

**THIRD SUPPLEMENT DATED 29 NOVEMBER 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 third supplement (the "**Third 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 1 September 2021 granted approval number 21-373 on 1 September 2021 and the second supplement dated 15 September 2021 granted approval number 21-402 on 15 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 Third 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 Third Supplement to the Base Prospectus, in its capacity as competent authority under the Prospectus Regulation.

The Issuer declares that, to the best of its knowledge, the information contained in this Third Supplement is in accordance with the facts and the Third Supplement makes no omission likely to affect its import. The Issuer accepts responsibility for the information contained in this Third Supplement.

This Third Supplement has been prepared pursuant to Article 23.1 of the Prospectus Regulation for the purposes of (i) incorporating by reference the information contained in the French language version<sup>1</sup> of the press release of the Issuer dated 19 October 2021 relating to the quarterly information at 30 September 2021 (the "**Vinci Quarterly Information Press Release at 30 September 2021**") and (ii) updating the "Recent Developments" section of the Base Prospectus by including press releases relating to the implementation of the share buy-back programme.

Copies of this Third Supplement and the Vinci Quarterly Information Press Release at 30 September 2021 (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](http://www.vinci.com)). A copy of this Third Supplement will also be available on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

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

Save as disclosed in this Third 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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<sup>1</sup> The free English language translation of the Vinci Quarterly Information Press Release at 30 September 2021 may be obtained without charge from the website of the Issuer (<https://www.vinci.com/vinci.nsf/en/press-releases/pages/20211019-1746.htm>). This English language translation is not incorporated by reference herein.

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## DOCUMENTS INCORPORATED BY REFERENCE

The section "Documents Incorporated by Reference" appearing on pages 26 to 29 of the Base Prospectus is hereby supplemented as follows:

"This Third Supplement incorporates by reference the French language version<sup>1</sup> of the press release of the Issuer dated 19 October 2021 relating to the quarterly information at 30 September 2021 (the "**Vinci Quarterly Information Press Release at 30 September 2021**"). The Vinci Quarterly Information Press Release at 30 September 2021 is published on the website of the Issuer ([https://www.vinci.com/commun/communiqués.nsf/8871142788DE23CFC125877300552B48/\\$file/vinci-information-trimestrielle-30-septembre-2021.pdf](https://www.vinci.com/commun/communiqués.nsf/8871142788DE23CFC125877300552B48/$file/vinci-information-trimestrielle-30-septembre-2021.pdf)).

### Vinci Quarterly Information Press Release at 30 September 2021

Information incorporated by reference (Annex VII of EU Delegated Regulation no. 2019/980)	Page no. in Vinci Quarterly Information Press Release at 30 September 2021
<b>11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	
Quarterly information	<ul style="list-style-type: none"> <li>- Consolidated revenue: p.1</li> <li>- Consolidated key figures: p. 2</li> <li>- Revenue in the first nine months of 2021 and operational performance by business line: pp. 2 to 3</li> <li>- Financial position: p. 4</li> <li>- Outlook: p. 4</li> <li>- Other highlights: pp. 4 to 5</li> <li>- Appendixes: pp. 7 to 12</li> </ul>

Any information not listed in the cross-reference lists but included in the document incorporated by reference shall not form part of this Base Prospectus and is either not relevant for the investor or covered elsewhere in the Base Prospectus.

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<sup>1</sup> The free English language translation of the Vinci Quarterly Information Press Release at 30 September 2021 may be obtained without charge from the website of the Issuer (<https://www.vinci.com/vinci.nsf/en/press-releases/pages/20211019-1746.htm>). This English language translation is not incorporated by reference herein.

## 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 26 October 2021:

### **Implementation of the share buyback programme**

As part of the implementation of its share buyback programme, VINCI signed a share purchase agreement with an investment services provider on 26 October 2021.

According to the agreement, valid until 23 November 2021, VINCI is mandating the investment services provider to purchase VINCI shares on its behalf within the limit of €200 million. The purchase price cannot exceed the maximum price set by the VINCI Ordinary and Extraordinary Shareholders' Meeting."

"Press release published by Vinci on 23 November 2021:

### **Implementation of the share buyback programme**

As part of the implementation of its share buyback programme, VINCI signed a share purchase agreement with an investment services provider on 23 November 2021.

According to the agreement, valid until 23 December 2021, VINCI is mandating the investment services provider to purchase VINCI shares on its behalf within the limit of €200 million. The purchase price cannot exceed the maximum price set by the VINCI Ordinary and Extraordinary Shareholders' Meeting."

## **PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT**

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

### **VINCI**

1 cours Ferdinand de Lesseps  
92851 Rueil-Malmaison cedex  
France

Duly represented by:  
Christophe Ferrer

*Directeur de la Trésorerie et des Financements*

authorised signatory

made in Rueil-Malmaison on 29 November 2021



### ***Autorité des marchés financiers***

This Third Supplement has been approved on 29 November 2021 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Third 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 Third Supplement.

This Third Supplement obtained the following approval number: n°21-510.