

CASTOR INTERNATIONAL

the International Group Share Ownership Plan of VINCI group



Subscription order

to the Employee Offering 2017

Please return to your Human Resources Department
by June 9, 2017 at the latest

I, the undersigned,

Mr

Mrs

Family name	First name
Date of birth <input type="text"/>	Citizenship
Employer	ID VINCI Group <input type="text"/>
Personal address	
Postal Code	City
E-mail	Mobile phone

▶ Certify the following:

- I have read and understood the offering documents that have been made available to me, and in particular, the Information Brochure and the Local Supplement as well as the Key Investor Information Document for the FCPE CASTOR INTERNATIONAL RELAIS 2017 and FCPE CASTOR INTERNATIONAL (available upon request from your employer or at www.vinci.net);
- I have been informed of the subscription price;
- I agree to be bound by the representations and undertakings set forth on the reverse of this form.

▶ I further certify that, on the date of this order, I am an employee of a VINCI group company and I satisfy the condition of having been employed with VINCI group for at least six months over the past twelve months.

**I chose to invest in this offering the amount of
(must be equal to or above local currency equivalent
of the subscription price of one VINCI share):**

| | UAE DIRHAMS |

I opt to pay the amount indicated above (tick one box only):

- by personal cheque at the name of my employer that I attach to this subscription form;
- in cash, by delivering the cash amount corresponding to the amount indicated above to my employer at the latest on the last day of the subscription period;
- by wire transfer from my personal bank account to the account the details of which will be made available to me by my employer during the subscription period, or made available during such period at my Human Resources department*

*Please note that your payment must be received at the latest on June 13, 2017.

▶ I have duly noted that:

- subscription to this offering is governed by the provisions of the International Group Share Ownership Plan of VINCI group and this order;
- I acquire VINCI shares in this offering through the subscription of the units of the FCPE "CASTOR INTERNATIONAL RELAIS 2017" which will merge in the FCPE CASTOR INTERNATIONAL, subject to the decision of the FCPE Supervisory Board and approval of the AMF, the French Securities Authority;
- my subscription order becomes final and irrevocable at the end of the subscription period. If I submit an order in paper form and an order online, the order submitted online will prevail and my subscription order in paper form will not be processed.

▶ Any subscription order, if not duly completed or erroneous, may be rejected. In particular, VINCI may consider my order as not valid if it is not accompanied by payment of the subscription price as indicated above.

I have retained a copy of this subscription form for my personal files.

Place

Date

Signature (please write « Read and approved »)

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 understand that although I will pay for my investment in United Arab Emirates Dirhams (“Dirhams”), 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 price fixing date (i.e. 19 May 2017). 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 Dirhams. As a result, if the value of the Euro strengthens relative to the Dirham, the value of my assets expressed in Dirhams will increase. On the other hand, if the value of the Euro weakens relative to the Dirham, the value of the assets expressed in Dirhams will decrease.
- I have duly noted that, save for the occurrence of a case of early release (as described in the Information Brochure) 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.
- VINCI shares are listed on Euronext. The value of my investment will track the value of VINCI shares that may go up as well as down. VINCI makes available on www.vinci.com its *document de référence* (annual report) and other financial reports that contain important information on the activities, strategy, management and financial results of VINCI as well as the risk factors related to activities of VINCI group. 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 from the proceeds.⁽¹⁾
- 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.
- I certify that my payments to the International Group Share Ownership Plan made in 2017 will not exceed 25% of my annual gross compensation.
- The number of shares available for the offering is 8 956 491. If the overall amount of subscription requests exceed the number of shares available for 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 to be applied to remaining individual subscription requests.

I accept to reduce the amount of my investment accordingly. 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 order can be cancelled without notice. If my order has been processed, I will remain liable to my employer for the amount of my subscription. I recognize and expressly accept that VINCI or 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 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 the 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 in France. This data will be retained 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 may exercise my right to access and rectify 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.

⁽¹⁾ No deduction may be made from the employee’s wage in excess of 10% of such a wage.