



A public limited company with share capital of € 1,256,399,812,50
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**Issue of new VINCI shares,
reserved for group employees in the United Kingdom and in Germany
in the context of its international savings plan ¹**

The combined general meeting of shareholders held on 10 May 2007, through its 22nd resolution, delegated to the board of directors its power to make increases in the capital reserved for employees for a period of 26 months expiring on 9 July 2009.

The meeting of shareholders defined in this context the manner in which the issue price of the new shares is determined.

During its meetings held on 16 December 2008 and 3 March 2009, VINCI board of directors fixed terms and conditions of a capital increase reserved for group employees in the United Kingdom and in Germany, this transaction being in keeping with the powers received from the general meeting of shareholders.

The issue price of the new shares is equal to 90 % of the average opening prices of the VINCI shares quoted on the regulated market of Euronext Paris SA on the 20 trading days preceding 3 March 2008, namely € 24.99 per new share to be issued.

The maximum number of shares that could be issued and the total amount of the issue will depend on the level of employees' subscriptions for the units to be issued by the "Castor International Relais 2009" mutual fund which will be determined at the end of the subscription period which is opened from 15 June up to 10 July 2009 included.

¹ Employees will subscribe for this issue, which is reserved for them, through a temporary mutual fund initially and momentarily invested in monetary securities known as "Castor International Relais 2009" and classified as a euro monetary mutual fund. This mutual fund received the approval of the AMF on 10 February 2009, under no. FCE 2009 0017. It will collect the employees' cash payments intended to subscribe for the units that it issues. At the end of the subscription period open to the employees, this temporary mutual fund will subscribe for the VINCI shares issued according to the total amount of the payments that it collects, and will then be absorbed by the "Castor International (compartment n° 1)" mutual fund as soon as AMF will approve this merger.

The "Castor International" mutual fund is an employee savings and employee shareholder UCITS invested exclusively in VINCI shares. It is the instrument used for the implementation of the VINCI group's company international savings plan.

The total number of new shares to be issued cannot exceed the limit prescribed by the general meeting of shareholders held on 10 May 2007 through its 22nd resolution. This resolution provides for that the total number of shares that could be issued pursuant thereto and pursuant to the other resolutions to promote employee share ownership cannot exceed 2 % of the number of shares comprising the authorised share capital at the time when the board makes its decision.

The "Castor International Relais 2009" mutual fund will subscribe for the new VINCI shares to be issued² at the end of August 2009.

Authorization for trading these new shares on the regulated market of Euronext Paris will be required immediately after their issuing.

These ordinary shares will be accompanied by no restriction and will bear current dividend rights as from 1st January 2009. They will be therefore immediately merged into prior existing shares bearing the same current dividend rights as from 1st January 2009 on the same quotation line.

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Rueil-Malmaison, 25 June 2009.

² Up to the total amount of employees' payments raised by contributions paid by group companies that are members of its savings plan in France.