

KPMG AUDIT IS

Tour Eqho  
2 avenue Gambetta,  
92066 Paris La Défense Cedex  
France

DELOITTE & ASSOCIES

185 avenue Charles de Gaulle  
92200 Neuilly sur Seine  
France

VINCI

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

Attestation of the Statutory Auditors  
on the total 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  
ended 31 December 2015  
VINCI

French public limited company (*Société Anonyme*)  
1 Cours Ferdinand de Lesseps - 92851 Rueil Malmaison Cedex  
*This report contains three pages*

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France

### VINCI

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

Registered office: 1 Cours Ferdinand de Lesseps - 92851 Rueil Malmaison Cedex  
Issued capital: €1,471,132,687.50

### **Attestation of the Statutory Auditors on the total 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 ended 31 December 2015

To the Shareholders

In our capacity as Statutory Auditors of your 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 total amount of payments made pursuant to paragraphs 1 and 4 of Article 238 *bis* of the General Taxation Code in the financial year ended 31 December 2015, as set out in this document.

Preparation of this information is the responsibility of the Executive Vice President 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 parent company financial statements for the financial year ended 31 December 2015. The purpose of our audit, carried out in accordance with professional standards applicable in France, was to express an opinion on the parent company financial statements as a whole, and not on the specific items of those financial statements used to determine the total 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 in accordance with 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 total amount of payments made pursuant to paragraphs 1 and 4 of Article 238 *bis* of the General Taxation Code and the accounts from which the figure was calculated, and checking that it is consistent with the information used to prepare the parent company financial statements for the year ended 31 December 2015.

On the basis of our work, we have no observations to make on the consistency between the total 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 €1,956,032, and the books of account used as the basis for preparation of the parent company financial statements for the financial year ended 31 December 2015.

This attestation is a substitute for certification of the total 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, 17 March 2016

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.*

**Supprimé:** SI  
the financial sta  
ended 31 Decem