

**SECOND SUPPLEMENT DATED 15 SEPTEMBER 2021
TO THE BASE PROSPECTUS DATED 12 JULY 2021**



(incorporated as a *société anonyme* in France)

Euro 12,000,000,000

Euro Medium Term Note Programme

Due from one year from the date of original issue

This second supplement (the "**Second Supplement**") constitutes a supplement to and must be read in conjunction with the Base Prospectus dated 12 July 2021 granted approval number 21-314 on 12 July 2021 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 1st September 2021 granted approval number 21-373 on 1st September 2021 (together, the "**Base Prospectus**") prepared by Vinci (the "**Issuer**") with respect to the Euro 12,000,000,000 Euro Medium Term Note Programme (the "**Programme**"). Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement. The Base Prospectus as supplemented constitutes a base prospectus for the purpose of Article 8 of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**").

Application has been made to the AMF in France for approval of this Second Supplement to the Base Prospectus, in its capacity as competent authority under the Prospectus Regulation.

The Issuer accepts responsibility for the information contained in this Second Supplement.

This Second Supplement has been prepared pursuant to Article 23.1 of the Prospectus Regulation for the purposes of updating the "Recent Developments" section of the Base Prospectus.

Copies of this Second Supplement (a) may be obtained, free of charge, at the registered office of the Issuer during normal business hours and (b) will be available on the website of the Issuer (www.vinci.com). A copy of this Second Supplement will also be available on the website of the AMF (www.amf-france.org).

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Second Supplement will prevail.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information contained or incorporated in the Base Prospectus which is capable of affecting the assessment of the Notes to be issued under the Programme since the publication of the Base Prospectus.

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RECENT DEVELOPMENTS

The following will be added at the end of the "Recent Developments" section beginning at page 103 of the Base Prospectus:

"Press release published by Vinci on 8 September 2021:

London Gatwick Airport: waiver agreement on financial covenants

In August 2021, London Gatwick Airport, a 50.01%-owned subsidiary of VINCI Airports, entered discussions with its lenders with a view to obtaining a temporary waiver of financial covenants – relating to £2.8 billion of reference net debt (Senior Net Debt) at end-June 2021 – and to amending certain terms of those covenants.

Given the exceptional circumstances affecting air travel, a very large majority of lenders accepted the company's request:

- It will therefore not be required to comply with the Senior ICR (interest cover ratio) and Senior RAR (debt ratio) at the next two testing points, i.e. at end-December 2021 and end-June 2022.
- The method for calculating the debt ratio will be amended until June 2024 in order to adjust for the exceptional impact of the Covid-19 crisis on the airport's EBITDA.

The published information is available at the following address:

<https://www.londonstockexchange.com/news-article/79IU/results-of-consent-solicitation-and-stid-proposal/15126493>"

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

The Issuer hereby declares that, to the best of its knowledge, the information contained or incorporated by reference in this Second Supplement is in accordance with the facts and the Second Supplement makes no omission likely to affect its import.

VINCI

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France

Duly represented by:
Christophe Ferrer

Directeur de la Trésorerie et des Financements

authorised signatory
made in Rueil-Malmaison on 15 September 2021



Autorité des marchés financiers

This Second Supplement has been approved on 15 September 2021 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Second Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer described in the Second Supplement.

This Second Supplement obtained the following approval number: n°21-402.