

Shareholders' General Meeting

14 APRIL 2026 - PARIS



Disclaimer

This presentation may contain forward-looking objectives and statements about VINCI's financial situation, operating results, business activities and expansion strategy.

These objectives and statements are based on assumptions that are dependent upon significant risk and uncertainty factors that may prove to be inaccurate. The information is valid only at the time of writing and VINCI does not assume any obligation to update or revise the objectives on the basis of new information or future or other events, subject to applicable regulations.

Additional information on the factors that could have an impact on VINCI's financial results is contained in the documents filed by the Group with the French securities regulator (AMF) and available on the Group's website at www.vinci.com or on request from its head office.



Xavier Huillard

Chairman of VINCI





Agenda

Agenda

Ordinary business

- Approval of the 2025 consolidated and parent company financial statements and appropriation of the parent company's net income
- Renewal of Xavier Huillard, Claude Laruelle and René Medori's terms of office as directors
- Ratification of the co-option of Frédéric Nougarede as Director representing employee shareholders
- Determination of the aggregate annual amount of remuneration awarded to members of the Board of Directors
- Renewal of the delegation of powers to the Board of Directors in view of the purchase by the Company of its own shares
- Approval of the remuneration policy for members of the Board of Directors and for executive and non-executive officers / Approval of the report on remuneration and of the total remuneration paid in 2025 or due in respect of that same year to Xavier Huillard and Pierre Anjolras

Agenda

Extraordinary business

- Authorisation granted to the Board of Directors in view of the reduction of the share capital through cancellation of VINCI shares held in treasury
- Delegations of authority to the Board of Directors to carry out share capital increases reserved for Group employees in France and abroad with preferential subscription rights cancelled
- Amendments to the Articles of Association

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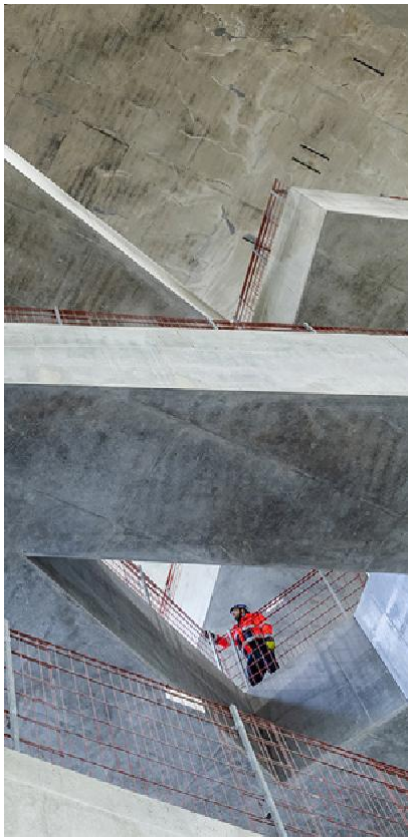
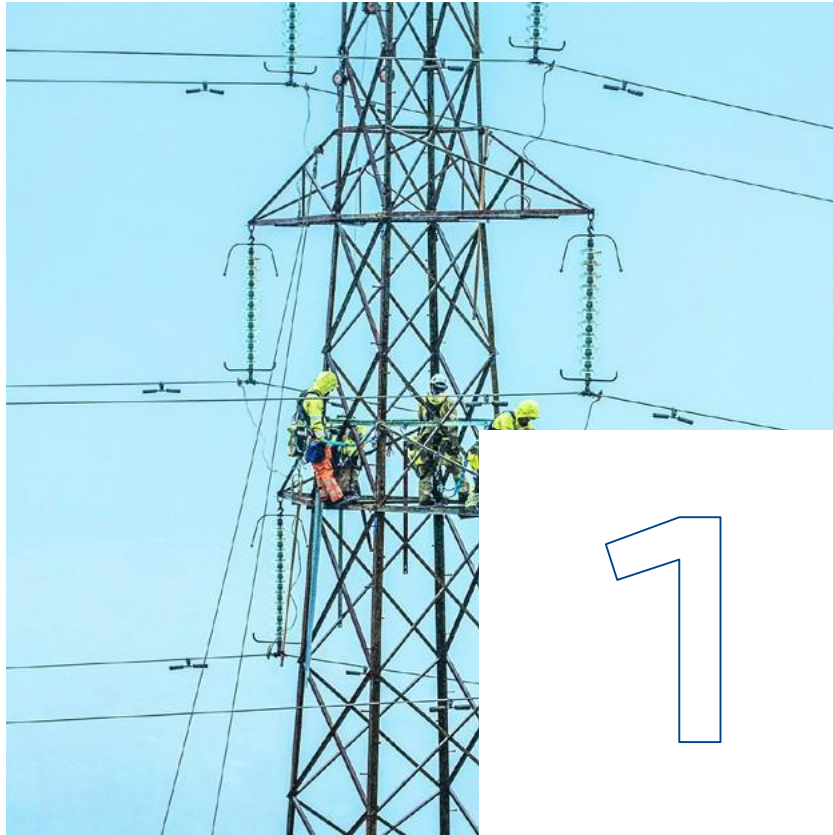
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5

**Reports of the
Statutory Auditors**



1

2025 film
of the year





Pierre Anjolras

Chief Executive Officer of VINCI





2

2025 performance



 **Social
performance**

Safety: the top priority, every day on every worksite



**No lost-time accidents recorded
in 76% of VINCI companies**

**3.5 million hours
of health, safety and
security training in 2025**

Creating long-term jobs



294,000
collaborators worldwide

+85,000
people recruited

+10,000
under 25 years old

93%
of employment
contracts are
permanent

29%
of women among
the managers
recruited

Taking action in the heart of communities

In France

6,500

secondary-school
students welcomed

8,500

young people in
work-study programs

4,000

people with remote
employment prospects



Developing employability



232,000
employees trained

24 hours
of training per employee

100
internal training centers

730,000
modules completed

Easing civic engagement



A network of 15
foundations



€7.2 million of grants
by all the foundations
worldwide

Giving employees a stake in the business

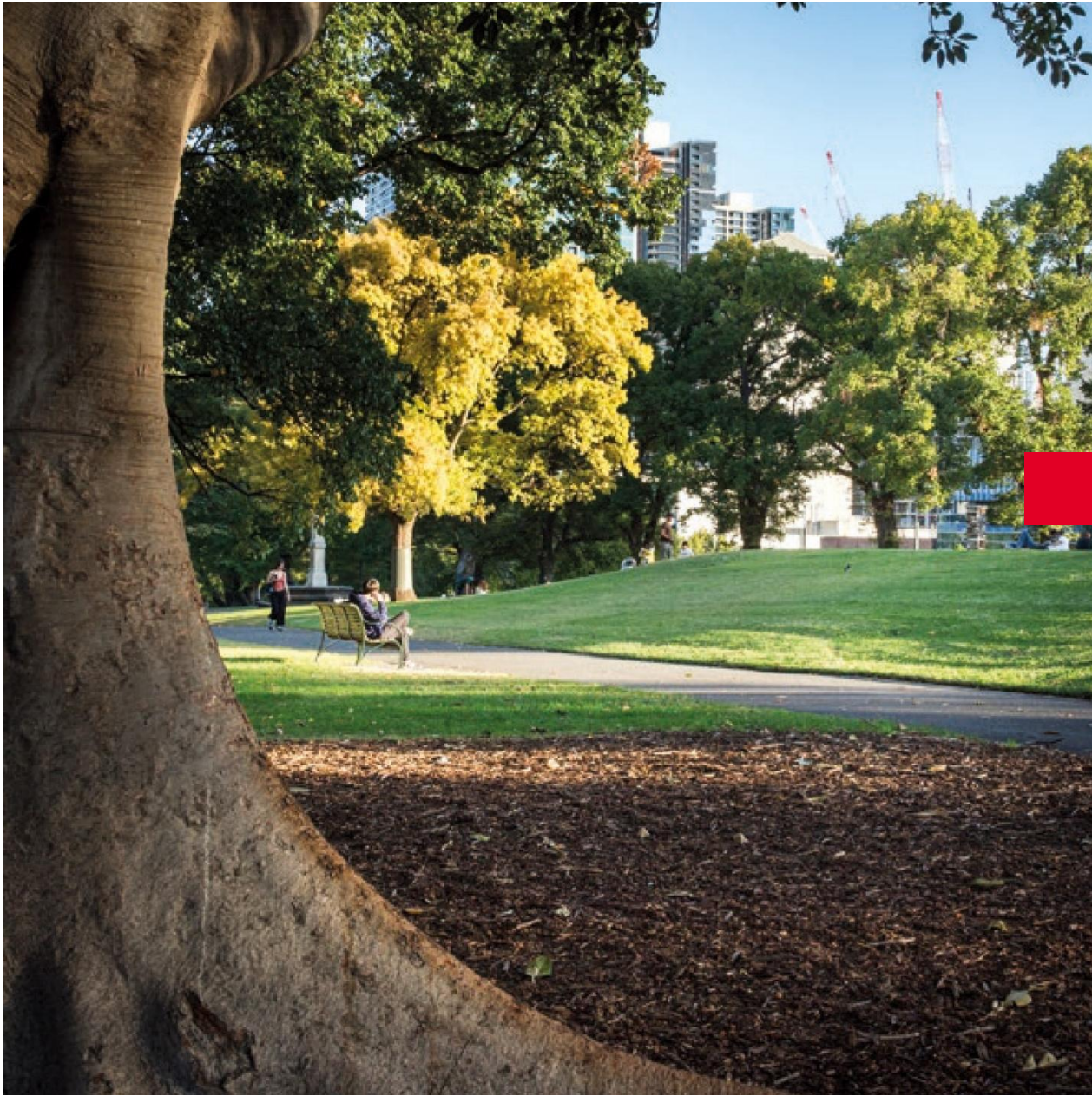


3rd

CAC 40's company
regarding employees
shareholding rate

More than 176,000 current and former
employees are individual shareholders

Together they own **11.3%** of VINCI's capital

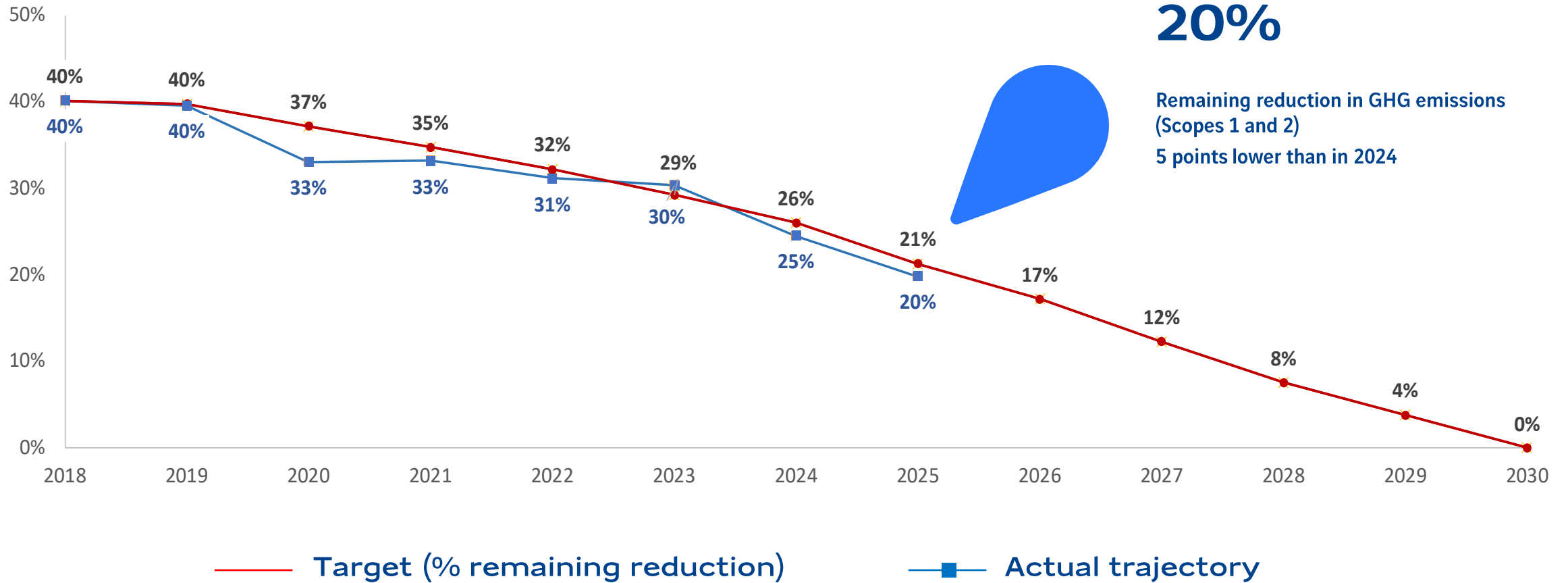


Environmental performance

2025 carbon trajectory

Greenhouse gas emissions at 31/12/2025 (Scopes 1 and 2)

Data relates to **absolute** emissions, adjusted for the impact of acquisitions



VINCI's environmental ambition and 2025 performance



Acting for the climate



Optimising resources thanks to the circular economy

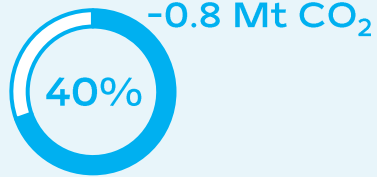


Preserving natural environments

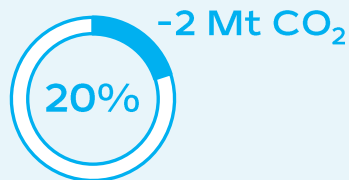
2030 AMBITION

PERFORMANCE IN 2025

40% reduction in Scope 1 and 2 GHG emissions vs. 2018



20% reduction in Scope 3 GHG emissions vs. 2019



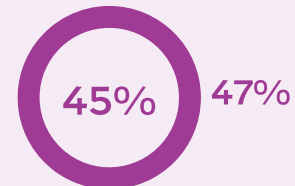
2030 AMBITION

PERFORMANCE IN 2025

20 Mt of recycled materials produced by VINCI Construction



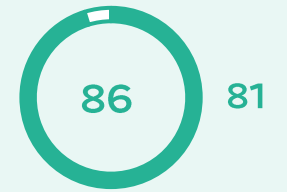
Reclaimed asphalt mix from VINCI Autoroutes reused on its own worksites



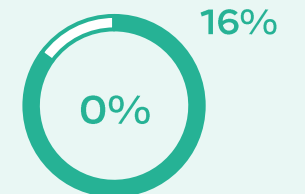
2030 AMBITION

PERFORMANCE IN 2025

Zero plant protection products used on concession sites



No net land take by VINCI Immobilier in France



Our businesses contribute to the environmental transition



Production of renewable and nuclear energy



Transmission and distribution of electricity



Rail infrastructure for low-carbon travel



Active mobility infrastructure – cycle paths and pedestrian zones



Electromobility infrastructure



Water treatment plants and networks



Building refurbishment



Energy efficiency

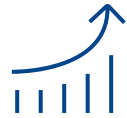
48%
of revenue is European taxonomy-eligible



 **Economic
performance**

Key highlights 2025

Outstanding performance – Record free cash flow



Increase in
revenue

€74.6

billion (+4%)



Growth in
net income

€4.9

billion



Record
free cash flow

€7.0

billion

Strong international footprint



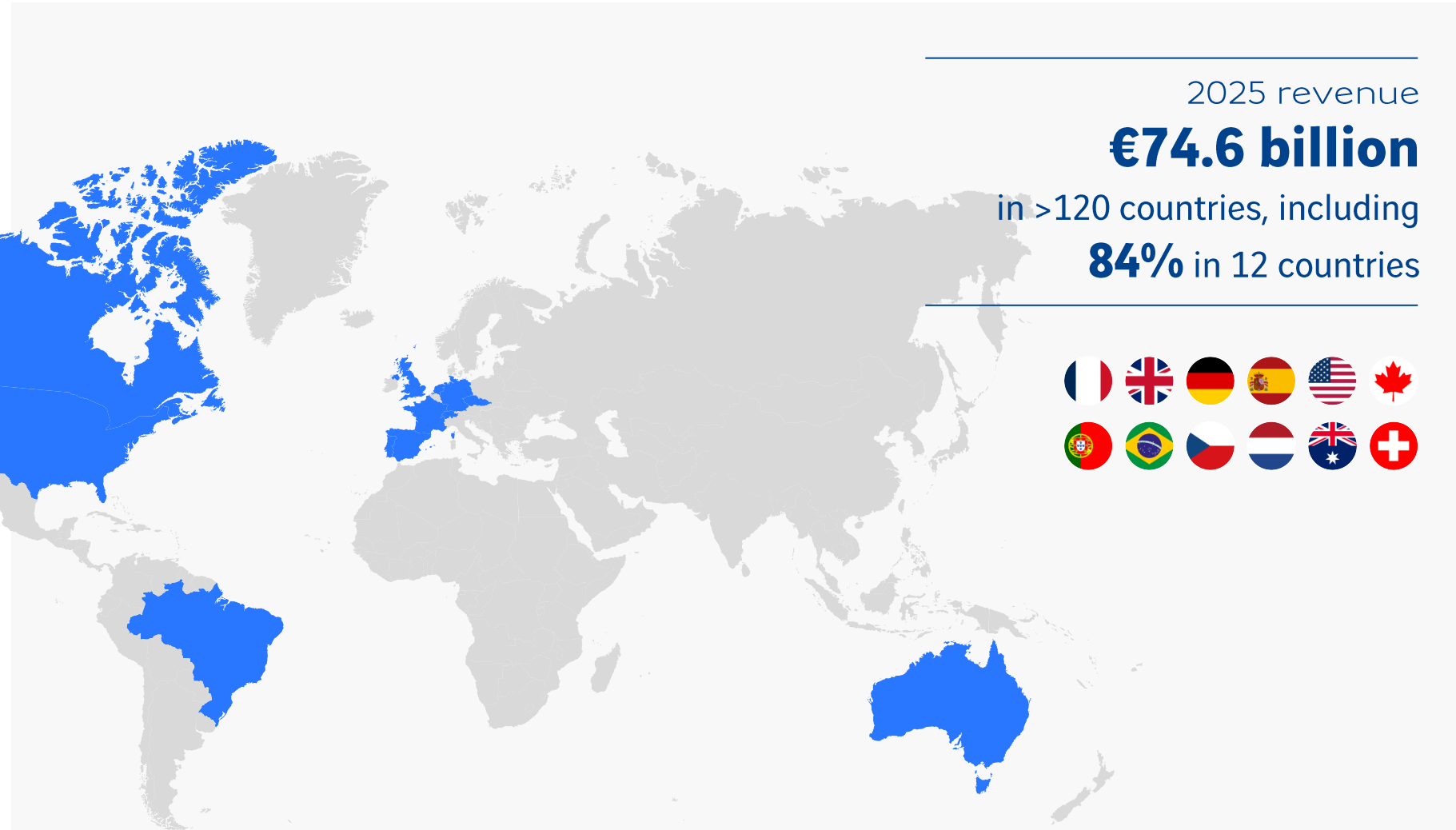
Outside France



59%
of VINCI's total
revenue



56%
of VINCI's net
income



**World's first private
airport operator**

More than 70 airports managed

14 countries

World-class assets

Operational excellence

Successful recent integrations



Concessions in 2025

VINCI Airports

Revenue

€4.8 billion

Δ 2025/2024 +6.0%

Year-end workforce

13,200

Key takeaways

- 334 million passengers: +5.0%
- Remarkable traffic increases:
 - Mexico
 - Edinburgh
 - Budapest
- 400 new routes

World's first private motorway operator

8,200 km network

including 3,750 km outside France

14 countries

World-class assets

Operational excellence

Successful recent integrations



Concessions in 2025

VINCI Autoroutes

Revenue

€6.7 billion

Δ 2025/2024 +2.3%

Year-end workforce

5,200

Key takeaways

- Traffic: +0.9%
- Escota: approval of the work programme until the end of the concession

VINCI Highways

Revenue

€543 million

Δ 2025/2024 +35%

Year-end workforce

3,000

Key takeaways

- Solid traffic
- Brazil: 1,200 km of highways managed
 - Successful integration of Via Cristais
 - Entrevias fully consolidated



Energy Solutions in 2025

Global leader in energy solutions

Top quality of execution
Solid track-record
Focus on profitability and cash generation



VINCI Energies Cobra IS

Revenue

€29.6 billion

Δ 2025/2024 +7.8%

Year-end workforce

153,300

Key takeaways

- **Germany:** 1st market outside France
- **33 acquisitions** by VINCI Energies: €700 million additional annual revenue
- **Flow business** (88% of total revenue)
Growth at a firm pace: +6%
- **EPC** (12% of total revenue)
Strong increase: +24%
Strategic energy transition and sovereignty projects :
 - in Germany
 - in Brazil
 - in Australia

Global leader in construction

Selectivity
Top quality of execution
Focus on profitability and cash
generation



Construction in 2025

VINCI Construction VINCI Immobilier

Revenue

€33.2 billion

Δ 2025/2024 +1.0%

Year-end workforce

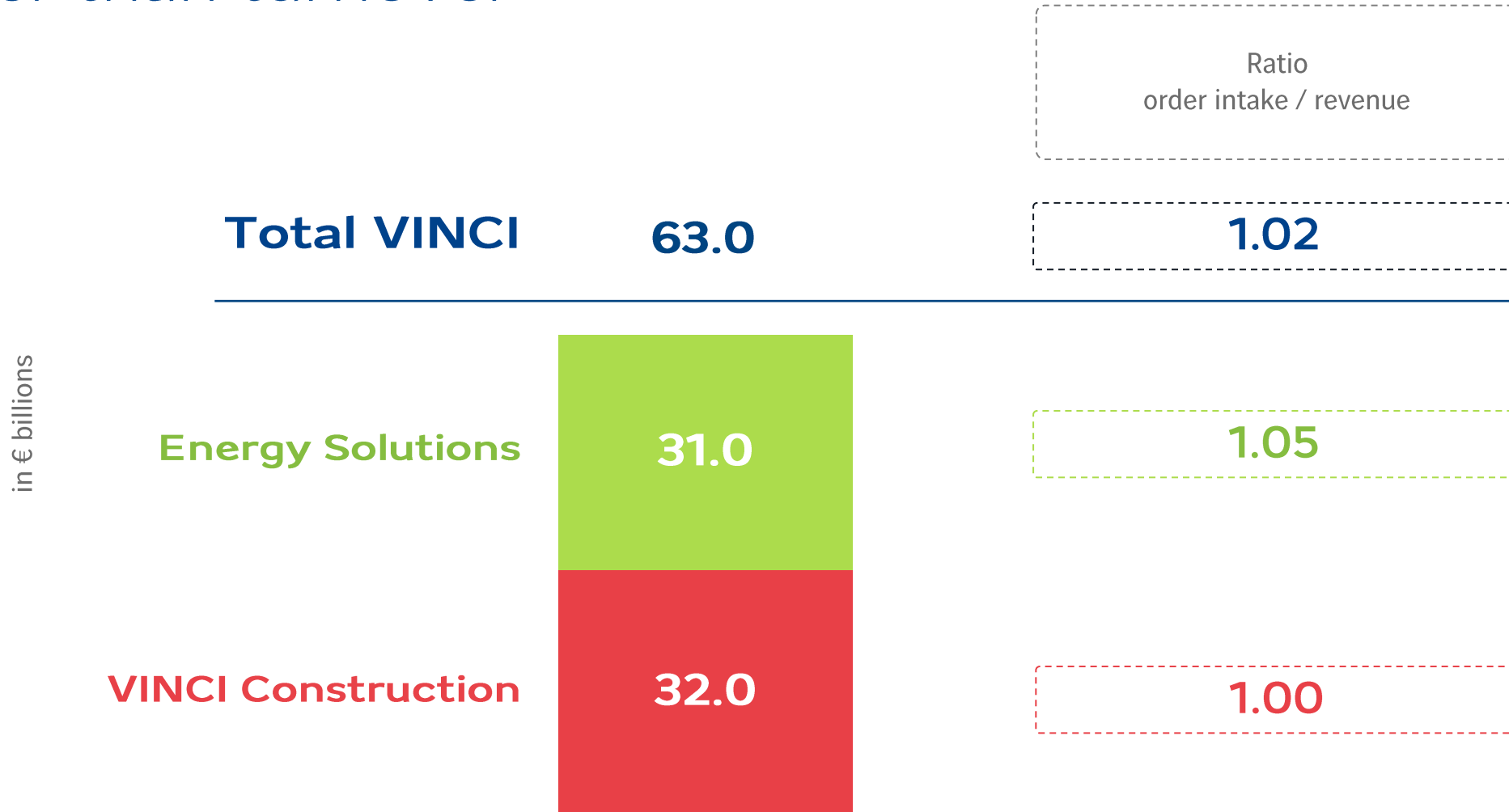
118,000

Key takeaways

- Firm flow business:
 - road works
 - rail works
 - water works
 - building refurbishment
- Specialty Networks buoyant in the nuclear industry
- Decline in the activity of major projects (11% of total revenue)
- Resilience of VINCI Immobilier in a property market still depressed in France

Order intake in 2025 at a high level

Higher than turnover





Financial performance

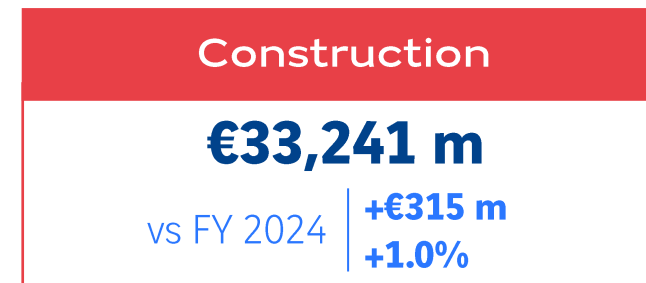
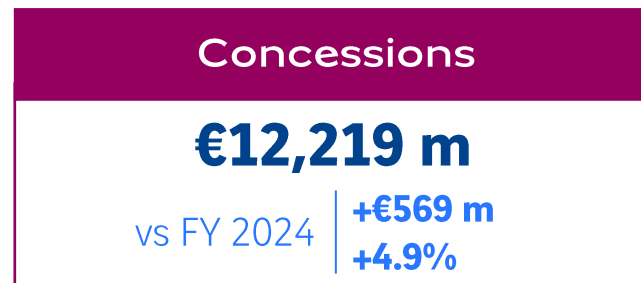
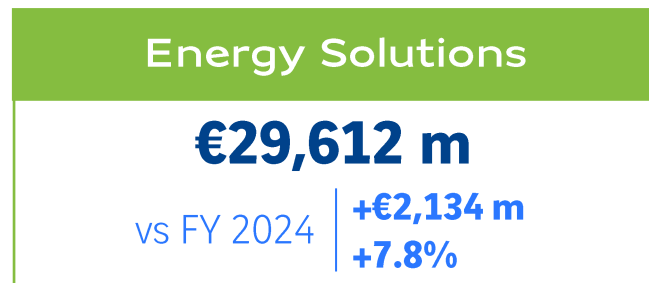
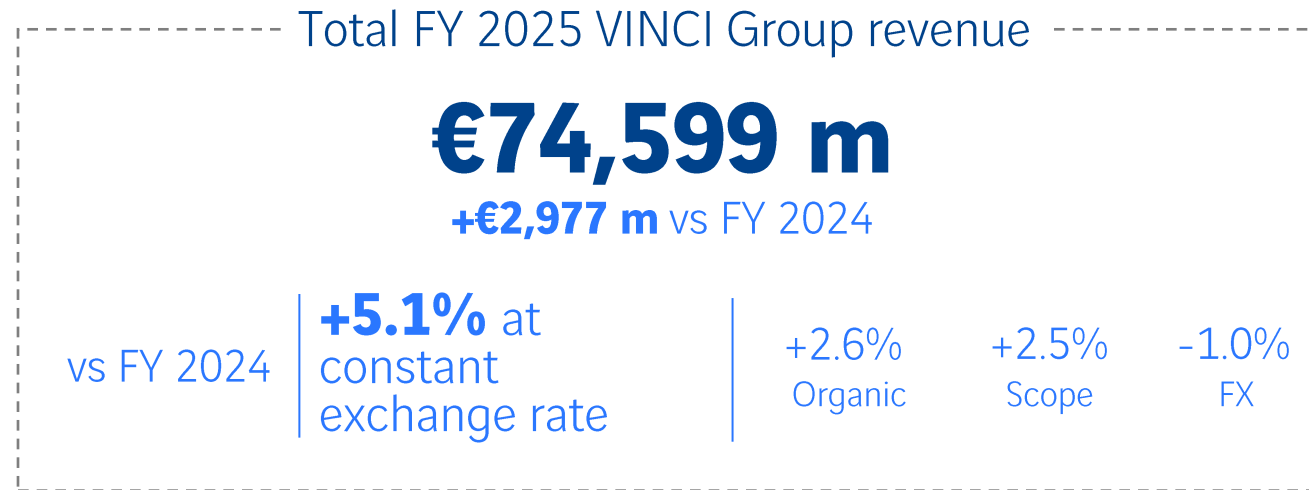


Christian Labeyrie

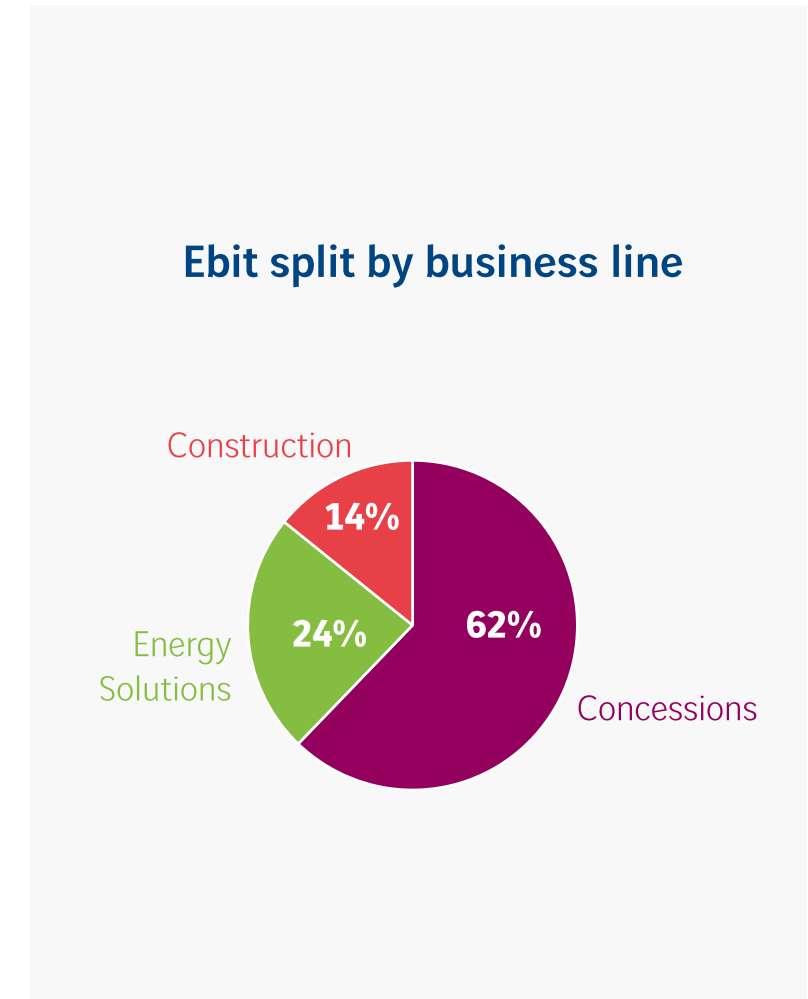
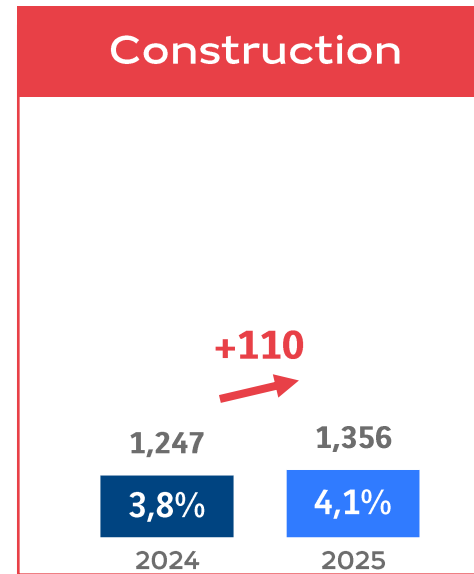
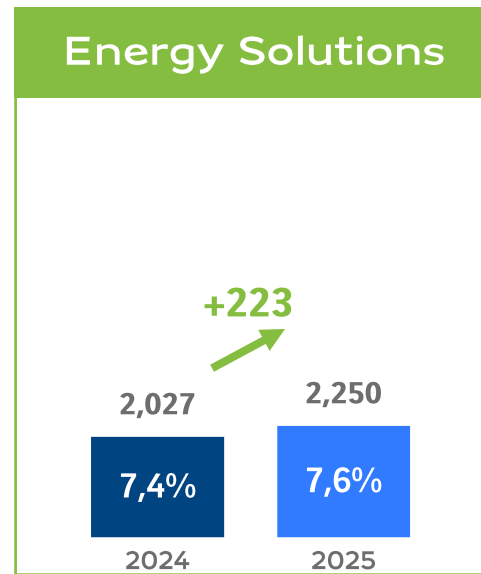
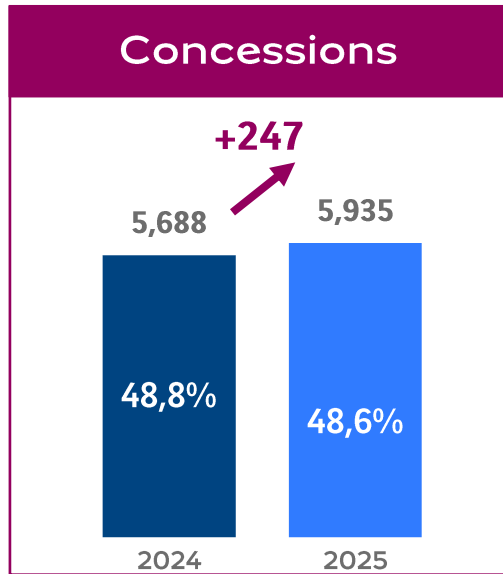
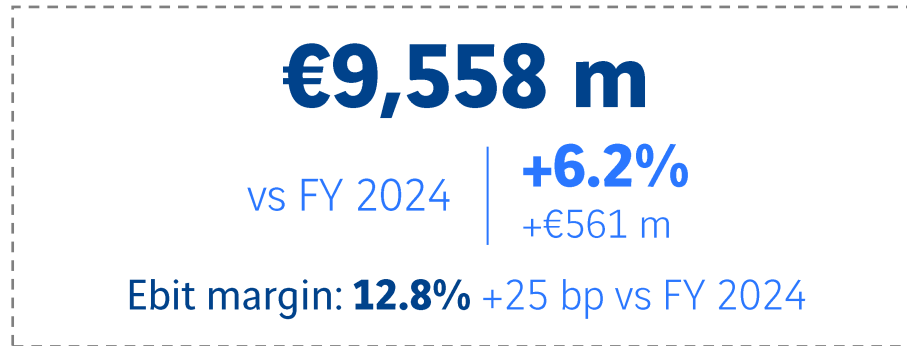
Executive Vice-President and Chief Financial Officer, VINCI



Revenue growth driven by Energy Solutions and Concessions



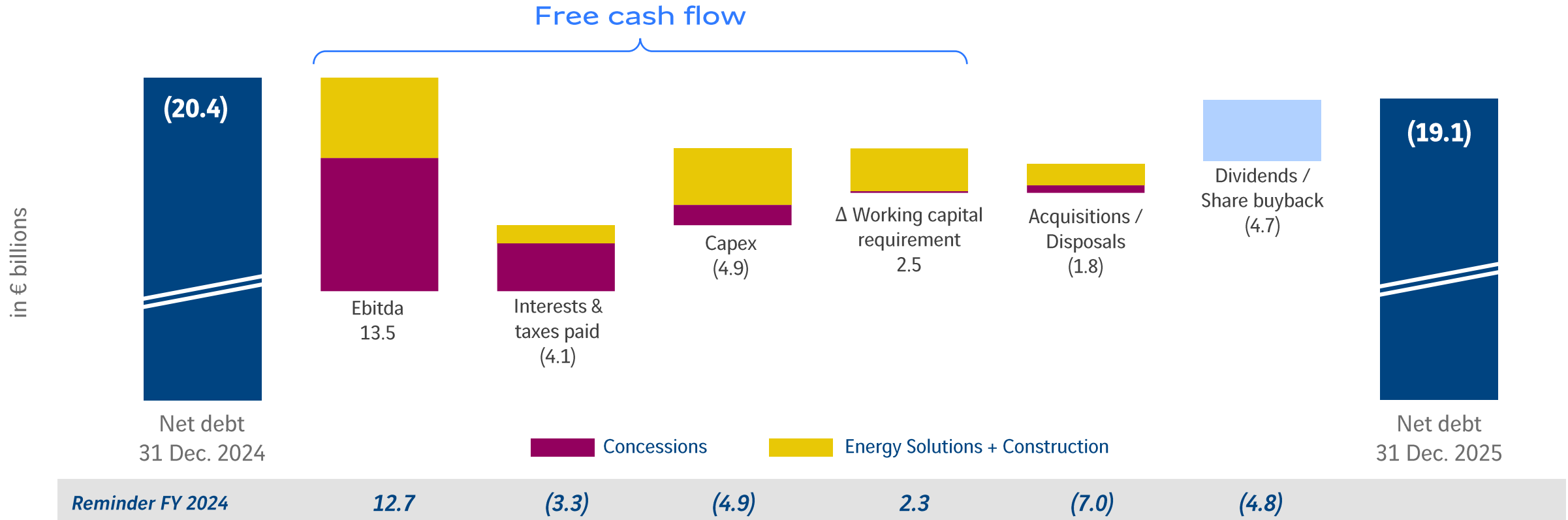
Operating income from ordinary activities (Ebit)



Ebit in € millions and Ebit margin as % of revenue

Record free cash flow: €7 bn

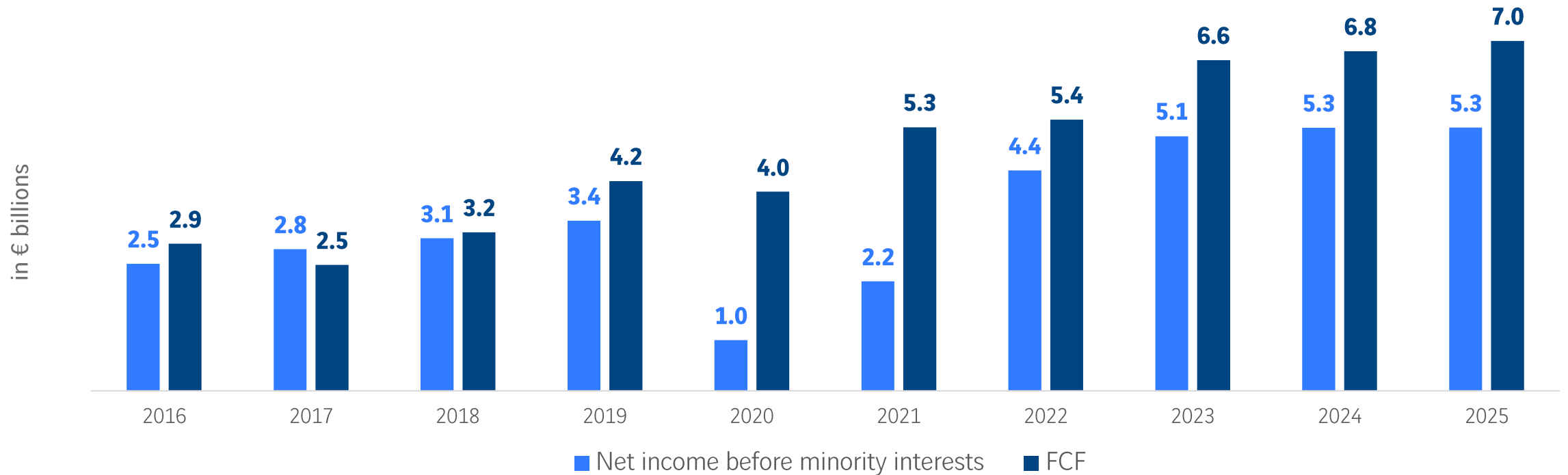
Decrease of net debt: €-1.3 bn



Free cash flow: €6,808 m in FY 2024

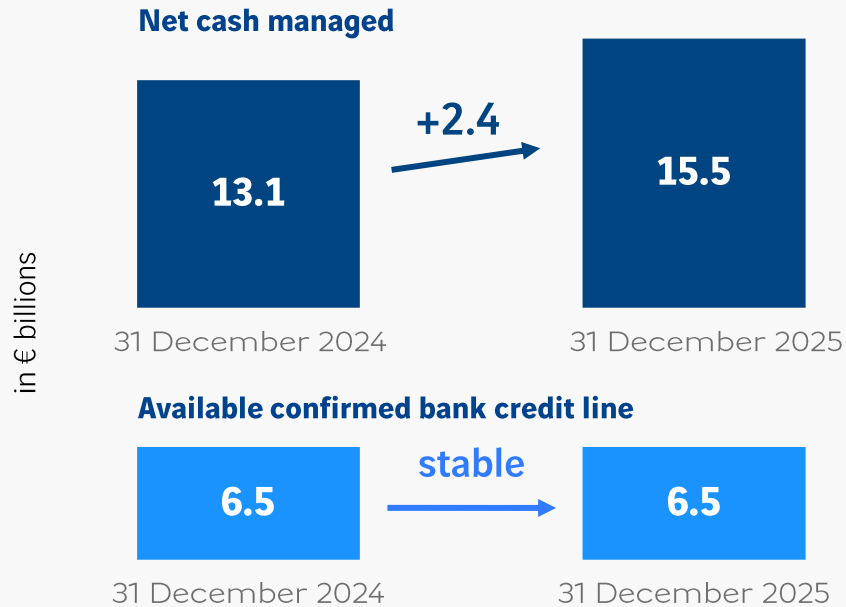
Strong FCF generation

€48 bn generated between 2016 and 2025, representing a 136% cash conversion ratio



Very robust financial position

HIGH LEVEL OF LIQUIDITY



SOLID CREDIT RATING

S&P
(Confirmed in October 2025)

A-

Outlook stable

Moody's
(Confirmed in May 2025)

A3

Outlook stable

In 2025:

- **€5.7 bn** of new refinancing
- **€4.2 bn** repaid

Average gross debt in 2025: €33 bn

(of which €16.9 bn at fix rate and €16.3 bn at variable rate)

- **Average maturity: 5.5 years**
- **Average cost: 4.37%** (4.94% in 2024)
- **Debt in euros: 57% of total debt**



3

Outlook

VINCI Airports

Main ongoing developments

Aerodom – Santo Domingo

Start of works on the new passenger terminal building



OMA – Mexico New Master Development Program signed



London Gatwick – Expansion project

Approval of the Northern Runway project



Budapest airport

Start of works on a new passenger terminal building



ANA – New Lisbon airport

Launch of the preliminary design phase



Cabo Verde Airports – New investments

to support growth in tourism and in the local economy

VINCI Autoroutes and VINCI Highways

Main ongoing developments



Cofiroute
Signature of a new
"contrat de plan"



Safeway Concessions – India
Signature of an agreement for the acquisition
of 9 highway concessions (700 km)

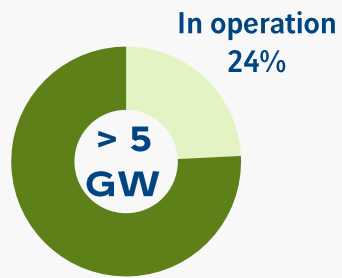
Long term energy assets

Renewable energy production

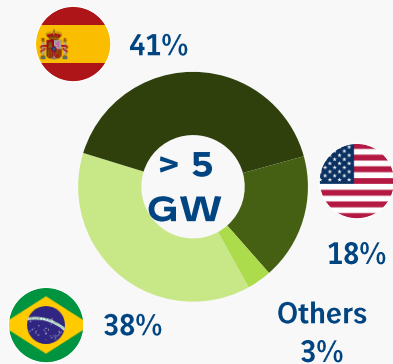


Portfolio of 5 GW at the end of 2025

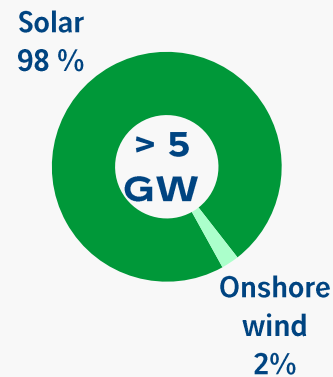
Split by status



Split by geography



Split by technology



Total investments to date ~ € 2.3 billion

Transmission line



Portfolio of 4 PPP at the end of 2025

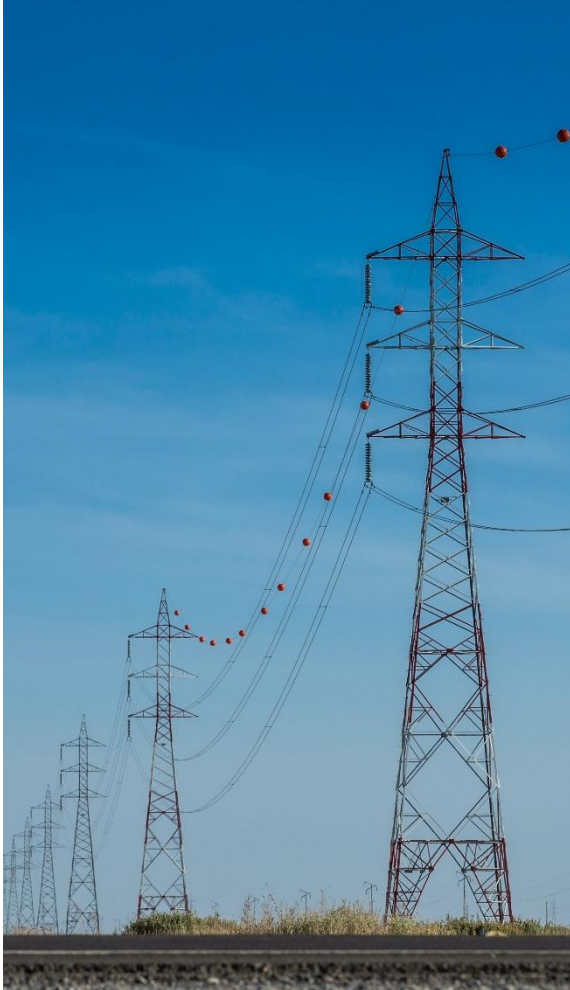








3 PPP (~1,900 km of lines)
2 under construction
1 in operation



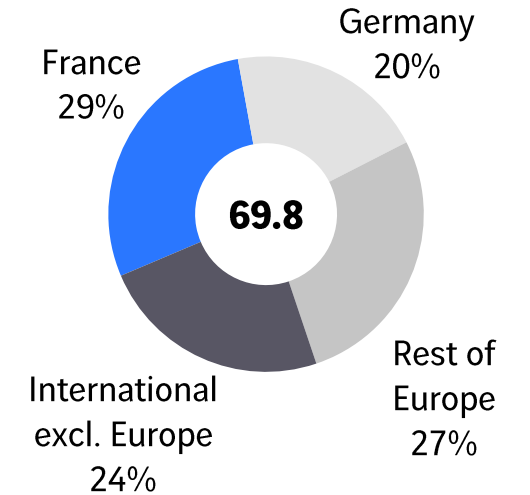
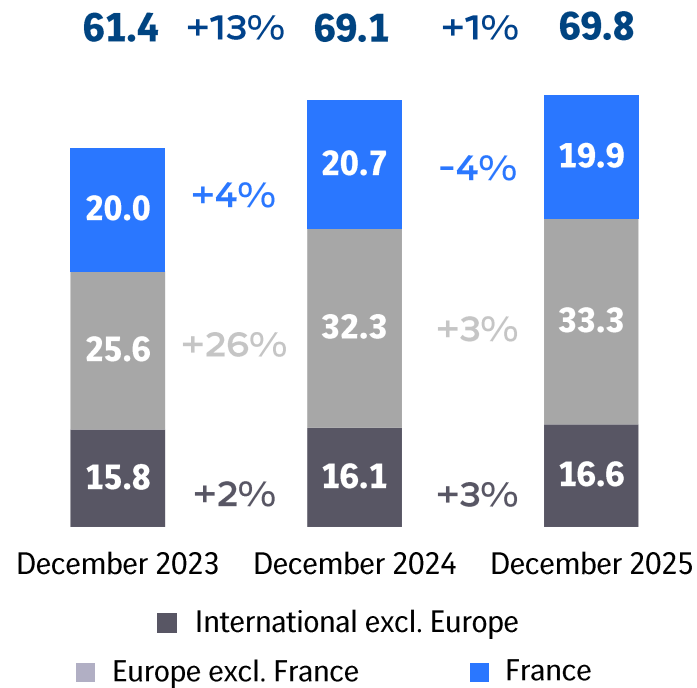
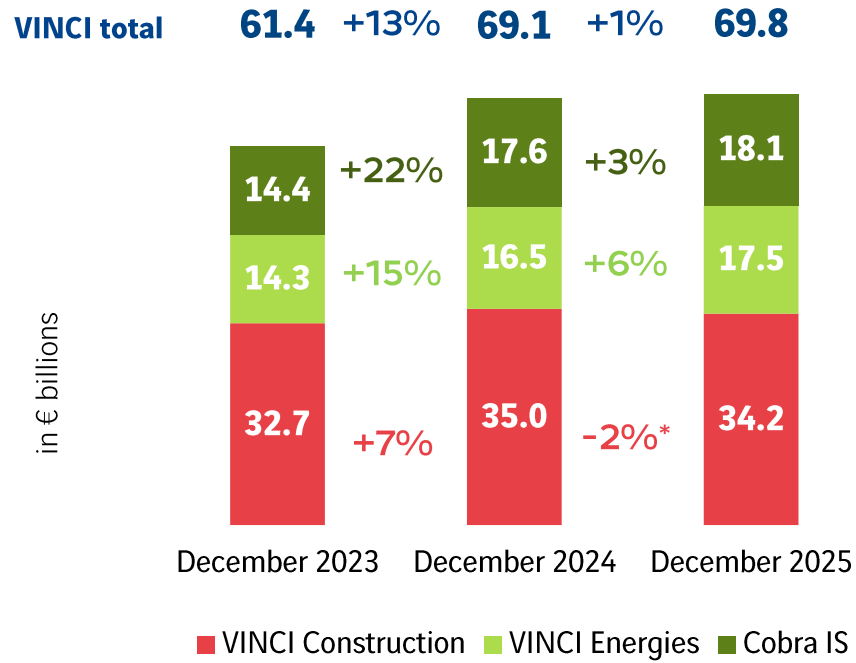
1 PPP (>200 km of lines)
under construction

VINCI's exposure to megatrends



		Revenue 2025	2025 order book
Electricity		~€11 billion	~€19 billion
Rail		~€6 billion	~€11 billion
Defence		~€2 billion	~€3 billion
Water		~€3 billion	~€3 billion
Digital		~€7 billion	~€6 billion
Healthcare		~€2 billion	~€2 billion

Order book at a very high-level



2026 guidance



CONCESSIONS

VINCI Airports: passenger numbers should continue to increase overall, in step with global economic growth, although with various situations between regions

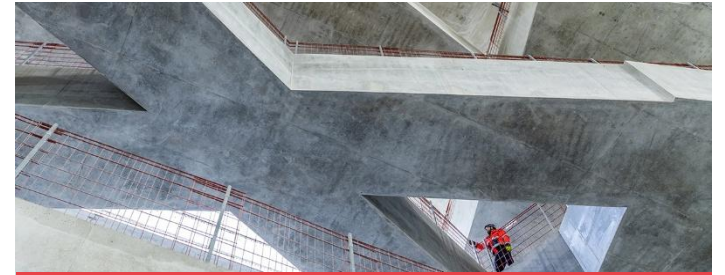
VINCI Autoroutes: traffic growth should follow French economic output and that of neighbor's countries (o/w Spain and Italy)



ENERGY SOLUTIONS

- Mid to high single-digit revenue growth
- With an expected improvement of its operating margin (7.6% in 2025)

Zero.e's renewable energy portfolio: total capacity – in operation, under construction and Ready-to-Build – could rise from 5 GW to around 6 GW at the end of 2026



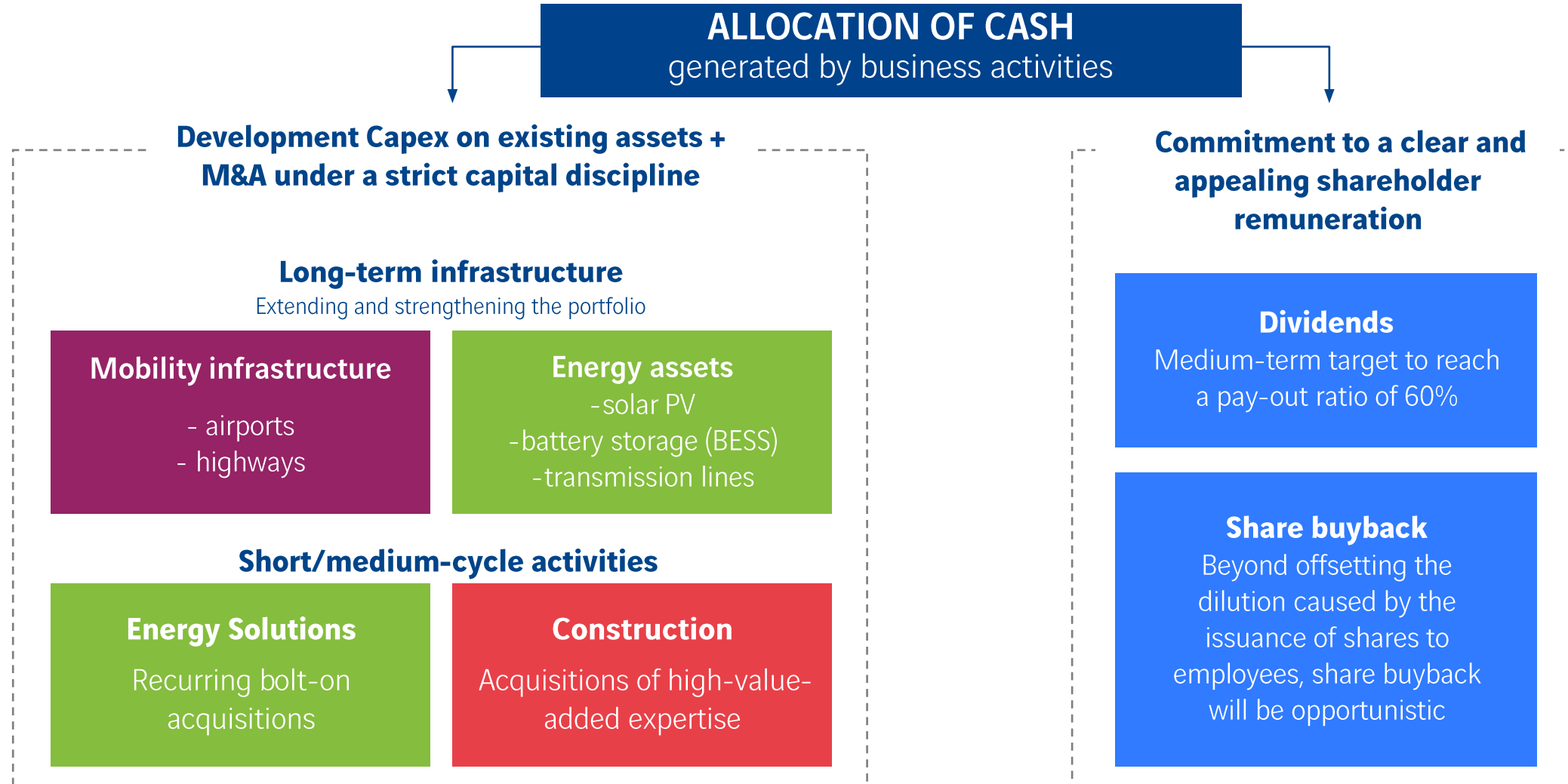
CONSTRUCTION

- Revenue – excluding forex effect – is likely to be similar to its 2025 level
- With at least the same operating margin (4.2% in 2025)

Based on those developments and assuming no change in taxation, the Group would expect for 2026:

- further growth in its revenue, operating earnings and net income attributable to owners of the parent;
- free cash flow, as an initial estimate, that could reach €6 billion

Capital allocation strategy



VINCI: our shared culture



Long-term
mindset

All-round
performance

Successful
decentralised
and multi-local
organisation

Trusted
management

Unmatched
execution policy

Disciplined
cash
allocation



Xavier Huillard

Chairman of VINCI



Proposed dividend 2025

€5.00
per share

Final dividend payment of €3.95 after an interim dividend of €1.05 per share paid in October 2025

21 April 2026

Ex-date

23 April 2026

Payment date (all-cash)

■ Total dividend (-) interim dividend

■ Interim dividend



Dividend per share since 2015 (in €)

Pay-out rate
(dividend/earnings per share)

50%

50%

50%

50%

35%

93%

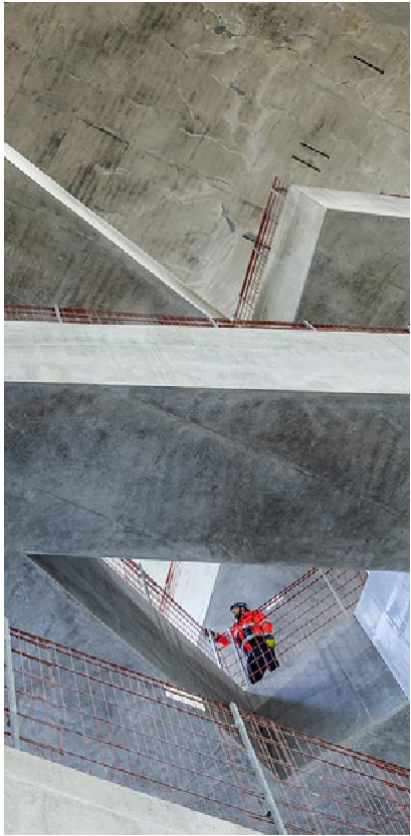
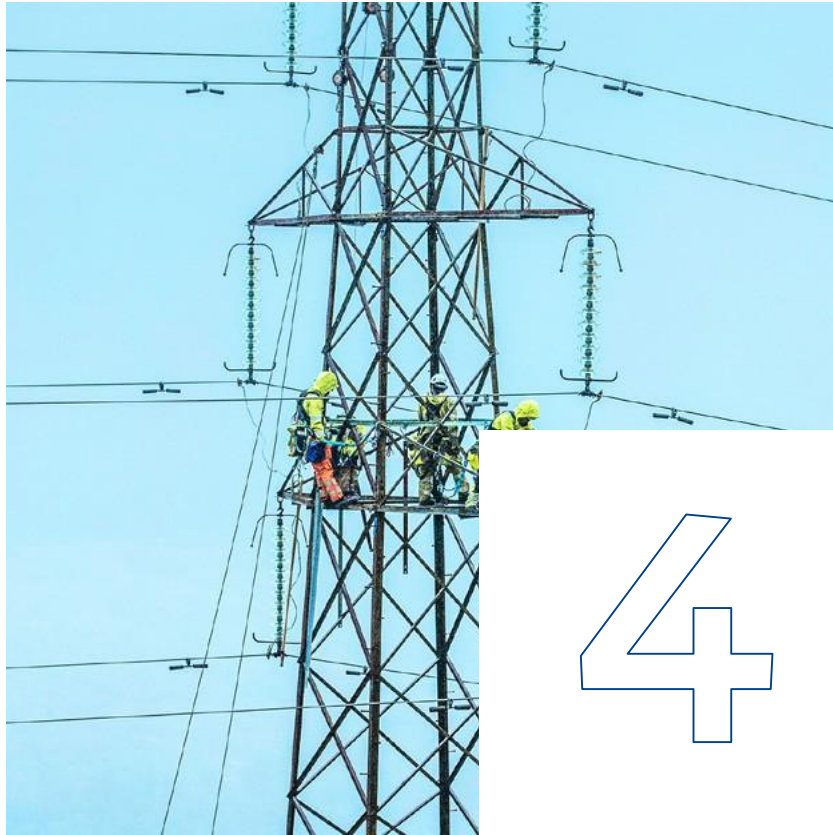
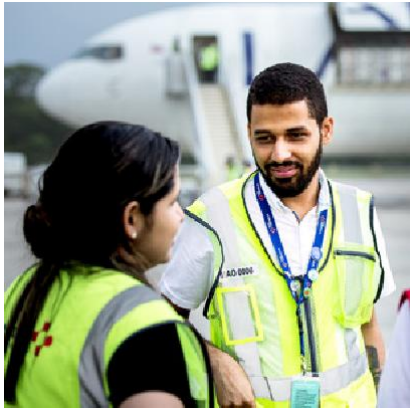
64%

54%

55%

56%

58%



4

Governance



Annette Messemer

Lead Director of VINCI

Chair of the Appointments and Corporate Governance Committee



Summary of corporate governance

Defines the Company's strategic choices and ensures that they are properly implemented

Organises and supervises the work of the Board

Implements the decisions taken by the Board and is in charge of the operational management of the Group

Maintains the balance of power

Four specialised committees that report to the Board of Directors

As of 31 December 2025

Board of Directors (15 members)



Xavier Huillard, Chairman of the Board of Directors



Pierre Anjolras, Chief Executive Officer



Annette Messemer, Lead Director

Audit Committee

René Medori
Yannick Assouad
Caroline Grégoire Sainte Marie
Claude Laruelle

Strategy and CSR Committee

Benoit Bazin
Carlos F. Aguilar
Karla Bertocco Trindade
Annette Messemer
Roberto Migliardi
Frédéric Nougarede

Meetings open to all directors

Appointments and Corporate Governance Committee

Annette Messemer
Yannick Assouad
Benoit Bazin
Claude Laruelle
Marie-Christine Lombard
Frédéric Nougarede

Remuneration Committee

Marie-Christine Lombard
René Medori
Alain Saïd
María Victoria Zingoni

An active and diversified Board of Directors

8

7 ordinary meetings and
1 extraordinary meeting

100%

Attendance
rate

46%

Female
members*

33%

Directors who are
foreign or dual nationals

75%

Independent
members**

Composition of the Board at 31 December 2025

- **15** directors including:
 - 2 representing employees
 - 1 representing employee shareholders
- **5** directors who are foreign or dual nationals
- **9** men and **6** women
- **9** independent directors
- Average tenure: **5.9** years
- Average age: **62.5** years

Appointments and Corporate Governance Committee in 2025

4 meetings in 2025

Attendance rate:

100%



Annette Messemer
(Chair)



Yannick Assouad



Benoit Bazin



Claude Laruelle*



Marie-Christine Lombard**



Frédéric Nougarede***,
Director representing
employee shareholders

Composition	Main responsibilities	Activities in 2025
<p>Independent Chair: Annette Messemer</p> <p>6 members (5 independent members and 1 representing employee shareholders)</p>	<ul style="list-style-type: none"> ✓ Makes proposals for the appointment of directors ✓ Makes recommendations for the appointment of senior executives and succession plans ✓ Oversees the process for the assessment of Board performance 	<ul style="list-style-type: none"> ✓ Preparations for the evaluation of the CEO ✓ Evaluation of the independence of Board members ✓ Proposal to renew the terms of office of three directors and to ratify the co-option of one director ✓ Preparations for the evaluation of the Board

* Renewal of term of office as director proposed at the 14 April 2026 Shareholders' General Meeting

** Term of office expires at the close of the 14 April 2026 Shareholders' General Meeting

*** Proposal made to the 14 April 2026 Shareholders' General Meeting to ratify the co-option

Renewal of the terms of office of three directors and ratification of the co-option of one director

	Main position held and roles on the Board of Directors	Board's evaluation	Year of first appointment
Xavier Huillard	<ul style="list-style-type: none"> Chairman of the Board of Directors 	Non-independent	2006
Claude Laruelle	<ul style="list-style-type: none"> Group Executive Director, Performance, Impact, Investment and Finance Division, EDF 	Independent	2022
René Medori	<ul style="list-style-type: none"> Company director 	Independent	2018
Frédéric Nougarede	<ul style="list-style-type: none"> Project manager, VINCI Construction Grands Projets 	Non-independent (Director representing employee shareholders)	2025

If Mr Huillard's term of office as director is renewed, the Board intends to renew his term of office as Chairman.

Proposal to renew the terms of office of Mr Laruelle and Mr Medori for a period of four years, due to their financial expertise, in-depth knowledge of the Group and extensive involvement in the work of the Board and its committees.

Since Mr Nougarede was co-opted as Director representing employee shareholders by the Board on 30 July 2025, his co-option must be ratified by the Shareholders' General Meeting.



Benoit Bazin

Chair of the Strategy and CSR Committee



The Strategy & CSR Committee in 2025

9 meetings in 2025

Attendance rate: **98.2%**
Attendance rate for all directors, including those who are not permanent members of this committee: **95.3%**



Benoit Bazin
(Chair)



Carlos F. Aguilar



Annette
Messemer



Karla
Bertocco Trindade



Roberto Migliardi*,
Director representing
employees



Frédéric Nougarede**,
Director representing
employee shareholders

Composition	Main responsibilities	Activities in 2025
<p>Independent Chair: Benoit Bazin</p> <p>6 permanent members (4 independent members, 1 member representing employees and 1 member representing employee shareholders)</p> <p>Meetings open to all directors</p>	<ul style="list-style-type: none"> ✓ Formulates opinions to Executive Management on proposed acquisitions or disposals of a value exceeding €100 million ✓ Ensures that CSR matters are taken into account in the Group's strategy and implementation ✓ Ensures that whistleblowing systems have been put in place and are functioning properly ✓ Examines VINCI's sustainability commitments ✓ Examines VINCI's CSR commitments with respect to the issues faced in its business activities 	<ul style="list-style-type: none"> ✓ Examination of acquisition projects ✓ Updates on the implementation of corporate citizenship initiatives and of ethics and vigilance actions ✓ Updates on the implementation of the environmental ambition ✓ Consideration of regulations and sustainability issues

* Term of office expires at the close of the 14 April 2026 Shareholders' General Meeting

** Proposal made to the 14 April 2026 Shareholders' General Meeting to ratify the co-option



Marie-Christine Lombard

Chair of the Remuneration Committee



The Remuneration Committee in 2025

3 meetings in 2025
Attendance rate: **100%**



Marie-Christine Lombard*
(Chair)



René Medori**



Alain Saïd,
Director
representing
employees



María Victoria
Zingoni

Composition	Main responsibilities	Activities in 2025
<p>Independent Chair: Marie-Christine Lombard*</p> <p>4 members (3 independent members and 1 member representing employees)</p>	<ul style="list-style-type: none"> ✓ Remuneration of executive officers ✓ Employee share ownership plans ✓ Retention and motivation plans for executives and managers 	<ul style="list-style-type: none"> ✓ Examination of the policy for executive officers ✓ Determination of the executive officers' variable remuneration in respect of 2024 ✓ Monitoring of employee share ownership transactions ✓ Proposals for the implementation of long-term incentive plans and calculation of performance in relation to vested plans

* Term of office expires at the close of the 14 April 2026 Shareholders' General Meeting

** Renewal of term of office as director proposed at the 14 April 2026 Shareholders' General Meeting

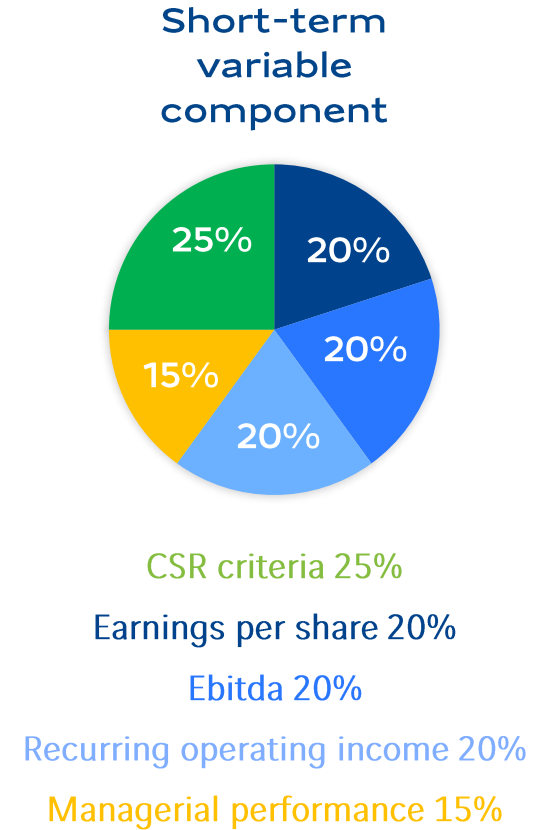
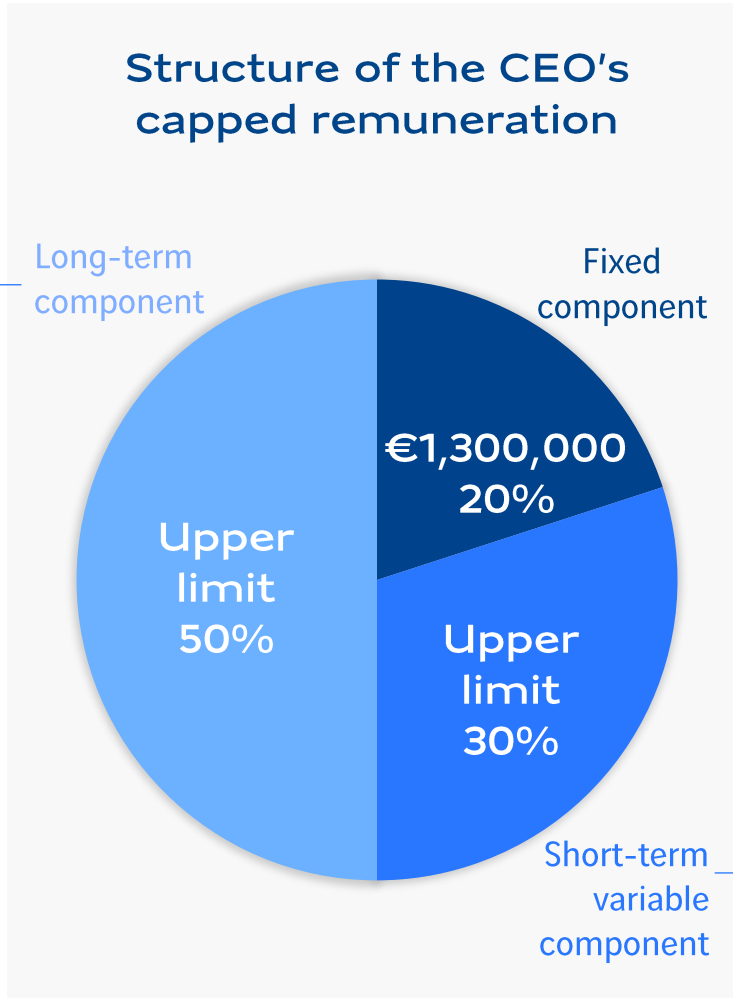
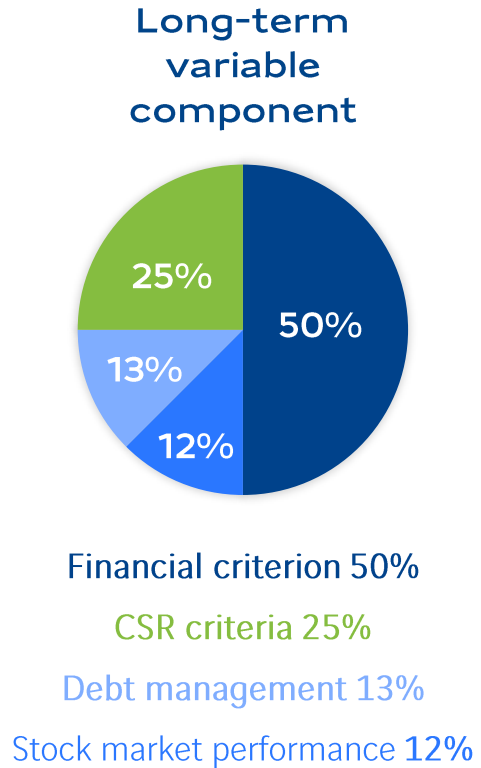
Remuneration policy for members of the Board of Directors (8th and 10th resolutions)

- **Aggregate remuneration** increased from €1,600,000 to **€1,800,000**
- Basic remuneration for a Director: €30,000 per year + €4,000 per meeting
- Additional remuneration:
 - Lead Director: €55,000 per year
 - Committee Chair: €20,000 per year
 - Committee member: €4,000, €5,500 or €10,000 per year depending on the committee (fixed) + €4,000 per meeting of the Audit Committee and €2,000 per meeting of the other committees
 - Board strategy seminar: €5,000
 - Travel allowance: €1,000 (per trip within Europe) or €6,000 (per trip originating outside Europe)

Remuneration policy for the Chairman of the Board (11th resolution)

- **Short-term fixed component: €900,000 (annual basis)**
- No short-term variable component
- No long-term variable component

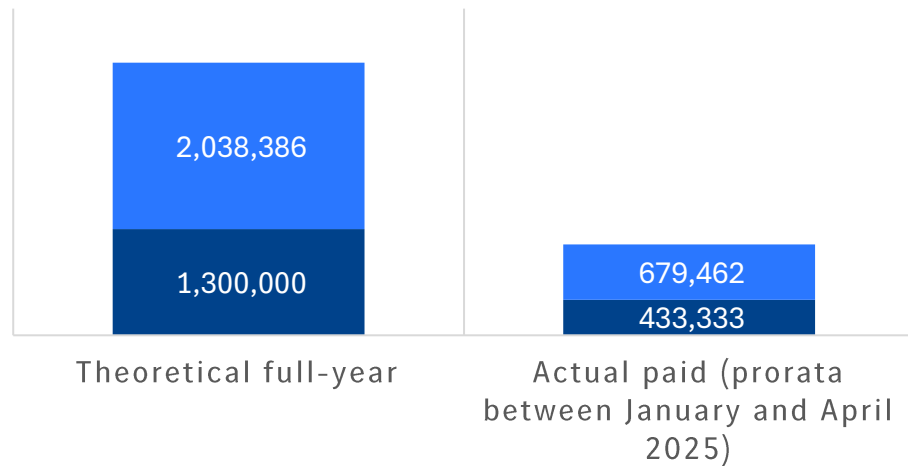
Remuneration policy for the CEO (12th resolution)



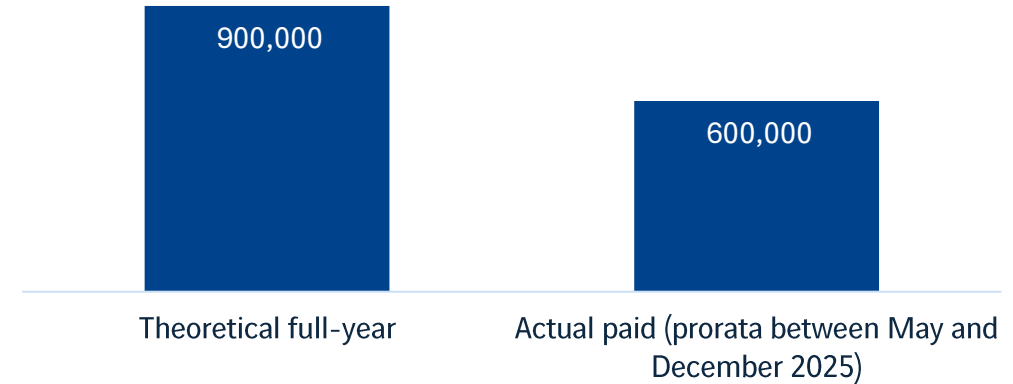
Remuneration of Xavier Huillard with respect to 2025 (14th resolution)

REMUNERATION OF THE CHAIRMAN AND CEO IN 2025

■ Fixed component ■ Short-term variable component



REMUNERATION OF THE CHAIRMAN OF THE BOARD IN 2025



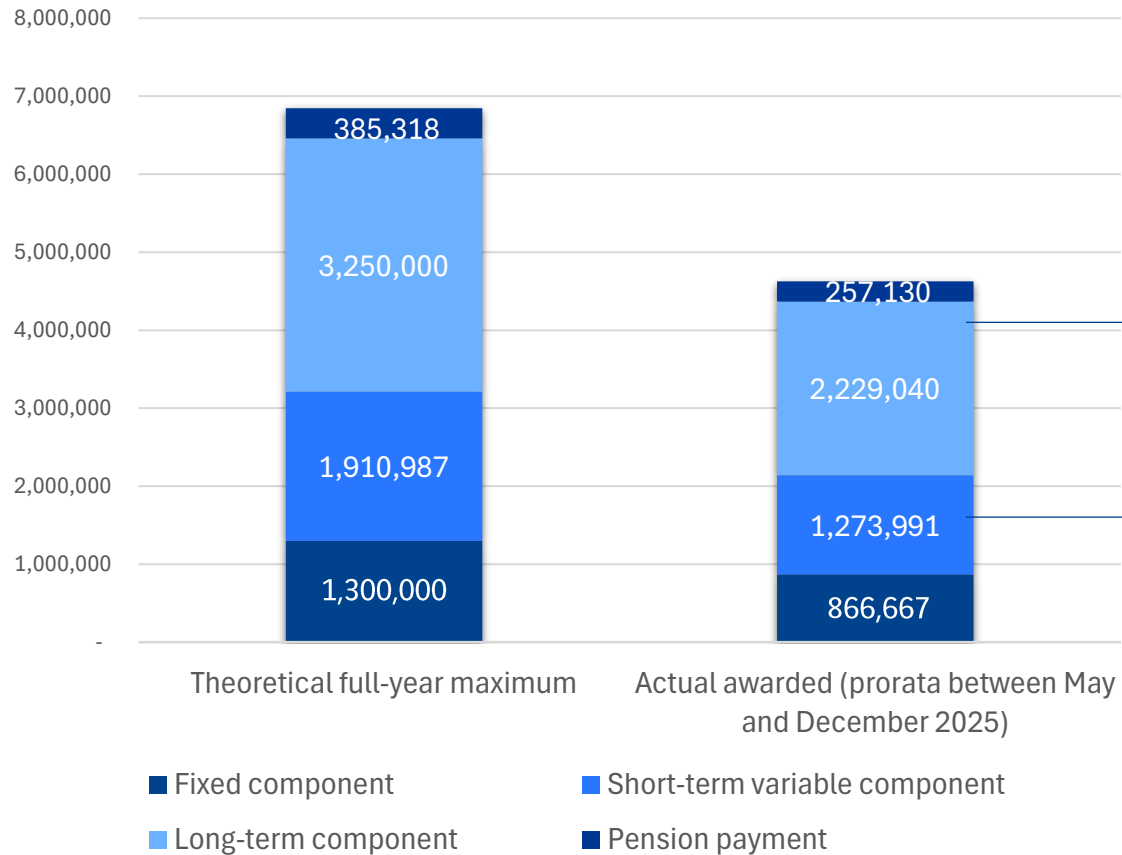
Short-term variable component

Performance target achievement rate: **98%**

- Very good economic performance, target achievement rate: 100%
- Managerial target achievement rate: 100%
- CSR target achievement rate: 92%

Remuneration of Pierre Anjolras with respect to 2025 (15th resolution)

REMUNERATION OF THE CHIEF EXECUTIVE OFFICER
IN 2025



Long-term incentive plan

Award in accordance with the ordinary law corresponding to a maximum of 22,000 VINCI shares, which will vest in 2028, subject to performance conditions (economic, financial and CSR)

Short-term variable component

Performance target achievement rate: **98%**

- Very good economic performance, target achievement rate: 100%
- Managerial target achievement rate: 100%
- CSR target achievement rate: 92%

Employee share ownership (17th and 18th resolutions)

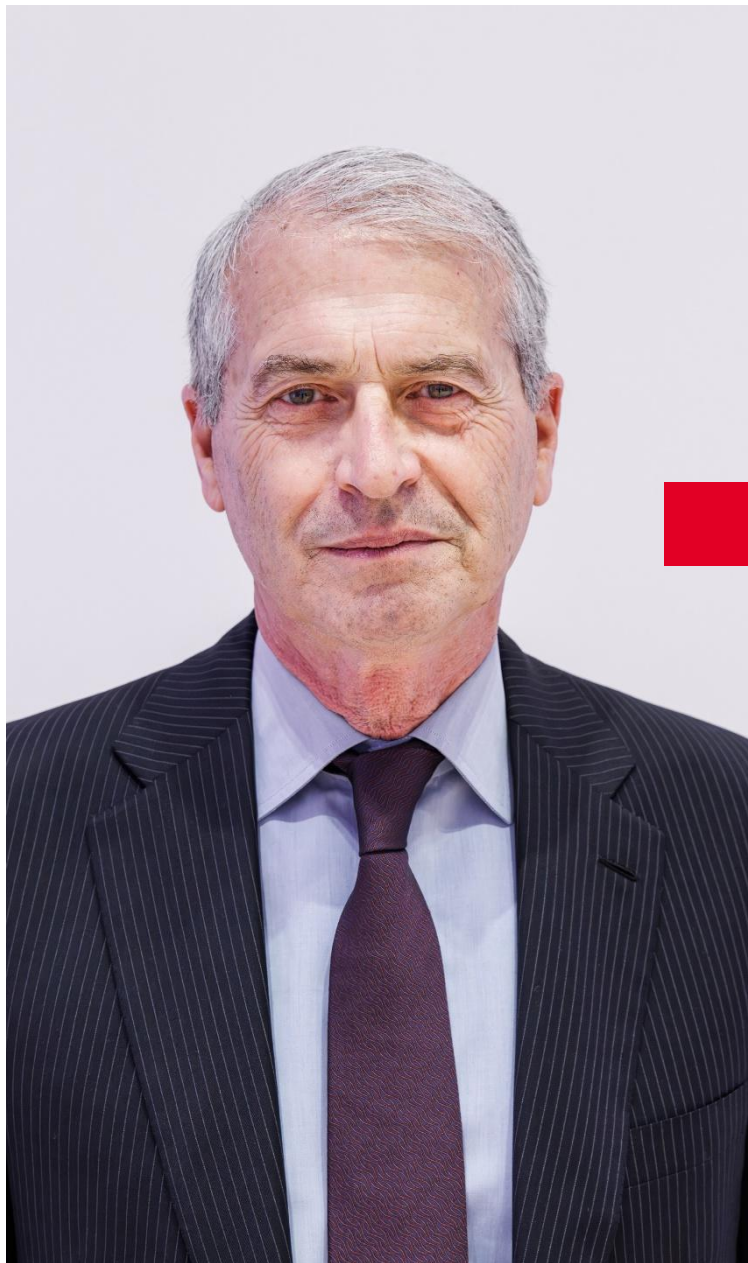
Group savings plan

- **More than 176,000 former and current employees** are VINCI shareholders through Group savings plans:
 - **France**: option to subscribe to reserved capital increases with a 5% discount and a 5-year lock-in period. Value of assets invested: €6.8 billion (at 31/12/2025). Average portfolio: €51,800
 - **International** (42 countries in 2025): option to subscribe to reserved capital increases without a discount but with grants of free shares if the assets are held for 3 years and subject to continued employment within the Group. Value of assets invested: €929.6 million
- Employees hold 11.3% of VINCI's shares through these plans (at 31/12/2025)

Employee share ownership

Performance share plan

- In 2025: conditional awards of more than 2.6 million existing VINCI shares (0.45% of the share capital) to **4,827 senior executives and employees**
- Legal framework: free shares within the meaning of Article L. 225-197-1 et seq. of the French Commercial Code
- Share awards vest on 17 April 2028, subject to continued service and performance conditions: value creation, financial criteria (debt management, relative stock market performance), environmental criterion, safety criterion and criterion relating to greater female representation in management positions



 **René Medori**

Chair of the Audit Committee

Audit Committee

5 meetings in 2025 – Attendance rate: 100%

Composition

Chair:



René Medori
(independent)

Members:



Yannick Assouad
(not independent)



Caroline Grégoire
Sainte Marie
(independent)



Claude Laruelle
(independent)

Work during the year

Monitoring the process of preparing financial information:

- Review of the consolidated and parent company financial statements and the budget updates
- Review of the Group's financial policy, its policy with respect to insurance and the tax transparency report

Monitoring the effectiveness of risk management systems:

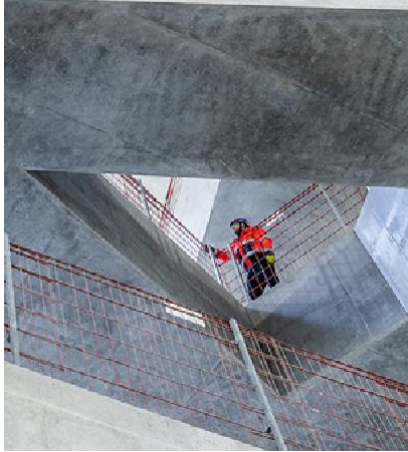
- Evaluation of the Group's management of IT risks, particularly in the area of cybersecurity
- Review of the most recent mapping of the Group's risks and the activity report prepared by the Company's Risk Committee
- Review of key ongoing disputes and litigation

Monitoring the effectiveness of internal control systems:

- Evaluation of the systems in place at VINCI Construction's Europe Africa Division
- Review of the findings of the annual self-assessment and the annual internal control reports issued by the business lines and divisions

Monitoring the statutory audit of the parent company and annual and interim consolidated financial statements as well as the certification of sustainability information, all carried out by the Statutory Auditors:

- Review of the conclusions reached by the Statutory Auditors, their statements of independence and their fees



5

Reports of the Statutory Auditors





Thierry Leroux

Statutory Auditor



Reports of the Statutory Auditors

1.	Report of the Statutory Auditors on VINCI's consolidated financial statements (2025 Universal Registration Document, pages 408-411)
2.	Report of the Statutory Auditors on the VINCI parent company financial statements (2025 Universal Registration Document, pages 431-433)
3.	Special report of the Statutory Auditors on regulated agreements (2025 Universal Registration Document, page 434)
4.	Four supplementary Statutory Auditors' reports on the use of delegations of authority granted to your Board of Directors in earlier Shareholders' General Meetings to carry out transactions involving the share capital reserved for the employees of VINCI and its subsidiaries
5.	Three Statutory Auditors' reports on delegations of authority or authorisations to be granted to the Board of Directors to carry out transactions involving the share capital (16th, 17th and 18th resolutions)
6.	Report on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852 (Universal Registration Document, pages 330-333)

Reports on the consolidated and parent company financial statements

Report title	Opinion	Justification of assessments – Key audit matters
Report on the consolidated financial statements (1st resolution)	Clean opinion	<ul style="list-style-type: none"> - Recoverable amount of goodwill and intangible assets, along with interests in concession companies accounted for under the equity method - Recognition of long-term construction and service contracts - Provisions for litigation and other contingencies
Report on the parent company financial statements (2nd resolution)	Clean opinion Observation regarding the impact of the first-time application of ANC regulation 2022-06 as set out in the notes to the parent company financial statements.	<ul style="list-style-type: none"> - Assessment of investments in subsidiaries and affiliates

We certify that the consolidated and parent company financial statements give a true and fair view of VINCI's results for the period, and of its financial position, assets and liabilities at the end of the period.

Special report on regulated agreements

Report title	Comments
Special report on regulated agreements	<ul style="list-style-type: none"><li data-bbox="575 611 2277 801">▶ We hereby inform you that we have not been advised of any agreements that were authorised and entered into during the past financial year and that must be submitted for approval at the Shareholders' General Meeting in application of the provisions of Article L.225-38 of the French Commercial Code.<li data-bbox="575 865 2237 953">▶ We hereby inform you that we have not been advised of any agreements previously approved at the Shareholders' General Meeting that remained in force during the past financial year.

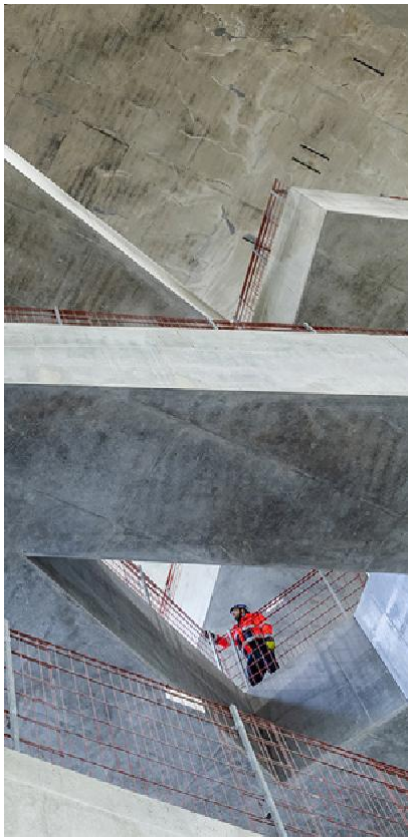
Reports relating to resolutions requiring the approval of an Extraordinary Shareholders' General Meeting

Resolution	Purpose	Validity period of authorisation or delegation of authority granted to the Board of Directors	Details
16th	Authorisation to reduce the share capital through the cancellation of VINCI shares held in treasury	26 months	▶ Up to 10% of the share capital
17th	Delegation of authority to carry out share capital increases reserved for employees, with shareholders' preferential subscription rights cancelled	26 months	▶ Up to 1.5% of the share capital
18th		18 months	▶ The subscription price of newly issued shares may not be less than 95% of the average price quoted over the 20 trading days preceding the date of the decision by the Board of Directors setting the opening date of the subscription period

- > We have no observations to make on the details of the transactions proposed or on the information given in the Board of Directors' reports.
- > We will produce additional reports if the authorisations granted under the 17th and 18th resolutions are used.

Report on the certification of sustainability information

Report title	Opinion
Report on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852	Clean opinion: no material errors, omissions or inconsistencies regarding the compliance of the sustainability information included in VINCI's sustainability statement



6

Q&A session





7

Vote on resolutions



Patrick Richard

General Secretary, VINCI
Secretary to the Board of Directors



1st resolution

Approval of the 2025 consolidated financial statements

Net income attributable to owners of the parent: €4,903 million



2nd resolution

Approval of the 2025 parent company financial statements

Net income: €1,845 million



3rd resolution

Appropriation of the Company's net income for the 2025 financial year

- Dividend: €5.00 per share
- Interim dividend: €1.05 euro per share paid in October 2025
- Final dividend: €3.95 per share

- Ex-date: 21 April 2026
- Final dividend payment date: 23 April 2026

4th resolution

Renewal of Xavier Huillard's term of office as Director

- Non-independent Chairman of the Board
- Term of office expires at the close of the Shareholders' General Meeting called to approve the financial statements for the year ending 31 December 2029

5th resolution

Renewal of Claude Laruelle's term of office as Director

- Independent director
- Term of office expires at the close of the Shareholders' General Meeting called to approve the financial statements for the year ending 31 December 2029

6th resolution

Renewal of René Medori's term of office as Director

- Independent director
- Term of office expires at the close of the Shareholders' General Meeting called to approve the financial statements for the year ending 31 December 2029

7th resolution

Ratification of the co-option of Frédéric Nougarede as Director representing employee shareholders

- Non-independent director
- Co-opted by the Board on 30 July 2025
- Term of office expires at the close of the Shareholders' General Meeting called to approve the financial statements for the year ending 31 December 2026

8th resolution

Determination of the overall annual amount of remuneration awarded to members of the Board of Directors

- Increase in the aggregate remuneration allocated to the Board of Directors from €1,600,000 to €1,800,000
- Amount of remuneration paid to Board members in 2025: €1,148,528

9th resolution

Renewal of the delegation of powers to the Board of Directors in view of the purchase by the Company of its own shares

- Maximum number of shares that may be purchased: 10% of the share capital
- Maximum purchase price: €160 per share
- Maximum amount of authorised purchases: €5 billion
- Duration: 18 months

10th resolution

Approval of the remuneration policy for members of the Board of Directors

- Fixed remuneration: €30,000 for each director on an annual basis
- Annual additional remuneration for the Lead Director: €55,000 on an annual basis
- Additional remuneration for attending meetings of the Board and its committees
- Remuneration related to participation in the Board strategy seminar: €5,000 for each director
- Travel allowance for directors living in a foreign country
- Details provided on page 150 of the 2025 Universal Registration Document

11th resolution

Approval of the remuneration policy applicable to the Chairman of the Board of Directors

- Fixed remuneration: €900,000 on an annual basis
- No short-term or long-term variable remuneration
- Benefits in kind: company car
- Details provided on page 150 of the 2025 Universal Registration Document

12th resolution

Approval of the remuneration policy applicable to the Chief Executive Officer

- Fixed remuneration: €1,300,000 on an annual basis
- Short-term annual variable remuneration: determined on the basis of the Group's performance and capped at 150% of the fixed remuneration
- Long-term remuneration: conditional annual award of shares in the Company, the fair value of which is capped at €3,250,000
- Benefits in kind: company car
- Details provided on pages 151 and following of the 2025 Universal Registration Document

13th resolution

Approval of the report on remuneration

Remuneration paid to non-executive company officers:

- aggregate amount paid in 2025: €1,148,528
- aggregate amount due in respect of 2025: €1,282,408
- Details provided on pages 161 and 162 of the 2025 Universal Registration Document

Remuneration of Xavier Huillard:

- Total amount paid in cash in 2025: €3,036,632
- Total amount due in cash in respect of 2025: €1,719,294
- Details provided on pages 157 and following of the 2025 Universal Registration Document

Remuneration of Pierre Anjolras:

- Total amount paid in cash in 2025: €875,594
- Total amount due in cash in respect of 2025: €2,142,750
- Fair value of shares under the 2025 LTIP: €2,229,040
- Defined-contribution pension plan: €257,130
- Details provided on pages 159 and following of the 2025 Universal Registration Document

14th resolution

Approval of the remuneration paid in 2025 or due in respect of 2025 to Xavier Huillard

- Fixed remuneration with respect to his role as Chairman and CEO: €433,333
- Fixed remuneration with respect to his role as Chairman of the Board: €600,000
- Variable remuneration: €679,462
- Remuneration received as a Board member from a foreign subsidiary: €13,670 deducted from the total amount of short-term variable remuneration
- Benefit in kind: €6,499
- Details provided on pages 157 and following of the 2025 Universal Registration Document

15th resolution

Approval of the remuneration paid in 2025 or due in respect of 2025 to Pierre Anjolras

- Fixed remuneration: €866,667
- Variable remuneration: €1,273,991
- 2025 long-term incentive plan: 22,000 shares subject to internal and external performance conditions, representing a fair value of €2,229,040
- Remuneration received as a Board member from a foreign subsidiary: €6,835 deducted from the total amount of short-term variable remuneration
- Benefit in kind: €2,092
- Supplementary defined-benefit pension plan: no payment
- Defined-contribution pension plan: €257,130
- Details provided on pages 159 and following of the 2025 Universal Registration Document

16th resolution

Renewal of the authorisation to reduce the share capital through cancellation of VINCI shares held in treasury

- Upper limit: 10% of the share capital during successive periods of 24 months for the determination of this limit
- Duration: 26 months

17th resolution

Delegation of authority to carry out share capital increases reserved for employees of the Company and VINCI Group companies in the context of savings plans

- Upper limit pursuant to the 17th and 18th resolutions: 1.5% of the share capital
- Shareholders' preferential subscription rights cancelled
- Subscription price of the new shares: not less than 95% of the average price quoted on the 20 stock market trading days preceding the date of the decision of the Board of Directors
- Duration: 26 months

18th resolution

Delegation of authority to carry out capital increases reserved for a category of beneficiaries in order to offer the employees of certain foreign subsidiaries benefits comparable with those offered to French employees

- Upper limit pursuant to the 17th and 18th resolutions: 1.5% of the share capital
- Shareholders' preferential subscription rights cancelled
- Subscription price of the new shares: not less than 95% of the average price quoted on the 20 stock market trading days preceding the date of the decision of the Board of Directors
- Duration: 18 months

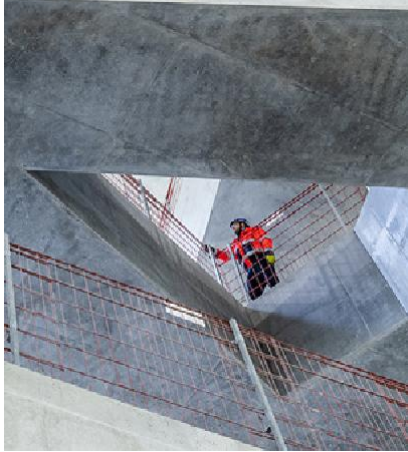
19th resolution

Amendments to the articles of association

- Deletion of obsolete provisions and updated wording
- Amendments to articles 1, 11, 13, 16 and 17

20th resolution

Powers to carry out formalities



Shareholders' General Meeting

14 APRIL 2026 - PARIS

