

Subscription period: 23 May to 10 June 2016

With CASTOR INTERNATIONAL

RELAIS 2016

**Invest
in VINCI!**

**BONUS
SHARE GRANT***

*CONDITIONAL UPON
AN INITIAL INVESTMENT
(SEE PROCEDURES INSIDE)





For the 2016 issue, CASTOR INTERNATIONAL is expanding its offer to include employees in Mexico and New Zealand, thereby increasing the number of countries eligible for its employee shareholding scheme to 29.



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 2016, will be available to almost 75% of employees outside France. By subscribing to VINCI shares through the CASTOR INTERNATIONAL RELAIS 2016 fund (a temporary employee shareholding fund), 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 2015

Approximately € **38** billion in revenue

280,000 projects per year

185,000 employees worldwide, including 85,000 outside France

VINCI, a robust international group

VINCI, a world leader in concession and construction, employs close to 185,000 staff in around one hundred countries. Our 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. Our ambition is to create long-term value for our customers, shareholders, employees, partners and for society at large.

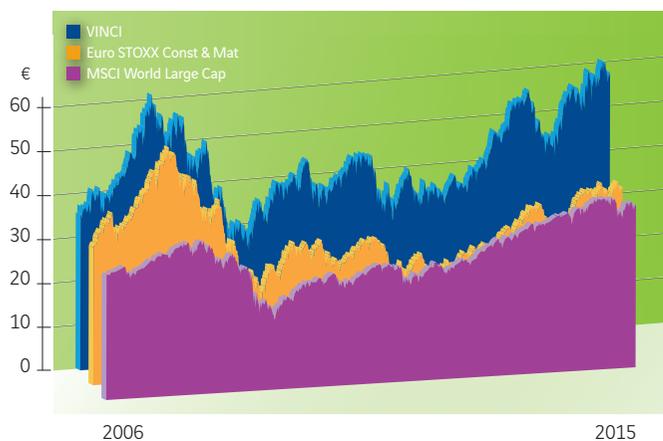
CASTOR

More than 120,000 employees are shareholders of the VINCI group through membership of CASTOR plans. In 2016, 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 through an employee shareholding fund.

The CASTOR INTERNATIONAL 2016 plan is reserved exclusively for 63,000 employees in 29 countries, each of which VINCI considers essential to its development 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 2006 to 31 December 2015 (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 in the FINANCE section of the www.vinci.com website.



Average annual share performance from 01/01/2006 to 31/12/2015 (in %)

VINCI share	Euro STOXX Const & Mat	MSCI World Large Cap
5.2%	1.6%	2.6%

Subscribe for shares on **preferential terms!**

The 2016 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 for up to the equivalent of ⁽¹⁾	Your company will grant you bonus shares up to ⁽²⁾	Or a total of up to ⁽²⁾
1 to 10 shares	2 bonus shares for the equivalent of 1 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 the equivalent of 1 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 the equivalent of 2 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:

- ⁽¹⁾ The number of shares subscribed in these calculations corresponds to the amount of your initial investment, divided by the VINCI share subscription price, rounded down to the next whole number.
- ⁽²⁾ 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 5 July 2019. 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 lay-off (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 	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 2016 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.
<ul style="list-style-type: none"> · Resignation or lay-off for misconduct 	You immediately and definitively lose the benefit of the bonus shares.
<ul style="list-style-type: none"> · Application for early release of your savings 	You immediately and definitively lose the benefit of the bonus shares.

* Companies in which VINCI holds more than 50% of the equity directly or indirectly are eligible for the scheme.

- ▶ **Dividends paid by VINCI**

You will receive dividends, if applicable, paid by VINCI from the date of the share subscription *via* the FCPE (employee shareholding fund) and also in respect of the bonus shares after they have vested. Dividends paid in respect of the shares held through the CASTOR INTERNATIONAL FCPE (employee shareholding fund) will be automatically reinvested in the fund and will result in the issuance of new units to you.

- ▶ **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 Malaysian Ringgit 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. This offer is not open to residents of the United States. For more information, please refer to the Fund Regulations and the key investor information document for the CASTOR INTERNATIONAL RELAIS 2016 employee shareholding fund.

▶ **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/cp/vinci2016

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 277.43 Malaysian Ringgit as at 30/11/2015). The final price will be set based on the subscription price in euros and the official exchange rate on 20/05/2016. The maximum contribution may not exceed 25% of your gross annual salary for 2016.

▶ **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 20/05/2016 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 23 May to 10 June 2016, inclusive. Subscription forms returned outside of these dates will not be considered. Online subscriptions are possible until 10 June 2016, 11:59 pm Paris time.

When and under what conditions can I access my savings?

▶ **To access your savings:**

You should contact your human resources or payroll department.

▶ **For the three years following the subscription: i.e. until 4 July 2019**

Your investment is locked up. However, in certain cases, such as death, disability or termination of your employment contract (retirement, resignation, lay-off), 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 5 July 2019**

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 in the CASTOR INTERNATIONAL FCPE (employee shareholding fund) 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 www.amundi-ee.com at any time, or on the account statement sent to you.

Simulations* of the value of your savings at the end of the three-year period based on the assumption of a VINCI share subscription price of €60:

		YOUR PERSONAL CONTRIBUTION			
		Purchase of 10 shares	Purchase of 40 shares	Purchase of 100 shares	
		€600	€2,400	€6,000	
If the value of the VINCI share	rises by 30% (share price of €78)	your savings ⁽¹⁾	€2,340	€7,020	€14,040
		gross gain ⁽²⁾	€1,740	€4,620	€8,040
	remains at €60	your savings ⁽¹⁾	€1,800	€5,400	€10,800
		gross gain ⁽²⁾	€1,200	€3,000	€4,800
	falls by 30% (share price of €42)	your savings ⁽¹⁾	€1,260	€3,780	€7,560
		gross gain ⁽²⁾	€660	€1,380	€1,560

*These examples are given as an illustration only and do not provide an indication of the price of the VINCI share or of the amount of dividends potentially paid to the Fund for reinvestment in order to increase the value of your savings.

(1) Shares purchased + free shares.

(2) Before dividends, tax and social security contributions.

Warning: subscribers' attention is drawn to the fact that risk is inherent in investing in units of the FCPE (employee shareholder fund) invested 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 fund.

This document is not a contractual agreement. It supplements the KIIDs for the CASTOR INTERNATIONAL RELAIS 2016 FCPE (temporary employee shareholder fund) and the CASTOR INTERNATIONAL FCPE (employee shareholder fund) approved by the French Financial Markets Authority (AMF), and 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
or payroll 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.

FCPE (employee shareholding fund) or fund: the FCPE is a jointly-owned portfolio of securities divided into units and reserved for the employees of one or more companies. By investing in a FCPE (employee shareholding fund), employees become 'unit holders' of the fund.

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.

How the plan works: a temporary fund

The VINCI shares subscribed through employees' contributions will be held in the CASTOR INTERNATIONAL RELAIS 2016 temporary employee shareholder fund, which will be merged into the existing CASTOR INTERNATIONAL fund, once approved by the Supervisory Board and the French Financial Markets Authority (AMF). In this offering, you will first hold units in the temporary employee shareholder fund. After the merger, you will hold units in the CASTOR INTERNATIONAL fund.