



**A French public limited company (*Société anonyme*)
with share capital of 357,754,520 euros
Registered office: 163, quai du Docteur-Dervaux, 92601 Asnières-sur-Seine Cedex
Nanterre Trade and Companies Registry No 709 802 094**

26 February 2014

Share capital increase reserved for Eiffage Group employees

Eiffage announces an increase in share capital reserved for Eiffage Group employees in France, Belgium, Luxembourg and Senegal 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 a share capital increase reserved for employees, through the “Eiffage Actionnariat Relais 2014” FCPE created for this purpose, with a 20% discount, excluding however any additional sum paid by the company (“abondement”).

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

At the Combined General Shareholders’ Meeting on April 17, 2013, shareholders of the Company delegated to its Board of directors the authority to decide to increase the Company’s share capital, in one or several times, 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 of any companies related to it pursuant to article L. 225-180 of the French Commercial Code and article L.3344-1 of the French Labour Code and participating in a company savings plan.

Using this delegation, the Board of directors decided on February 26, 2014 the issuance of ordinary shares to the benefit of the members of the company savings plan of Eiffage Group and of the Eiffage International group savings plan at a price of 36.35 Euros per share, corresponding to 80% of the average share prices during the 20 trading sessions preceding February 26, 2014, 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 136,312,500 Euros.

Characteristics of the shares offered:

The new Eiffage shares that may be subscribed through the “Eiffage Actionnariat Relais 2014” FCPE are ordinary shares. They will be assimilated to the existing shares and 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 16, 2014.

Units of the “Eiffage Actionnariat Relais 2014” FCPE corresponding to the Eiffage shares subscribed under this offering 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 Relais 2014” FCPE will be exercised by the FCPE’s supervisory board.

Conditions of subscription:

Beneficiaries of the share offering reserved for employees: employees, with at least three months' services on the last day of the Subscription period, of the companies being member of the company savings plan of Eiffage Group or of the Eiffage International group savings plan. Retired employees and employees on early retirement who have kept assets in the above-mentioned savings plan can also participate to this offering.

Companies in the offering perimeter: Eiffage S.A. and Eiffage group companies which will have become member of the company savings plan of Eiffage Group or of the Eiffage International group savings plan.

Terms of subscription:

The shares will be subscribed through the "Eiffage Actionnariat Relais 2014" 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 12, 2014 (included) to April 4, 2014 (included).

Settlement-delivery of the offer: planned for May 13, 2014.

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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 212-4 5° of the AMF General Regulation and Article 14 of the AMF instruction n°2005-11 and its appendix IV.