

**VINCI**  
**COMBINED SHAREHOLDERS' GENERAL MEETING 14 APRIL 2015 : RESULT OF THE VOTE OF THE RESOLUTIONS**

**QUORUM : 60.35%**

Title of the resolutions	Result of the vote	Participating votes	Vote For	% of votes for	Votes Against	Abstention
<b>ORDINARY PART</b>						
<b>First resolution</b> Approval of the 2014 consolidated financial statements	<b>Adopted</b>	332,912,736	331,761,658	99.65%	688,209	462,869
<b>Second resolution</b> Approval of the 2014 parent company financial statements	<b>Adopted</b>	332,912,736	331,978,717	99.72%	726,900	207,119
<b>Third resolution</b> Appropriation of the Company's net income for the 2014 financial year	<b>Adopted</b>	332,912,736	330,929,293	99.40%	1,785,179	198,264
<b>Fourth resolution</b> Renewal of the appointment of Mr Robert Castaigne as Director for a period of four years	<b>Adopted</b>	332,912,736	325,496,320	97.77%	7,184,124	232,292
<b>Fifth resolution</b> Renewal of the appointment of Mrs Pascale Sourisse as Director for a period of four years	<b>Adopted</b>	332,912,736	311,064,258	93.44%	21,603,265	245,213
<b>Sixth resolution</b> Appointment of Mrs Ana Paula Pessoa as Director for a period of four years	<b>Adopted</b>	332,912,736	326,297,792	98.01%	6,398,466	216,478
<b>Seventh resolution</b> Appointment of Mrs Josiane Marquez as Director representing employee shareholders in accordance with Article 11 of the Articles of Association	<b>Adopted</b>	332,912,736	329,663,248	99.02%	2,977,297	272,191
<b>Eighth resolution</b> Appointment of Mr Gérard Duez as 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>Ninth resolution</b>						

Appointment of Mrs Karin Willio as 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> Appointment of Mr Thomas Franz as 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> Appointment of Mr Rolland Innocenti as 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> Appointment of Mr Michel Pitte as 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>Thirteenth resolution</b> Directors' fees	<b>Adopted</b>	332,912,736	326,376,032	98.04%	6,284,971	251,733
<b>Fourteenth resolution</b> Renewal of the authorisation of the Board of Directors in view of the purchase by the Company of its own shares	<b>Adopted</b>	332,912,736	332,014,899	99.73%	654,782	243,055
<b>Fifteenth resolution</b> Approval of the Company's commitment in favour of Mr Pierre Coppey in respect of a supplementary pension	<b>Adopted</b>	332,766,960	324,278,587	97.45%	8,082,541	405,832
<b>Sixteenth resolution</b> Approval of the mandate formed between VINCI and VINCI Concessions for the management of the Comarnic Brasov motorway concession in Romania	<b>Adopted</b>	332,766,960	328,178,854	98.62%	4,251,039	337,067
<b>Seventeenth resolution</b>						

Approval of agreements formed between VINCI and VINCI Concessions as part of the financial restructuring of Via Solutions Südwest GmbH	<b>Adopted</b>	332,766,960	328,549,053	98.73%	3,875,567	342,340
<b>Eighteenth resolution</b> Opinion on the items of remuneration due or paid to the Chairman and Chief Executive Officer in respect of the 2014 financial year	<b>Adopted</b>	332,912,736	210,433,236	63.21%	121,795,114	684,386
<b>Nineteenth resolution</b> Opinion on the items of remuneration due or paid to the Chief Operating Officer in respect of the 2014 financial year from his appointment on 15 April 2014	<b>Adopted</b>	332,912,736	218,778,628	65.72%	113,446,150	687,958

**EXTRAORDINARY PART**

<b>Twentieth resolution</b> 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>	332,912,736	330,229,580	99.19%	2,348,547	334,609
<b>Twenty-first resolution</b> 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>	332,912,736	211,150,151	63.43%	121,546,744	215,841
<b>Twenty-second resolution</b> Delegation of authority to the Board of Directors to issue any shares and securities giving access to shares to be issued by the Company and/or its subsidiaries, with shareholders' preferential subscription rights maintained	<b>Adopted</b>	332,912,736	316,066,853	94.94%	16,632,677	213,206
<b>Twenty-third resolution</b> Delegation of authority to the Board of Directors to issue bonds convertible into and/or exchangeable for new shares of the Company and/or its subsidiaries, with preferential subscription rights cancelled	<b>Adopted</b>	332,912,736	305,695,739	91.82%	26,980,204	236,793
<b>Twenty-fourth resolution</b> Delegation of authority to the Board of Directors to issue all debts securities giving access to shares to be issued by the Company and/or its subsidiaries, other than bonds convertible into and/or exchangeable for new shares, with preferential subscription rights cancelled	<b>Adopted</b>	332,912,736	303,313,038	91.11%	29,378,809	220,889
<b>Twenty-fifth resolution</b> Authorisation of the Board of Directors to increase the number of securities to be issued in the event of surplus applications	<b>Adopted</b>	332,912,736	290,369,764	87.22%	42,319,966	223,006
<b>Twenty-sixth resolution</b>						

Delegation of powers to the Board of Directors to issue any shares and securities giving access to the share capital, subject to a limit of 10% of the share capital, in order to pay for contributions in kind made to the Company in the form of securities	<b>Adopted</b>	332,912,736	297,451,321	89.35%	35,245,032	216,383
<b>Twenty-seventh 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	<b>Adopted</b>	332,912,736	244,700,783	73.50%	87,996,249	215,704
<b>Twenty-eighth resolution</b> 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	<b>Adopted</b>	332,912,736	244,521,085	73.45%	88,170,650	221,001
<b>Twenty-ninth resolution</b> Amendment of Article 8 of the Articles of Association "Rights attached to each share" to rule out the provisions of the French Act no. 2014-384 of 29 March 2014 relating to the acquisition of double voting rights by shares that have been registered in the name of the same shareholder for at least two years	<b>Adopted</b>	332,912,736	330,730,227	99.34%	1,925,520	256,989
<b>Thirtieth resolution</b> Amendment of Article 10b of the Articles of Association "Capital holding" to comply with Article R. 225-85 of the French Commercial Code and section VI of Article L. 233-7 of the same code	<b>Rejected</b>	332,912,736	94,014,271	28.24%	238,471,888	426,577
<b>Thirty-first resolution</b> Amendment of Article 17 of the Articles of Association "Shareholders' Meetings" to comply with Article R. 225-85 of the French Commercial Code as amended by Article 4 of Decree no. 2014-1466 of 8 December 2014	<b>Adopted</b>	332,912,736	331,260,546	99.50%	1,410,127	242,063
<b>Thirty-second resolution</b> Powers to carry out formalities	<b>Adopted</b>	332,912,736	331,997,155	99.72%	694,113	221,468