

Vélizy-Villacoublay and Rueil-Malmaison, on 31 March 2021

08:00 pm

### Press release

## **Announcement regarding negotiations between VINCI Concessions and Eiffage with a view to file simplified tender offer, followed by a squeeze-out, for the shares of Société Marseillaise du Tunnel Prado Carénage, if the conditions for implementation are met, at a price of 23.0 euros (cum dividend<sup>1</sup>)<sup>2</sup>**

VINCI Concessions, which directly and indirectly holds 33.3% of the capital and voting rights<sup>3</sup> of Société Marseillaise du Tunnel Prado Carénage ("SMTPC" or the "Company"), and Eiffage, which directly and indirectly holds 32.9% of the capital and voting rights<sup>3</sup> of the Company, announce that they have entered into negotiations with a view to enter into an agreement constituting a concerted action between them with respect to the Company and providing in particular, for the acquisition by the concert parties of the shares of the Company not already held directly or indirectly by VINCI Concessions and Eiffage. The completion of this agreement will be subject to the approval of the relevant antitrust authorities and will occur after the consultation with the Company's employee representative bodies.

VINCI Concessions and Eiffage will act in concert as from the completion of the agreement that they intend to enter into and will accordingly file as soon as possible a draft mandatory tender offer, under the simplified procedure, with the *Autorité des Marchés Financiers* ("AMF"), which will be followed by a squeeze-out if the conditions for its implementation are met. VINCI Concessions and Eiffage would hold an equal stake in the Company's capital at the end of the contemplated tender offer.

The contemplated draft tender offer that VINCI Concessions and Eiffage intend to file jointly would be made at a price of 23.0 euros per SMTPC share (cum dividend<sup>1</sup>). This price represents a premium of 30.3% over the closing trading price of today, 41.7% over the volume-weighted average trading price over the last 90 days and 43.8% over the volume-weighted average trading price over the last 180 days.

The filing of the tender offer is subject to the entering into of the concert agreement between VINCI Concessions and Eiffage and its completion as described above, so that if no such agreement is entered into, VINCI Concessions and Eiffage will not act in concert vis-à-vis the Company.

VINCI Concessions and Eiffage will communicate in due course in accordance with applicable regulations.

#### Notes

1 Dividend proposed to the SMTPC General Meeting to be held on 18 May 2021 of €1.90 per share. Accordingly, the proposed price, would be adjusted to €21.10 per share after the dividend payment.

2 This price represents a premium of 30.3% over the closing trading price of the date hereof and a premium of 41.7% over the volume-weighted average trading price over the last 90 days.

3 On the basis of SMTPC's capital consisting of 5,837,500 shares representing the same number of theoretical voting rights in accordance with the provisions of article 223-11 of the AMF's general regulations, as at 31 December 2020

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