

**VINCI**  
**COMBINED SHAREHOLDERS' GENERAL MEETING 17 APRIL 2019 : RESULT OF THE VOTE OF THE RESOLUTIONS**

**QUORUM : 62.027%**

| Title of the resolutions | Result of the vote | Participating votes | Vote For | % of votes for | Votes Against | Abstention |
|--------------------------|--------------------|---------------------|----------|----------------|---------------|------------|
|--------------------------|--------------------|---------------------|----------|----------------|---------------|------------|

***ORDINARY PART***

|  |                |             |             |               |            |         |
|--|----------------|-------------|-------------|---------------|------------|---------|
| <b>First resolution</b><br>Approval of the 2018 consolidated financial statements                                    | <b>Adopted</b> | 343,075,706 | 341,412,411 | <b>99.52%</b> | 1,112,633  | 550,662 |
| <b>Second resolution</b><br>Approval of the 2018 parent company financial statements                                 | <b>Adopted</b> | 343,075,706 | 342,356,939 | <b>99.79%</b> | 172,680    | 546,087 |
| <b>Third resolution</b><br>Appropriation of the Company's net income for the 2018 financial year                     | <b>Adopted</b> | 343,075,706 | 342,362,296 | <b>99.79%</b> | 171,527    | 541,883 |
| <b>Fourth resolution</b><br>Renewal of the appointment of Mr Robert Castaigne as Director for a period of four years | <b>Adopted</b> | 343,075,706 | 310,647,572 | <b>90.55%</b> | 31,878,689 | 549,445 |
| <b>Fifth resolution</b><br>Renewal of the appointment of Mrs Ana Paula Pessoa as Director for a period of four years | <b>Adopted</b> | 343,075,706 | 329,347,590 | <b>96.00%</b> | 13,178,279 | 549,837 |
| <b>Sixth resolution</b><br>Renewal of the appointment of Mrs Pascale Sourisse as Director for a period of four years | <b>Adopted</b> | 343,075,706 | 308,854,374 | <b>90.03%</b> | 33,673,480 | 547,852 |

|   |  |             |             |               |            |         |
|---|--|-------------|-------------|---------------|------------|---------|
| <b>Seventh resolution</b><br>Appointment of Mrs Caroline Grégoire Sainte Marie as Director for a period of four years                                   | <b>Adopted</b>   | 343,075,706 | 336,288,104 | <b>98.02%</b> | 6,236,295  | 551,307 |
| <b>Eighth resolution</b><br>Appointment of a Director representing employee shareholders in accordance with Article 11 of the Articles of Association   | <b>Adopted</b>   | 343,075,706 | 338,396,672 | <b>98.64%</b> | 4,096,434  | 582,600 |
| <b>Ninth resolution</b><br>Appointment of a Director representing employee shareholders in accordance with Article 11 of the Articles of Association    | <b>Resolution which has not been submitted to the vote of the shareholders</b> |             |             |               |            |         |
| <b>Tenth resolution</b><br>Appointment of a Director representing employee shareholders in accordance with Article 11 of the Articles of Association    | <b>Resolution which has not been submitted to the vote of the shareholders</b> |             |             |               |            |         |
| <b>Eleventh resolution</b><br>Appointment of a Director representing employee shareholders in accordance with Article 11 of the Articles of Association | <b>Resolution which has not been submitted to the vote of the shareholders</b> |             |             |               |            |         |
| <b>Twelfth resolution</b><br>Reappointment of Deloitte & Associés as primary statutory auditor for a term of six accounting periods                     | <b>Adopted</b>   | 343,075,706 | 317,980,026 | <b>92.69%</b> | 24,553,010 | 542,670 |
| <b>Thirteenth resolution</b><br>Appointment of PricewaterhouseCoopers Audit as primary statutory auditor for a term of six accounting periods           | <b>Adopted</b>   | 343,075,706 | 339,135,854 | <b>98.85%</b> | 3,393,327  | 546,525 |
| <b>Fourteenth resolution</b><br>Directors' fees   | <b>Adoptée</b>   | 343,075,706 | 337,043,390 | <b>98.24%</b> | 5,472,903  | 559,413 |
| <b>Fifteenth resolution</b><br>Renewal of the delegation of powers to the Board of Directors in view of the purchase by the Company of its own shares   | <b>Adopted</b>   | 343,075,706 | 336,951,937 | <b>98.22%</b> | 5,572,245  | 551,524 |

|  |                |             |             |               |            |         |
|--|----------------|-------------|-------------|---------------|------------|---------|
| <b>Sixteenth resolution</b>  | <b>Adopted</b> | 343,075,706 | 313,034,735 | <b>91.24%</b> | 29,488,268 | 552,703 |
| <b>Seventeenth resolution</b><br>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 | <b>Adopted</b> | 343,075,706 | 318,660,330 | <b>92.88%</b> | 23,855,440 | 559,936 |

**EXTRAORDINARY PART**

|  |                |             |             |               |            |         |
|--|----------------|-------------|-------------|---------------|------------|---------|
| <b>Eighteenth resolution</b><br>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   | <b>Adopted</b> | 343,075,706 | 341,759,990 | <b>99.62%</b> | 764,646    | 551,070 |
| <b>Nineteenth resolution</b><br>Delegation of authority to the Board of Directors to increase the share capital through the capitalisation of reserves, retained earnings or share premiums  | <b>Adopted</b> | 343,075,706 | 341,949,723 | <b>99.67%</b> | 568,193    | 557,790 |
| <b>Twentieth resolution</b><br>Delegation of authority to the Board of Directors to issue any shares, equity securities giving access to other equity securities or giving the right 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  | <b>Adopted</b> | 343,075,706 | 340,133,719 | <b>99.14%</b> | 2,389,600  | 552,387 |
| <b>Twenty-first resolution</b><br>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   | <b>Adopted</b> | 343,075,706 | 328,487,104 | <b>95.75%</b> | 14,032,168 | 556,434 |
| <b>Twenty-second resolution</b><br>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 | <b>Adopted</b> | 343,075,706 | 322,452,732 | <b>93.99%</b> | 20,020,127 | 602,847 |
| <b>Twenty-third resolution</b><br>Authorisation of the Board of Directors to increase the number of securities to be issued in the event of surplus applications   | <b>Adopted</b> | 343,075,706 | 314,134,320 | <b>91.56%</b> | 28,338,074 | 603,312 |
| <b>Twenty-fourth resolution</b><br>Delegation of powers to the Board of Directors to issue any shares, equity securities giving access to other equity securities or giving the right 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   | <b>Adopted</b> | 343,075,706 | 326,574,287 | <b>95.19%</b> | 15,898,319 | 603,100 |
| <b>Twenty-fifth resolution</b>   |                |             |             |               |            |         |

|   |                |             |             |               |            |         |
|---|----------------|-------------|-------------|---------------|------------|---------|
| 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   | <b>Adopted</b> | 343,075,706 | 336,449,321 | <b>98.07%</b> | 5,778,639  | 847,746 |
| <b>Twenty-sixth resolution</b><br>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 | <b>Adopted</b> | 343,075,706 | 336,538,000 | <b>98.09%</b> | 5,960,408  | 577,298 |
| <b>Twenty-seventh resolution</b><br>Amendment of Article 10 bis of the Articles of Association "Capital holding"  | <b>Adopted</b> | 343,075,706 | 326,048,958 | <b>95.04%</b> | 16,161,561 | 865,187 |
| <b>Twenty-eighth resolution</b><br>Amendment of Article 16 of the Articles of Association "Auditors"  | <b>Adopted</b> | 343,075,706 | 340,797,376 | <b>99.34%</b> | 1,575,674  | 702,656 |
| <b>Twenty-ninth resolution</b><br>Powers to carry out formalities   | <b>Adopted</b> | 343,075,706 | 340,560,103 | <b>99.27%</b> | 1,557,598  | 958,005 |