

## NOTIFICATIONS

## MEETINGS OF SHAREHOLDERS AND UNITHOLDERS

## VINCI

French public limited company (“Société Anonyme”) with share capital of €1,509,619,915.00  
Registered office: 1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, France  
Registration number: RCS 552 037 806 Nanterre  
NAF 7010Z  
[www.vinci.com](http://www.vinci.com)

## ADVANCE NOTICE OF COMBINED SHAREHOLDERS’ GENERAL MEETING

VINCI shareholders are informed that they will shortly be invited to attend the Combined Shareholders’ General Meeting, which will be held on Tuesday, 15 April 2014 at 10.00 at Le Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris to deliberate on the following agenda and draft resolutions:

## 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 consolidated financial statements for the 2013 financial year;
- Approval of the parent company financial statements for the 2013 financial year;
- Appropriation of the parent company’s net income for the 2013 financial year and payment of dividends;
- Renewal of the appointment of Mr Xavier Huillard as Director for a period of four years;
- Renewal of the appointment of Mr Yves-Thibault de Silguy as Director for a period of four years;
- Renewal of the appointment of Mr Henri Saint Olive as Director for a period of four years;
- Renewal of the appointment of Qatari Diar Real Estate Investment Company as Director for a period of four years;
- Appointment of Ms Marie-Christine Lombard as Director for a period of four years;
- Renewal of the delegation of powers for the Board of Directors in view of the purchase by the Company of its own shares;
- Approval of the agreements entered into and/or authorised during the 2013 financial year and since the end of the financial year as described in the special report of the Statutory Auditors on regulated agreements and commitments;
- Opinion on the items of remuneration due or paid to the Chairman and Chief Executive Officer in respect of the 2013 financial year.

## 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 proceed with increases in share capital reserved for employees of the Company and of VINCI Group companies in the context of savings plans;
- Delegation of authority to the Board of Directors to proceed with increases in share capital reserved for a category of beneficiaries in order to offer employees of certain foreign subsidiaries benefits comparable to those offered to employees subscribing directly or indirectly via a company mutual fund in the context of a savings plan, with shareholders’ preferential subscription rights cancelled;
- Amendment of Article 11 of the Articles of Association, “Board of Directors”, with a view to determining the method of appointing Directors representing employees in accordance with France’s Job Security Act of 14 June 2013;
- Powers to carry out formalities.

## DRAFT RESOLUTIONS

The resolutions submitted by the Board of Directors for the approval of the Shareholders’ General Meeting are as follows:

## I – Resolutions requiring the approval of an Ordinary Shareholders’ General Meeting

**First resolution** (*Approval of the 2013 consolidated financial statements*)

The Shareholders’ General Meeting, having considered the Report of the Board of Directors, the Report of the Chairman attached thereto and the Report of the Statutory Auditors on the consolidated financial statements, hereby approves the operations of and consolidated financial statements for the financial year ended 31 December 2013 as presented to it, which show net income attributable to owners of the parent company of €1,962.1 million.

**Second resolution** (Approval of the 2013 parent company financial statements)

The Shareholders' General Meeting, having considered the Report of the Board of Directors, the Report of the Chairman attached thereto and the Report of the Statutory Auditors on the parent company financial statements, hereby approves the operations and financial statements of the parent company for the financial year ended 31 December 2013 as presented to it, which show net income of €1,060.2 million. In particular, it approves the amount of expenses non-deductible for tax purposes (€43,881) and the tax paid in respect thereof (Article 39.4 of the French General Tax Code), as mentioned in the Report of the Board of Directors.

**Third resolution** (Appropriation of the Company's net income for the 2013 financial year)

The Shareholders' General Meeting notes that the Company achieved net income of €1,060,238,372.05 for the 2013 financial year and that, taking account of retained earnings of €9,632,536,950.16, distributable income amounts to €10,692,775,322.21.

It therefore approves the appropriation of the distributable income proposed by the Board of Directors and, consequently, resolves to distribute and appropriate it as follows:

|  |                    |
|--|--------------------|
| • to the legal reserve                   | €6,087,655.00      |
| • to shareholders as an interim dividend | €308,687,050.65    |
| • to shareholders as a final dividend    | €681,657,097.72    |
| • to retained earnings                   | €9,696,343,518.84  |
|  | <hr/>              |
| • giving total appropriations of         | €10,692,775,322.21 |

The Shareholders' General Meeting resolves to set the dividend payable in respect of the 2013 financial year at €1.77 for each share entitled to and qualifying for dividends at 1 January 2013.

The Shareholders' General Meeting notes that, at the close of the meeting of the Board of Directors on 5 February 2014, the number of shares making up the share capital and qualifying for dividends at 1 January 2013 was 603,840,716, breaking down as follows:

|  |             |
|--|-------------|
| • shares with no special restrictions and qualifying for dividends on 1 January 2013 | 558,735,326 |
| • shares held in treasury by the Company   | 45,105,390  |
|  | <hr/>       |
| • total number of shares making up the authorised share capital                      | 603,840,716 |

The Shareholders' General Meeting, noting that the Board of Directors in its 30 July 2013 meeting decided to pay a net interim dividend of €0.55 on 14 November 2013 in respect of each share entitled to and qualifying for dividends at 1 January 2013, approves the payment of this interim dividend.

The Shareholders' General Meeting resolves to pay a final dividend of €1.22 in respect of each of the 558,735,326 shares entitled to and qualifying for dividends at 1 January 2013.

The Shareholders' General Meeting resolves that, should the Company hold a number of its own shares other than 45,105,390 on the day the final dividend is paid, the amount of the final dividend not paid or to be paid in respect of such shares will be credited to or debited from the retained earnings account, as the case may be.

It is to be noted that, based on current legislation, for individuals domiciled for tax purposes in France, all income is subject to the progressive scale of tax, after applying tax relief of 40% of its gross amount (Article 158-3-2 of the French General Tax Code). Furthermore, an initial withholding tax of 21% will be paid on account and deducted from the income tax due in respect of the year in which the dividends were paid. Tax-payers whose taxable revenue the previous year does not exceed a certain threshold may, on request, not pay the withholding tax but social security contributions will continue to be due.

The ex-date for dividend payments will be 25 April 2014. The final dividend will be paid on 30 April 2014.

As required by law, the Shareholders' General Meeting notes that the dividends and income per share distributed in respect of financial years 2010, 2011 and 2012 were as follows:

| Financial year | Type    | Amount per share | Number of qualifying shares | Total amount paid (in € millions) | Tax relief |
|----------------|---------|------------------|-----------------------------|-----------------------------------|------------|
| 2010           | Interim | €0.52            | 545,061,260                 | 283.43                            | 40%        |
|                | Final   | €1.15            | 536,193,431                 | 616.62                            | 40%        |
|                | Total   | €1.67            | -                           |                                   |            |
| 2011           | Interim | €0.55            | 541,722,314                 | 297.95                            | 40%        |
|                | Final   | €1.22            | 534,238,617                 | 651.77                            | 40%        |
|                | Total   | €1.77            | -                           |                                   |            |
| 2012           | Interim | €0.55            | 538,506,952                 | 296.18                            | 40%        |
|                | Final   | €1.22            | 535,007,753                 | 652.71                            | 40%        |
|                | Total   | €1.77            | -                           |                                   |            |

**Fourth resolution** (Renewal of the appointment of Mr Xavier Huillard as Director for a period of four years)

The Shareholders' General Meeting renews the appointment of Mr Xavier Huillard as Director for a period of four years expiring at the close of the Shareholders' General Meeting called to approve the financial statements for the financial year ending 31 December 2017.

**Fifth resolution** (Renewal of the appointment of Mr Yves-Thibault de Silguy as Director for a period of four years)

The Shareholders' General Meeting renews the appointment of Mr Yves-Thibault de Silguy for a period of four years expiring at the close of the Shareholders' General Meeting called to approve the financial statements for the financial year ending 31 December 2017.

**Sixth resolution** (Renewal of the appointment of Mr Henri Saint Olive as Director for a period of four years)

The Shareholders' General Meeting renews the appointment of Mr Henri Saint Olive as Director for a period of four years expiring at the close of the Shareholders' General Meeting called to approve the financial statements for the financial year ending 31 December 2017.

**Seventh resolution** (Renewal of the appointment of Qatari Diar Real Estate Investment Company as Director for a period of four years)

The Shareholders' General Meeting renews the appointment of Qatari Diar Real Estate Investment Company as Director for a period of four years expiring at the close of the Shareholders' General Meeting called to approve the financial statements for the financial year ending 31 December 2017.

**Eighth resolution** (Appointment of Ms Marie-Christine Lombard as Director for a period of four years)

As proposed by the Board of Directors, the Shareholders' General Meeting appoints Ms Marie-Christine Lombard as Director for a period of four years expiring at the close of the Shareholders' General Meeting called to approve the financial statements for the financial year ending 31 December 2017.

**Ninth resolution** (Renewal of the delegation of powers for the Board of Directors in view of the purchase by the Company of its own shares)

The Shareholders' General Meeting, having taken note of (a) the Report of the Board of Directors and (b) the description of the new 2014-2015 share buy-back programme, in accordance with the provisions of Article L. 225-209 of the French Commercial Code as well as European Regulation 2273/2003 adopted pursuant to European Directive 2003/6/CE of 28 January 2003, authorises the Board of Directors, with the ability to sub-delegate such powers, within the limits provided for by law, on one or several occasions, on the stock market or otherwise, including by blocks of shares or through the use of options or derivatives, to purchase the Company's shares for the conduct of the following:

1. transfer or exchange of shares upon the exercise of the rights attached to securities giving access to the Company's share capital;
2. retention and future delivery for payment or exchange purposes in connection with transactions involving external growth;
3. disposal or transfer of Company shares to eligible employees and/or company officers of VINCI Group companies in the context of savings plans, share and/or share purchase option allocation plans, including disposal to any approved service provider appointed for the design, implementation and management of any employee savings UCITS or similar structure on behalf of the VINCI Group, and pledge of shares as guarantee under employee savings plans;
4. ensuring market liquidity within the framework of a liquidity agreement that complies with a code of ethics recognised by the Autorité des Marchés Financiers and entrusted to an investment service provider acting independently;
5. cancellation, as part of the Company's financial policy, of the shares thus purchased, subject to the adoption of the fourteenth resolution hereunder;
6. implementation of any market practice that may be recognised by the Autorité des Marchés Financiers in respect of share buy-back programmes and, more generally, conduct of any transaction that complies with the current regulations applicable to these programmes.

The maximum purchase price per share is set at €65. The maximum number of shares purchased by virtue of this authorisation shall not exceed 10% of the share capital. This limit is calculated at the time of the purchases and the maximum amount of shares thus purchased shall not exceed €2 billion.

The share purchase price shall be adjusted by the Board of Directors in the event of financial transactions involving the Company in compliance with the conditions provided for by the applicable regulations. In particular, in the event of a capital increase through the

capitalisation of reserves and the allotment of performance shares, the price specified above shall be adjusted by a multiplier equal to the ratio of the number of shares making up the share capital before the transaction to the number of shares after the transaction.

The acquisition, disposal, transfer or exchange of these shares may be carried out by any on-market or off-market means, including block transactions or through the use of derivatives, in particular through share purchase options in accordance with the regulations in force. There is no restriction on the proportion of the share buy-back programme that may be carried out through block transactions.

These transactions may be carried out at any time in compliance with the current regulations, except during a public offering period.

The Shareholders' General Meeting grants full powers to the Board of Directors, including the ability to delegate such powers, so that, in compliance with the applicable legal and regulatory provisions, including those on stock exchange publicity requirements, it may proceed with the authorised reallocations of the shares purchased in view of one of the objectives of the programme to one or several of the other objectives, or sells them on-market or off-market, it being specified that these reallocations and disposals may concern shares purchased pursuant to previously authorised share buy-back programmes.

The Shareholders' General Meeting grants full powers to the Board of Directors, including the ability to delegate such powers, for the purpose of placing stock market orders, signing any deed of purchase, sale or transfer, entering into any agreement, carrying out any necessary adjustments, making all declarations and accomplishing all formalities.

This authorisation is granted for a period of eighteen months as from the date of this Shareholders' General Meeting. It renders ineffective and replaces the authorisation granted by the Shareholders' General Meeting on 16 April 2012 in its twelfth resolution.

***Tenth resolution*** (Approval of the Company's commitments in favour of Mr Xavier Huillard in respect of supplementary pensions)

The Shareholders' General Meeting, having considered the special report of the Statutory Auditors on agreements covered by Articles L. 225-38 et seq. of the French Commercial Code, approves the commitment made by the Company's Board of Directors on 5 February 2014 in favour of Mr Xavier Huillard in respect of a supplementary pension and also approves, insofar as necessary, his membership of the defined contribution plan set up by the Company for its executives and other management-level personnel.

***Eleventh resolution*** (Approval of the Company's commitment in favour of Mr Xavier Huillard in respect of severance pay in the event his appointment is terminated)

The Shareholders' General Meeting, having considered the special report of the Statutory Auditors on agreements covered by Articles L. 225-38 et seq. of the French Commercial Code, approves the commitment made by the Company's Board of Directors on 5 February 2014 in favour of Mr Xavier Huillard in respect of severance pay in the event his appointment is terminated.

***Twelfth resolution*** (Approval of the services agreement signed by VINCI and YTSEuropaconsultants)

The Shareholders' General Meeting, having considered the special report of the Statutory Auditors on agreements covered by Articles L. 225-38 et seq. of the French Commercial Code, approves the services agreement authorised by the Board of Directors on 5 February 2014. The agreement between VINCI and YTSEuropaconsultants was signed on 5 February 2014 and came into effect on 15 April 2014.

***Thirteenth resolution*** (Opinion on the items of remuneration due or paid to the Chairman and Chief Executive Officer in respect of the 2013 financial year)

The Shareholders' General Meeting, having considered the Report of the Board of Directors and the Report of the Chairman attached thereto, expresses a favourable opinion on the items of remuneration due or paid to the Chairman and Chief Executive Officer in respect of the financial year ended 31 December 2013 as described on pages 149 and 150 of the 2013 Annual Report.

II – Resolutions requiring the approval of an Extraordinary Shareholders' General Meeting

***Fourteenth resolution*** (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)

The Shareholders' General Meeting, having considered (a) the Report of the Board of Directors, (b) the description of the new 2014-2015 share buy-back programme, and (c) the special report of the Statutory Auditors, in accordance with the provisions of Article L. 225-209 of the French Commercial Code, authorises the Board of Directors to cancel, at its sole discretion, on one or more occasions, within the limit of 10% of the number of shares making up the share capital on the date when the Board of Directors takes a decision to cancel and over successive periods of twenty-four months for the determination of this limit, the shares purchased by virtue of the authorisations granted to the Company to purchase its own shares, and to proceed with a reduction in share capital equivalent to that amount.

The Shareholders' General Meeting establishes the validity of this authorisation at eighteen months as from the date of the present meeting and grants full powers to the Board of Directors, including the powers to delegate such powers, to take all decisions necessary for the cancellation of shares and reduction of the share capital, to recognise the difference between the purchase price and the nominal value of the shares in the reserve account of its choice, including the account for "share premiums arising on

contributions or mergers”, to perform all actions, formalities or declarations to finalise the reductions in capital which may be carried out by virtue of this authorisation, and to amend the Company’s Articles of Association accordingly.

This authorisation renders ineffective and replaces the authorisation granted by the Shareholders’ General Meeting on 16 April 2013 in its sixteenth resolution.

***Fifteenth resolution (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)***

The Shareholders’ General Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders’ General Meetings, having considered the Report of the Board of Directors and the special report of the Statutory Auditors:

1. delegates to the Board of Directors, in accordance with the provisions of Article L. 225-138-1 of the French Commercial Code and in the context of Articles L. 3332-1 et seq. of the French Labour Code, its authority to carry out, based solely on its deliberations, on one or more occasions, capital increases reserved for the members of a company or Group savings plan of VINCI and of companies associated with VINCI within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, through the issue of shares or negotiable securities giving access to the share capital;
2. resolves that the total number of shares that may be issued on the basis of this delegated authority and pursuant to the sixteenth resolution of this Shareholders’ General Meeting may not under any circumstances exceed 1.5% of the number of shares making up the share capital at the time the Board of Directors takes its decision;
3. establishes the validity of this delegated authority at twenty-six months as from the date of this Shareholders’ General Meeting. The Shareholders’ General Meeting, having in particular considered the Report of the Board of Directors, notes that the capital increases reserved for employees decided upon by the meetings of the Board of Directors on 16 October 2013 and 5 February 2014 were to be carried out on the basis of the ninth resolution of the Shareholders’ General Meeting on 12 April 2012 and will be formally recorded after this Shareholders’ General Meeting on the basis of the delegated authority granted by the Combined Shareholders’ General Meeting on 12 April 2012 and, insofar as necessary, on the basis of this delegated authority. Subject to the recognition of the capital increases carried out on this basis, the Shareholders’ General Meeting resolves that this delegation will cancel the previous delegation granted by the Combined Shareholders’ General Meeting on 12 April 2012 in its ninth resolution;
4. resolves to cancel shareholders’ preferential subscription rights in respect of the shares or negotiable securities thus issued to the said beneficiaries;
5. resolves, pursuant to Article L. 3331-21 of the French Labour Code, that the Board of Directors may arrange for the allotment, free of charge, of shares or negotiable securities giving access to the Company’s share capital, in respect of the Company’s contribution or, if applicable, in respect of the discount, provided that when their monetary value, assessed at the subscription price, is taken into account, it does not have the effect of exceeding the maximum discount provided for by paragraph 7(b) below and the limit provided by Article L. 3332-11 of the French Labour Code;
6. resolves that the characteristics of the negotiable securities giving access to the Company’s capital will be decided upon by the Board of Directors under the conditions laid down by regulations;
7. gives all necessary powers to the Board of Directors, within the limits set above, to determine the conditions of the capital increase or increases and, in particular:
  - (a) to determine the scope of the companies from which employees may benefit from the subscription offer, within the limits set by Article L. 225-180 referred to above;
  - (b) to determine the subscription price of the new shares, which may not be less than 95% of the average opening price quoted on the twenty stock market trading days preceding the date of the decision of the Board of Directors setting the opening date of the subscription;
  - (c) to decide that the subscriptions may be made directly or through a mutual fund or through an open-ended investment company governed by Article L. 214-40-1 of the French Monetary and Financial Code;
  - (d) to decide the way in which the shares to be issued will be paid up and the date of their entitlement to dividends, which may be back-dated;
  - (e) to take any steps necessary for the completion of the capital increases, to carry out any consequential formalities, to make the consequential amendments to the Company’s Articles of Association and, generally, to do whatever is necessary;
  - (f) on its own initiative, after each increase, to charge the expenses of the capital increase to the amount of the premiums referable thereto and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital;
  - (g) to enter into any agreements and, whether directly or through an agent, to complete any transactions and formalities;
  - (h) to prepare any reports describing the definitive conditions of the operation in accordance with French law;

8. authorises the Board of Directors, under the conditions provided by the delegation, to sell shares to the members of a savings plan as provided for by Article L. 3332-24 of the French Labour Code;
9. notes, in addition, that this delegation has the effect of satisfying the provisions of Article L. 225-129-6 of the French Commercial Code, having regard to the delegations granted by the eighteenth, nineteenth, twentieth and twenty-first resolutions of the Shareholders' General Meeting on 16 April 2013 and the twenty-eighth resolution of the Shareholders' General Meeting on 2 May 2011.

**Sixteenth resolution** (*Delegation of authority to the Board of Directors 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 employees subscribing directly or indirectly via a company mutual fund in the context of a savings plan, with shareholders' preferential subscription rights cancelled*)

The Shareholders' General Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' General Meetings, and having considered the Report of the Board of Directors and the special report of the Statutory Auditors:

1. delegates to the Board of Directors, in accordance with the provisions of Article L. 225-138 of the French Commercial Code, its authority, on its own initiative and on one or more occasions, to increase the share capital by the issue of ordinary shares of the Company reserved for the category of beneficiaries defined below;
2. resolves to cancel shareholders' preferential subscription rights in respect of shares issued pursuant to this resolution and to reserve subscription rights for the category of beneficiaries with the following characteristics:
  - (a) employees and officers of the Company and of VINCI Group companies associated with the Company under the conditions provided by Article L. 225-180 of the French Commercial Code;
  - (b) and/or UCITS or other employee share ownership entities, with or without legal personality, invested in shares of the Company and whose unit holders or shareholders comprise persons mentioned in (a) above;
  - (c) and/or any banking institution or subsidiary of such an institution involved at the Company's request in setting up a share ownership or savings plan for the benefit of the persons mentioned in (a) above, insofar as the subscription by the person authorised in accordance with this resolution is necessary or desirable in order to allow the employees or company officers indicated above to benefit from employee share ownership or savings plans that are equivalent or similar, in terms of economic advantages, to the ones available to other VINCI Group employees in the context of a transaction completed as part of a savings plan;
3. resolves that the total number of shares that may be issued on the basis of this delegated authority and pursuant to the fifteenth resolution of this Shareholders' General Meeting, may not under any circumstances exceed 1.5% of the number of shares making up the share capital at the time the Board of Directors takes its decision;
4. establishes the validity of this delegation at eighteen months as from the date of the present meeting. Having reviewed the Report of the Board of Directors, the Shareholders' General Meeting notes that the capital increases reserved for employees decided upon by the meeting of the Board of Directors on 16 October 2013 will be carried out on the basis of the twenty-third resolution of the Shareholders' General Meeting on 16 April 2013 and will result in the recognition of a capital increase after the present meeting on the basis of the delegation of authority provided by the Combined Shareholders' General Meeting of 16 April 2013 and, insofar as necessary, on the basis of the present delegation of authority. Subject to the recognition of the capital increases on this basis, the Shareholders' General Meeting decides that the present delegation of authority cancels the previous delegation granted in the twenty-third resolution of the Combined Shareholders' General Meeting on 16 April 2013;
5. within the limits set out above, gives all necessary powers to the Board of Directors, including the power to sub-delegate, to determine the conditions of the capital increase or increases and, in particular:
  - (a) to determine the reference stock price to fix the subscription price of the new shares, which may not be less than 95% of the average price quoted on the twenty stock market trading days preceding the date of the decision of the Board of Directors setting the opening date of the subscription;

For the specific purposes of an offer made for the benefit of the beneficiaries indicated in 2(a) above residing in the United Kingdom, as part of a Share Incentive Plan, the Board of Directors may also decide that the subscription price for the new shares being issued as part of this plan will be equal, with no discount, to the lower of (i) the share price on Euronext Paris at the opening of the reference period used to determine the subscription price within this plan and (ii) a price determined at the end of this period, with the dates on which such prices are arrived at being determined in accordance with the applicable local regulations;
  - (b) to determine, which each of the aforementioned categories, the list of beneficiaries of each issue and the number of shares allocated to each of them;
  - (c) to determine the terms and conditions of each issue and, in particular, the amount and characteristics of the securities to be issued, their subscription price, the manner in which they will be paid up, the subscription period and the dividend entitlement date of the shares to be issued, which may be back-dated;
  - (d) to take any steps necessary for the completion of the capital increases, to carry out any consequential formalities, to charge the expenses of the capital increase to the amount of the premiums referable thereto, to deduct from that amount the sums

necessary to increase the legal reserve to one-tenth of the new capital, to make the consequential amendments to the Company's Articles of Association and, generally, to do whatever is necessary;

- (e) to enter into any agreements, to carry out any transactions and formalities, where directly or through a representative;
- (f) to prepare any reports describing the definitive conditions of the operation in accordance with French law.

***Seventeenth resolution*** (*Amendment of Article 11 of the Articles of Association, "Board of Directors", with a view to determining the method of appointing Directors representing employees in application of France's Job Security Act of 14 June 2013*)

The Shareholders' General Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' General Meetings, and having considered the Report of the Board of Directors and the favourable opinion expressed by the Works Council, resolves to amend Article 11 of the Articles of Association, "Board of Directors", by inserting Article 11.3 providing for the appointment of Directors representing employees to the Board and the conditions laid down by law for appointing Directors representing employees.

The present Article 11.3 of the Articles of Association will become 11.4.

Draft Article 11.3

"11.3 – The Board of Directors shall include two Directors representing employees. In accordance with Article L. 225-27-1 of the French Commercial Code, these Directors are appointed in line with the provisions of paragraph III-4 of the said Article, namely:

(a) one Director shall be appointed by:

1. election by the employees of the Company and its direct and indirect subsidiaries with a registered office in France; or
2. the Group Council provided for by Article L. 2331-1 of the French Labour Code, the Central Works Council or the Company Works Council as the case may be; or
3. the trade union having obtained the highest number of votes in the first round of the union elections held within the Company and its direct and indirect subsidiaries with a registered office in France, in accordance with Articles L. 2122-1 and L. 2122-4 of the French Labour Code;

(b) the other Director shall be appointed by the Group's European Works Council.

The Board of Directors shall ensure proper implementation of and compliance with these provisions.

These first Directors representing employees will serve for a period of four years as from the adoption of the present Article by the Shareholders' General Meeting. Their term shall therefore expire at the close of the Shareholders' General Meeting called during their fourth year to approve the financial statements. Thereafter, the term of office of Directors representing employees will expire at the close of the Shareholders' General Meeting held during the fourth year from their election or appointment to approve the financial statements.

If a seat on the Board, allocated as provided for in this Article, becomes vacant due to death, resignation, dismissal, termination of employment contract or any other reason, a new Director will be appointed as described above. The term of this Director will expire on the date on which the term of the other Director appointed in accordance with the present Article is due to expire.

The Board of Directors may empower the Chief Executive Officer to take any action necessary to implement the present Article."

The first two Directors representing employees shall be appointed as follows:

- one by the trade union having obtained the highest number of votes in the first round of the union elections held within the Company and its direct and indirect subsidiaries with a registered office in France, in accordance with Articles L. 2122-1 and L. 2122-4 of the French Labour Code;
- the other by the Group's European Works Council.

***Eighteenth resolution*** (*Powers to carry out formalities*)

The Shareholders' General Meeting hereby confers all necessary powers on the bearer of a copy or extract of the minutes of this Combined Ordinary and Extraordinary Shareholders' General Meeting to make all registrations and publications required by French law.

---

## A. Participation in the Combined Shareholders' General Meeting

### A1 – General provisions:

All shareholders may participate in the 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 by post, 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.

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 by post, 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 registration or entry in bearer share accounts kept by their authorised financial intermediaries, as recorded by a certificate of investment issued by such intermediaries and attached to the postal 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 third business day preceding the Shareholders' General Meeting, namely by zero hour (Paris time) on Thursday, 10 April 2014. There are no plans to provide facilities for voting by videoconferencing or other means of telecommunication for the Meeting. Consequently, no site of the kind referred to in Article R. 225-61 of the French Commercial Code will be set up for this purpose.

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.

### A2 – To attend the Shareholders' General Meeting:

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

- (a) holders of registered shares may apply directly to the bank indicated below;
- (b) holders of bearer shares should ask the authorised intermediary that manages their securities account to arrange for an admission card to be sent to them by the bank indicated below, on sight of the certificate of investment to be sent to that bank.

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 third business day preceding the Meeting, namely by zero hour (Paris time) on Thursday, 10 April 2014, must present a certificate of investment issued by their authorised financial intermediary in accordance with the regulations; holders of registered shares may attend on the day of the Shareholders' General Meeting without any prior formalities.

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.

### A3 – To vote by post or by proxy:

Shareholders who do not wish to attend the Shareholders' General Meeting in person and who wish to be represented or to vote by post should:

- (a) if they hold registered shares, return the combined proxy and postal voting form, sent to them with the documentation accompanying the Notice of Meeting, to the bank indicated below;
- (b) if they hold bearer shares, ask the authorised intermediary that manages their securities account for a combined proxy and postal voting form and return it completed to that intermediary, who will then forward it, together with the certificate of investment, to the bank indicated below.

Whether the combined forms are used to appoint a proxy or to vote by post, they will only be taken into account if they are received by the bank indicated below, at the latest on the third day preceding the Shareholders' General Meeting, namely on Saturday, 12 April 2014.

In accordance with current regulations, and provided that a duly completed proxy form has been signed, the Company can also be notified of the appointment or revocation of a proxy by electronic means, as follows:



- in the case of holders of pure registered shares, by sending an e-mail to [mandats-vinci@cmcic.com](mailto:mandats-vinci@cmcic.com). The message must specify the shareholder's name, forename(s) and address, as well as those of the appointed or revoked proxy;
- in the case of holders of administered registered or bearer shares, by sending an e-mail to [mandats-vinci@cmcic.com](mailto:mandats-vinci@cmcic.com). The message must specify the shareholder's name, forename(s), address and complete bank references, as well as the name, forename(s) and address of the appointed or revoked proxy. The shareholders concerned must ask the financial intermediary that manages their securities account to send written confirmation (by letter or fax) to the bank indicated below.

A4 – Sale by shareholders of their shares before the Shareholders' General Meeting:

Shareholders who have already returned their combined proxy and 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 zero hour (Paris time) on the third 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 third business day preceding the Meeting, by whatever means, will be notified or taken into account, notwithstanding any agreement to the contrary.

#### **B. Procedure for exercising the right to add items to the agenda or draft resolutions**

Shareholders meeting the legal conditions and wishing to add items to the agenda or draft resolutions must send their request, in accordance with the conditions specified in Article R. 225-73 of the French Commercial Code, to VINCI's registered office (1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, France) by registered letter with proof of receipt requested at the latest by the twenty-fifth calendar day before the date set for the Shareholders' General Meeting, namely 21 March 2014. Such requests 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.

The examination of agenda items or draft resolutions submitted under the conditions given above is contingent upon the persons requesting the additions sending a second certificate of entry in those same accounts on the third business day preceding the Shareholders' General Meeting, namely by zero hour (Paris time) on Thursday, 10 April 2014.

The new agenda items or draft resolutions will be added to the agenda for the Shareholders' General Meeting and brought to the attention of shareholders in accordance with the conditions set by current regulations.

#### **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 e-mail 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 Wednesday, 9 April 2014. 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), 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](http://www.vinci.com), under the heading Shareholders – Shareholders' General Meeting, with effect from the twenty-first day preceding the Shareholders' General Meeting, namely from Tuesday, 25 March 2014.

#### **E. Bank providing share register services**

The bank providing share register services for this meeting is:

CM – CIC Securities  
 For the attention of CM – CIC Titres  
 Service Assemblées  
 3 allée de l'Etoile  
 95014 Cergy Pontoise Cedex, France  
 34318@cmcics.com

The Board of Directors