

KPMG AUDIT IS

3, cours du Triangle
92939 Paris La Défense Cedex
France

DELOITTE & ASSOCIES

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

Unknown
Code de ch

VINCI

Public Limited Company

Attestation by the Statutory
Auditors on the information
provided under Article L. 225-115-5
of the French Commercial Code
relating to the global amount of
payments made pursuant to
paragraphs 1 and 4 of Article 238
bis of the General Taxation Code

Shareholders' General Meeting held to approve the financial
statements for the year ending 31 December 2014

VINCI

Public Limited Company

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

This report contains 5 pages

Reference: PB-151-038

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VINCI
Public Limited Company

Registered office: 1, cours Ferdinand de Lesseps - 92851 Rueil-Malmaison Cedex
Issued capital: €1,476,582,225

Attestation by the Statutory Auditors on the information provided under Article L. 225-115-5 of the French Commercial Code relating to the global amount of payments made pursuant to paragraphs 1 and 4 of Article 238 bis of the General Taxation Code

Shareholders' General Meeting held to approve the financial statements for the year ending 31 December 2014

To the shareholders,

In our capacity as Statutory Auditors of the Company and pursuant to Article L. 225-115-5 of the French Commercial Code (*Code de commerce*), we have prepared this attestation on the information relating to the global amount of payments made pursuant to paragraphs 1 and 4 of Article 238 bis of the General Taxation Code in the financial year ending 31 December 2014, as set out in this document.

Preparation of this information is the responsibility of the Deputy Chief Executive Officer of the Company. Our role is to attest this information.

As part of our statutory audit work, we have carried out an audit of the annual accounts of the Company for the financial year ending 31 December 2014. The purpose of our audit, carried out in accordance with professional standards applicable in France, was to express an opinion on the annual accounts as a whole, and not on the specific items of those accounts used to determine the global amount of payments made pursuant to paragraphs 1 and 4 of Article 238 bis of the General Taxation Code. Consequently, we did not carry out our audit tests and sampling for that purpose and we express no opinion on those items in isolation.

We have carried out the procedures we considered necessary for this task pursuant to the professional standards of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*). Those procedures, which constitute neither an audit nor a limited review, involve making the necessary reconciliations between the global amount of payments made pursuant to paragraphs 1 and 4 of Article 238 bis of the General Taxation Code and the books of account in which that amount is recorded, and verifying that it was consistent with the information used as the basis for preparation of the financial statements for the year ending 31 December 2014.

On the basis of our work, we have no observations to make on the consistency between the global amount of payments made pursuant to paragraphs 1 and 4 of Article 238 bis of the General Taxation Code as stated in the attached document and amounting to €1,896,973.33, and the books of account used as the basis for preparation of the financial statements for the year ending 31 December 2014.

This attestation certifies the global amount of payments made pursuant to paragraphs 1 and 4 of Article 238 *bis* of the General Taxation Code within the meaning of Article L. 225-115-5 of the French Commercial Code.

It has been prepared for your attention in the context specified in the first paragraph above and must not be used, distributed or referred to for other purposes.

The Statutory Auditors

Paris La Défense and Neuilly-sur-Seine, 16 March 2015

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.