gatwick airport partially redeemed, in a nominal amount of £463 million, four sterling bond issues due to mature in 2024, 2046, 2048 and 2049, paying an average coupon of 3.66%.
- In November, to refinance its 600 million Brazilian real bridging loan, Manaus airport arranged two facilities due to expire in 2046: a 600 million real debenture, of which 475 million reals had been used by the end of the year, and a 750 million real bank loan on which it had drawn 249 million reals.
- In May, Lima Expressa took out a new 1.4 billion Peruvian sol 18-month bridging loan, comprising two tranches with an average interest rate of 7.18%, to refinance the previous loan (1.2 billion sols).
- The transaction to take control of SCDI resulted in the recognition in VINCI's consolidated financial statements of a C\$204 million bond issue due to mature in 2031 and paying a coupon of 6.17%.
- At the end of December 2022, newly acquired airport operator OMA had five bond issues outstanding in a total amount of 9 billion Mexican pesos, comprising two floating rate bond issues totalling 2.7 billion pesos and maturing in 2026 and 2027 and three fixed rate bond issues totalling 6.3 billion pesos paying an average coupon of 8.06% and maturing in 2023, 2028 and 2029, along with a 1.2 billion peso bank loan due to mature in 2023.



Details of the Group's main financial debts are given in the tables below.

Concessions

(in € millions)	31/12/2022						31/12/2021	
	Currency	Contractual interest rate	Maturity	Capital remaining due	Carrying amount	of which accrued interest not matured	Capital remaining due	Carrying amount
Bonds	I			16,128	15,684	228	16,895	17,763
ASF group, of which:				7,968	7,515	107	8,626	9,026
ASF 2007 bond issue	EUR	5.6%	July 2022	-	-	-	1,575	1,642
ASF 2013 bond issue	EUR	2.9%	January 2023	700	719	19	700	734
ASF 2014 bond issue	EUR	3.0%	January 2024	600	616	17	600	615
ASF 2016 bond issue	EUR	10%	May 2026	500	458	3	500	512
ASF 2017 bond issue	EUR	1.1%	April 2026	500	503	4	500	503
ASF 2017 bond issue	EUR	1.3%	January 2027	1,000	1,007	12	1,000	1,006
ASF 2018 bond issue	EUR	1.4%	June 2028	700	620	5	700	735
ASF 2018 bond issue	EUR	1.4%	January 2030	1,000	872	13	1,000	1,072
ASF 2019 bond issue	EUR	1.4%	February 2031	1,000	829	12	1,000	1,045
ASF 2022 bond issue and supplement	EUR	2.8%	September 2032	925	849	8	-	-
Cofiroute, of which:				3,000	2,640	11	3,000	2,983
2016 bond issue	EUR	0.4%	February 2025	650	642	2	650	652
2016 bond issue	EUR	0.8%	September 2028	650	553	2	650	657
2017 bond issue	EUR	1.1%	October 2027	750	721	2	750	757
2020 bond issue	EUR	1.0%	May 2031	950	953	6	950	952
Arcour, of which:				392	389	-	400	398
Arcour 2017	EUR	2.8%	November 2047	392	389	-	400	398
VINCI Airports, of which:				4,291	4,670	106	4,582	5,062
Aerodom 2017	USD	6.8%	March 2029	297	294	-	280	276
Gatwick Airport Limited 2011 ^(*)	GBP	6.1%	March 2026	338	336	17	357	366
Gatwick Airport Limited 2011 ^(*)	GBP	6.5%	March 2041	338	317	18	357	363
Gatwick Airport Limited 2012 ^(*)	GBP	5.3%	January 2024	169	177	8	357	373
Gatwick Airport Limited 2012 ^(*)	GBP	5.8%	January 2037	338	349	18	357	368
Gatwick Airport Limited 2014 ^(*)	GBP	4.6%	March 2034	395	403	14	417	425
Gatwick Airport Limited 2016 ^(*)	GBP	2.6%	October 2046	203	201	1	357	353
Gatwick Airport Limited 2017 ^(*)	GBP	3.1%	September 2039	395	392	3	417	414
Gatwick Airport Limited 2018 ^(*)	GBP	3.3%	February 2048	229	230	6	357	358
Gatwick Airport Limited 2019 ^(*)	GBP	2.9%	July 2049	230	227	3	357	353
Gatwick Airport Limited 2021 ^(*)	GBP	2.5%	April 2030	338	341	6	357	358
Gatwick Airport Finance plc	GBP	4.4%	April 2026	507	507	5	536	533
OMA (Grupo Aeroportuario del Centro Norte)	MXN			432	436	5		
Other concessions, of which:				478	470	3	287	294
Lima Expresa 2012	PEN	Inflation-linked	June 2037	258	232	-	211	206
Other bank loans and other financial debt	II			3,427	3,384	10	3,033	2,998
VINCI Autoroutes, of which:				1,231	1,206	3	1,095	1,087
ASF group				398	392	-	465	457
Cofiroute	EUR			298	298	3	353	353
Arcos	EUR			356	352	-	359	355
VINCI Airports, of which:				1,587	1,576	7	1,095	1,087
ADL (Aéroports de Lyon), including ADLP ^(*)	EUR			332	333	2	347	348
VINCI Airports Serbia ^(*)	EUR			394	388	-	359	352
Concessoc 31 (OMA's holding company) 2022 ^(*)	MXN			420	417	4		
Other concessions, of which:				609	601	1	578	580
Lima Expresa 2019 ^(*)	PEN	7.1%	November 2023	306	300		293	297
Long-term financial debt	I+II			19,555	19,067	238	19,928	20,761

(*) Including borrowings subject to covenants at 31 December 2022.



VINCI SA

(in € millions)	31/12/2022						31/12/2021	
	Currency	Contractual interest rate	Maturity	Capital remaining due	Carrying amount	of which accrued interest	Capital remaining due	Carrying amount
Bonds, of which	I			6,866	6,000	51	6,933	7,189
2017 bond issue and supplement ^(*)	USD	0.4%	February 2022				633	633
2018 bond issue	EUR	1.0%	September 2025	750	697	2	750	768
2018 bond issue and supplement	EUR	1.8%	September 2030	1,100	944	5	1,100	1,182
2019 bond issue	GBP	2.3%	March 2027	451	457	8	476	483
2019 bond issue	EUR	1.6%	January 2029	950	833	15	950	998
2019 bond issue	USD	3.8%	April 2029	938	867	8	883	946
2019 bond issue	GBP	2.8%	September 2034	451	451	4	476	476
2020 green bond issue	EUR	0.0%	November 2028	500	408	-	500	485
2021 bond issue	EUR	0.5%	January 2032	750	568	4	750	730
2022 bond issue	EUR	3.4%	October 2032	650	632	5		
Long-term financial debt	I+II			6,866	6,000	51	6,933	7,189

(*) Corresponding to non-dilutive convertible bonds.

Breakdown of long-term financial debt by currency

At 31 December 2022, 58% of the Group's long-term financial debt was denominated in euros, 24% in sterling and 7% in US dollars. Most foreign currency debts of companies of which the functional currency is the euro (mainly VINCI SA and ASF) were hedged at their time of issue and do not generate any exposure to exchange rate risk. Generally, the Group's activities in foreign countries are financed in the local currency.

25.2 Net financial debt maturity schedule

On the basis of interest rates at 31 December 2022, the Group's debt and associated interest payments break down as follows, by maturity date:

(in € millions)	31/12/2022					
	Carrying amount	Capital and interest	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years
Bonds						
Capital	(21,683)	(22,994)	(981)	(1,074)	(6,017)	(14,922)
Interest payments		(4,710)	(574)	(553)	(1,385)	(2,199)
Other bank loans and other financial debt						
Capital	(4,208)	(4,249)	(996)	(550)	(1,088)	(1,616)
Interest payments		(1,472)	(167)	(138)	(331)	(837)
Long-term financial debt	(25,891)	(33,425)	(2,717)	(2,315)	(8,820)	(19,573)
Commercial paper	(1,947)	(1,947)	(1,947)			
Other current financial liabilities	(977)	(977)	(977)			
Bank overdrafts	(1,083)	(1,083)	(1,083)			
Financial current accounts - liabilities	(99)	(99)	(99)			
Financial debt	I	(29,997)	(37,531)	(6,823)	(2,315)	(8,820)
Financial assets	II	13,349^(*)	13,349	13,349		
Derivative financial instruments - liabilities		(2,379)	(1,477)	(266)	(251)	(630)
Derivative financial instruments - assets		491	65	40	18	8
Derivative financial instruments	III	(1,888)	(1,412)	(227)	(234)	(622)
Net financial debt	I+II+III	(18,536)				

(*) For derivative financial instruments, amounts correspond solely to interest flows.

(**) Including €13.3 billion at less than three months, consisting mainly of €4.2 billion of cash equivalents and €8.4 billion of cash (see Note J.26.1, "Net cash managed").

At 31 December 2022, the average maturity of the Group's long-term financial debt was 6.9 years (7.3 years at 31 December 2021). The average maturity was 7.1 years for Concessions, 3 years for VINCI Energies, 2 years for Cobra IS, 3.9 years for VINCI Construction, and 7.1 years for the holding companies and VINCI Immobilier.

25.3 Credit ratings and financial covenants

Credit ratings

At 31 December 2022, the Group's credit ratings were as follows:

	Agency	Rating		
		Long-term	Outlook	Short-term
VINCI SA	Standard & Poor's	A-	Stable	A2
	Moody's	A3	Stable	P2
ASF	Standard & Poor's	A-	Stable	A2
	Moody's	A3	Stable	P2
Cofiroute	Standard & Poor's	A-	Stable	A2
	Standard & Poor's	BBB	Negative	
Gatwick Funding Limited ^(*)	Moody's	Baa2	Stable	
	Fitch	BBB+	Negative	

(*) Company that raises funding for London Gatwick airport.

In 2022, rating agencies confirmed or updated their views as follows:

- as regards VINCI SA,
 - Moody's confirmed its long-term rating of A3 with stable outlook;
 - in March 2022, Standard & Poor's confirmed its A- long-term and A2 short-term ratings with stable outlook;
- as regards ASF,
 - in May 2022, Moody's confirmed its long-term rating of A3 with stable outlook;
 - in June 2022, Standard & Poor's confirmed its A- long-term and A2 short-term ratings with stable outlook;
- as regards Cofiroute, in June 2022, Standard & Poor's confirmed its A- long-term and A2 short-term ratings with stable outlook.

Moody's also revised its outlook on Gatwick Funding Limited from negative to stable, while confirming its long-term rating of Baa2.

Financial covenants

Some financing agreements include early repayment clauses applicable in the event of non-compliance with financial ratios.

The Group regularly monitors developments in relation to these financial covenants and, in an unstable macroeconomic context, has paid particular attention to finance agreements that could give rise to risks of it failing to comply with financial ratios in the short and medium term. Talks take place with lenders as the case may be to inform them of potential instances of default related to such failures. Group entities seeking to renegotiate some of their financing terms have been able to reach agreements.

In particular, waivers and amendments were obtained by London Gatwick airport in September 2021 in relation to its bank and bond debt, which is subject to covenants, for a total amount of £2.9 billion at 31 December 2022. The agreement mainly consisted of the following:

- an exemption from the requirement to comply, in December 2021 and June 2022, with the two financial ratios (interest coverage ratio and debt ratio) provided for in its financing agreements at 31 December 2022, these financial ratios were maintained;
- a change to the method for calculating the debt ratio until June 2024 in order to adjust for the exceptional impact of the Covid-19 crisis on the airport's Ebitda.

Other agreements subject to covenants do not involve material amounts (individual amounts below €300 million).



26. Net cash managed and available resources

Accounting policies

Cash and cash equivalents comprise current accounts at banks and short-term liquid investments subject to negligible risks of fluctuations of value. Cash equivalents include money market UCITS and certificates of deposit with maturities not exceeding three months at the origin. Bank overdrafts are not included in cash and are reported on the balance sheet under "Current financial liabilities".

"Cash management financial assets" comprises investments in money market securities and bonds, and units in UCITS, made with a short-term management objective, that do not satisfy the IAS 7 criteria for recognition as cash.

They are measured and recognised at their fair value. Changes in value are recognised in profit or loss.

Purchases and sales of cash management financial assets are recognised at their transaction date.

At 31 December 2022, the Group's available resources amounted to €20.5 billion, including €9.2 billion of net cash managed and €11.3 billion of confirmed medium-term credit facilities remaining unused. These available resources enable the Group to manage its liquidity risk (see Note J.25.2 "Net financial debt maturity schedule").

26.1 Net cash managed

Net cash managed breaks down as follows:

	31/12/2022					
(in € millions)	Concessions	VINCI Energies	Cobra IS	Construction	VINCI Immobilier	Holding companies and VINCI Immobilier
Cash equivalents	265	34	433	122	3,373	4,227
Marketable securities and mutual funds (UCITS)	-	-	-	-	1,327	1,327
Negotiable debt securities with an original maturity of less than 3 months ^(*)	265	34	433	122	2,046	2,900
Cash	1,377	535	1,129	2,709	2,601	8,351
Bank overdrafts	-	(59)	-	(998)	(27)	(1,083)
Net cash and cash equivalents	1,642	510	1,562	1,834	5,947	11,495
Cash management financial assets	-	53	447	-	4	503
Negotiable debt securities and bonds with an original maturity of less than 3 months	-	46	417	-	4	467
Negotiable debt securities and bonds with an original maturity of more than 3 months	-	6	30	-	-	37
Commercial paper issued	-	-	(20)	-	(1,927)	(1,947)
Other current financial liabilities	(79)	(7)	(879)	(10)	(1)	(977)
Balance of cash management current accounts	3,113	1,149	-	2,872	(6,981)	152
Net cash managed	4,675	1,704	1,110	4,695	(2,957)	9,227

(*) Including term deposits, interest earning accounts and certificates of deposit.

	31/12/2021					
(in € millions)	Concessions	VINCI Energies	Cobra IS ^(**)	Construction	VINCI Immobilier	Holding companies and VINCI Immobilier
Cash equivalents	165	45	255	137	2,441	3,042
Marketable securities and mutual funds (UCITS)	-	-	-	-	732	732
Negotiable debt securities with an original maturity of less than 3 months ^(*)	165	45	255	137	1,708	2,310
Cash	1,686	584	1,036	2,417	2,299	8,022
Bank overdrafts	(5)	(52)	-	(760)	(60)	(876)
Net cash and cash equivalents	1,846	577	1,291	1,795	4,680	10,188
Cash management financial assets	14	22	72	1	5	114
Negotiable debt securities and bonds with an original maturity of less than 3 months	14	-	-	1	5	20
Negotiable debt securities and bonds with an original maturity of more than 3 months	-	21	72	-	-	93
Commercial paper issued	(327)	-	(85)	-	-	(412)
Other current financial liabilities	(367)	(25)	(467) ^(**)	(32)	(1)	(891)
Balance of cash management current accounts	3,661	1,988	-	2,854	(8,477)	25
Net cash managed	4,827	2,562	811	4,618	(3,794)	9,024

(*) Including term deposits, interest earning accounts and certificates of deposit.

(**) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".



The investment vehicles used by the Group are money market UCITS, interest earning accounts, term deposits and negotiable debt securities (certificates of deposit generally with a maturity of less than three months). They are measured and recognised at their fair value.

Net cash is managed with limited risk to capital. The performance and the risks associated with these investments of net cash are monitored regularly through a report detailing the yield of the various assets and analysing the associated level of risk.

At 31 December 2022, net cash managed by VINCI SA amounted to €2.6 billion, arising mainly from the cash surpluses transferred upwards from French subsidiaries through a cash pooling system. VINCI Finance International, a wholly owned subsidiary of VINCI that centralises the cash surpluses of foreign subsidiaries, managed investments and cash of €1.3 billion at 31 December 2022. This centralisation enables the management of financial resources to be optimised at Group level and the risks relating to the counterparties and investment vehicles used to be better managed.

Other subsidiaries whose cash is not centralised must comply with the guidelines and instructions issued by VINCI, which define the investment vehicles and the counterparties authorised. The investments amounted to around €5.2 billion at 31 December 2022, comprising €1.6 billion for Concessions, €0.6 billion for VINCI Energies, €1.1 billion for Cobra IS and €1.8 billion for VINCI Construction.

26.2 Other available resources

Revolving credit facilities

VINCI has a €8 billion confirmed syndicated revolving credit facility. After two extensions of one year each, the maturity of the credit facility was extended until November 2025 for most of the amount (€7.7 billion). In July 2022, VINCI arranged a second €2.5 billion revolving credit facility with a one-year maturity and two six-month extension options. These facilities do not contain any default clause relating to non-compliance with financial ratios. They were unused at 31 December 2022.

The company that owns London Gatwick airport has a £300 million revolving credit facility, which is due to expire in June 2025. Drawings on this facility amounted to £60 million at 31 December 2022.

Cobra IS has access to several multi-currency revolving credit facilities due to mature in 2023 and 2024, totalling €961 million and mainly denominated in euros. At 31 December 2022, a total of €450 million had been drawn on these credit facilities.

Commercial paper

VINCI has a €5 billion commercial paper programme rated A2 by Standard & Poor's and P2 by Moody's. At 31 December 2022, €1.9 billion had been issued under that programme.

The Covid Corporate Financing Facility set up by the UK government, which the company that owns London Gatwick airport started using in November 2020 with a maximum funding capacity of £300 million, was not renewed in March 2022.

Cobra IS has a commercial paper programme that was renewed in November 2022 for one year and increased to €200 million, on which it had issued €20 million at 31 December 2022.

27. Financial risk management

Management rules

VINCI has implemented a system to manage and monitor the financial risks to which it is exposed, principally interest rate risk.

In accordance with the rules laid down by the Group's Finance Department, the responsibility for identifying, measuring and hedging financial risks lies with the operational entity in question. In addition, derivative financial instruments are generally managed by the Group Finance Department on behalf of the subsidiaries in question.

Treasury committees, in which the Group's Finance Department and the concerned companies participate, analyse the main exposures regularly and decide on management strategies for the entities that have the most material exposure to financial risks (VINCI SA, ASF, Cofiroute, VINCI Finance International).

In order to manage its exposure to market risks, the Group uses derivative financial instruments.

Accounting policies

Most interest rate and exchange rate derivatives used by VINCI are designated as hedging instruments. Hedge accounting is applicable if the conditions provided for in IFRS 9 are satisfied:

- At the time of setting up the hedge, there must be a formal designation and documentation of the hedging relationship.
- The economic relationship between the hedged item and the hedging instrument must be documented, as must potential sources of ineffectiveness.
- Retrospective ineffectiveness must be measured at each accounts closing date.

Changes in fair value from one period to the next are recognised differently depending on whether the instrument is designated for accounting purposes as:

- a fair value hedge of an asset or a liability or of an unrecognised firm commitment;
- a cash flow hedge; or
- a hedge of a net investment in a foreign entity.

The Group applies the permitted or required provisions of IFRS 9 as regards the treatment of hedging costs of all instruments qualifying for hedge accounting.

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. It involves mainly receive fixed/pay floating interest rate swaps.

Changes in the fair value of the hedging instrument are recognised in the income statement for the period. The change in value of the hedged item attributable to the hedged risk is also recognised symmetrically in the income statement for the period (and adjusts the value of the hedged item). Except for the ineffective part of the hedge, these two revaluations offset each other within the same line items in the income statement.

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. It involves mainly receive floating/pay fixed interest rate swaps.

Changes in the fair value of the hedging instrument are recognised under "Other comprehensive income" (OCI) for the effective portion and in the income statement for the period for the ineffective portion. Gains or losses accumulated under equity (OCI) 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 occurs.

If the hedging relationship is disqualified because it is no longer considered effective, the cumulative gains or losses in respect of the hedging instrument are retained in equity (OCI) and reclassified in the income statement as and when the hedged cash flows occur, with subsequent changes in fair value recorded directly in the income statement. If the future cash flow is no longer expected, the gains and losses previously recognised in equity (OCI) are recognised in the income statement.

A net investment hedge consists of hedging the exchange rate risk relating to the equity of an investment in a consolidated subsidiary outside the eurozone. Changes in the value of the hedging instrument are recorded in equity under "Currency translation differences" for the effective portion. The portion of the changes in the value of the hedging instrument regarded as ineffective is recognised in the cost of net financial debt. Currency translation differences relating to changes in the value of the hedging instrument are recognised in the income statement when the foreign entity in which the initial investment was made leaves the consolidation scope.

Derivative financial instruments that are not designated as hedging instruments are reported in the balance sheet at fair value and changes in their fair value are recognised in the income statement.

Cross currency swaps are regarded as interest rate instruments where they are designated as fair value or cash flow hedges for accounting purposes, or as foreign exchange instruments in other cases.



Derivative financial instruments

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

(in € millions)	Balance sheet item	Note	31/12/2022			31/12/2021		
			Asset	Liability	Fair value ^(*)	Asset	Liability	Fair value ^(*)
Derivatives related to net financial debt								
	Interest rate derivatives: fair value hedges	27.1.2	82	1,920	(1,838)	731	164	567
	Interest rate derivatives: cash flow hedges	27.1.2	330	6	324	-	141	(141)
	Interest rate derivatives not designated as hedges	27.1.3	9	14	(5)	33	31	2
	Interest rate derivatives	Net financial debt	422	1,940	(1,518)	764	335	429
	Exchange rate derivatives: fair value hedges	27.2	-	-	-	-	-	-
	Exchange rate derivatives: cash flow hedges	27.2	4	1	4	6	2	4
	Exchange rate derivatives: hedges of net foreign	27.2	39	44	(4)	2	143	(142)
	Exchange rate derivatives not designated as hedges	27.2	9	40	(31)	4	23	(19)
	Exchange rate derivatives	Net financial debt	53	84	(31)	12	168	(156)
	Other derivatives	Net financial debt	17	355	(338)	91	432	(341)
Derivatives related to WCR								
	Exchange rate derivatives: fair value hedges	27.2	3	3	-	2	6	(4)
	Exchange rate derivatives: cash flow hedges	27.2	2	11	(9)	1	2	(2)
	Exchange rate derivatives	Working capital requirement	5	14	(9)	3	9	(6)
	Other derivatives	Working capital requirement	2	-	1	26	-	25
	Total derivative financial instruments		498	2,393	(1,896)	894	944	(50)

(*) Fair value includes interest accrued but not matured of €53 million at 31 December 2022 and €129 million at 31 December 2021.

Other hedging instruments

The asset-related exchange rate risk related to ownership of assets in foreign currencies is generally, where possible, hedged by financial debt denominated in the same currency.

27.1 Interest rate risk

Interest rate risk is managed within the Group, making a distinction between the Concessions business, the activities of the Energy and Construction businesses, and the holding companies as their respective financial profiles are not the same.

For concession subsidiaries, interest rate risk is managed with two timescales: the long term, aiming to ensure and maintain the concession's economic equilibrium, and the short term, with an objective of limiting the impact of the cost of debt on earnings for the period. Over the long term, the objective is to ensure that the breakdown between fixed and floating rate debt is adjusted according to the level of debt, with a greater proportion at fixed rate when the level of debt is high relative to cash flow from operations. The Energy and Construction businesses and the holding companies have a structural net operating cash surplus. For these activities, the objective is to ensure that financial assets and financial liabilities are well matched in terms of maturity.

To hedge its interest rate risk, the Group uses derivative financial instruments in the form of swaps or options of which the start may be deferred. These derivatives may be designated as hedges for accounting purposes or not, in accordance with the IFRSs. The Group takes care to ensure that the ineffective portion of hedges is not material.

As part of benchmark interest rate reforms, the Group transitioned to new indices during the first half of 2022. Coupons are now being calculated on the basis of the new indices. The accounting impacts are not material since the transition regarding hedged instruments and hedging instruments is taking place in a synchronised manner and in accordance with industry standards. Lastly, the transition to the new indices has no impact on the Group's risk management policy.

27.1.1 Long-term financial debt before and after interest rate hedging and sensitivity to interest rate risk

Long-term financial debt before and after interest rate hedging

This table shows the breakdown at 31 December 2022 of long-term debt between fixed rate, capped floating rate or inflation-linked debt, and the part at floating rate before and after taking account of hedging derivative financial instruments:

(in € millions)	Breakdown between fixed and floating rate before hedging										
	Fixed rate			Inflation-linked			Floating rate			Total	
	Debt	Proportion	Rate	Debt	Proportion	Rate	Debt	Proportion	Rate	Debt	Rate
Concessions	16,697	85%	2.70%	345	2%	8.18%	2,514	13%	5.81%	19,556	3.20%
VINCI Energies	36	100%	1.37%							36	1.37%
Cobra IS	8	1%	4.08%				695	99%	3.47%	702	3.48%
VINCI Construction	71	85%	2.52%				12	15%	5.32%	83	2.93%
Holding companies	6,791	99%	1.95%				75	1%	0.00%	6,866	1.93%
Total at 31/12/2022	23,602	87%	2.49%	345	1%	8.18%	3,296	12%	5.18%	27,243	2.88%
Total at 31/12/2021	24,684	90%	2.50%	291	1%	7.50%	2,432	9%	1.39%	27,407	2.45%

(in € millions)	Breakdown between fixed and floating rate after hedging										
	Fixed rate			Inflation-linked			Floating rate			Total	
	Debt	Proportion	Rate	Debt	Proportion	Rate	Debt	Proportion	Rate	Debt	Rate
Concessions	7,830	40%	3.82%	360	2%	7.94%	11,366	58%	3.78%	19,556	3.87%
VINCI Energies	36	100%	1.37%							36	1.37%
Cobra IS	8	1%	4.08%				695	99%	3.47%	702	3.48%
VINCI Construction	74	89%	2.46%				10	11%	5.99%	83	2.86%
Holding companies	3,184	46%	1.54%				3,682	54%	4.20%	6,866	2.97%
Total at 31/12/2022	11,131	41%	3.15%	360	1%	7.94%	15,752	58%	3.86%	27,243	3.63%
Total at 31/12/2021	15,650	57%	2.46%	311	1%	7.18%	11,447	42%	0.38%	27,407	1.64%

Sensitivity to interest rate risk

VINCI is exposed to the risk of fluctuations in interest rates, given:

- the cash flow connected with net floating rate financial debt;
- fixed rate financial instruments, recognised on the balance sheet at fair value through profit and loss;
- derivative financial instruments that are not designated as hedges. These mainly comprise net call option positions on which the maximum loss over the life of the transaction does not exceed 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 (for the effective portion).

The analysis below has been prepared assuming that the amount of the financial debt and derivatives at 31 December 2022 remains constant over one year. The consequence of a variation in interest rates of 100 basis points at the balance sheet date would be an increase or decrease of equity and pre-tax income for the amounts shown below. For the purpose of this analysis, the other variables are assumed to remain constant.

(in € millions)	31/12/2022			
	Income		Equity	
	Impact of sensitivity calculation +100 bps	Impact of sensitivity calculation -100 bps	Impact of sensitivity calculation +100 bps	Impact of sensitivity calculation -100 bps
Floating rate debt after hedging (accounting basis)	(161)	161		
Floating rate assets after hedging (accounting basis)	92	(92)		
Derivatives not designated as hedges for accounting purposes	16	(16)		
Derivatives designated as cash flow hedges			319	(319)
Total	(53)	53	319	(319)

27.1.2 Description of hedging transactions

Fair value hedges

At the balance sheet date, details of the instruments designated as fair value hedges, which include receive fixed/pay floating interest rate swaps and cross currency swaps, were as follows:

<i>(in € millions)</i>	Receive fixed/pay floating interest rate swap (incl. cross currency swaps)					
	Fair value	Notional	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years
31/12/2022	(1,838)	15,620	820	235	3,385	11,180
31/12/2021	567	15,276	1,259	820	2,378	10,819

These transactions relate mainly to fixed rate bond issues by ASF, VINCI SA and Cofiroute.

Cash flow hedges

The Group is exposed to fluctuations in interest rates on its floating rate debt and may set up receive floating/pay fixed interest rate swaps designated as cash flow hedges to hedge this risk.

These transactions mainly involve the holding companies, motorway projects and other concessions.

At 31 December 2022, details of the instruments designated as cash flow hedges were as follows:

<i>(in € millions)</i>	31/12/2022					
	Fair value	Notional	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years
Receive floating/pay fixed interest rate swaps (incl. cross currency swaps)	324	2,868	278	164	980	1,446
Interest rate options (caps, floors and collars)	-	16	5	5	6	-
Total interest rate derivatives designated as cash flow hedges for accounting purposes	324	2,884	283	169	986	1,446
<i>of which hedging of contractual cash flows</i>	<i>324</i>	<i>2,884</i>	<i>283</i>	<i>169</i>	<i>986</i>	<i>1,446</i>

<i>(in € millions)</i>	31/12/2021					
	Fair value	Notional	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years
Receive floating/pay fixed interest rate swaps (incl. cross currency swaps)	(139)	5,944	3,086	221	1,071	1,566
Interest rate options (caps, floors and collars)	(1)	20	4	5	11	-
Total interest rate derivatives designated as cash flow hedges for accounting purposes	(141)	5,964	3,091	225	1,082	1,566
<i>of which hedging of contractual cash flows</i>	<i>(141)</i>	<i>5,964</i>	<i>3,091</i>	<i>225</i>	<i>1,082</i>	<i>1,566</i>

The following table shows the periods in which the Group expects the amounts recorded in equity at 31 December 2022 for the instruments designated as cash flow hedges to have an impact on profit or loss:

<i>(in € millions)</i>	31/12/2022				
	Amount recorded in equity of controlled companies	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years
Total interest rate derivatives designated as cash flow hedges for accounting purposes	266	127	27	57	56
<i>of which existing instruments</i>	<i>320</i>	<i>132</i>	<i>32</i>	<i>70</i>	<i>87</i>
<i>of which unwound instruments</i>	<i>(54)</i>	<i>(4)</i>	<i>(4)</i>	<i>(13)</i>	<i>(31)</i>

27.1.3 Description of non-hedging transactions

<i>(in € millions)</i>	Interest rate swaps					
	Fair value	Notional	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years
31/12/2022	(5)	2,297	2,222	-	-	75
31/12/2021	2	775	-	700	-	75

At 31 December 2022, non-hedging transactions mainly correspond to hedges of commercial paper and swaps arranged as anticipatory hedges at Arcour, which no longer met the criteria for hedge accounting.



27.2 Management of exchange rate risk

Nature of the Group's risk exposure

VINCI generates more than 60% of its revenue in the eurozone. Contracts outside the eurozone are generally carried out in the local currency in respect of local subsidiaries' activities, and usually in euros and dollars in the case of major export projects. The Group's exposure to exchange rate risk is therefore limited.

VINCI's exchange rate risk management policy consists of hedging the transactional risk connected with subsidiaries' commercial or financial flows denominated in currencies other than their functional currency.

In addition, the Group's strategy is intended to minimise asset-related exchange rate risk. Through regular monitoring, hedging levels are adjusted in line with currency exposures relating to net assets owned. A risk analysis is carried out for each new investment to decide whether or not to hedge the exposure, by converting euro-denominated financing into foreign currency or financing directly in foreign currency.

Detail of exchange rate derivatives related to net financial debt

Transactions in exchange rate derivatives carried out by the Group, intended in particular to hedge its financial transactions, break down as follows:

(in € millions)	31/12/2022					
	Balance sheet fair value	Notional	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years
Forward foreign exchange transactions	4	122	104	17	-	-
Cash flow hedges (*)	4	122	104	17	-	-
Currency swaps (incl. cross currency swaps)	(4)	2,731	247	467	996	1,020
Hedges of net foreign investments (*)	(4)	2,743	259	467	996	1,020
Currency swaps (incl. cross currency swaps)	(32)	670	171	48	450	-
Forward foreign exchange transactions	1	405	405	-	-	-
Exchange rate derivatives not designated as hedges for accounting purposes	(31)	1,075	576	48	450	-
Total exchange rate derivatives	(31)	3,939	939	533	1,446	1,020

(*) Changes in the fair value of the hedging instrument are recognised under "Other comprehensive income" (OCI) for the effective portion and in the income statement for the period for the ineffective portion.

(in € millions)	31/12/2021					
	Balance sheet fair value	Notional	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years
Forward foreign exchange transactions	4	226	204	6	15	-
Cash flow hedges (*)	4	226	204	6	15	-
Currency swaps (incl. cross currency swaps)	(141)	2,597	474	109	838	1,177
Hedges of net foreign investments (*)	(142)	2,597	474	109	838	1,177
Currency swaps (incl. cross currency swaps)	(18)	589	150	146	224	69
Forward foreign exchange transactions	(1)	438	438	-	-	-
Exchange rate derivatives not designated as hedges for accounting purposes	(19)	1,027	588	146	224	69
Total exchange rate derivatives	(156)	3,850	1,267	261	1,077	1,245

(*) Changes in the fair value of the hedging instrument are recognised under "Other comprehensive income" (OCI) for the effective portion and in the income statement for the period for the ineffective portion.

Detail of hedges qualifying for hedge accounting as part of a net foreign investment hedging relationship

The Group's principal hedges of net foreign investments were as follows at 31 December 2022:

(in € millions)	31/12/2022				
	GBP (pound sterling)	USD (US dollar)	MXN (Mexican peso)	SGD (Singapore dollar)	JPY (Japanese yen)
Notional amount of derivatives designated as NIH	2,121	274	-	120	-
Nominal amount of debt designated as NIH	902	957	420	-	87

NIH: Net investment hedge.

The Group hedges the net assets of its main subsidiaries in foreign currencies, particularly subsidiaries whose functional currency is the US dollar (USD), pound sterling (GBP), Mexican peso (MXN), Singapore dollar (SGD), Japanese yen (JPY), Canadian dollar (CAD) or a Scandinavian currency. At 31 December 2022, the main net investment hedging positions concerned the following acquisitions:

- VINCI Airports – GBP exposure related to London Gatwick airport and Belfast International airport, USD exposure related to Aerodrom, JPY exposure related to Kansai Airports, and MXN exposure related to OMA;
- VINCI Construction – USD exposure related to Eurovia Atlantic Coast (formerly Lane Construction's Plants & Paving division);
- VINCI Energies – USD exposure related to PrimeLine Utility Services and SGD exposure related to Wah Loon Engineering.

Analysis of operational exchange rate risk

The principal foreign exchange exposures were as follows at 31 December 2022:

Currency	31/12/2022				
	CAD (Canadian dollar)	USD (US dollar)	GBP (pound sterling)	NZD (New Zealand dollar)	AED (United Arab Emirates dirham)
Closing rate	1.444	1.0666	0.88693	1.6798	3.9196
Exposure	240	210	117	22	21
Hedging	(1)	(64)	(72)	-	(9)
Net position	239	146	45	22	12

Given a residual exposure on some non-hedged assets, a 10% appreciation of the above-mentioned foreign currencies against the euro would have a positive impact on pre-tax earnings of €52 million.

Detail of exchange rate derivatives related to operational flows

Transactions in exchange rate derivatives carried out by the Group, intended in particular to hedge its operational flows, break down as follows at 31 December 2022:

Currency	31/12/2022				
	USD/EUR	USD/BRL ^(*)	GBP/EUR	PLN ^(**) /EUR	AED ^(***) /EUR
Fair value	(5)	(3)	(1)	1	1
Notional	221	102	47	28	15
Average maturity (months)	6	8	16	3	5
Buy/Sell	Buy/Sell	Buy/Sell	Buy/Sell	Buy/Sell	Sell

(*) Brazilian real

(**) Polish zloty

(***) United Arab Emirates dirham.

27.3 Management of credit and counterparty risk

VINCI is exposed to credit risk in the event of default by its customers and to counterparty risk in respect of its investments of cash (mainly credit balances at banks, negotiable debt securities, term deposits and marketable securities), subscription to derivatives, commitments received (sureties and guarantees received), unused authorised credit facilities, and financial receivables.

The Group has set up procedures to manage and limit credit risk and counterparty risk.

Trade receivables

Approximately a third of consolidated revenue is generated with public sector or quasi-public sector customers. Moreover, VINCI considers that the concentration of credit risk connected with trade receivables is limited because of the large number of customers and the fact that they are geographically dispersed. No customer accounts for more than 10% of VINCI's revenue. In export markets, the risk of non-payment is covered, as far as possible, by appropriate insurance policies (Coface, documentary credits and other insurance). Information is presented in Note H.19.2, "Breakdown of trade receivables".

Financial instruments (cash investments and derivatives)

Financial instruments (cash investments and derivatives) are set up with financial institutions that meet VINCI's credit rating criteria. The Group has also set up a system of counterparty limits to manage its counterparty risk, along with maximum control ratios of a given instrument. Maximum risk amounts by counterparty are defined taking account of their credit ratings. The limits are regularly monitored and updated on the basis of a consolidated quarterly reporting system.

The Group Finance Department also distributes instructions to subsidiaries laying down the authorised limits by counterparty, the list of authorised UCITS (French subsidiaries) and the selection criteria for money market funds (foreign subsidiaries).

The measurement of the fair value of derivative financial instruments carried by the Group includes a "counterparty risk" component for derivatives carried as assets and a "credit risk" component for derivatives carried as liabilities. Credit risk is measured using standard mathematical models for market participants. At 31 December 2022, adjustments recognised with respect to counterparty risk and own credit risk were not material.



Netting agreements relating to derivative financial instruments

At 31 December 2022 and in accordance with IAS 32, the Group's financial assets and liabilities (including derivative financial instruments) are not netted on the balance sheet, except where the Group has netting agreements. In the event of default by the Group or the financial institutions with which it has contracted, these agreements provide for netting between the fair values of assets and liabilities arising from derivative financial instruments presented in the consolidated balance sheet.

The table below sets out the Group's net exposure arising from these netting agreements:

(in € millions)	31/12/2022			31/12/2021		
	Fair value of derivatives recognised on the balance sheet ^(*)	Impact of netting	Total	Fair value of derivatives recognised on the balance sheet ^(*)	Impact of netting	Total
Derivative financial instruments – assets	498	(185)	313	894	(323)	571
Derivative financial instruments – liabilities	(2,393)	185	(2,208)	(944)	323	(621)
Net derivative instruments	(1,896)		(1,896)	(50)		(50)

(*) Gross amounts as stated on the Group's consolidated balance sheet.

27.4 Management of other risks

Equity risk

At 31 December 2022, the Group held 25,790,809 VINCI shares (representing 4.38% of the share capital) acquired at an average price of €80.95. Increases or decreases in the stock market price of these treasury shares have no impact on the Group's consolidated profit or loss or equity.

In addition, VINCI has an 8% stake in Groupe ADP. At each balance sheet date, this investment is measured at fair value on the basis of the stock market price. A positive or negative change of 100 basis points in the latter would lead respectively to the recognition of an upward or downward €10 million adjustment in the income statement.

Regarding assets to cover retirement benefit obligations, a breakdown by asset type is given in Note K.29.1, "Provisions for retirement benefit obligations".

Inflation risk

Certain Group entities are exposed to inflation risk, particularly London Gatwick airport, since part of its revenue is linked to local inflation. To protect against a fall in inflation, inflation swaps (receiving fixed or floating rate and paying inflation) have been arranged.

Commodity risks

Most of the Group's revenue arises either from contracts that include price revision clauses or under short-term contracts. The risks associated with an increase in commodity prices are therefore generally limited.

For major contracts with no price revision clauses, commodity price risk is analysed on a case-by-case basis and managed, depending on the case, by negotiating firm price agreements with suppliers, cash-and-carry deals or hedging derivatives based on commodity indexes.

VINCI Construction has set up a policy to manage bitumen price risks on part of its exposure through short-maturity hedging derivatives (swaps of less than three months on average). This policy applies to small contracts in France with an average length of less than three months and which do not include price revision clauses.

As part of its business, Cobra IS may enter into energy hedge contracts to mitigate its exposure to adverse changes in electricity and gas prices.

VINCI uses little unprocessed raw material, other than the aggregates produced and used by VINCI Construction.



28. Book and fair value of financial instruments by accounting category

The method of measuring the fair value of financial assets and liabilities has not changed since the 31 December 2021 accounts closing date. The following table shows the carrying amount and fair value of financial assets and liabilities in the balance sheet by accounting category as defined in IFRS 9:

31/12/2022	Accounting categories						Fair value				
	Derivatives at fair value through profit or loss	Derivatives designated as hedges	Financial assets measured at fair value through profit or loss	Financial assets measured at fair value through other comprehensive income	Financial assets at amortised cost	Financial liabilities at amortised cost	Total	Level 1: quoted prices and cash	Level 2: internal model using observable factors	Level 3: internal model using non-observable factors	Total
Equity instruments			1,187	10			1,197	992 ^(*)		205	1,197
Financial assets at amortised cost and PPP financial					1,403		1,403		1,403		1,403
I – Non-current financial assets^(*)	-	-	1,187	10	1,403	-	2,599	992	1,403	205	2,599
II – Derivative financial instruments	35	463					498		498		498
Cash management financial assets			503				503	-	503		503
Financial current accounts – assets					252		252	252			252
Cash equivalents			4,227				4,227	1,327	2,900 ^(**)		4,227
Cash			8,351				8,351	8,351			8,351
III – Current financial assets	-	-	13,081	-	252	-	13,333	9,930	3,403	-	13,333
Total assets	35	463	14,268	10	1,654	-	16,430	10,922	5,303	205	16,430
Bonds						(21,683)	(21,683)	(19,738)	(1,187)		(20,924)
Other bank loans and other financial debt						(4,208)	(4,208)	-	(4,245)		(4,245)
IV – Long-term financial debt	-	-	-	-	-	(25,891)	(25,891)	(19,738)	(5,432)	-	(25,169)
V – Derivative financial instruments	(409)	(1,984)					(2,393)		(2,393)		(2,393)
Other current financial liabilities						(2,923)	(2,923)		(2,923)		(2,923)
Financial current accounts – liabilities						(99)	(99)	(99)			(99)
Bank overdrafts						(1,083)	(1,083)	(1,083)			(1,083)
VI – Current financial liabilities	-	-	-	-	-	(4,106)	(4,106)	(1,183)	(2,923)	-	(4,106)
Total liabilities	(409)	(1,984)	-	-	-	(29,997)	(32,391)	(20,920)	(10,749)	-	(31,669)

(*) Fair value of Groupe ADP shares – see Note E.11, "Other non-current financial assets"

(**) Including the part at less than one year of collateralised loans and receivables – see Note E.11, "Other non-current financial assets" and Note F.14, "PPP financial receivables (controlled companies)"

(***) Mainly comprising certificates of deposit, term deposits and time-deposit accounts



The table below shows the carrying amount and fair value of financial assets and liabilities as reported at 31 December 2021 by accounting category as defined by IFRS 9.

31/12/2021	Accounting categories						Fair value				
	Derivatives at fair value through profit or loss	Derivatives designated as hedges	Financial assets measured at fair value through profit or loss	Financial assets measured at fair value through other comprehensive income	Financial assets at amortised cost	Financial liabilities at amortised cost	Total	Level 1: quoted prices and cash	Level 2: internal model using observable factors	Level 3: internal model using non-observable factors	Total
Equity instruments			1,069	9			1,078	898 ⁽¹⁾		180	1,078
Financial assets at amortised cost and					1,372		1,372		1,372		1,372
I – Non-current financial assets⁽²⁾	-	-	1,069	9	1,372	-	2,450	898	1,372	180	2,450
II – Derivative financial instruments	128	767					894		894		894
Cash management financial assets			114				114	-	114		114
Financial current accounts – assets			-		86		86	86			86
Cash equivalents			3,042				3,042	732	2,310 ⁽³⁾		3,042
Cash			8,022				8,022	8,022			8,022
III – Current financial assets	-	-	11,178	-	86	-	11,264	8,841	2,423	-	11,264
Total assets	128	767	12,247	9	1,458	-	14,609	9,739	4,690	180	14,609
Bonds						(24,952)	(24,952)	(24,472)	(1,309)		(25,782)
Other bank loans and other financial debt						(3,545)	(3,545)	-	(3,592)		(3,592)
IV – Long-term financial debt	-	-	-	-	-	-	(28,497)	(24,472)	(4,902)	-	(29,374)
V – Derivative financial instruments	(488)	(456)					(944)		(944)		(944)
Other current financial liabilities						(1,304) ⁽⁴⁾	(1,304) ⁽⁴⁾		(1,304)		(1,304)
Financial current accounts – liabilities						(61)	(61)	(61)			(61)
Bank overdrafts						(876)	(876)	(876)			(876)
VI – Current financial liabilities	-	-	-	-	-	-	(2,241)⁽⁴⁾	(937)	(1,304)	-	(2,241)
Total liabilities	(488)	(456)	-	-	-	-	(30,738)⁽⁴⁾	(25,409)	(7,149)	-	(32,559)

(1) Fair value of Groupe ADP shares – see Note E.11, "Other non-current financial assets".

(2) See Note E.11, "Other non-current financial assets" and Note F.14, "PPP financial receivables (controlled companies)".

(3) Mainly comprising certificates of deposit, term deposits and time-deposit accounts.

(4) Amounts adjusted following the final purchase price allocation for Cobra IS, acquired on 31 December 2021. See Note B.2, "Changes in consolidation scope in previous periods".

K. Employee benefits and share-based payments

29. Provisions for employee benefits

At 31 December 2022, the part at more than one year of provisions for employee benefits broke down as follows:

<i>(in € millions)</i>	Note	31/12/2022	31/12/2021
Provisions for retirement benefit obligations	29.1	1,064	1,357
Long-term employee benefits	29.2	86	102
Total provisions for employee benefits		1,149	1,459

29.1 Provisions for retirement benefit obligations

Accounting policies

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

Under IAS 19, 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 consolidated balance sheet. That recognition is subject to asset ceiling rules and minimum funding requirements set out in IFRIC 14.

The expense recognised under operating income or loss in each period comprises the current service cost and the effects of any change, reduction or winding up of the plan. The accretion impact recognised on actuarial liabilities and interest income on plan assets are recognised under other financial income and expenses. Interest income from plan assets is calculated using the discount rate used to calculate obligations with respect to defined benefit plans.

The impacts of remeasuring net liabilities relating to defined benefit pension plans are recorded under other comprehensive income. They comprise the following:

- actuarial gains and losses on obligations resulting from changes in actuarial assumptions and from experience adjustments (the effects of differences between the actuarial assumptions adopted and that which has actually occurred);
- plan asset outperformance/underperformance (i.e. the difference between the effective return on plan assets and the return calculated using the discount rate applied to the actuarial liability); and
- changes in the asset ceiling effect.

At 31 December 2022, provisions for retirement benefit obligations comprised provisions for lump sums on retirement and provisions with respect to obligations for supplementary retirement benefits.

<i>(in € millions)</i>	31/12/2022	31/12/2021
At more than one year	1,064	1,357
At less than one year ^(*)	53	51
Total provisions for retirement benefit obligations	1,117	1,408

(*) The part of provisions for retirement benefit obligations that matures within less than one year is shown under "Other current liabilities".

The VINCI Group's main supplementary retirement benefit obligations relate to defined benefit plans, which have the following characteristics:

- For French subsidiaries, these are contractual lump sums paid on retirement (generally based on a percentage of final salary, depending on the employee's length of service and applicable collective agreements), supplementary defined benefit retirement plans of which some of the Group's employees, retired employees and officers are members, and a specific obligation in respect of the former Vice-Chairman of VINCI SA's Board of Directors.

Some plans, of which several Group executives are members, are pre-financed through two insurance policies taken out with Cardif and one policy taken out with Allianz. These policies involve active management with reference to composite indexes, and aim to achieve a good balance between the expected return on investments and the associated risks. Sufficient liquidity, in view of the timescale of plan liabilities, is maintained so that pensions and other one-off payments can be met. These plans are closed to new members.

- To cover the liabilities of some UK and Swiss subsidiaries, plans are funded through independent pension funds.

In the UK, defined benefit plans for certain Group employees and former employees give rise to benefits that are mainly based on final salaries. They also provide benefits in the event of death and disability. These plans are closed to new members.

At 31 December 2022, 6,319 individuals, including 3,191 retirees, were covered by the plans. The average duration of the plans is 15 years.



The investment strategy for plan assets is defined by the trustees representing the pension funds. Contribution schedules and the plan's level of funding are determined by the employer and the trustee, based on three-yearly actuarial valuations. Contribution schedules are intended to cover future service costs and any deficit arising from vested rights.

In Switzerland, plans for the Group's employees and former employees (2,846 people at 31 December 2022, of which over 90% are active) are "cash balance" pension plans that guarantee their members a minimum return on their contributions. They provide benefits in the event of death or disability, along with a pension when members stop working. These plans are open to new members. Their duration is around 10 years.

- For German subsidiaries, there are several internal plans within the Group, including so-called "direct promises" plans. These plans provide members with pensions or death and disability benefits. At 31 December 2022, 9,152 individuals were covered by the plans, including 5,554 retirees, 2,259 people working for Group subsidiaries and 1,339 people who were generally still working but no longer working for the Group. Most of these plans were closed at 31 December 2022. Their average duration is 11 years.

Commitments relating to lump sum payments on retirement for manual construction workers in France, which are met by contributions to an outside multi-employer insurance fund (CNPO), are considered as being under defined contribution plans and are therefore recognised as an expense as and when contributions are payable.

The main retirement benefit obligations covered by provisions recognised in the balance sheet are calculated using the following assumptions:

Assumptions	Eurozone		United Kingdom		Switzerland	
	31/12/2022	31/12/2021	31/12/2022	31/12/2021	31/12/2022	31/12/2021
Discount rate	3.25%	1.05%	4.65% - 4.75%	1.65% - 1.70%	2.05%	0.30%
Inflation rate	2.00%	1.80%	2.25% - 2.55% ^(*) 3.05% - 3.15% ^(**)	2.30% - 2.65% ^(*) 3.10% - 3.25% ^(**)	1.10%	1.10%
Rate of salary increases	2.10% - 4.40%	2.10% - 4.00%	1.00% - 3.65%	1.00% - 3.45%	1.60%	1.60%
Rate of pension increases	2.00%	1.80%	2.76% - 3.85%	2.36% - 3.75%	n/a	n/a

(*) CPI.
(**) RPI.

Discount rates have been determined by geographical area on the basis of the yields on private sector bonds with a rating of AA and whose maturities correspond to the plans' expected cash flow.

The other local actuarial assumptions (economic and demographic assumptions) are set on the basis of the specific features of each of the countries in question.

Plan assets are valued at their fair value at 31 December 2022. The book value at 31 December 2022 is used for assets invested with insurance companies.

On the basis of the actuarial assumptions referred to above, details of the retirement benefit obligations, provisions recognised in the balance sheet, and the retirement benefit expenses recognised in 2022 are provided below.



Result of actuarial valuations in the period

Breakdown by type of obligation

(in € millions)	31/12/2022			31/12/2021		
	Lump sums paid on retirement in France	Pensions, supplementary pensions and other	Total	Lump sums paid on retirement in France	Pensions, supplementary pensions and other	Total
Actuarial liability from retirement benefit obligations	641	2,116	2,757	754	3,030	3,783
Plan assets at fair value	34	1,882	1,916	38	2,492	2,530
Deficit (or surplus)	607	234	841	716	538	1,254
Provision recognised under liabilities on the balance sheet	I	607	510	1,117	716	1,408
Overfunded plans recognised under assets on the balance sheet	II	-	178	-	110	110
Asset ceiling effect (IFRIC 14) ^(*)	III	-	98	-	44	44
Total	I-II-III	607	234	841	538	1,254

(*) Effect of asset ceiling rules and minimum funding requirements

Overall, the proportion of obligations relating to retired beneficiaries was around 32% of the total actuarial liability from retirement benefit obligations at 31 December 2022.

Breakdown by country

(in € millions)	31/12/2022					Total
	France	Germany	United Kingdom	Switzerland	Other countries	
Actuarial liability from retirement benefit obligations	835	334	937	496	155	2,757
Plan assets at fair value	136	7	1,052	586	135	1,916
Deficit (or surplus)	698	327	(114)	(90)	20	841
Provision recognised under liabilities on the balance sheet	I	708	327	36	43	1,117
Overfunded plans recognised under assets on the balance sheet	II	10	-	150	15	178
Asset ceiling effect (IFRIC 14) ^(*)	III	-	-	-	8	98
Total	I-II-III	698	327	(114)	(90)	841

(*) Effect of asset ceiling rules and minimum funding requirements

(in € millions)	31/12/2021					Total
	France	Germany	United Kingdom	Switzerland	Other countries	
Actuarial liability from retirement benefit obligations	993	436	1,642	547	165	3,783
Plan assets at fair value	142	9	1,635	583	160	2,530
Deficit (or surplus)	851	427	7	(36)	5	1,254
Provision recognised under liabilities on the balance sheet	I	859	427	88	30	1,408
Overfunded plans recognised under assets on the balance sheet	II	-	-	81	27	110
Asset ceiling effect (IFRIC 14) ^(*)	III	-	-	-	6	44
Total	I-II-III	859	427	7	(36)	1,254

(*) Effect of asset ceiling rules and minimum funding requirements



Change in actuarial liability and plan assets

<i>(in € millions)</i>	2022	2021
Actuarial liability from retirement benefit obligations		
At beginning of period	3,783	3,625
<i>of which obligations covered by plan assets</i>	<i>2,717</i>	<i>2,538</i>
Current service cost	88	91
Actuarial liability discount cost	46	41
Past service cost (plan changes and curtailments)	(22)	(4)
Plan settlements	-	-
Actuarial gains and losses recognised in other comprehensive income	(971)	2
<i>of which impact of changes in demographic assumptions</i>	<i>(6)</i>	<i>(22)</i>
<i>of which impact of changes in financial assumptions</i>	<i>(1,114)</i>	<i>48</i>
<i>of which experience gains and losses</i>	<i>149</i>	<i>(24)</i>
Benefits paid to beneficiaries	(159)	(126)
Employee contributions	15	14
Business combinations	1	1
Disposals of companies and other assets	15	4
Currency translation differences	(39)	135
At end of period	I 2,757	3,783
<i>of which obligations covered by plan assets</i>	<i>1,849</i>	<i>2,717</i>
Plan assets		
At beginning of period	2,530	2,140
Interest income during period	33	27
Actuarial gains and losses recognised in other comprehensive income ^(*)	(557)	208
Plan settlements	-	-
Benefits paid to beneficiaries	(98)	(55)
Contributions paid to funds by the employer	39	64
Contributions paid to funds by employees	15	13
Business combinations	-	-
Disposals of companies and other assets	(4)	2
Currency translation differences	(42)	130
At end of period	II 1,916	2,530
Deficit (or surplus)	I-II 841	1,254

(*) Experience gains and losses corresponding to the observed difference between the actual return on plan assets and a nominal return based on the discount rate for the actuarial liability.

VINCI estimates the payments to be made in 2023 in respect of retirement benefit obligations at €107 million, comprising €57 million of benefits to be paid to retired employees or beneficiaries (benefits not covered by plan assets), and €50 million of contributions to be paid to fund managing bodies.

Pension funds are also likely to pay €123 million of benefits to retired employees or their beneficiaries, without any impact on the Group's cash position.



Change in provisions for retirement benefit obligations during the period

<i>(in € millions)</i>	2022	2021
Provisions for retirement benefit obligations recognised under liabilities on the balance sheet		
At beginning of period	1,408	1,490
Total charge recognised with respect to retirement benefit obligations	80	103
Actuarial gains and losses recognised in other comprehensive income	(414)	(206)
Benefits paid to beneficiaries by the employer	(61)	(70)
Contributions paid to funds by the employer	(39)	(64)
Business combinations and disposals of companies	1	1
Asset ceiling effect (IFRIC 14) and overfunded plans	135	147
Currency translation differences	5	6
At end of period	1,117	1,408

Breakdown of expenses recognised in respect of defined benefit plans

<i>(in € millions)</i>	2022	2021
Current service cost	(88)	(91)
Actuarial liability discount cost	(46)	(41)
Interest income on plan assets	33	27
Past service cost (plan changes and curtailments)	22	4
Impact of plan settlements and other	(1)	(2)
Total	(80)	(103)

Breakdown of plan assets by country and type of investment

The breakdown of plan assets by type of investment is as follows:

	31/12/2022				Weighted average
	United Kingdom	Switzerland	France	Other countries	
Breakdown of plan assets					
Equities	15%	34%	17%	26%	22%
Bonds	31%	35%	22%	23%	31%
Property	10%	25%	5%	10%	14%
Money market securities	8%	6%	1%	1%	6%
Other investments	37%	0%	55%	41%	27%
Total	100%	100%	100%	100%	100%
Plan assets (in € millions)	1,052	586	136	142	1,916
Plan assets by country (% of total)	55%	31%	7%	7%	100%

	31/12/2021				Weighted average
	United Kingdom	Switzerland	France	Other countries	
Breakdown of plan assets					
Equities	17%	32%	18%	30%	22%
Bonds	25%	41%	28%	21%	28%
Property	6%	22%	4%	8%	10%
Money market securities	4%	6%	1%	1%	4%
Other investments	48%	0%	50%	41%	37%
Total	100%	100%	100%	100%	100%
Plan assets (in € millions)	1,635	583	142	169	2,530
Plan assets by country (% of total)	65%	23%	6%	7%	100%

At 31 December 2022, the amount of plan assets listed on active markets (fair value level 1 as defined by IFRS 13) was €1,417 million (€2,128 million at 31 December 2021). During the period, the actual rate of return on plan assets was -30% in the UK, -6% in Switzerland and -1% in France.



Sensitivity analysis

For all post-employment benefit plans for Group employees (lump sums paid on retirement, pensions and supplementary pensions), a 0.5 point rise in the discount rate would decrease the actuarial liability by around 6%.

For all pension and supplementary pension plans in force within the Group, a 0.5 point increase in long-term inflation rates would increase the value of obligations by some 4%.

For pension and supplementary pension plans in Switzerland and the UK, sensitivity to mortality rates is calculated based on a one-year reduction in the age of each beneficiary. Applying this assumption increases the corresponding obligation by around 1%.

Expenses recognised in respect of defined contribution plans

In some countries, and more especially in France and Spain, the Group contributes to basic state pension plans, for which the expense recognised is the amount of the contributions called by the state bodies. These state pension plans are considered as being defined contribution plans.

The amounts taken as an expense in the period in respect of defined contribution plans (other than basic state plans) totalled €691 million in 2022 (€647 million in 2021). These amounts include the contributions paid in France to the external multi-employer fund (CNPO) in respect of obligations in regard to lump sums paid on retirement to construction workers.

29.2 Other employee benefits

Provisions for other employee benefits mainly include long-service bonuses and jubilee bonuses.

At 31 December 2022, they amounted to €98 million, including €11 million for the part at less than one year (€114 million including €12 million for the part at less than one year at 31 December 2021).

Provisions for long-service bonuses and jubilee bonuses have been calculated using the following actuarial assumptions:

	31/12/2022	31/12/2021
Discount rate	3.75%	1.05%
Inflation rate	2.00%	1.80%
Rate of salary increases	2.00% - 3.00%	1.80% - 2.80%

30. Share-based payments

Accounting policies

The measurement and recognition methods for share subscription plans, Group savings plans and performance share plans, are defined by IFRS 2 "Share-based Payment". The granting of performance shares and offers to subscribe to Group savings plans in France and abroad represent a benefit granted to their beneficiaries and therefore constitute supplementary remuneration borne by VINCI.

Because such transactions do not give rise to monetary transactions, the benefits granted in this way are recognised as expenses in the period in which the rights are acquired, with a corresponding increase in equity. Benefits are measured by an external actuary on the basis of the fair value, at the grant date, of the equity instruments granted.

Benefits arising from awards of performance shares and Group savings plans are granted as decided by VINCI's Board of Directors after approval at the Shareholders' General Meeting. Since their measurement is not entirely linked to operational activity, it has been deemed appropriate not to include the corresponding expense in operating income from ordinary activities, which is an indicator of business lines' performance, but to report it on a separate line, labelled "Share-based payment expense (IFRS 2)", in recurring operating income.

30.1 Performance shares

Performance shares have been granted to certain Group employees and senior executives. Under the corresponding plans, definitive vesting of the shares is conditional on beneficiaries being employed by the Group at the end of the vesting period and on performance conditions being met.

Information on changes in performance share plans currently in force

	31/12/2022	31/12/2021
Number of shares granted subject to performance conditions at beginning of period	7,173,432	7,034,538
Shares granted subject to performance conditions	2,489,710	2,489,680
Shares vested	(1,826,223)	(1,929,768)
Shares cancelled	(658,710)	(421,018)
Number of shares granted subject to performance conditions not vested at end of period	7,178,209	7,173,432

Information on the features of the performance share plans currently in force

	Plan set up on 12/04/2022	Plan set up on 08/04/2021	Plan set up on 09/04/2020	Plan set up on 17/04/2019
Original number of beneficiaries	4,114	3,960	3,529	3,271
Vesting date of the shares granted	12/04/2025	08/04/2024	09/04/2023	17/04/2022
Number of shares granted subject to performance conditions originally^(*)	2,489,710	2,489,680	2,365,032	2,453,497
Shares cancelled	(27,830)	(44,160)	(86,278)	(626,264)
Shares vested	(750)	(2,575)	(4,620)	(1,827,233)
Number of shares granted subject to performance conditions at end of period	2,461,130	2,442,945	2,274,134	-

(*) This includes shares granted to the Chief Executive Officer under a plan set up in accordance with ordinary law and subject to the same performance conditions.

On 3 February 2022, VINCI's Board of Directors decided that 80% of the performance shares initially granted under the 2019 plan (i.e. 1,827,073 shares) would vest for beneficiaries having remained with the Group (i.e. 2,970 employees). That percentage reflects the fact that the external economic performance criterion (20% weighting) was not fulfilled: the difference between VINCI's TSR (total shareholder return) calculated between 1 January 2019 and 31 December 2021 (38.9%) and that of the CAC 40 over the same period (63.5%) was negative by 2.5 percentage points, and so no shares vested in respect of this criterion. The internal economic performance criterion and the external environmental criterion (65% and 15% weightings respectively) were 100% fulfilled.

On 12 April 2022, VINCI's Board of Directors decided to set up a new performance share plan involving a grant of 2,489,710 shares subject to performance conditions to 4,114 employees. These shares will not vest until a three-year period has elapsed, subject to beneficiaries being employed by the Group until the end of the vesting period and to the fulfilment of the following performance conditions:

- An economic criterion (50% weighting) measuring value creation. This will be determined depending on the ratio of the return on capital employed (ROCE, determined after deconsolidation of the airports business and until global airport traffic has returned to 2019 levels over a full year according to IATA figures), calculated as an average over a three-year period, to the weighted average cost of capital (WACC), also calculated as an average over a three-year period. The vesting percentage will vary between 0% if the ratio is 1.0x or lower and 100% if the ratio is 1.25x or higher, with linear interpolation between the two limits of this range.
- Financial criteria (25% weighting) including:
 - a) Relative stock market performance (12.5%), measuring VINCI's share price performance by comparison with a composite industry index, calculated on the basis of the stock market valuations of a list of companies with business activities similar to those of VINCI. This relative performance corresponds to the difference, ascertained at 31 December 2024, between the following two indicators:
 - the total shareholder return (TSR) for the VINCI share between 1 January 2022 and 31 December 2024;



- the TSR for the composite industry index between 1 January 2022 and 31 December 2024.

Total shareholder returns include dividends.

The vesting percentage will vary between 0% if the difference is negative by 5 percentage points or more and 100% if the difference is positive by 5 percentage points or more, with linear interpolation between the two limits of this range.

b) The Group's ability to manage its debt and generate cash flows in line with its level of debt. This will be measured by the FFO (funds from operations)/net debt ratio, determined according to the methodology of rating agency Standard & Poor's and calculated as an average over a three-year period. The vesting percentage will vary between 0% if the ratio is 15% or lower and 100% if the ratio is 20% or higher, with linear interpolation between the two limits of this range.

- Environmental, social and governance criteria (25% weighting) comprising:
 - a) an external environmental criterion (15% weighting) measured by the Climate Change score received each year by VINCI from CDP Worldwide in respect of the 2022, 2023 and 2024 financial years;
 - b) a safety criterion (5% weighting) measuring the Group's safety performance, based on the frequency rate of workplace accidents with at least 24 hours of lost time per million hours worked for VINCI employees worldwide;
 - c) a criterion relating to increasing female representation (5% weighting) measuring the increase in the percentage of women hired or promoted to management positions across the Group's whole scope.

The Board of Directors may adjust these performance conditions either in the event of a strategic decision that changes the scope of the Group's business activities or under exceptional circumstances.

Fair value of the performance share plans

The fair value of the performance shares has been calculated by an external actuary at the respective grant dates of the shares on the basis of the following characteristics and assumptions:

	2022 plan	2021 plan	2020 plan ^(*)	2019 plan
VINCI share price on date plan was announced (in €)	90.91	90.70	76.50	89.68
Fair value per performance share at grant date (in €)	76.85	78.64	61.69	74.84
Fair value compared with share price at grant date	84.53%	86.70%	80.64%	83.45%
Original maturity (in years) – vesting period	3 years	3 years	3 years	3 years
Risk-free interest rate ^(*)	0.52%	-0.64%	-0.44%	-0.40%

(*) Three-year government bond yield in the eurozone.

(**) Excluding the 2020 long-term incentive plan granted to the executive company officer, for which the fair value per performance share at the grant date (18 June 2020) was €73.05.

An expense of €164 million was recognised in 2022 in respect of performance share plans that have not yet vested (April 2022, April 2021 and April 2020 plans, and end of the April 2019 plan), compared with €143 million in 2021 (April 2021, April 2020 and April 2019 plans, and end of the April 2018 plan).

30.2 Group savings plans

VINCI's Board of Directors defines the conditions for subscribing to Group savings plans in accordance with the authorisations given to it by shareholders at the Shareholders' General Meeting.

Group savings plan – France

In France, VINCI generally issues new shares reserved for employees three times a year at a subscription price that includes a 5% discount against the average stock market price over 20 trading days before the Board of Directors meeting that set the subscription price. Subscribers also benefit from an employer contribution with an annual maximum of €3,500 per person. The subscription period for each capital increase is around four months. The shares subscribed with the employer contribution are subject to a five-year lock-up period. The benefits granted in this way to Group employees are measured at fair value on the date of the Board decision in relation to the plan, and recognised in profit or loss on the same date, in accordance with IFRS 2.

The estimated number of shares subscribed to at the end of the subscription period is calculated using a method that apportions individual subscriptions based on historical data observed in relation to the 2018, 2019 and 2021 plans (2020 plans are excluded due to the exceptional nature of that year).



	2022		
	First four-month period of 2023 (1 January – 30 April 2023)	Third four-month period of 2022 (1 September – 31 December 2022)	Second four-month period of 2022 (1 May – 31 August 2022)
Group savings plan – France			
Subscription price (in €)	80.08	85.51	91.92
Share price at date of Board of Directors' meeting	86.55	84.76	97.57
Estimated number of shares subscribed	1,989,627	415,351	1,033,690
Estimated number of shares issued (subscriptions plus employer contribution)	3,228,016	653,224	1,581,051

	2021		
	First four-month period of 2022 (1 January – 30 April 2022)	Third four-month period of 2021 (1 September – 31 December 2021)	Second four-month period of 2021 (1 May – 31 August 2021)
Group savings plan – France			
Subscription price (in €)	85.59	89.08	77.83
Share price at date of Board of Directors' meeting	91.47	95.73	81.30
Estimated number of shares subscribed	1,861,541	412,896	1,661,792
Estimated number of shares issued (subscriptions plus employer contribution)	3,020,207	672,572	2,570,257

Group savings plan – international

In 2022, in accordance with authorisations given to the Board of Directors by shareholders at the Shareholders' General Meeting, VINCI initiated new savings plans for the employees of certain foreign subsidiaries. Known as Castor International, the plan covers 45 countries, representing 93% of Group revenue and 86% of the Group's workforce outside France.

The main characteristics of this plan are as follows:

- subscription period: from 16 May to 3 June 2022 for all countries except the United Kingdom (seven successive subscription periods between March and September 2022);
- employer contribution consisting of bonus shares, with delivery deferred for three years where possible, or with immediate delivery but a three-year vesting period;
- no lock-up period beyond the three-year vesting period for bonus shares.

Castor International plan (excluding the UK)	2022	2021	2020	2019
Subscription price (in €)	91.71	91.72	73.41	88.08
Closing share price on the last day of the subscription period (in €)	90.14	93.45	90.32	90.28
Anticipated dividend pay-out rate	4.06%	2.97%	2.51%	2.60%
Fair value of bonus shares on the last day of the subscription period (in €)	79.81	85.47	83.78	83.60

The expense recognised in 2022 for all Group employee savings plans amounted to €192 million (€145 million in 2021).



L. Other notes

31. Related party transactions

The Group's transactions with related parties mainly concern the following:

- remuneration and similar benefits paid to members of the governing and management bodies;
- transactions with companies over which VINCI exercises significant influence or joint ventures over which VINCI has joint control.

Transactions with related parties are undertaken at market prices.

31.1 Remuneration and similar benefits paid to members of the governing and management bodies

The remuneration of the Group's company officers is determined by the Board of Directors following proposals from the Remuneration Committee.

The table below shows the remuneration and similar benefits, on a full-year basis, granted by VINCI SA and the companies that it controls to persons who, at the balance sheet date are (or, during the period, have been), members of the Group's governing bodies and Executive Committee. The corresponding amounts have been recognised and expensed in 2022 and 2021 as follows:

<i>(in € thousands)</i>	Members of governing bodies and the Executive Committee	
	2022	2021
Remuneration	15,880	11,576
Employer social contributions	7,340	8,449
Post-employment benefits	1,863	2,320
Termination benefits	-	3,102
Share-based payments ^(*)	8,178	9,647
Remuneration as Board members	1,277	1,379

(*) This amount is determined in accordance with IFRS 2 and as described in Note K30, "Share-based payments".

The variable portion of remuneration and similar benefits relating to 2022 is an estimate, for which a provision has been taken in the period.

The aggregate amount of retirement benefit obligations (contractual lump sums payable on retirement and supplementary defined benefit plans) in favour of members of the Group's governing bodies and Executive Committee amounted to €58 million at 31 December 2022 (€75 million at 31 December 2021).

31.2 Other related parties

Qatar Holding LLC owned 3.3% of VINCI at 31 December 2022. VINCI Construction Grands Projets (49%) and Qatari Diar Real Estate Investment Company (QD, 51%) jointly own Qatari Diar VINCI Construction (QDVC), which is accounted for under the equity method. This company carries out construction projects in Qatar and international markets. It generated revenue of €322 million in 2022.

Group companies can also carry out work for principals in which QD may have a shareholding.

The Group has normal but non-material business relations with companies in which members of the VINCI Board of Directors are senior executives or directors.

Financial information on companies accounted for under the equity method is given in Note E.10.2, "Aggregated financial information".

32. Statutory Auditors' fees

As recommended by the AMF, this table includes only fully consolidated companies.

(in € millions)	Deloitte 2022				PwC 2022				KPMG 2022 ^(*)			
	Statutory Auditor (Deloitte & Associés)	Network	Total Deloitte	%	Statutory Auditor (PwC Audit)	Network	Total PwC	%	Statutory Auditor (KPMG Audit IS)	Network	Total KPMG	%
Certification, half-year limited review of statutory and consolidated financial information												
VINCI SA	0.4	-	0.4	2%	0.4	-	0.4	3%	-	-	-	0%
Fully consolidated subsidiaries	6.5	7.0	13.6	83%	4.6	4.4	9.0	77%	2.0	0.8	2.8	84%
Subtotal	6.9	7.0	14.0	86%	5.0	4.4	9.4	81%	2.0	0.8	2.8	84%
Services other than certification of accounts^(*)												
VINCI SA	0.5	-	0.5	3%	0.3	-	0.3	3%	-	-	-	0%
Fully consolidated subsidiaries	0.2	1.6	1.8	11%	0.1	1.8	1.9	17%	0.1	0.5	0.5	16%
Subtotal	0.7	1.6	2.3	14%	0.4	1.8	2.2	19%	0.1	0.5	0.5	16%
Total	7.7	8.6	16.3	100%	5.4	6.3	11.7	100%	2.1	1.2	3.4	100%

(*) Services other than certification of accounts include services required by regulations and those provided at the request of controlled entities: contractual audits, comfort letters, audit certificates, agreed procedures, consulting and assignments relating to changes in accounting standards, due diligence procedures for acquisitions, audits of procedures and information systems, and tax services that do not impair auditor independence.

(**) Statutory Auditor for certain Group subsidiaries.

M. Note on litigation

The companies comprising the VINCI Group are sometimes involved in litigation arising from their activities. The related risks are assessed by VINCI and the subsidiaries involved on the basis of their knowledge of the cases, and provisions are taken in consequence as appropriate.

The main legal, administrative or arbitration proceedings that were in progress on or had ended by 31 December 2022 were as follows:

- In a judgment handed down on 17 December 2013, the Paris Regional Court declared time-barred and inadmissible a claim by Région Île-de-France (the regional authority for the Greater Paris area) for compensation for the harm it purportedly suffered because of the anti-competitive practices penalised by the Conseil de la Concurrence^(*) on 9 May 2007 in relation to the programme to refurbish schools in the Greater Paris area between 1989 and 1996. After that judgment, on 16 November 2015, the *tribunal des conflits* (jurisdiction court) declared the ordinary courts not competent to decide the dispute between the regional authority and various construction companies. More than two years after the jurisdiction court's decision, the regional authority made 88 applications to the Paris Administrative Court relating to an equal number of school refurbishment contracts, claiming €293 million of damages from 14 companies – including several Group companies – and 11 individuals. In late July 2019, the Paris Administrative Court dismissed Région Île-de-France's claims. The regional authority is appealing against those decisions. On 19 February 2021, in its judgments in two of the 88 sets of proceedings, the Paris Administrative Appeal Court took the view that Région Île-de-France's action would not be time-barred, that the regional authority would therefore have grounds to ask the court to find the defendants jointly and severally liable, but that its wrongdoing reduced the defendants' liability by a third, and ordered an expert opinion to determine any harm suffered by Région Île-de-France. The defendants have lodged an appeal at last instance against these two judgments before the Conseil d'État, and the other 86 sets of proceedings remain adjourned. In a hearing of 5 July 2022, the reporting judge found that the action was time-barred and that Région Île-de-France's claims should be rejected. However, the Conseil d'État decided to defer its consideration of the case until a later date. In the meantime, the submission of the expert opinion has been postponed. The Group takes the view that these proceedings, whose origin dates back more than 30 years and which concerns a claim that has already been found to be time-barred in 2013 and then again in 2019, represent a contingent liability whose impact it is unable to measure.
- In August 2019, after the French government notified its intention to terminate early the concession contract relating to the Notre-Dame-des-Landes, Nantes Atlantique and Saint-Nazaire Montoir airports, Aéroports du Grand Ouest (AGO) twice sought to commence the conciliation

(*) Now known as the Autorité de la Concurrence.



procedure provided for in Article 94 of the concession contract. The government refused to comply and, through an order dated 24 October 2019, declared that the concession contract had been terminated for public interest reasons. On 5 December 2019, to safeguard its right to compensation, AGO sent to the government an initial compensation request and, on 6 December 2019, it filed an application to the Nantes Administrative Court to challenge the termination order. In its application, AGO reiterated that it was prepared to commence, as an alternative, a mediation procedure under Article L213-7 of the French Code of Administrative Justice, to try to reach a balanced agreement that would resolve the dispute. On 3 June 2021, AGO received the government's defence, sent by the Nantes Administrative Court. On 30 June 2021, the President of the Nantes Administrative Court proposed a mediation procedure to the parties, pursuant to Article L213-7 of the French Code of Administrative Justice. AGO accepted this proposed mediation, but the latter was not able to take place due to the government's refusal to implement the procedure. The dispute is therefore still ongoing before the Nantes Administrative Court. As the matter currently stands, the Group is not able to assess the impact of this situation.

- The Czech Republic's roads and motorways department (RSD) has made several claims against Eurovia CS, a Eurovia subsidiary based in the Czech Republic, as well as other non-Group companies. These claims concern works carried out between 2003 and 2007 in building the D47 motorway. Since late 2012, the RSD has brought several arbitration and legal proceedings mainly to seek damages for what the RSD alleges was defective work affecting the roads and engineering structures that were built as well as additional compensation for various other losses. Repairs have been carried out since the start of 2014, costing substantially less than the amount sought by the RSD. A partial arbitration decision was handed down in June 2021. The corresponding works are expected to be completed by the end of 2022 for amounts that are also considerably lower than those sought by the RSD. An arbitration decision is pending for two other motorway sections and civil proceedings have been brought in relation to a fourth section. Regarding the claims relating mainly to defective work and covered by the proceedings already under way, the RSD is claiming damages of 3.1 billion Czech koruna, of which Eurovia CS's share would be around 75%. In view of its current status and its latest developments, the Group considers that this dispute will not have a material effect on its financial situation.

- Soletanche Bachy France had submitted a request for arbitration to the International Chamber of Commerce after ACT (Aqaba Container Terminal) terminated a contract for the construction of an extension to a container terminal in the port of Aqaba in Jordan. The company was disputing the grounds for terminating the contract, and was claiming \$10 million in damages. ACT contended that it had valid grounds for terminating the contract and that it had incurred additional costs in completing the works, and was counter-claiming \$44 million in damages. The arbitration tribunal, in an arbitration award dated 30 August 2017 amended by two awards dated 28 September 2017 and 1 May 2018, dismissed the company's claim and ordered it to pay ACT \$38.3 million plus \$9.1 million of legal expenses. The company has commenced proceedings to oppose the execution of that decision and against the joint contractors. In a judgment on 25 May 2022, the Cour de Cassation dismissed Soletanche Bachy France's appeal against the judgment of the Paris Appeal Court that had made the arbitration award of 30 August 2017 enforceable, thereby bringing the proceedings to an end. Given the provisions it has set aside, the Group considers, in view of the current situation, that this dispute will not have any material effect on its financial situation.

- On 6 November 2019, the Metropolitan Municipality of Lima (Peru) commenced arbitration proceedings against Lima Expressa, the concession holder of the Línea Amarilla motorway, before the International Arbitration Chamber of Paris. The Metropolitan Municipality of Lima's main claim, as concession grantor, relates to the termination of the 12 November 2009 concession contract and to the series of amendments to that contract. Lima Expressa is contesting the Metropolitan Municipality of Lima's claims based on allegations of bribery prior to the Group's acquisition of Lima Expressa in 2016, and has filed a counterclaim. In addition, in proceedings against a former public official of the Metropolitan Municipality of Lima, Lima Expressa was ordered at first instance to pay civil compensation amounting to around 25 million Peruvian sols. In two other sets of criminal proceedings currently taking place against an ex-mayor of Lima, the public prosecutors have requested that Lima Expressa's civil liability be invoked. Lima Expressa is disputing these requests in each set of proceedings. The Group takes the view that these proceedings represent a contingent liability whose impact it is unable to measure.

- On 12 May 2015, VINCI Construction Grands Projets formed a non-incorporated joint venture with Italian company Astaldi. The entity was created for the purpose of carrying out construction works on the new Santiago airport in Chile under an engineering, procurement and construction contract formed on 18 November 2015 with the concession holder Sociedad Concesionaria Nuevo Pudahuel. VINCI Construction Grands Projets and Astaldi have equal interests in the joint venture. A dispute has arisen between VINCI Construction Grands Projets and Astaldi regarding (i) allegations of mismanagement made by Astaldi against VINCI Construction Grands Projets, which VINCI Construction Grands Projets rejects entirely, and (ii) VINCI Construction Grands Projets' exclusion of Astaldi from the joint venture's governance because of misconduct by Astaldi, which is disputed by Astaldi. Astaldi commenced arbitration proceedings against VINCI Construction Grands Projets on 14 December 2020 before the International Chamber of Commerce. In a letter dated 28 December 2020, Astaldi stated that the amount it was claiming was around €150 million. VINCI Construction Grands Projets entirely disputes the compensation sought by Astaldi and has made a counterclaim aimed at (i) forcing Astaldi to pay its share of the loss suffered by the consortium at the time of its exclusion and (ii) forcing Astaldi to reimburse its share of the calls for funds made during the works, which total €59.6 million. An initial arbitral tribunal, the seat of which is in Geneva, was constituted on 14 June 2021. Subsequently, following Astaldi's acquisition by Webuild, on 25 November 2021 VINCI Construction Grands Projets commenced new arbitration proceedings against Webuild, without abandoning its counterclaim against Astaldi. VINCI Construction Grands Projets' view is that since the date of the aforementioned acquisition (1 August 2021), Webuild became liable for the compensation it is claiming from Astaldi in relation to the airport construction work. This is disputed by Webuild. Subsequently, on 11 March 2022, the International Chamber of Commerce's International Court of Arbitration joined the two existing sets of proceedings into a new set of proceedings. The arbitral tribunal then resigned and on 3 June 2022 the same International Court of Arbitration, noting that the parties had not agreed on the appointment of new arbitrators, appointed them itself in order to form a new arbitral tribunal, which has since been in charge of the new tripartite proceedings. As part of those proceedings, VINCI Construction Grands Projets has filed its submissions in support of its claim against Webuild and Astaldi, seeking an award forcing them to (i) pay their share of the loss suffered by the consortium at the time of Astaldi's exclusion and (ii) reimburse their share of the calls for funds made



during the works, which total €59.6 million. These tripartite proceedings remain ongoing. In view of the current situation, the Group considers that this dispute will not have a material effect on its financial situation.

- On 23 June 2022, the Autorité de la Concurrence sent a statement of objections to Nuvia Process as principal, and to Soletanche Freyssinet and VINCI (as parent companies) relating to practices prohibited by Article L.420-1 of the French Commercial Code regarding engineering, maintenance, decommissioning and waste processing services in relation to nuclear facilities and concerning several contracts awarded by the CEA (the French alternative and atomic energy commission) for its Marcoule site. These proceedings remain ongoing. The Group takes the view that these proceedings represent a contingent liability whose impact it is unable to measure.

There are no other judicial, administrative or arbitration proceedings, including any proceedings known to the Company, pending or with which it is threatened, that are likely to have, or have had in the last 12 months, a material effect on the financial situation or profitability of the Company and/or Group.



N. Post-balance sheet events

33. Appropriation of 2022 net income

The Board of Directors finalised the consolidated financial statements for the year ended 31 December 2022 on 8 February 2023. These financial statements will only become definitive when approved at the Shareholders' General Meeting to be held on 13 April 2023. A draft resolution will be put to shareholders in that meeting to pay a dividend of €4.00 per share in respect of 2022. Given the payment of the interim dividend of €1.00 per share on 17 November 2022, the final dividend to be distributed would be €3.00 per share. That dividend would be paid on 27 April 2023 (ex-date: 25 April 2023).

34. Other post-balance sheet events

Share buy-back programme

As part of its share buy-back programme, VINCI signed a share purchase agreement with an investment services provider on 3 January 2023. Under that agreement, which runs from 4 January until 29 March 2023 at the latest, the provider will purchase up to €250 million of VINCI shares on VINCI's behalf. The price paid for those shares may not exceed the limit set at VINCI's Combined Shareholders' General Meeting of 12 April 2022.

Bond issue

On 12 January 2023, as part of its Euro Medium Term Note (EMTN) programme, ASF (Autoroutes du Sud de la France) issued €700 million of bonds due to mature in January 2033, with an annual coupon of 3.25%. The issue was 1.5x oversubscribed.

O. Other consolidation rules and methods

Intercompany transactions

Reciprocal operations and transactions relating to assets, liabilities, income and expenses between companies that are fully consolidated are eliminated in the consolidated financial statements.

Where a fully consolidated Group entity carries out a transaction with a joint venture or associate that is accounted for under the equity method, income and losses resulting from the transaction are only recognised in the Group's consolidated financial statements to the extent of the interest owned by third parties in the joint venture or associate.

Translation of the financial statements of foreign companies and establishments

In most cases, the functional currency of companies and establishments is their local currency.

The financial statements of foreign companies of which the functional currency is different from that used in preparing the Group's consolidated financial statements are translated at the closing rate for balance sheet items and at the average rate for the period for income statement items. Any resulting translation differences are recognised under other comprehensive income. Goodwill relating to foreign entities forms part of the assets acquired and is therefore denominated in the company's functional currency and translated at the exchange rate in force at the balance sheet date.

Foreign currency transactions

Transactions in foreign currency are translated into euros at the exchange rate at the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated at the closing rate. Foreign exchange gains and losses are recognised in income.

Foreign exchange gains and losses arising on loans denominated in foreign currency or on exchange rate derivatives qualifying as hedges of net investments in foreign subsidiaries are recorded under currency translation differences in equity.

Business combinations

Under IFRS 3, the cost of a business combination is the fair value, at the date of exchange, of the assets given, liabilities assumed, and/or equity instruments issued by the acquirer in exchange for control of the acquiree. Contingent price adjustments are included in the cost of the business combination and are measured at fair value at each balance sheet date. From the acquisition date, any subsequent changes to this fair value resulting from events after control was acquired are recognised in profit or loss.

Expenses that are directly attributable to the acquisition, such as professional fees for due diligence and other related fees, are expensed as they are incurred. They are presented as part of operating income in the "Impact of changes in scope and gain/(loss) on disposals of shares" item of the income statement.

Non-controlling interests in the acquiree, where they give their holders present ownership interests in the entity (voting rights, a share of earnings, etc.) and entitle them to a proportionate share of net assets in the event of liquidation, are measured either at their share of the acquiree's net identifiable assets, or at their fair value. This option is applied on a case-by-case basis for each acquisition.

At the date of acquisition of control, the cost of acquisition is allocated by recognising the identifiable assets acquired and liabilities assumed from the acquiree at their fair value at that date, except for tax assets and liabilities and employee benefits, which are measured according to their reference standard (IAS 12 and IAS 19 respectively) and asset groups classified as held for sale, which are recognised under IFRS 5 at their fair value less costs to sell. The positive difference between the cost of acquisition and the fair value of the identifiable assets and liabilities acquired constitutes goodwill. Where applicable, goodwill can include a portion of the fair value of non-controlling interests if the full goodwill method has been selected.

The Group has 12 months from the date of acquisition to finalise the accounting of assets and liabilities relating to business combinations.

In the case of a business combination achieved in stages, previously acquired shareholdings in the acquiree are measured at fair value at the date of acquisition of control. Any resulting gain or loss is recognised in profit or loss.

Transactions between shareholders, acquisitions and disposals of non-controlling interests after acquisition of control

In accordance with IFRS 10, acquisitions or disposals of non-controlling interests, with no impact on control, are considered as transactions with the Group's shareholders. 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 equity attributable to owners of the parent. Similarly, a decrease in the Group's percentage interest in an entity with no impact on control is booked in the accounts as a transaction between shareholders, with no impact on profit or loss. Professional fees and other costs relating to acquisitions and disposals of non-controlling interests that have no impact on control, and any associated tax effects, are recorded under equity. Cash flow related to transactions between shareholders is presented under cash flow (used in)/from financing activities in the consolidated cash flow statement.



Put options granted to non-controlling shareholders

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

Assets held for sale and discontinued operations

Assets held for sale

Non-current assets (or groups of assets) are classified as held for sale and recognised at the lower of their carrying amount and their fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction instead of through continuing use.

Non-current assets (including those forming part of a group held for sale) classified as held for sale are not depreciated or amortised.

Discontinued operations

Discontinued operations, whether halted, disposed of or classified as held for sale, and provided they

- represent a business line or a geographical area of business that is material for the Group,
- form part of a single disposal plan relating to a business line or a geographical area of business that is material for the Group, or
- correspond to a subsidiary acquired exclusively for resale,

are shown on a separate line of the consolidated income statement and the consolidated cash flow statement at the balance sheet date.

The Group assesses their materiality using various criteria, both qualitative (market, product, geographical area) and quantitative (revenue, profitability, cash flow, assets). Assets connected with discontinued operations, if held for sale, are measured at the lower of their carrying amount and fair value less costs to sell.

Report of the Statutory Auditors on the consolidated financial statements For the year ended 31 December 2022

To VINCI's Shareholders' General Meeting,

1. Opinion

In accordance with our appointment as Statutory Auditors by the shareholders at the Shareholders' General Meeting, we have audited the accompanying consolidated financial statements of VINCI for the year ended 31 December 2022.

In our opinion, the consolidated financial statements give a true and fair view of the financial position, the assets and liabilities, and the results of the Group formed by the persons and entities included in the consolidation, in accordance with the International Financial Reporting Standards as endorsed by the European Union.

The opinion formulated above is consistent with the content of our report to the Audit Committee.

2. Basis of our opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the information that we collected provides a sufficient and appropriate basis for our opinion.

Our responsibilities under those standards are stated in the "Responsibilities of the Statutory Auditors in relation to auditing the consolidated financial statements" section of this report.

Independence

We conducted our audit, in accordance with the independence rules laid out in the French Commercial Code (Code de commerce) and in the code of conduct of the statutory audit profession in France, between 1 January 2022 and the date on which we issued our report, and in particular we did not provide any services forbidden by Article 5, paragraph 1 of Regulation (EU) 537/2014.

3. Justification of our assessments – Key audit matters

As required by Articles L.823-9 and R.823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters, relating to what were, in our professional judgment, the main risks of material misstatement in relation to our audit of the year's consolidated financial statements, and our responses to those risks.

Those assessments were made in the context of our audit of the consolidated financial statements taken as a whole and in the formation of our opinion stated above. We express no opinion on items of the consolidated financial statements taken in isolation.

Recoverable amount of goodwill and intangible assets, along with interests in concession companies accounted for under the equity method

Notes A.2.3, E.9, E.10, F.13, H.17.1 and H.17.3 to the consolidated financial statements

Description of the risk

Goodwill, concession intangible assets and other intangible assets had material net carrying amounts at 31 December 2022, i.e. €17,360 million, €28,224 million and €9,045 million respectively, together equal to 49% of total assets. Those assets may present a risk of impairment losses arising from internal or external factors, such as a deterioration in performance, changes in the economic environment, adverse market conditions, movements in traffic levels and changes in legislation or regulations.

The Group is also exposed to a risk of impairment losses in respect of infrastructure operated by concession companies over which it has joint control or significant influence. Interests in those concession companies amounted to €397 million at 31 December 2022.

The Group carries out impairment tests on goodwill, concession intangible assets and other intangible assets, as well as interests in concession companies accounted for under the equity method where there is an indication that an impairment loss has arisen. The recoverable amount is based on a value in use calculation, which is itself based on discounted future cash flow forecasts, taking the macroeconomic outlook into account.

Determining the recoverable amount of these assets and any impairment losses to be recognised is a key audit matter, given the importance of estimates and the level of judgment required by Management regarding the operational performance and future traffic assumptions, long-term growth rates and discount rates used, and the sensitivity of their measurement to changes in certain assumptions.



Audit work performed

For cash-generating units and intangible assets that are material, as well as investments in concession companies accounted for under the equity method that are material or present what we regard as a substantial specific risk of impairment losses, we:

- checked the relevance of the approach used to determine the cash-generating units on which the asset impairment tests were carried out;
- familiarised ourselves with the way in which those impairment tests were carried out;
- assessed whether the main assumptions were reasonable, particularly regarding changes in operational performance and traffic levels, long-term growth rates and discount rates used, including by examining those rates with our experts and comparing them with our databases.

As regards goodwill, we examined the appropriateness of information provided in the Notes to the consolidated financial statements on the determination of underlying assumptions and sensitivity analyses in view of the appropriate accounting standard.

Recognition of construction contracts

Notes A.2.3, G.16 and H.19.3 to the consolidated financial statements

Description of the risk

VINCI Construction and VINCI Energies together account for more than 83% of VINCI's consolidated revenue, and most of the former's revenue comes from long-term construction contracts.

Construction contract income and expenses are recognised using the stage-of-completion method: the stage of completion and the revenue to be recognised are calculated on the basis of a large number of completion estimates made by monitoring the work performed and taking into account unforeseen circumstances. This includes any rights to additional revenue or claims if these are highly probable and can be reliably estimated. Adjustments may therefore be made to initial estimates throughout the life of the contracts and may materially affect results.

If the estimate of the final outcome of a contract indicates a loss, a provision is made for the loss on completion regardless of the stage of completion, based on the best estimates of income.

Determining these completion estimates and the financial impact of any adjustments that may become necessary during the performance of projects and operations is a key audit matter, given the amounts involved and the high level of judgment required on the part of the operational departments of the subsidiaries involved in the determination of these completion estimates.

Audit work performed

We selected projects on the basis of their size, technical complexity and geographical location, and for each selected project, we:

- familiarised ourselves with the procedures and any specific information systems used by the most material subsidiaries involved in recognising revenue and monitoring the corresponding expenditure;
- assessed and tested the design and implementation of key controls adopted in the most material subsidiaries (manual and computerised controls);
- checked that the estimated revenue on completion was consistent with contracts and supplementary agreements signed, including, if need be, any rights to additional revenue or claims if these are highly probable and can be reliably estimated;
- assessed whether the risks of delays and cost overruns related to the performance of works were properly taken into account, along with estimates of completion costs, and reviewed the contingencies included in the budget and the extent to which disputes were covered;
- checked that, if a project is expected to be loss-making on completion, a provision is set aside for the loss on completion.

Provisions for liabilities and litigation

Notes H.19.3, H.20 and M to the consolidated financial statements.

Description of the risk

The Group's companies are sometimes involved in litigation arising from their activities. Provisions may, as the case may be, be set aside for these liabilities and litigation in accordance with the appropriate accounting standard, and the liabilities and litigation are assessed by VINCI and the subsidiaries concerned based on their knowledge of the matters.

Provisions for litigation (€742 million at 31 December 2022), other current liabilities (€2,178 million at 31 December 2022) and other non-current liabilities (€392 million at 31 December 2022) represented a total amount of €3,312 million at 31 December 2022.

Determining and measuring the recognised provisions for liabilities and litigation is a key audit matter given the amounts involved, the importance of estimates and the level of judgment required by Management in determining those provisions, as regards the likely outcome of the corresponding liabilities and litigation.

Audit work performed

To obtain an understanding of existing liabilities and litigation and the related matters of judgment, we held discussions with the Group's departments, business lines and main subsidiaries. For each of the main liabilities and items of litigation identified, we:

- familiarised ourselves with the procedures used by the Group when ascertaining, documenting and measuring the corresponding provisions;
- corroborated the amount of provisions recognised with the lawyers' replies to our requests for information;

- carried out a critical examination of internal analyses relating to the probability and possible impact of each liability and item of litigation, examining the available information relating to the proceedings (correspondence, claims, judgments, notifications, etc.). In particular, we used our professional judgment to assess the positions adopted by Management, to see where they fell by comparison with risk assessment ranges, and the consistency of those positions over time.

We examined the appropriateness of information provided in the Notes to the consolidated financial statements regarding the main items of litigation identified.

Acquisition of Cobra IS

Note B.2 to the consolidated financial statements

Description of the risk

On 31 December 2021, Vinci acquired ACS's energy business (Cobra IS). In the second half of 2022, in accordance with IFRS 3 and with the assistance of an independent appraiser, VINCI finalised the allocation of the purchase price to the identifiable assets and liabilities at fair value at the acquisition date. The total purchase price was €5.2 billion, including the estimated earn-out to be paid gradually to the seller as gigawatts of renewable energy developed by Cobra IS are made available over a period extending until 30 June 2030 at the latest. The amount of goodwill definitively recognised was €4.2 billion.

Since Cobra IS was consolidated in VINCI's financial statements on 31 December 2021, provisional goodwill of €4.5 billion was recognised in the Group's consolidated financial statements at 31 December 2021.

We regarded this as a key audit matter because the acquisition is material for the Group and because of Management's use of estimates and judgement when identifying and measuring the assets acquired and liabilities assumed.

Audit work performed

In the course of our audit, we examined the legal documentation relating to the transaction, as well as the information that was prepared by Management to determine the purchase price and the amount of the earn-out payment on the one hand, and to identify the assets acquired and the liabilities assumed in the transaction on the other.

Our work also consisted of:

- conducting an audit of Cobra IS's opening balance sheet at 31 December 2021;
- familiarising ourselves with the process used by Management to identify and measure the assets and liabilities of companies acquired;
- examining the valuation report prepared by the independent appraiser appointed by the Group, holding meetings with that appraiser regarding the scope of his work, the valuation methods used and the main assumptions adopted;
- meeting with Management to corroborate the assumptions supporting the measurement of intangible assets;
- verifying the calculations performed.

Lastly, we examined the appropriateness of the information provided in the notes to the consolidated financial statements on the accounting treatment of this acquisition, particularly Note B.2.

4. Specific verification

We also verified, in accordance with the professional standards applicable in France and as required by laws and regulations, the information concerning the Group presented in the management report of the Board of Directors.

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

We attest that the consolidated declaration of non-financial performance, required under Article L.225 102 1 of the French Commercial Code, is included in the information relating to the Group provided in the management report of the Board of Directors. In accordance with the provisions of Article L.823-10 of this code, we have not verified the fair presentation and the consistency with the consolidated financial statements of the information provided in this declaration, which is subject to a report by an independent third party.

The information required in Article 8 of Taxonomy Regulation (EU) 2020/852, included in the non-financial performance statement, calls for the following observation on our part : as mentioned in note E.3.1.2 of the management report , the scope of taxonomic data as of December 31, 2022 excludes Cobra IS.

5. Other legal and regulatory verifications or information

Format of consolidated financial statement to be included in the annual financial report

We also verified, in accordance with professional standards for statutory audit procedures to be carried out on parent company and consolidated financial statements presented in the European Single Electronic Format, that the presentation of consolidated financial statements to be included in the annual financial report referred to in section I of Article L.451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chairman and Chief Executive Officer, complies with the format specified in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018. With regard to consolidated financial statements, our work includes verifying that the tagging in the statements complies with the format specified in the aforementioned regulation.

Based on our work, we conclude that the presentation of the consolidated financial statements to be included in the annual financial report complies, in all material aspects, with the single electronic reporting format.



Due to the inherent technical limitations of block tagging the consolidated financial statements as required by the European Single Electronic Format, the content in the notes to which certain block tags have been applied may not be displayed in exactly the same way as in the statements accompanying this report.

However, it is not our responsibility to verify that the consolidated financial statements ultimately included by your Company in the annual financial report filed with the AMF correspond to those on which we performed our work.

6. Appointment of the Statutory Auditors

Deloitte & Associés was appointed as Statutory Auditor of VINCI at the Shareholders' General Meeting of 23 June 1989, taking into account mergers and acquisitions of firms since that date, and PricewaterhouseCoopers Audit was appointed as Statutory Auditor of VINCI at the Shareholders' General Meeting of 17 April 2019.

At 31 December 2022, Deloitte & Associés was in its 34th year and PricewaterhouseCoopers Audit was in its fourth year of total uninterrupted engagement.

7. Responsibilities of Management and persons involved in corporate governance in relation to the consolidated financial

Management is responsible for preparing consolidated financial statements that present a true and fair view, in accordance with IFRSs as endorsed by the European Union, and for setting up the internal controls it deems necessary for preparing consolidated financial statements that do not contain any material misstatements, whether due to fraud or error.

When preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, for presenting in those statements any necessary information relating to its status as a going concern, and for applying the accounting concept of going concern, except where there is a plan to liquidate the Company or discontinue its operations.

The Audit Committee is responsible for monitoring the process of preparing the financial information and for monitoring the effectiveness of internal control and risk management systems, and internal audit systems as the case may be, as regards procedures relating to the preparation and treatment of accounting and financial information.

The consolidated financial statements have been approved by the Board of Directors.

8. Responsibilities of the Statutory Auditors in relation to auditing the consolidated financial statements

Audit objective and procedure

Our responsibility is to prepare a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements, taken as a whole, are free of material misstatement. Reasonable assurance means a high level of assurance, although there is no guarantee that an audit conducted in accordance with professional standards will systematically detect all material misstatements. Misstatements may arise from fraud or error, and are regarded as material when they can reasonably be expected, individually or together, to influence the economic decisions that users of the financial statements take on the basis of those statements.

As stated by Article L823-10-1 of the French Commercial Code, our audit assignment does not involve guaranteeing the viability of your Company or the quality of its management.

When conducting an audit in accordance with professional standards in France, Statutory Auditors use their professional judgment throughout the audit. In addition:

- they identify and assess the risks that the consolidated financial statements contain material misstatements, whether through fraud or error, define and implement audit procedures to address those risks, and collect information that they regard as sufficient and appropriate as the basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, because fraud may involve collusion, falsification, voluntary omissions, false statements or the circumvention of internal controls;
- they familiarise themselves with the internal controls relevant to the audit, in order to define audit procedures appropriate to the situation in hand, and not in order to express an opinion on the effectiveness of internal control;
- they assess the appropriateness of accounting policies adopted and the reasonableness of accounting estimates made by Management, along with information about those estimates provided in the consolidated financial statements;



- They assess whether Management has applied appropriately the going concern convention and, based on information collected, whether or not there is a material uncertainty arising from events or circumstances likely to call into question the Company's ability to continue as a going concern. That assessment is based on information collected until the date of the auditors' report, although it should be borne in mind that subsequent circumstances or events may call into question the Company's status as a going concern. If the Statutory Auditors conclude that there is a material uncertainty, they draw the attention of those reading their report to information provided in the consolidated financial statements in relation to that uncertainty or, if that information is not provided or is not relevant, they certify the financial statements with reservations or refuse to certify them;
- They assess the overall presentation of the consolidated financial statements and assess whether the consolidated financial statements reflect the underlying operations and events so that they give a true and fair view;
- Regarding financial information relating to persons or entities included in the scope of consolidation, they collect the information that they regard as sufficient and appropriate to express an opinion on the consolidated financial statements. The Statutory Auditors are responsible for managing, supervising and conducting the audit of the consolidated financial statements and for the opinion expressed on those financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee that includes the extent of audit work and the schedule of work performed, along with the conclusions arising from our work. We also make it aware, as the case may be, of any material internal control weaknesses that we have identified regarding procedures for preparing and treating accounting and financial information.

The information in the report to the Audit Committee includes what we regard as the main risks of material misstatements with respect to the audit of the year's consolidated financial statements, and which are therefore the key audit matters. It is our role to describe those points in the present report.

We also provide the Audit Committee with the declaration provided for by Article 6 of Regulation (EU) 537/2014 confirming our independence, within the meaning of the rules applicable in France, as determined in particular by Articles L.822-10 to L.822-14 of the French Commercial Code and in the code of conduct of the statutory audit profession in France. As the case may be, we discuss with the Audit Committee any risks to our independence and the safeguard measures applied.

Neuilly-sur-Seine and Paris-La Défense, 9 February 2023
The Statutory Auditors

PricewaterhouseCoopers Audit

Deloitte & Associés

Bertrand Baloche

Jean-Romain Bardoz

Mansour Belhiba

Amnon Bendavid

This is a free translation into English of the Statutory Auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.
The Statutory Auditors' report includes information specifically required by European regulations and French law, such as information about the appointment of the Statutory Auditors or verification of the information concerning the Group presented in the management report.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.



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Vinci Energies Norway AS

The Board of Directors' report 2022

The company's business

Vinci Energies Norway AS is a wholly-owned subsidiary of Vinci Energies SA. The company delivers services to other group companies and owns shares in several Group companies. The company is located with head office in Oslo.

Going concern

In accordance with section 3-3 of the Norwegian Accounting Act, the Board of Directors confirms that the assumption of going concern is present – and that the principle has been applied in the preparation of the 2022 annual statutory accounts. The profit forecast for 2023 and long-term strategic forecast for the years to come are the basis for the assumption. The company's financial situation is satisfactory.

Working environment and personnel

The working environment is considered good. As per 31 December the company had 3 employees. The sick leave rate amounted to 1,2 % (0.3 % in 2021).

There have been no serious work accidents during the year which have resulted in material damages or personal injury.

Environment

The company has no activities that pollute the environment.

Equality

The company has 3 employees, of which all are women. There are no intentional or planned special measures to promote equality.

Directors and officers liability insurance

The board of directors and officers are covered by the VINCI D&O insurance policy for personal liability for economic loss they may incur in the performance of their duties. The insurance covers all companies in the VINCI group.

Research and development activities

The company has no research or development activities.

Future development

The board of directors are positive to the company's future development and outcome. However, the board of directors emphasizes that there is uncertainty related to future circumstances.

The Transparency Act

The act on business transparency and work with basic human rights and decent working conditions (The Transparency Act) entered into force on 1 July 2022. Vinci Energies Norway AS is obliged to carry out and report on due diligence assessments by 30 June each year. The report for 2022 will be published on our website www.vinci-energies.no/hva-vi-brenner-for/aapenhetsloven by 30 June 2023.

Result, investments, financing and cash flow

The company's other operating income came in at NOK 43.4 million (NOK 60.8 million), with an operating profit/loss of NOK -1.1 million (NOK 6.5 million). Net financial income amounted to 9.4 million (101.6 million). Profit before tax is NOK 8.3 million (NOK 108.0 million). During 2022, the company didn't invest in fixed assets.

Vinci Energies Norway AS

Foretaksnummer 984277016



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Vinci Energies Norway AS

The Board of Directors' report 2022

The decrease in financial result is mainly related to group contributions from subsidiaries recognised in the profit and loss account.

The net cash flow from operating activities amounted to NOK -18.5 million (NOK 33.6 million).

Vinci Energies Norway AS

Foretaksnummer 984277016



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Vinci Energies Norway AS

The Board of Directors' report 2022

Per 31 December, the bank deposit in Vinci Energies Norway AS was NOK 18.5 million (NOK 19.2 million). The Group account is 0, while the balance against Vinci Finance is NOK 5.2 million.

As per 31 December 2022, short-term liabilities made up 96,4 % of total liabilities in the company. The total capital amounted to NOK 476.5 million (NOK 820.6 million). The equity ratio ended at 84.1 % per 31 December (84.2 %).

The company's liquidity, credit and foreign currency risk is considered to be limited.

In 2022, as part of a corporate restructuring, Vinci Energies Norway AS' shares in the Swedish and Finnish subsidiaries were contributed in kind to our sole shareholder VINCI Energies SA. The restructure was done to have a more appropriate and clean corporate structure at country level.

Allocation of the result for the year

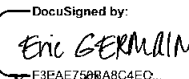
The board proposes the following allocation of the result for 2022:

Transferred from/to other equity	NOK 7 589 169
Proposed dividend	NOK 0
Total allocation	NOK 7 589 169

Oslo, 8 May 2023

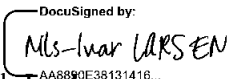
DocuSigned by:

67CARE2C2BBA42D
Dominique Ferreira
Board Chairman

DocuSigned by:

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Eric Xavier Germain
Board member

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Eric Jean Daniel Marie Vernier
Board member

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Nils-Ivar Larsen
Board member

DocuSigned by:

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Roger Andre Hansen
Board member

DocuSigned by:

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Dominique Ferreira
CEO

Vinci Energies Norway AS

Foretaksnummer 984277016