

## KPMG Audit

Department of KPMG S.A.

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92923 Paris La Défense Cedex  
France

## DELOITTE & ASSOCIES

185, avenue Charles de Gaulle  
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France

### VINCI

**French public limited company ("Société Anonyme")**

**Attestation by the Statutory Auditors on  
the total amount of payments made  
under paragraphs 1 and 4 of Article  
238bis of the French General Tax Code**

Shareholders' General Meeting held to approve the financial  
statements for the year ended 31 December 2012

VINCI

French public limited company ("Société Anonyme")

1, cours Ferdinand de Lesseps - 92851 Rueil-Malmaison Cedex

*This report contains 5 pages*

Référence : PHP-13-1-28

**VINCI****French public limited company ("Société Anonyme")**

Head office: 1, cours Ferdinand de Lesseps - 92851 Rueil-Malmaison Cedex

Share capital: €1,449,022,725

**Attestation by the Statutory Auditors on the total amount of payments made under paragraphs 1 and 4 of article 238bis of the French General Tax Code**

Shareholders' General Meeting held to approve the financial statements for the year ended 31 December 2012

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with Article L. 225-115(5) of the French Commercial Code (*Code de commerce*), we have prepared this attestation on information relating to the total amount of payments made under paragraphs 1 and 4 of Article 238bis of the French General Tax Code (*Code général des impôts*) in respect of the period ended 31 December 2012, as set out in this document.

Your Executive Vice President was responsible for preparing this information. Our role is to attest to this information.

As part of our statutory audit work, we audited your Company's annual financial statements for the period ended 31 December 2012. Our audit was conducted in accordance with professional standards applicable in France, and was planned and performed solely for the purpose of issuing an opinion on the annual financial statements taken as a whole and not on any individual items of the accounts used to determine the total amount of payments made under paragraphs 1 and 4 of Article 238bis of the French General Tax Code. Accordingly, our audit tests and samples were not made with this objective and we do not express any opinion on any components of the accounts taken individually.

We carried out our work in accordance with the professional standards of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*). This work, which did not constitute an audit or limited review, consisted of making the necessary reconciliations between the total amount of payments made under paragraphs 1 and 4 of Article 238bis of the French General Tax Code and the accounts from which the figure was calculated, and verifying that it was consistent with the information used to prepare the annual financial statements for the period ended 31 December 2012.

On the basis of our work, we make no comments on the consistency between the total amount of payments made under paragraphs 1 and 4 of Article 238bis of the French General Tax Code stated in the enclosed document, i.e. €933,299, and the accounts used to prepare the annual financial statements for the period ended 31 December 2012.

This attestation certifies the total amount of payments made under paragraphs 1 and 4 of Article 238bis of the French General Tax Code, within the meaning of Article L. 225-115(5) of the French Commercial Code.

This attestation has been prepared for your attention in the context set out in the first paragraph above, and must not be used, disseminated or quoted for other purposes.

The Statutory Auditors

Paris La Défense and Neuilly-sur-Seine, 12 March 2013

KPMG Audit  
*Department of KPMG S.A.*

Deloitte & Associés

Patrick-Hubert Petit

Alain Pons Mansour Belhiba