

VINCI

French public limited company (*société anonyme*) with share capital of €1,515,531,785.00

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

The shareholders of VINCI are invited to attend a Combined Ordinary and Extraordinary General Meeting of Shareholders on Thursday, 9 April 2020 at 10 a.m. In view of the Covid-19 epidemic and in line with the measures taken by the government to try to slow the spread of the virus, this Shareholders' General Meeting will be held at the Company's registered office (1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, France) without shareholders being physically present.

If the meeting cannot deliberate for lack of a quorum, it will be convened for a second time with the same agenda.

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 2019 financial year;
- Approval of the parent company financial statements for the 2019 financial year;
- Appropriation of the parent company's net income for the 2019 financial year and payment of dividends;
- Appointment of Mr Benoît Bazin as Director for a period of four years;
- 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 for Mr Xavier Huillard, Chairman and Chief Executive Officer;
- Approval of the report on remuneration;
- Approval of the fixed, variable and exceptional elements of total remuneration and all kinds of benefits paid in 2019 or granted with respect to 2019 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 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;
- Grant of authorisation to the Board of Directors to allot, for no consideration, existing shares in the Company to employees of the Company and of certain related companies or groups;
- Amendment of Article 13 of the Articles of Association "Decisions by the Board of Directors";
- Amendment of Article 14 of the Articles of Association "Attendance fees";
- 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 26 of the Bulletin des Annonces Légales Obligatoires of Friday 28 February 2020.

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IMPORTANT INFORMATION

Dear shareholder,

In view of the Covid-19 epidemic and in line with the measures taken by the government to try to slow the spread of the virus, we have decided to hold the Shareholders' General Meeting without shareholders being physically present.

Given the closure of buildings open to the public, the meeting will take place at the Company's registered office at 1 cours Ferdinand de Lesseps, 92500 Rueil-Malmaison, France.

In the circumstances, we invite you to exercise your rights as a shareholder in the meeting by voting remotely or by giving a proxy to the chairman. You can do this by either:

- voting on the Votaccess secure platform (including via your online banking service) until 3pm French time on 8 April 2020,
- or returning your completed voting form by post, to be received by CIC by midnight on 6 April 2020.

You can also ask questions in writing. These must be received at the latest on the fourth business day before the date of the Shareholders' General Meeting, namely on or before 3 April 2020. They may be sent either:

- 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 assemblee generale@vinci.com,

Written questions must be accompanied by a certificate stating that your shares are registered in an account held with CIC or your financial intermediary.

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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 voting remotely, or
- by arranging to be represented by giving a proxy to the Chairman or without specifying the person representing them. 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 vote remotely or to give a proxy to the Chairman 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 or the form giving a proxy to the Chairman.

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 Tuesday, 7 April 2020.

A3 – Ways of taking part in the Shareholders' General Meeting

VINCI allows shareholders to arrange to vote remotely or to give a proxy to the Chairman online via the secure Votaccess platform.

The Votaccess platform will be open from 20 March until 3 p.m. (Paris time) on 8 April 2020.

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

1. To vote remotely or to give a proxy to the Chairman by post:

Shareholders wishing to vote remotely or to give a proxy to the Chairman may vote in the following way:

(a) holders of registered shares (pure or administered) 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 request from their account-keeping institution a 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, 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 by zero hour (Paris time) on Monday, 6 April 2020.

2. To vote remotely or to give a proxy to the Chairman online:

Shareholders can also send their voting instructions and give a proxy to the Chairman 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: <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 site and vote, or to give a proxy to the Chairman.

(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 to give a proxy to the Chairman.

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 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 Friday, 3 April 2020. 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, under the heading Shareholders/Shareholders' General Meeting tab.

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 tab, with effect from the twenty-first day preceding the Shareholders' General Meeting, namely from Thursday, 19 March 2020.

E – Bank providing share register services

Crédit Industriel et Commercial – CIC

6 avenue de Provence
75452 Paris Cedex 09, France

The Board of Directors