



**A French public limited company (*Société anonyme*)  
with share capital of 348.648.524 euros  
Registered office : 163, quai du Docteur-Dervaux, 92601 Asnières-sur-Seine Cedex  
Nanterre Trade and Companies Registry No 709 802 094**

**PRESS RELEASE**

**27 February 2013**

**Share capital increase reserved for Eiffage Group employees**

Eiffage announces an increase in share capital reserved for Eiffage Group employees in France and which will have the following main characteristics:

**Aim of the operation, purpose of the offer:**

To safeguard its employee shareholding policy, a hallmark of the Group for over 20 years, Eiffage decided to carry out an increase in share capital reserved for employees, non supplemented, with a 20% discount through the “Eiffage Actionnariat” FCPE created for this purpose.

**Framework of the operation – Subscription price and maximal amount of the shares that may be issued:**

At its meeting on April 18, 2012, the Combined General Shareholders’ Meeting delegated to the Company’s Board of Directors their competence to decide to increase the Company’s share capital, in one or several steps, up to a maximum nominal amount of €15 million, with waiver of preferential subscription right to the benefit of the employees of the Company and any companies related to it pursuant to article L. 225-180 of the French Commercial Code and participating in a company savings plan.

Using this delegation, the Board of directors decided on February 27, 2013 the issuance of ordinary shares to the benefit of the members of the group savings plan at a price of 26.20 euros per shares corresponding to 80% of the average share prices during the 20 trading sessions preceding February 27, 2013, pursuant to the provisions of articles L. 3332-18 and subsequent of the French labour code.

The maximum number of Eiffage shares that may be issued in connection with this offer is 3.750.000 shares (corresponding to a maximum increase in share capital of €15 million of nominal), namely a global offer of 98.250.000 euros.

**Characteristics of the shares offered:**

The new Eiffage shares that may be subscribed through the “Eiffage Actionnariat” FCPE are ordinary shares. They will be admitted to trading on NYSE Euronext on the same line as existing shares (Isin Code: FR0000130452). They will grant rights immediately and will carry a right to dividend

decided by the General Meeting convened for April 17, 2013. The new shares will be assimilated to the existing shares and not subject to any restriction.

The shares of the “Eiffage Actionnariat” FCPE corresponding to the Eiffage shares subscribed must be held by their beneficiaries for a five year period, except where a case of early release occurs, as authorized by French law.

The voting rights attached to the shares subscribed through the “Eiffage Actionnariat” FCPE will be exercised by the “Eiffage Actionnariat” FCPE’s supervisory board.

**Conditions of subscription:**

Beneficiaries of the share offering reserved for employees : Companies employees (as retired employees and employees on early retirement which have kept assets in the Group savings plan) which have become members of the Group savings plan after at least three month’s services.

Companies in the offering perimeter : Eiffage company and Eiffage group companies which will have become members of the Group savings plan.

**Terms of subscription:**

The shares will be subscribed through the « Eiffage Actionnariat » FCPE within the framework of a single subscription formula known as « classic » with 20% discount to the reference price.

**Timetable of the operation:**

Subscription period: From March 11, 2013 (included) to April 2, 2013 (included).

Settlement-delivery of the offer: planned for April 24, 2013.

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**This press release does not constitute an offer or an invitation for the subscription of Eiffage shares.**

**It constitutes the document required by Article 12-4 5° of the AMF General Regulation and Article 14 of the AMF instruction n°2005-11 and its appendix IV.**