

VINCI

French public limited company (*société anonyme*) with share capital of €1,495,840,540.00

Registered office: 1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, France

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NAF 7010Z

www.vinci.com

NOTICE OF MEETING

The shareholders of VINCI are invited to attend a Combined Ordinary and Extraordinary General Meeting of Shareholders on Wednesday, 17 April 2019 at 10 a.m. at Salle Pleyel, 252 rue du Faubourg Saint Honoré, 75008 Paris.

AGENDA

The Shareholders' General Meeting is being called to deliberate on the following agenda:

Ordinary business

- Reports of the Board of Directors and Statutory Auditors;
- Approval of the consolidated financial statements for the 2018 financial year;
- Approval of the parent company financial statements for the 2018 financial year;
- Appropriation of the parent company's net income for the 2018 financial year and payment of dividends;
- Renewal of the appointment of Mr Robert Castaigne as Director for a period of four years;
- Renewal of the appointment of Mrs Ana Paula Pessoa as Director for a period of four years;
- Renewal of the appointment of Mrs Pascale Sourisse as Director for a period of four years;
- Appointment of Mrs Caroline Grégoire Sainte Marie as Director for a period of four years;
- Appointment of a Director representing employee shareholders in accordance with Article 11 of the Articles of Association;
- Reappointment of Deloitte & Associés as primary statutory auditor;
- Appointment of PricewaterhouseCoopers Audit as primary statutory auditor;
- Directors' fees;
- 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 principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements of total remuneration and all kinds of benefits attributable to the Chairman and Chief Executive Officer;
- Approval of the fixed, variable and exceptional elements of total remuneration and all kinds of benefits paid or granted with respect to 2018 to Mr 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 Board 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 and securities giving access to equity securities to be issued by the Company and/or 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 one of the Company's subsidiaries or affiliates, with preferential subscription rights cancelled and through a public offering;
- 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 one of the Company's subsidiaries or affiliates, with preferential subscription rights cancelled and through a private placement under section II of Article L.411-2 of the French Monetary and Financial Code;
- Authorisation of 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 any shares and negotiable securities giving access to the share capital, in order to pay for contributions in kind made to the Company in the form of securities with shareholders' preferential subscription rights cancelled;
- 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;
- Amendment of Article 10 bis of the Articles of Association "Capital holding";
- Amendment of Article 16 of the Articles of Association "Auditors";
- 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 28 of the Bulletin des Annonces Légales Obligatoires of Wednesday 6 March 2019.

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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, or
- by voting remotely, or
- by arranging to be represented by giving a proxy to the Chairman, 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.225-106 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 Chairman 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.225-85 of the French Commercial Code, the only shareholders allowed to attend or be represented at the Shareholders' General Meeting, or to vote remotely, will be those who have proved their status as such, in advance:

- (a) as regards their registered shares, by the registration of those shares in their name in a pure registered or administered account;
- (b) as regards their bearer shares, by their entry in bearer share accounts kept by their authorised financial intermediaries, as recorded by a certificate of investment issued by such intermediaries (or as the case may be by electronic means) and attached to the remote voting form, proxy 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 at the latest by zero hour (Paris time) on the second business day preceding the Shareholders' General Meeting, namely by zero hour (Paris time) on Monday, 15 April 2019.

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,
- by voting remotely, or
- by giving a proxy to the Chairman or to any natural or legal person, at shareholders' discretion.

VINCI allows shareholders to arrange this online via the secure Votaccess platform.

The Votaccess platform will be open from 27 March to 3pm (Paris time) on 16 April 2019.

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

I- To take 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 registered shares (pure or administered) 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 zero hour (Paris time) on the second business day preceding the Meeting, namely by zero hour (Paris time) on Monday, 15 April 2019, 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.

2. Requesting an admission card electronically

Shareholders wanting to take part in the meeting in person may also request an admission card electronically as follows:

- (a) holders of registered shares (pure or administered) may request an admission card on the secure Votaccess platform at the following address:

<https://www.actionnaire.cmcicms.com>.

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

Holders of administered 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 1 53 48 80 10.

After logging in, holders of registered shares (pure or administered) must follow the instructions on screen 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 site 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 site may request an admission card online.

If the account-keeping institution of holders of bearer shares is connected to the Votaccess platform, 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 site and request an admission card.

3. Specific provisions for shareholders wanting to attend a Shareholders' General Meeting

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

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 – To vote remotely or by proxy:

1. Postal remote or proxy voting

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 remotely post may vote as follows:

- (a) holders of registered shares (pure or administered) must return the combined proxy and remote voting form, sent to them with the documentation accompanying the Notice of Meeting, to the bank indicated below;

(b) holders of bearer shares may request from their account-keeping institution a combined proxy and remote 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, remote voting forms must be received by the bank indicated below, at the latest on the third calendar day preceding the Shareholders' General Meeting, namely on Saturday, 13 April 2019.

Appointments or revocations of proxies received by post must be received at the latest three calendar days before the date of the Shareholders' General Meeting, namely on Saturday, 13 April 2019.

2. Online remote or proxy voting

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 registered shares (pure or administered) wishing to vote online must access the Votaccess website at the following address: www.actionnaire.cmcicms.com.

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

Holders of administered 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 1 53 48 80 10.

After logging in, holders of registered shares (pure or administered) must following the instructions on screen 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 site 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 site, 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 site and vote, or appoint or revoke a proxy.

If shareholders' account-keeping institution is not connected to the Votaccess site, a notice of appointment or revocation of proxy may still be given by electronic means in accordance with Article R.225-79 of the French Commercial Code, as follows:

- o shareholders must send an email to 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 the proxy and the last name, first name and address of the proxy being appointed or revoked.
- o shareholders must ask their account-keeping institution to send written confirmation to CIC's shareholders' general meeting department 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.

Grants 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 3pm (Paris time) on 16 April 2019.

B – Sale by shareholders of their shares before the Shareholders’ General Meeting

Shareholders who have already returned their combined proxy and remote 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 zero hour (Paris time) on the second business day before the 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 zero hour (Paris time) on the second business day preceding the 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 (1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, 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, at the latest on the fourth business day before the date of the Shareholders’ General Meeting, namely on or before Thursday, 11 April 2019. 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 applicable laws and regulations, a collective response may be given to questions whose content or subject matter is the same. The answers to written questions may be published directly on the Company’s website at www.vinci.com, under the heading Shareholders – Shareholders’ General Meeting.

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.225-73-1 of the French Commercial Code may be consulted on the Company’s website at www.vinci.com, under the heading Shareholders – Shareholders’ General Meeting, with effect from the twenty-first day preceding the Shareholders’ General Meeting, namely from Wednesday, 27 March 2019.

E – Bank providing share register services

Crédit Industriel et Commercial – CIC

6, avenue de Provence
75452 Paris Cedex 09, France

Board of Directors