

VINCI

French public limited company (*société anonyme*) with capital of €1,474,964,950.00
Registered office: 1 cours Ferdinand de Lesseps, 92500 Rueil Malmaison, France
552 037 806 RCS Nanterre

NAF 7010Z

www.vinci.com

NOTICE OF MEETING

The shareholders of VINCI are informed that a Combined Ordinary and Extraordinary General Meeting of Shareholders will be held on Thursday, 20 April 2017 at 10 a.m. at Le Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris, France.

AGENDA

The Shareholders' General Meeting is 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 2016 financial year;
- Approval of the parent company financial statements for the 2016 financial year;
- Appropriation of the parent company's net income for the 2016 financial year and payment of dividends;
- Renewal of the term of office of Mrs Yannick Assouad as Director for a period of four years;
- Renewal of the term of office of Mrs Graziella Gavezotti as Director for a period of four years;
- Renewal of the term of office of Mr Michael Pragnell as Director for a period of four years;
- Directors' fees;
- 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 principles and guidelines used to determine and structure the fixed, variable and extraordinary components and benefits of any kind payable to the Chairman and Chief Executive Officer;
- Opinion on the items of remuneration due or paid to the Chairman and Chief Executive Officer in respect of the 2016 financial year;
- Opinion on the items of remuneration due or paid to the Chief Operating Officer in respect of the period from 1 January to 20 June 2016.

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, profits and share premiums;
- Delegation of authority to the Board of Directors to issue any shares, capital securities giving access to other capital 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 bonds convertible into and/or exchangeable for new shares of the Company and/or its subsidiaries, with preferential subscription rights cancelled, and through a public offer or private placement in accordance with Article L.411-2(II) 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, other than bonds convertible into and/or exchangeable for new shares, with preferential subscription rights cancelled, and through a public offer or private placement in accordance with Article L.411-2(II) of the French Monetary and Financial Code;
- Authorisation of 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 any shares and negotiable securities giving access to the share capital in order to pay for contributions in kind made to the Company in the form of securities with shareholders' preferential subscription rights cancelled;
- 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 specific category of beneficiaries in order to offer the employees of certain subsidiaries outside France 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;
- Powers to carry out formalities.

RESOLUTIONS

The full text of the resolutions submitted by the Board of Directors for the approval of the Shareholders' General Meeting was included in the Notice of The Combined Shareholders' General Meeting published in Bulletin no. 31 of the French journal of compulsory legal notices on 31 March 2017.

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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 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 on the second business day preceding the Shareholders' General Meeting, namely by zero hour (Paris time) on Tuesday, 18 April 2017.

There are no plans to provide facilities for voting by videoconferencing or other means of telecommunication for the Meeting. Consequently, no website 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 on the second business day preceding the Meeting, namely by zero hour (Paris time) on Tuesday, 18 April 2017, 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.

Shareholders are informed that, for security reasons, they will not be allowed to take luggage into the meeting room.

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 Monday, 17 April 2017.

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@cic.fr. 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 registered and administered or bearer shares, by sending an e-mail to mandats-vinci@cic.fr. 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 Combined 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 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.

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B - 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 Friday, 14 April 2017. 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.

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C - 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, with effect from the twenty-first day preceding the Shareholders' General Meeting, namely from Thursday, 30 March 2017.

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D - Bank providing share register services:

Crédit Industriel et Commercial – CIC

Service Assemblées
6 avenue de Provence
75452 Paris Cedex 09
34318@cmcic.fr

The Board of Directors