

2005 GROUP PROFILE

In its 50-year history, ASF has become France's leading toll motorway operator with 2,963 kilometers in service as of December 31, 2005. Growth has been built on three core areas of expertise: financing, building and operating transport infrastructure.

We are committed to delivering benefits to all stakeholders, by building safe and robust infrastructure that respects the environment and the quality of life of local populations, promoting essential mobility of goods and people in safe, comfortable conditions, and serving the public interest by contributing to the planning and development of local economies and tourism.

Our network is strategically positioned to capitalize on above average demographic growth in the South of France and on traffic flows between the Iberian peninsula and Italy on the one hand and Northern Europe on the other hand. Thanks to this positioning, the network attracts not only European freight and tourist traffic but also high volumes of local traffic.

Our sustainable growth strategy is based on the quality of our network, our untapped sources of productivity gains and our ability to innovate and to improve the scope and quality of our customer service.

11,380 ha
OF GREEN AREAS

2,963 km

OF MOTORWAY IN SERVICE,
INCLUDING 20 KM OPENED IN 2005

€2.5 billion

2005 REVENUE

A CONCEDED NETWORK
TOTALLING

3,160 km

333

SERVICE AND REST AREAS

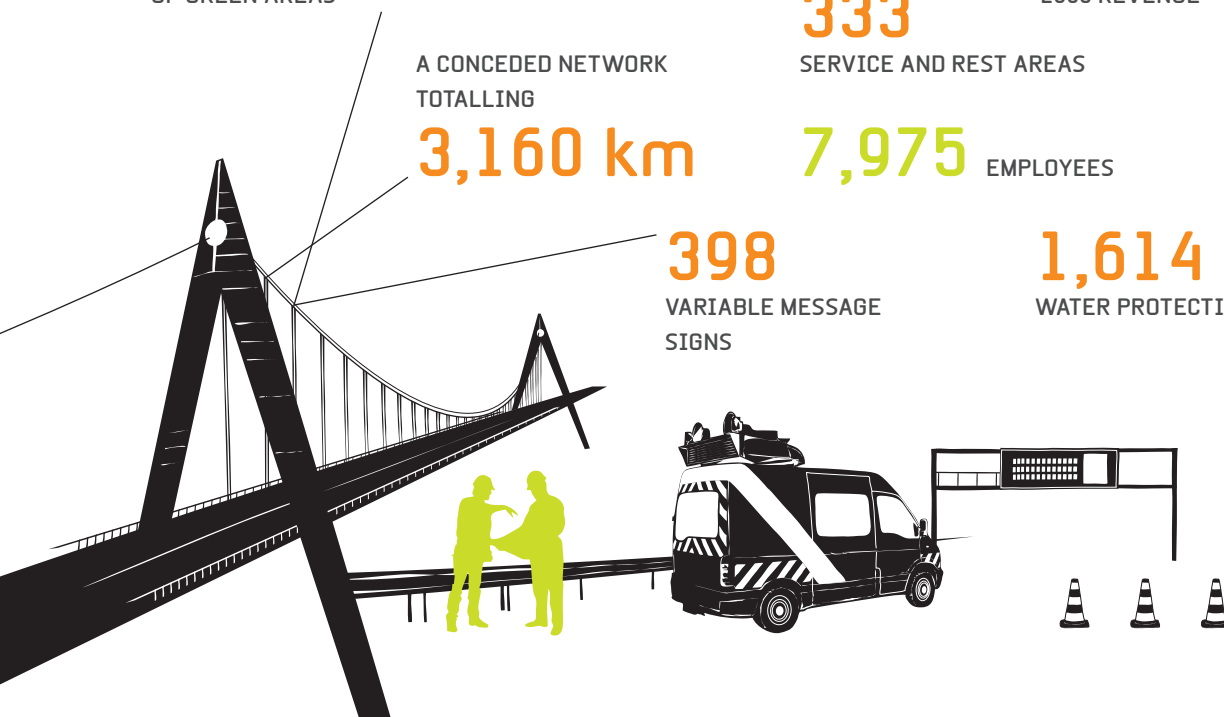
7,975 EMPLOYEES

398

VARIABLE MESSAGE
SIGNS

1,614

WATER PROTECTION STRUCTURES





In 2005,
we shared...

... OUR MOTORWAYS, TALENTS AND EXPERTISE,

On January 14, 2005, we opened the **Les Essarts-La Roche-sur-Yon section of the A87** creating a continuous motorway link from Angers to La Roche-sur-Yon also serving Cholet and Les Essarts. With its 112 kilometers, the A87 now represents the safest, most direct route to the Vendée coast.

ESCOTA continued to upgrade the tunnels on the section of the A8 bypassing Nice, to **comply with the latest safety standards**. Work on this large scale project is being carried out at night, to limit disruption to traffic flows.

On November 11, 2005, we were awarded the contract to **operate the ring-road circumventing Lyon by the north**. The Lyon urban authorities chose our Company in recognition of our skill and experience in operating road infrastructure and managing télépéage electronic collection, as well as of ESCOTA's expertise in urban road tunnels.

Work to **renovate the Chasse and Rhône viaducts** on the A7 began on September 12. The projects will last nine months and will have a significant impact on traffic flows.





... MOMENTS IN TIME,

During the year, we pursued trials of **real-time speed regulation** on the A7. The initiative concerned 250 kilometers of motorway and delivered very encouraging results, with improved traffic flows and a reduction in the number of accidents.

In May, we introduced Temps Libre, a **customized automatic toll-paying solution** for occasional motorway users. With this product, customers pay monthly management fees only for the months when the “télépéage” badge is used.

ASF and ESCOTA renewed 41 contracts with operators of service stations, shops and food-service outlets in the service areas. The competitive bidding process ensured that the contracts were awarded to operators offering **the highest quality services at the lowest price** for consumers.





... POINTS OF VIEW ABOUT THE LANDSCAPE,

In 2005, we extended our **waste-sorting program**. Recycling bins have been installed at eight rest areas to help customers do their bit for the environment, while operating units in 21 of our districts have been equipped with selective sorting systems both for their own waste and for the rubber, metal, plastic and other waste collected on the highway.

The Forum on the A20 and A89 data collection centers held in Brive on October 20 was an outstanding success. Attracting members of the academic community, elected government

officials, entrepreneurs and public sector representatives, the forum provided an opportunity for a wide-ranging discussion of **the motorway's local socio-economic and environmental impact**.

ASF and the Sancy-Volcans tourist offices have joined forces to **promote the Sancy hills and the volcanos in the Auvergne region as a tourist destination**, and to encourage visitors to use the A89.





... AND THE FRUITS OF OUR SUCCESS.

In 2005, we **shared the benefits of our growth** with our employees and shareholders. In addition to the growth in the share price, we increased the dividend payout rate to 60% of consolidated net profit, from 49% in 2004, and set up a new proactive share-save system for Company employees.

After extended negotiations with the trade unions, an agreement was signed in June introducing a new organisation of working hours at toll plazas and new employment conditions for employees with fixed and variable working hours. The agreement will enable us to more effectively tailor the number

of employees on duty at toll plazas to traffic volumes as from 2006. In addition, the agreement's inherent flexibility will lead to a **significant reduction in the use of non-permanent staff.**

"Coup de pouce à l'innovation" is a competition organized within the Company to boost our employees' innovation capabilities. In 2005, five prizes were awarded for projects in the areas of toll collection, routine motorway maintenance and technical structures.





Message from the Chairman

BERNARD VAL Chairman of the Board of Directors

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WE ARE PROUD OF OUR IMPRESSIVE JOURNEY TO DATE AND EXCITED AT THE PROSPECT OF WRITING A NEW CHAPTER IN THE HISTORY OF ASF.

”

A half-century after its founding, the ASF Group can be proud of the ground it has covered. We have become the French leader among toll motorway companies, running a 3,160 km concession network. This development has been fuelled by our solid expertise in the key areas of financing, building and operating transport infrastructure.

Let's look briefly in the rear-view mirror: 1957 saw the creation of Autoroute de la Vallée du Rhône, which became Autoroutes du Sud de la France in 1973. Then, in 1994, ESCOTA became an ASF subsidiary. In 2002 the French State decided to open ASF's capital to other investors. In June 2005, the government announced its intention to divest its stakes in motorway companies. At the end of the year, VINCI was selected to be ASF's new principal shareholder.

As we proceed with the integration of ASF within VINCI, we are turning over a new leaf and looking forward to writing a fascinating new chapter in our company's history. ASF is joining this major group with a feeling of confidence, secure in the knowledge that we are contributing our value, know-how, experience, energy and, above all, our outstanding teams. Our people, who have made ASF the success story it is, will now be taking part in an ambitious, meaningful and balanced industrial project in which they will be able to find real fulfilment.

Once the privatisation has been completed, the new VINCI-ASF combination will be the European leader in the field of conceded transport infrastructure and the largest integrated concession-and-construction group worldwide. Underpinning this marriage is an industrial vision that has been carefully honed by the ASF and VINCI management teams since the cooperation agreement we signed in June 2004.

The new entity will be able to leverage its diverse and complementary capabilities, its vast network and its financial solidity to develop in a very promising environment, where scarce public resources and a large need for new infrastructure are increasingly leading public authorities in France and other European countries to make use of public-private partnerships (PPP).

Practically speaking, the industrial project of the new entity focuses on three main areas:

- strengthening our presence in the expanding market for concessions and PPP contracts in France and abroad;
- broadening our service offerings and anticipating emerging needs in the area of mobility;
- reinforcing our position, in France then in Europe, as a partner of choice for local and regional authorities seeking to promote regional development and build public infrastructure.

The ASF Group is fully ready to join with VINCI's Concessions Division and play a major role in driving the success of this simple and sensible industrial project. Together, we will seek to create a powerful entity, with multiple resources, that will bolster VINCI's position in Europe.

I have complete confidence in our ability to jointly succeed in this powerful shared project.



BERNARD VAL

Chairman of the Board of Directors of the ASF Group



Interview with the Chief Executive Officer

JACQUES TAVERNIER Chief Executive Officer

“

WE SAW MIXED TRENDS IN 2005 BUT WE RECORDED SOME IMPRESSIVE SUCCESSES.”

HOW WOULD YOU DESCRIBE

THE GROUP'S PERFORMANCE IN 2005?

We saw mixed trends in 2005. On the one hand, lackluster economic conditions and skyrocketing fuel prices certainly affected growth in traffic, which was only up 1.1% for the Group. We were also not spared by weather events, accidents and demonstrations. Yet despite this turbulence, we stayed on course and proved the robustness of our business model, since our results were very satisfactory, with net income up 11.2%. At the same time, we also recorded some impressive successes, such as the Perpignan-Luxembourg motorway-rail link or our successful bid to operate Lyon's northern ring road, through our subsidiary Openly, which is giving us a foothold in the expanding market for local government outsourcing.

As regards our network, the A89 from Bordeaux to Clermont-Ferrand continues its growth, and we can now foresee its completion in 2012, with the concession of the Lyon/Balagny segment.

In terms of employee relations, negotiations with employees of the toll function allowed us to set up a more responsive organization that can adapt to changing traffic patterns, at the same time as we reduced the proportion of short-term jobs. But the main event of the year was of course the Group's privatization and the French government's decision to sell its stake to VINCI. We are turning over a new leaf and starting a fascinating story, that of VINCI + ASF, the global leader among integrated concession-construction companies.

WHAT WILL BE ASF'S PLACE WITHIN VINCI?

We are entering this major group with a feeling of confidence, as we are sure that our strengths – our regional presence, our ability to innovate, our professionalism – will be highly beneficial to VINCI Concessions. Our industrial project makes clear that ASF and ESCOTA will remain autonomous operating units, joining forces with the other companies within VINCI Concessions, so that we can serve our customers better, develop synergies, strengthen our results and win new business. This powerful and diversified combination now has a very strong hand to play in the development of new concessions. Joining our concessions portfolios gives us an extraordinary business card, backed by varied and extensive experience, with teams that offer a vast array of capabilities and expertise.

WILL YOUR SUSTAINABLE DEVELOPMENT POLICY BE DISRUPTED BY THIS NEW SITUATION?

Sustainable development is one of the keystones of our strategy and will remain the common denominator of everything we do, because it matches the requirements of our public service mission. For the past half-century ASF and ESCOTA

have been working to connect up isolated regions and to make individuals and goods more mobile in an environment-friendly way. Both companies see themselves as serving the public good. Our sustainable development policy, although present from the outset, was structured and documented in 2002 in our 21-point plan covering every facet of our operations. To date, we have already accomplished more than half of this program. We have also received additional recognition of the solidity of our commitment to sustainable development, by being included in internationally recognized CSR indexes like FTSE4Good or Ethibel Pioneer.

HOW DO YOU SEE THE OUTLOOK FOR 2006?

We have key milestones coming up. Negotiations for our 2007-2011 program contract will be crucial for our future, since it will define our capital spending program and pricing scales. The Infrastructure Department will gradually be set up in the second half of the year. It will create a pool of experts that will help us drive our construction and network upgrade projects. In the fall, we will be launching "télépéage" service for heavy goods vehicles, providing a modern and effective solution for our shipping company customers.

Towards the end of the year, our new 3-year sustainable development programme will be launched.

Lastly, our priority in 2006 will be to ensure ASF's integration within VINCI Concessions, so that the new combination fully achieves its potential in terms of synergies, new services and development.

WHAT IS YOUR VISION FOR THE FUTURE?

We are going to concentrate on our core business, the operation of transport infrastructure. Within this framework, we have a three-pronged strategy for long-term growth: offering new services to our customers, maintaining the attractiveness and quality of our motorway network, and optimizing its operation to achieve productivity gains without undermining service quality.

As a general rule, our operating environment is going to become more and more demanding. Our customers are very much attached to the quality of service offered. And as part of the privatization process, the French State, as the conceding authority, further bolstered the specifications that we are subject to; we can expect government authorities to monitor even more strictly than in the past our compliance with our commitments, particularly with regard to quality control. Finally, in a highly competitive world, we will have to be the best to win new concessions and public-private partnerships. VINCI, reinforced by the ASF Group, has a very strong hand to play in meeting this challenge.



**OUR RESPONSIBILITIES
TO OUR STAKEHOLDERS**

| STAKEHOLDERS | THEIR EXPECTATIONS | OUR ANSWERS: a few highlights from 2005 |
|---|---|---|
| STATE AS CONCEDING AUTHORITY | Compliance with the principles set out in the concession agreement and the principles enshrined in the Group program contract. | Monitoring of the contract, technical committees, technical meetings and visits with government agencies. |
| LOCAL AUTHORITIES | Consultation on projects, partnerships and contribution to local economic development, taking into account local needs of access to the motorway. | Local presence: 8 regional entities and 36 districts, 4 operations management departments. Consultation and information: meetings in towns, 5 monitoring committees on A89, 1 on A87, public inquiries (A9, A645, A62 rest areas, others). Commissioning of new means of access: semi-directional interchange of Laghet, built in partnership; feedback: 5 environmental evaluations finalized (3 after 1 year of operation and 2 others after 5 years). |
| NEIGHBOURS, CIVIL SOCIETY, SCIENTIFIC COMMUNITY | Prevention of environmental and public-health risks, preserving local quality of life, transparent communications concerning the Group's practices. | Visits to worksites: over 3,000 visitors just in the Périgueux and Combronde sections of the A89, regional open days, telethons, fairs in Clermont-Cournon, La Roche-sur-Yon, Périgueux. Opening of the ASF house in Beauregard de Terrasson, to welcome visitors and host exhibitions. Presentations on progress in the work of the A20-A89 observatories. Symposia: on noise in Aix-en-Provence, international symposium on water in Cannes, at the Senate on environmental auditing of companies, open day on our sustainable development strategy for interns from major companies of the Provence region. |
| CUSTOMERS (light vehicles and heavy goods vehicles) | Safety, fluidity of traffic, service quality (including comfort), justification of toll cost, toll payment options, identified and easily reachable customer service. | 8 customer satisfaction surveys (HGV and LV customers), sharp growth in workload of the <i>Voie Directe</i> remote assistance centre. Broadcasting of real-time information on traffic conditions (Radio Trafic FM, new multiservice network for the Nice and Monaco bypass tunnels). Campaigns to raise awareness concerning safety, with inserts in publications, for both children and adults. Environmental information provided at rest areas: on waste sorting at Marguerittes, on Hermann's tortoise at Vidauban. |
| SUB-CONCESSIONAIRES (commercial facilities), SUPPLIERS AND CONTRACTORS | Attractive rest areas, recognition of the quality of service they provide. | Discussions on sustainable development were held and ASF made specific requests prior to the renewal of contracts concerning commercial facilities. |
| OTHER PLAYERS IN THE TRANSPORT SECTOR | Exchanges on joint projects promoting sustainable mobility, development of partnerships and sharing of best practices. | ASF is involved in sustainable mobility projects (road-rail), takes part in symposia on identifying and spreading best practices (as part of IBTTA*, ASECAP**), plays an active role as trainer in vocational training institutions (on sustainable development, landscaping, roadway maintenance, etc.). |
| RATING AGENCIES, INVESTORS, SHAREHOLDERS | Long-term stability of the Group, return on capital, reliable and transparent information on performance. | In 2005, won the "Golden Threads" award for the best shareholder relations department in the SBF 120 index. Included in several SRI indices, such as Ethibel Pioneer, FTSE4Good, ECPI Ethical Index Euro. |

* IBTTA: International, Bridge, Tunnel and Turnpike Association.

** ASECAP: Association of European Tolerated Motorways, Bridges and Tunnels.

We have drawn up corporate governance procedures, in line with guidelines applicable in France, to ensure that the business is managed responsibly and efficiently, that risks are effectively controlled, and that transparent disclosure policies are applied.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Group functions are based on the Executive Committee's clear corporate governance principles, with well-defined rules. These processes enable the various corporate departments, reporting either directly to the Chief Executive Officer or to one of the Senior Executive Officers, to genuinely add value to the operating units and subsidiaries.

Meetings of the **Executive Committee**, led by the Chief Executive Officer, are held twice a month. The Chairman of the Board of Directors may attend these meetings as he sees fit. The Executive Committee discusses and prepares decisions on strategic and cross-functional issues, assisting the Chief Executive Officer in making major decisions.

The five **specialist Group Committees** (development, finance, operations, employee relations and capital expenditure) deal with specific issues that concern only certain members of the Executive Committee. Each Committee reports to full sessions of the Executive Committee on the matters discussed and the decisions made during its meetings.

In 2005, the Internal Audit department, upon request from executive management, performed several audit engagements in different areas of ASF and ESCOTA operations.

THE BOARD OF DIRECTORS

The ASF Group applies the recommendations of the Bouton corporate governance report. Our corporate governance structures comply with the latest recommendations in this area.

The composition of the Board of Directors reflects the majority stake in our capital held by the French State and our status as a listed company, following the March 2002 IPO. Up to March 9, 2006, the company's Board of Directors included sixteen members.

The Board of Directors has adopted internal rules that include a Directors' Charter describing the rights and obligations of Board members. The Board decided to request an evaluation of its own working processes from an outside consulting firm, under the responsibility of an independent director. The engagement took place in December 2004 and February 2005 and a summary report was presented to the Board in May 2005.



FREQUENCY OF MEETINGS AND ATTENDANCE RATE, IN 2005, FOR THE BOARD OF DIRECTORS AND THE THREE SPECIALIZED COMMITTEES REPORTING TO IT

| | NUMBER OF MEETINGS | ATTENDANCE RATE |
|----------------------------------|--------------------|-----------------|
| Board of Directors | 6 | 79% |
| Audit Committee | 5 | 88% |
| Compensation Committee | 2 | 57% |
| Strategy and Contracts Committee | 4 | 85% |



The Board of Directors



9 MEMBERS

1 Bernard Val,
Chairman of the Board of Directors

2 Jacques Tavernier,
Chief Executive Officer

3 Alain Robillard,
Senior Executive Officer -
Development and Construction

4 Bernard Gardelle,
Communications Director

5 Doris Chevalier,
Development Director

6 Jean-Jacques Bancel,
Chief Financial Officer

7 Philippe-Emmanuel Daussy,
Senior Executive Officer - Operations

8 Jean-Marc Denizon,
Senior Executive Officer,
Chief Executive Officer of ESCOTA

9 Yann Charron,
Legal Director
and Human Resources Director

MEMBERSHIP OF THE BOARD OF DIRECTORS UP TO MARCH 9, 2006

Up to March 9, 2006, the company's Board of Directors included sixteen members: Bernard Val, Chairman; Michel Charasse; Philippe Dumas, permanent representative of Autoroutes de France; Antoine Zacharias, permanent representative of VINCI; independent directors*: Hubert du Mesnil, Bernard Maurel, Gérard Payen, Michel Davy de Virville, Pierre-Henri Gourgeon; representatives of the French State: Jean-Louis Girodolle, Hugues Bied-Charreton, Chantal Lecomte, André Crocherie, Magali Debatte; representatives of employee shareholders: Alain Barkats and Jacques Thoumazeau. Secretary to the Board: Benoîte de Fonvielle. Patrice Parisé, Director of the Roads Department and Government commissioner, or Pierre Denis Coux, deputy Government commissioner, and Elisabeth Kahn, State auditor, also attended Board meetings in a consultative capacity.

* Independent directors, defined as directors who have no relationship of any kind whatsoever with the Company, its shareholders or management that would such as to colour their judgment.

MEMBERSHIP OF THE BOARD OF DIRECTORS AFTER MARCH 9, 2006

On March 9, 2006, VINCI became the company's majority shareholder. The membership of the Board of Directors was therefore modified to reflect this change.

The members of the Board of Directors are now as follows. Chairman: Bernard Val, Chairman of ASF and Chairman of VINCI Concessions. Jacques Tavernier, Chief Executive Officer of ASF and Chief Executive Officer of VINCI Concessions. VINCI, represented by Antoine Zacharias, Chairman of VINCI. VINCI Concessions, represented by David Azéma, Senior Executive Officer of VINCI Concessions. SNEL, represented by Xavier Huillard, Senior Executive Officer of VINCI. SOCOFREG, represented by Christian Labeyrie, Senior Executive Officer and Chief Financial Officer of VINCI. SEMANA, represented by Bernard Huvelin, Vice-Chairman of the Board of Directors of VINCI. Christian Bouvier. Gérard Payen, Chairman of the International Water Federation. Representatives of employee shareholders: Alain Barkats and Jacques Thoumazeau. Secretary to the Board: Benoîte de Fonvielle.



THE ASF GROUP'S CONTRACTUAL RELATIONS WITH THE FRENCH STATE

The Group finances, builds, maintains and operates the network conceded to it under two concession contracts with the French State. ASF's and ESCOTA's contracts were signed in 1961 and 1957 respectively. They have since been modified by several supplementary clauses, approved by decree in the French Council of State. The current term of these concessions extends to 2026 in the case of ESCOTA and 2032 for the ASF network.

Specifications appended to the concession agreement set out the detailed terms of the technical and

financial contractual clauses pertaining to the various operations covered by the concession, as well as the level of service quality expected; technical appendices describe the specific characteristics of each motorway.

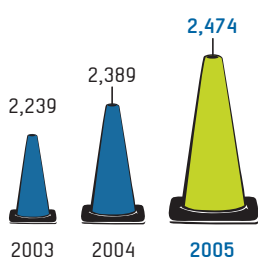
The Group program contract and the two company program contracts signed in March 2002 document commitments over a five-year period (2002-2006), particularly with regard to environmental protection and human resources. The Group reports regularly on its progress in the execution of its contracts.

The 2005 results confirm the relevancy of ASF's business model, unveiled at the time of its Initial Public Offering in 2002, despite the unfavourable climate caused by the levelling off of traffic volume and higher petrol prices. In 2006, ASF will continue to deploy performance-enhancing initiatives at the VINCI Concessions. In terms of its balance sheet, ASF has substantial room to manoeuvre despite new commitments stemming from the technical agreement with Caisse Nationale des Autoroutes.

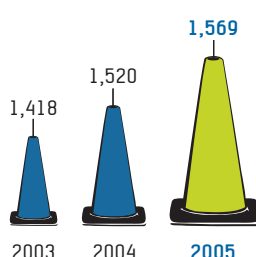
FINANCIAL HIGHLIGHTS

PROFITABILITY INDICATORS (IN MILLIONS OF EUROS)

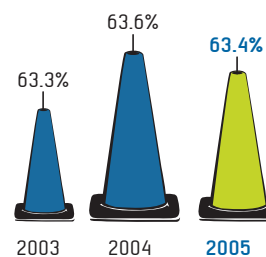
Ebitda margin stood at 63.4% in 2005, compared with 63.6% the previous year. Excluding non-recurring items (fees related to the privatisation process, redundancy costs due to the GIE Autoroutes restructuring), Ebitda margin would have come to 64% in 2005.



REVENUE



EBITDA = EARNINGS before interest, taxes, depreciation and amortisation

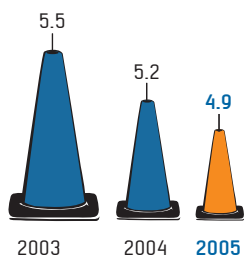


EBITDA MARGIN = EBITDA/REVENUE

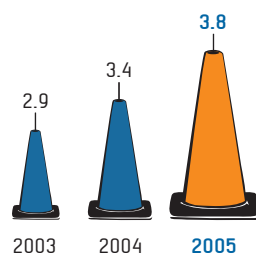
BALANCE SHEET INDICATORS

When the Board of Directors approved the amendment of the 1996 technical agreement with Caisse Nationale des Autoroutes, the body responsible for raising financing for the toll motorway operations, it agreed to comply with the following ratios:

- **Debt-to-Ebitda ratio** not exceeding 7x. This ratio has continued to improve, falling to 4.9x at December 31, 2005 from 5.2x at the previous year-end.
- **Interest cover** of not less than 2.2x. This ratio (corresponding to the ratio of Ebitda to finance costs excluding capitalized interest) improved to 3.8x in 2005 from 3.4x the previous year.



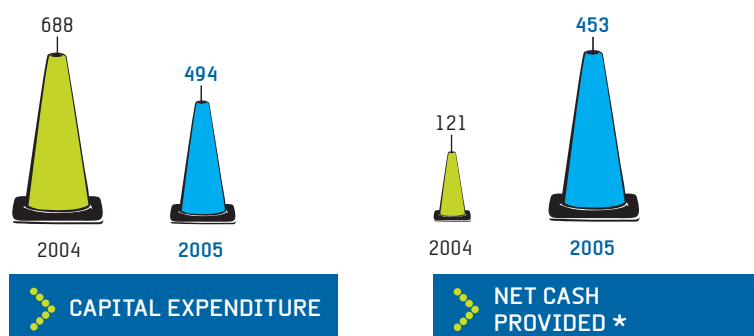
DEBT-TO-EBITDA RATIO



EBITDA TO FINANCE COSTS excluding capitalized interest

USE OF NET CASH FROM OPERATING ACTIVITIES (IN MILLIONS OF EUROS)

The steady growth in net cash provided by ASF and ESCOTA's operating activities has gone hand-in-hand with a decline in cash used in investing activities, due to the gradual completion of construction work on the conceded networks. The resulting increase in free cash flow combined with the Company's ability to take on new debt thanks to the steady growth in Ebitda underpins our scope to raise the dividend.

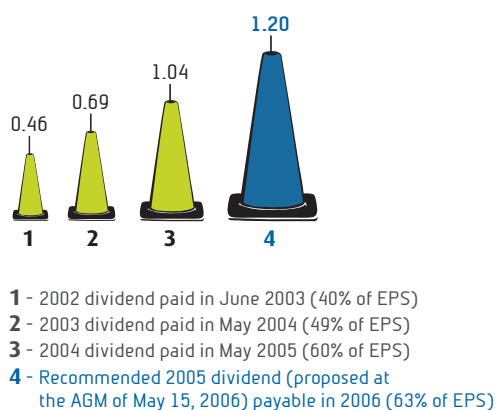


* Before changes in debt and equity financing activities

| | 2004 | 2005 |
|---|--------------|--------------|
| CASH FLOW BEFORE NET FINANCE COST AND TAX | 1,519 | 1,569 |
| + Change in working capital | (132) | (16) |
| + Income tax paid | (139) | (207) |
| + Interest paid, net | (487) | (437) |
| + Net cash used in investing activities | (688) | (494) |
| = Free cash flow | 72 | 415 |
| + Other cash flows from financing activities | 49 | 37 |
| = Net cash provided before changes in debt and equity financing activities | 121 | 453 |

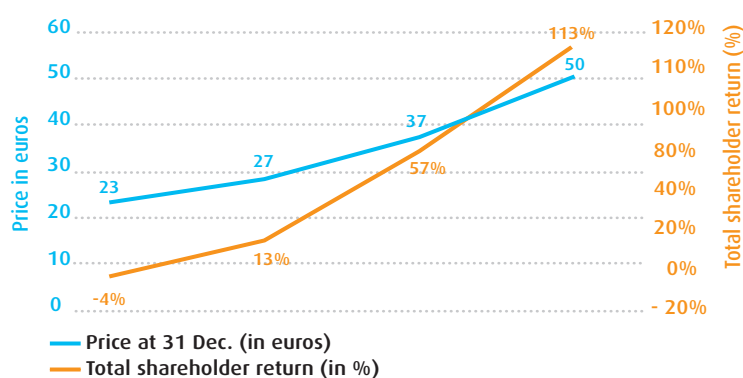
DIVIDEND POLICY

The **dividend policy** followed since the IPO has translated into a very sharp 161% rise in the dividend between 2002 and 2005. **Total shareholder return**, measured as the increase in the share price since the March 2002 IPO (capital appreciation) plus dividends paid over the period (yield), stood at 113% at end-2005.



- 1 - 2002 dividend paid in June 2003 (40% of EPS)
- 2 - 2003 dividend paid in May 2004 (49% of EPS)
- 3 - 2004 dividend paid in May 2005 (60% of EPS)
- 4 - Recommended 2005 dividend (proposed at the AGM of May 15, 2006) payable in 2006 (63% of EPS)

NET DIVIDEND PER SHARE (in euros)



TOTAL SHAREHOLDER RETURN (increase in the share price since the March 2002 IPO)

Due to the nature of its activities, and in line with sectorial studies conducted with major motorway operators, the ASF Group has selected the indicators that are the most pertinent to illustrate its sustainable development program. These indicators are extracted or compiled from the Group's annual reporting system, and also underline its commitment to transparent disclosure.

SUSTAINABLE DEVELOPMENT

indicators

COMMENTARY ON SOME OF THE INDICATORS

Expenditure on environmental protection

Environmental expenditure remained high in 2005, with €59.6 million (11.6% of total capital expenditure) spent in connection with new motorway construction and motorways in service, and €28.7 million on maintenance and operation of existing systems.

Energy consumption

Overall energy consumption in all Group operations declined in 2005, with:

- a sharp 4.5% drop in electricity consumption, to 101.3 million kWh in 2005, from 106.1 million in 2004;
- unchanged consumption of fossil fuels (i.e. natural gas, petrol and fuel oil), with a total of 8,125 metric tons of petroleum equivalent (TPE) in 2005 versus 8,100 TPE in 2004.

Emissions of greenhouse gases

In 2005, it is estimated that 25,202 tons of CO₂, one of the greenhouse gases, were discharged by the Group's vehicle fleet (equipment and cars) and by the heating and air-conditioning of its facilities.

Comments on changes since 2004: the figure for 2005 was obtained using the ratios published in version 3.0 of the Carbon balance sheet issued by France's ADEME environmental agency in April 2005, replacing version 2.1 from December 2003 used previously. Had the v.3.0 ratios been applied to 2004 consumption, the outcome would have been CO₂ production of 25,127 tons. The increase from 2004 to 2005, barring the effect of ratios, was therefore 0.3%, less than growth in operations – whether measured in kilometres of network in service, kilometres driven by customers or amount of operating equipment. Based on a constant structure, emissions measured against kilometres driven by customers actually fell by approximately 0.8%.

Consumption of plant care chemicals

In 2005, the Group used 4,287 litres of insecticide and fungicide, and 15,100 litres of weed killer to maintain its 11,380 hectares (28,120 acres) of vegetation.

Insecticides and fungicides are used only alongside the installations most regularly visited by pedestrians, in amounts that represent 1.4 litre per kilometre of motorway. Weed killers are used only in the areas around technical installations where weeds cannot be removed mechanically, with the amounts used representing 5.2 litres per kilometre of motorway.

In both cases, the products used have a low persistence and their effect on the soil lasts less than one month. Over 80% of the insecticide and fungicide used is organically based, such as the Bordeaux mixture of copper sulphate and slaked lime used to treat olive trees, or the *Bacillus Thurengiensis* to protect pines from the processionary caterpillar. The increase in consumption of these products in 2005 compared with 2004 is due to a campaign against the processionary caterpillar and ASF's inclusion in its figures of the amounts used by outside contractors performing some of these treatments.

Protective installations

ASF is continuing to roll out its protective equipment program, particularly in the area of noiseproofing. A total of 620 homes were protected in 2005, including 268 noise black spots treated under the catch-up plan, which is now 80% complete.

Workforce

Although total headcount declined by 2.6% in 2005, the number of stable jobs under unlimited-term contracts increased slightly. The gradual reorganization of the toll collection function is making it possible to stabilize the workforce and rely less on short-term contracts.

Safety

The higher frequency of workplace accidents in 2005 was the result of inappropriate attitudes and behaviours on the job. Conversely, the number of serious accidents continued to fall.

Customers

The number of accidents resulting in injury or death increased slightly in relation to 2004. However, total accident data still showed considerable improvement compared to 2002 or 2003, with 21% fewer deaths in 2005 than in 2003.

| ITEM | UNIT | 2002 | 2003 | 2004 | 2005 |
|--|--|-----------------------|-----------------------|-----------------------|-----------------------|
| SUSTAINABLE DEVELOPMENT PLAN | | | | | |
| Number of initiatives undertaken | Number | / | 6 | 17 | 20 |
| ENVIRONMENTAL INDICATORS | | | | | |
| Environmental training | Hours | 1,902 | 684 | 584 | 432 |
| Expenditure on environmental protection: | | | | | |
| - Capital expenditure on environmental projects/total Capex | % | 9.85 | 8.84 | 7.53 | 11.6 |
| - Operating expenditure/km in service | €/Km | 6,406 | 6,648 | 9,356 | 9,678 |
| RESOURCE CONSUMPTION | | | | | |
| Water | Cu. metres/10 ⁶ kmt ⁽¹⁾ | 46.6 | 43.5 | 39.3 | 37.2 |
| Coated aggregates | Thousands of metric tons | 1,430 | 906 | 1,240 | 1,360 |
| Electricity | kWh/10 ⁶ kmt ⁽¹⁾ | 3,364 | 3,341 | 3,290 | 3,107 |
| Fossil fuels | TPE ⁽²⁾ /10 ⁶ kmt ⁽¹⁾ | 0.22 | 0.24 | 0.25 | 0.25 |
| Autonomous photovoltaic equipment | Number | 1,680 | 1,694 | 1,722 | 1,764 |
| BIODIVERSITY | | | | | |
| Civil engineering works allowing the passage of large or small animals | Total number | 193 | 258 | 313 | 316 |
| Vegetation areas | Total surface (ha) | 10,700 | 11,100 | 11,110 | 11,381 |
| RELEASES | | | | | |
| Greenhouse gases resulting from Group operations (automotive fleet and buildings) | Metric tons of CO ₂ | 20,146 ⁽⁵⁾ | 23,254 ⁽⁵⁾ | 25,127 ⁽⁵⁾ | 25,202 ⁽⁵⁾ |
| Consumption of plant care chemicals in adjacent vegetation areas | Litre/ha | 1.28 | 1.26 | 1.47 | 1.73 |
| Basins and ditches for protecting water resources | Total number | 1,327 | 1,427 | 1,531 | 1,614 |
| Length of motorway in which water resources are protected (either through natural protection or through specific structures adapted to a vulnerable situation) | Total length in km | 1,779 | 1,855 | 2,030 | 2,068 |
| Accidents involving hazardous products | Number | 3 | 2 | 7 | 11 |
| NOISE | | | | | |
| Protected housing units added during the year (including noise black spots) | Number | 145 | 664 | 612 | 620 |
| Progress in program for correcting noise black spots | Total % | 22 | 45 | 62 | 80 |
| WASTE | | | | | |
| Non-hazardous waste | Metric tons | Und. ⁽³⁾ | 8,174 | 8,657 | 9,270 |
| Hazardous waste | Metric tons | Und. ⁽³⁾ | 136 | 126 | 116 |
| Rate of recycling or reuse as energy | % | Und. ⁽³⁾ | 25 | 34 | 36 |
| Districts equipped for segregated waste collection | % | 8 | 20 | 30 | 58 |
| HUMAN RESOURCES INDICATORS | | | | | |
| HEADCOUNT TRENDS, REMUNERATION AND PAYROLL TAXES | | | | | |
| Total workforce at 31 December | Number | 8,214 | 8,258 | 8,190 | 7,975 |
| Unlimited-term contracts | Number | 7,179 | 7,219 | 7,217 | 7,234 |
| Fixed-term contracts | Number | 1,035 | 1,039 | 973 | 741 |
| Male/Female ratio | % | 57 / 43 | 57 / 43 | 56 / 44 | 56 / 44 |
| Percentage of disabled persons employed | % | 6.51 | 6.86 | 6.83 | 6.99 |
| Recruitments under unlimited-term contracts for the year | Number | 365 | 267 | 225 | 260 |
| Executive positions filled in-house (ASF) | % | 69 | 47 | 58 | 61 |
| Layoffs | Number | 51 | 84 | 50 | 51 |
| Gross average annual remuneration | € | 25,655 | 26,428 | 27,755 | 28,982 |
| Performance-related gross bonuses | €thousands | 7,686 | 7,873 | 4,422 | 4,124 |
| Employee profit-sharing* | €thousands | 5,269** | 14,535 | 17,579 | 20,413* |
| HEALTH AND SECURITY | | | | | |
| Frequency of workplace accidents (number of accidents with lost-time injuries/million hours worked) | | 18.82 | 19.88 | 15.61 | 18.62 |
| Severity rate of workplace accidents (number of lost days/thousand hours worked) | | 0.65 | 0.69 | 0.66 | 0.60 |
| Accidents while performing work on the motorway | Number | 10 | 10 | 7 | 7 |
| Traffic accidents involving Group vehicles | Number | 203 | 260 | 135 | 131 |
| Total absenteeism rate | % | 7.15 | 6.92 | 6.56 | 5.75 |
| TRAINING | | | | | |
| Training expenses/total payroll - Reported rate | % | 2.91 | 2.83 | 3.01 | 3.20 |
| Training expenses/total payroll - Actual rate | % | | | 3.83 | 3.94 |
| EMPLOYEE RELATIONS AND OUTCOME OF COLLECTIVE AGREEMENTS | | | | | |
| Agreements and contracts signed during the year (ASF - ESCOTA - Group) | Number | 10 | 10 | 13 | 18 |
| CUSTOMERS | | | | | |
| Rate of accidents resulting in injury or death | No./10 ⁹ Kmt ⁽¹⁾ | 47.31 | 37.66 | 38.91 | 42.61 |
| Rate of traffic deaths | No./10 ⁹ Kmt ⁽¹⁾ | 4.66 | 3.25 | 2.20 | 2.42 |
| Complaints investigated (all reasons) | Number | 14,144 | 16,844 | 15,278 | 23,349 |
| Overall rate of customer satisfaction | Mark/10 | 7.8 | 7.8** | 7.8 | 7.8 |

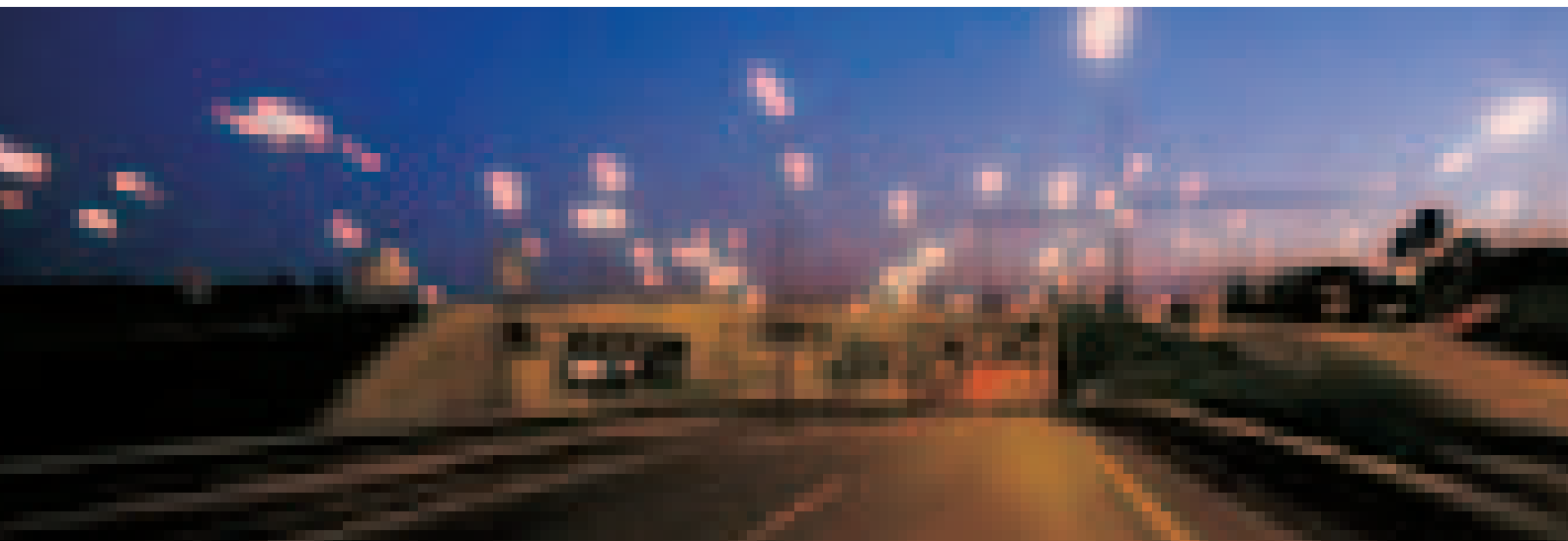
⁽¹⁾ kmt = kilometres travelled by customers. ⁽²⁾ TPE: Ton of Petroleum Equivalent. ⁽³⁾ Und. = Undetermined. ⁽⁴⁾ Data updated using the ratios published in version 3.0 of the Carbon balance sheet issued by France's ADEME environmental agency in April 2005, replacing version 2.1 from December 2003 used previously.

* Subject to approval by the Shareholders' Meeting ASF. ** ASF.

In 2005, we continued to grow the business and prepare the future according to a strategy designed to deliver revenue and earnings growth, while keeping constantly in mind the long-term effects of our business.

STRATEGY

Profitability and responsibility



— Lyon's northern ring road, whose operation was awarded to the ASF Group.

In an unfavourable economic environment, shaped by spiralling fuel prices and slower traffic growth, 2005 provided confirmation of the quality of the strategic goals set by the Group at the time of the IPO. These include improving network operating efficiency, containing motorway construction costs, instilling a genuine customer service culture and acquiring new concessions without taking on undue risks. This clearly-defined strategy is supported by three growth drivers.

1 • Ongoing extension and maintenance of the network, with a constant commitment to optimising costs, improving quality and enhancing the network's integration in the human and the natural environment. When the construction program is completed, we will have a dense network serving the large towns and cities in the southern half of France, allowing us to reap the full benefits of these regions' economic momentum and demographic growth.

2 • Optimisation of network operations, putting people before profit through new technologies, innovation and the development of services that anticipate the operating needs of the future. In 2005, we consolidated the system that will deliver further productivity gains in the coming years. Major organizational projects (concerning the Vallée du Rhône unit and the Infrastructure department in particular), projects to improve operating methods (through formal descriptions of skill-sets, quality standards, etc.) and technical and marketing development projects were identified and targets were set for each project.

3 • Steady extension of our business as an infrastructure concessionaire, based on thorough risk-benefit analyses. We plan to target the local government and urban infrastructure markets, leveraging our operating expertise. Our successful bid for the contract to operate the ring-road circumventing Lyon by the north attests to our ability to win positions in a fast-growing market.

In implementing our strategy, we never lose sight of the fact that we are accountable to all stakeholders. Our ambitious sustainable development policy serves as a constant reminder that determines our course of action. Our participation in the Perpignan-Bettembourg (Luxembourg) road-rail project is a prime example of this strategy. The Group's sustainable development policy is more extensively described in the "2003 sustainable development report (founding report)", available on www.asf.fr.

IN 2006, WE WILL CONTINUE OUR EFFORTS IN A NEW ENVIRONMENT, AS A PRIVATELY-OWNED COMPANY. THE OUTLOOK IS VERY PROMISING

On completion of the privatization process, the new VINCI-ASF Group will be Europe's leading transport infrastructure concessionaire and the world's largest integrated concession-construction group. It will be backed by an ambitious business plan drawn up jointly by the ASF and VINCI management teams following the signature of a cooperation agreement between our two groups in June 2004.

Leveraging its core strengths – which include wide-ranging, complementary skill-sets, an extended network and a robust balance sheet – the new Group will pursue its development in a market where the shortage of public funds and the magnitude of infrastructure needs push national and local governments in France and Europe to increasingly resort to public-private partnerships. The VINCI-ASF business plan is based on three main strategic goals:

- to pool the respective strengths of VINCI and ASF to support the international development of the business in the buoyant PPP and concession market;
- to leverage ASF and VINCI's complementary skill-sets and networks in France to enhance the service offer, foster innovation and unleash synergies among the new Group's subsidiaries;
- to assert our position in France and then in Europe as the public authorities' partner of choice for regional development and public infrastructure projects.



PROGRESS IN THE IMPLEMENTATION OF OUR SUSTAINABLE DEVELOPMENT PLAN (see page 20)

We are making good progress in implementing our publicly undertaken commitments in the area of sustainable development. Of the twenty-one initiatives listed in our sustainable development plan, ten are on schedule if not early, six are slightly behind schedule and four call for more significant work. Despite the ambitious scope of our plan, overall progress is encouraging.

New projects in line with the commitments undertaken:

- promoting multi-modal transport and sustainable mobility (point 17);
- for better integration of motorways around cities (point 19);
- to invigorate our land-use policies (point 21).

Two initiatives have had their deadlines postponed: initiative 7, on studying the feasibility and effectiveness of setting up modulated toll rates, brings into play a considerable number of legal and economic issues, as well as questions of environmental responsibility. This initiative of strategic significance for the entire sector will require over two years' work and will extend into the next sustainable development plan. Although ASF's role is to be a key contributor, setting motorway toll rates remains within the ambit of government policy. Our policy concerning investment in motorways in service (initiative 8) is being developed jointly with the government authority in charge of roads. It will be documented in the next program contract for 2007-2011, and is therefore continuing into 2006.

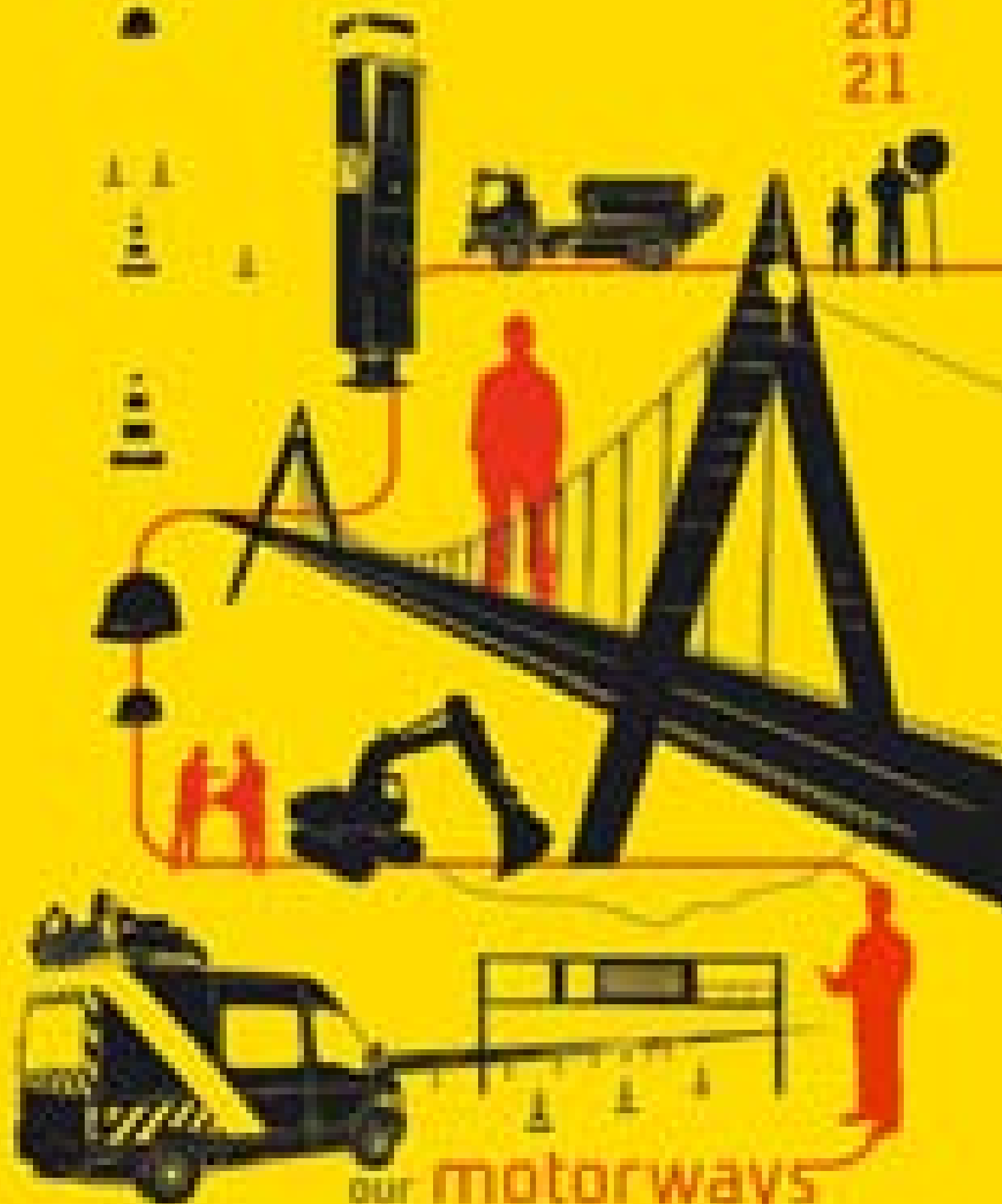
| OUR SUSTAINABLE DEVELOPMENT PLAN | | 2003 | 2004 | 2005 | 2006 | 2007 |
|----------------------------------|---|------|------|------|---------|--------------------|
| 01 | Launch a "high environmental quality" approach for a pilot project. |  | — | — | ..... |  |
| 02 | Develop segregated waste collection in our administrative and operational sites, and extend it gradually to our rest and service areas. | — | — | — | — | ..... |
| 03 | Decrease the atmospheric emissions resulting from our use of vehicles by upgrading our behaviors and our fleet. |  | — | — | ..... |  |
| 04 | Take part in initiatives to promote cleaner vehicles. |  |  | — | ..... |  |
| 05 | Conduct a study on the expectations of the different customer segments and the way they use the motorway as consumers. | — | — | — | — | ..... |
| 06 | Upgrade our watchfulness and our presence at peak times in rest and service areas where this is warranted, in order to improve the safety of people and their possessions. |  | — | — | ..... |  |
| 07 | Conduct studies on the feasibility and effectiveness of setting up modulated toll rates to decrease congestion and reflect the inconveniences caused by different types of vehicles. | | — | — | [.....] | |
| 08 | Conduct a study on the driving conditions and service levels that warrant launching capital expenditure to expand motorways in service. | | — | — | [.....] | |
| 09 | Strengthen operating measures to regulate traffic on saturated sections, such as the A7-A9 routes and suburban sections of ESCOTA. | — | — | — | ..... |  |
| 10 | Redesign the system of individual performance appraisals to make it into a genuine management and career-steering tool. |  | — | — | ..... |  |
| 11 | Set up individualized career management for supervisory staff, along the lines of what has been designed for executive staff, with an individual integration process, annual reviews, etc. |  |  | — | ..... |  |
| 12 | Support the external solidarity initiatives developed by employees, as part of building a corporate culture of generosity. | — | — | — | ..... |  |
| 13 | Organize and set aside "dialogue periods" between management and employees at two pilot sites. | | | | | ACTIVITY SUSPENDED |
| 14 | Implement the ASF/DSCR/CNAM Road Safety Charter and extend it to ESCOTA. |  | — | — | ..... |  |
| 15 | Design and deploy the system for appraising and tracking the abilities of staff working on motorway maintenance. |  |  | — | ..... |  |
| 16 | Continue to develop our program of infrastructure improvement and upgrade to strengthen the safety of employees working on motorway maintenance. | — | — | — | ..... |  |
| 17 | Take part in discussions at the national and regional levels on sustainable mobility and cross-modal transport solutions, promoting our expertise in these areas. |  | — | — | ..... |  |
| 18 | Develop our contacts with local players in order to pursue exchanges with them on mutual projects and reinforce our grounding in the local economy. |  |  | — | ..... |  |
| 19 | Build partnerships with local governments on urban transport projects and on the interface between the motorway and the city, to improve movement and driving conditions within the city. |  | — | — | ..... |  |
| 20 | When contracts for business facilities within our service areas are up for renewal, emphasize the importance of initiatives to promote the territories crossed by the motorway and boost local tourism. |  |  | — | ..... |  |
| 21 | Continue to implement our land use policy in a spirit of partnership, to avoid any deterioration of land use conditions and preserve the quality of areas bordering the motorway. | — | — | — | ..... |  |

— ROAD COVERED

..... ROAD STILL TO COVER

[.....] PROLONGED ACTIVITY

20
21

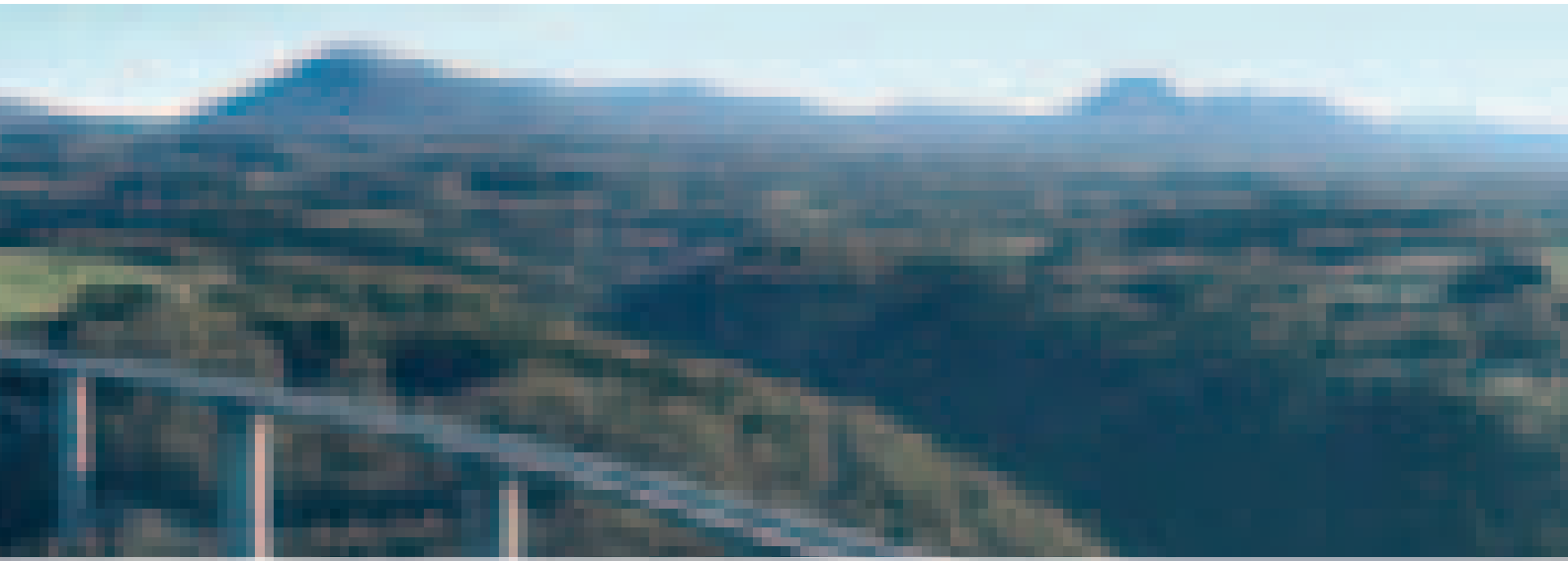


our **motorways**
talents and expertise

ASF has built 1,000 km of motorways over the past 10 years, including 173 km commissioned over the past three years. We are among the key contributors to regional development: these new links connect up previously isolated areas, make people and goods mobile and represent significant growth opportunities for the territories concerned.

NEW LINKS

An expanding network



— The A89's Sioule viaduct, between Sancy and Combronde. This exceptionally long (900 metres) and high (150 metres) viaduct, opened in January 2006, also provides an exceptional panorama of the Dômes mountains.

FROM PARIS TO THE BEACHES OF VENDÉE, STRAIGHT DOWN ON THE A87!

The opening, in January 2005, of the 20 km A87 section between Les Essarts and La Roche-sur-Yon was a key milestone in the existence of this motorway. Building it required two and a half years of work with an average staff of 500 professionals, and capital expenditure of €100 millions. This section was delivered five and a half months earlier than the deadline set by the government, even though the excavation work had been carried out over two winters and only one summer. The A87 is now 112.5 km long, connecting Angers, Cholet and La Roche-sur-Yon. It facilitates exchanges between these cities, offering shorter travel times and enhanced road safety. At the national level, it provides better access to the area around Cholet, as well as to the Vendée and part of the Deux-Sèvres area.

LAUNCH OF CONSTRUCTION WORK ON THE SOUTHERN BYPASS OF LA ROCHE-SUR-YON (A87)

This 16 km section is the missing link in the A87 from Angers to La Roche-sur-Yon. This southern bypass of the capital of Vendée will complete the direct two-lane double motorway connection between Paris and Les Sables d'Olonne. It will also be a toll-free ring road

around La Roche-sur-Yon. In 2005, the project scoping was finalized and public inquiries were conducted on compliance with water laws, on the archaeological diagnostic survey and on the diversion of communication networks. This section is due to be commissioned by the end of 2008.

THE A89 FROM BORDEAUX TO CLERMONT-FERRAND ENTERS ITS FINAL STRETCH

Section from Terrasson to Brive Nord (10 km). The portion located in the Corrèze area featured a number of daunting engineering challenges, including the Vézère-Corrèze viaduct, the crossing of the RD 901 regional road, the Gumond covered gallery and the Maumont viaduct. The geological constraints at these sites called for specific treatment. Meeting these challenges without compromising deadlines or losing technical and financial control over the project therefore required flawless organization, to coordinate the large specialized teams and state-of-the-art equipment that had to be brought into play.



INTERVIEW WITH JEAN-FRANÇOIS DUBOURG,
MAYOR OF MONT-DORE, CHAIRMAN OF THE SANCY-
VOLCANS TOURISM BOARD

HOW DO YOU VIEW THE ARRIVAL OF THE A89?

It's a fantastic springboard for our economic development and our tourist industry. It is turning Auvergne into a motorway hub. And I particularly admire the speed at which it is being built, because it has taken only 10 years to build 306 km out of the 340 km total.

PRACTICALLY SPEAKING, WHAT DO YOU EXPECT FROM THE MOTORWAY?

I clearly expect to see an increase in the number of tourists coming from the Aquitaine, Centre and Ile-de-France regions, because the A89 brings Mont-Dore within 4 hours of Paris and 3 hours and 20 minutes of Bordeaux. Based on this new state of affairs, we are counting on an outstanding 2006 season. ”

Section between St-Julien-Sancy and Combronde (52 km).

At the eastern tip of the motorway, in the heart of the Auvergne region, this section also posed tough challenges: high altitude, harsh winter weather, a large volume of excavation waste, not to mention the need for multiple bridges and tunnels. It took determined focus in execution to complete the work within the allotted deadline. The joining of the two sections of the deck of the Sioule viaduct, one of the largest structures on the A89, was itself one of the major technical hurdles of early-summer 2005. In the end, this section blends remarkably into the landscape, stretching like a ribbon from the "Volcanoes" national park to the Sancy mountains. It was opened to the public on January 11, 2006, at the same time as the Terrasson-to-Brive North section. To date, 90% of the A89 has been opened to traffic.

Thenon-to-Terrasson: sights set on 2008. The Périgueux regional operating unit cleared a major hurdle on July 12, 2005, by obtaining the Declaration of Public Interest for the 18 km Thenon-to-Terrasson section, which will complete the motorway between Bordeaux and Clermont-Ferrand. It includes three non-engineering structures and 19 bridges or tunnels. Land purchases and preparatory work had already been carried out, therefore large-scale work could be launched without delay. Access lanes were completed and regional roads diverted, after which major excavation work began and standard bridges and tunnels were started. The first piles are already going up for the viaduct over the Elle river. To meet local residents' need for information, ASF's regional operating unit in Périgueux set up an information centre, near the site of the future tunnel.

| ▶ PLANNED OPENING OF NEW SECTIONS | | | |
|---|------------|--|---|
| MOTORWAY | KILOMETERS | SCHEDULED OPENING DATE | 2002-2006 CAPITAL BUDGET IN M€ BEFORE TAX (2001 VALUES) |
| ADDENDUM 7 | | | |
| A89 | | | |
| Thenon/Terrasson | 18 | Mid-2008 | 135 |
| A71/A72 | 7 | DPI* + 5 years | |
| Brive north/St Germain-les-Vergnes | 16 | By order of the French Roads and Highways Department | 5 |
| A87 | | | |
| Angers/Murs Erigné | 7 | DPI* + 5 years | 3.2 |
| A75 | | | |
| Béziers East bypass (A9) | 6 | 2009 | 7 |
| A9 | | | |
| Doubling of the A9 to the right of Montpellier | | DPI* + 6 years | ** |
| A64 | | | |
| Briscous/A63 | 11 | Administrative approval +5 years | 0 |
| Total, Addendum 7 | 65 | | 150 |
| ADDENDUM 8 (signed on July 16, 2003) amended by Addendum 10 (signed on November 5, 2004) | | | |
| A87 | | | |
| La Roche-sur-Yon southern bypass | 16 | End 2008 | 40 |
| Total | 81 | | 190 |

*DPI: Declaration of public interest.

**The cost of the Montpellier bypass is included in the separate 2002-2006 capital expenditure budget for Motorways already in service (ICAS).

The ASF Group's network represents high-quality assets which must be preserved and, better still, enhanced. In line with their program contracts, each year ASF and ESCOTA invest in motorways in service, upgrading their infrastructure by widening lanes, expanding toll plazas or building new rest areas. The ASF Group's total capital expenditure in this area for 2005 came to €186.2 million. The Group also spent €73.5 million on routine maintenance to offset the wear and tear caused by traffic, aging of the infrastructure and natural phenomena.

MOTORWAYS IN SERVICE

An adapting network



Drilling for safety-barrier installation on the Rhône viaduct of the A7.

RENOVATING THREE VIADUCTS FOR GREATER COMFORT AND SAFETY

On September 12, 2005 renovation work began on the three viaducts of Chasse, Rhône Nord and Rhône Sud, on the A7 between Ternay and Vienne. This vast project will last nine months and will include highway resurfacing, replacement of noiseproofing screens, re-joining of the decks of the Chasse viaduct, and replacement of guide rails and renovation of gutters for the others. The first phase, lasting from September to Christmas 2005, did not cause any major disruptions as the result of the traffic management plan developed with public authorities. ASF also set up a real-time information system, including a dedicated website (www.asf.fr/a7) in addition to messages on display panels and broadcasts on Radio Trafic FM 107.7. These large-scale works represent capital expenditure of €13 million, financed by ASF, and will involve over twenty different companies.

TWO ADDITIONAL INTERCHANGES FINANCED BY REGIONAL AUTHORITIES

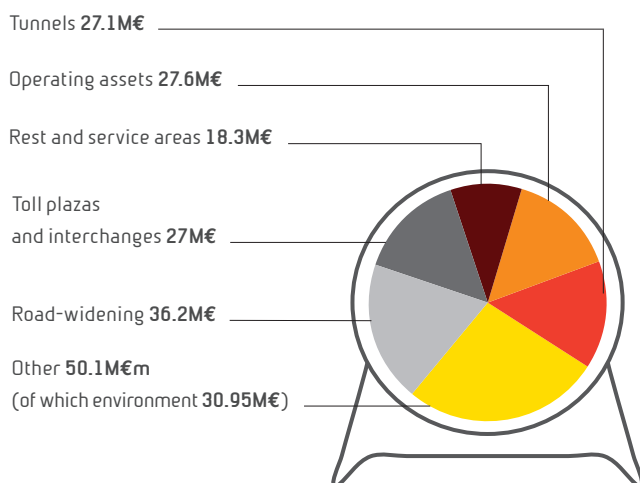
On June 20, 2005, a new interchange was inaugurated on the A87 from Angers to La Roche-sur-Yon, near the town of La Verrie. It was financed by the Vendée regional authority and built by ASF in record time, with the engineering surveys and administrative procedures lasting only 20 months and the construction itself taking only 10 months. This interchange links the A87 to the RN160 and serves the rural communities of the *bocage* farmland area of Vendée. Complementing the redesign of the Bocage ring road near Fontenay-le-Comte, the new interchange now links up several sectors for which access to the motorway network was previously problematic, especially Pouzauges and La Chataigneraie, where companies need optimum transport conditions. The semi-directional interchange of Laghet on the A500 motorway, which opened on March 9, 2005, improves the links between Monaco and the coast, on the one hand, and the town of La Turbie and the Grande Corniche regional road, on the other. The cost of this construction was evenly split between the Alpes-Maritimes regional authority and the Principality of Monaco, while ESCOTA will handle all maintenance and operating expenditures. Laghet has the first completely automated toll plaza on the ESCOTA network.

186.2M€

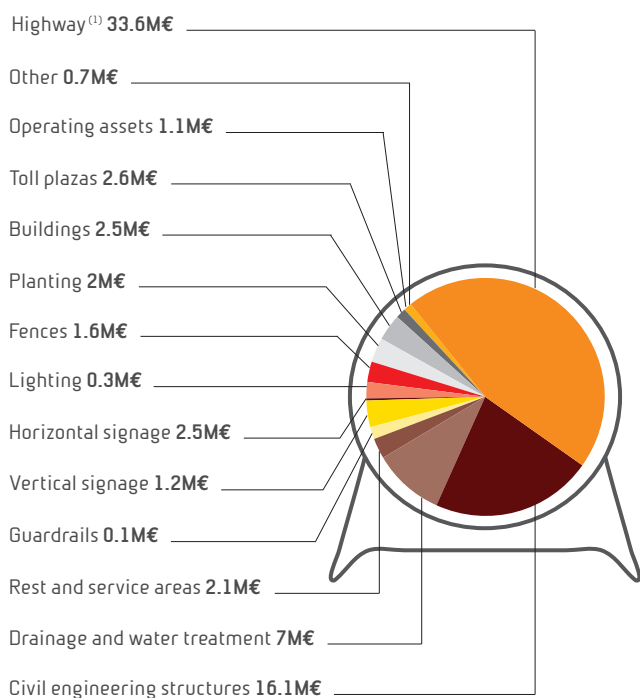
INVESTMENTS ON
MOTORWAYS IN SERVICE

73.5M€

INFRASTRUCTURE
MAINTENANCE



BREAKDOWN OF INVESTMENTS ON MOTORWAYS IN SERVICE IN 2005



(1) Of which resurfacing work 25.1M€.

BREAKDOWN OF ROUTINE MAINTENANCE EXPENDITURE IN 2005

HIGHWAY CONDITIONS UNDER CLOSE SURVEILLANCE

Highway resurfacing costs account for approximately half of the maintenance budget. The condition of surfaces is one of the key elements of motorway safety, because poor adhesion can be a serious cause of accidents. The Group therefore monitors this issue very closely, using a wide range of diagnostic tools. Vehicle-mounted sensors that include lasers, inertial units and digital cameras measure adhesion as well as longitudinal and transverse evenness, recording any signs of wear and tear. These checks are systematically performed every three years, but can be made more frequent if called for by certain conditions.

Any defect in the surface, such as tracking, is thus immediately identified and remedied. Conversely, with such precise knowledge of the condition of highways, coupled with improvements in the materials used, it becomes possible to extend the cycles of highway maintenance.

CONTINUING UPGRADES IN TUNNEL SAFETY

The ESCOTA network has the most tunnels of any motorway network in France – 21 – representing a total of 19 kilometres. While remaining open to traffic, all of them are being upgraded by a dedicated Operation Tunnels team to meet the new safety standards. The work performed in 2005 included:

- completing the storage area for construction equipment, on the Nice bypass;
- drilling the exploratory adit between galleries in the Las Planas tunnel;
- continuing civil engineering work in the three tunnels of the Nice bypass;
- continuing installation of operating equipment in the Nice bypass;
- installing multiservice radio coverage in the Monaco tunnel (see page 28);
- building of retention basins in the A51 tunnels of Mirabeau and La Baume and installing safety equipment, such as remote-controlled gates, in the La Baume tunnel.

To improve its operational management of the network, the Group is pursuing an innovative and pragmatic course. A new Rhone Valley Network unit was set up in 2005 and a project for setting up an Infrastructure department is underway. ASF has also strengthened its operating partnerships with Spanish toll motorway operators.

ORGANIZATION AND COOPERATION

A Group on the move



The strategic A7 motorway requires comprehensive, quick-response management. That's the mission of the Vallée-du-Rhône Network department.

A NEW DEPARTMENT TO BOLSTER TECHNICAL CAPABILITIES IN THE AREA OF INFRASTRUCTURE

The project to create an Infrastructure department steadily gained ground in 2005. The core idea is to gather and energize ASF's know-how within a single entity to better meet current and future obligations as a toll motorway operator.

The French State's decision to upgrade the specifications for the concession with more stringent terms has added to the momentum driving this project.

Its aim is to generate added strength in three strategic areas that lie at the core of infrastructure design/building, maintenance and operation.

In design and building: maintaining a high level of expertise as a project owner, with ISO certification, in the area of operations management for the building of new sections and investments on motorways in service, as well as to support the company's development.

In maintenance, bolstering skills in design and execution of heavy maintenance work on active highways where stakes are high in terms of service quality and cost, to address the aging of the network while evening out work schedules.

As an operator, strengthening support capabilities for management and ongoing maintenance of infrastructure assets, to be more able to meet growing requirements, particularly those related to the environment.

The Infrastructure department will be gradually set up in the course of the summer of 2006.



Motorway A7

DEDICATED NETWORK DEPARTMENT

Bidegi, Acesa

OPERATIONS WITHOUT BORDERS

A RHONE VALLEY NETWORK UNIT TO MEET THE CHALLENGES OF THE A7 AXIS

One of our operational priorities is to improve our methods and organization for traffic management on the busiest road sections. In 2005 this meant setting up a Rhône Valley Network unit to coordinate all functional services and manage the work of two operations departments in Valence and Orange. This initiative had an immediate impact. Crisis situations on the A7 axis were managed in a more coordinated manner, very much to the satisfaction of customers. With this new department, ASF has set its sights on three key objectives:

- preserve or improve service quality, while seeking to achieve productivity gains from motorway assets;
- provide better safety to employees during maintenance operations;
- ensure that the motorway is maintained to an appropriate standard.

OPERATIONAL ASF/ACESA PARTNERSHIP ON CRUISE CONTROL

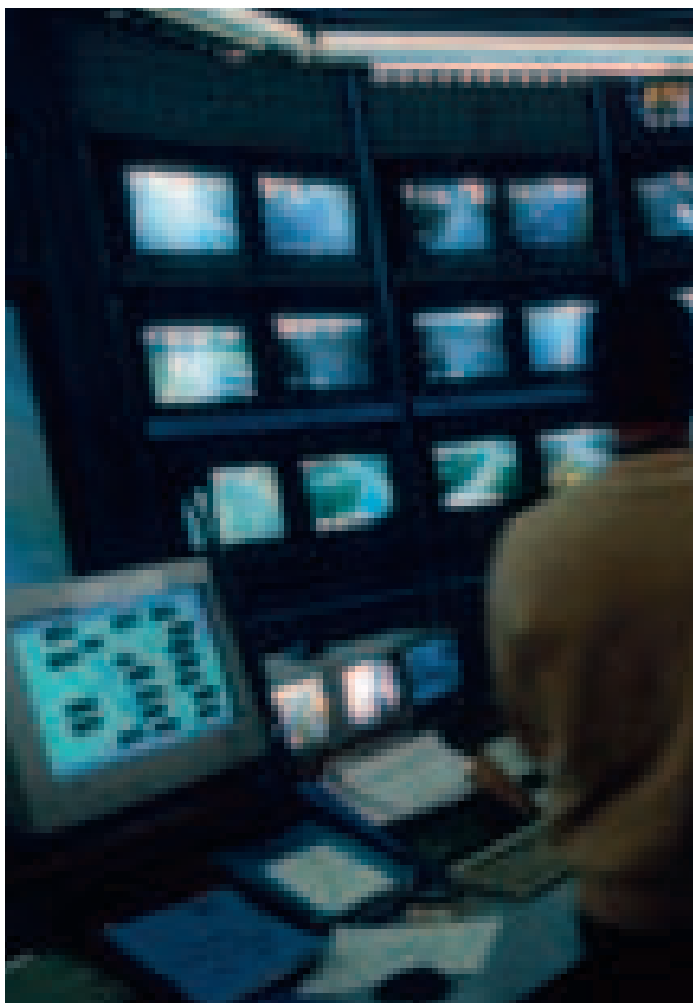
The partnership set up in 2003 between ASF and ACESA remains on track with its road map. Both companies exchange real-time images from CCT cameras and traffic monitoring systems, providing the traffic control centres on either side of the border with double vision! Telecoms teams have an overview of what is occurring in the neighbouring network, which allows them to better anticipate and coordinate steps to be taken during traffic problems. Plans for enhanced cooperation in the areas of winter maintenance, temporary signs and the sharing of traffic information in real time will be firmed up in the course of 2006.

ASF AND BIDEGI COORDINATE THEIR WORK AT THE BASQUE REGION BORDER

Cooperation between ASF and BIDEGI has been made official by a memorandum of understanding signed on December 29, 2005. Both sides have already taken tangible steps. To find traffic-management solutions in the border area while the new Biriadou toll plaza is being built, temporary improvements have been made to enhance the platform of the customs area. This has allowed a better flow of heavy goods vehicles into the customs checkpoint and has improved access to the toll plaza on days of intense traffic. For more effective management of incidents, in addition, since June 2005 the two toll motorway operators have been exchanging real-time traffic information and feeds from CCT cameras installed over 7 km on either side of the border.



— A regional traffic control centre.



Successful speed regulation on the A7 motorway is just one example of ASF's ongoing technological innovation in order to enhance traffic flow and improve motorway operation. Innovation will also be a future growth driver, when the Group is able to put its know-how to use within VINCI Concessions and offer new services to its customers.

INNOVATIONS

Responding directly to customer needs

ASF AT THE CUTTING EDGE OF INTELLIGENT TRANSPORT SYSTEMS

Upon request from the European Commission, in early 2005 ASF took on the chairmanship of the expert group on traffic information services. The group's key missions are to share Europe-wide best practices and to issue recommendations to the Commission in these innovative areas.

ASF is also participating in the work of the ASECAP (Association of the European Tolerated Motorways, Bridges and Tunnels) committee set up to examine Intelligent Transportation Systems, and ASF is involved in the European Commission's Cooperative Vehicle/Infrastructure Systems (CVIS) project. The aim of the latter is to define and approve a comprehensive technical solution to allow communication among vehicles and between the vehicle and road infrastructure, then to fit and test a fleet of vehicles that are able to "cooperate" with the infrastructure.

This project brings together 70 European partners, including auto-makers, parts manufacturers in the automotive and telecoms sectors, and toll motorway operators. Six pilot sites have been selected in Europe. The French site is an urban road and motorway network in the Lyon area, managed by the Greater Lyon local authority and ASF. The experiment, involving both heavy goods vehicles and passenger cars, will focus on providing drivers with safety information and other assistance, such as real-time delivery of information regarding the speed limit. ASF will take part in defining the application specifications, then in the preparation and implementation of testing. The project is due to begin in the first quarter of 2006 and to last four years.

AN IBTTA AWARD FOR ASF'S DYNAMIC SPEED REGULATION SYSTEM

At the annual IBTTA (International Bridge, Tunnel and Turnpike Association) congress held in September 2005 in Cleveland, USA, ASF won a Toll Excellence Award in the "Operations" category for its experimental dynamic speed regulation system on the A7. It was the fifth time in six years that ASF won such an award, as a further important recognition of the Group's ability to innovate constantly in motorway operations.

PX-PRÉVIA: TRAFFIC FORECASTS FOR EVERYONE'S BENEFIT

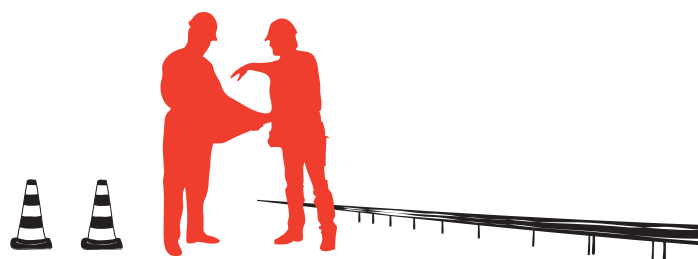
PX-Prévia is a traffic forecasting application that allows operations and safety managers to better prepare for their work. Armed with traffic forecasts, they can provide optimised information to drivers and plan renovation work in a more efficient way. This software came onstream for operational use in 2005 to prepare forecasts of hourly traffic for 2006. It will gradually be extended to the entire ASF and ESCOTA networks.

MULTISERVICES RADIO BROADCASTS IN THE NICE AND MONACO BYPASS TUNNELS

ESCOTA, as it upgraded its tunnels to new safety standards, decided to install a multiservices radio system using radiating cables. This represented a first for a network that has such a large number of successive tunnels, and it includes a local cutaway that allows the operator to take over broadcasts in case of need. This system ensures the following benefits:

- continuous radio communications for emergency services, and their link-up to their command-and-control network,
- broadcasting of the ESCOTA operations radio,
- continuous broadcasting of 11 commercial FM radio stations and of Radio Traffic FM (107.7) in tunnels, with the possibility of inserting safety messages issued by the ESCOTA command centre on those frequencies.

The multiservices radio network was commissioned in June 2005.





This project reinforces
ESCOTA's credentials.



Eric Méneroud 36, Tunnel Mission Engineer – Infrastructure Engineering Department – ESCOTA

WHAT EXACTLY DO YOU DO AT ESCOTA?

Since 2003, I've been active on one of the most important work-sites on the ESCOTA network – the upgrading of tunnels to new safety standards. The part I'm responsible for is on the Nice bypass, involving 15 tubes equalling nearly 7.5 kilometres of tunnels.

WHAT CHALLENGES DO YOU FACE?

Given the high amount of traffic in this urban sector of the network – an average of 70,000 vehicles a day – work goes on while the motorway is in operation, mainly at night. Our organisation has to be perfect in order to reconcile operating requirements (ensuring ongoing service) and worksite constraints (respecting deadlines). It's a real challenge for me, and this project reinforces ESCOTA's credentials in the modification of engineering structures under operating conditions.



ASF posted another year of development in 2005, with successes both in its core business of toll motorway management and in related businesses such as road-rail transport and secure truck parking lots. The Group's expertise, demonstrated in its successful bid to operate Lyon's northern ring road, will strengthen VINCI Concessions in the expanding market for local government outsourcing.

NEW ACTIVITIES

Developing according to plan

"OPENLY", A NEW SUBSIDIARY TO MANAGE LYON'S NORTHERN RING ROAD

On November 11, 2005, ASF won its tender bid to operate Lyon's northern ring road. This success was the result of an intense joint effort by ASF and ESCOTA experts. The Greater Lyon local authority based its decision on the Group's capabilities in operating roadways and managing electronic toll collection, as well as on the expertise ESCOTA has acquired with urban tunnels. The management of Lyon's northern ring road was taken over in January 2006, for an eight-year period, by a new wholly owned ASF subsidiary called Openly.

The Group designed its offer to be consistent with the policies developed by the Greater Lyon authorities in their urban development plan, particularly with regard to boosting alternatives to car transportation and controlling car traffic. ASF made specific proposals aimed at promoting environment-friendly modes of transportation (such as the *Vélo'v* free bicycle rental system) and encouraging users to leave their cars in the park-&-ride facilities located in the vicinity of the northern ring road. This approach is in line with point 19 of the sustainable development plan.

Operating the Lyon northern ring road fits in fully with ASF's strategy of expanding in the market of outsourced local government services and in urban environments. It also consolidates the Group's strong presence in the Lyon area.

THE GROUP ESTABLISHES A Foothold IN ROAD-RAIL TRANSPORT

The ASF Group has joined forces with Caisse des Dépôts, SNCF, Modalohr and Chemins de Fer Luxembourgeois to establish a company that will develop the first long-distance motorway-rail link in Europe, between Perpignan and Luxembourg. The development of cross-modal shipping of goods is among the key priorities in European transport policy. This project, backed by the Grand Duchy of Luxembourg and the French State, will use a railway link nearly 1,000 km long from Le Boulou, near Perpignan, to Bettembourg (Luxembourg) and will from the outset be able to handle 80 trailers a day at the beginning. The service is due to open in the spring of 2007.

RAMP-UP OF TRAFFIC ON HIGHWAY 2000 IN JAMAICA

Since December 2004, Jamaican Infrastructures Operator (JIO), an ASF subsidiary, has been operating 34 km of motorways between Sandy Bay and Mandela Highway, and managing two toll plazas. In 2005, traffic density on this motorway was up 8% to 12,130 vehicles a day, despite a particularly disruptive hurricane season. Work has begun to expand the toll plaza of Spanish Town, in order to absorb traffic peaks of over 1,500 vehicles per hour. On the marketing end, electronic toll subscriptions were multiplied threefold in 2005, to about 9,000 subscribers. This is all the more impressive in a country where there is no tradition of motorway concessions, and even less of electronic badge systems. The company's target is to reach 20,000 subscribers by the end of 2006.

The next section, from Portmore to Causeway, will link Kingston to its commercial port. Due to open in mid-2006, it is expected to channel over 35,000 vehicles a day.

CONSTRUCTION OF THE TRUCK ETAP STOPOVER CENTRE BEGINS

Excavation work began in mid-2005 on the future Truck Etap secure trucker stop in Béziers. Construction of the buildings for this first services platform for truckers then began at the end of the year.

Managed by the ASF subsidiary Truck Etap, the centre lies 800 m from the Béziers West toll plaza on the A9, off exit 36, in the Via Europa company park. Beginning in the autumn of 2006, the facility will offer truckers 350 parking spaces monitored by security guards and closed-circuit television, as well as a restaurant, a petrol station, a truck wash and a whole range of services for the comfort of drivers, such as individual shower rooms and laundry facilities.

This new centre expands on the new services offered in the rest stops of Communay near Lyon, on the A46.

After reaching a historic low in 2004, the number of accidents in the ASF network fell still further in 2005, to below 8,000. The number of deadly accidents and of fatalities rose in relation to 2004, however, so although these figures remain among the lowest recorded in past years, the Group is far from easing off on its road safety drive.

ROAD SAFETY

Ongoing priority



Winter servicing at the La Turbie platform, in southern France, during the January 2005 snowstorms.

NEW SAFETY EQUIPMENT INSTALLED IN 2005 ON THE ASF NETWORK

In line with our commitments under the 2002-2006 program contract, we pursued our major road-safety investment outlays in 2005, spending €6 million on installing new equipment to prevent accidents and limit their consequences. The following is an overview of the main equipment installed in 2005 on the ASF network:

- 154 toll booths were fitted with shock absorbers, bringing the total number of equipped units to 270 – the program is now 50% complete.
- 4 new interchanges received deflecting crash barriers that protect motorcyclists. With 59 equipped units, this program is nearly complete.
- To prevent the risk of wrong-way driving, the Operations departments of Biarritz and Niort have fitted all two-way interchange slip roads with markers showing the direction of traffic. The Orange Operations department launched a similar operation, but with concrete dividers covered by markers.
- 34 new route video surveillance cameras have been installed.
- Further strengthening of the A7 central reservation is ongoing (over 4 km to the north of Valence and 20 km between Bollène and Montélimar South).

50 new lay-bys were built 2005, completing a program launched in 1994 and bringing up to 1,600 the total number of these safety features.

INCREASINGLY EFFECTIVE TUNNEL MANAGEMENT

The ESCOTA network took further steps in implementing systems for rapidly closing down tunnels in the event of an incident or accident, following successful testing in 2005. These systems will be rolled out to all tunnels on the Nice bypass in 2006.



1,600

LAY-BYS

95,235

ROAD SAFETY ASSISTANCE

MONITOR, INFORM AND ACT

398 display panels

653 automatic traffic-counting stations

182 weather stations

790 CCT cameras

112 automatic incident detectors (including 96 on the ESCOTA network)

3,000 km covered by Radio Trafic FM (107.7)

1 emergency telephone about **every 2 km**, on a lay-by

285 motorway patrol, assistance and surveillance employees



TRACKING HAZARDOUS GOODS TRANSPORT IN TUNNELS

As part of its drive to improve tunnel safety, ESCOTA has launched trials of a system, based on electronic toll collection (telepeage) technology, to track vehicles carrying dangerous goods on the Nice bypass section of the A8, with a focus on their route and driver-disclosed freight information. Feasibility tests were conducted with shipping companies, first with some whose trucks used the telepeage service, then with non-subscribers.

The system has been in operational use since September 2005 in the four tunnels of the Nice bypass, whenever ethylene oxide is transported. It has been rounded out by the addition of 52 sensor points and a new central supervision system will be installed in the course of 2006.

The benefits of this approach are clear, and now ESCOTA is considering offering it to all its heavy goods vehicles customers.

THE GROUP'S EMERGENCY RESPONDERS ON ALL FRONTS

On a 24/7 basis, motorway maintenance and patrol crews respond in the midst of traffic to clear snow, mark work areas, perform repairs or protect accident sites. The Group as a whole had a total of 95,235 safety call-outs in 2005. Fighting the consequences of bad weather also proved very demanding for Group teams, with the equivalent of 1,121 days required for winter maintenance work alone. During the year, the ASF-ESCOTA network was not spared by the forces of nature. Snowfalls, icing rain and floods called for exceptional operating measures, including mandatory exiting, putting heavy vehicles into storage or even motorway closures.

TOTAL NUMBER OF ACCIDENTS IN 2005 IN THE ASF GROUP'S NETWORK

| | 2005 | CHANGE 2005/2004 (%) |
|--|--------------|-------------------------|
| Accidents without casualties | 6,595 | -3.88 |
| Accidents resulting in injury or death | 1,390 | +10.58 |
| Accidents resulting in death | 70 | +18.64 |
| Number of fatalities | 79 | +11.27 |
| Light injuries | 1,726 | +10.08 |
| Severe injuries | 227 | -2.16 |
| Total number of accidents | 7,985 | -1.64 |

SAFETY CALL-OUTS IN THE ASF GROUP'S NETWORK

| | 2003 | 2004 | 2005 |
|--|----------------|----------------|---------------|
| Protecting accident sites | 9,668 | 9,763 | 10,224 |
| Coning off broken-down vehicles | 25,625 | 25,058 | 25,435 |
| Removing spills and debris | 38,511 | 41,372 | 40,101 |
| Other (removing objects, stray animals...) | 30,201 | 26,888 | 19,475 |
| Total | 104,005 | 103,081 | 95,235 |

Employee safety remains an unwavering priority throughout the ASF Group. We have set up a dedicated unit, the Operational Safety and Planning Department, to identify causes of accidents and prevent their occurrence by raising employee awareness. Despite the extensive measures taken, however, 2005 did not follow the promising lead of 2004. This has led us to reexamine our quality of execution at all levels and to redouble our safety efforts.

EMPLOYEE SAFETY AT WORK

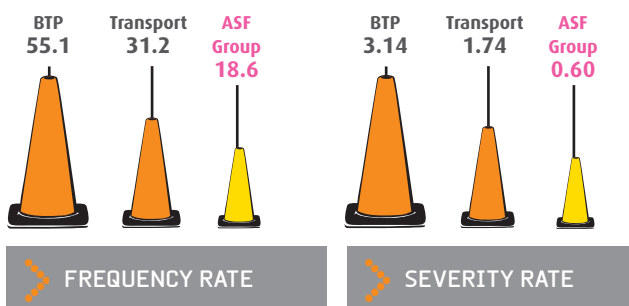
A key priority



In 2005, ASF significantly increased its efforts to improve employee safety (toll operators, road workers...).

DESPITE INTENSIVE MOBILISATION, A LACKLUSTER 2005

Although the severity rate for employee accidents improved by 10%, declining to 0.60 in 2005 from 0.66 in 2004, the frequency rate rose to 18.6% from 15.6%. This deterioration was due to a variety of causes, but 65% of accidents were attributable to inappropriate behaviors, such as inattentiveness or lack of compliance with guidelines while walking or when carrying items. The operating units of Valence and Biarritz reached the goals set by Group management, achieving a frequency rate of less than 14.3, but our overall performance was disappointing. While unsatisfactory, however, these results remain better than the average performance in the building and public-works industry or the transport sector.



* See "Human resources indicators" page 17.

TRAINING TO IMPROVE EMPLOYEE ROAD SAFETY

Two new training courses were added to the Highway Worker Safety Certification system for motorway maintenance and patrol crews in 2005. First, the **driving diagnostic** was launched at the beginning of the year, with the aim of analyzing the driving patterns of each employee who uses company vehicles, including emergency response and service vehicles. This commitment was derived from the road safety charter signed in 2004 with two government agencies, and at end-December the driving behavior of 970 employees had already been evaluated. This figure is very close to the annual target of 1,000 diagnostic evaluations, as set out in the charter, the implementation of which constitutes point 14 of the sustainable development plan.

Second, the **Highway Worker Safety Accreditation** system was launched in the fourth quarter of 2005. This course, in the form of a workshop combining classroom instruction and hands-on experience, aims to provide safety guidelines and behavioral coaching to the some 2,000 employees who regularly use company vehicles, including executives, technicians, foremen or supervisors, and itinerant inspectors, as well as new hires. This measure is in line with point 15 of the sustainable development plan.

“ Safety is a shared property that depends on everyone. ”

Isabelle Etcheverria, 36, Safety Assistant – Biarritz Operations Department

HOW WOULD YOU DEFINE THE POSITION OF SAFETY ASSISTANT?

My role is to look out for the safety of teams as they go about their work. This includes all staff categories, from the toll operator to the motorway worker or the foreman. Risk prevention takes in such varied areas as ergonomics, safe driving, compliance of buildings with safety rules, rooting out toxic products, or procedures for providing emergency and support services in the midst of traffic.

WHAT DO YOU FIND MOTIVATING IN YOUR WORK?

It's a meaningful job, because it revolves around the safety of women and men at work. It's an ongoing challenge. You always need to go back to the basics, because safety is a shared property that depends on everyone's constant awareness and vigilance. So you can never stop reminding people, communicating with them, training them, at the same time as you update and upgrade the equipment they use. It's a huge task, but a tremendously stimulating one!



One of the main reasons why customers choose the motorway is to enjoy a congestion-free and pleasant drive. The ASF Group thus makes every effort to ensure a smooth flow of traffic. Fighting congestion is also a sustainable development goal, as smoother traffic reduces pollution and noise from cars.

TRAFFIC

Traffic and steady flow



“Gain time by slowing down” that’s the challenge successfully met through speed regulation on the A7 motorway. Speed regulation improves traffic flow and road safety. It is also in line with commitment 9 of the sustainable development action plan, because it helps fight stop-start traffic, slowdowns and traffic jams which all raise petrol consumption and, therefore, polluting emissions.

MODERATE GROWTH IN TRAFFIC

Growth in 2005 toll-paying traffic, excluding new sections, was +0.8 % for all vehicles, +0.9% for light vehicles, and -0.1 % for heavy goods vehicles.

The number of kilometres travelled in 2005 totalled 32.6 billion versus 32.2 billion in 2004, representing an increase of 1.1%, including the additional traffic generated by the opening of new sections. Total heavy goods vehicle traffic rose +0.1% while light vehicle traffic increased +1.3%. Annual average daily traffic on the entire network came to 30,380 vehicles per day in 2005, down 0.3% from the 30,483 vehicles per day in 2004. Toll receipts account for 98% of ASF Group revenues. In 2005, the Group generated 46.3% of its revenues in the first half of the year and 53.7% in the second half. July and August alone accounted for nearly 23.1% of annual revenues.

TENSE TRAFFIC CONDITIONS

Traffic was hampered in 2005 by lackluster economic conditions, the loss of one calendar day compared with 2004 (a leap year), soaring petrol prices, and a change in French legislation to discontinue the Pentecost Monday holiday, traditionally a busy travelling weekend. Bad weather also affected the Group’s network, with massive snowfalls on the A64, A72 and A89, as well as torrential rains that led to motorway cuts. Following heavy rains on September 7, 2005, for example, the Alpes-Maritimes regional authorities decided to close the motorway for several days during remedial work after rocks located outside the concession area fell onto the A8 between Roquebrune-Cap-Martin and La Turbie.



Our two key goals for toll operations are to raise traffic flow through toll plazas, particularly by automating transactions; and to ensure a high quality relationship with our subscriber customers.

TOLL OPERATIONS

Productivity and services

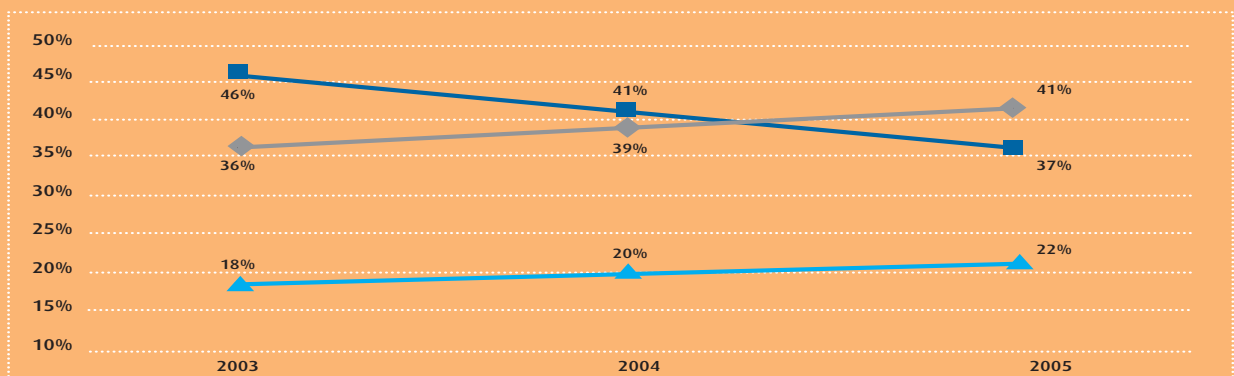


We are paving the way for the toll plaza of the future. ASF has initiated a partnership with Thales to create a prototype for a free-flow toll lane, without a barrier. Our aim is to prepare for future European calls for tender involving this type of system.

The total number of transactions rose 2.1% to 605 million from 592 million in 2004. We comfortably exceeded our target of 60% automated toll collection by the end of 2005, with 62.7% of all tolls collected on the network paid by electronically or by bank or

corporate card. As of December 31, 2005, we had 395,535 "télépéage" subscribers, corresponding to some 500,000 electronic badges in use.

AN ONGOING RAMP-UP OF AUTOMATION



■ Manual transactions

◆ Automatic transactions

▲ "Télépéage" transactions

605

MILLION TOLL TRANSACTIONS

395,535

ELECTRONIC TOLL SUBSCRIBERS

38
39

2005 Activity Report - ASF Group

VOIE NOUVELLE GÉNÉRATION: HARNESSING THE FUTURE

The VNG (new generation toll equipment) project is aimed at designing and producing new generation toll equipment for the ASF network. Intended to meet our needs over the next fifteen years, the new equipment will enable us to increase traffic absorption capacity by 15% compared to standard toll lanes, by speeding up transactions and allowing a more user-friendly access. This will help avoid the need to systematically build extra toll lanes, saving on investment and purchases of additional land alongside toll plazas. In 2005, three prototypes were produced. The operating software has been written and is undergoing testing, and the system will be further tested and fine-tuned in 2006.

MIMOSA, A COMPREHENSIVE PROJECT TO MANAGE "TÉLÉPÉAGE" SUBSCRIPTIONS

The first part of the MIMOSA project was setting up the *Voie Directe* call centre, which has become a pillar of ASF's and ESCOTA's management of customer relations. Front office communications were up 10% in 2005, with a weekly average of 2,380 calls processed. In back office operations (after-sales service and sales administration), the number of encoded telepeage badges rose 47%, with an average of 221 new badges per week; applications processed were up 55%, with an average of 923 per week.

In 2005, we continued our drive to standardize the subscription management process and to develop specific software for better cost control. In 2006 this will lead to the roll-out of a shared SAP-based Customer Relationship Management solution for light vehicle customers, with several modules, including a Subscriber section on our website, Extranet access for partners and operations marketing.

A MANAGEMENT CENTRE FOR "TÉLÉPÉAGE" SUBSCRIPTIONS

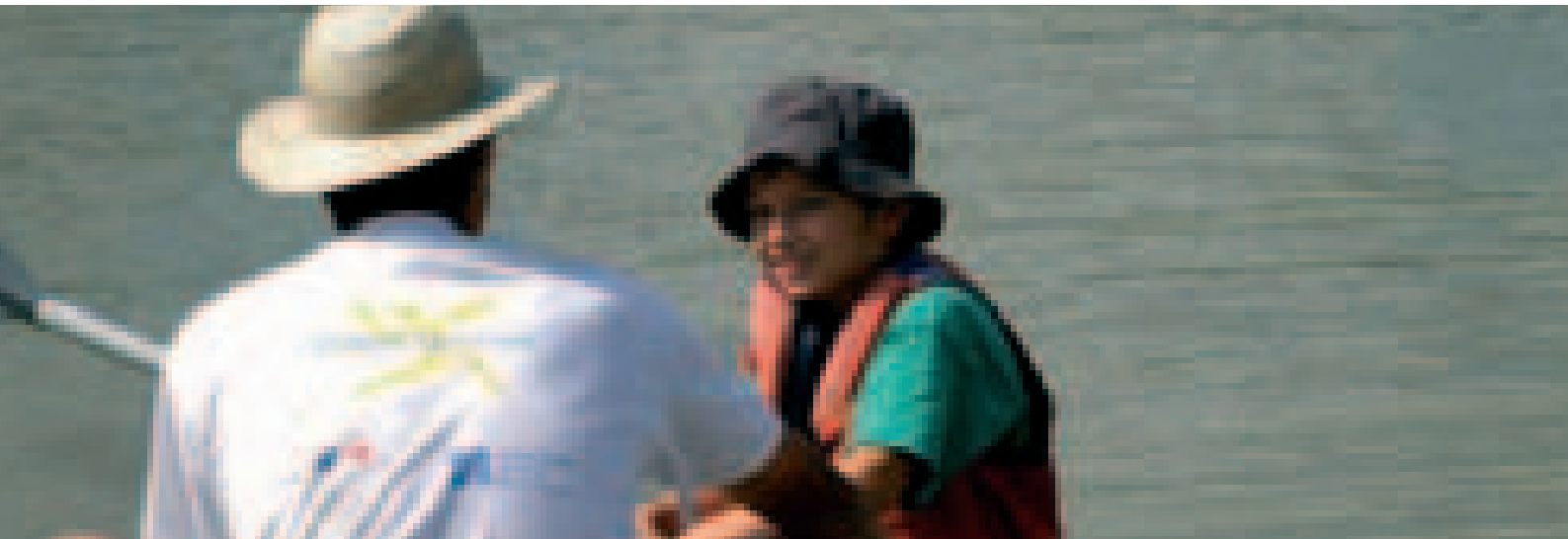
ASF project teams worked on setting up CGAS, the new subscription management centre specialized in managing inventory, personalizing badges and sending them to customers, packing badges and supplying the sales network, as well as processing returned badges. This new logistics facility, on the former site of the Saint-Martin de Crau district, was scheduled to come onstream in January 2006.



The ASF Group makes every effort to provide the highest quality of service, through the offerings provided in rest areas, the special events organized during the summer, the expansion of "télépéage" toll collection, top-notch traffic information and the work of our teams in customer services. We also precisely measure changes in the satisfaction rate of our customers.

CUSTOMER SATISFACTION

Developing service quality



"Sports galore on the vacation motorway!" For the 18th consecutive year, "Sports Stops" were proposed on 11 rest areas of the ASF-ESCOTA network.

WINNING NEW "TÉLÉPÉAGE" SUBSCRIBERS

In January 2005, ASF and the regional authority of Corrèze launched Zap Corrèze, a "télépéage" subscription that allows regular users of the motorway to enjoy discounts on their trips on the A89 Corrèze sections. In the spring of 2005, we launched Temps Libre, a special "télépéage" offer for occasional users, under which they only pay monthly management fees in the periods when they use the motorway. Its aim is to lift many of the obstacles that have prevented weekend or vacation users from adopting "télépéage". This product met with instant success and now accounts for 30% of "télépéage" sales. ASF also has an agreement with the Total fuel station chain, which combines "télépéage" with Total cards marketed by Total's sales force to companies with large vehicle fleets, and brings us the Total motorway stores as an important outlet for sales of "télépéage" subscriptions. To prepare for the launch of "télépéage" subscriptions for heavy goods vehicles in 2006, ASF has been testing the system since July 2005, on a fleet of 100 vehicles crossing the toll plazas of Le Boulou, Perpignan Sud and Perpignan Nord on the A9. In addition, ASF has teamed up with five other motorway operators to create

Axxès (ASF stake: 35.5%), a company that will be responsible for issuing "télépéage" contracts and badges as well as for billing customers on behalf of its parent companies.

GUARANTEEING SERVICE LEVELS THAT MATCH THE EXPECTATIONS OF CUSTOMERS AND OF THE STATE AS PROVIDER OF THE CONCESSION

In our ongoing drive to raise service quality, we have been making use of customer satisfaction surveys since 1998 as one of the key tools to gather feedback. This enables us to monitor trends in satisfaction by motorway and based on different criteria that include traffic flow and services in rest areas. At the request of the government department in charge of roads, we will make this satisfaction survey part of our annual reporting process, alongside our progress report on the implementation of our program contract.

Analyzing customer responses allows us to hone in on specific demands and seek to satisfy them, in line with commitment 5 of the sustainable development plan. The aim is to maintain a high level of satisfaction, above 7.8 out of 10.



INTERVIEW WITH NICOLAS WAINTRAUB,
PUBLISHER, HACHETTE FILIPACHI PRESSE.

“Mickey takes the motorway”: what was the purpose of this special issue of *Journal de Mickey*?

This magazine brings children aged 8 to 13 behind the scenes of the motorway and teaches them good habits of road use while they have fun. These future drivers will also recommend these behaviours to their parents.

Why did ASF Group and Disney team up?

It was a meeting of two leaders in their fields, who made common cause for the public-interest issue of road safety. The government authority in charge of road and traffic issues was also a partner in this initiative, lending it further credibility.

How was this *Journal de Mickey* special issue distributed?

One million copies were handed out at the main toll plazas of the ASF-ESCOTA network during summer weekends. This allowed us to reach families in the midst of their travelling, at the most appropriate time to pass on advice on safe driving. ”

In order to offer the required level of service while controlling costs, ASF operating units use performance scorecards that allow regional operating departments to allocate resources (e.g. motorway maintenance crews, working hours) according to the target service level (in terms of response times, cleanliness, etc.) and reach budget objectives.

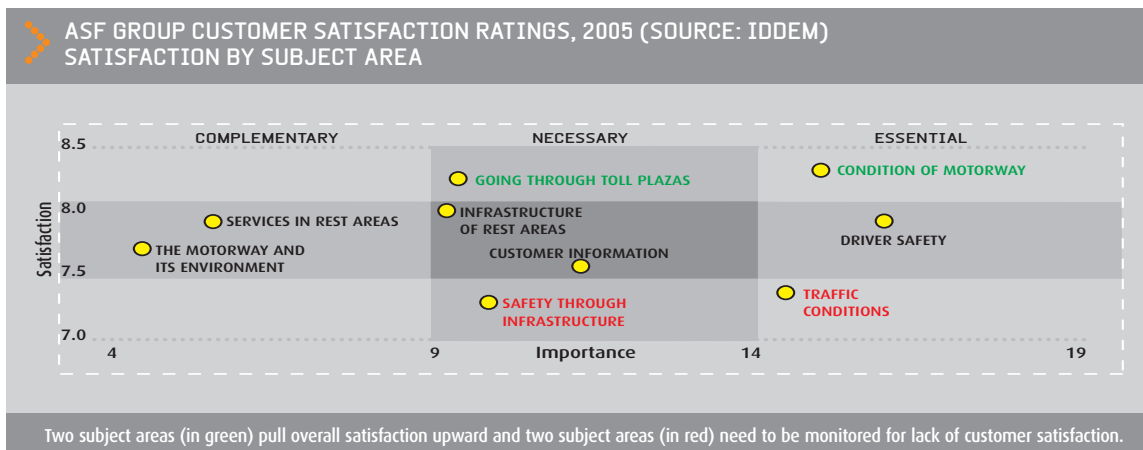
RADIO TRAFIC FM FINDS AN ENTHUSIASTIC AUDIENCE

The merger between Radio Trafic (ASF) and Trafic FM (ESCOTA) was fully completed in 2005. Radio Trafic FM broadcasts on 3,000 km of motorways, split into five zones to give drivers

traffic information broken down by region. The station rolled out a new programming schedule that gives a prominent role to tourism, culture and the territories crossed by the motorway.

Millions of travellers appreciate the quality of its broadcasts, with the Group’s radio enjoying a 52% market share*. Advertisers also appreciate Radio Trafic FM as an excellent medium for their messages. Revenues were up 36% in 2005, to €3.8 million, with 40 new advertisers bringing pure new business.

* Source: Mediametrie survey from July 29, to August 2, 2004.



90,000
SPORTSPEOPLE

5.4 million
PAGES VIEWED ON WWW.ASF.FR

WITH "ÉTAPES ENSOLEILLÉES 2005" OUR MOTORWAYS PROVIDED FUN AND SAFETY/ENVIRONMENTAL TRAINING

The names of our motorways – Autoroute du soleil, Occitane, Aquitaine, Provençale – have a ring that everyone associates with vacations. To make the journey safer and less stressful for all, ASF and ESCOTA organize a variety of activities around the themes of road safety and relaxation. In 2005, nearly 90,000 adults and children took part in 24 sporting activities organized jointly with the Ministry of Youth, Sport and Community Organizations. ASF, in partnership with the Matmut insurance company, continued to help motorists check their tire pressure at 14 sites. To raise drivers' awareness of road safety, Macif, another insurance company, installed teaching materials like the "roll-over" car. There have also been environmental displays on saving the Hermann's tortoise, waste sorting and preventing forest fires.

In addition, we held an exceptional celebration on July 14th, to mark both Bastille Day and – more unexpectedly – the Year of Brazil! Dancers, musicians and sandball players graced the Belvédère d'Auriac rest area on the A61. The event culminated with an unbeatable view of the July 14th fireworks above the medieval city of Carcassonne.

Over the summer, as in 2004, we handed out, at the main ASF and ESCOTA toll plazas, a million copies of a special issue of *Journal de Mickey* on road safety (see interview) as well as nearly three million copies of *Paru Vendu Vacances* magazine that presented the territories crossed by the motorway, provided road safety advice and encouraged customers to take a break in the rest areas.

RENEWAL OF CONTRACTS FOR COMMERCIAL FACILITIES

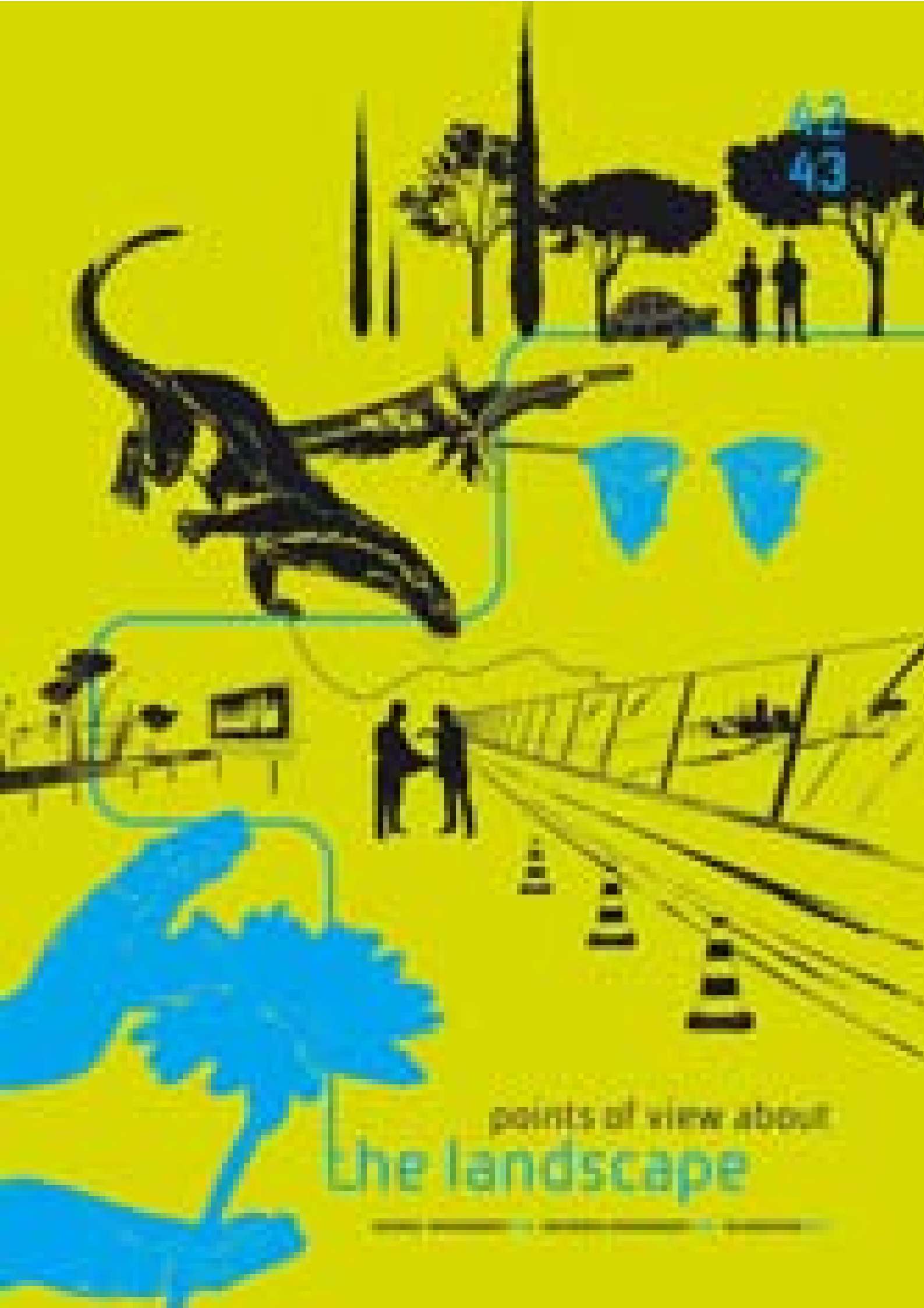
The service stations, restaurants, cafeterias and shops in our rest areas are an integral part of the service we provide to customers. In order to improve these services and make them more attractive, we are constantly seeking out the best price-to-quality ratio for basic services and ensuring that we offer a solid range of ancillary services. In 2005, 41 contracts governing commercial facilities on the ASF and ESCOTA networks were up for renewal. We took this opportunity to include additional requirements in the calls for tender and reopen the services to competitive bidding.

As the rest areas of the A62 between Bordeaux and Toulouse were among those concerned by the contract renewal, we decided to restructure our service offering on this motorway. With the agreement of the government authority in charge of roads, we decided to reduce the number of areas but to bolster service quality in the lower number of sites, enabling us to be more demanding with our specifications. We required, for example, that rest areas be designed with quality architecture and that they systematically offer fast food, set up leisure spaces and areas for the promotion of regional products, provide access to new technologies and take environmental protection into account, including through waste sorting. ASF teams completed the construction work in just ten months, and the new service areas were scheduled for opening in the first quarter of 2006.

WWW.ASF.FR: AN INFORMATION SUPERHIGHWAY

In 2005, our website scored over 1.4 million hits, with more than 5.4 million pages viewed. Each month visitors view about 450,993 pages. On peak travel months, like July 2005, our number of visitors also spikes, with 750,000 pages viewed in that period. The sections most prized by visitors are the practical information items like real-time traffic, itinerary computation and forecasts. The ASF website is clearly a valuable tool in helping people to plan their trips.



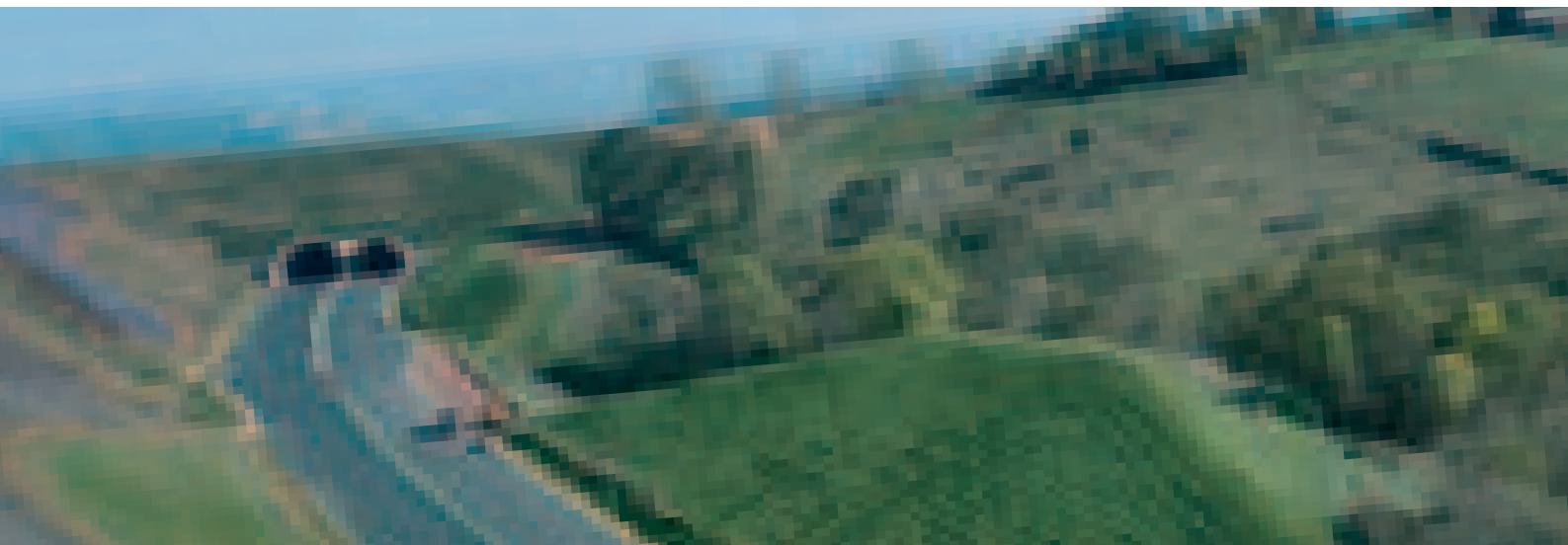


points of view about
the landscape

Our deep commitment to protecting the environment goes well beyond regulatory compliance. Throughout a motorway's life span, this core value underpins every Group initiative, from the design and construction of integrated infrastructure through to operational methods that permanently respect the surrounding environment.

THE NATURAL ENVIRONMENT

A daily commitment



Between Terrasson and Brive on the A89 motorway, a 169-metre long covered trench provides the Gumond community with noise protection.

PROTECTING NATURAL DIVERSITY AND RESOURCES

After a public inquiry, within the 300m corridor chosen that the French government entrusts to ASF to build a new motorway, we list the species that are vulnerable or are valuable elements of the natural heritage, in order to preserve them. Points of passage of wild fauna are re-created as much as possible, to avoid cutoffs and reduce the risks of collisions occurring on the lanes. As of

December 31, 2005, 316 specially-designed passages (including two on the A87 that opened in January 2006) allowed animals large and small to cross the motorway safely. We monitor these crossings, some of which are fitted with "photographic traps", with the help of local specialists drawn from environmental groups or hunting associations. We also have 6,175 km of specially-adapted fencing running alongside the network, including

| RESOURCES DEVOTED TO ENVIRONMENTAL PROTECTION IN 2005 (in euros million) | Breakdown of expenditure | | | | |
|--|--------------------------|--------------|--------------------------|--------------|-------------|
| | WATER | NOISE | BIODIVERSITY & LANDSCAPE | OTHER | TOTAL |
| Investment in building new sections | 4.9 | 3.9 | 16.8 | 3.1 | 28.7 |
| Upgrades and enlargements to the network (investments on motorways in service) | 13.7 | 11.35 | 3.3 | 2.6 | 30.95 |
| Operating expenses for preserving green areas and protective systems (including maintenance and major repairs) | 5.9 | 0 | 18.3 | 4.45 | 28.65 |
| | | | (green viability) | (fences) | |
| TOTAL | 24.5 | 15.25 | 38.4 | 10.15 | 88.3 |

RECYCLING OBSOLETE “TÉLÉPÉAGE” BADGES

The Group manages about 500,000 “télépéage badges”, with the first badges issued nearly five years ago. We have chosen to replace badges whose batteries have expired with new-generation models that are cheaper, longer-lasting and technically more advanced.

The old badges are recycled, for two reasons. The first is that their lithium battery makes them unsuitable for landfilling or incineration. The second is that materials can be recovered from their electronic components and battery.

In 2005 we signed a contract with Eco Micro, a company based in southwestern France that is specialized in collecting and recycling electrical and electronic products. The processing costs € 0.1 per item.

This partnership for badge recycling fulfils several aspects of our sustainable development plan, including the fact that Eco Micro provides work to disabled persons and people in long-term unemployment, helping them find their place in society.

2,101 km where it is over 1.5 meters high to keep out deers and other large animals. Others, like most fencing on the ESCOTA network, are reinforced at the bottom through deeper burying or the use of pins, in order to prevent wild boars and other burrowing animals from lifting them. When the itinerary of the motorway cannot avoid certain areas of ecological interest, we offset the loss by acquiring or transferring certain varieties of plants or even recreating biotopes. In 2005, ASF donated to CREN Midi-Pyrénées, a regional conservancy organization, 13.26 ha (32.8 acres) of dry lawns which it had acquired to offset loss of vegetation in the building of the A20 (Brive/Montauban).

Sustainable management of vegetation areas

Over the past forty years, our Group has built up and maintained 11,380 ha (28,120 acres) of exceptionally rich vegetation areas. Since the early 1980s, we have practiced “extensive” management methods in these spaces, that focus on preserving natural biodiversity by intervening as little as possible and minimizing impacts on human health and the natural environment. Consumption of chemical fertilizer has been dramatically reduced through substitution with compost. Peat is no longer used, to preserve peat bogs as well as to promote recycling of organic matter. Herbicides, insecticides and fungicides have practically been abandoned and replaced with manual operations that preserve desirable species. In 2005, maintaining these areas required nearly 356,000 hours of work.

Partnership with *Fondation Nicolas Hulot pour la Nature et l’Homme*

Another illustration of our commitment to preserving biodiversity is to be found in the three-year partnership agreement signed in 2004 with *Fondation Nicolas Hulot pour la Nature et l’Homme* (FNH) to support its program to protect the Hermann’s tortoise, a rare and endangered species that is found in the Maures mountains (A8). Our support for this project, one of a number of biodiversity initiatives by FNH, follows several years of cooperation between ESCOTA and two local conservancy organizations. On July 30, 2005, the Vidauban Sud rest area on the A8 was the site, for the second consecutive year, of a major awareness-raising event called “Save the Hermann’s tortoise”. Over 5,000 customers attended this one-day exhibition, organized by the Group with FNH, the two local conservancies and *Youpi*, a children’s magazine. They learned about the need to protect this rare species and prevent forest fires, one of the causes of the gentle reptile’s dwindling numbers in the Maures mountains.

Protecting water resources

The ASF Group has developed specific know-how to protect sensitive water resources using rustic solutions that withstand the test of time. In connection with our water policy, in 2005 we commissioned 61 new structures to prevent water pollution, bringing the total to 1,614. On motorways built prior to current legislation (before 1992), we

1,614

STRUCTURES TO PREVENT
WATER POLLUTION

undertake upgrades to protect the most exposed areas, especially drinking water catchment areas. Under this protection program, we treated four sites in 2005 and 47 remain to be taken care of by 2011. In addition to these preventive measures, we are prepared to take appropriate action following any pollution. Emergency plans have been drawn up in each *département*, with the local *préfectures* and emergency services. The 33 plans in place as of December 31, 2005 specify the action to be taken in the case of an accident involving pollutants or hazardous substances, in order to limit as far as possible the potential impact on the environment, notably by containing the pollutant. These plans create optimal conditions of safety for customers, emergency-response services and our own employees, and are updated whenever new sections or lane extensions are opened. In 2005, 11 accidents caused spills of hazardous substances, but there were no impacts on the natural environment, as the products were contained and treated on the

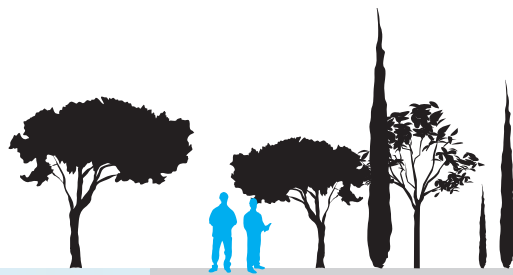
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PLANS OF ACTION IN THE EVENT OF ACCIDENTS,
INVOLVING POLLUTANTS OR DANGEROUS SUBSTANCES

motorway. At ESCOTA, duty personnel are equipped with sheets mapping the runoff network over a total of 80 km of sensitive motorways. In 2005, this information was produced as a CD-ROM with a multi-criteria search function, by motorway, town or kilometre reference, that makes it possible to locate key areas (e.g. crossings of waterways or catchment areas) and to identify the basins at risk based on the direction of runoff. The CD-ROM, which also includes a list of companies providing remediation services and data sheets of key steps to take depending on the type of substance spilled, has been made available to the various districts and to emergency-response services.

Waste management policy

Our operations entail different types of waste generation, added to what customers leave in our network. In 2005, 7,000 tons of mixed household waste were collected and eliminated, in addition



PROTECTING THE CITY OF NÎMES AGAINST FLOODING

Our bridges and viaducts are designed and built to avoid worsening disruptions in the water cycle caused by the erosion of riverbanks and floods. As part of a movement of national solidarity, ASF is taking part in an action plan to protect the city of Nîmes against flooding, that was designed after the dramatic floods of 1988. Five major hydraulic engineering works will be built under the A9 and A54 by the end of 2007. The Group's total investment will amount to €15 million. Construction work on the Alès canal began with the building of a first structure underneath a very busy stretch of the A54, used by more than 36,000 vehicles a day, 20% of which are heavy goods vehicles.

— Road works without closing the motorway.



“

We manage the border areas of our network in a sustainable way.

”

Patrice Lebrun, 41, Assistant for Nature, Landscaping and the Environment – Brive Operations Department

HOW WOULD YOU DEFINE THE POSITION OF ASSISTANT FOR NATURE, LANDSCAPING AND THE ENVIRONMENT?

I would call it the link between civil engineering and the natural world, between the motorway and its environment. My job is to be a facilitator of exchanges, encouraging a sharing of resources. Because each individual's mission can have an impact on the environment, my role is to bring a different focus that helps my colleagues guarantee the technical and regulatory consequences of all that they undertake.

SO YOUR WORK IS MAINLY IN THE FIELD?

Yes, a close proximity to field operations is essential. Inhouse, it means daily work to make sure that everything we design and maintain is pretty, simple and self-sustaining. Beyond our fences, it involves meeting our local partners to guarantee that we manage the border areas of our network in a sensitive and, above all, sustainable way.



88.3 M€

TO PROTECT THE ENVIRONMENT

to the non-hazardous commercial waste produced by our business operations or picked up in the network (e.g. scrap metal, plastics, rubble, bulk waste, etc.). Of the total tonnage collected, 36% was recycled or re-used through local disposal channels. As of end-2005, 21 districts sorted the waste produced in the course of their activities and collected from the motorways (scrap metal, tires, plastics, etc.). The Group's goal is to roll out this program to all 36 districts by the end of 2006. The drive to equip these facilities allowed 114 tons of paper and board to be recycled in 2005. For household-type waste collected in the rest and service areas, we continued to implement our program to install containers. In partnership with the Rhône Isère and Southern Gard regions' waste management authorities (SITOMs), ASF set up segregated collection for the areas of Communay Nord and Sud on the A46 to the east of Lyon and Marguerittes respectively. After Vidauban Sud (A8), the ESCOTA rest areas of Cambarette Nord and Sud (A8) have now been equipped, as part of a partnership with the town of Brignoles, which is handling the collection and recycling of packaging waste.

316

PASSAGES FOR THE FAUNA

Overall, customers sorted over 10 tons of glass and packaging waste in the 8 areas where the equipment has been installed. By the end of 2006, nine additional areas are due to be equipped.

Motorways, a special space for raising the public's awareness

With an average of over 30,000 vehicles a day using the ASF Group's network, our motorways provide a privileged communication medium for raising driver awareness. By providing traffic and driving-condition forecasts, we enable each of our customers to plan their trips and thereby avoid bottlenecks and rush hours. Likewise, through our Radio Trafic FM station, lighted information panels and partners such as the *Journal de Mickey*, *Petit Futé* and *Paru Vendu* publications, we are able to implicate drivers in best practices for road safety and fuel consumption. In 2005, Radio Trafic FM ran nearly 150 stories on road safety and best practices to limit environmental impacts of driving. In all, these stories were broadcast 2,000 times in the course of the year.



A GOOD BEGINNING TO SELECTIVE WASTE SORTING

In theory, if customers sorted all waste that they produce in motorway rest areas, 25% of the total weight of this waste could be recycled. The current situation, however, leaves much room for improvement, since only 3% of their waste is sorted. The recycling rate, on the other hand, is excellent, with 85% of the sorted waste recyclable compared to an average of 70% in communities.

Recycling points are equipped with three 660 litres different-coloured bins: green for glass, yellow for packaging, newspapers and magazines, and grey for other non-recyclable waste.



On average, it takes fifteen years between the government decision to build a motorway and the day when it opens to vehicle traffic. From the moment the infrastructure is commissioned, spaces around the motorway are lastingly altered. Discussions with local players are essential to help restore a balance within these spaces and preserve them as showcases for the broader region.

MOTORWAY ENVIRONMENT

The “interactive” motorway



2000

2001

2006

— Nature has regained its place and now the motorway merges into the landscape.

PROTECTING OUR NEIGHBOURS FROM NOISE – WORKING WITH REGIONAL AUTHORITIES ON A VAST NOISEPROOFING PROGRAM

French legislation sets thresholds in decibels corresponding to the noise heard by neighbours, based on mean hourly traffic taken over one year. Because regulations changed, particularly in 1992 and 1995, different thresholds are applicable depending on the motorway's situation.

We systematically include noiseproofing on any new stretch of motorway, in order to guarantee noise levels of less than 60 dB by day and less than 55 dB at night. For the 18.9 km of motorway commissioned in 2005, we soundproofed the outdoor walls of two houses and purchased one home. Lane extensions provide an opportunity to upgrade to current standards in older stretches where the sound situation has deteriorated. ASF installed noise screens and mounds of earth representing a total vertical surface of 6,849 sq.m. (74,000 sq.ft.) during lane enlargements on the A62 from Montauban to St Jory and when the Toulouse Nord toll plaza was extended. The outdoor walls of 25 homes were also soundproofed, as part of the above operations and near the A10

from Lormont to Virsac. In preparation for the enlargement of the A63, we purchased four homes that would have been very difficult to shelter from noise. In all, we protected 136 additional homes in 2005. On the Group's older motorways, we are continuing to implement our ambitious program to remedy Noise Black Spots (NBS), as we call homes that are subject to noise levels greater than 70 dB(A). At the end of 2005, 268 NBS had been corrected, bringing the total to 1,165 out of the 1,440 homes identified, which means that over 80% of the program has been completed.

In addition to the NBS program, there are specific projects to provide additional protection, launched in partnership with local governments. ESCOTA signed one with Communauté d'Agglomération du Pays d'Aix (CPA) for 3 years in January 2003. Under this Aix program, 232 homes were protected in 2005; 124 of them qualified as NBS. The total investment came to €2.6 million before tax including a €0.433 million before tax CPA contribution. 519 homes have been protected since the beginning of this program.

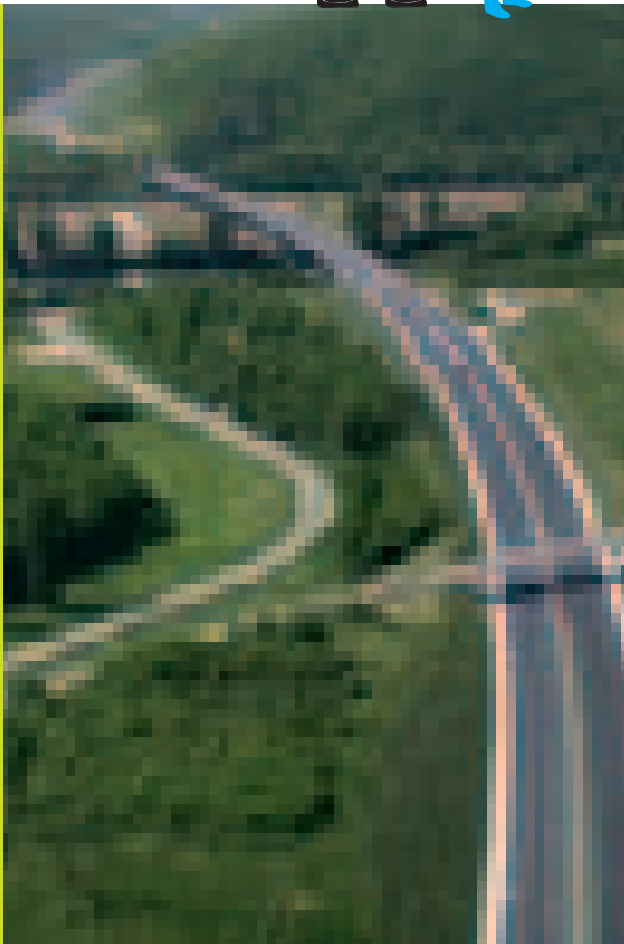
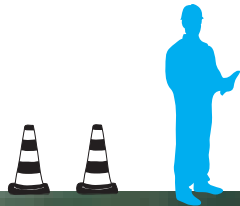
1.2 M€

FOR THE “1% LANDSCAPING
AND DEVELOPMENT”

A RESPONSIBLE LAND USE POLICY

The domain managed by the Group covers nearly 34,000 ha (84,000 acres). As of December 3, 2005 more than a quarter of it remained to be delimited, an operation which consists of defining the final footprint required for the running of the motorway, separating it from the other spaces which become private property. By creating a Real Estate Development department, the ASF Group, leveraging ESCOTA's experience, opted for a proactive management of its assets – which means gaining precise knowledge of their condition, anticipating changes and defending our lane extension or redesign projects, while altering the dynamics of our relations with neighbouring communities.

Looking beyond our fences, we are becoming more actively involved in local life and are more closely monitoring urban planning documents. On the ASF network, 84 neighbouring towns located in high-significance areas (A46 South, A7 in the Rhone Valley from Vienne to Valence, the Mediterranean Arc of the A7 and A9, Toulouse and northern approaches to Bordeaux, A63) have been identified as priorities for 2006.



1,165

NOISE BLACK SPOTS RESOLVED

Data on these towns have been integrated into a map database linked into our Geographical Information System (GIS). The main lines of our real estate development policy were set by executive management in 2005 and explained over the course of six awareness-raising days covering 19 districts. This policy is in line with step 21 of our sustainable development plan, calling for us to “Identify early-on local projects and potential partnerships for better care of areas bordering the motorway and active management of our real estate assets.”

A BALANCED INTERFACE BETWEEN THE MOTORWAY AND THE TOWNS IT CROSSES

We are careful to promote quality urbanization around our network in order to avoid causing any deterioration in neighbouring communities and to preserve the quality of surrounding spaces as part of a partnership with local area governments. Toward this end, we use two levers.

The first is the 1% landscaping and development contribution, the result of a regulation implemented in 1995 by the Ministry of Public Works under which 1% of the construction cost for a new motorway is allocated, from the outset of work, to landscaping improvements outside the area of the motorway but visible from it. In 2005, ASF invested €1.2 million in such improvements.

The second, a more proactive aspect, is our “environmental border” (“*écolisière*”) policy, by which we seek, during the operating life of assets, to develop neighbouring activities that are compatible with the motorway and thus reduce risks of friction. Within this framework, we proactively pursue discussions with local players in order to collect feedback, at an early stage, on potential projects and partnerships. One tangible illustration of our commitment in this area is our sponsorship, for the fourth year running, of the “city entrances” awards organized by LUR, the French urban and rural league for the design of living spaces.

The aim of the competition is to reward local communities that have taken on the remediation of their deteriorated periphery areas along the main roads, or have designed more harmonious and welcoming industrial parks.

— The Arcambal covered trench and Lot viaduct on the A20 Brive/Montauban motorway.

The motorway is a vital foundation for freedom of movement and economic development. The total distance driven on our network came to more than 32 billion kilometres in 2005. We seek to maximize the positive impact of our presence, which attracts investors and facilitates tourism, thereby enhancing the value of the territories we serve.

50
51

2005 Activity Report

VALORIZATION

Regional development



A poster resulting from the partnership signed with the Sancy mountain and Auvergne volcano region tourist organisations. It aims at promoting the region's identity to residents in the Bordeaux, Perigord and Corrèze areas and inciting them to make a visit via the A89 motorway.

FORUM ON THE A20/A89 OBSERVATORIES: SHARING FINDINGS ON THE MOTORWAY'S SOCIOECONOMIC IMPACTS

ASF asked university research centres to design evaluation tools that would allow us to better understand and anticipate the effects on local economies of the A20 and 89 motorways. The early findings of these observatories were shared in a public forum organized in October 2005 by ASF and the Limousin regional development department, in partnership with the chamber of commerce and industry of the Brive area.

This event, which brought together over 130 participants, introduced local officials to research work on the economic consequences – both direct and indirect (e.g. business generated, job creation) –, impacts on the natural environment and the contribution to regional development in the territories crossed by the A20 and A89. The purpose of these meetings is also to provide decision making tools to local stakeholders and to share the available best practices for regional development.

BRINGING NEW COLOURS AND FLAVOURS TO COMMERCIAL FACILITIES

The service stations, restaurants and shops selling regional products in our rest areas are an integral part of the service we provide to customers. Because the terms of 41 contracts on the ASF-ESCOTA network expired at end-2005, we decided to reassess the overall role of commercial facilities on the A8, A9, A10, A50, A61 and A62 motorways, and reorganize and redistribute them, in a way that reflects various partners' commitments in the area of sustainable development. Both ASF Group and the holders of the new contracts have implemented initiatives such as setting up segregated waste collection or using biodegradable garbage bags, in line with point 20 of our sustainable development plan.

PROMOTING REGIONAL IDENTITY. A FIRST ON THE A 89: GRAPE-PICKING SEASON IN THE VIGNES (VINEYARDS) REST AREA

We want the motorway to be more than simply infrastructure for the purpose of getting from one place to another. It must showcase the character and identity of the regions it crosses, highlighting

450,000

TOURIST MAPS OFFERED

the rich heritage each has to offer. In Gironde, in the heart of Bordeaux wine country, the A89 salutes the local wine-making tradition at the Vignes rest area between Libourne-Nord and Coutras, by showcasing 1.5 ha (3.7 acres) of Merlot and Cabernet grape. These vines, planted in the spring of 2003, are managed by a wine producer from Saint-Ciers d'Abzac. Their grapes, picked for the first time in October 2005, will be used for a *special cuvée*. It was a family affair this time, but a team of workers will be taking over as of next year.

DISCOVERING THE LOCAL HERITAGE

To encourage drivers to leave the motorway for a brief visit or to plan a stay in the area the next time they are travelling through, we work with local authorities to promote the activities, services, cultural and historical points of interest, as well as regional products available in each area.

ASF and Monum, France's centre for national monuments, in addition, signed a partnership in 2005 to promote regional heritage around our motorways, resulting in our distribution of 450,000 maps of the ASF network that display the monuments of southern France. For Monum, this partnership provided a unique opportunity to reach the thousands of travellers passing through our motorways

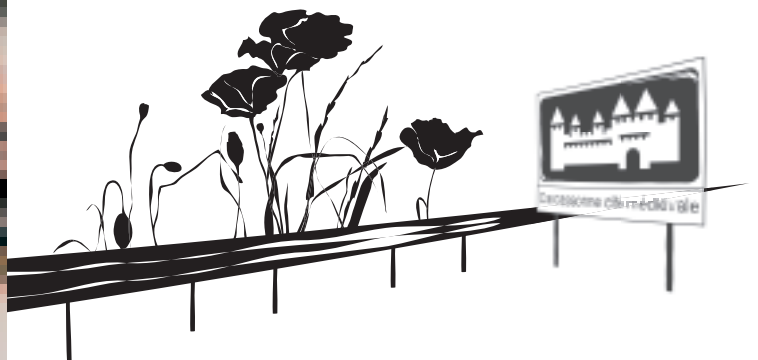
1,060

TOURIST ROADSIGNS
ON THE ASF-ESCOTA NETWORK

on their way to their holidays, and to invite them to consider visiting the monuments in the areas they are crossing. For the second year running, we have also taken out advertisements in the Michelin guides for Languedoc-Roussillon, Midi-Pyrénées and Poitou-Vendée-Charentes, and in a fairly strategic location too, since we were on the bookmarks of the famous guidebooks. This was an opportunity for our Group to showcase our more recent A87 and A20 motorways and to indicate that they lead in the most stress-free way possible to the many fascinating sites to be discovered in our territories.

A PARTNERSHIP WITH THE TOURIST RESORTS OF LE SANCY

Another example of our commitment to promoting the regions crossed by our network is the partnership signed in November 2005 with the local tourism agency of the Sancy-Volcans region and the tourism bureau of the Sancy mountains. The A89 Observatory recently highlighted the convenience of the A89 as a means of reaching the resorts of the Sancy area from the western part of France, and the significant development potential this represents for that region. In partnership with the Sancy tourism bureau, we wanted to encourage our customers to discover or rediscover the resorts of the Massif Central mountains, and more generally the remarkable natural and cultural heritage of the Puy-de-Dôme and its broader region of Auvergne. We have scheduled promotional campaigns for January 2006, as well as in the spring. They will rely on flyers, quiz games on Radio Trafic FM and web-site ads, as well as special events at tourism exhibitions and the Bordeaux fair.

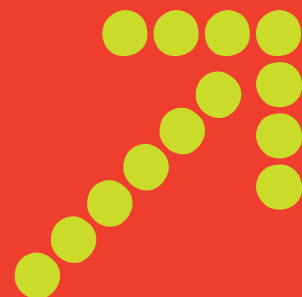




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53



48



35

26

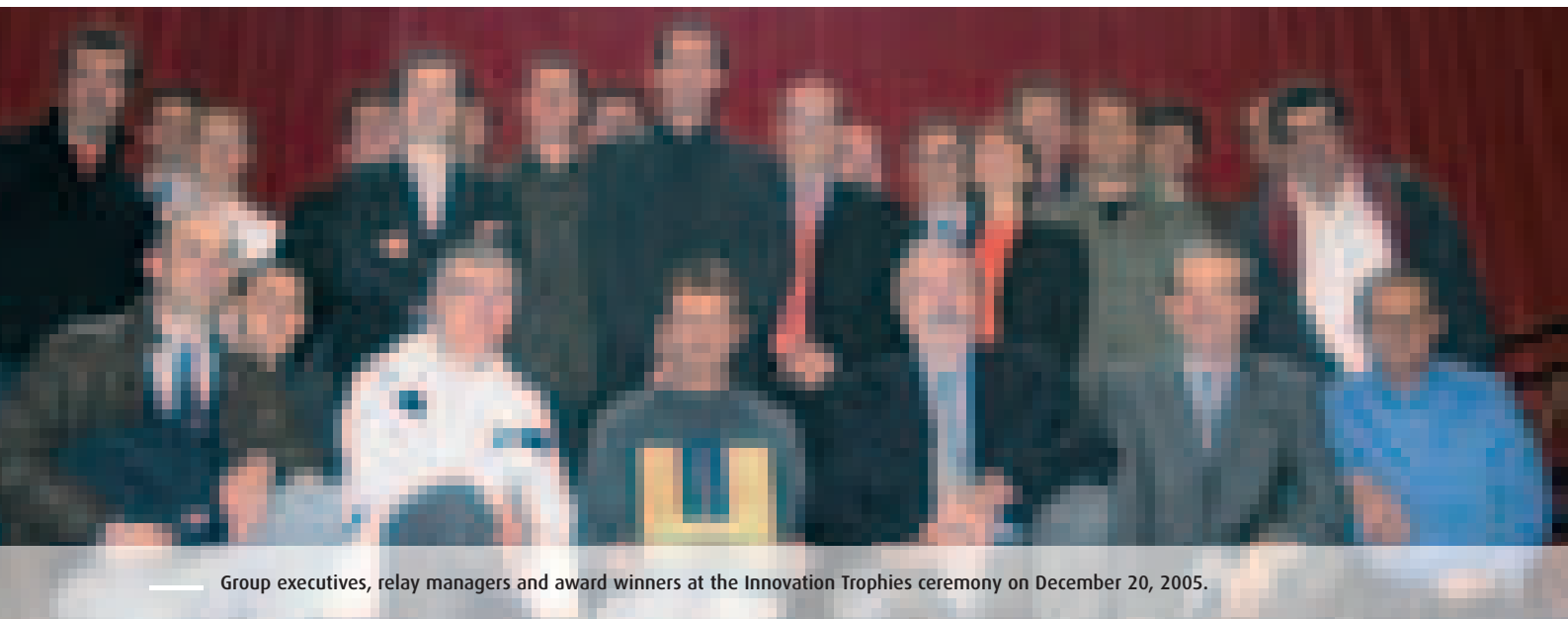


the fruits of
OUR SUCCES

Human resources are the key to our performance and to the meeting of our commitment aimed at satisfying our customers 24 hours a day, 7 days a week. At a time when the Group is undergoing significant change in its organizational structure, we are deploying a dynamic HR policy, based on dialogue with employee representatives, empowerment and accountability, in a way that responds to employees' aspirations.

HUMAN RESOURCES

Vital part of the Group



Group executives, relay managers and award winners at the Innovation Trophies ceremony on December 20, 2005.

KEY FIGURES

As of December 31, 2005, ASF and ESCOTA together had 7,975 employees, including 7,234 under unlimited-term contracts. The categories of managers, supervisors, white-collar workers and blue-collar workers represented 8.5%, 32%, 43.8% and 15.7% of the total workforce, respectively.

PROMOTING CAREER DEVELOPMENT

The Group is continuing to implement and extend its policy of position and skill forecast management adapted to each personnel category, aimed at anticipating future job requirements. As part of the drive to recognize skills, particular attention is paid to individual career management, with a focus on developing competencies to support promotion and the use of in-house resources. In 2005, over 60% of executive positions offered were filled by in-house candidates. This mobility is being facilitated by the simultaneous posting of job vacancies on the ASF and ESCOTA intranets and the creation of gateways among the various skills clusters. For managers, annual reviews are organized in addition to annual performance appraisals in order to provide individual career tracking.

MANAGERIAL POTENTIAL APPRAISAL (APC)

The APC process, part of our program to forecast and prepare for future needs, aims to make the most of the skills and competencies of our in-house staff. Extended to supervisory personnel in 2005, it offers talented individuals the possibility of promotion to executive functions. 10 employees benefited from this in 2005 (in line with point 11 of our sustainable development plan).

A CLEAR DETERMINATION TO HELP DISABLED PERSONS ENTER PROFESSIONAL LIFE AND TO TAILOR WORK STATIONS TO THEIR REQUIREMENTS

In a new agreement on employing disabled workers, signed in December 2004, we confirmed our target for the 2004-2006 period of having disabled employees account for at least 6% of the workforce (compared with a national private sector average of 2.6%) and gave new impetus to existing measures.

The new provisions facilitate the working lives of these employees and help them to move up the career ladder. In 2005, the proportion of disabled employees at ASF stood at 7.29% versus 7.11% in 2004. At ESCOTA the rate was 6.03% compared with 5.87%.

7,975

EMPLOYEES

55

WOMEN PROMOTED OUT OF 115 EMPLOYEES

54 55

2005 Activity Report - ASF Group



INNOVATION AWARDS, ENCOURAGING IDEAS THAT MOVE US FORWARD

Innovation is practically a tradition in the ASF Group! In each district, our employees have for a long time developed new processes or systems that improve their working conditions, boost safety or optimize the services provided to customers. That is why we set up the "Encouraging innovation" awards, to make sure that ideas are shared, that the best ones are put to good use and that their authors get due credit. A total of 62 applications were

entered for the 2005 edition. Innovative ideas came from all of our lines of work (toll collection, viability, structure, etc.). Five prizes were handed out, plus a special distinction given to the district of Salon, for winning an award for the third year in a row. Some of these innovations have been included in purchase contracts or have given rise to agreements with external suppliers, in line with the commitment we undertook three years ago.

The combined rate for ASF and ESCOTA was 6.99% in 2005 versus 6.83% in 2004.

GENDER EQUALITY IN THE WORKPLACE

In 2005, 17.6% of female employees were promoted (17.6% in 2004), compared with 16.2% of male employees (22.4% in 2004). Out of ASF and ESCOTA's total permanent headcount of 7,234 in 2005, women accounted for 3,005 (42%) and men for 4,229 (58%). A total of 115 employees were promoted into a higher category, including 55 women and 60 men.

PAYING A FAIR WAGE

The ASF Group bases the recognition extended to employees on each individual's skill sets and personal contribution to the company's results. Average salaries increased by 3.93% in 2005. Group personnel also receives incentive bonuses and profit-sharing bonuses. In 2005, the average incentive bonus paid to ASF and ESCOTA employees, based on prior-year results, was €627. Incentive bonuses are calculated based on criteria related to productivity of the business, safety at work and the drive to reduce absenteeism.

In December 2005 Group employees were also given an exceptional incentive bonus of €200 per employee, for which a specific top-up contribution was negotiated: the

company added a 100% contribution to all amounts paid from this bonus into the "Actionnariat ASF" mutual fund, instead of the usual 35% top-up.

EMPLOYEE SAVINGS

Employees took up a large part of the shares proposed to them at the time of the March 2002 IPO. At December 31, 2005, they held a total of 2.01% of the Company's capital. Employee stock ownership allows our personnel to benefit directly from their efforts to raise the operating performance of the company. Group management, recognizing the efforts of all employees, decided to recommend two new systems to the Board of Directors for 2005.

A new fund invested in ASF stock, "Perspective 2005", was set up. Each employee deciding to invest his or her incentive bonus in this fund is not only guaranteed a secure investment, but also achieves gains equal to seven times the average rise in the share price. Further, 10 bonus shares were granted to each employee who had placed the full amount of the 2004 incentive bonus in the "Actionnariat ASF" fund, provided that the investment is maintained for two years. For the Group as a whole, total employee profit-sharing paid in 2005 out of 2004 income amounted to over €17 million.

17 M€

IN EMPLOYEE PROFIT-SHARING

155,000 hours

OF TRAINING

ADAPTING TO CHANGING TOLL TECHNOLOGY — AN EVER-PRESENT ISSUE

Customer demand for fluid passage through tolls, added to technological development and the search for productivity gains, have caused motorway companies to move to toll booth automation. We have gradually improved our services, leading to an increase in automated toll transactions from 33% in 1998 to more than 60% in 2005.

These changes have taken place within the framework of in-depth dialogue with employees that led to a company-level agreement in 2005 setting the following terms for the automation process: no layoffs or compulsory transfers; redefinition of the status of employees; shifts from short-term to permanent contracts; and passing on to toll booth employees part of the productivity gains from automated collection.

PERFORMANCE EVALUATIONS

We are giving new impetus to these evaluations, in line with point 10 of our sustainable development plan calling for us to “Redesign

the system of individual performance appraisals to make it into a genuine management and career-steering tool.” Toward that end, we are redefining and clarifying the objectives of these interviews, emphasizing the mutual interests of both parties. We have set up a specific database to collect feedback from the interviews, enabling us to include in the career management process the mobility or training requests expressed by employees.

“PRÉSENCE PLUS”, A PROGRAM TO REDUCE ABSENTEEISM

In 2004 we implemented a multi-year program to reduce absenteeism by acting on the many factors affecting it, including health issues, organization, working conditions, safety, compliance with regulations, recognition and human relations in the workplace. Thanks to a concerted effort by all concerned – employees, management and employee representatives –, the absenteeism rate has fallen by 17% over a two-year period, coming down to 4.06% from 4.89%.



MAJOR TRAINING EFFORTS IN ALL LINES OF WORK

In 2005, we provided 155,000 hours of training across all staff categories, mainly in the form of seminars, but also as computer-based training. ASF’s training budget represents 3.31%* of total payroll, or an average of nearly 18 hours of training per employee. A substantial part of these training sessions, approximately 52,200 hours, was provided by in-house trainers. The main focus was on supporting projects such as the relaunch of annual performance reviews and the forecast management of jobs, skills and careers – particularly for toll collection employees – as well as on safety, an area in which our results must remain outstanding. ESCOTA’s 2005 training budget represented 2.84%* of total payroll and an average of 16.70 hours per employee.

* Reported rate, see page 17.

— Driver and road safety training.





“
I’ve been moving
ahead regularly.
”

Diane Trinh 32, toll operator – Muret toll plaza, Toulouse district

WHAT POSITIONS HAVE YOU HAD WITHIN ASF?

I’ve been moving ahead regularly in my three years with the company. I was first recruited as a toll operator at the end of 2002, on a fixed-term contract; then I was offered an unlimited-term contract in June 2004. Since November 2004, in addition to my position at the Muret toll plaza, I have been working as a supervisor and a backup cashier. This involves significant responsibilities: I monitor the flow of traffic at the toll plaza, manage the teams of operators and control toll receipts.

WHAT DIFFERENCE HAS AGREEMENT 66 (SIGNED IN 2005) MADE IN THE ORGANIZATION OF YOUR WORK?

It has given me greater stability and better visibility with regard to my schedule. I now know in advance 70% of my work and rest days. It’s a real improvement, even though some of the work in 24-hour shifts can be challenging to manage.



ASF is committed to reporting accurately on its performance to its shareholders and all of its stakeholders, as part of our endeavour to build high-quality relationships.

PERFORMANCE

ASF and its shareholders

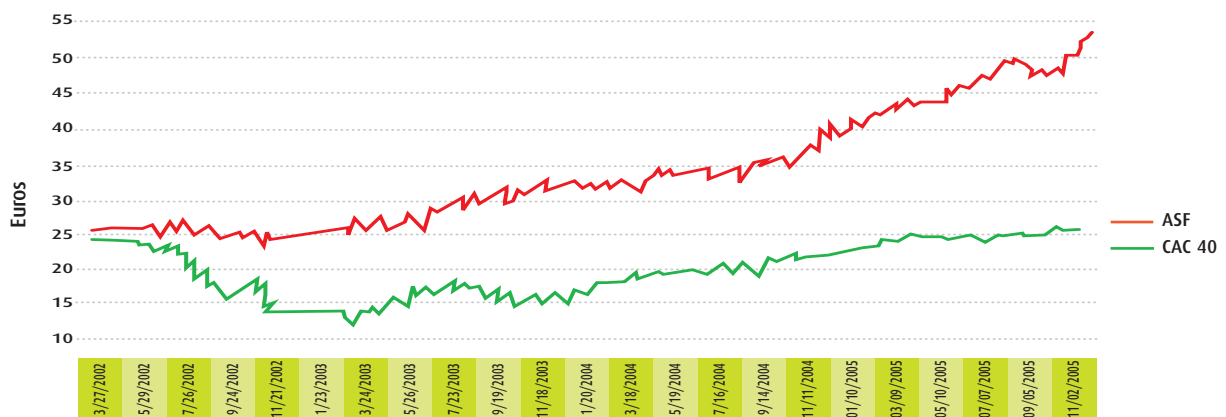
RELATIONS WITH INDIVIDUAL SHAREHOLDERS

The Shareholders' Club, created in 2003, had nearly 2,000 members at end-December 2005. Member benefits include detailed information on the company, site visits to discover our work and ASF's achievements, and access to special partner offer on cars, financial services or leisure activities. In October 2005, the Group won the award for the SBF 120 category's Best Shareholder Relations Department at the Golden Threads ceremony. This event, sponsored by the financial magazine *La Vie Financière* and Synerfil, a consulting firm, rewards the most competent financial communications teams based on criteria such as speed of response, reliability and user-friendliness for information provided, through channels such as toll-free phone, e-mail, the Shareholders' Club, meetings in Paris and other cities, newsletters and the shareholders' guide. This was the third time ASF's shareholder relations department won an

award since the IPO. The department's priority is to establish direct dialogue and contact with private shareholders, and in November 2005 the Group also took part for the fourth consecutive year in the Actionaria shareholder fair.

ASF SHARE PERFORMANCE

ASF has been listed on the Paris Bourse since March 2002, and has the largest market capitalization in the CAC Next 20 index. The ASF share has posted a particularly positive performance over the past four years, and our dividend policy has reflected the regular growth in our revenues and bottom line. For 2005, the Group is once again sharing the fruit of this growth with its employees and shareholders. In addition to the ASF share performance, the dividend payout rate proposed will exceed 60% of consolidated net income, up from 49% the previous year.



COMPARATIVE CHANGE IN ASF SHARE AND CAC 40 INDEX SINCE THE 28 MARCH 2002 RETAIL IPO AT €24

ASF outperformed the CAC 40 by +107% over the period from March 28, 2002 (based on the IPO retail price of €24) to December 31, 2005. In 2005 alone, the ASF share price rose +35% and outperformed the CAC 40 by +12%.

THE NIORT OPERATIONS CENTRE LIKES TO SHARE

Shareholders regularly visit the Vedène traffic control centre, and enthusiastically don hard hats and safety harnesses to tour some of our major construction sites. But the members of the Shareholders' Club had not yet had the opportunity to discover the heart of our operations management. In March 2005, the Niort regional

operations centre welcomed a group of individual shareholders belonging to the club and brought them behind the scenes of an ASF operational unit. Each visit yields enthusiastic comments, as well as the often-heard observation "I had no idea so much went on behind the scene of the road itself!"

The ASF Group has a long history of backing solidarity initiatives started by our employees – in line with point 12 of our sustainable development plan – or our local partners. We have also set up partnerships to make children more aware of the importance of complying with road safety rules.

SOLIDARITY

Initiatives and partnerships

INITIATIVES GENERATING A SENSE OF SOLIDARITY

Any young traveller aged 3 to 9 who came with his parents to the Montélimar-Ouest rest area (A7) on December 23, 2005 and spoke the “magic word” given out on Radio Trafic FM won two presents – one for himself and one for a child in a hospital. Four hundred children took part in this game and, at the end of December, presents and get-well cards were delivered to children in hospitals at Montélimar, Avignon and Marseille (La Timone).

Charity project “Children without Christmas” has been renewed with ESCOTA, organized for the eleventh consecutive year in November 2005, to benefit underprivileged children. Customers were invited to drop off toys, games and books in good condition at the toll plazas of Antibes (A8), Meyrargues (A51) and Pont de l’Étoile (A52). In 2005, 34,000 toys were given to charitable organizations for the families they look after.

THE MOTORWAY AS TRAINING GROUND FOR FUTURE DRIVERS

In early 2005, the Niort regional operations department launched an innovative partnership with two groupings of driving schools – *École de Conduite Française* and *Association Nationale pour la Promotion de l’Éducation Routière* – in its Deux-Sèvres area, which led to the signing of an ongoing agreement on 4 November. To support this initiative, regional authorities issued a decree authorizing their 23 driving schools to provide training in motorway driving.

The parties to the agreement have each made commitments. ASF is offering free access to its A10 and A80 motorways over 50 km between the toll plazas of Niort-Ouest and Niort-Sud, as well as a half-day’s training and sharing of best practices with instructors; in return, the driving schools will devote at least 10% of their teaching time to motorway driving.




MAKING FUTURE DRIVERS AWARE OF ROAD SAFETY


In May 2005, 220 young rugby players aged 8 to 14 from the rugby schools of Thiers and Clermont-Ferrand were introduced to the fundamentals of motorway driving by our teams, assisted by the Riom Gendarmerie. In October 2005, 50 apprentices from the Nîmes chamber of commerce training centre were invited by ASF’s Gallargues district team to take part in a game on braking distances, on the Nîmes Marguerittes rest area.

The Group’s initiatives are also directed towards future professional drivers. For the past three years, the Montélimar district has been providing half-day training sessions on motorway risks, conducted in partnership with the Gendarmerie, to the trainee drivers of the vocational high school of Les Catalins in Montélimar. They visit our telecommunications command centre at Montélimar Sud and take part in an actual police check.

SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

for the year ended December 31, 2005 prepared in accordance with IFRS

|  CONSOLIDATED INCOME STATEMENT | | |
|---|----------------|---------------------|
| (IN MILLIONS OF EUROS) | 2005 | 2004 PRO FORMA IFRS |
| Toll receipts | 2,427.3 | 2,342.9 |
| Revenues from other businesses | 46.9 | 46.3 |
| REVENUE | 2,474.2 | 2,389.2 |
| Consumables used and changes in inventories | (36.9) | (36.1) |
| Employee benefits expense | (336.1) | (321.1) |
| External charges | (181.3) | (162.2) |
| Taxes (other than income tax) | (355.8) | (341.7) |
| Depreciation and amortisation expense | (492.3) | (472.1) |
| Provision expense | (1.0) | (3.2) |
| Other operating income and expense, net | 4.9 | (8.2) |
| OPERATING PROFIT | 1,075.7 | 1,044.6 |
| Finance cost | (418.7) | (434.8) |
| Investment income | 11.8 | 11.3 |
| FINANCE COST, NET | (406.9) | (423.5) |
| Other financial income and expense, net | 10.2 | (11.6) |
| Income tax expense | (235.5) | (210.4) |
| PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS | 443.5 | 399.1 |
| PROFIT FOR THE PERIOD | 443.5 | 399.1 |
| Minority interests | (1.0) | (1.0) |
| PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT | 442.5 | 398.1 |
| Average number of shares outstanding | 230,978,001 | 230,978,001 |
| Basic earnings per share (in euros) | 1.916 | 1.724 |
| Diluted earnings per share (in euros) | 1.916 | 1.724 |

|  CONSOLIDATED BALANCE SHEET | | |
|--|-----------------|---------------------|
| (IN MILLIONS OF EUROS) | 2005 | 2004 PRO FORMA IFRS |
| ASSETS | | |
| NON-CURRENT ASSETS | | |
| Goodwill | | |
| Intangible assets | 23.4 | 22.8 |
| Property, plant and equipment | 11,846.3 | 11,835.1 |
| Cost | 17,255.3 | 16,790.1 |
| Accumulated depreciation | (5,409.0) | (4,955.0) |
| Available-for-sale investments | 13.0 | 7.2 |
| Other non-current financial assets | 154.5 | 137.9 |
| TOTAL NON-CURRENT ASSETS | 12,037.2 | 12,003.0 |
| CURRENT ASSETS | | |
| Inventories | 13.2 | 13.3 |
| Trade receivables | 139.9 | 134.1 |
| Other receivables | 152.8 | 152.4 |
| Current financial assets | 16.2 | 1.1 |
| Cash and cash equivalents | 820.9 | 432.1 |
| TOTAL CURRENT ASSETS | 1,143.0 | 733.0 |
| TOTAL ASSETS | 13,180.2 | 12,736.0 |
| EQUITY AND LIABILITIES | | |
| EQUITY | | |
| Share capital | 29.3 | 29.3 |
| Treasury shares | | |
| Share premium account | 853.5 | 853.5 |
| Reserves: ASF | 2,385.5 | 2,331.3 |
| Retained earnings attributable to equity holders of the parent | (57.3) | (161.7) |
| Profit attributable to equity holders of the parent | 442.5 | 398.1 |
| Minority interests | 3.8 | 3.0 |
| Retained earnings attributable to minority interests | 2.8 | 2.0 |
| Profit attributable to minority interests | 1.0 | 1.0 |
| TOTAL EQUITY | 3,657.3 | 3,453.5 |
| NON-CURRENT LIABILITIES | | |
| Long-term borrowings | 7,885.3 | 7,887.3 |
| Long-term provisions for pensions and other post-employment benefits | 81.7 | 75.8 |
| Other long-term provisions | 12.8 | 12.0 |
| Other non-current liabilities | 66.5 | 58.8 |
| Deferred tax liabilities | 238.2 | 236.5 |
| TOTAL NON-CURRENT LIABILITIES | 8,284.5 | 8,270.4 |
| CURRENT LIABILITIES | | |
| Short-term borrowings ⁽¹⁾ | 754.0 | 541.1 |
| Trade payables | 66.1 | 57.9 |
| Payables to suppliers of fixed assets | 185.5 | 174.6 |
| Current tax payable | 27.0 | 49.0 |
| Other payables | 205.8 | 189.5 |
| TOTAL CURRENT LIABILITIES | 1,238.4 | 1,012.1 |
| TOTAL EQUITY AND LIABILITIES | 13,180.2 | 12,736.0 |

(1) Including current portion of long-term debt and short-term bank loans and overdrafts.

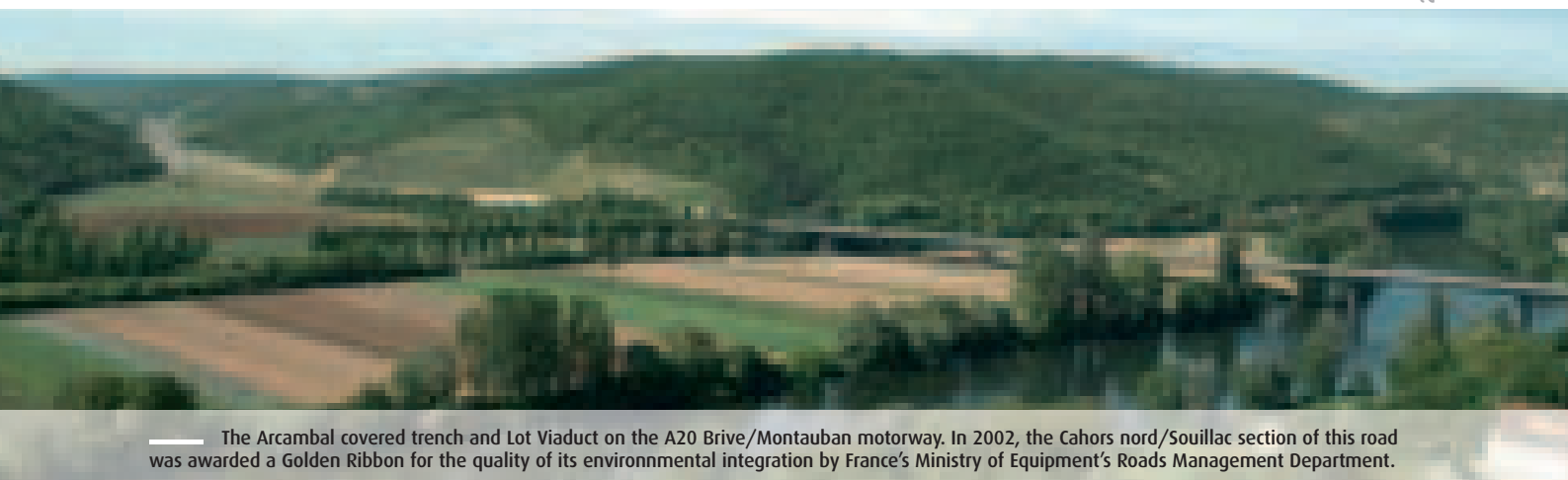


CONSOLIDATED STATEMENT OF CASH FLOWS

| (IN MILLIONS OF EUROS) | 2005 | 2004 PRO FORMA IFRS | |
|---|--------------|---------------------|----------------|
| PROFIT FOR THE PERIOD | 443.5 | 399.1 | |
| Adjustments for: | | | |
| Depreciation and amortisation | 492.3 | 472.1 | |
| Provisions (other than on current assets) | 0.8 | 3.2 | |
| Other non-cash items: | | | |
| Gains and losses on disposals of assets | (0.2) | (1.4) | |
| CASH FLOW | | | |
| AFTER NET FINANCE COST AND TAX | 1 | 936.4 | 873.0 |
| Finance cost, net | 2 | 396.7 | 435.1 |
| Current and deferred taxes | 3 | 235.5 | 210.4 |
| CASH FLOW | | | |
| BEFORE NET FINANCE COST AND TAX (A)=(1+2+3) | A | 1,568.6 | 1,518.5 |
| Income tax paid | B | (207.0) | (139.2) |
| Change in operating working capital (including employee benefit plan liabilities) | C | (16.2) | (132.2) |
| NET CASH FROM OPERATING ACTIVITIES (D)=(A+B+C) | D | 1,345.4 | 1,247.1 |
| Purchases of intangible assets | | (11.5) | (8.0) |
| Purchases of property, plant and equipment | | (503.2) | (649.4) |
| Government grants received | | 14.7 | 13.2 |
| Proceeds on disposal of intangible assets and property, plant and equipment | | 1.6 | 3.9 |
| Purchases of available-for-sale investments | | (5.8) | (3.5) |
| Change in loans to related parties | | (0.3) | 0.0 |
| Other cash flows from investing activities | | 10.9 | (44.0) |
| NET CASH USED IN INVESTING ACTIVITIES | E | (493.6) | (687.8) |
| Dividends paid: | | | |
| To equity holders of the parent | | (240.2) | (159.4) |
| To minority interests in subsidiaries | | (0.2) | (0.2) |
| Proceeds from new borrowings | | 550.0 | 450.0 |
| Repayments of borrowings and finance lease liabilities | | (377.3) | (604.3) |
| Interest paid, net | | (436.5) | (487.4) |
| Other cash flows from financing activities | | 37.4 | 49.1 |
| NET CASH USED IN FINANCING ACTIVITIES | F | (466.8) | (752.2) |
| Effect of changes in foreign exchange rates | G | | |
| Effect of changes of accounting methods | H | | |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (I) =(D+E+F+G+H) | I | 385.0 | (192.9) |
| Cash and cash equivalents at beginning of year | | 432.1 | 625.0 |
| Net increase (decrease) in cash and cash equivalents | | 385.0 | (192.9) |
| Cash and cash equivalents at end of year (for 2005: €820.9 million less €3.8 million in bank overdrafts) | | 817.1 | 432.1 |

SOCIAL AND ENVIRONMENTAL REPORTING

Data collection



— The Arcambal covered trench and Lot Viaduct on the A20 Brive/Montauban motorway. In 2002, the Cahors nord/Souillac section of this road was awarded a Golden Ribbon for the quality of its environmental integration by France's Ministry of Equipment's Roads Management Department.

The Environment and Sustainable Development Department (ESDD) is responsible for compiling data relating to the impact of the Group's operations on the environment, in accordance with the French New Economic Regulations (NRE) Act.

Part of the information is extracted directly from databases of Group companies that are fed throughout the year.

After having prepared the first Group NRE report in 2003, in 2004 the ESDD designed "NRE survey forms", a more accurate data collection tool. With more precise definitions and more detailed reporting information (e.g. specifying, for each figure, the source entity and the calculation method used), these forms helped ensure better consistency across the Group's various entities.

The data sheets are completed by each "source" entity and subsequently approved by "consolidating" entities comprising experts in the field concerned. After having been tested in 2004, this method was honed and rolled out in 2005.

To confirm the validity of its approach, ESDD decided, with the approval of the Finance Department, to ask an external consulting firm to review the Group's social and environmental reporting processes.

In January and February 2006, some thirty people contributing to different stages of the reporting process (both data collection and consolidation) were interviewed to check whether existing procedures were being correctly applied. Tests were performed on about ten

NRE indicators for 2005. Following this audit, the consultants issued an opinion and recommendations in early March 2006.

ASF, AND SRI STOCK

In 2005, the Group was included in the following new socially responsible investing indices:

- February 2005: Ethibel Pioneer index, which has 259 companies, including 8 French ones;
- March 2005: FTSE4Good index, which has 900 companies, including 33 French ones;
- May 2005: ECPI Ethical Index Euro of the 150 most socially responsible European companies.

ASF's overall rating by Vigeo rose between 2004 and 2005. The Group is rated either "best in class" or among the best in the areas of HR, the environment, customers and involvement in neighbouring communities. Our ratings on corporate governance and human rights also climbed markedly in 2005 in relation to the previous year. On the basis of the 2004 annual reports, sustainable development reports and websites of 60 companies listed in the CAC 40, Next 20 and Mid 100 indexes, CFIE (a French information centre on companies) rated the ASF Group among the top 10 for comprehensiveness and precision of reports, particularly with regard to NRE data.

INDEPENDENT VERIFICATION STATEMENT on ASF Group social and environmental reporting procedures*

At the request of ASF Group (ASF and ESCOTA), we have performed the procedures agreed with ASF Group management and enumerated below with respect to the reporting procedures related to the social and environmental information published in the 2005 Annual Report and Registration Document ("Document de Référence"). These reporting procedures and the social and environmental information published in these reports are the responsibility of ASF Group management. Our responsibility is to report on our findings, based on the work carried out, and to make recommendations to the departments concerned.

NATURE AND SCOPE OF OUR WORK

We have performed the following procedures:

- We examined the procedures and conducted interviews with the persons responsible for environmental and social information at ASF and ESCOTA.
- We interviewed thirty persons involved in the reporting process, representing all reporting levels in each company, in order to test the implementation of the procedures and the use of the related tools ("shuttle" fact sheets, SAP, human resources softwares):
 - districts: Narbonne and Le Cannet des Maures;
 - Regional Operating Department: Narbonne;
 - Corporate departments: Group Environment and Sustainable Development Department, ASF Construction Department, ESCOTA Engineering and Infrastructure Department, ESCOTA Operations Department, Finance and Human Resources Departments of both companies.
- We performed random tests on certain data reported by the units mentioned above.

Because the above procedures do not constitute either an audit or a review, we do not express any assurance, neither high nor moderate, on the reported data. However, they have enabled us to report the following findings.

FINDINGS

- The Group has drawn up appropriate procedures and developed specific tools for the environmental reporting. Awareness-raising measures among the persons responsible for collecting data in SAP (water, gas and electricity consumption, etc.) have helped to improve data reliability.
- ASF has written formal procedures for the reporting of social data.
- ESCOTA has a reporting system dedicated to providing social data for its corporate social report. The principles setting the framework for the reporting of these data need to be documented (indicators definitions, internal control procedures and responsibilities, etc.).
- The environmental and social reporting procedures, and the tools dedicated to data collection, have been disclosed to the various contributors.
- The reporting principles have been correctly applied at all the observed levels for environmental data (ASF and ESCOTA) and social data (ASF).
- Within a process of ongoing progress, the definition of the contributors' responsibilities at each reporting step (collection, control and validation, consolidation) should be more detailed. In addition, controls over data collection and consolidation should be strengthened. The nature of these controls and the evidencing method should be formally described. Lastly, the best practices in internal control observed in certain entities should be extended to the rest of the Group.

Neuilly-sur-Seine, February 28, 2006

ERNST & YOUNG et Associés
Environment and Sustainability Services

 **ERNST & YOUNG**

Eric Duvaud

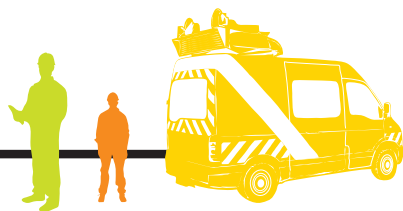


* Free translation of the French original.



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