



**Notice to holders of the USD 725,000,000
Non-Dilutive Cash Settled Convertible Bonds due 2022
of VINCI (the "Bonds")
(ISIN: FR0013237856)**

Capitalised terms not otherwise defined in this notice shall have the meaning given to them in the terms and conditions of the Bonds (the "Conditions").

Pursuant to the Conditions, VINCI as Issuer hereby notifies the Bondholders of the following determinations and calculations, effective 23 April 2019:

- as a result of the Cash Dividend of EUR 1.92 per Share payable on 25 April 2019 to Shareholders of record on 24 April 2019, the Conversion Price is adjusted to EUR 83.3390 (previously EUR 83.7679) pursuant to Condition 7(a)(ii) of the Conditions; and
- the adjusted Conversion Ratio (pursuant to the definition thereof in the Conditions) based on such adjusted Conversion Price as aforesaid is 2,265.1220 (previously 2,253.5243).

23 April 2019

VINCI SA

DISCLAIMER

This notice may not be published, distributed or released directly or indirectly in the United States of America, Australia, Canada, South Africa or Japan. The distribution of this notice may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes, should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



The bonds may not be offered, sold or purchased in the United States of America, Australia, Canada, South Africa or Japan.

This notice does not constitute or form part of a prospectus or any offer or invitation for the sale, or any offer or inducement to purchase or subscribe for, or any solicitation of any offer to purchase or subscribe for any bonds or other securities of Vinci S.A. in France, the United States of America, Australia, Canada, South Africa and Japan or any other jurisdiction.

No communication or information relating to any offering may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required.

This notice is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 as amended.

The bonds have been offered only by way of a private placement in France to persons referred to in Article L.411-2-II of the French monetary and financial code (*Code monétaire et financier*) and outside France (excluding the United States of America, Australia, Canada, South Africa and Japan), without an offer to the public in any country (including France).

This notice does not constitute a recommendation concerning the purchase of the bonds. The value of the bonds and the shares of Vinci S.A. can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the bonds for the person concerned.

The distribution of this notice in certain countries may constitute a breach of applicable law.