

**NOTIFICATIONS**

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**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)

**NOTICE OF THE COMBINED SHAREHOLDERS’ GENERAL MEETING**

The shareholders of VINCI are informed that a Combined Ordinary and Extraordinary General Meeting of Shareholders will be held on Tuesday, 15 April 2014 at 10 a.m. at Le Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris to deliberate on the following 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 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.

**RESOLUTIONS**

The resolutions submitted by the Board of Directors for the approval of the Shareholders’ General Meeting have been published in the advance notice of Combined Shareholders’ General Meeting inserted in the number 29 of the French Bulletin of Compulsory Legal Notices (BALO) published on Friday 7 March 2014.

**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](mailto:34318@cmcics.com)

The Board of Directors