CASTOR INTERNATIONAL
The International Group Share Ownership Plan of VINCI group
2015 offering

COUNTRY SUPPLEMENT FOR SINGAPORE

You have been invited to invest in shares in CASTOR INTERNATIONAL, the International Group Share Ownership Plan of VINCI group. This document contains terms and conditions specific to your country, and complements the Plan documents (rules of the International Group Share Ownership Plan of VINCI group and FCPE regulations), the Information Brochure and the subscription order. It also contains a summary of the expected tax consequences of your investment. Please note that neither VINCI nor your employer is providing you with, and wil not provide you with, any personal, financial or tax advice in relation to this offering.

Please carefully read information below before taking your investment decision:

Securities Notices

The VINCI shares or Units of the FCPE may not be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, an exemption under any provision of Subdivision (4) of Division 1 or (as the case may be) Division 2 of Part XIII of the Securities and Futures Act, Chapter 289 of Singapore.

Subscription Price

The subscription price for each share will be communicated to you by your employer.

Payment will be requested in local currency at an 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. Such exchange rate will be valid for the payment of the subscription price for each share. In all other circumstances than those referred to above, exchange rates that may affect the value of your investment are governed by the market and are not guaranteed.

Important Note: During the life of your investment, the value of the VINCI shares subscribed through the FCPE will be affected by fluctuations in the currency exchange rate between the Euro and Singapore dollars. As a result, if the value of the Euro strengthens relative to the Singapore dollar, the value of the VINCI shares expressed in Singapore dollars will increase. On the other hand, if the value of the Euro weakens relative to the Singapore dollar, the value of the VINCI shares expressed in Singapore dollars will decrease.

Payment Methods

Payment is to be made in Singapore dollars (S$) and by immediate payment in full by way of (i) cheque made payable to your employer or (ii) wire transfer (details of payment as provided by your employer) to be remitted no later than May 26, 2015.

Early release events

Your investment in this offering must be held (or "blocked") for a 3-year period except in certain events where you are permitted to request an early redemption of Units of the FCPE under the Plan:

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

These early release events are defined by the International Group Share Ownership Plan of VINCI group 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 release event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon your providing the requisite supporting documentation.

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 International Group Share Ownership Plan and summarized 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.

Tax information

The summary below sets forth general principles that are expected to apply to employees who are residents in Singapore for the purposes of the tax laws of Singapore and of the tax treaty concluded between France and Singapore for the avoidance of double taxation (the "Treaty"). The tax consequences listed below are described in accordance with the currently applicable Treaty, Singapore tax law and certain French tax laws and practices. 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 to VINCI 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 of 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 units in the FCPE that you will hold. Subscription of shares will be made via the FCPE CASTOR INTERNATIONAL RELAIS 2015 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 Singapore

Tax and/or social security charges that may be applicable at subscription

You will not be subject to tax or social security charges upon subscription.

Tax and/or social security charges that may be applicable on dividends received by the FCPE

You should not be subject to taxation or social security charges with respect to dividends reinvested in the FCPE. Foreign-sourced income (including foreign dividends) received in Singapore by a Singapore resident individual, other than through a partnership in Singapore, is exempt from Singapore tax.

Tax and/or social security charges that may be applicable at the end of the lock-up period (or in the event you exercise your right to sell your shares earlier under one of the prescribed early redemption events

You would be subject to income tax at the personal income tax rates applicable to you (these range from 0% to 20% for the year of assessment 2014 and 2015) when (a) the three year lock-up period ends; or (b) you exercise your right to sell your Shares earlier under one of the prescribed early redemption events, whichever is earlier (the "Restriction Period"). The income that you are deemed to receive will be the amount equal to the fair market value of your shares when the Restriction Period ends, minus the subscription price of the shares and should be included in your tax return for the year of assessment in respect of the basis period for which the Restriction Period ends.

If you are neither a Singapore citizen nor a Singapore Permanent Resident, or you are a Singapore Permanent Resident leaving Singapore permanently, you may become subject to tax on the gains in respect of the shares earlier than would normally be the case if you should cease employment with the company for which you are exercising employment when the shares were subscribed by you. Please contact your human resource department for further information.

No further taxes should be payable on the subsequent redemption of your FCPE units. No social security charges will apply.

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 VINCI shares for free ("Bonus Shares"), subject to satisfying certain conditions set forth in the International Employee Shareholding Plan and summarized in the Information Brochure. Subject to all conditions being fulfilled, these shares will be delivered in the FCPE at the end of the vesting period in 2018. However, you will also have the possibility to opt for holding of shares on a share account in your 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 summarized in the Information Brochure.

A. Taxation in France

You should not be subject to tax or social charges in France with respect to the grant, delivery or sale of the VINCI shares granted for free. Taxation of dividends received with respect to VINCI 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 Singapore

Tax and/or social security charges that may be applicable at grant by VINCI of the right to receive Bonus Shares

No social security and/or taxes are payable upon the grant of the right to receive Bonus Shares from VINCI.

Tax and/or social security charges that may be applicable at the end of the vesting period

You would be subject to income tax at the personal income tax rates applicable to you (these range from 0% to 20% for the years of assessment 2014 and 2015) when the vesting period ends. The income that you would be deemed to receive will be the amount equal to the fair market value of the Bonus Shares when the vesting period ends and should be included in your tax return for the year of assessment in respect of the basis period for which the vesting period ends.

If you are neither a Singapore citizen nor a Singapore Permanent Resident, or you are a Singapore Permanent Resident leaving Singapore permanently, you may become subject to tax on the gains in respect of the Bonus Shares earlier than would normally be the case if you should cease employment with the company for which you are exercising employment when the shares were subscribed by you. Please contact your human resource department for further information.

You will not be subject to any social security charges upon the end of the vesting period.

Tax and/or social security charges 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, you should not be subject to taxation or social security charges with respect to dividends reinvested in the FCPE.

If you decide to hold your Bonus Shares in direct form, there should be no income tax payable in Singapore by you in respect of the dividends received on the shares. Foreign-sourced income (including foreign dividends) received in Singapore by a Singapore resident individual, other than through a partnership in Singapore, is exempt from Singapore tax.

Tax and/or social security charges that may be applicable when the FCPE units redeemed

Once you are taxed upon the gains derived from the Bonus Shares as described above, you will not ordinarily be taxed again when you redeem your Bonus Shares from the FCPE or sell your Bonus Shares after that assuming you are holding such shares for investment and not trading purposes.

You will not be subject to any social security charges when your FCPE units are redeemed or you sell your Bonus Shares.

Tax and/or social security charges that may be applicable on cash compensation paid , if any, by your employer instead of 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 Singapore to individual income tax. The applicable tax rates range from 0% to 20% for the years of assessment 2014 and 2015.

In addition, Singapore employers are required (subject to certain exceptions) to contribute to a state provident fund, known as the Central Provident Fund ("CPF"). CPF contributions are only required to be made in respect of remuneration in money (as opposed to remuneration in money's worth or non-cash remuneration). As the cash compensation is likely to be regarded as remuneration in money, CPF contributions would be required to be made in respect thereof. CPF contributions generally apply only to Singapore Citizens and Permanent Residents and are payable at the relevant rates and subject to certain caps.

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

For income tax purposes, you have to declare the gains from the shares and Bonus Shares in your annual income tax returns. Generally, you have to declare:

a) the gains from the shares in your income tax return for the year of assessment in respect of the basis period for which the Restriction Period ends; and

b) the gains from the Bonus Shares in your income tax return for the year of assessment in respect of the basis period for which the vesting period ends (or when the cash compensation in lieu of such Bonus Shares is payable).

The IRAS will then subsequently assess you on such income. Your employer will also include the above gains in the Forms IR8A (Return of Employee's Remuneration) for the relevant years of assessment given to you or will arrange for such information to be transmitted directly to the IRAS.

If you are neither a Singapore citizen nor a Singapore Permanent Resident, or you are a Singapore Permanent Resident leaving Singapore permanently, you may become subject to tax on the above gains earlier than would normally be the case if you should cease employment with the company for which you are exercising employment when the above shares were granted or offered to you. Please contact your human resource department for further information.