

VINCI

French public limited company (*société anonyme*) with share capital of €1,478,800,602.50
Registered office: 1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, France
552 037 806 RCS Nanterre

NAF: 7010Z

ISIN: FR0000125486

www.vinci.com

NOTICE OF MEETING

Combined Shareholders' General Meeting Thursday, 8 April 2021

In the context of the Covid-19 pandemic and in accordance with Decree 2021-255 of 9 March 2021, VINCI's shareholders are informed that the Combined Ordinary and Extraordinary Shareholders' General Meeting, initially scheduled to take place at Salle Pleyel, 252 rue du Faubourg-Saint Honoré, 75008 Paris – as announced in the notice of meeting published in the *Bulletin des Annonces Légales Obligatoires* of 1 March 2021 (no. 26) – will now take place **behind closed doors, without shareholders being physically present,**

**at 10:00 CET on Thursday, 8 April 2021,
at VINCI's registered office:
1 cours Ferdinand de Lesseps,
92500 Rueil Malmaison.**

Under ordinary business, the Board will propose that shareholders:

- approve the consolidated and parent company financial statements for 2020, along with a dividend of €2.04 for each share carrying a dividend entitlement on 1 January 2020; the ex-dividend date would be 20 April 2021 and the dividend would be paid on 22 April 2021;
- renew the terms of office of Yannick Assouad and Graziella Gavezotti as Directors for a period of four years;
- renew the Company's share buy-back programme for 18 months;
- approve the remuneration policy for members of the Board of Directors and executive company officers and particularly that applicable to Xavier Huillard, Chairman and Chief Executive Officer, along with remuneration paid in 2020 or due in respect of 2020 to VINCI's company officers and to Mr Huillard;
- state their opinion on the Company's environmental transition plan.

Under extraordinary business, the Board will propose that shareholders renew authorisations allowing the Board to:

- reduce the share capital through the cancellation of VINCI shares held in treasury;
- increase the share capital by capitalising reserves;
- increase the share capital and/or issue debt securities or securities giving access to equity securities to be issued, in order to give the Company the necessary

flexibility to take the most appropriate measures for its financing and growth where needed;

- increase the share capital to pay for contributions in kind made to the Company in the form of securities;
- carry out capital increases reserved directly or indirectly for VINCI Group employees in France and other countries, with preferential subscription rights cancelled; and
- set up plans to grant existing performance shares acquired by the Company to the Group's executives and employees free of charge.

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Given the Covid-19 pandemic and in accordance with Decree 2021-255 of 9 March 2021, the Chairman and Chief Executive Officer, acting on behalf of the Board of Directors, has decided that the Company's Combined Shareholders' General Meeting scheduled for Thursday, 8 April 2021 will take place behind closed doors, without shareholders being physically present.

As a result, shareholders are asked not to request admission cards and instead to vote either by post, online via the Votaccess website, or by giving a proxy to the chair of the meeting or to a third party.

Shareholders will not be able to table amendments or new resolutions during the meeting.

Shareholders may send written questions in accordance with regulations in force.

VINCI will keep shareholders informed of all developments regarding ways of taking part in the meeting and, for that purpose, all shareholders are invited to consult the section of the www.vinci.com website relating to the Shareholders' General Meeting on a regular basis.

Shareholders are informed that the meeting will be broadcast live on the Company's website (www.vinci.com).

In accordance with statutory provisions, the only shareholders allowed to arrange representation in the meeting, to vote by post or to give a proxy to the chair of the meeting will be those who have proved their status as shareholders in advance:

- as regards registered shares, by showing that those shares are registered in their name in a direct- or intermediary-registered account;
- 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, the form giving a proxy to the chair of the meeting or the form arranging representation.

These formalities must be completed no later than 00:00 CET on the second business day preceding the meeting, namely by 00:00 CET on Tuesday, 6 April 2021.

Shareholders may arrange to be represented in the meeting, to vote by post or to give a proxy to the chair of the meeting online via the secure Votaccess platform.

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All shareholders may obtain information and documents relating to this Combined Shareholders' General Meeting on request from VINCI's Shareholder Relations Department at 1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, by calling +33 (0)800 015 025 (free of charge from a fixed line in France) or on VINCI's website (www.vinci.com).

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The bank providing share register services for VINCI is:

Crédit Industriel et Commercial – CIC

6 avenue de Provence

75452 Paris Cedex 09

France

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For any further information, please call +33 (0)800 015 025.