A French public limited company (*société anonyme*) with capital of €1,478,398,520.00
Registered office: 1, cours Ferdinand de Lesseps
92500 Rueil-Malmaison
Registered number: 552 037 806 RCS Nanterre
www.vinci.com
Shareholder relations department: actionnaires@vinci.com

Issue of new VINCI shares reserved for the employees of foreign subsidiaries of VINCI in the context of the international Group savings plan ♦

In its 16th resolution, the Combined Shareholders' General Meeting held on 15 April 2014 delegated to the Board of Directors, for a period of 18 months expiring on 14 October 2015, its competence to proceed with capital increases reserved for the employees of certain foreign subsidiaries of the Group as already occurred with the employees of French subsidiaries in the context of savings plans.

At its meeting on 21 October 2014, the Board of Directors of VINCI fixed the terms of a capital increase reserved for the employees of subsidiaries of VINCI located in Germany, Australia, Austria, Bahrain, Belgium, Brazil, Cambodia, Canada, Chile, United Arab Emirates, Spain, the United States, Hong-Kong, Indonesia, Luxembourg, Malaysia, Morocco, the Netherlands, Poland, Portugal, the Czech Republic, Romania, Singapore, Slovakia, Sweden and Switzerland.

The Board of Directors delegated all necessary powers to the Chairman and Chief Executive Officer for the purpose of, in particular, fixing the opening and closing dates of the subscription periods in the countries concerned, and deciding the subscription price of the new shares as defined by the Shareholders' General Meeting.

In his decision dated 30 April 2015, the Chairman and Chief Executive Officer of VINCI decided that, in the countries concerned, the subscription period would run from 4 May 2015 to 22 May 2015.

♦ With the exception of the United States, where the shares will be subscribed directly by the employees in accordance with local regulations, employees' subscriptions for this issue reserved for them will take place through an intermediate company mutual fund ("Castor International Relais 2015"), invested in money-market securities and classified in that respect in the category of "euro money-market company mutual funds". This company mutual fund was approved by the AMF on 27 October 2014 under no. FCE 2014 0135. It will hold all employees' cash payments intended for the subscription of the units that it will issue. At the end of the subscription period opened to employees, this intermediate mutual fund will subscribe for VINCI shares to be issued according to the total amount of the payments that it has received, and will then be absorbed by the Castor International company mutual fund, the relevant approval of the AMF having been obtained on 5 November 2014 (AMF application no. 89927).

The Castor International company mutual fund is an employee saving and shareholding mutual fund (UCITS) exclusively invested in VINCI shares.

In his decision dated 30 April 2015, the Chairman and Chief Executive Officer of VINCI fixed the issue price of the new shares which will be equal to the average opening price of VINCI shares quoted on the regulated market of Euronext Paris SA on the 20 trading days preceding 30 April 2015, that is € 55.65 per new share to be issued.

The maximum number of shares that could be issued and the total amount of the issue will depend on the level of employees' subscriptions.

The maximum number of new shares to be issued may not exceed the limit set by the 16th resolution of the Shareholders' General Meeting on 15 April 2014. This provides that the total number of new shares capable of being issued on the basis of the 15th resolution of the Shareholders' General Meeting on 15 April 2014 to promote employee shareholding in accordance with the provisions of Articles L. 225-138-1 and following of the French Commercial Code and L. 3332-1 and following of the French Labour Code may not exceed 1.5% of the number of shares comprising the authorized share capital at the time of the Board's decision.

In the context of the Castor International operation, the number of shares subscribed at the end of the first four-month period of the financial year 2015 on the basis of the 15th resolution of the Combined General Meeting on 15 April 2014 in relation to Castor France will also count towards the upper limit of 1.5%. In the event that applications submitted in the context of the Castor International offer referred to above exceed this upper limit, all applications issued in the context of the Castor International offer will be reduced.

In addition, the amount of the offer made to the employees of subsidiaries of the Group located in the United States will be limited to $5 million.

The new VINCI shares to be issued[1] will be subscribed at the latest on 10 July 2015 by the Castor International Relais 2015 mutual fund, and, in the United States, by Amundi Tenue de Comptes in the name of the employees.

Immediately after they are issued, the admission of these new shares to trading on the regulated market of Euronext Paris will be requested.

The shares subscribed will be locked up for 3 years with effect from the date of the capital increase (unless early unblocking event occurs).

Subject to that reservation, these ordinary shares will not be subject to any restrictions, and will carry entitlement to dividends from 1 January 2015.

*

* *

*

Rueil-Malmaison, 30 April 2015

[1] Up to the total amount of employees' payments.