

CASTOR INTERNATIONAL

the International Group Share Ownership Plan of VINCI group



Subscription order

to the Employee Offering 2015

Please return to your Human Resources Department by
May 22, 2015 at the latest

I, the undersigned,

Mr

Mrs

Family name	_____	First name	_____
Date of birth	[][]/[][]/[][][][]	Citizenship	_____
File number:	[][][][]		
Employer	_____		
Personal address	_____		

Postal Code	_____	City	_____
		Country	_____
E-mail	_____		

▶ Certify the following:

- I have read and understood the offering documents that have been made available to me, and in particular, the Information Brochure and the Local Supplement as well as the Key Investor Information Document for the FCPE CASTOR INTERNATIONAL RELAIS 2015 and FCPE CASTOR INTERNATIONAL (available upon request from your employer or at www.vinci.net);
- I have been informed of the subscription price,
- I agree to be bound by the representations and undertakings set forth on the reverse of this form.

▶ I further certify that, on the date of this order, I am an employee of a VINCI group company and I satisfy the condition of having been employed with VINCI group for at least six months over the past twelve months.

I chose to invest in this offering the amount of (must be equal to or above local currency equivalent of the subscription price of one VINCI share):

[][][][][][][][][][][] , [][] | Bahraini Dinar |

I opt to pay the amount indicated above by deduction from my salary and, accordingly, I authorize my employer to deduct this amount from my salary of June 2015 and following, as the case may be.*

*Monthly withholdings will be made in accordance with laws applicable in Bahrain. Accordingly, no monthly withholding (together with other withholdings applicable to you) shall exceed 10% of your monthly salary.

▶ I have duly noted that:

- subscription to this offering is governed by the provisions of the International Group Share Ownership Plan of VINCI group and this order;
- the amount of my subscription is to be paid into the capital increase reserved for employees of the VINCI group entities outside of France. This amount will be first invested in the FCPE CASTOR INTERNATIONAL RELAIS 2015 and, upon merger, my investment will be held in the FCPE CASTOR INTERNATIONAL, subject to the decision of the FCPE Supervisory Board and approval of the AMF, the French Securities Authority;
- my subscription order is irrevocable.

▶ Any subscription order, if not duly completed or erroneous, may be rejected. In particular, VINCI may consider my order as not valid if it is not accompanied by payment of the subscription price as indicated above.

I have retained a copy of this subscription form for my personal files.

Place _____ Date _____

Signature (please write « Read and approved »)

REPRESENTATIONS AND UNDERTAKINGS

- I have noted that by subscribing to this capital increase, I become a participant in the International Group Share Ownership Plan of VINCI group.
- I have noted that the subscription price of one VINCI share that has been communicated to me is equal to the average of the opening prices of the VINCI share over the twenty trading days preceding the start of the subscription period.
- I understand that although I will pay for my investment in Bahraini Dinars, subscription of VINCI shares is made in Euros. Thus, the amount of my investment will be converted into Euros at the exchange rate determined by VINCI on the price fixing date (ie 30 April 2015). It is expected that VINCI will use the exchange rate as applicable on the price fixing date. During the life of my investment, the value of my assets will be affected by fluctuations in the currency exchange rate between the Euro and the Bahraini Dinar. As a result, if the value of the Euro strengthens relative to the Bahraini Dinar, the value of my assets expressed in Bahraini Dinar will increase. On the other hand, if the value of the Euro weakens relative to the Bahraini Dinar, the value of the assets expressed in Bahraini Dinar will decrease.
- I have duly noted that, save for the occurrence of a case of early release (as described in the Information Brochure) my investment will remain blocked for a 3-year period.
- VINCI makes available upon request the regulations of the International Group Share Ownership Plan of VINCI group and of the FCPEs referred to in the front of this form. I certify that I was able to access the VINCI *document de référence* (annual report) and other financial reports that contain important information on the activities, strategy, management and financial results of VINCI.
- I have noted the tax consequences that may result from my participation in the International Group Share Ownership Plan and assume full responsibility therefore. In particular, I acknowledge that I must reimburse my employer for any sum that it would have had to advance on my behalf for the tax or social charges that are applicable to me. My employer may deduct such amounts from my pay or any other amounts due to me and/or may order the sale of all or part of my FCPE units or shares and withhold from the proceeds.
- My decision whether or not to participate in this offering is entirely voluntary and personal. My decision will have no effect, either positive or negative, on my employment within the VINCI group. Participation in this offering is separate from and does not form a part of my employment agreement and does not confer to me any right or entitlement in relation to my employment or subsequent benefits or entitlements, including upon termination.
- I also noted that neither this document nor any other material distributed or made available to me in connection with this offering or the International Group Share Ownership Plan shall confer to me any right or entitlement in relation to future offerings.
- My investment in the capital increase will be complemented by a grant of shares without consideration by VINCI. Details thereof are described in the Information Brochure.
- I certify that my payments to the International Group Share Ownership Plan made in 2015 will not exceed 25% of my annual gross compensation.
- If the overall amount of subscription requests exceed the number of shares available for offering, my subscription to the capital increase will be reduced. I accept to reduce the amount of my subscription accordingly. The reduced amount will be calculated as follows:
 - (i) An individual threshold will be calculated equal to the average subscription request calculated based on the overall amount of subscription requests. Subscription requests will be wholly served up to this threshold.
 - (ii) Then, the remaining amount of shares will be determined and a reduction ratio will be calculated to be applied to remaining individual subscription requests.

Amounts corresponding to subscription requests that could not be met will be reimbursed to me up to my voluntary payment or the amount to be withheld reduced accordingly. Payment will be made according to terms provided locally.

- ▶ **I have noted that if I fail to pay or do not pay in time the amount of my investment, this order can be cancelled without notice. In the case of default of payment, my employer may redeem or have redeemed, without any prior notice whatsoever, all of my FCPE units and/or shares and allocate the proceeds towards payment of my subscription amount. If the proceeds from the sale are not sufficient to cover the amount indicated above, I will remain liable to my employer for the corresponding amount. Further, my employer reserves the right to file a claim against me for payment of the unpaid amounts.**

This order is subject to provisions of French Law n°78-17 of January 6, 1978 on data processing, data files and individual liberties. I have been informed that information contained in this form shall be used in the context of the computer data processing by VINCI. I take note that information provided in this form may only be used in order to manage the International Group Share Ownership Plan and to meet legal requirements. This data may be transmitted to any person involved in administration of the International Group Share Ownership Plan. In particular, I authorize transfer of my personal information to these persons in France. This data will be retained the time necessary to process subscriptions of VINCI shares and all transactions resulting therefrom as well as for management of assets held in the International Group Share Ownership Plan. I may exercise my right to access and rectify my personal data by contacting the Human Resources department of my employer.

- I understand that the offer is not open to "U.S. Persons" and I hereby certify accordingly that I am not a resident of the United States of America. I understand that further information about this restriction is available in the FCPE's regulations and on the website of the management company: www.amundi.com.