

Subscription period: 20 May to 7 June 2019

With CASTOR INTERNATIONAL

2019

Invest
in VINCI!

**BONUS
SHARE
GRANT***

*CONDITIONAL UPON
AN INITIAL INVESTMENT
(SEE PROCEDURES INSIDE)





For the 2019 issue of CASTOR INTERNATIONAL, Cameroon, Finland, Greece, Italy and Norway are joining the countries eligible for the scheme, taking the total number of countries to 36.



Xavier Huillard
Chairman & Chief Executive Officer

Sharing the economic benefits of our performance is the Group's key commitment with regard to this scheme which, in 2019, will be available to almost 80% of employees outside France. By subscribing to VINCI shares, you are choosing to invest in the Group and to share in its long-term success.

For more information and guidance, I would ask you to carefully read this brochure and the other plan-related documentation. I hope that, once again, as many of you as possible will take part in this shareholding scheme which has been tailored specifically to you and which fosters our culture of sharing.



VINCI in 2018

Approximately € **43** billion in revenue

270,000 projects per year

211,000 employees worldwide, including 112,000 outside France

VINCI, a group that improves lives and cares about the planet

A major leader in concessions and construction, VINCI has more than 211,000 employees in some 100 countries. Its mission is to design, build, finance and operate infrastructure and facilities that help improve daily life and mobility for all: transport infrastructures,

public and private buildings, urban developments, water, energy and communication networks. VINCI's goal is to help build a more sustainable world by fulfilling its role as a private partner for public benefit.

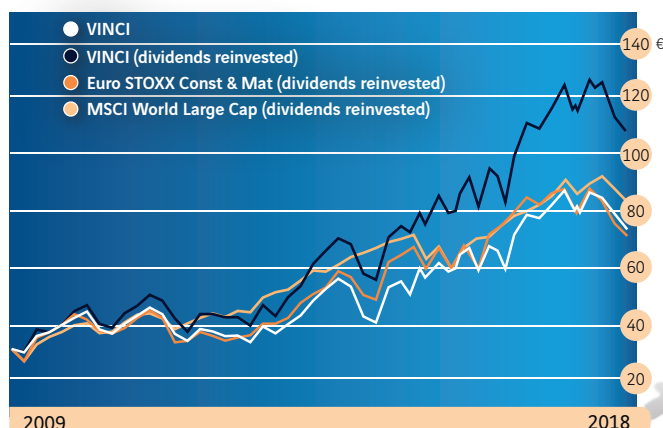
CASTOR

Today more than 130,000 employees and former employees are shareholders in the VINCI Group through the CASTOR plans. In 2019, as in every year since 2012, and now with an even wider scope, VINCI is offering the majority of its workforce the opportunity to become shareholders in the Group, with a dedicated offer and preferential conditions.

The CASTOR INTERNATIONAL 2019 offering is reserved for over 80,000 employees in 36 countries that VINCI considers key to its growth strategy.

By subscribing to this offer, you can receive up to 80 free VINCI shares (see table beside) after 3 years and put aside savings in the medium term.

Movements in VINCI's share price in the period from 1 January 2009 to 31 December 2018 (in €), compared with the index of major European shares in the construction sector (Euro STOXX Const & Mat) and the share prices of large companies in world markets (MSCI World Large Cap).



NB: past performance of the share is not a guarantee of future results.

The VINCI share price is updated daily on the www.vinci.com website.

Average annual share performance from 01/01/2009 to 31/12/2018 (expressed in euros and with dividends reinvested)

VINCI share	Euro STOXX Const & Mat	MSCI World Large Cap
13.5%	8.8%	10.5%

Subscribe for shares on **preferential terms!**

The 2019 CASTOR INTERNATIONAL scheme offers you the opportunity to make savings for a period of three years, with the following benefits:

● **A financial contribution by the company in the form of up to 80 bonus VINCI shares**

VINCI will match your savings with a bonus share grant, calculated by share purchase bracket. The rule favours small-scale savers with the first 10 shares subscribed eligible to 20 shares granted for free.



When you subscribe to	Your company will grant you bonus shares up to*	Or a total of up to*
1 to 10 shares	2 bonus shares for every share subscribed as of the first share	20 bonus shares (10 shares x 2)
11 to 40 shares (10 shares + 30 shares)	1 bonus share for every share subscribed as of the 11th share	50 bonus shares (10 shares x 2) + (30 shares x 1)
41 to 100 shares (10 shares + 30 shares + 60 shares)	1 bonus share for every two shares subscribed as of the 41st share	80 bonus shares (10 shares x 2) + (30 shares x 1) + (60 shares x 1/2)

For the calculation:

*The number of bonus shares granted is rounded down to the next whole number.

Important note: you are entitled to bonus shares under this share subscription plan. Bonus shares only vest provided that you are still an employee of the VINCI group at the end of the three-year period, i.e. on 4 July 2022. However, a number of rules apply to bonus share rights during this period:

Event occurring during the three-year lock-in period	Handling of bonus share entitlements
<ul style="list-style-type: none"> · Beneficiary's death or disability · Retirement or permanent termination by your employer (for a reason other than misconduct) · The company for which you work is no longer within the scope of eligible companies* · Change of employer and country of employment within the VINCI group 	<p>Your employer pays you a bonus equal to the number of bonus shares initially granted, multiplied by the subscription price in euro of one VINCI share as part of the CASTOR INTERNATIONAL 2019 offering. For countries outside the eurozone, the exchange rate applied will be the rate on the date of your departure from the company. In return, you will not receive the bonus shares. In the case of the last event, the bonus will be paid at the end of the lock-up period. If you leave the Group, it will be paid on the day of departure.</p>
<ul style="list-style-type: none"> · Resignation or termination for misconduct 	<p>You immediately and definitively lose the benefit of the bonus shares.</p>

*The conditions for eligibility are set out in the VINCI International Group Savings and Share Ownership Plan.

● **Dividends paid by VINCI**

You will receive dividends, if applicable, paid by VINCI from the date of the share subscription and also in respect of the bonus shares after they have vested. Dividends paid for the shares held will be automatically reinvested in additional VINCI shares and will increase the number of shares you hold.

● **Payment of the costs by your company**

As an employee, you incur no account custody fees, and no entrance fees.

In return for these benefits, you agree:

- to a three-year lock-in period for your savings (except in the cases of early release specified on the next page);
- to the risk involved in investing in shares, and that your capital may go up as well as down;
- to the risks associated with the fluctuations of the US Dollar against the Euro.



How do I join the plan?

● **Who?** All employees with a current employment contract in a VINCI group company that is a member of the International Group Savings and Share Ownership Plan, and who have been employed by the company for a period of at least six months (whether consecutive or not) in the past 12 months.

● **How?**

- Either fill in the paper subscription form and return it to your CASTOR contact person.
- Or complete your subscription form online at www.ors.amundi-ee.com/a/cp/castor2019

In either case, your subscription payment must be received by your CASTOR contact person before your subscription can be processed.

● **How much?** The minimum contribution is the subscription price of one VINCI share (i.e. approximately 88.55 US dollars as at 30/11/2018). The final price will be set based on the subscription price in euros and the official exchange rate on 17/05/2019. The maximum contribution may not exceed 25% of your gross annual salary for 2019.

● **What price?** The subscription price will be determined by the Chairman & Chief Executive Officer, duly authorised by the Board of Directors. It is expected that the price will be set on 17/05/2019 and will be equal to the average share price for the last 20 trading days prior to the start of the subscription period.

● **When?** There is a time limit to this offer. The subscription period runs from 20 May to 7 June 2019, inclusive*. Subscription forms returned outside of these dates will not be considered. Online subscriptions are possible until 7 June 2019, 11:59 pm Paris time.

*Subject to the Chairman & Chief Executive Officer's decision by delegation of the Board of Directors.



When and under what conditions can I access my savings?

● **To access your savings:**

You should contact Solium (<https://solium.com>) which is the administrator of the plan.

● **For the three years following the subscription: i.e. until 3 July 2022**

Your investment is locked up. However, in certain cases, such as death, disability, termination of your employment or when your employer ceases to be a Participating Company as a result of a reduction in VINCI's level of ownership or control, you can apply for early release of your savings.

In these cases, specific rules apply with respect to the rights to the bonus shares (see page 3).

● **After three years: i.e. from 4 July 2022**

Your savings are available to you and your bonus VINCI shares vest, if you are still an employee of the Group and you have retained all of your initial investment.

You are then free to hold your VINCI shares or to sell all or part of them at any time.

● **The value of your savings follows the price of the VINCI share**

You can check the value of your savings on <https://shareworks.solium.com> at any time, or on the account statement sent to you.

Warning: subscribers' attention is drawn to the fact that risk is inherent in investing in shares. Risks include loss of capital and the risk that the value of your investment may go up as well as down, under the influence of factors that are internal or external to the VINCI shares.

This document is not a contractual agreement. It supplements the regulations of the International Group Savings and Share Ownership Plan. These documents are available on the VINCI Intranet. All dates given in this document are subject to change in the case of events affecting the smooth running of the operation. VINCI reserves the right to cancel the plan at any time.

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



GLOSSARY

Share: a financial instrument representing a fraction of a company's capital. By owning shares in a company, shareholders own a part of the company.

Bonus share: a share granted to the beneficiary free of charge.

Dividend: a part of the net profits of the company paid to the shareholders.

Subscription price: it is calculated based on the average of the VINCI share price (volume-weighted average prices) over the twenty trading days preceding the start of the subscription period.