

VINCI

Public Limited Company (“Société Anonyme”)

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

Statutory Auditors' supplementary report on the capital increase, with preferential subscription rights cancelled, reserved for employees of VINCI and its French subsidiaries as part of the Group savings plan in France

Decision of the Board of directors dated 5 February 2014

KPMG Audit IS
3, cours du Triangle
92939 Paris La Défense Cedex

DELOITTE & ASSOCIES
185, avenue Charles de Gaulle
92200 Neuilly-sur-Seine

VINCI

Public Limited Company (“Société Anonyme”)

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

Statutory Auditors' supplementary report on the capital increase, with preferential subscription rights cancelled, reserved for employees of VINCI and its French subsidiaries as part of the Group savings plan in France.

Decision of the Board of directors dated 5 February 2014

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with Article R. 225-116 of the French Commercial Code (Code de commerce), we hereby present a report that supplements our report of 8 March 2012 issued by DELOITTE & ASSOCIES and KPMG AUDIT – Department of KPMG S.A. – on the capital increase, with preferential subscription rights cancelled, reserved for employees of VINCI and its French subsidiaries as part of the Group savings plan in France, authorised by your Combined Shareholders' General Meeting of 12 April 2012.

This Meeting had delegated, to your Board of directors, the powers to decide on such an operation, on one or more occasions within an interval of 26 months and within the limit of 2% of the number of shares comprising the issued capital at the time when the Board of directors makes its decision, and of a subscription price that cannot be less than 90% of the average of the first prices listed during the 20 market sessions preceding the date of the decision by the Board of directors.

Under this authority, your Board of Directors decided in its 5 February 2014 meeting to carry out a capital increase of up to €5,715,617.50 through the issue of up to 2,286,247 new shares reserved for employees of VINCI and its French subsidiaries and subscribed through the FCPE Castor Relais 2014/2 company mutual fund. The chairman and chief executive officer, delegated by the Board of directors, can reduce the number of shares to be issued or cancel the operation if this 2% ceiling is reached, in view of the shares likely to be subscribed up to 30 April 2014 as part of the issue decided upon by the Board of directors on 16 October 2013.

The subscription price was set at 95% of the average opening price in the 20 stockmarket trading sessions prior to 5 February 2014, i.e. at €46.11, including a €43.61 issue premium given that the nominal value of the shares was €2.50 each. The subscription period for this transaction was set from 2 May 2014 to 29 August 2014.

Your Board of Directors is responsible for preparing a supplementary report in accordance with Articles R. 225-115 and R. 225-116 of the French Commercial Code. We are required to give our opinion on the accuracy of the quantitative information extracted from the financial statements, on the proposal to cancel preferential subscription rights and on certain other information concerning the issue provided in that report.

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 involved verifying:

- the accuracy of the quantitative information extracted from the consolidated financial statements for the year ended 31 December 2013 as approved by the Board of Directors on 5 February 2014. We audited these financial statements in accordance with professional standards applicable in France;
- the compliance of the transaction terms and conditions with the delegation given by the Shareholders' General Meeting;
- the information provided in the Board of Directors' supplementary report on the calculations used to determine the issue price and the final amount of the issue.

We have no comments to make on:

- the accuracy of the figures extracted from these financial statements and provided in the Board of Directors' supplementary report, it being stipulated that the consolidated financial statements have not yet been approved by the Shareholders' General Meeting;
- the compliance of the transaction terms with the delegation given by the Combined Shareholders' General Meeting of 12 April 2012 and the information provided to shareholders;
- the calculations used to determine the issue price and the final amount of the issue;
- the presentation of the impact of the issue on the situation of existing shareholders in terms of equity and the share price;
- the cancellation of preferential subscription rights, on which you have previously voted.

Paris La Défense and Neuilly-sur-Seine, 10 February 2014

The statutory auditors

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.