

VINCI

French public limited company (*Société Anonyme*)

1 Cours Ferdinand de Lesseps
92851 Rueil Malmaison Cedex

Attestation of the Statutory Auditors on the information provided pursuant to article L.225-115-4 of the French Commercial Code relating to the total amount of remuneration paid to the highest-paid individuals in the financial year ended 31 December 2015

KPMG AUDIT IS

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2 avenue Gambetta
92066 Paris La Défense Cedex

DELOITTE & ASSOCIES

185 avenue Charles de Gaulle
92200 Neuilly sur Seine

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Shareholders' General Meeting convened to approve the financial statements for the financial year ended 31 December 2015

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of VINCI and pursuant to Article L.225-115-4 of the French Commercial Code (*Code de commerce*), we have prepared this attestation on the information appearing in the attached document relating to the total amount of remuneration paid to the highest-paid individuals in the financial year ended 31 December 2015.

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 duties as Statutory Auditors, 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 the remuneration paid to the

highest-paid individuals. Consequently, we did not carry out our audit tests and sampling for that purpose and we express no opinion on those items taken separately.

We have carried out the procedures we considered necessary for this engagement in accordance with the professional guidelines 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, involved making the necessary reconciliations between the total amount of the remuneration paid to the highest-paid individuals and the accounting information from which that figure was calculated, and verifying that that amount corresponds to the financial information used as the basis for preparation of the parent company financial statements for the financial year ended 31 December 2015.

Based on our work, we have no observations to make on the correspondence between the total amount of the remuneration paid to the highest-paid individuals appearing in the attached document and amounting to €7,202,909 and the accounting information that formed 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 accuracy of the total amount of the remuneration paid to the highest-paid individuals within the meaning of Article L.225-115-4 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.

Paris La Défense Neuilly sur Seine, 17 March 2016

The Statutory Auditors

KPMG AUDIT IS

DELOITTE & ASSOCIES

Jay Nirsimloo Philippe Bourhis

Alain Pons Marc de Villartay