

JCDECAUX SA
CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE YEAR ENDED
DECEMBER 31, 2001

Translated from French and in accordance with French generally accepted accounting principles

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BALANCE SHEET AS AT DECEMBER 31, 2001, 2000 AND 1999

Assets

In million Euros

	<i>December 31, 2001</i>	<i>December 31, 2000</i>	<i>December 31, 1999</i>	<i>December 31, 1999 PRO FORMA</i>
<i>Intangible assets (net)</i>	36.2	27.5	15.1	15.1
<i>Goodwill (net)</i>	1,105.3	1,039.4	944.3	885.3
<i>Tangible assets (net)</i>	773.2	613.4	461.4	475.3
<i>Investments (net)</i>	87.3	93.7	59.9	59.9
<i>FIXED ASSETS</i>	<i>2,002.0</i>	<i>1,774.0</i>	<i>1,480.7</i>	<i>1,435.6</i>
<i>Inventories (net)</i>	113.4	95.4	68.6	68.6
<i>Trade receivables (net)</i>	409.8	389.6	321.8	321.8
<i>Others receivables (net)</i>	152.2	180.1	190.4	159.9
<i>Deferred tax assets (net)</i>	46.4	23.6	25.1	24.9
<i>Marketable securities (net)</i>	141.1	27.8	23.2	23.2
<i>Cash</i>	52.6	50.1	42.6	42.6
<i>CURRENT ASSETS</i>	<i>915.5</i>	<i>766.6</i>	<i>671.7</i>	<i>641.0</i>
<i>TOTAL ASSETS</i>	<i>2,917.5</i>	<i>2,540.6</i>	<i>2,152.4</i>	<i>2,076.6</i>

Liabilities and Equity

In million Euros

	<i>December 31, 2001</i>	<i>December 31, 2000</i>	<i>December 31, 1999</i>	<i>December 31, 1999 PRO FORMA</i>
<i>SHAREHOLDERS ' EQUITY</i>				
<i>Capital</i>	3.4	2.7	2.6	2.6
<i>Share premium</i>	923.2	244.2	82.1	82.1
<i>Legal reserve</i>	0.3	0.3	0.3	0.3
<i>Consolidated reserves / Group share</i>	384.8	356.3	303.9	241.9
<i>Current year net income / Group share</i>	10.2	20.4	59.7	35.6
<i>SHAREHOLDERS ' EQUITY (Group share)</i>	<i>1,321.9</i>	<i>623.9</i>	<i>448.6</i>	<i>362.5</i>
<i>MINORITY INTERESTS</i>	<i>68.8</i>	<i>47.5</i>	<i>53.3</i>	<i>54.1</i>
<i>PROVISIONS FOR RISKS AND CONTINGENCIES</i>	<i>83.4</i>	<i>73.1</i>	<i>57.6</i>	<i>57.6</i>
<i>DEFERRED TAX LIABILITIES</i>	<i>27.4</i>	<i>29.7</i>	<i>9.2</i>	<i>14.6</i>
<i>Liabilities</i>				
<i>Bank borrowings</i>	896.5	1,278.5	1,049.3	1,100.8
<i>Miscellaneous loans and financial debts</i>	12.2	9.4	24.1	24.1
<i>Trade payables</i>	188.1	201.3	165.7	165.7
<i>Other liabilities</i>	300.7	269.0	335.8	284.5
<i>Bank overdrafts</i>	18.5	8.2	8.8	12.7
<i>LIABILITIES</i>	<i>1,416.0</i>	<i>1,766.4</i>	<i>1,583.7</i>	<i>1,587.8</i>
<i>TOTAL LIABILITIES & SHAREHOLDERS' EQUITY</i>	<i>2,917.5</i>	<i>2,540.6</i>	<i>2,152.4</i>	<i>2,076.6</i>

INCOME STATEMENT FOR THE YEARS ENDED DECEMBER 31, 2001, 2000 AND 1999

In million Euros

	2001	2000	1999	Pro Forma 1999
NET REVENUES	1,543.2	1,417.1	932.3	1,208.1
Operating expenses excluding depreciation charges & provisions	(1,165.9)	(1,031.6)	(652.3)	(893.6)
EBITDA (1)	377.3	385.5	280.0	314.5
Depreciation charges & provision (net)	(176.2)	(147.7)	(97.5)	(117.1)
OPERATING INCOME	201.1	237.8	182.5	197.4
NET FINANCIAL INCOME/(LOSS)	(53.1)	(61.3)	(13.5)	(31.6)
INCOME FROM RECURRING OPERATIONS	148.0	176.5	169.0	165.8
Non-recurring income/(loss)	(5.8)	2.4	(1.5)	(3.1)
Income tax	(49.8)	(95.0)	(72.6)	(72.3)
NET INCOME FROM CONSOLIDATED COMPANIES BEFORE INCOME FROM EQUITY AFFILIATES AND AMORTISATION OF GOODWILL	92.4	83.9	94.9	90.4
Net income from equity affiliates	7.1	4.9	2.2	2.4
Amortisation of Goodwill	(70.9)	(49.7)	(24.6)	(44.7)
CONSOLIDATED NET INCOME	28.6	39.1	72.5	48.1
Minority interests	18.4	18.7	12.8	12.5
.Group Share	10.2	20.4	59.7	35.6
. Earnings per share (in Euros)	0.051	0.116	349.0	208.2
. Earnings per share diluted (in Euros)	0.050			
. Number (average) of shares (2)	201,470,353	172,117,733	170,957	170,957
. Number (average) of shares (diluted)	203,640,257			

(1) Group measures the performance of business lines on the basis of EBITA (Earnings Before Interests, Taxes, Depreciation and Amortisation). EBITDA is not defined by French accounting principles.

(2) Earnings per share in 2000 are not comparable to those in 1999 due to the increase in the number of shares in 2000. (See Note 2.8 hereafter.) Earnings per share are calculated on the basis of the weighted average number of shares at year-end.

CASH FLOW STATEMENT FOR THE YEARS ENDED DECEMBER 31 , 2001, 2000 AND 1999

In million Euros

	2001	2000	1999	Pro Forma 1999
<i>Net income (Group share)</i>	10.2	20.4	59.7	35.5
<i>Minority interests</i>	18.4	18.7	12.8	12.5
<i>Income from equity affiliates</i>	(7.1)	(4.9)	(2.2)	(2.1)
<i>Dividends received from equity affiliates</i>	4.1	3.7	0.6	0.3
<i>Employee profit sharing</i>		4.3	3.4	3.3
<i>Change in deferred tax</i>	(47.9)	13.9	(2.6)	(7.9)
<i>Effect of exchange rate fluctuations</i>		(1.1)	0.4	1.2
<i>Net amortisation & provision allowance</i>	270.5	186.0	124.3	164.2
<i>Capital (Gain/Loss)</i>	(12.7)	(2.3)	1.1	0.6
CASH PROVIDED BY OPERATIONS	235.5	238.7	197.5	207.6
CHANGE IN WORKING CAPITAL	(6.0)	(99.4)	6.0	12.5
NET CASH PROVIDED BY OPERATING ACTIVITIES	229.5	139.3	203.5	220.1
<i>Acquisitions of intangible assets</i>	(12.6)	(18.8)	(7.6)	(9.6)
<i>Acquisitions of tangible assets</i>	(274.3)	(236.6)	(164.5)	(184.3)
<i>Acquisitions of financial assets (long term investments)</i>	(135.4)	(188.0)	(1,021.7)	(178.1)
<i>Acquisitions of financial assets (others)</i>	(9.1)	(23.5)	(10.7)	
<i>Fluctuations of payables on assets</i>	(10.0)	(22.0)	17.4	17.4
TOTAL Investments	(441.4)	(488.9)	(1,187.1)	(354.6)
<i>Disposals of intangible assets</i>	1.6			1.1
<i>Disposals of tangible assets</i>	33.2	11.7	2.9	3.7
<i>Disposals of financial assets (long term investments)</i>		1.7	2.1	2.3
<i>Disposals of financial assets (others)</i>	4.4	5.0	15.5	23.2
<i>Fluctuation of receivables on assets</i>	(3.8)	2.0	(2.0)	(2.0)
TOTAL Disposals of assets	35.4	20.4	18.5	28.3
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	(405.9)	(468.5)	(1,168.6)	(326.3)
<i>Dividends paid</i>	(14.6)	(35.1)	(11.4)	(63.7)
<i>Reduction of capital</i>	-	0.5	(0.2)	(0.1)
<i>Repayment of debt</i>	(408.3)	(980.7)	(86.9)	(86.9)
<i>Cash inflow from financing activities</i>	(422.9)	(1,015.3)	(98.5)	(150.7)
<i>Increase in shareholders' equity</i>	679.8	162.5	0.9	0.9
<i>Increase in debt</i>	25.1	1,199.5	996.9	203.0
<i>Cash outflow from financing activities</i>	704.9	1,362.0	997.8	203.9
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	282.0	346.7	899.3	53.2
<i>Effect of exchange rates fluctuations</i>	-	1.1	3.8	3.1
<i>Cash of merged companies</i>	-	(5.9)	-	-
CHANGE IN CASH POSITION	105.7	12.7	(62.0)	(49.9)
<i>Cash position beginning of period</i>	69.6	57.0	119.0	103.2
<i>Cash position end of period</i>	175.3	69.7	57.0	53.3

The M€ 3,7 difference between the 1999 year-end pro forma cash position and the beginning cash position for the year ending December 31, 2000, relates to the impact on the cash position as of December 31, 1999 of the pro forma adjustment over a year and a half (1998 and the first half of 1999) corresponding to the loss in earnings relating to the MCPE loan (See "Methods used" in the paragraph on the pro forma financial statements hereafter).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

MAJOR EVENTS FOR THE 2001, 2000 AND 1999 FISCAL YEARS

2001

The Decaux Group went public on June 21, 2001. The company JCDecaux SA is now listed on the Primary Market ("Premier Marché") of Euronext Paris SA.

During the first half of 2001, the Group continued its internal restructuring, which has given rise to a more simplified legal organization. In France, this restructuring consisted of the merger/absorption of JCD Communication (T), RPMU and JCDecaux Services into JCDecaux SA, including the purchase of minority shares.

In April 2001, the Decaux Group took joint control of the Gewista Group. Following this operation, the company JCDecaux Central Eastern Europe owns the shares of Affichage Holding and Gewista.

Besides, in December 2001, the group has achieved the operational and legal reorganization of its subsidiaries of the street furniture division in the United-States. This reorganization has resulted in the implementation of shared services centers between the street furniture and transport divisions (JCDecaux Airport).

The companies JCDecaux SA and Europoster have participated on June 26, 2001 in the creation of a joint venture with the company RCS Editori SPA in Italy, resulting in the joint control of the company IGP (Impresa Generale Publicita).

The company RCI was led to cease its business during the last quarter 2001 as its agreement with Air France was not renewed.

2000

In September 2000, JCDecaux SA decided to restructure its financial debt by opening a credit line for a total amount of M€ 1,372. This credit line is made up of a tranche A of M€ 870 used for financing two major acquisitions (Affichage Holding and the Havas Group's Outdoor Advertising division) and of a tranche B of M€ 502 to finance future investments and acquisitions.

The Group undertook an important restructuring plan in 2000 to simplify the legal structures in the main countries where it has operations. JCDecaux SA acquired from JCD Holding (formerly JCDecaux International) and other minority shareholders their shares of JCDecaux SA's affiliates. JCDecaux SA subsequently increased its capital in order to pay for these shares.

The Group has also carried out a pooling of resources of the two divisions Decaux and Avenir.

1999

On June 29, 1999, JCDecaux SA acquired the Outdoor Advertising division of the Havas Média Communication Extérieure Group (MCPE) for a total price of M€ 884.9.

1999 PRO FORMA FINANCIAL STATEMENTS

Background

On June 29, 1999, JCDecaux SA acquired the Outdoor Advertising division of the Havas Média Communication Extérieure Group (MCPE).

In order to provide a complete overview and to enable comparison between financial statements for the new Group, the Group prepared pro forma financial statements for 1999, for the combined activities of MCPE and JCDecaux.

The 1999 pro forma financial statements are based on both JCDecaux SA's 1999 consolidated financial statements¹ and MCPE's consolidated financial statements for the first half of 1999.

Methods used

The methods used to draw up the pro forma financial statements are as follows:

- *The acquisition of MCPE is deemed effective as of January 1, 1998; the other changes in scope not deemed significant were not carried over,*
- *Goodwill recorded in the historical financial statements as of June 30, 1999 was carried over for the same amount as of January 1, 1999, and the consolidated financial statements of MCPE had been previously restated using adjustments to bring the financial statements into line with the Group's methods. The annual amount of amortization corresponds to the amortization of goodwill over 20 years,*
- *The financing of the acquisition of MCPE, borrowings and equity, is deemed effective as of January 1, 1998. The interest expense on borrowings as well as the loss in earnings on the equity financing were recorded for both years,*
- *MCPE's consolidated financial statements for 1998 and 1999 were adjusted when the pro forma financial statement were prepared for two extraordinary operations (impact of the sale of Comareg equity interests and payment of an extraordinary dividend) carried out prior to the actual sale to JCDecaux SA on June 29, 1999.*
- *The cost for improving and extending the useful life of street furniture in France are capitalized and depreciated over 3.6 years in the 1999 pro forma financial statements*
- *The new provisions of Regulation No. 99-02 of the French Accounting Regulations Committee (Comité de Réglementation Comptable), on consolidated financial statements, were applied retroactively to the 1999 fiscal year.*

Details of the adjustments

The impact of the pro forma entries on the income statement is presented in Note 8.

1. ACCOUNTING METHODS AND PRINCIPLES

1.1 Consolidation principles

a. General principles

Since December 31, 1999, the Group's consolidated financial statements have been prepared in accordance with the new legal and regulatory provisions applicable in France as set out by Regulation No. 99-02 of the French Accounting Regulations Committee on consolidated financial statements.

The application of these new standards did not have a significant impact on the consolidated balance sheet and income statement.

b. Change in accounting methods

One change in accounting methods relating to maintenance costs was applied during the 2000 fiscal year:

Starting on January 1, 2000, the costs for improving and extending the useful life of street furniture both in France and abroad are capitalized and depreciated over half the estimated useful life of street furniture.

This change had the following effects:

¹ MCPE was fully consolidated in the JCDecaux Group as of July 1, 1999

- an increase in the consolidated opening reserves of M€ 22, which corresponds to the impact of this method, had it been applied for the previously fiscal year,
- an increase in net income for 2000 of M€ 5.2.

This change in accounting methods is taken into account in the 1999 pro forma financial statements solely for street furniture in France.

Two changes in accounting methods were applied during the 1999 fiscal year:

1. Starting January 1, 1999, the Group depreciated its street furniture over a period of 7 to 10 years. Until 1998, the periods of depreciation used in the consolidated financial statements for street furniture were 4 and 7 years. The new periods of depreciation are based on studies carried out by the Group on the economic useful life of street furniture.

2. Deferred tax assets due to timing differences or losses are not recognized when they are deemed uncertain. Until December 31, 1998, no deferred tax assets were recognized, except under special circumstances.

These changes had the following effects:

- an increase in the consolidated opening reserves of M€ 50, which corresponds to the impact of these methods, had they been applied for the previous fiscal year,
- an increase in net income for 1999 of M€ 7.

The detailed impact of these changes on the Group consolidated reserves is presented in Notes 2.8 and 2.9 hereafter.

1.2 Scope and methods of consolidation

The companies of the Group that are of considerable size are consolidated. Generally, subsidiaries meeting one of the following three criteria are consolidated:

Absolute amount greater than (in M€)

• Revenues	0.8
• Equity (Group Share)	1.5
• Net Income (Group Share)	0.6

The aggregate of the non-consolidated companies is not significant.

The financial statements of companies under exclusive control are fully consolidated.

Companies that are jointly controlled by the Group in association with other shareholders are consolidated following the proportional method, where such companies' financial statements are consolidated to the extent of the Group's proportionate interest.

The financial statements of companies over which the Group exercises, either directly or indirectly, a significant influence on the management and financial policy are accounted for under the equity method.

In order to offer a clearer view of the JCDecaux Group from an economic standpoint, the Swiss company Affichage Holding has been accounted for under the equity method as of October 7, 1999, although it was only acquired from JCDecaux Holding (formerly JCDecaux International) by JCDecaux SA on May 22, 2000. Thus, the 1999 financial statements cover all the Group's street furniture business activities.

The main effects on the December 31, 1999, December 31, 2000 and December 31, 2001 consolidated financial statements of this accounting under the equity method are presented below:

<i>In M€</i>	<i>Amount as of December 31, 1999</i>	<i>Amount as of December 31, 2000</i>	<i>Amount as of December 31, 2001</i>
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<i>Investment in equity affiliates</i>	<i>37.2</i>	<i>40.3</i>	<i>44.1</i>
<i>Goodwill (1)</i>	<i>108.4</i>	<i>102.9</i>	<i>-</i>
<i>Loans (2)</i>	<i>141.5</i>	<i>-</i>	<i>-</i>
<i>Share in net income of equity affiliates</i>	<i>1.0</i>	<i>4.5</i>	<i>6.3</i>

(1) Net goodwill for Affichage Holding was transferred to JCDecaux Central Eastern Europe, within the scope of the exchange of Affichage Holding shares for Gewista shares (See Note 2.1 hereafter). This transfer had no impact on the consolidated financial statements.

(2) The loan used for financing the acquisition of Affichage Holding is now included in tranche A of the M€ 870 loan contracted in 2000. The outstanding credit facility of tranche A is also used for financing the acquisition of the Outdoor Advertising division.

Table 6.2 presents the list of consolidated subsidiaries and the consolidation method used for each of these companies.

All the significant transactions between Group companies are eliminated upon consolidation.

1.3 End of the fiscal year

The consolidated financial statements are prepared on the basis of annual financial statements for all companies as of December 31.

1.4 Translation of financial statements prepared in foreign currency

Foreign subsidiaries' financial statements are translated on the following basis:

- year-end exchange rates, for balance sheet items, except for JCDecaux Argentina's balance sheet that was translated as of December, 2001 on the basis of the average rates of the three first days of quotation of the Peso in January 2002.
- average annual rates, for income statement items.

Foreign exchange differences relating to a monetary component which is in substance an integral part of the Group's net investment in foreign consolidated companies are recorded within consolidated shareholders' equity until disposal or liquidation of the net investment, at which date they are to be recorded as income or charges in profit or loss as are the other exchange translation differences. This accounting treatment has been applied to the companies JCDecaux Uruguay and JCDecaux Salvador.

1.5 Intangible assets

Pre-operational costs as well as research and development costs are included in operating expenses in the income statement, as incurred.

Concessions and patents are amortized over their legal useful life.

Only significant, individualized and clearly identified software (such as ERP) are capitalized and amortized over a period of 5 years maximum. Other software is included in operating expenses.

Going concern values and goodwill (not resulting from consolidation) are completely amortized the year they are recorded in the financial statements.

1.6 Goodwill

The difference between the acquisition cost of shares of consolidated companies and the proportion acquired in the equity adjusted in compliance with Group principles and methods is, after analysis, divided up between:

–positive or negative purchase price discrepancies relating to certain identifiable balance-sheet items, and

– the goodwill for the unallocated balance.

The acquisition cost of shares includes related purchase costs (fees, etc.).

Goodwill is amortized using the straight-line method over a period not exceeding 20 years.

In case of particular circumstances (major structural modifications of technical, regulatory or market conditions, in the case of a planned sale or of insufficient profitability, etc.), impairment of goodwill is established, beyond the scheduled amortization allowances, by means of a provision.

1.7 Tangible assets

Tangible assets appear on the balance sheet at historical acquisition cost.

Depreciation allowances, calculated according to uniform rules within the Group, are mainly calculated using the straight-line method over the following estimated useful lives:

DEPRECIATION PERIOD

Tangible assets:

- Buildings and constructions 10 to 20 years
- Technical installations, 2 to 10 years
tools and equipment (street furniture and billboards)

Other tangible assets:

- Fixtures and fittings 5 to 10 years
- Transport equipment 4 years
- Office and computer equipment 3 years
- Furniture 5 to 10 years

Street Furniture:

Street Furniture (Bus shelters, MUPIs–City Light Billboards, Seniors, Electronic Information Journals, Automatic Public Toilets, Morris Columns, etc.) is depreciated over a period of 7 to 10 years.

Billboards:

Billboards are depreciated according to the method of depreciation prevailing in the countries concerned in accordance with local regulations and economic conditions. The main methods used are as follows:

Country	Depreciation Method
France	<u>Standard billboards</u> : declining balance over 4 years <u>Lighted trivisions</u> : straight-line 5 years <u>'Palissades' and lighting</u> : straight-line 2 years <u>Columns</u> : straight-line 5 years
United Kingdom	Straight-line 6 years
Italy	Straight-line 7 years
Belgium	Straight-line 3 to 6 years
Spain	Straight-line 7 to 10 years

1.8 Investments in non-consolidated subsidiaries

This item consists of equity interests in companies which did not show any activity during the 2001 fiscal year, or on which the Group has no significant influence or lastly which would not significantly contribute to the consolidated financial statements, as a result, in particular, of the predominance of intra-Group transactions recorded in their accounts.

Depreciation allowances are booked for impairment of investments in non-consolidated affiliates and long-term investment securities when their realizable or going concern values assessed investment by investment become lower than their historical cost. The realizable and going concern values take into account the share in equity and the profitability prospects.

1.9 Inventories

Inventories mainly consist of:

- Street furniture in kit form or partially assembled,*
- Parts necessary for the maintenance of installed street furniture.*

Inventories are valued on the basis of the weighted average cost, which may include internal assembly costs. Depreciation allowances are booked for impairment, as needed, when as a result of business prospects, they may be sold for a value that is less than the value on the balance sheet.

1.10 Provisions for bad debt

A provision for bad debt is recorded when the collection value of receivables is less than the book value.

1.11 Marketable securities

Marketable securities are stated at the lower of cost and market values. If the value of marketable securities at year-end shows an overall capital loss by class of securities, a depreciation allowance is recorded for the same amount.

The application of the rule no. 99-02 regarding the revaluation of marketable securities would not have any significant effect compared to the historical values recorded.

1.12 Retirement benefit commitments

As a result of the rights to retirement benefits accrued in France through December 31, 1994, a loss and contingency provision was set aside.

Since 1995, the companies of the Decaux Group have used an external pension management service which covers part of the accrued retirement benefits of their employees. The part not covered is being provided for.

Retirement benefit commitments of the MCPE division companies have undergone an actuarial evaluation and the corresponding provision is recorded as a liability on the balance sheet.

The retirement benefit commitments are calculated according to the "Convention Nationale de la Publicité" (Collective Bargaining Agreement for Advertising). Their calculation is established on the basis of several hypotheses of rates (inflation rates, rates of revaluation of wages, discounting rate, turnover).

1.13 Non-recurring income / loss

Non-recurring gains and losses consist of significant items which, in light of their type, their unusual nature and their non-recurrence cannot be considered as inherent to the recurring operating activity of the Group, such as capital gains and losses on sales and related charges, miscellaneous penalties or exceptional fixed asset depreciation.

1.14 Current and deferred income tax

The Group records deferred tax resulting from timing differences in the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. Using the liability method, deferred tax is calculated by applying the most recent tax rate. Deferred tax assets are subject to a valuation allowance when they are unlikely to be used within a reasonable time frame.

The income tax charge in the consolidated income statement corresponds to the current tax due by each consolidated taxable entity, adjusted for deferred tax.

The amount of deferred tax recorded results mainly from consolidation adjustments (standardization of Group accounting principles and amortization/depreciation periods for tangible and intangible assets), from timing differences between accounting and taxable income. Deferred tax assets on tax losses carried forward are systematically computed, and are subject to a depreciation allowance when their recoverability over a reasonable period is not quite certain.

1.15 Capital leases

Real estate capital lease agreements deemed significant are restated.

Fixed assets acquired under capital leases are recorded at cost at the inception of the lease. They are depreciated according to the same principles as if they had been purchased outright.

The corresponding long-term debt is recorded on the balance sheet and is considered to be a financial expense.

Only one agreement (that for the building of SNC Aguesseau) which fell within the scope of application of this principle ended during the 2001 fiscal year, as the Aguesseau building was sold in December 2001.

1.16 Earnings per share

Earnings per share are computed based on the weighted average number of shares excluding stock options.

The calculation of this indicator after dilution takes into account the weighted average number of shares as well as the weighted average number of stock options granted during the fiscal year 2001.

2. COMMENTS ON THE BALANCE SHEET

2.1 Scope of consolidation

2001

The main changes that took place during the 2001 fiscal year are as follows:

JCDecaux SA along with the B&C group acquired a controlling interest in the Gewista group. In the course of this operation, the shares of Affichage Holding and Gewista have been transferred to JCDecaux Central Eastern Europe.

The French companies RPMU, JCDecaux Services and JCDecaux Communication (T) were merged into JCDecaux SA with retroactive effect as of January 1, 2001.

In addition, the Group acquired the following investments in foreign companies:

- *the German company Media Frankfurt for an purchase price of M€ 8.2, Media Frankfurt is jointly controlled with the German company Fraport AG,*
- *the Spanish companies Planigrama and Dypsa for a total purchase price of M€ 13.7,*
- *the Norwegian company JCDecaux AS for an purchase price of M€ 10.3,*
- *the Swedish company Xpomera for an purchase price of M€ 1.9.*

JCDecaux SA increased its holdings in Portuguese companies, over which it now has exclusive control: Red Portugal, Placa, Centeco, Autedor. The Group also now has an exclusive control over two Finnish companies, JCD Finlande (formerly Maximedia) and Maxivisio (formerly Famigro), as well as over the Norwegian company JCDecaux Norge.

The companies JCDecaux Salvador, JCDecaux Group Services, and JCDecaux Japan, recently created, as well as the company JCDecaux Argentina, have been consolidated for the first time in 2001.

Lastly, in the course of setting up the Italian joint venture, Europoster contributed its shares of JCD CE Italia to IGP for M€ 20.2 and JCDecaux SA subscribed in cash to an increase in IGP's capital for M€ 34.9. The JCDecaux Group has a 32.35% interest in IGP, which is consolidated following the proportional method. IGP has a direct 100% holding in JCD Comunicazione Esteriore Italia and a 50% holding in Publiflor.

2000

In 2000, the Group initiated internal restructuring leading to a more simplified legal organization.

In France, this restructuring consisted of three merger/absorptions with retroactive effect as of January 1, 2000:

- *Avenir absorbed its subsidiaries, including EPB and Sopremo (formerly consolidated), within the scope of a simplified merger.*
- *JCDecaux Mobilier Urbain (formerly JCDecaux) absorbed SFCM and SEG.*
- *JCDecaux SA absorbed MCPE.*

JCDecaux SA carried out a M€ 162.2 increase in equity in order to pay for the contribution of shares in Group companies by JCDecaux Holding and minority shareholders.

On June 21, 2000, an agreement was signed for a merger by absorption of the subsidiaries JC Decaux Italia and Publimetro in the subsidiary Avenir Italia. The merger legally took effect as of June 27, 2000. It was decided to merge the three subsidiaries with retroactive effect for accounting purposes as of January 1, 2000. The new company is called JCDecaux Comunicazione Esteriore Italia.

JCDecaux Neonlight Siam, created in 1996, was consolidated for the first time during the year 2000.

1999

On June 29, 1999, JCDecaux SA acquired the shares of the Outdoor Advertising division of the Havas Media Communication Extérieure Group. The companies were acquired for an overall price of M€ 884.9.

The Group acquired holdings in foreign subsidiaries in 1999 for an overall price of M€ 154.9.

- The Swiss company Affichage Holding was consolidated under the equity method (30%) for the first time in 1999.

- Klett Decaux acquired a holding in the company Nürnberg in Germany.

In 1999 JCDecaux SA took control of the French companies Decaux Publicité Extérieure (billboards installed on private property) and SEG (road maintenance activity for the city of Paris).

The costs of these acquisitions amounted to M€ 14.5 and M€ 3.5 respectively.

The companies Ilg Aussenwerbung Zacharias, Ilg Aussenwerbung, Ilg Werbe (Germany), Publicartaz (Portugal), JCD Interactive, JCD Boston, JCD Chicago (United-States), JCD Do Brasil (Brazil) JCD Italia (Italy), JCD Singapore (Singapore) et JCD Slovaque (Slovakia), created between 1996 and 1998, were consolidated for the first time during the 1999 fiscal year.

2.2 Goodwill (in M€)

As of December 31, 2001, goodwill represented M€ 1,281 in gross value and its accumulated amortization amounted to M€ 175.7.

The net book value of goodwill recorded in 2001, 2000 and 1999 breaks down as follows:

	12/31/01	12/31/00	12/31/99	Pro forma 12/31/99
MCPE (outdoor advertising) division	662.7	728.4	766.7 ⁽¹⁾	707.7
Goodwill arising from shares contributed by JCD Holding and minority shareholders in 2000	131.3	142.7	-	-
JCD Central Eastern Europe & its subsidiaries (Austria)	155.4	-	-	-
Affichage Holding (Switzerland)	-	102.9	108.4	108.4
IGP (Italy)	44.2	-	-	-
Others	111.7	65.4	69.2	69.2
TOTAL	1,105.3	1,039.4	944.3	885.3

(1) The difference of M€ 59 concerning the net book values between the consolidated and pro forma accounts as of December 31, 1999 is due to the pro forma entries related to the retroactive effect as of January 1, 1998 of the acquisition of the MCPE division which resulted in an additional amortization expense of M€ 59 over 1.5 years in the 1999 pro forma financial statements.

The increase in goodwill in 2001 is essentially resulting from the Gewista (Austria) and IGP (Italy) operations. The yearly amortization charge includes the exceptional allowance of M€ 5.8 relating to the company RCI, as well as an exceptional allowance of M€ 4.2 corresponding to the net book value as of December 31 2001, of the goodwill recorded in 2000 subsequent to the purchase of minority shares in American subsidiaries.

The goodwill on the MCPE division amounted to M€ 764 in gross value and M€ 101 in accumulated amortization as of December 31, 2001, compared to M€ 788 and M€ 60 respectively as of December 31, 2000. The decrease in gross value of M€ 24 corresponds to the transfer of the goodwill on JCD Comunicazione Italia to IGP.

For the 2000 fiscal year, the contribution of shares by JCD Holding and minority shareholders resulted in the recording of goodwill of M€ 144.1 amortized in the amount of M€ 1.4 as of December 31, 2000.

2.3 Tangible assets (in M€)

Breakdown by type of asset (in M€)

	Gross Value	Depreciation or provisions	Net Value 12/31/01	Net Value 12/31/00	Net Value 12/31/99	Pro Forma Net Value 1999
Land	34.8		34.8	32.5	29.0	29.0
Buildings	75.9	37.6	38.3	48.3	43.9	43.9
Technical installations, tools and equipment	1,452.5	836.8	615.7	446.9	315.9	329.1
Other	217.2	151.5	65.7	71.6	56.3	57
Fixed assets in progress	16.9	0.3	16.6	12.4	14.3	14.3
Advances and deposits	2.1		2.1	1.7	2.0	2.0
TOTAL	1,799.4	1,026.2	773.2	613.4	461.4	475.3

As of December 31, 2001 gross tangible assets amounted to M€ 691.2 in France and M€ 1,108.2 in foreign countries compared to M€ 641.5 and M€ 858.9 respectively as of December 31, 2000. As of December 31, 2001 gross tangible assets in foreign subsidiaries include notably M€ 208 in the UK, M€ 128 in Germany, M€ 110 in Spain, M€ 90 in Portugal and M€ 86 in Belgium.

The building under capital lease (SNC Aguesseau) was sold in December 2001.

As of December 31, 2000, the gross value and the depreciation of the building under capital lease (SNC Aguesseau) amounted to M€ 18.6 and M€ 10.0 respectively. The gross value of the land under capital lease (SNC Aguesseau) was M€ 5.2.

Changes in gross values (in M€)

	<i>Land</i>	<i>Buildings</i>	<i>Technical Installations</i>	<i>Other</i>	<i>Total</i>
<i>Pro forma December 31, 1999</i>	<i>29.1</i>	<i>82.0</i>	<i>978.5</i>	<i>197.1</i>	<i>1,286.7</i>
<i>Impact of the capitalization of maintenance costs in France</i>			<i>41.4</i>		<i>41.4</i>
<u><i>As of January 1, 2000</i></u>	<u><i>29.1</i></u>	<u><i>82.0</i></u>	<u><i>937.1</i></u>	<u><i>197.1</i></u>	<u><i>1,245.3</i></u>
<i>Changes in the consolidation scope</i>	<i>-</i>	<i>-</i>	<i>2.2</i>	<i>0.7</i>	<i>2.9</i>
<i>Acquisitions</i>	<i>1.1</i>	<i>8.9</i>	<i>142.3</i>	<i>60.2</i>	<i>212.5</i>
<i>Sales</i>	<i>(0.6)</i>	<i>(3.5)</i>	<i>(37.7)</i>	<i>(18.5)</i>	<i>(60.3)</i>
<i>Translation adjustments</i>	<i>(0.1)</i>	<i>-</i>	<i>(1.3)</i>	<i>0.6</i>	<i>(0.8)</i>
<i>Capitalization maintenance (opening)</i>	<i>-</i>	<i>-</i>	<i>78.7</i>	<i>-</i>	<i>78.7</i>
<i>Capitalization maintenance (2000 fiscal year)</i>	<i>-</i>	<i>-</i>	<i>24.1</i>	<i>-</i>	<i>24.1</i>
<i>Reclassifications</i>	<i>3.0</i>	<i>1.5</i>	<i>16.3</i>	<i>(22.8)</i>	<i>(2.0)</i>
<u><i>As of December 31, 2000</i></u>	<u><i>32.5</i></u>	<u><i>88.9</i></u>	<u><i>1,161.7</i></u>	<u><i>217.3</i></u>	<u><i>1,500.4</i></u>
<i>Changes in the consolidation scope</i>	<i>0.2</i>	<i>7.5</i>	<i>81.6</i>	<i>6.3</i>	<i>95.6</i>
<i>Capitalization maintenance (opening)</i>	<i>-</i>	<i>-</i>	<i>13.9</i>	<i>-</i>	<i>13.9</i>
<i>Capitalization maintenance (2001 fiscal year)</i>	<i>-</i>	<i>-</i>	<i>25.3</i>	<i>-</i>	<i>25.3</i>
<i>Acquisitions</i>	<i>2.2</i>	<i>5.6</i>	<i>200.2</i>	<i>41.0</i>	<i>249.0</i>
<i>Sales</i>	<i>(6.0)</i>	<i>(22.4)</i>	<i>(50.0)</i>	<i>(7.8)</i>	<i>(86.2)</i>
<i>Translation adjustments</i>	<i>0.5</i>	<i>0.2</i>	<i>3.9</i>	<i>1.2</i>	<i>5.8</i>
<i>Reclassifications (1)</i>	<i>5.4</i>	<i>(3.9)</i>	<i>15.9</i>	<i>(21.8)</i>	<i>(4.4)</i>
<i>As of December 31, 2001</i>	<i>34.8</i>	<i>75.9</i>	<i>1,452.5</i>	<i>236.2</i>	<i>1,799.4</i>

(1) The net impact of the reclassifications is not zero, as some reclassifications have an impact on other accounts in the balance sheet.

2.4 Financial Investments (in M€)

These consist of shares in equity affiliates, investments in non-consolidated subsidiaries, loans to non-fully consolidated companies and other investments.

Breakdown (net book value)

	12/31/01	12/31/00	12/31/99 actual & pro forma
<i>Shares in equity affiliates</i>	45.6	44.6	41.8
<i>Shares in non-consolidated subsidiaries</i>	24.0	29.1	7.2
<i>Loans</i>	6.6	15.7	5.8
<i>Related receivables</i>	3.9	0.9	3.5
<i>Other investments</i>	7.2	3.4	1.6
TOTAL	87.3	93.7	59.9

The decrease of M€ 6.4 in investments between 2000 and 2001 is related to the inclusion in the scope of consolidation in 2001 of companies that were not consolidated in 2000 and to the change in the method of consolidation of the companies included in the Red group which were fully consolidated as of January 1, 2001.

The M€ 33.8 increase in the item between 1999 and 2000 is the result of the acquisitions of shares for M€ 21.9 and of new loans granted to JCDecaux Salvador and to JCDecaux Group Services in particular for M€ 11.8.

Shares in equity affiliates (in M€)

	<i>% of interest as of 12/31/01</i>	<i>12/31/01</i>	<i>12/31/00</i>	<i>12/31/99 actual and pro forma</i>
<i>Switzerland</i>				
<i>Affichage Holding</i>	<i>17.55%</i>	<i>44.1</i>	<i>40.3</i>	<i>37.2</i>
<i>Portugal</i>				
<i>Red Portugal</i>			<i>0.3</i>	<i>0.5</i>
<i>Placa</i>			<i>0.3</i>	<i>0.5</i>
<i>Autedor</i>			<i>0.2</i>	<i>0.1</i>
<i>Centeco</i>			<i>0.1</i>	<i>0.1</i>
<i>Purbe</i>				<i>0.3</i>
<i>Germany</i>				
<i>Nürnberg</i>	<i>17.50%</i>	<i>1.4</i>	<i>1.2</i>	<i>0.9</i>
<i>Ilg Aussenwerbung Zacharias</i>	<i>10.00%</i>	<i>0.1</i>	<i>0.1</i>	
<i>Asia / Australia</i>				
<i>Recruit Holding Hong-Kong (1)</i>			<i>2.1</i>	<i>2.2</i>
<i>TOTAL</i>		<i>45.6</i>	<i>44.6</i>	<i>41.8</i>

(1) Company excluded from the consolidation scope in 2000.

Shares in non-consolidated subsidiaries (in M€)

	% Capital	Income 12/31/01	Equity 12/31/01	Gross value of shares as of 12/31/01	Net value of shares as of 12/31/01
Portugal					
Interior Lda	100.00%	NC	NC	0.5	0.5
Red Centro	75.00%	0.1	0.1	0.4	0.4
Germany					
Wall	11.10%	NC	NC	15.6	15.6
Switzerland					
JCD Mobilier Urbain Genève	100.00%	NC	NC	0.2	0.2
Stadtmoblierung Suisse		NC	NC	0.2	0.2
France					
Gommage et Aspiration	79.93%	(0.05)	(0.4)	0.2	0.0
Affimétrie	33.00%	0.0	0.0	0.1	0.1
Finland					
AS Oy Marjaniemanranta	58.00%	NC	NC	0.4	0.4
Asia					
MC Decaux Taiwan	60.00%	NC	NC	0.1	0.0
IP Decaux Corée	50.00%	NC	NC	0.2	0.0
Italia					
Shares owned by IGP and Publiflor	-	NC	NC	0.3	0.3
ISPA Brno (1)	100.00%	-	-	0.3	0.3
Asia/Australia					
Recruit Holding Hong Kong (2)				2.2	2.2
Pearl & Dean Pty Ltd and Pearl & Dean Fidji (2)				3.5	3.5
Others				0.6	0.6
TOTAL				24.8	24.0

(1) Company consolidated in 2001.

(2) Companies excluded from consolidation scope in 2001

In 2001, the shares in non-consolidated subsidiaries mainly consist of the shares in WALL in Germany held by JCDecaux Deutschland for M€ 15.6. Several companies were merged (Backlite, AP Maintenance, Bright) or consolidated (ISPA SK+CZ Group) in 2001.

2.5 Inventories (in M€)

	12/31/01	12/31/00	12/31/99 <i>actual & pro forma</i>
Gross value of inventories	127.8	99.5	73.2
Valuation allowances	(14.4)	(4.1)	(4.6)
Net value of inventories	113.4	95.4	68.6

The gross value of inventories as of 12/31/01 increased by M€ 22.7 for the French companies and M€ 5.6 for foreign companies compared to the gross value as of 12/31/00. In France, the increase is mainly due to the launching of the program of converting fixed seniors into scrolling posters.

The gross value of inventories as of 12/31/00 increased by M€ 11 for the French companies and M€ 15 for foreign companies compared to the gross value as of 12/31/99. This increase is mainly due to the inventories of JCD Mallscape that increased by M€ 11.7 in anticipation of the installation of street furniture.

2.6 Other receivables (in M€)

	12/31/01	12/31/00	12/31/99	Pro forma 12/31/99
- Other operating receivables	14.1	26.2	27.6	27.6
. Allowances for other operating receivables	(0.3)	(0.3)	(0.3)	(0.3)
- Miscellaneous receivables	16.5	24.1	69.5	39
. Allowances for miscellaneous receivables	(0.8)	(0.2)	(0.7)	(0.7)
- Miscellaneous tax receivables	42.5	53.5	31.6	31.6
- Receivables on assets	4.1	0.3	2.1	2.1
- Advances and deposits paid	11.4	12.5	16.6	16.6
- Prepaid expenses	49.9	41.6	32.6	32.6
- Deferred expenses	14.8	22.4	11.4	11.4
Total other receivables	153.3	180.6	191.4	160.9
Total allowances on other receivables	(1.1)	(0.5)	(1.0)	(1.0)
Net other receivables	152.2	180.1	190.4	159.9

Changes in 2001

The decrease of M€ 12.1 in the item "other operating receivables" between 2000 and 2001, is mainly due to Avenir France for M€ 6.7.

The tax receivables decreased by M€ 11 between 2000 and 2001, essentially in relation to JCDecaux SA.

The decrease of M€ 7.6 in deferred expenses between 2000 and 2001 is mainly due to the allocation of a part of the 2000 Initial Public Offering expenses to the share premium with respect to JCDecaux SA in the amount of M€ 4.2.

Changes in 2000

Due to the merger of MCPE with Decaux SA in 2000, the current account with MCPE of M€ 30 in 1999 no longer appeared in 2000 within miscellaneous receivables, which largely explains the decrease in this item of M€ 45.4 between 1999 and 2000

Miscellaneous receivables decreased by M€ 16 between 1999 and 2000, including in particular M€ 9.8 for Mobiliario Urbano (Spain).

For the same period, miscellaneous tax receivables increased by M€ 23 including in particular M€ 7.3 for JCDecaux SA, M€ 1.4 for JCD Mobilier Urbain, M€ 3.8 for JCD Services and M€ 5.4 for the Decaux companies in Spain.

Also during the period between 1999 and 2000, deferred expenses increased by M€ 11.0 including mainly M€ 14.1 for JCDecaux SA. This amount of M€ 14.1 mainly consists of expenses of M€ 8.5 related to the Initial Public Offering and bank charges of M€ 5.8.

2.7 Net deferred tax (in M€)

2.7.1. Deferred tax recorded (in M€)

	12/31/01	12/31/00	12/31/99	Pro forma 12/31/99
Deferred tax assets (net)	46.4	23.6	25.1	24.9
Deferred tax liabilities	(27.4)	(29.7)	(9.2)	(14.6)
TOTAL	19.0	(6.1)	15.9	10.3

The increase in the net deferred tax asset position as of December 31, 2001 is essentially due to the recording of JCDecaux SA's tax losses carried forward as deferred tax assets in the amount of M€ 24.7.

The decrease in the net deferred tax asset position of M€ 16 as of December 31, 2000 stems mainly from the change in accounting method related to the capitalization of foreign maintenance costs. This change in accounting method contributed to an increase of M€ 8 in deferred tax liabilities.

2.7.2. Deferred tax assets on unrecorded tax losses carried forward (in M€)

The amount of deferred tax assets computed on the basis of tax losses carried forward, and fully depreciated amounts to M€ 14.3 as of December 31, 2001 (vs M€ 50.4 as of December 31, 2000).

2.8 Changes in Stockholders' Equity (in M€)

	<i>Capital</i>	<i>Premium</i>	<i>Consolidated reserves</i>	<i>Total</i>
Equity as of December 31, 1998	2.6	82.1	266.5	351.2
<i>Changes in accounting method</i>			37.2	37.2
<i>Net income for the period</i>			59.7	59.7
<i>Change in translation adjustments</i>			0.5	0.5
Equity as of December 31, 1999	2.6	82.1	363.9	448.6
<i>Increase in capital of JCDecaux SA (2)</i>	0.1	162.1		162.2
<i>Changes in accounting method</i>			18.9	18.9
<i>Net income for the period</i>			20.4	20.4
<i>Dividends paid</i>			(25.6)	(25.6)
<i>Change in translation adjustments</i>			(0.6)	(0.6)
Equity as of December 31, 2000	2.7	244.2	377.0	623.9
<i>Change in net equity of JCDecaux SA (1)</i>	0.7	679.0		679.7
<i>Net income for the period</i>			10.2	10.2
<i>Dividends paid (3)</i>			-	-
<i>Purchase from minority shareholders and merger of JCDecaux SA</i>			13.0	13.0
<i>Change in translation adjustments</i>			(4.9)	(4.9)
Equity as of December 31, 2001	3.4	923.2	395.3	1,321.9

The consolidation of the MCPE division in 1999 resulted in a negative variance in the scope of consolidation at Group level because the calculation of the goodwill related to the acquisition of the subsidiaries was carried out on the basis of their net equity as of June 30, 1999, while these subsidiaries' income is fully consolidated over 12 months.

(1) The JCDecaux Group went public on June 21, 2001.

The share capital is hereinafter made up of 221,600,760 shares, compared to 176,187,464 in December 2000. The expenses related to the Initial Public Offering were allocated to the share premium net of tax.

(2) In 2000, JCDecaux SA carried out an increase in equity of M€ 162.1 intended to pay for the shares contributed by JCD Holding and other minority shareholders.

As of December 31, 2000, the share capital of € 2,685,962 was made up of 176,187,464 fully paid-up shares compared to 170,957 shares in 1999, as the company carried out a one-to-one thousand split of the shares making up its share capital.

(3) The company has not paid any dividends. Besides, the current borrowing agreement does not allow dividend payments above 30% of consolidated net earnings on a yearly basis.

The impact of the changes in accounting method of M€ 37.2 in 1999 breaks down as follows:

<i>Adjustment of depreciation periods for street furniture over 4 and 7 years:</i>	
<i>Impact on depreciation</i>	43.4
<i>Impact on deferred tax</i>	(8.2)
<i>Full effect of deferred tax assets on timing differences and restatements</i>	2.0
<i>Total impact of changes in accounting method</i>	37.2

In 2000, the impact of changes in accounting methods of M€ 18.9 on the opening reserves (Group share) is related to the capitalization of maintenance costs amounting to M€ 6.9 in France and M€ 12.0 in the foreign subsidiaries.

2.9 Change in minority interests (in M€)

	1999 Pro forma	1999	2000	2001
<i>Equity (minority interests) as of January 1,</i>	46.9	34.1	53.3	47.5
<i>Net income for the period</i>	12.8	12.8	18.7	18.4
<i>Dividends paid</i>	(9.1)	(9.1)	(9.5)	(12.6)
<i>Change in translation adjustments</i>	0.1	0.1	-	0.8
<i>Changes in consolidation scope</i>	2.6	2.6	(18.1)	27.7
<i>Changes in accounting methods</i>	-	12.8	3.1	-
<i>Purchase of minority rights resulting from merger JCDecaux SA</i>				(13.0)
<i>Equity (minority interests) as of December 31,</i>	53.3	53.3	47.5	68.8

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The M€ 12.8 impact of changes in accounting methods in 1999 breaks down as follows:

Adjustments of depreciation periods for street furniture over 4 and 7 years:	
Impact on depreciation	13.2
Impact on deferred tax	(0.6)
Full effect of deferred tax assets on timing differences and adjustments	0.2
Total impact of changes in accounting method	12.8

In 2000, the impact of changes in accounting methods of M€ 3.1 on the opening reserves (minority interests) is related to the capitalization of maintenance costs for an amount of M€ 1.9 in French entities and for M€ 1.2 in foreign subsidiaries.

2.10 Loss and contingency provisions (in M€)

Loss and contingency provisions break down as follows:

	12/31/01	12/31/00	12/31/99 Actual and Pro forma
Loss and contingency provisions	73.5	66.7	53.0
Provisions for retirement benefit commitments	9.9	6.4	4.6
TOTAL	83.4	73.1	57.6

Changes in loss and contingency provisions (in M€) :

	12/31/00	Allowances	Adjustment	Changes in consolidation scope	12/31/01
Provisions for risks	20.2	5.1	(5.6)	(0.4)	19.3
Provisions for dismantling (*)	42.7	17.4	(13.5)	(0.7)	45.9
Provisions for retirement benefits	6.4	1.3	(0.7)	3.0	10.0
Provisions for restructuring	0.8	3.3	(1.2)	1.6	4.5
Provisions for contingencies	3.0	0.6	(3.4)	3.5	3.7
TOTAL Provisions	73.1	27.7	(24.4)	7.0	83.4

(*) Loss and contingency provisions consist mainly of provisions for dismantling risks in respect of street furniture.

They are calculated at the end of each accounting period and are based on the size of the pool of street furniture currently in use and their unitary dismantling cost (labor, cost of destruction and restoration of ground surfaces).

The provisions for dismantling costs are spread over the duration of each concession. Upon termination of a concession, 100% of the dismantling costs is set aside as a provision.

Other provisions consist in particular of restructuring provisions, for an amount of M€ 4.5, provisions for amounts owed on fixed assets for M€ 2.4, provisions for social risks for an amount of M€ 1.5, and provisions for disputes for an amount of M€ 4.7 as of December 31, 2001.

2.11 Long-term debt (in M€)

	12/31/01	12/31/00	12/31/99	Pro forma 12/31/99
<i>Bank borrowings</i>	896.5	1,267.9	1,036.8	1,088.3
<i>- Including MCPE Division acquisition loan</i>			762.2	762.2
<i>Capital leases</i>	-	10.6	12.5	12.5
<i>Miscellaneous loans and long-term debt</i>	12.2	9.4	24.1	24.1
TOTAL	908.7	1,287.9	1,073.4	1,124.9

Long-term debt is composed mainly of loans from banks. As of December 31, 2001, the main loans concern the following countries: France for an amount of M€ 805 notably for the financing of the acquisition of the MCPE Division and Affichage Holding, Denmark for M€ 21, Spain for M€ 7, Australia for M€ 23, UK for M€ 5, Germany for M€ 9 and Japan for M€ 5.

The indebtedness linked to the financing of the Group's acquisitions was originally put in place for a five year period, and bears interest on the basis of Euribor and the company's ratings. As of December 31, 2001, the company's rating is BBB (in case of lower ratings, the company is contractually committed to reimburse 10% of the debt).

The covenants attached to this debt agreement consist in the company's compliance with some financial ratios computed on a consolidated basis, and also limit the company's dividend payments to 30% of net consolidated earnings. The two financial ratios related to interests and financial debt amount to 6.7 (ratio above 5) and 1.9 (ratio inferior to 3.5) respectively, in compliance with the dispositions of the agreement.

The capital lease for an amount of M€ 10.6 is closed out as of December 31, 2001 due to the sale of the Aguesseau building.

The difference of M€ 52 between the long-term debt of M€ 1,125 in the pro forma financial statements as of December 31, 1999 and the long-term debt of M€ 1,073 in the consolidated financial statements as of December 31, 1999 corresponds to the impact of the pro forma entries relating to the retroactive recording as of January 1, 1998 of the loan relating to the acquisition of the MCPE Division. As of December 31, 1999, the amount consists of the financial interest and the loss in earnings relating to 1998 and the first six months of 1999, i.e. M€ 52 in total.

On September 6, 2000, JCDecaux SA put in place a syndicated loan of € 1.37 billion in order to refinance its existing debt and finance its future development. This loan matures in five years.

Miscellaneous loans and long-term debt consist of interest on loans from banks, loans from shareholders and interest on miscellaneous loans and long-term debt.

Maturity of long-term debt (in M€)

	12/31/01	12/31/00
<i>Less than one year</i>	205.4	135.4
<i>More than one year and less than 5 years</i>	692.0	1,115.0
<i>More than 5 years</i>	11.3	37.5
TOTAL	908.7	1,287.9

Breakdown of long-term debt by currency (in M€)

	12/31/01	12/31/00
<i>Euro</i>	849.0	1,190.1
<i>US Dollar</i>	0.0	43.0
<i>Danish Crown</i>	20.7	17.4
<i>Norwegian Crown</i>	3.6	2.5
<i>Australian Dollar</i>	23.4	26.6
<i>Swedish Crown</i>	0.4	0.0
<i>UK Pound Sterling</i>	6.5	8.2
<i>Thai Baht</i>	0.4	0.0
<i>Japanese Yen</i>	4.7	0.0
<i>Singapore Dollar</i>	0.0	0.1
TOTAL	908.7	1,287.9

Breakdown of long-term debt by fixed/variable rate (in M€)

	12/31/01	12/31/00
<i>Fixed rate</i>	14.4	5.6
<i>Variable rate *</i>	894.3	1,282.3
TOTAL	908.7	1,287.9

* Variable rate long-term debt is hedged using financial instruments as described in note 4.1 hereafter.

3. NOTES TO THE INCOME STATEMENT

3.1 Net operating expenses (in M€)

	2001	2000	1999	Pro forma 1999
<i>Purchases of materials, external charges and other net operating expenses</i>	(820.0)	(712.4)	(426.6)	(612.8)
<i>Taxes and duties</i>	(16.8)	(34.9)	(20.7)	(30.9)
<i>Payroll</i>	(329.1)	(284.3)	(205.0)	(249.9)
<i>Depreciation allowances and provisions net of releases</i>	(176.2)	(147.7)	(97.5)	(117.1)
TOTAL	(1,342.1)	(1,179.3)	(749.8)	(1,010.7)

3.2 Net financial income / (loss) (in M€)

	2001	2000	1999	Pro forma 1999
<i>Interest on debt net of cash</i>	(57.1)	(56.7)	(25.7)	(46.6)
<i>Net unrealized foreign exchange gains and losses</i>	4.3	(2.0)	3.8	4.0
<i>Other items</i>	(0.3)	(2.6)	8.4	11.0
TOTAL	(53.1)	(61.3)	(13.5)	(31.6)

The financial loss for 2001 is (M€ 53.1) compared to (M€ 61.3) in 2000. Interest on JCDecaux SA borrowings amounts to (M€ 55.8).

The debt relating to the acquisition of the MCPE Division generated financial expenses of M€ 29.9 in 1999, M€ 43.5 in 2000 and M€ 51.3 in 2001 for JCDecaux SA.

Cash received subsequent to the Initial Public Offering has been invested in marketable securities and has resulted in a financial income of M€ 4.1.

Other items included in the financial income and expenses include interest on bank debt as well as discounts granted in foreign subsidiaries.

The restructuring achieved in the USA has resulted in foreign exchange gains for a amount of M€ 3.4 for JCDecaux Mobilier Urbain, and of M€ 2.1 for JCDecaux SA.

The revaluation of receivables in U.S. dollars and Australian dollars held by JCDecaux Mobilier Urbain generated unrealized exchange gains of M€ 4.1 in 1999.

The deterioration in the other items included in financial income in 2000 is mainly due to discounts granted for an amount of M€ 3, mainly in Southern and Northern Europe.

3.3 Non-recurring income / (loss) (in M€)

	2001	2000	1999	Pro forma 1999
Net income from operations	(8.5)	(7.4)	(1.1)	(4.1)
Net income from capital transactions	10.6	2.5	(0.4)	1.0
Net releases and other net income	(7.9)	7.3	-	-
TOTAL	(5.8)	2.4	(1.5)	(3.1)

The main components of the non-recurring losses in 2001 include notably:

- the cost of the restructuring in the USA for (M€ 11),
- the capital gain on the sale of the Aguesseau building for M€ 6.9,
- the reserve for the closing down of RCI for (M€ 1.6).

3.4 Income Tax (in M€)

Breakdown between deferred and current taxes

	2001	2000	1999	Pro forma 1999
Current taxes	(84.4)	(81.1)	(75.3)	(80.3)
Deferred taxes	34.6	(13.9)	2.7	8.0
TOTAL	(49.8)	(95.0)	(72.6)	(72.3)

The effective tax rate before amortization of goodwill and before net income from equity affiliates, was 43.3% in 1999, 53.1% in 2000 and 35% in 2001. The lower rate in 2001 compared to 2000 results essentially from the impact of the restructuring in the USA for an amount of M€ 24.4. The increase observed in 2000 compared to 1999 is principally due to the fact that no deferred tax assets were recorded related to losses carried forward in the USA and at JCDecaux SA.

Details of tax calculation (in M€)

	2001	2000	Pro forma 1999
<i>Consolidated net income</i>	28.6	39.1	48
<i>Income Tax charge</i>	(49.8)	(95.0)	(72)
<i>Consolidated income before taxes</i>	78.4	134.1	120
<i>Amortization of goodwill</i>	70.9	49.7	45
<i>Long-term capital losses</i>	-	2.9	(4)
<i>Share of long-term capital gain reserves included in income</i>	-		4
<i>Share of net income from equity affiliates</i>	(7.1)	(4.9)	(1)
<i>Parent/subsidiary regime tax treatment</i>	-	(0.4)	1
<i>Miscellaneous</i>	4.6		
<i>Net income before tax subject to the standard tax rate</i>	146.8	181.4	166
<i>Weighted Group tax rate</i>	32.2%	36.1%	37.2%
<i>Theoretical tax charge</i>	(47.2)	(65.5)	(62)
<i>Deferred tax on unrecognized tax losses</i>	(30.6)	(36.5)	(11)
<i>Additional local taxes</i>	(2.1)	(1.3)	(2)
<i>Use of unrecognized prior tax losses carried forward</i>	7.4	5.6	2
<i>Use of special withholding tax on dividends</i>	-	-	1
<i>Impact of the USA restructuring</i>	24.4		
<i>Miscellaneous</i>	(1.7)	2.7	-
<i>Total tax charge calculated</i>	(49.8)	(95.0)	(72)
<i>Tax charge recorded</i>	(49.8)	(95.0)	(72)

3.5 Headcount and compensation of executive officers

In 2001, the Group's workforce consisted of 7,336 people.

In 2000, the headcount was 6,788 compared to 6,464 in 1999 (including 1,819 for the subsidiaries in the MCPE division).

The headcount of companies consolidated following proportional method is 178 as of December 31, 2001.

The amount of remuneration paid to members of the Group's managing boards, the Board of Directors and Supervising Board amount respectively to M€ 4.6 and M€ 0.9 as for fiscal year 2001.

4. OFF-BALANCE SHEET COMMITMENTS

4.1 Financial instruments

- **Interest rate risk hedging**

In order to hedge the interest rate risk related to the syndicated loan and to meet the requirements of the loan agreement, the Group has been using since 1999 various financial instruments including notably caps, Interest rate swaps, and Forward Rate Agreements (FRA).

The position on options held by the Group as of December 31, 2001 are the following:

- *Purchase of CAPs for an amount of M€ 852, maturing between September 2002 and December 2004.*
- *Purchase of FRA and interest rate swaps for an amount of M€ 230 maturing between March 2002 and December 2003.*

- **Foreign exchange risk hedging**

	Currency	Amount in M€
On trading operations		
Forward sales	GBP	4.1
On financial operations		
Forward purchases	HKD	6.6
Forward sales		117.3
	GBP	13.4
	USD	100.4
	AUD	2.3
	SGD	1.2
Options	USD	17

4.2 Off-balance sheet commitments, other than financial instruments

2001

. Commitments given:

- *Commitments given on shares of M€ 212.*
- *Marketable securities have been hypothecated in connection with the commitment given on shares up to M€ 32.7.*
- *Capital leases for real property for M€ 10.*
- *Guarantees totaling M€ 95 granted to banks.*
- *Other guarantees given for an amount of M€ 60:*
 - *Guarantee for payments of M€ 47,*
 - *Guarantee for performance of contracts of M€ 6,*
 - *Other guarantees of M€ 7.*
- *Other commitments for M€ 178.*

. Commitments received

- On December 26, 2001 SNC Aguesseau sold a building located in Boulogne Billancourt to SCI Troisjean. In the course of this sale, it has been agreed between the parties that in case of the resale of the building, during a five year period, to a third party to the Group controlling the vendor, for a price exceeding the amount of the initial purchase price, SCI Troisjean is committed to pay back the vendor the entire amount of the capital gain, of which may be deducted (i) the tax on the capital gain, (ii) the costs incurred in connection to the property of the building, but not taking into account the transfer taxes that will remain supported by SCI Troisjean.
- Commitments received on shares for M€ 219.
- A M€ 502 credit facility available to JCDecaux SA from a pool of banks.
- Other guarantees received for an amount of M€ 9.

2000

. Commitments given

- JCDecaux SA acted as guarantor for the repayment of the loan taken out by its subsidiary Sky Sites Inc. with a pool of banks for an amount of USD 40 million.
- Commitments relating to foreign currency hedging transactions for an amount of M€ 154.5.
- Guarantees totaling M€ 338.8 granted to banks.
- Leasing of moveable assets for M€ 108.
- Capital leases for real property for M€ 23.
- Other commitments given for M€ 26.7.

. Commitments received

- Commitments relating to foreign currency hedging transactions for an amount of M€ 154.5.
- Capital leases for real property for M€ 0.5.
- A M€ 199 line of credit available to JCDecaux SA from a pool of banks.
- Other commitments received for an amount of M€ 23.5.
- Other guarantees received for an amount of M€ 0.3.

1999

. Commitments given

To secure its obligations under the M€ 800.4 loan agreement, the Group pledged all the MCPE division shares acquired for a total of M€ 876.6 (excluding purchase costs for an amount of M€ 8.3).

In addition, and in order to hedge the interest rate risk related to this loan, the Group entered into the following hedging agreements:

- Commitments related to forward rate agreements covering M€ 200 at an average fixed rate of 3.27%, maturing in March 2000.
- Commitments relating to foreign currency hedging transactions (forward sales) for an amount of M€ 40.2.

- *Commitments of M€ 0.02 in respect of retirement benefit commitments.*
- *Guarantees totaling M€ 136.3 given to banks.*
- *Other guarantees and commitments given totaling M€ 48.9.*

. Commitments received

- *Guarantees for AFA Denmark loans for an amount of M€ 13.4.*
- *Guarantees received from banks for an amount of M€ 4.*
- *Avenir capital lease for an amount of M€ 1.1.*
- *Other guarantees and commitments received for an amount of M€ 0.5.*
- *JCDecaux SA has received an undertaking from JCDecaux Holding to buy back the shares it holds in Affichage Holding if the loan of M€ 800.4 is not repaid by May 1, 2001. If this undertaking is called upon by JCDecaux SA, this transfer would be carried out for an amount of M€ 145.9, i.e., the price of the original sale, less any dividend which may have been paid by Affichage Holding.*

5. SEGMENT REPORTING (in M€)

5.1 By line of business

Definition of segments

Street furniture

The street furniture line of business covers, in general, the advertising agreements relating to public property entered into with local authorities. It also includes advertising in shopping malls, as well as the renting of street furniture, the sale of equipment, work, various maintenance and other services.

Billboards

The billboard line of business covers advertising on private property, including both standard billboards and illuminated billboards. It also includes neon-type billboards.

Transport

The transport line of business covers advertising in public transport systems, including airports, metros and buses.

	Revenues	EBITDA (1)	Net Tangible Assets
	(In millions of Euros)		
Street Furniture			
2001	798.2	306.4	590.0
2000	725.8	293.8	459.2
1999	626.7	239.9	343.2
1999 Pro forma	626	250	357
Billboards			
2001	411.4	47.8	152.4
2000	384.1	66.4	119.8
1999	187.5	29.6	101.7
1999 Pro forma	362	48	102
Transport			
2001	333.6	23.1	30.8
2000	307.1	27.6	21.3
1999	118.1	10.5	16.5
1999 Pro forma	220	17	16
Holding Cos.			
2001	-	-	-
2000	0.1	(2.3)	13.1
1999	0.0	0.0	0.0
1999 Pro forma	0	0	0
Total			
2001	1,543.2	377.3	773.2
2000	1,417.1	385.5	613.4
1999	932.3	280.0	461.4
1999 Pro forma	1,208	315	475

(1) EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization)

5.2 By geographic area

	Revenues	EBITDA (1)	Net Tangible Assets
	(In millions of Euros)		
France			
2001	591.8	181.8	242.9
2000	581.1	174.3	218.3
1999	441.6	145.3	163.4
1999 Pro forma	558	166	177
UK			
2001	220.9	35.1	122.5
2000	213.4	43.3	106.0
1999	112.5	26.8	80.7
1999 Pro forma	167	32	81
Europe (excl. France & UK)			
2001	516.1	182.5	281.5
2000	401.2	170.3	203.0
1999	300.9	119.7	174.0
1999 Pro forma	347	126	173
Americas			
2001	103.4	(22.2)	100.0
2000	105.9	(8.5)	63.3
1999	37.4	(10.9)	22.9
1999 Pro forma	63	(7)	23
Asia / Pacific			
2001	111.0	0.1	26.3
2000	115.5	6.1	22.8
1999	39.9	(0.9)	20.4
1999 Pro forma	73	(2)	21
Total			
2001	1,543.2	377.3	773.2
2000	1,417.1	385.5	613.4
1999	932.3	280.0	461.4
1999 Pro forma	1,208	315	475

(1) EBITDA: Earnings Before Interests, Taxes, Depreciation and Amortisation.

6. SCOPE OF CONSOLIDATION

6.1 Identity of parent company

As of December 31, 2001, 69.52% of the capital of JCDecaux SA was owned by JCDecaux Holding.

6.2 List of consolidated companies

See following pages.

6.2 Consolidation scope as of December 31, 2001

COMPANY	COUNTRY	% INTEREST	CONSOLIDATION METHOD	% CONTROL
STREET FURNITURE				
JCDECAUX S.A.	France	100.00	Parent	100.00
DPE	France	100.00	F	100.00
JC DECAUX MOBILIER URBAIN	France	100.00	F	100.00
SEMUP	France	100.00	F	100.00
SOMUPI	France	66.00	F	66.00
SOPACT	France	50.00	F	50.00
ACM GMBH ALLEMAGNE	Germany	100.00	F	100.00
GEORG ZACHARIAS	Germany	50.00	F	50.00
ILG AUSSENWERBUNG	Germany	25.00	F	50.00
ILG AUSSENWERBUNG ZACHARIAS	Germany	10.00	EM	20.00
ILG WERBE	Germany	25.00	F	50.00
JCD DEUTSCHLAND	Germany	100.00	F	100.00
JCD STADTMÖBLIERUNG DRESDEN	Germany	100.00	F	100.00
KLETT DECAUX	Germany	50.00	F	50.00
MGM	Germany	50.00	F	50.00
NÜRNBERG	Germany	17.50	EM	35.00
R.G.S	Germany	25.00	F	50.00
JCD UK	United Kingdom	100.00	F	100.00
JCD ARGENTINE	Argentina	100.00	F	100.00
JC DECAUX AUSTRALIA	Australia	100.00	F	100.00
JCD STREET FURNITURE AUSTRALIA	Australia	100.00	F	100.00
JC DECAUX GROUP SERVICES	Belgium	100.00	F	100.00
ACM BELGIQUE	Belgium	100.00	F	100.00
JCD BELGIQUE	Belgium	100.00	F	100.00
JCD SALVADOR	Brasil	100.00	F	100.00
JCD DO BRASIL	Brazil	100.00	F	100.00
AFA JC DECAUX	Denmark	50.00	F	50.00
JC DECAUX & SIGN (anciennement CEMUMA SA)	Spain	75.00	F	75.00
DYPSA	Spain	100.00	F	100.00
PLANIGRAMA	Spain	49.00	F	49.00
MOBILIARIO URBANO	Spain	100.00	F	100.00
JC DECAUX BOSTON	United States	100.00	F	100.00
JC DECAUX CHICAGO	United States	100.00	F	100.00
JC DECAUX INTERACTIVE	United States	100.00	F	100.00
JC DECAUX MALLSCAPE	United States	100.00	F	100.00
JC DECAUX NEW-YORK	United States	70.00	F	70.00
JC DECAUX UNITED STREET FURNITURE	United States	100.00	F	100.00
JC DECAUX USA	United States	100.00	F	100.00
MAXIVISIO	Finland	100.00	F	100.00
JC DECAUX FINLANDE	Finland	100.00	F	100.00
JC DECAUX ATLANTIS	Canary Islands	85.00	F	85.00
AFA JCD ICELAND	Iceland	50.00	F	100.00
MC DECAUX INC JAPON	Japan	60.00	PI	60.00
JCD LUXEMBOURG	Luxembourg	100.00	F	100.00
JCD NORGE	Norway	95.55	F	98.57
PUBLEX BV	The Netherlands	50.00	F	50.00
V.K.M BV	The Netherlands	50.00	F	50.00
JCD PORTUGAL	Portugal	100.00	F	100.00
PURBE	Portugal	100.00	F	100.00
JC DECAUX MESTSKY MOBILIAR	Czeck Rep.	100.00	F	100.00
JCD SINGAPOUR	Singapore	100.00	F	100.00
JCD SLOVAQUIE	Slovaquia	100.00	F	100.00
JC DECAUX SVERIGE	Sweden	96.46	F	96.46
JC DECAUX THAILANDE	Thailand	49.50	F	95.15
JC DECAUX URUGUAY	Uruguay	100.00	F	100.00
BILLBOARD				
AGUESSEAU	France	100.00	F	100.00
AVENIR France	France	100.00	F	100.00
JCD PUBLICITE LUMINEUSE	France	100.00	F	100.00
JCD MEDIA SERVICES	United Kingdom	100.00	F	100.00
GROUPE MARGINHELP	United Kingdom	100.00	F	100.00
MILLS & ALLEN Group	United Kingdom	100.00	F	100.00
MILLS & ALLEN Holdings	United Kingdom	100.00	F	100.00
MILLS & ALLEN Ltd	United Kingdom	100.00	F	100.00
JCD UNITED LTD	United Kingdom	100.00	F	100.00
PEARL & DEAN GROUP PTY LTD	Australia	100.00	F	100.00
GEWISTA	Austria	39.20	F	67.00
PROGRESS AUSSENWERBUNG	Austria	39.20	F	100.00

COMPANY	COUNTRY	% INTERET	CONSOLIDATION METHOD	% CONTROL
PROGRESS WERBELAND GMBH	Austria	19.99	F	51.00
JCD CENTRAL EASTERN EUROPE	Austria	58.50	F	58.5
EUROPLAKAT INTERNATIONAL MBH	Austria	19.99	PI	51.00
ISPA WerbegesmbH	Austria	39.20	F	100.00
USP WerbegesmbH	Austria	29.36	F	74.9
BELGOPOSTER	Belgium	100.00	F	100.00
JCD PUBLICITE LUMINEUSE NV	Belgium	100.00	F	100.00
AFFICHAGE NOUVEL ESSOR	Belgium	61.15	F	61.15
EUROPLAKAT DOO BANJA LUKA	Bosnia	11.99	PI	100.00
EUROPLAKAT DOO SARAJEVO	Bosnia	11.99	PI	60.00
EUROPLAKAT POREKLAM DOO	Croatia	10.19	PI	51.00
AVENIR CENTRO	Spain	100.00	F	100.00
AVENIR ESPANA	Spain	100.00	F	100.00
JCD PUBLICIDAD LUMINOSA	Spain	100.00	F	100.00
EUROPLAKAT KFT	Hungary	13.51	PI	67.57
PERON REKLAM KFT	Hungary	3.37	EM	24.95
AVENIR BUDAPEST	Hungary	55.00	F	55.00
JCD NEONLIGHT BUDAPEST	Hungary	82.00	F	100.00
JCD Ireland North (formerly DAVID ALLEN NORTH)	Ireland	100.00	F	100.00
DAVID ALLEN POSTER SITES	Ireland	100.00	F	100.00
JCD Ireland South (formerly DAVID ALLEN SOUTH)	Ireland	100.00	F	100.00
SOLAR SUMMERBOOK	Ireland	100.00	F	100.00
JCD COMMUNICATION EXTERIEURE Italie	Italy	32.35	PI	100.00
Publiflor	Italy	16.17	PI	50.00
EUROPOSTER BV	The Netherlands	100.00	F	100.00
AUSSENWERBUNG POLEN GMBH	Poland	9.79	PI	49.00
MEDIA SYTEM SP ZOO	Poland	5.06	PI	51.67
EUROPLAKAT POLSKA SP ZOO	Poland	9.79	PI	100.00
JCD NEONLIGHT POLSKA	Poland	60.00	F	60.00
AUTEDOR	Portugal	51.00	F	51.00
CENTECO	Portugal	70.00	F	70.00
RED LITORAL	Portugal	63.91	F	75.00
GREEN	Portugal	52.19	F	55.00
PLACA	Portugal	100.00	F	100.00
RED PORTUGUESA PUBLICIDAD	Portugal	85.21	F	85.21
AVENIR PRAHA	Czeck Rep.	90.00	F	90.00
AUSSENW. TSCHECH. SLOW. BETEILIG	Czeck Rep.	10.19	PI	51.00
EUROPLAKAT INTERWERB SP SRO	Czeck Rep.	10.19	PI	100.00
EUROPLAKAT USTI NAD LABEM	Czeck Rep.	6.93	PI	68.00
EUROPLAKAT SP SRO	Czeck Rep.	10.19	PI	100.00
JCD NEONLIGHT SRO	Czeck Rep.	100.00	F	100.00
ISPA SPOL BRATISLAVA	Slovaquia	39.2	F	100.00
PROREKLAM EUROPLAKAT DOO	Slovenia	9.79	PI	49.00
SLOVENIJA PLAKAT DOO	Slovenia	5.00	PI	51.00
INREKLAM PROGRESS DOO	Slovenia	9.79	PI	100.00
AFFICHAGE Holding	Switzerland	17.55	EM	30.00
EUROPLAKAT YU DOO	Yugoslavia	15.99	PI	80.00
TRANSPORT				
JC DECAUX Airport France (formerly AP Systèmes)	France	100.00	F	100.00
RCI	France	100.00	F	100.00
MEDIA FRANKFURT	Germany	39.00	PI	39.00
JC DECAUX AIRPORT GmbH	Germany	60.00	F	60.00
JC DECAUX AIRPORT (formerly SKY SITES Ltd)	United Kingdom	100.00	F	100.00
PEARL & DEAN PUBLISHING	Australia	100.00	F	100.00
INFO SCREEN AUSTRIA GES. MbH	Autria	19.99	F	51.00
AEROSISTEMAS	Spain	100.00	F	100.00
JCD North America (formerly JCD TRANSPORT MEDIA INC)	United States	100.00	F	100.00
JC DECAUX Airport Inc. (formerly SKY SITES INC.)	United States	100.00	F	100.00
JCD PEARL & DEAN LTD HONG-KONG	Hong-Kong	100.00	F	100.00
IGP	Italy	32.35	PI	32.35
JCD PEARL & DEAN SDN BHD	Malaysia	100.00	F	100.00
JC DECAUX AS	Norway	95.55	F	100.00
JC DECAUX AIRPORT POLSKA	Poland	60.00	F	100.00
APS PUBLICIDADE	Portugal	85.00	F	85.00
RENCAR PRAHA	Czeck Rep.	9.02	PI	88.52
RENCAR MEDIA	Czeck Rep.	9.02	PI	100.00
JCD ASIA SINGAPORE PTE	Singapore	100.00	F	100.00
JCD PEARL & DEAN PTE LTD	Singapore	100.00	F	100.00
SPROMERA	Sweden	67.52	F	70.00

Note : F = Full integration

PI = Proportional Integration

EM = Equity Method

7. SUBSEQUENT EVENTS

On January 9, 2002, Viacom Decaux LLC- a joint venture (50/50) between Viacom Outdoor Advertising, an affiliate of Viacom Inc, and JCDecaux in the USA- has signed with the city of Los Angeles the most important contract of street furniture in the history of the United States. The Viacom Decaux contract plans the installation of 2,500 bus shelters, 150 automatic sanitary facilities and 700 advertising columns and newsstands. The Viacom Decaux partnership should be extended to entire California shortly.

Since January 1st, 2002, JCDecaux SA has won six new contracts in Europe, in North America, and in Asia. In Europe, the Spanish subsidiary of the Group has signed three new street furniture contracts with the cities of Saragossa, Alicante, and Mostoles. In addition to the bus shelters and traditional out of home media, these contracts plan the setting up of new furniture offering a wide scale of services to the public. In Denmark, the Group has signed a contract with the city of Copenhagen planning the exploitation and maintenance of the downtown free bicycles parking shelters.

In South America, JCDecaux won an exclusive advertising contract in the subway of Santiago del Chile for the providing and exploiting of out of home media spread over the 52 subway stations, which totals an annual audience of over 200 million passengers.

In Asia, the Group signed a partnership agreement with the company In-Poong Inc, leader of out of home advertising in South Korea, in order to jointly develop an advertising contract relating to the design and installation of shelters for the taxis of the city of Seoul, which, counting 10 million citizens, is the largest city in the world.

8. PRO FORMA FINANCIAL STATEMENTS

Breakdown of the pro forma adjustments in the consolidated income statement

(in M€)	1999				
	JCDecaux SA	MCPE Pro forma combined	Pro forma adjustments (a)	Pro forma	
Net Revenues	626	582	-	1,208	
Operating income	151	43	3	197	(1)
Net financial income	(11)	(3)	(17)	(31)	(2)
Non-recurring income	-	(3)	-	(3)	(3)
Income tax	(66)	(12)	6	(72)	(4)
Share of net income from equity affiliates	2	-	-	2	
Amortization of goodwill	(5)	(20)	(20)	(45)	(5)
Net income	71	5	(28)	48	

(in M€)	1999
- Reduction in operating expenses resulting from the capitalization of maintenance costs in the companies in the Decaux France Division	3
- Standardization of the depreciation period for Street Furniture to cover a period of 7 to 10 years	-
(1) Operating income	3
- Full year of interest for 1998 and an additional 6 months interest for 1999, in respect of the interest on the loan taken out to finance the acquisition of the MCPE division, as if such loan was in place as of January 1, 1998	(17)
- Cancellation of the extraordinary dividend received from Comareg	-
(2) Net financial income	(17)
- Standardization of the depreciation period for Street Furniture to cover a period of 7 to 10 years	-
- Cancellation of the capital gain on the sale of the equity interests in COMAREG	-
(3) Non-recurring income	-
-Deferred tax on the adjustments described above	6
(4) Income tax	6
- Amortization of goodwill relating to the acquisition of the MCPE Division for the full year 1998 and for the six months of 1999	(20)
(5) Amortization of goodwill	(20)

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