

REPRESENTATIONS AND UNDERTAKINGS

- I have noted that by investing in this offering, I become a participant in the International Group Share Ownership Plan of VINCI group. I have noted that VINCI and my employer are entitled to amend the provisions of the International Group Share Ownership Plan unilaterally.
- I understand that although I will pay for my investment in Canadian dollars, my subscription for 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 (i.e. 20 May 2016). It is expected that VINCI will use the exchange rate as applicable on that 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 Canadian dollar. As a result, if the value of the Euro strengthens relative to the Canadian dollar, the value of my assets expressed in Canadian dollars will increase. On the other hand, if the value of the Euro weakens relative to the Canadian dollar, the value of the assets expressed in Canadian dollars will decrease.
- I have noted that, save for the occurrence of a permitted early redemption event (as described in the Information Brochure and the Country Supplement for Canada) 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 and the VINCI *document de référence* (annual report) through the Human Resources department of my employer. The document de référence and other financial reports that contain important information on the activities, strategy, management and financial results of VINCI are also posted on www.vinci.com. I certify that I was able to access these documents.
- 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 such amounts from the proceeds.
- I am not relying on any financial, tax or other advice from any VINCI group company or any of its officers, employees or agents.
- My decision whether or not to participate in this offering is entirely voluntary and personal. I have noted that 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 have 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 will be complemented by a grant of bonus shares by VINCI to me, free of charge. Details thereof are described in the Information Brochure.
- I certify that my total payments to the International Group Share Ownership Plan made in 2016 will not exceed 25% of my annual gross compensation.
- The number of shares available for the offering is 6 256 581. If the overall amount of subscription requests exceeds the number of shares available for this offering, the amount of my investment will be reduced. 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 and applied to remaining individual subscription requests.

I accept any such reductions in the amount of my investment. Amounts corresponding to the portion of my subscription request that could not be met will be repaid to me to the extent I have paid it (under the check payment option), or the amount to be deducted through my payroll will be 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, 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. I consent to being responsible for any fees or collection costs incurred as a result of a default.**
- ▶ **If I have chosen to pay through payroll deduction, my signature on this subscription form shall constitute my irrevocable authorization for my employer to, at its discretion, deduct this amount, after taking into account any reduction in the event of an oversubscription, from my salary in one or more consecutive installments during the period indicated on the front of this subscription order.**

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 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 outside of my province of residence and in France. This data will be retained for the amount of time necessary to process subscriptions of VINCI shares and all transactions resulting therefrom as well as for purposes of managing assets held in the International Group Share Ownership Plan. I consent to the collection, use and disclosure of my personal information as described on this form. I may exercise my right to access and correct 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.

To the extent the terms of this document are inconsistent with any other document or information provided pursuant to the 2016 Offering (other than the Country Supplement), the terms in this document shall take precedence.