

KPMG AUDIT IS

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92939 Paris La Défense Cedex
France

DELOITTE & ASSOCIES

185, avenue Charles de Gaulle
92200 Neuilly-sur-Seine
France

VINCI

Public Limited Company

**Statement by the statutory auditors
on the overall amount of the
payments made in application of
sub-paragraphs 1 and 4 of article
238b of the General Tax Code**

General meeting for the approval of the financial statements for
the financial year ending on 31 December 2013

VINCI

Public Limited Company

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

This report contains 5 pages

Reference: PB-141-20

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VINCI

Public Limited Company

Head office: 1, cours Ferdinand de Lesseps - 92851 Rueil-Malmaison Cedex
Issued capital: € 1,509,619,915

Statement of the statutory auditors on the overall amount of the payments made in application of sub-paragraphs 1 and 4 of article 238b of the General Tax Code

General meeting for the approval of the financial statements for the financial year ending on 31 December 2013

Ladies, Gentlemen, Shareholders,

In our capacity as statutory auditors for your company and in application of article L. 225-115 5° of the Commercial code, we have prepared the present statement on the information relative to the total amounts of the payments made in application of sub-paragraphs 1 and 4 of article 238b of the General Tax Code for the financial year ending on 31 December 2013, as shown in the appended document.

This information has been prepared under the responsibility of your Executive Vice-President. We are required to certify this information.

As part of our audit assignment, we have audited your company's annual financial statements for the financial year ending on 31 December 2013. Our audit, performed according to the professional standards applicable in France, was intended to express an opinion on the overall financial statement, and not on specific elements of the financial statements used in order to determine the overall amount of the payments made in application of sub-paragraphs 1 to 4 of article 238b of the General Tax Code. Accordingly, we have not performed our audit tests and samples in keeping with this objective, and express no opinion regarding these elements on an individual basis.

We have implemented the due diligence reviews that we considered necessary in view of the professional doctrine of the Compagnie nationale des commissaires aux comptes relative to this mission. These procedures, that constitute neither an audit nor a limited examination, involved performing the necessary reconciliations between the total amount of the payments made in application of sub-paragraphs 1 to 4 of article 238b of the General Tax Code and the accounting that produced it, and verifying that it aligns with the elements used as the basis for the preparation of the annual financial statements for the financial year ending on 31 December 2013.

On the basis of our efforts, we have no observations to submit on the agreement of the total amount of the payments made in application of sub-paragraphs 1 to 4 of article 238b of the General Tax Code as shown in the appended document, amounting to €1,149,000.71, with the accounting used as the basis for the preparation of the annual financial statements for the financial year ending on 31 December 2013.

The present statement serves to certify the overall amount of the payments made in application of sub-paragraphs 1 to 4 of article 238b of the General Tax Code within the meaning of article L. 225-115 5° of the Commercial code.

It has been prepared for your attention in the context described in the first paragraph and must not be used, disseminated or quoted for other purposes.

The statutory auditors

Paris La Défense and Neuilly-sur-Seine, 17 March 2014

KPMG Audit IS

DELOITTE & ASSOCIES

Jay Nirsimloo

Philippe Bourhis

Alain Pons

Marc de Villartay

This is a free translation into English of a report issued in the French language and is provided solely for the convenience of English-speaking users.

This report should be read in conjunction with, and construed in accordance with, French Law and professional auditing standards applicable in France.