

# VINCI

French public limited company (*société anonyme*) with share capital of €1,456,035,992.50

Registered office: 1973 Boulevard de la Défense, 92000 Nanterre, France

Registration number: 552 037 806 RCS Nanterre

NAF 7010Z

[www.vinci.com](http://www.vinci.com)

## NOTICE OF MEETING

The shareholders of VINCI are invited to attend a Combined Ordinary and Extraordinary General Meeting of Shareholders on Thursday, 17 April 2025 at 10:00 CEST at Salle Pleyel, 252 rue du Faubourg Saint Honoré, 75008 Paris.

### AGENDA

The Shareholders' General Meeting will be called to deliberate on the following agenda:

#### Ordinary business

- Reports of the Board of Directors and Statutory Auditors;
- Approval of the 2024 consolidated financial statements;
- Approval of the 2024 parent company financial statements;
- Appropriation of the Company's net income for the 2024 financial year and payment of dividends;
- Renewal of Yannick Assouad's term of office as Director for a period of four years;
- Appointment of Pierre Anjolras as Director for a period of four years;
- Appointment of Karla Bertocco Trindade as Director for a period of four years;
- Appointment of María Victoria Zingoni as Director for a period of four years;
- Reappointment of PricewaterhouseCoopers Audit as principal statutory auditor for six accounting periods;
- Appointment of Ernst & Young Audit as principal statutory auditor for six accounting periods;
- Appointment of Ernst & Young Audit as principal statutory auditor providing assurance on sustainability information for six accounting periods;
- 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;
- Approval of the remuneration policy applicable to the Chairman and Chief Executive Officer for the period from 1 January 2025 until the date when these two roles are separated;
- Approval of the remuneration policy applicable to the Chairman of the Board once the two roles have been separated;
- Approval of the remuneration policy applicable to the Chief Executive Officer upon his appointment;
- Approval of the report on remuneration;
- Approval of the fixed, variable and exceptional elements of total remuneration and benefits of any kind paid in 2024 or payable for this same year to Xavier Huillard, Chairman and Chief Executive Officer.

#### Extraordinary business

- Reports of the Board of Directors and Statutory Auditors;

- Renewal of the authorisation granted to the Board of Directors in view of the reduction of the share capital through cancellation of VINCI shares held in treasury;
- Delegation of authority to the Board of Directors to increase the share capital through the capitalisation of reserves, retained earnings or share premiums;
- Delegation of authority to the Board of Directors to issue any shares, equity securities giving access to other equity securities or conferring an entitlement to an allotment of debt securities and other securities giving access to equity securities to be issued by the Company and/or by its subsidiaries, with shareholders' preferential subscription rights maintained;
- Delegation of authority to the Board of Directors to issue all debt securities giving access to equity securities to be issued by the Company and/or its subsidiaries or to existing equity securities of any of the Company's subsidiaries or affiliates, with preferential subscription rights cancelled and through a public offering other than those covered by Article L.411-2(1) of the French Monetary and Financial Code;
- Delegation of authority to the Board of Directors to issue all debt securities giving access to equity securities to be issued by the Company and/or its subsidiaries or to existing equity securities of any of the Company's subsidiaries or affiliates, with preferential subscription rights cancelled and through a public offering covered by Article L.411-2(1) of the French Monetary and Financial Code;
- Authorisation granted to the Board of Directors to increase the number of securities to be issued in the event of surplus applications;
- Delegation of powers to the Board of Directors to issue, with preferential subscription rights cancelled, any shares, equity securities giving access to other equity securities or conferring an entitlement to an allotment of debt securities and other securities giving access to equity securities to be issued by the Company, up to 10% of the share capital, in order to pay for contributions in kind of securities to the Company;
- Delegation of authority to the Board of Directors to carry out share capital increases reserved for employees of the Company and VINCI Group companies in the context of savings plans, with preferential subscription rights cancelled;
- Delegation of authority to the Board of Directors to make capital increases reserved for a category of beneficiaries in order to offer the employees of certain foreign subsidiaries benefits comparable with those offered to employees subscribing directly or indirectly via a company mutual fund in the context of a savings plan, with preferential subscription rights cancelled;
- Authorisation granted to the Board of Directors to proceed with awards satisfied using existing shares in the Company to employees of the Company and of certain related companies or groups, free of charge;
- Powers to carry out formalities.

## DRAFT RESOLUTIONS

The full text of the resolutions submitted by the Board of Directors for the approval of the Shareholders' General Meeting was published in the prior notice of the combined general meeting of shareholders included in edition 29 of the Bulletin des Annonces Légales Obligatoires of Friday 7 March 2025.

\*

### **A - Participation in the Combined Shareholders' General Meeting**

#### **A1 - General provisions**

All shareholders may participate in this Shareholders' General Meeting, irrespective of the number of shares they hold, simply by producing proof of their identity and ownership of their shares.

Shareholders may participate in the Shareholders' General Meeting by:

- attending in person;
- voting by post; or
- arranging to be represented by giving a proxy to the chair, their spouse, their civil partner in the context of a civil partnership agreement, another shareholder, or any other legal entity or individual of their choice under the conditions prescribed by Article L.22-10-39 of the French Commercial Code, or without giving a proxy. In the case of shareholders who wish to be represented without giving a specific proxy, the chair of the Shareholders' General Meeting will vote on their behalf in favour of the adoption of draft resolutions presented or approved by the Board of Directors, and against the adoption of all other draft resolutions.

## **A2 - Prior formalities**

In accordance with Article R.22-10-28 of the French Commercial Code, the only shareholders allowed to attend or be represented at the Shareholders' General Meeting, or to vote by post, will be those who have proved their status as such in advance:

- (a) as regards registered shares, by showing that those shares are registered in their name in a directly registered or intermediary-registered account;
- (b) as regards bearer shares, by showing that the shares are held in bearer share accounts kept by their authorised financial intermediaries, as recorded by a certificate of investment issued by such intermediaries (or by electronic means as the case may be) and attached to the postal voting form, proxy form or application for an admission card completed in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

These formalities must be completed no later than 00:00 CEST on the second business day preceding the Shareholders' General Meeting, namely by 00:00 CEST on Tuesday, 15 April 2025.

## **A3 - Ways of taking part in the Shareholders' General Meeting**

Shareholders may participate in the Shareholders' General Meeting by:

- requesting an admission card in order to attend in person;
- voting by post; or
- giving a proxy to the chair of the meeting or to any natural or legal person, at the shareholder's discretion.

VINCI offers shareholders the option to carry out these procedures online via the secure Votaccess platform.

The Votaccess platform will be open from 28 March until 15:00 CEST on 16 April 2025.

To avoid the Votaccess platform becoming overloaded, shareholders are encouraged not to wait until the day before the Shareholders' General Meeting to vote.

### **I - Taking part in the Shareholders' General Meeting in person**

Shareholders wishing to attend the Shareholders' General Meeting in person may apply for an admission card as follows:

#### **1. Requesting an admission card by post**

- (a) Holders of directly registered or intermediary-registered shares may request a card by returning the voting form enclosed with the notice of meeting directly to the bank referred to below.
- (b) Holders of bearer shares must ask the authorised intermediary that manages their securities account to arrange for an admission card to be sent to them.

Holders of bearer shares who wish to attend this Shareholders' General Meeting and who have not received their admission card by 00:00 CEST on the second business day preceding the meeting, namely by 00:00 CEST on Tuesday, 15 April 2025, must present a certificate of investment issued by their authorised financial intermediary in accordance with the regulations.

Holders of registered shares may attend the Shareholders' General Meeting without any prior formalities.

Both holders of registered and bearer shares must be in a position to prove their identity in order to attend the Shareholders' General Meeting in person.

## **2. Requesting an admission card electronically**

Shareholders wishing to take part in the Shareholders' General Meeting in person may also request an admission card electronically as follows:

- (a) Holders of directly registered or intermediary-registered shares may request an admission card on the secure Votaccess platform via the website at the following address: <https://www.actionnaire.cic-marketsolutions.eu>.

Holders of directly registered shares must log in using their usual access details.

Holders of intermediary-registered shares will receive a letter stating their username and password. Shareholders who have forgotten their username and/or password may call the following number for assistance: +33 (0)1 53 48 80 10.

After logging in, holders of directly registered or intermediary-registered shares must follow the on-screen instructions to access the Votaccess platform and request an admission card.

- (b) Holders of bearer shares must contact the institution that keeps their account to find out whether or not it is connected to the Votaccess website and, if so, whether that access is subject to any particular terms and conditions of use. Only holders of bearer shares whose account-keeping institution has signed up to the Votaccess platform may request an admission card online.

If the account-keeping institution of holders of bearer shares is connected to the Votaccess website, shareholders must identify themselves on the internet portal of their account-keeping institution using their usual access details. They must then click on the icon that appears on the row corresponding to their VINCI shares and follow the on-screen instructions to access the Votaccess platform and request an admission card.

## **3. Specific provisions for shareholders wishing to attend the Shareholders' General Meeting in person**

Both holders of registered and bearer shares must be in a position to prove their identity in order to attend the Shareholders' General Meeting in person.

Shareholders are informed that, for security reasons, they will not be allowed to take luggage into the meeting room.

Shareholders are informed that, for this Shareholders' General Meeting, they must sign the attendance sheet before the start of proceedings. Shareholders who arrive after the attendance sheet has been closed will not be allowed to vote during the meeting.

## **II - Voting by post or by proxy**

### **1. To vote or arrange to be represented for this purpose by post**

Shareholders who do not wish to attend the Shareholders' General Meeting in person and who wish to be represented by a proxy or to vote by post may vote as follows:

- (a) Holders of directly registered or intermediary-registered shares must return the combined proxy/postal voting form, sent to them with the documentation accompanying the Notice of Meeting, to the bank indicated below.
- (b) Holders of bearer shares may ask their account-keeping institution to send them the combined proxy/postal voting form. Once shareholders have completed the form, they must return it to the account-keeping institution, which will attach to it an ownership certificate and send it to the bank referred to below.

To be taken into account, postal voting forms must be received by the bank indicated below, at the latest on Tuesday, 15 April 2025.

Appointments or revocations of proxies received by post must be received at the latest on Tuesday, 15 April 2025.

### **2. To vote or arrange to be represented for this purpose online**

Shareholders can also send their voting instructions and appoint or revoke a proxy online before the Shareholders' General Meeting on the Votaccess website as follows:

- (a) Holders of directly registered or intermediary-registered shares wishing to vote online must access the Votaccess platform via the following address: <https://www.actionnaire.cic-marketsolutions.eu>.

Holders of directly registered shares must log in using their usual access details.

Holders of intermediary-registered shares will receive a letter stating their username and password. Shareholders who have forgotten their username and/or password may call the following number for assistance: +33 (0)1 53 48 80 10.

After logging in, holders of directly registered or intermediary-registered shares must follow the on-screen instructions to access the Votaccess site and vote, or to appoint or revoke a proxy.

- (b) Holders of bearer shares must contact the institution that keeps their account to find out whether or not it is connected to the Votaccess website and, if so, whether that access is subject to any particular terms and conditions of use.

If the account-keeping institution of holders of bearer shares is connected to the Votaccess website, shareholders must identify themselves on the internet portal of their account-keeping institution using their usual access details. They must then click on the icon that appears on the row corresponding to

their VINCI shares and follow the on-screen instructions to access the Votaccess platform and vote, or appoint or revoke a proxy.

If the shareholder's account-keeping institution is not connected to the Votaccess website, a notice of appointment or revocation of proxy may still be given by electronic means in accordance with Article R.22-10-24 of the French Commercial Code, as follows:

- Shareholders must send an email to [mandats-vinci@cic.fr](mailto:mandats-vinci@cic.fr). The email must contain the following information: name of the company concerned, date of the Shareholders' General Meeting, last name, first name and address of the shareholder appointing or revoking the proxy and the last name, first name and address of the proxy being appointed or revoked.
- The shareholder must also ask their account-keeping institution to send written confirmation to CIC - Service Assemblées Générales at the address provided below.

Only notifications or revocations of proxies may be sent to the aforementioned email address. Any request or notification for any other purpose will not be taken into account or dealt with.

Appointments or revocations of proxy notified by electronic means shall only be admissible if the confirmations are received by the day before the Shareholders' General Meeting, i.e. by 15:00 CEST on 16 April 2025.

## **B - Sale by shareholders of their shares before the Shareholders' General Meeting**

Shareholders who have already returned their combined proxy/postal voting form, or who have applied for their admission card or certificate of investment, may sell all or part of their shares until the day of the Shareholders' General Meeting.

However, if the shares are sold before 00:00 CEST on the second business day before the Shareholders' General Meeting, the authorised financial intermediary holding the securities account must notify the sale to the bank indicated below, and provide the necessary information to cancel the vote or amend the number of shares and corresponding votes.

No transfer of shares made after 00:00 CEST on the second business day preceding the Shareholders' General Meeting, by whatever means, will be notified or taken into account, notwithstanding any agreement to the contrary.

## **C - Procedure for exercising the right to ask questions in writing**

All shareholders are entitled to ask questions in writing to be answered by the Board of Directors during the Shareholders' General Meeting. In order to be accepted, such written questions must be sent to VINCI's registered office (1973 boulevard de la Défense, 92000 Nanterre, France) by registered letter with proof of receipt requested, addressed to the Chairman of the Board of Directors, or by email to [assembleegenerale@vinci.com](mailto:assembleegenerale@vinci.com), at the latest on the fourth business day before the date of the Shareholders' General Meeting, namely on or before Friday, 11 April 2025. Such written questions must be accompanied by a certificate of entry, either in the registered share accounts kept by the Company, or in the bearer share accounts kept by an intermediary of the kind referred to in Article L.211-3 of the French Monetary and Financial Code.

In accordance with current legislation, a combined reply may be given to questions with the same content or dealing with the same subject matter. The answers to written questions may be published directly on the Company's website at [www.vinci.com](http://www.vinci.com) (Finance > Shareholders > Shareholders' General Meetings).

#### **D - Documents and information made available to shareholders**

Documents that must be made available to shareholders in connection with the Shareholders' General Meeting will be made available under the conditions provided by current legal and regulatory provisions.

All the documents and information relating to the Shareholders' General Meeting and mentioned in Article R.22-10-23 of the French Commercial Code may be consulted on the Company's website at [www.vinci.com](http://www.vinci.com) (Finance > Shareholders > Shareholders' General Meetings), with effect from the twenty-first day preceding the Shareholders' General Meeting, namely from Wednesday, 26 March 2025.

#### **F - Audiovisual stream**

In accordance with Article R.22-10-29-1 of the French Commercial Code, a live audiovisual stream of the entire Shareholders' General Meeting will be available on the Company's website: <https://www.vinci.com>.

A recording of the Shareholders' General Meeting will be available on the Company's website at the latest seven business days after it takes place, and will remain available for at least two years after it is made available online.

#### **F - Bank providing share register services**

**Crédit Industriel et Commercial – CIC**

6 avenue de Provence  
75452 Paris Cedex 09

**The Board of Directors**