

**FOURTH SUPPLEMENT DATED 9 JANUARY 2023  
TO THE BASE PROSPECTUS DATED 12 JULY 2022**



(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 fourth supplement (the "**Fourth Supplement**") constitutes a supplement to and must be read in conjunction with the Base Prospectus dated 12 July 2022 granted approval number 22-297 on 12 July 2022 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 30 August 2022 granted approval number 22-363 on 30 August 2022, the second supplement dated 5 October 2022 granted approval number 22-411 on 5 October 2022 and the third supplement dated 8 November 2022 granted approval number 22-435 on 8 November 2022 (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 Fourth 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 Fourth 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 Fourth Supplement is in accordance with the facts and the Fourth Supplement makes no omission likely to affect its import. The Issuer accepts responsibility for the information contained in this Fourth Supplement.

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

Copies of this Fourth 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](http://www.vinci.com)). A copy of this Fourth 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 Fourth Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Fourth Supplement will prevail.

Save as disclosed in this Fourth 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 press releases shall be added at the end of the section "Recent Developments" on page 101 of the Base Prospectus:

### **"Press release published on 8 December 2022**

#### **VINCI becomes the largest shareholder in Mexican airport operator OMA**

- It has finalised the acquisition of 29.99 % of OMA's share capital
- VINCI Airports is now the largest shareholder in OMA, which will operate 13 airports in Mexico until 2048
- VINCI Airports has cemented its position as the world's leading private operator in its sector

VINCI Airports has finalised the acquisition of Fintech's 29.99% stake in OMA (Grupo Aeroportuario del Centro Norte) for a total amount of US\$1.17 billion<sup>1</sup>, thereby becoming the largest shareholder in this Mexican airport operator. The transaction follows the signature of an agreement with OMA's former shareholder in July 2022.

With this stake in a company holding a concession that will mature in 25 years, VINCI Airports is moving into Mexico and, as OMA's largest shareholder, it will contribute to operating 13 airports in a country with high growth potential:

- Monterrey international airport (the airport handles about half of OMA's passenger traffic, and the city is Mexico's industrial capital and second-largest metropolis);
- The airports at Chihuahua, Ciudad Juarez, Culiacan and Mazatlan;
- Regional and tourist airports on the Pacific coast and in the centre of the country (Acapulco, San Luis Potosí, Torreón, Zihuatanejo, Durango, Zacatecas, Tampico and Reynosa).

Passenger traffic at OMA airports has hovered above pre-health-crisis levels since last July. Overall, in the first 11 months of the year – during which the airports handled 21 million passengers and flights to and from 170 destinations –, traffic is at 99% of its 2019 level. VINCI Airports will maintain this momentum to address growing demand for domestic travel in the Americas' third most populated country and for international travel, especially to and from the United States, by starting up direct flights between Monterrey and Los Angeles, Houston, Detroit and Austin.

VINCI Airports will also roll out its environmental action plan aimed at net zero emissions throughout its network by 2050.

This transaction has cemented VINCI Airports' position as the world's leading private operator in its sector<sup>2</sup> and solidified its operation in the Americas, where it is already active in the United States, Brazil, Chile, the Dominican Republic and Costa Rica.

### **Press release published on 21 December 2022**

#### **Cobras IS acquires the assets of Petrobras in Polo Carmópolis (Brazil)**

Cobra IS has announced the acquisition, by its subsidiary Carmo Energy, of Polo Carmópolis from the Brazilian Petrobras group.

Polo Carmópolis holds the interests in eleven onshore oil and natural gas field concessions, as well as related infrastructure – including processing, storage and transport – located in the State of Sergipe in Brazil.

In this context, Carmo Energy will be in charge of the maintenance of these facilities and of the work to upgrade them to technical and environmental standards. It will be remunerated through their exploitation. The

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<sup>1</sup> The transaction involves the acquisition of SETA for US\$578.7 million and of Aerodrome for US\$240.8 million (net of Aerodrome's pre-existing debt), which together hold 29.99% of OMA's share capital.

<sup>2</sup> Following integration of the airports in Cabo Verde, VINCI Airports will operate more than 70 airports worldwide.

average daily production of Polo Carmópolis amounted to 4,500 barrels of oil and 22,000 m3 of natural gas in November 2022.

The total amount of the acquisition is US\$1.1 billion, with US\$823 million paid in 2022, and the balance of US\$275 million to be paid to Petrobras within twelve months.

This transaction was signed in 2021 – before VINCI acquired Cobra IS – and will be the subject of a strategic review in 2023.

### **Press release published on 3 January 2023**

#### **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 3 January 2023.

According to the agreement, valid from January 4th until March 29th 2023 at the latest, VINCI is mandating the investment services provider to purchase VINCI shares on its behalf within the limit of €250 million. The purchase price cannot exceed the maximum price set by the VINCI Ordinary and Extraordinary Shareholders' Meeting of 12 April 2022."

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

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

**VINCI**  
1973, boulevard de la Défense  
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France  
Duly represented by:  
Christophe Ferrer  
*Directeur de la Trésorerie et des Financements*

authorised signatory  
made in Nanterre on 9 January 2023



### *Autorité des marchés financiers*

This Fourth Supplement has been approved on 9 January 2023 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Fourth 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 Fourth Supplement.

This Fourth Supplement obtained the following approval number: n°23-[●].