

# Take advantage of special terms!

Taking part in the 2013 savings plan means saving on preferential terms and for a minimum period of three years, by subscribing to VINCI shares, and thereby participating directly in the company's performance.

It also means benefiting from the following advantages:

- ▶ **A financial contribution from the company in the form of bonus shares that could amount to up to 70 VINCI shares**

VINCI will support your saving efforts with a grant of bonus shares that varies according to the payment bracket. The allocation rules favour small savers: 40 bonus shares are offered for the equivalent of the first 40 shares purchased.

Warning: bonus shares only vest if the holder remains an employee of the VINCI group at the end of the three-year period, i.e. on June 13, 2016, and has not redeemed all or part of his/her personal contribution, according to the specifications set out in the CASTOR INTERNATIONAL plan. On this date, bonus shares will be vested to you automatically and will be either sold or registered on your account depending on your choice.

## Who can take part?

Employees who are employed by a company that is a member of the International Group Share Ownership Plan (*Plan d'épargne groupe actionnariat international*) and who have been employed for a period of at least six months, whether consecutively or otherwise, during the last 12-month period as at the subscription date.



When you subscribe to	Your company will make a financial contribution* of	I.e., the total financial contribution* could represent up to
1 to 40 shares	1 share offered for every share purchased	40 free shares (40 shares x 1)
41 to 100 shares (10 shares + 30 shares + 60 shares)	1 share offered for every 2 shares purchased from the 41 <sup>st</sup> share onwards	70 free shares (40 shares x 1) + (60 shares x 1/2)

\* For calculation purposes, the number of bonus shares allocated is rounded down to the nearest whole number.



## Dividends paid by VINCI

Where applicable, you are entitled to any dividends paid by VINCI, initially on shares you purchased, then also on bonus shares once vested. Such dividends will be automatically reinvested in additional Vinci shares and will therefore increase the number of shares that you hold.

## The costs are paid by your employer

As an employee, you are not required to pay charges related to the account or entry fees.

## In return for these benefits, you agree:

- ▶ that your savings will be inaccessible for a period of three years (except in case of an early unblocking event, as specified on the back of this document);
- ▶ that investing in shares involves risk, which may increase or reduce your capital;
- ▶ to the risks associated with the fluctuation of the US Dollar against the Euro.

# What are the terms of the offer?



## Who is the CASTOR INTERNATIONAL transaction intended for?

The CASTOR INTERNATIONAL 2013 operation is reserved for employees of companies in 19 countries where the VINCI group is present, Austria, Belgium, Brazil, Canada, Chile, the Czech Republic, Germany, Indonesia, Luxembourg, Morocco, the Netherlands, Poland, Portugal, Romania, Slovakia, Spain, Switzerland, the United Kingdom, and the United States of America; VINCI has a direct or indirect interest of over 50% in these companies, which are members of the CASTOR INTERNATIONAL savings plan.

Employees who are employed by one of the companies that is a member of this plan may take part, provided that they have been employed by the company for a period of at least six months, whether consecutively or otherwise, during the last 12-month period at the time of subscription.

## How can I take part and how much can I invest?

Simply complete the subscription form, remembering to date and sign it, and then attach your payment before sending the documents to your human resources or payroll department.

### Note:

- ▶ the minimum subscription is one share (approximately 44 US Dollars as of October 31, 2012), the prevailing exchange rate shall be the rate on April 12, 2013;
- ▶ the maximum payment may not exceed 25% of your annual gross salary for 2013 and 25,000 dollars per year in order to meet Employee Stock Purchase Plans Under IRC § 423 requirements.

## At what price?

You may subscribe at the price set by the Chairman and CEO on April 12, 2013 following delegation by the Board of Directors. The subscription price is equal to the average share price for the last 20 Stock Exchange trading days (opening price) prior to that date.

## When can I subscribe?

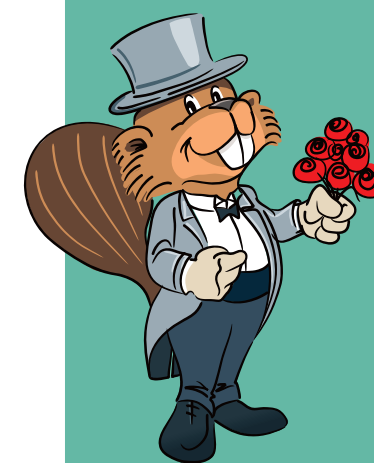
This offer is available for a limited period only. The subscription period is open from April 15 to May 15, 2013 inclusive. Subscription forms returned outside that period shall not be considered.

## What are the terms and conditions?

In return for the financial benefits offered, your **individual contribution is locked in for a period of three years** except in cases where early unblocking of your holdings is applicable

– see box below. Warning: during this three year period, early unblocking of all or part of your personal contribution (except in case of death or disability) forfeits your free shares.

When the three-year period expires, i.e. from June 13, 2016 onwards, or before that date in certain specific cases (see box below), your rights to bonus shares will vest, provided you are still an employee of a VINCI group company; you may then withdraw all or part of your savings, or you may continue to leave them invested.



## EARLY UNBLOCKING EVENTS OF HOLDINGS:

Marriage, arrival of a third or subsequent child in the household, divorce with full or shared habitual residence of at least one child at the home of the individual concerned, disability of the beneficiary

or of his/her spouse or children, death of the beneficiary or of his/her spouse, termination of the employment (retirement, resignation, or dismissal), purchase or extension of a main residence, over-indebtedness, business start-up.



## Specific situations relating to free shares:

- ▶ You retain the benefit of your free shares upon expiration of the three-year period provided you are still an employee of the VINCI group.
- ▶ However, the free share benefit is maintained in the event of death, disability or retirement prior to expiration of that period. In the first two cases, the free shares will be delivered in advance. In the event of retirement, the free shares will be delivered on expiration of the three-year period.

This document does not constitute a contract. It is a supplement to the Information Notice approved by the AMF (The French Financial Markets Authority). VINCI reserves the rights to cancel the transaction at any time. Labrador - ADOK - BRO\_US

Subscription from April 15 to May 15, 2013

# With CASTOR INTERNATIONAL

2013

Employee Stock Purchase Plan Under IRC §423

# Invest in VINCI!



**GRANT OF BONUS SHARES\***

\*SEE INSIDE FOR TERMS AND CONDITIONS



For more information, do not hesitate to ask your human resources or payroll department.





Thanks to the ever-growing success of the Castor plans, over half of VINCI's employees own, either directly or indirectly, around 10% of the share capital. Collectively, employees are VINCI's main shareholder, thus contributing to the Group's stability and independence. We attach a great deal of importance to promoting employee savings, because we believe it is a real element of cohesion within the Group. Following the success of the last campaign in 2012, VINCI is now



Xavier Huillard  
Chairman and Chief Executive Officer

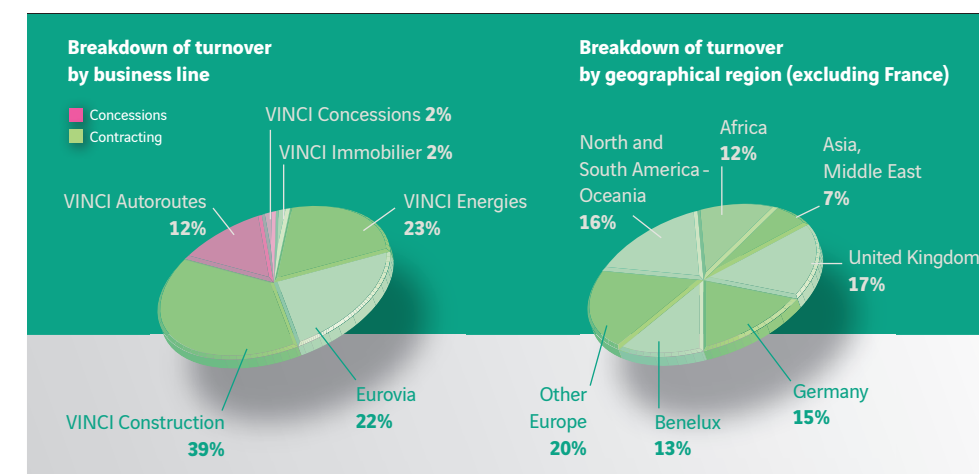
offering a new "CASTOR INTERNATIONAL" operation for 2013. For the first time, it will cover 19 countries around the world. This offer gives you the opportunity to invest in the Group and be associated with its performance by subscribing to VINCI shares. By doing so, you benefit from a financial contribution from your company in the form of free shares. I would like to encourage you to read this brochure carefully along with all the accompanying documentation. I hope that many of you will take this opportunity which has been specifically designed for you.



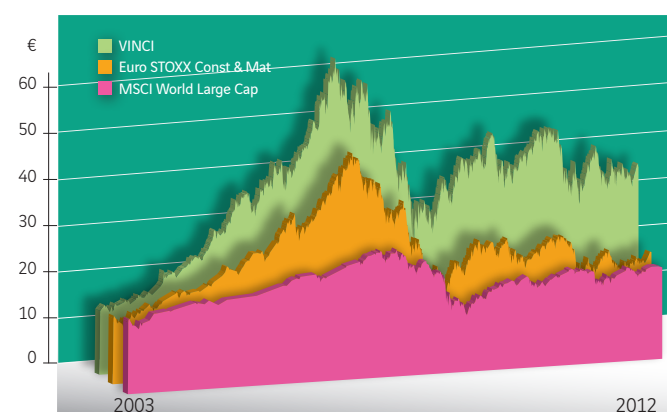
## VINCI, a robust international company

VINCI, the world's leading concession and construction group, employs close to 190,000 staff in around 100 countries. The Group's business involves designing, building, financing and managing facilities that enhance everyone's quality of life: transport infrastructure, public and private buildings, urban developments, and water, energy and communication networks.

As a private-sector company contributing to the development of society, VINCI's integrated concession-construction business model successfully blends a focus on today's priorities with the long-term sustainability of its accomplishments.



VINCI share price performance, from January 1, 2003 to December 31, 2012 (in €) compared with the index for major European construction stocks (D) Stoxx Construction) and the benchmark global large cap index (MSCI world)



NB: past performance cannot be relied on as a guide to future performance.

Average annual performance between 01/01/2003 and 12/31/2012 (in %)

VINCI share price	Euro STOXX Const & Mat	MSCI World Large Cap
10.6%	4.0%	3.4%



Revenue: €38.6 billion\*

Net profit: €1,917 million\*

Market capitalisation: €20.9 billion\*

\*As at 12/31/2012.

The VINCI share price is updated daily in the FINANCE section of the [www.vinci.com](http://www.vinci.com) website.



## CASTOR INTERNATIONAL – How it works

2013

### ▶ Timetable

From March 14 to April 11, 2013: subscription price determination period  
 April 12, 2013: announcement of the subscription price  
**From April 15, to May 15, 2013: subscription period**  
 June 13, 2013: capital increase  
 June 13, 2016: acquisition of the free shares and availability of your savings

This timetable is provided for indicative purposes, and may be altered in the event of any incident that affects the satisfactory progress of the transaction.



### ▶ During the transaction

Do not hesitate to ask your human resources or payroll department for information.

### ▶ Following subscription

You will become VINCI shareholder and will hold VINCI shares directly. Details regarding the custodial arrangements for the administration of your shares will be made available with the individual statement showing the amount subscribed and the number of shares allocated which will be provided at the end of July 2013.

An annual statement showing the value of your investment will be sent to you every year.



▶ Check your holdings on [www.sgvestia.com/esp](http://www.sgvestia.com/esp)

### GLOSSARY

**Share:** a share is a right of ownership that corresponds to a share/fraction of a company's equity capital. Therefore, by holding shares in a company, you own a share of that company.  
**Bonus share:** a share that is given free of charge; the beneficiary is not required to pay for the share on the day that it is transferred to him/her.  
**Dividend:** the dividend represents a fraction of a company's profit, which may be distributed to the company's shareholders.  
**INTERNATIONAL GROUP SHARE OWNERSHIP PLAN (known as the CASTOR INTERNATIONAL plan):** CASTOR INTERNATIONAL is an employee group share ownership scheme that allows you to build up savings invested in VINCI shares, with the help of your employer.  
**Lock-in period:** every payment made in the CASTOR INTERNATIONAL plan is locked in for a period of three years. Certain events may allow release from the lock-in before the end of the three year period: these are early lock-in release cases. Once the lock-in period has expired, the amounts saved become available: you can withdraw your savings at any time or leave them invested in the plan.

## Your benefits in figures

The examples set out below are based on a hypothetical VINCI share subscription price of 34 euros.

GRANT OF BONUS SHARES



### When the three year lock-in period expires:

#### ▶ You will benefit from a cost price that is lower than the share subscription price thanks to the grant of bonus shares.

Provided that you are still an employee of the VINCI group, you will receive complimentary VINCI shares free of charge when the three year lock-in period expires (save from the exceptions specified on the back of this document).

Your individual contribution	A	€340.00	€1,360.00	€3,400.00
Equivalent amount in number of subscribed VINCI shares (individual contribution/subscription price, rounded down to the nearest whole number)	A ÷ €34	10 shares	40 shares	100 shares
<b>Benefit* in free shares</b>	<b>B</b>	<b>10 shares</b>	<b>40 shares</b>	<b>70 shares</b>
Estimated total number of shares	C = B + (A ÷ €34)	20 shares	80 shares	170 shares
<b>Each share purchased with your payment will have ultimately cost you*</b>	<b>A ÷ C</b>	<b>€17</b>	<b>€17</b>	<b>€20</b>

\* Exclusive of tax and social security contributions.

#### ▶ The value of your savings plan in three years time will depend on the performance of the VINCI share price as well as on movements in exchange rates (all calculations in the examples below are expressed in euros).

		YOUR INDIVIDUAL CONTRIBUTION	€340.00	€1,360.00	€3,400.00
<b>If the VINCI share price</b>	<b>increases by 30%</b> (share price of €44,20)	your savings	€884.00	€3,536.00	€7,514.00
		gross gain*	€544.00	€2,176.00	€4,114.00
	<b>stays at €34</b>	your savings	€680.00	€2,720.00	€5,780.00
		gross gain*	€340.00	€1,360.00	€2,380.00
	<b>falls by 30%</b> (share price of €23,80)	your savings	€476.00	€1,904.00	€4,046.00
		gross gain*	€136.00	€544.00	€646.00

\* Excluding taxes, social security contributions and dividends.

These examples are for illustrative purposes only and are not indicative of the value of VINCI shares, exchange rate movements during the lock-in period, or of any dividends.

Warning: subscribers are advised that investing in stocks carries certain risks of capital loss, and that the value of their investment may go up or down, depending on the influence of factors that are internal or external to the VINCI share.