

STATEMENT

RELATING TO SEVERANCE PAY COMMITMENT

DECIDED BY THE VINCI BOARD OF DIRECTORS ON 7 FEBRUARY 2018

Description of severance pay commitment

At its meeting of 7 February 2018, the Board approved a commitment to provide Mr Huillard with severance pay in the event that the Board simultaneously terminates both of his appointments as Chairman of the Board and Chief Executive Officer prior to the normal expiry of his term of office as Director, except in the case of gross negligence or retirement.

This commitment is limited to 24 months of his remuneration. Severance pay may reach the 24-month limit if the average rate of achievement of the quantitative targets used to calculate the variable part of his remuneration (net earnings per share, recurring operating income, operating cash flow) over the two years preceding the termination of his appointments were above 100% of the objective and may be nil if the average rate were less than or equal to 60% of the objective. Between these two limits, the amount of severance pay would be determined by linear interpolation.

The amount of severance pay would be halved if the termination occurs during the fourth year of Mr Huillard's term of office.

Statement by Xavier Huillard

Subject to approval of the VINCI Shareholder's General Meeting of 17 April 2018 of the severance pay commitment decided by the Board of Directors at its meeting of 7 February 2018 and of the renewal of my term of office as Board member also proposed to the Shareholders' General Meeting, I the undersigned, Xavier Huillard, hereby certify that I will not pursue enforcement of the above-described severance payment if the average rate of achievement of the quantitative targets used to calculate the variable part of my remuneration over the two years preceding the simultaneous termination of both my appointments as Chairman of the Board and Chief Executive Officer were to be below 85%.

Rueil Malmaison, 19 March 2018