

**VINCI**  
**COMBINED SHAREHOLDERS' GENERAL MEETING 20 APRIL 2017 : RESULT OF THE VOTE OF THE RESOLUTIONS**

**QUORUM : 59.874%**

<b>Title of the resolutions</b>	<b>Result of the vote</b>	<b>Participating votes</b>	<b>Vote For</b>	<b>% of votes for</b>	<b>Votes Against</b>	<b>Abstention</b>
<b>ORDINARY PART</b>						
<b>First resolution</b> Approval of the 2016 consolidated financial statements	<b>Adopted</b>	331,708,578	329,301,697	<b>99.28%</b>	2,238,782	168,099
<b>Second resolution</b> Approval of the 2016 parent company financial statements	<b>Adopted</b>	331,708,578	328,869,034	<b>99.14%</b>	2,675,222	164,322
<b>Third resolution</b> Appropriation of the Company's net income for the 2016 financial year	<b>Adopted</b>	331,708,578	331,051,304	<b>99.80%</b>	484,715	172,559
<b>Fourth resolution</b> Renewal of the appointment of Mrs Yannick Assouad as Director for a period of four years	<b>Adopted</b>	331,708,578	325,598,849	<b>98.16%</b>	5,943,837	165,892
<b>Fifth resolution</b> Renewal of the appointment of Mrs Graziella Gavezotti as Director for a period of four years	<b>Adopted</b>	331,708,578	330,497,162	<b>99.63%</b>	1,050,188	161,228
<b>Sixth resolution</b> Renewal of the appointment of Mr Michael Pragnell as Director for a period of four years	<b>Adopted</b>	331,708,578	329,375,457	<b>99.30%</b>	2,168,032	165,089
<b>Seventh resolution</b> Directors' fees	<b>Adopted</b>	331,708,578	319,428,049	<b>96.29%</b>	11,996,590	283,939
<b>Eighth resolution</b> Renewal of the authorisation granted to the Board of Directors in view of the purchase by the Company of its own shares	<b>Adopted</b>	331,708,578	325,633,571	<b>98.17%</b>	5,881,394	193,613
<b>Ninth resolution</b> Approval of the principle and guidelines used to determine and structure the fixed, variable and extraordinary components of the total remuneration and benefits of any kinds of the Chairman and Chief Executive Officer	<b>Adopted</b>	331,708,578	301,495,007	<b>90.89%</b>	30,025,345	188,226
<b>Tenth resolution</b> Opinion on the items of remuneration due or paid to the Chairman and Chief Executive Officer in respect of the 2016 financial year	<b>Adopted</b>	331,708,578	287,833,674	<b>86.78%</b>	43,596,834	278,07
<b>Eleventh resolution</b> 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 2017	<b>Adopted</b>	331,708,578	309,739,095	<b>93.38%</b>	21,726,615	242,868

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**EXTRAORDINARY PART**

<b>Twelfth 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>	331,708,578	330,028,449	<b>99.49%</b>	1,494,954	185,175
<b>Thirteenth 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>	331,708,578	331,327,731	<b>99.88%</b>	195,79	185,057
<b>Fourteenth resolution</b> 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	<b>Adopted</b>	331,708,578	315,420,598	<b>95.09%</b>	16,109,124	178,856
<b>Fifteenth 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, and through a public offer or private placement in accordance with Article L411-2(II) of the French Monetary and Financial Code	<b>Adopted</b>	331,708,578	314,629,613	<b>94.86%</b>	16,898,277	180,688
<b>Sixteenth 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, and through a public offer or private placement in accordance with Article L411-2(II) of the French Monetary and Financial Code	<b>Adopted</b>	331,708,578	315,941,381	<b>95.25%</b>	15,585,131	182,066
<b>Seventeenth 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>	331,708,578	307,747,969	<b>92.78%</b>	23,766,742	193,867
<b>Eighteenth 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, with shareholders' preferential subscription rights cancelled	<b>Adopted</b>	331,708,578	324,581,229	<b>97.85%</b>	6,896,778	230,571
<b>Nineteenth 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, with shareholders' preferential subscription rights cancelled	<b>Adopted</b>	331,708,578	319,911,673	<b>96.45%</b>	11,622,472	174,433
<b>Twentieth 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>	331,708,578	319,882,362	<b>96.44%</b>	11,623,268	202,948
<b>Twenty-first resolution</b> Powers to carry out formalities	<b>Adopted</b>	331,708,578	331,071,841	<b>99.80%</b>	153,673	483,064