CASTOR INTERNATIONAL
The International Group Share Ownership Plan of VINCI group
2013 offering

COUNTRY SUPPLEMENT FOR THE UNITED STATES

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), 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 will not provide you with, any personal, financial or tax advice in relation to this offer.

The decision whether or not to participate in the Plan is yours to make, having regard to your own particular circumstances and any independent advice which you require. Your decision on whether or not to participate will have no effect on your employment with VINCI group or on any of your other employee rights and benefits.

You should note that this is an offer for participation in a foreign employee share offering which is subject to the laws of France. Any controversy regarding the Plan and its operation shall be subject to the exclusive jurisdiction of the courts of France.

Please carefully read the information below before making your investment decision.

Financial Reporting

The Bank Secrecy Act requires U.S. persons who own a foreign bank account, brokerage account, mutual fund, unit trust, or other financial account to file a Form TD F 90-22.1, Report of Foreign Bank and Financial Accounting (FBAR) with the U.S. Department of the Treasury, if: (i) the person has a financial interest in, signature authority, or other authority over one or more accounts in a foreign country, and (ii) the aggregate value of all foreign financial accounts exceeds $10,000 at any time during the calendar year. For so long as your shares are held with Creelia (or with another custodian appointed by VINCI in connection with the Plan) in an account located outside the United States, you will need to take the value of the shares into account for purposes of determining whether you are required to file Form TD F 90-22.1. You will be required to file a form if the value of your VINCI shares, when combined with the value of any other foreign financial accounts in which you have an interest, exceeds $10,000 at any time during a calendar year.

In addition, starting with the 2011 tax year, U.S. persons are required to file Form 8938 with the Internal Revenue Service with respect to "specified foreign financial assets" if their total foreign financial assets held outside the United States exceed $50,000 at the end of the year or exceeded $75,000 at any time during the year (higher threshold amounts apply to married individuals filing jointly and individuals living abroad). For so long as your shares are held with Creelia or with another custodian appointed by VINCI in connection with the Plan) in an account located outside the United States, you will need to take the value of the shares into account for purposes of determining whether you are required to file Form 8938. Where required, Form 8938 is filed with your federal tax return (typically, Form 1040).

The filing of Form 8938 does not relieve you of the separate requirement to file Form TD F 90-22.1 if you are otherwise required to do so, and vice-versa. Depending on your situation, you may be required to file Form 8938 or Form TD F 90-22.1 or both forms, and certain foreign accounts may be required to be reported on both forms.

If you have any questions about your filing obligations, you should speak with your tax, financial and legal advisers to see if you are obligated to file a Form TD F 90-22.1, Form 8938 or both.

Securities Notices

The VINCI shares that may be subscribed for under the Plan have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or under any state securities laws. Neither the United States Securities and Exchange Commission nor any State securities authority has approved or disapproved these securities or passed on the adequacy or accuracy of this country supplement or the other documents delivered to you in connection with the Plan. Any representation to the contrary is a criminal offense.

The securities are offered pursuant to exemptions provided by the Securities Act and certain state securities laws and certain rules and regulations promulgated pursuant thereto. The shares may not be sold, transferred or otherwise disposed of by you in the absence of an effective registration statement under the Securities Act or an exemption from the registration requirements under the Securities Act and applicable state securities laws. In addition, the shares offered hereby will be subject to a 3-year holding period during which you may not sell or transfer the shares, except under certain limited circumstances.

Notwithstanding anything to the contrary in the Plan or any of the documents delivered to you in connection with the Plan, VINCI will not be obligated to sell or deliver any shares under the Plan unless and until it is satisfied that the sale or delivery complies with all applicable laws and regulations, including the requirements for exemption from registration under the Securities Act.

VINCI has not authorized anyone to give any information or to make any representations, other than as contained in the employee share offering materials, in connection with this offer. You should not rely on any such additional information or representations as having been authorized by VINCI. This employee share offering does not constitute an offer to sell or a solicitation of an offer to buy ordinary shares in any state or other jurisdiction or to any person to whom it is unlawful to make such offer or solicitation.

The International Group Share Ownership Plan employee share offering is a "compensatory benefit plan" within the meaning of Rule 701(c)(2) under the Securities Act, and VINCI will be relying on the exemption from registration under the Securities Act provided by such Rule 701. This Local Supplement (except for the section entitled "Tax Information") and the International Group Share Ownership Plan collectively constitute the plan document for purposes of Rule 701. Your local Human Resources office can tell you how to access an English language copy of the VINCI Group Savings Plan, or you may request a copy, free of charge, from your local Human Resources office.

Exchange Rate Risk

The subscription price will be expressed in euro; however, payment will be requested in U.S. dollars at the exchange rate of April 12, 2013. Such exchange rate will be valid for the payment of the subscription price during the subscription period. Your employer will inform you of the subscription price in U.S. dollars in due course.

During the life of your investment, the value of the VINCI shares subscribed will be affected by fluctuations in the currency exchange rate between the euro and United States dollar. Exchange rates that may affect the value of your investment are governed by the market and are not guaranteed. As a result, if the value of the euro strengthens relative to the United States dollar, the value of the shares expressed in dollars will increase. On the other hand, if the value of the euro weakens relative to United States dollar, the value of the shares expressed in dollars will decrease.

Early redemption 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 sell your shares in advance: (i) your marriage*; (ii) birth or adoption of a third child (or higher)*; (iii) your divorce if custody of at least one child is retained*; (iv) termination of your employment with the VINCI group; (v) creation of certain businesses*; (vi) acquisition or enlargement of your principal residence*; (vii) over-indebtedness, as defined by French law; (viii) disability (employee, spouse or child); or (ix) death (employee or spouse).

Please note that for cases marked with (*), the request for early redemption must be made within six months following the event.

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

Please note that except in the case of the employee's death or disability, an early redemption of investment will result in forfeiture of rights to Bonus Shares.

Tax information

The summary below sets forth general United States and French income tax principles that are expected to apply to employees who are residents in the United States for the purposes of the tax laws of the United States and of the tax treaty concluded between France and the United States for the avoidance of double taxation dated August 31, 1994, as modified (the "Treaty"). The tax consequences listed below are described in accordance with the currently applicable Treaty, United States tax law and certain French tax laws and practices at the time of the offering. These principles and laws may change over time. State and local tax consequences may apply to you. This summary does not address state and local taxes. 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:

A. Taxation in France

You should not be subject to tax or social charges in France with respect to the subscription or sale of the VINCI shares. Any dividend received with respect to VINCI shares will be subject to a French withholding tax of 30% which can be reduced to 15% subject to the filing requirements described below.

B. Taxation in the United States

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

This subscription of VINCI shares is intended to qualify for favorable tax treatment under Section 423 of the U.S. Internal Revenue Code. You should not be subject to income or Social Security/Medicare taxes in the United States with respect to the subscription of the VINCI shares. In order to maintain this favorable tax treatment, you must not sell your shares before the later of (i) two years from the start of the subscription period or (ii) one year from the date of the actual purchase of the shares (we refer to this as the "Section 423 Holding Period"). If you sell your shares before the end of the Section 423 Holding Period, you may be subject to ordinary income on the difference between the fair market value of the shares on the date of your purchase (determined using the exchange rate between the dollar and the euro in effect at the time your purchased the shares) and your U.S. dollar subscription price.

Tax and/or social security charges that may be applicable to shares purchased with financial assistance provided by the employer and repaid through salary deductions

If you pay for some or all of your shares through payroll deduction, you are considered to benefit from an interest-free loan from your employer until you have paid the full subscription price for the shares. If the outstanding balance of this loan, together with the amount of all other below-market-rate interest loans extended by your employer, exceeds $10,000, then you may recognize income in the amount of the excess, if any, of a published interest rate established by the Internal Revenue Service over the interest rate, if any, charged on the loans. This income is taxable at ordinary income rates and subject to Social Security/Medicare taxes.

II. Taxes applicable while you hold the shares

Any dividend that you may receive in respect of your VINCI shares will be subject to a withholding tax in France and then will be taxable in the United States.

A. Taxation in France

Provided that you meet the conditions in the Treaty and subject to certain filing formalities, French withholding tax will be levied on any dividends at the reduced rate of 15% (rather than the French domestic rate of 30%). The withholding tax will be directly levied at the rate of 15% provided that you deliver to the paying agent at least 3 weeks prior to the date of payment of the dividend French tax Form 5000 certified by the U.S. Internal Revenue Service. If you do not submit a properly completed and certified Form 5000, the withholding tax will be levied at the rate of 30% and the difference will be refunded to you or charged against your future taxes provided that you submit to the French Tax Authorities Forms 5000 and 5001 certified by the U.S. Internal Revenue Service before December 31 of the second year following the year of payment. Forms 5000 and 5001 are available on http://www.impots.gouv.fr.

B. Taxation in United States

For United States federal income tax purposes, the gross amount of any dividend paid on the shares, including any French withholding tax, will be included in your gross income as dividend income in the year the payment is received. The amount of any dividend paid in euro, including any French taxes withheld, will be equal to the United States dollar value of the euro amount calculated by reference to the spot rate in effect on the date the dividend is includible in income. Please note that the calculation will be made with respect to the United States dollar equivalent regardless of whether you actually convert the euros into United States dollars. Subject to certain conditions and limitations, you may claim the French withholding tax that was collected on any dividends paid to you as a credit against your U.S. federal income tax liability or alternatively as a deduction. You should consult your own tax advisor in this regard.

Social Security taxes do not apply to dividends, but starting in 2013 a 3.8% Medicare tax will apply to certain investment income, generally including dividends, realized by certain U.S. taxpayers (generally single filers with incomes over $200,000 and married taxpayers filing jointly with incomes over $250,000).

III. Taxes upon sale or other disposition of your shares

Assuming that you hold your VINCI shares through the end of the Section 423 Holding Period, when you sell you will realize a capital gain (or loss) equal to the difference between your purchase price and the proceeds from the sale. Because you will have held the shares for more than one year, any capital gain will be taxed at the rates applicable to long-term capital gains.

If you sell your shares before the end of the Section 423 Holding Period (which you will be able to do only if you qualify for "early redemption" as described above), you may be subject to income tax as described above under "Tax applicable with respect to subscription of shares". Any income that you recognize will be added to your subscription price to constitute your "tax basis" in the shares, and you will recognize capital gain or loss equal to the difference between the proceeds of the sale and your tax basis. Any such gain or loss will be treated as long-term capital gain or loss if your holding period in the VINCI shares exceeds one year and short-term capital gain or loss if your holding period in the VINCI shares is one year or less.

Tax will not be withheld by your employer when you sell your shares. You are responsible for reporting any capital gain (or capital loss) on your annual federal income tax return on Form 1040 and paying the appropriate tax. Social Security taxes will not apply, but starting in 2013 the 3.8% Medicare tax noted above under "Taxes applicable while you hold your shares" will apply to capital gains realized by certain U.S. taxpayers (generally single filers with incomes over $200,000 and married taxpayers filing jointly with incomes over $250,000).

IV. 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 to you at the end of the vesting period in 2016, or earlier in the event of death or disability.

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 Bonus Shares. Any dividend received with respect to VINCI shares will be subject to a French withholding tax of 30% which can be reduced to 15% subject to the filing requirements described in Section I above.

B. Taxation in the United States

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

No income tax or Social Security/Medicare 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 when the shares are delivered

When Bonus Shares are delivered, you will be subject in the United States to individual income tax as ordinary income equal to the fair market value of Bonus Shares on the date of delivery. If you have not already paid Social Security/Medicare taxes with regard to the Bonus Shares (see below), your employer will also withhold these taxes based on the fair market value of the Bonus Shares as of the date of delivery. Your employer must also pay the employer share of Social Security and Medicare taxes on the amount you recognize as income.

Your employer is required to withhold income and employment taxes from your wages at prescribed rates. The tax obligations may be satisfied by withholding shares to be delivered or other compensation owed to you. You will be responsible for paying any amount of tax that you owe above the amount withheld by your employer when you file your annual tax return with the U.S. Internal Revenue Service or, if earlier, at the time estimated tax payments are required.

Tax and/or social security charges that may be applicable on dividends which may be distributed to you after delivery of the Bonus shares

Please refer to Section I above.

Tax and/or social security charges that may be applicable upon sale of your Bonus Shares
You will generally recognize a capital gain or loss on any sale of the Bonus Shares, measured by the difference between the sale price (less any selling costs) and your tax basis in the Bonus Shares (determined in U.S. dollars). Your tax basis in the Bonus Shares will generally be the amount you recognized as ordinary income when the shares were delivered.

Any gain or loss will be treated as long-term capital gain or loss if your holding period in the Bonus Shares exceeds one year and short-term capital gain or loss if your holding period in the Bonus Shares is one year or less. Any long-term capital gain generally will be subject to U.S. federal income tax at preferential rates. Short-term capital gain is generally subject to U.S. federal income tax at the same rates that apply to ordinary income. The deductibility of capital losses is subject to limitations.

Social Security taxes will not apply upon the sale of your Bonus Shares, but starting In 2013 the 3.8% Medicare tax noted above under "Taxes applicable while you hold your shares" will apply to capital gains realized by certain U.S. taxpayers (generally single filers with incomes over $200,000 and married taxpayers filing jointly with incomes over $250,000).

V. Your reporting obligations with respect to your shares

In any year in which you recognize income in respect of the VINCI shares for which you subscribe, the Bonus Shares you receive, receive a dividend payment, and/or sell any of your shares, you should report the income recognized, dividend payment, and/or capital gain (or capital loss) on your annual federal income tax return on Form 1040. The relevant amounts treated as employee compensation income will be reported to you on Form W-2 to the extent you receive them from your employer. Any amount paid by your employer and reported on your Form W-2 will reflect withholding of taxes. Taxes will be withheld on the Bonus Shares at the statutory withholding rate. If this rate is less than your applicable marginal tax rate, you will be responsible for paying any additional tax due either through estimated tax payments or upon filing your annual income tax return.

Additional Terms for United States Participants

Section 3(ii) of Appendix II to the Plan is not applicable to individuals who are United States citizens or residents of the United States for Federal income tax purposes ("U.S. Participants"). In lieu of the provisions under Section 3(ii), U.S. Participants will retain their rights to the Bonus Shares in the following events:

- **Termination of employment due to your death:** the rights to the Bonus Shares will vest immediately and the Bonus Shares will be delivered to your estate promptly, and in any case within 90 days, of your date of death.
- **Your disability:** the rights to the Bonus Shares will vest immediately and the Bonus Shares will be delivered to you promptly, and in any case within 90 days, of your date of your disability. The term "disability" shall refer to a situation in which a U.S. Participant is deemed to have become disabled for purposes of Section 409A of the United States Internal Revenue Code.
- **Your dismissal for any reason other than for misconduct:** the rights to the Bonus Shares will vest immediately and the Bonus Shares will be delivered to you at the end of the Vesting Period; provided, however, that if, prior to the end of the Vesting Period, you request the redemption or sale of all or part of your purchased shares, the Bonus Shares shall be forfeited.
- **Termination of your employment due to retirement or early retirement as applicable under law or retirement arrangements, or, in the absence of such law or arrangements, due to departure from the VINCI Group after you have reached age 65:** the rights to the Bonus Shares will vest immediately and the Bonus Shares will be delivered to you at the end of the Vesting Period; provided, however, that if, prior to the end of the Vesting Period, you request the redemption or sale of all or part of your purchased shares, the Bonus Shares shall be forfeited.

SPECIAL RULES FOR DEFERRED COMPENSATION PLANS
U.S. Federal Internal Revenue Code Section 409A ("Section 409A") imposes rules for the design and administration of certain nonqualified deferred compensation plans. The Plan and the Bonus Shares are intended to meet the requirements of Section 409A and shall be interpreted and construed consistent with that intent. If any provision of the Plan or the Bonus Shares would, in the reasonable, good faith judgment of VINCI, result or likely result in the imposition on a participant, a beneficiary or any other person of any additional tax, accelerated taxation, interest or penalties under Section 409A, VINCI may modify the terms of the applicable documents, or may take any other such action, without the consent of the participant or such other person, in the manner that VINCI may reasonably and in good faith determine to be necessary or advisable to avoid the imposition of such additional tax, accelerated taxation, interest, or penalties or otherwise comply with Sections 409A. This provision does not create an obligation on the part of VINCI to modify any document and does not guarantee that the Plan or the Bonus Shares will not be subject to additional taxes, accelerated taxation, interest or penalties under Section 409A.

In the event that any payment or benefit made under the Plan or the Bonus Shares would constitute payments or benefits pursuant to a non-qualified deferred compensation plan within the meaning of Section 409A and, at the time of a your "Separation from Service" (within the meaning of Section 409A), you are a "specified employee" (within the meaning of Section 409A), then any such payments or benefits shall be delayed until the six-month anniversary of the date of such your Separation from Service (or your death, if earlier).

Circular 230 Notice: VINCI dœs not render advice on tax and tax accounting matters. This summary is not intended to be used, and cannot be used, by you or any other person for the purpose of avoiding U.S. federal tax penalties that may be imposed on you or such other person under U.S. federal tax laws.