

CASTOR INTERNATIONAL

The International Group Share Ownership Plan of VINCI group

2016 offering

COUNTRY SUPPLEMENT FOR NEW ZEALAND

You have been invited to invest in shares in CASTOR INTERNATIONAL, the International Group Share Ownership Plan of VINCI group (the "Plan"). This document contains terms and conditions specific to New Zealand, and complements the Plan documents (the rules of the Plan and the Fonds commun de placement d'entreprise ("FCPE") regulations), the Information Brochure and the Subscription Order that you must complete and sign ("Subscription Order"). It also contains a summary of the expected French and New Zealand tax consequences of your investment. Please note that neither VINCI nor your employer is providing you with, and will not provide you with, any personal, financial or tax advice in relation to this offer.

Please carefully read information below before taking your investment decision.

New Zealand Securities Warning Statement

The statement below is provided in order to comply with New Zealand securities law and in particular the Financial Markets Conduct Regulations 2014 ("FMC Regulations"). This offering under the Plan is made in reliance on the exclusion for employee share purchase schemes under clause 8 of Schedule 1 of the Financial Markets Conduct Act 2013 ("FMC Act") and is therefore not a "regulated offer" under the FMC Act and FMC Regulations and does not require the preparation of a product disclosure statement.

Warning

This is an offer of ordinary shares (**Shares**) in VINCI SA (the **Company**). The Shares will be subscribed and held through and in the name of a French *Fonds commun de placement d'entreprise* (**FCPE**), CASTOR INTERNATIONAL. As Shares will be held through the FCPE, employees will be issued units of the FCPE (**FCPE Units**) which may be redeemed for Shares or cash. The Shares, give you a stake in the ownership of the Company. The FCPE Units are the mechanism through which Shares are held in the Plan. You may receive a return if dividends on the Shares are paid.

If the Company runs into financial difficulties and is wound up, you will be paid only after all creditors have been paid. You may lose some or all of your investment.

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors to make an informed decision.

The usual rules do not apply to this Offer because it is made under an employee share purchase scheme. As a result, you may not be given all the information usually required. You will also have fewer other legal protections for this investment.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

Transfer of FCPE Units

FCPE Units will not be quoted on any stock exchange and cannot be sold to a third party. The FCPE Units can only be redeemed in accordance with the rules of the Plan.

Transfer of Shares

You may not sell the Shares during the lock-in period of three years.

The Shares are quoted on Euronext Paris (a European stock exchange seated in Paris). This means you may be able to sell them after the end of the three year lock-in period, on the Euronext Paris if there are interested buyers. You may get less than you invested. The price will depend on the demand for Shares.

Please see below information under the heading "Early redemption events" regarding the 3-year lock-in period and permitted early redemption events.

Annual report and audited financial statements

On request, you are entitled to receive, free of charge, a copy of the Company's latest annual report (including its audited financial statements). The Company's annual report is also available by electronic means from the Company's website: www.vinci.com.

Early redemption events

Your investment in this offering must be held (or "blocked") for a 3-year period, meaning that you cannot redeem your FCPE Units or receive your Shares except in certain events where you are permitted to request an early redemption of FCPE Units under the Plan. Those events are :

- (i) your disability;
- (ii) death;
- (iii) the termination of your employment contract.

These early redemption events are defined by the Plan by reference to French law and must be interpreted and applied in a manner consistent with French law. You should not conclude that an early redemption event is applicable to you unless you have described your specific case to your employer and your employer has confirmed that the relevant event applies to your situation. Your employer may request that you provide supporting documentation in respect of your situation.

In the case of early redemption of your FCPE Units, you will no longer be entitled to receive your Bonus Shares. Please note that in certain events as set forth in the Plan and summarised in the Information Brochure, and irrespective of an early redemption request, you may be eligible to payment of a cash compensation instead of delivery of Bonus Shares.

Subscription process

You can participate in the offer under the Plan by submitting your order by completing the Subscription Order document in paper form. Your Subscription Order must be returned to your Human Resources department accompanied by the payment of the amount of your subscription by cheque "payable to" your employer or by making payment by electronic bank transfer to the account specified by your Human Resources department prior to the due date specified on the Subscription Order.

You may also submit your subscription request online at the website www.ors.amundi-ee/com/cp/vinci2016, using the login user ID and the password provided to you separately by your Human Resources department. In order for your online subscription to be successfully processed, you must make payment by electronic bank transfer to the account specified by your Human Resources department the payment of the amount of your subscription prior to the due date specified on the Subscription Order.

Please note that in if you submit a Subscription Order in paper form and complete a Subscription Order online, the Subscription Order submitted online will prevail, irrespective of whether the online Subscription Order is made first, and your Subscription Order in paper form and the related payment will not be processed.

Tax information

The summary below sets out general principles that are expected to apply to employees who are resident in New Zealand for the purposes of New Zealand tax laws and the tax treaty concluded between France and New Zealand for the avoidance of double taxation dated 1 April 1982 (the "Treaty"). The tax consequences described below reflect the Treaty, New Zealand tax law and certain French tax laws and practices in force at the date of this document. These principles and laws may change over time. Employees should also consider their personal situation.

For definitive advice, employees should consult their own tax advisors regarding the tax consequences of subscribing Shares. This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive.

I. Tax applicable with respect to subscription for Shares via the FCPE:

Shares subscribed with your personal contribution will be held in the *Fonds commun de placement d'entreprise* CASTOR INTERNATIONAL, a French law collective employee shareholding fund (the "FCPE"). Your investment will be evidenced by the FCPE Units that you will hold. Subscription of Shares will be made via the FCPE CASTOR INTERNATIONAL RELAIS 2016 which will then merge into the FCPE.

A. Taxation in France

You should not be subject to tax or social charges in France at the time of subscription and redemption of your FCPE Units. Provided your investment is held via the FCPE, you should not be subject to tax or social charges in France in respect of any dividends that are paid by VINCI and reinvested by the FCPE.

B. Taxation in New Zealand

Tax that may be applicable at subscription for the Shares

No taxable discount is expected to be recognised in New Zealand for tax purposes. Accordingly, you should not be subject to income tax upon your subscription for the Shares.

Tax that may be applicable to Shares subscribed with financial assistance provided by the employer and repaid through salary deductions

Your employer may be subject to fringe benefit tax to the extent a nil or low interest loan is provided to you, subject to a possible exemption.

Tax that may be applicable for the tax years following the year of subscription

It will be necessary for you to apply the New Zealand income tax treatment of the FCPE Units you will hold in the tax years following the tax year in which you subscribed for the Shares.

Your FCPE Units will be deemed to be shares in a foreign company for New Zealand income tax purposes. The income tax treatment applicable to you while you hold FCPE Units will depend upon the total cost of all your shareholdings in foreign companies.

- If the total cost of all of your foreign shareholdings is not more than NZ\$50,000, you are subject to what is known as "dividend taxation" (**Dividend Taxation**) during the lock-up period. Dividend Taxation is directed at the taxation of dividends derived during the tax year.
- If the total cost of all of your foreign shareholdings (excluding certain foreign equity investments) is more than NZ\$50,000, you are subject to what is known as "foreign investment fund taxation" (**Foreign Investment Fund Taxation**). If this cost threshold is exceeded, Foreign Investment Fund Taxation applies to all foreign shareholdings and not just the excess over NZ\$50,000. You should take advice from your tax advisor if you are uncertain as to whether the threshold will be met in your case and as to what foreign equity investments might be excluded from the calculation.

You may elect to apply Foreign Investment Fund Taxation despite not exceeding the NZ\$50,000 cost threshold. Foreign Investment Fund Taxation must continue to be applied for later tax years (unless Foreign Investment Fund Taxation was not applied in one of the prior four tax years whilst under the NZ\$50,000 cost threshold).

Dividend Taxation

Under Dividend Taxation the additional FCPE Units issued following the payment of a dividend on the VINCI shares will be taxable in your hands as dividends for New Zealand tax purposes.

Foreign Investment Fund Taxation

Under Foreign Investment Fund Taxation you must select a calculation method authorised by the rules on Foreign Investment Fund Taxation for the purpose of calculating the taxable income arising from your investment. The fair dividend rate method (**Fair Dividend Rate Method**) is assumed to be one of the authorised calculation methods which you will select.

Under the Fair Dividend Rate Method taxable income is the amount that is 5% of the market value of the foreign investment at the start of the tax year, being each 1 April. You may be supplied with a valuation for your investment in FCPE Units.

Under Foreign Investment Fund Taxation any dividends derived from the Plan during the tax year (including any additional units awarded to you by the FCPE upon reinvestment of dividends received by the FCPE) are not subject to further taxation. The taxable income created under the Fair Dividend Rate Method is the only taxable income from the foreign investment.

Exchange rate conversion

The taxable income created under Dividend Taxation or Foreign Investment Fund Taxation is initially expressed in euros. The foreign currency amount must be converted into a New Zealand dollar equivalent amount for New Zealand tax purposes. An acceptable New Zealand dollar/foreign currency exchange rate must be used. The Inland Revenue Department publishes acceptable exchange rates on its website (www.ird.govt.nz). Alternatively, an acceptable exchange rate may be obtained from a trading bank.

It is acceptable if you choose to adopt an average close of trading spot exchange rate in force on the 15th day of a relevant month. Under Dividend Taxation the relevant month is when dividends are paid on the Shares. Under Foreign Investment Fund Taxation the relevant month is each 1 April.

Tax and/or social security charges that may be applicable when your FCPE Units are redeemed

The New Zealand income tax treatment of redemption of your FCPE Units depends upon whether your Units are subject to Dividend Taxation or Foreign Investment Fund Taxation (see above) for the tax year in which the redemption occurs.

Dividend Taxation

Under Dividend Taxation taxable income includes all dividends paid in relation to your investment prior to redemption.

In addition the difference between the amount paid by you to acquire your VINCI Shares (and the amount of dividends reinvested into additional Shares and for which additional Units were issued to you in the FCPE) and the cash or market value of the Shares you receive upon redemption of your Units in the FCPE is also classified as a dividend for New Zealand tax purposes and is taxable income to you.

The euro amount of the taxable income must be converted into a New Zealand dollar equivalent amount. An acceptable New Zealand-dollar/euro exchange rate must be used. An acceptable exchange rate is one published by the Inland Revenue Department or by a trading bank at the time the redemption amount is paid. The Inland Revenue Department publishes acceptable exchange rates on its website (www.ird.govt.nz).

Foreign Investment Fund Taxation

Under Foreign Investment Fund Taxation the Fair Dividend Rate Method as the assumed calculation method must be applied as at 1 April in the year of redemption of your FCPE Units. There is no further taxable income in relation to the cash payment or the market value of Shares received by you on redemption of your FCPE Units.

II. Tax applicable with respect to Bonus Shares granted by VINCI:

In addition to your subscription, you should be granted by VINCI the right to receive Shares for free (**Bonus Shares**), subject to satisfying certain conditions set forth in the International Employee Shareholding Plan and summarised in the Information Brochure. Subject to all conditions being fulfilled, your Bonus Shares will be delivered to the FCPE at the end of the vesting period in 2019. However, you may alternatively choose to hold the Bonus Shares in your own name. In certain events, you may be eligible to payment of a cash compensation by your employer instead of delivery of Bonus Shares, as set forth in the International Employee Shareholding Plan and summarised in the Information Brochure.

A. Taxation in France

You should not be subject to tax or social charges in France when you are granted the right by VINCI to receive the Bonus Shares in the future.

Similarly there should be no taxation in France upon the subsequent delivery or sale of the Bonus Shares. Taxation of dividends received from the Bonus Shares after delivery will depend on your decision to keep Bonus Shares in the FCPE or hold them in direct form (see below).

B. Taxation in New Zealand

Tax that may be applicable upon VINCI granting the right to receive Bonus Shares

No income tax is payable upon the grant of the right to receive Bonus Shares from VINCI.

Tax that may be applicable when the Bonus Shares are delivered

When Bonus Shares are delivered to the FCPE, you will be subject in New Zealand to individual income tax calculated on a taxable amount which shall be equal to the market value of Shares on the date of delivery. The applicable tax rates depend upon the year's total taxable income and currently range from 10.5% to 33%.

The same taxation will apply if, alternatively, you decide to hold your Bonus Shares in your own name.

No additional taxation applies if you sell your Bonus Shares upon delivery.

Tax that may be applicable on dividends which may be distributed to you after delivery of the Bonus Shares

If you decide to keep your Bonus Shares in the FCPE, dividends will be reinvested in the FCPE. Taxation consequences may arise under Dividend Taxation or Foreign Investment Fund Taxation as described above.

If you decide to hold your Bonus Shares in your own name, dividends, if any are paid, will be subject to a withholding tax in France (at the rate of 30% or at a 15% Treaty rate if you comply with certain filing formalities). In New Zealand the rules on Dividend Taxation or Foreign Investment Fund Taxation as outlined above will be applicable to your investment. With proof of the withholding, a tax credit should be available in New Zealand for any withholding tax deducted in France from dividends paid on your Shares. That tax credit is available under both Dividend Taxation and Foreign Investment Fund Taxation.

Tax that may be applicable on cash compensation paid, if any, by your employer instead of the delivery of Bonus Shares

If, instead of delivery of the Bonus Shares you are eligible to payment by your employer of a cash compensation, the amount of such compensation will be subject in New Zealand to individual income tax. The applicable tax rates range from 10.5% to 33%. Your employer will apply PAYE withholding tax.

III. Your reporting obligations with respect to Shares held in the FCPE and the Bonus Shares

Under current law, New Zealand taxpayers whose only income is subject to PAYE or other tax deductions at source are not usually required to complete a tax return. However, if you participate in the Plan, you will receive taxable income from which tax deductions have not been made. You will be responsible for returning taxable income arising from your FCPE Units (and Shares) and for paying tax accordingly.

Under current law, the taxable income derived by you in accordance with Dividend Taxation or Foreign Investment Fund Taxation should be reported to the Inland Revenue Department in an income tax return or income statement no later than 7th July (a later date can apply if you retain a tax agent) following the tax year in which the taxable income arises, unless an extension of time has been granted. Income tax on the taxable income must be paid by the following 7th February (or 7th April if you retain a tax agent) to avoid interest and penalties for late payment. The applicable rate of taxation will be determined by reference to your total taxable income for the tax year in which you derive the taxable income. The current applicable rates of taxation are as follows:

- 10.5% on your taxable income that is NZ\$14,000 or less;
- 17.5% on your taxable income between NZ\$14,001 and NZ\$48,000;
- 30% on your taxable income between NZ\$48,001 and NZ\$70,000; and
- 33% on your taxable income over NZ\$70,000.

If you are a provisional taxpayer you will be required to pay income tax in instalments during the relevant tax year. If you are not presently a provisional taxpayer, you may become one as a consequence of participation in the Plan. You will become a provisional taxpayer if "top up" tax (after allowing for tax withholdings) for a tax year is more than NZ\$2,500.

You must retain all documents relating to your FCPE Units and Shares. These documents may be required to substantiate information disclosed by you in your tax return and the claiming of a tax credit for withholding tax deducted in France.

From 1 April 2017 the employer may be able to choose to return and pay tax on an employee's behalf in respect of taxable income arising from a share benefit provided to the employee.

Privacy

If you apply to participate in the Plan, you will be asked to provide personal information to VINCI and your local employer who will collect and hold the personal information provided by you in connection with your application.

Your personal information will be used:

- for considering, processing and corresponding with you about your application;
- in connection with your holding of FCPE Units or Shares, including sending you information that Vinci or your local employer considers may be relevant to you by virtue of your participation in the Plan; and
- for conducting an audit or review of the activities contemplated above.

To do these things, you agree that your personal information may be transferred from your local employer to Vinci and any other member of the Vinci group or any management company, service provider or custodian entities administering the Plan (including the internal departments of the group in charge of the management of your individual FCPE Units and FCPE accounts, and to external entities designated to manage the same, and to all persons statutorily or expressly authorized by Vinci or by your employer to hold and process such information), for the purposes of or in connection with the offer or the Plan. However, all of these entities will be bound by the same privacy policies as Vinci and your local employer.

All personal information which is required to complete the Subscription Order is mandatory and is required to participate in the offer.

In accordance with the Privacy Act 1993, you have the right to access, to modify and to rectify, and if possible, to delete any information relating to you by contacting your local employer.