



Rueil-Malmaison, 14 April 2010

Press release

Entry into force of the strategic partnership between VINCI and Qatari Diar

- **VINCI acquires 100% of the capital of Cegelec**
- **Qatari Diar becomes the largest shareholder of VINCI (5.8% of the capital) after the employees savings funds**

VINCI announces acquisition of the Cegelec group from Qatari Diar Real Estate Investment Company ("Qatari Diar"). Further to this transaction, Qatari Diar, with 5.78% of the capital, becomes the largest shareholder of VINCI after the Group's employee savings funds.

As part of the strategic partnership agreement signed on 19 January 2010 between Qatari Diar and VINCI and following approval by the relevant competition authorities, VINCI's Board of directors met on 14 April 2010 and completed the Cegelec transaction by issuing new shares and exchanging treasury shares.

Cegelec, which is active in some 30 countries and employs almost 25,000 people, posted revenue in excess of €2.8 billion in 2009, of which 44% outside France.

A major strategic partnership

This alliance between VINCI and Cegelec will enable the Group to strengthen its expertise:

- in management of large complex projects, the share of which in the VINCI Group's activities is set to rise, in France and internationally;
- in multi-technique maintenance, an activity that offers a satisfactory degree of recurring business;
- outside France in energy businesses, both in Europe and in the emerging countries;
- in France, thanks to very complementary geographical positions;
- in promising sectors such as energy, oil & gas, transport systems and nuclear.

With Cegelec, VINCI will become one of the top European leaders in providing energy services to business and local authorities.

Terms and conditions of the transfer

The Cegelec shares are paid for by:

- the issuance of 21,000,000 new VINCI shares bearing the same rights as the existing shares;
- the delivery by VINCI of 10,500,000 existing ordinary VINCI shares held in treasury by VINCI;
- the payment by VINCI of €16.38 million in cash corresponding to the amount of the interim dividend of €0.52 per share paid by VINCI in December 2009.

Qatari Diar will benefit, in respect of these shares, from the final dividend payable in respect of 2009, which will be submitted to the approval by shareholders at the VINCI Shareholders' Meeting on 6 May 2010.

Stable shareholding agreement

Simultaneously with the acquisition of a stake in the capital of VINCI by Qatari Diar as a result of the contribution of Cegelec, Qatari Diar and VINCI signed a stable shareholding agreement.

This agreement provides that VINCI shall offer a seat on its Board of directors to a director nominated by Qatari Diar (whose appointment will be submitted to the VINCI Shareholders' Meeting). This director shall then become a member of the Strategy and Investments Committee.

VINCI will benefit from a right of first offer (or a right of pre-emption in some cases) on any disposal by Qatari Diar of blocks of shares representing more than 1% of the capital.

Cegelec will be consolidated in VINCI's accounts as of 14 April 2010.

NB: the full press release issued pursuant to Article 12 of Instruction no. 2005-11 of 13 December 2005 of the AMF (Autorité des marchés financiers) is available in French and in English on the VINCI website www.vinci.com.

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