

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

In the context of the Covid-19 pandemic and in accordance with statutory and regulatory provisions in force, the Company's Combined Shareholders' General Meeting, initially convened to take place on Thursday, 8 April 2021 at Salle Pleyel, 252 boulevard Saint-Honoré, 75008 Paris through a notice of meeting published in the *Bulletin des Annonces Légales Obligatoires* on Monday, 1 March 2021 (no. 26), will take place on 8 April 2021 behind closed doors, without shareholders being physically present, following a decision by the Chairman and Chief Executive Officer on behalf of the Board of Directors.

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 according to the arrangements set out in this Notice of Meeting.

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, as detailed below.

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

VINCI will keep shareholders informed of all developments regarding ways of taking part and voting 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.

VINCI shareholders are informed that a Combined Ordinary and Extraordinary Shareholders' General Meeting will take place at 10:00 CET on Thursday, 8 April 2021 at VINCI's registered office at 1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, behind closed doors, without shareholders being physically present, to deliberate on the following agenda:

AGENDA

Ordinary business

- Reports of the Board of Directors and Statutory Auditors;
- Approval of the consolidated financial statements for the 2020 financial year;
- Approval of the parent company financial statements for the 2020 financial year;
- Appropriation of the parent company's net income for the 2020 financial year and payment of dividends;
- Renewal of the term of office of Yannick Assouad as Director for a period of four years;

- Renewal of the term of office of Graziella Gavezotti 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 executive company officers and particularly that applicable to 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 benefits of any kind paid in 2020 or granted in respect of this same year to Xavier Huillard, Chairman and Chief Executive Officer;
- Opinion on the Company's environmental transition plan.

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 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, 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 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 other than those covered by Article L.411-2 1° of the French Monetary and Financial Code;
- 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 covered by Article L.411-2 1° of the French Monetary and Financial Code;
- Authorisation given to 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, with preferential subscription rights cancelled, 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;
- 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;
- Authorisation given to the Board of Directors to grant awards of existing shares in the Company, for no consideration, to employees of the Company and of certain related companies or groups;
- 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 notice of meeting included in the *Bulletin des Annonces Légales Obligatoires* of Monday, 1 March 2021 (no. 26).

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IMPORTANT INFORMATION

The arrangements set out below take into account the situation relating to the current Covid-19 health crisis and the statutory and regulatory provisions in force.

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.

Exceptionally, since the meeting is taking place behind closed doors, shareholders will not be able to request an admission card to attend the meeting in person. Shareholders may participate in the Shareholders' General Meeting by:

- voting by post or online;
- arranging to be represented by giving a proxy to the chair of the meeting, 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 L22-10-39 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 chair 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.22-10-28 of the French Commercial Code, the only shareholders allowed to be represented at the Shareholders' General Meeting, to vote by post or to give a proxy to the chair, will be those who have proved their status as such, in advance:

(a) as regards registered shares, by showing that those shares are registered in their name in a directly registered or intermediary-registered account;

(b) 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 or the form arranging representation.

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

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

Since the meeting of Thursday, 8 April 2021 is taking place behind closed doors, without shareholders or other people with the right to take part being present either physically, by conference call or via videoconferencing, no admission card will be delivered for this meeting. VINCI allows shareholders to arrange to vote, be represented or to give a proxy to the chair of the meeting by post or online via the secure Votaccess platform.

The Votaccess platform will be open from 19 March until 15:00 CET on 7 April 2021.

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, arrange to be represented for this purpose or give a proxy to the chair by post

Shareholders wishing to vote, arrange to be represented for this purpose or give a proxy to the chair of the meeting by post may proceed as follows:

(a) holders of directly registered or intermediary-registered shares 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, postal voting forms must be received by the bank indicated below, at the latest on the third calendar day preceding the Shareholders' General Meeting, 00:00 CET on Monday, 5 April 2021.

Requests to be represented without indicating a representative sent by post must be received at the latest on the third calendar day preceding the Shareholders' General Meeting, namely by 00:00 CET on Monday, 5 April 2021.

Requests to be represented indicating a representative sent by post must be received on or before the fourth calendar day before the date of the Shareholders' General Meeting.

2. To vote, arrange to be represented for this purpose or give a proxy to the chair online

Shareholders can also send their voting instructions, give a proxy to the chair or appoint a representative online before the Shareholders' General Meeting on the Votaccess website as follows:

(a) holders of directly registered or intermediary-registered shares wishing to vote online must access the Votaccess website at the following address: <http://www.actionnaire.cic-marketsolutions.eu>.

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

Holders of intermediary-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 (0)1 53 48 80 10.

After logging in, holders of directly registered or intermediary-registered shares must follow the instructions on screen to access the Votaccess site and vote, or to appoint a representative or give a proxy to the chair;

(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 the shareholder's 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.22-10-24 of the French Commercial Code, as follows:

- the shareholder 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;
- the shareholder must also ask their account-keeping institution to send written confirmation to CIC - Service Assemblées Générales 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.

As regards requests to be represented that do not indicate a representative, appointments 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 15:00 CET on 7 April 2021.

In accordance with regulations in force, any shareholder that appoints one of the persons mentioned in Article L.22-10-39 of the French Commercial Code as a representative must send CIC the request to appoint the specified representative on or before the fourth day preceding the meeting.

The representative shall not be able to represent the shareholder physically in the meeting. The representative must send voting instructions for shareholders it is representing to CIC by email to **mandats-vinci@cic.fr**, using the form mentioned in Article R.225-76 of the French Commercial Code, on or before the fourth day preceding the meeting.

3. Selecting a different way of taking part in the Shareholders' General Meeting

In accordance with regulations in force, a shareholder who has already voted remotely or appointed a representative may select a different way of taking part in the meeting provided that its instruction to that effect reaches the Company at least three days before the date of the meeting.

After that deadline has passed, the shareholder will not be able to select a different way of taking part in the meeting.

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 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 00:00 CET 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 00:00 CET 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 received at 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 second business day before the date of the Shareholders' General Meeting, namely on or before Tuesday, 6 April 2021. 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 Shareholders tab (Shareholders' General Meeting option).

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.22-10-23 of the French Commercial Code may be consulted on the Company's website at **www.vinci.com**, under the Shareholders tab (Shareholders' General Meeting option), with effect from the 21st day preceding the Shareholders' General Meeting, namely from Thursday, 18 March 2021.

E - Bank providing share register services

Crédit Industriel et Commercial – CIC

6 avenue de Provence
75452 Paris Cedex 09
France

The Board of Directors