EIFFAGE

Share capital increase reserved for Eiffage group employees

Eiffage announces an increase in share capital reserved for Eiffage Group employees in France, Belgium, Luxembourg, Spain 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 an increase in share capital reserved for employees, non supplemented, with a 20% discount through the FCPE Eiffage Actionnariat Relais 2016 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 15, 2015, 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 24, 2016 the issuance of ordinary shares to the benefit of the members of the group savings plan at a price of 49.30 euros per share corresponding to 80 % of the average share prices during the 20 trading sessions preceding February 24, 2016, 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 184,875,000 euros.

Characteristics of the shares offered:

The new Eiffage shares that may be subscribed through the FCPE Eiffage Actionnariat Relais 2016 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 20 2016. The new shares will be assimilated to the existing shares and not subject to any restriction.

The shares of the FCPE Eiffage Actionnariat Relais 2016 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 FCPE Eiffage Actionnariat Relais 2016 will be exercised by the FCPE Eiffage Actionnariat Relais 2016 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 French and international savings plans.

Terms of subscription:

The shares will be subscribed through the « Eiffage Actionnariat Relais 2016 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 14, 2016 (included) to April 10, 2016 (included).

Settlement-delivery of the offer: planned for May 16, 2016.

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.

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