VINCI

**Supplementary report on the decisions of
the chairman and chief executive officer
on 20 February and 12 April 2013,
acting by delegation of the Board of Directors dated 22 October 2012,
relative to the capital increase reserved for employees of the
VINCI foreign subsidiaries
as part of the Group's international savings plan.**

Ladies and Gentlemen, Shareholders,

According to the tenth resolution of the combined general meeting on 12 April 2012, you authorised the Board of directors to carry out, on one or more occasions and within an interval of eighteen months, capital increases reserved for a category of beneficiaries in order to provide the employees of certain foreign subsidiaries with benefits that are comparable with the ones offered to the employees directly or indirectly subscribing to a savings plan, via a FCPE (company mutual fund).

On this basis, acting pursuant to a delegation from the Board of directors dated 22 October 2012, the chairman and chief executive officer decided, in decisions dated 20 February and 12 April 2013, to carry out the issue of new shares with a face value of €2.50, under the following conditions:

- For this operation reserved for the employees of the VINCI subsidiaries located in Germany, Austria, Belgium, Brazil, Canada, Chile, Spain, the United States, Indonesia, Luxembourg, Morocco, the Netherlands, Poland, Portugal, the Czech Republic, Romania, Slovakia and Switzerland, as part of the Group's international savings plan, the subscription period will begin, for all countries in question, on 15 April 2013 and end on 15 May 2013. The shares will be subscribed by the Castor International Relais 2013 FCPE (company mutual fund), that will be merged with the Castor International FCPE at the time of this reserved capital increase. However, in the United States, the shares will be subscribed directly by the employees, as a result of the local regulatory constraints.
- The shares issued as part of this operation will be entirely paid up at the time of subscription and will carry dividend rights as of 1 January 2013; accordingly, they will be entitled to the dividend distributed relative to the financial year ending on 31 December 2013.
- The subscription price will be the average of the 20 market prices preceding 12 April 2013, i.e. €35.50 per new share that will be issued, with the price corresponding with a face value of €2.50 and an issue premium of €33.00.
- In compliance with the ceiling established by the tenth resolution of the combined general meeting on 12 April 2012, the chairman and chief executive officer will ensure that the total number of shares likely to be issued on the basis of this delegation of authority does not exceed 2% of the number of shares comprising the issue capital at the time when the Board of directors makes its decision.

The maximum number of shares that can be issued relative to the number of shares comprising the issued capital to 31 March 2013 is equal to 10,204,855, with the understanding that this ceiling will firstly be applied against the number of shares issued during the first four months of 2013 on the basis of the ninth resolution of the combined general meeting on 12 April 2012, in connection with Castor France. Should the applications received within the framework of the Castor International offer indicated above exceed this ceiling of 10,204,855 shares, all of the applications issued under the Castor International offer will be reduced.

Moreover, the offer amount in the United States will be limited to 5 million dollars. In Morocco, the investment amount, including the equivalent of the bonus shares, will be limited to 10% of each subscriber's annual net salary.

The ceiling is obtained in the following manner:

	Number of shares	%
Issued capital to 31 March 2013	579,617,757	100.00 %
2% ceiling of the authorisation granted by the CGM on 12 April 2012	11,592,355	2.00 %
Usage since 12 April 2012	1,387,500	0.24 %
Maximum number of shares that can be issued relative to this 2% ceiling	10,204,855	1.76 %

These data will be adjusted according to the changes of the issued capital.

Impact of the issue of a maximum number of 10,204,855 new shares:

- a shareholder with 1% of the VINCI capital but that does not take part in the capital increase will see the said equity interest decrease to 0.98% of the issued capital:

	VINCI	Shareholder	
	Num. of shares	Num. of shares	%
Capital to 31 March 2013	579,617,757	5,796,177	1.00 %
Maximum number of shares that can be issued	10,204,855	0	
Capital after increase	589,822,612	5,796,177	0.98 %

- the proportionate share of the Group share of consolidated shareholders equity to 31 December 2012, using IFRS standards, over the number of shares comprising the issued capital to 31 March 2013, is equal to €23.01 per share; for a shareholder not taking part in the capital increase, it will change to €23.22:

	Number of shares on 31/03/13	Shareholders equity	
		in €K	Proportionate share in €
Group share of consolidated shareholders equity to 31 December 2012, using IFRS standards	579,617,757	13,334,424	23.01
Authorised maximum increase	10,204,855	362,272	35.50
Shareholders equity after increase	589,822,612	13,696,696	23.22

- given the issue price and the volume of the operation, the operation should have no significant impact on the share's stock market value.

The present supplementary report has been drafted in application of article R225-116 of the Commercial code.

Rueil-Malmaison, 12 April 2013
The chairman and chief executive officer