

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 opening prices of the VINCI share over the twenty trading days preceding the decision of the VINCI Chief Executive Officer fixing the subscription price.
- I understand that although I will pay for my investment in Australian dollars ("AU\$"), 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 fixing date (ie 16 May 2014). It is expected that VINCI will make reference to the exchange rate as applicable on the day before the fixing date (ie 15 May 2014). 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 AU\$. As a result, if the value of the Euro strengthens relative to the AU\$, the value of my assets expressed in AU\$ will increase. On the other hand, if the value of the Euro weakens relative to the AU\$, the value of the assets expressed in AU\$ will decrease.
- I have duly noted that, save for the occurrence of a case of early redemption event (as described in the Local Australian Supplement and the Information Brochure) my investment will remain locked-up 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 Subscription Order. 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.
- If I have opted to pay for my investment by salary advance, I declare that:
 - (i) I am obligated to repay the amount of the salary advance by way of monthly deduction from my after-tax salary over a period of 3 months commencing in June 2014;
 - (ii) the purpose of my investment will at all times be to derive assessable income from my units in the FCPE; and
 - (iii) I have been informed that if I paid interest at a commercial rate on the amount to be advanced to me pursuant to the salary advance for the period from payment of the subscription amount to when the salary advance is fully repaid, I would be entitled to claim an income tax deduction equal to 100% of the interest paid on the amount advanced.
- 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. In addition, I note that as long as I will continue to hold Bonus Shares after their delivery, dividends paid by VINCI will be invested on my behalf in the FCPE and will result in issuance of additional units to me.
- I certify that my payments to the International Group Share Ownership Plan made in 2014 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; then
 - (ii) 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 Subscription 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 Subscription 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 the information contained in the Subscription Order will be subject to electronic data processing for the purposes of and for the time required for the management of my individual account in the International Group Share Ownership Plan and for the implementation, administration and management of my personal account in the relevant FCPEs, carried out under the control of VINCI.

I acknowledge that other data relating to me in the possession of my employer and disclosed in the Subscription Order will be processed in the course of the data processing mentioned above (e.g. my home address, tax file number etc). I acknowledge that all this information, including my tax file number, will be transmitted to any person involved in administration of the International Group Share Ownership Plan, including the internal departments of the group in charge of the management of my individual International Group Share Ownership Plan and FCPE accounts, and to external entities designated to manage the same, and to all persons statutorily or expressly authorised by VINCI or by my employer to hold to detain and process this information. I also acknowledge that the operation and administration of the Plan will on occasions involve the transfer of my personal information, including my tax file number, from one country to another.

I acknowledge that the personal information and data provided in the Subscription Order will be retained for 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 understand that I may exercise my right to access and rectify my personal data by contacting the Human Resources department of my employer.

I consent to the use and disclosure of my personal information set out on the Subscription Order for the purposes related to or required by the International Group Share Ownership Plan or any particular legal requirements. This consent is given to my employer, to the management company from time to time of the FCPEs, and to any company or person authorised or engaged by VINCI or my employer to assist with the operation and administration of the FCPEs and the International Group Share Ownership Plan or to the Australian Taxation Office to comply with legal requirements.

I consent to the transfer of my personal information, including transfer of my tax file number, from one country to another for the purposes of the operation and administration of the FCPEs and the International Group Share Ownership Plan. In particular, I authorise transfer of my personal information to any person involved in the administration of the International Group Share Ownership Plan in France. I recognise that I will be able to exercise the right to access, to modify and to rectify, and if possible, to delete any information concerning my personal data by writing to my Human Resources Department.