

**FIFTH SUPPLEMENT DATED 28 MARCH 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 fifth supplement (the "**Fifth 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, the third supplement dated 8 November 2022 granted approval number 22-435 on 8 November 2022 and the fourth supplement dated 9 January 2023 granted approval number 23-009 on 9 January 2023 (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 Fifth 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 Fifth 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 Fifth Supplement is in accordance with the facts and the Fifth Supplement makes no omission likely to affect its import. The Issuer accepts responsibility for the information contained in this Fifth Supplement.

This Fifth 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 2022 Universal Registration Document, (ii) updating the "Recent Developments" section, (iii) amending the "Documents on Display" section and (iv) updating certain paragraphs in the "General Information" section.

Copies of this Fifth Supplement and the 2022 Universal Registration Document (a) may be obtained, free of charge at the registered office of the Issuer during normal business hours and

---

<sup>1</sup> The free English language translation of the 2022 Universal Registration Document may be obtained without charge from the website of the Issuer ([www.vinci.com](http://www.vinci.com)).

(b) will be available on the website of the Issuer ([www.vinci.com](http://www.vinci.com)). A copy of this Fifth 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 Fifth Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Fifth Supplement will prevail.

Save as disclosed in this Fifth 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.

## TABLE OF CONTENTS

DOCUMENTS INCORPORATED BY REFERENCE .....	4
RECENT DEVELOPMENTS .....	8
DOCUMENTS ON DISPLAY .....	9
GENERAL INFORMATION.....	10
PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIFTH SUPPLEMENT .....	11

## DOCUMENTS INCORPORATED BY REFERENCE

Paragraphs (a) to (d) on page 26 of the Base Prospectus shall be deleted and replaced with the following:

"(a) the sections referred to in the cross-reference table below which are extracted from the 2022 universal registration document of the Issuer in the French language<sup>2</sup> filed with the AMF on 28 February 2023 under no. D.23-0065 which includes the audited consolidated annual financial statements of the Issuer for the year ended 31 December 2022, together with the explanatory notes and the related auditors reports (the "**2022 Universal Registration Document**") (<https://www.vinci.com/publi/vinci/vinci-document-enregistrement-universel-2022.pdf>);

(b) the sections referred to in the cross-reference table below which are extracted from the 2021 universal registration document of the Issuer in the French language<sup>3</sup> filed with the AMF on 28 February 2022 under no. D.22-0060 which includes the audited consolidated annual financial statements of the Issuer for the year ended 31 December 2021, together with the explanatory notes and the related auditors reports (the "**2021 Universal Registration Document**") (<https://www.vinci.com/publi/vinci/vinci-document-enregistrement-universel-2021.pdf>);

(c) the sections "Terms and Conditions of the Notes" of the following base prospectuses relating to the Programme

- (i) Base Prospectus dated 29 June 2016 which received the visa no. 16-0280 from the AMF (the "**2016 Base Prospectus**") (<https://www.vinci.com/publi/finance/2016/2016-emptn-base-prospectus.pdf>);
- (ii) Base Prospectus dated 2 July 2018 which received the visa no. 18-278 from the AMF (the "**2018 Base Prospectus**") (<https://www.vinci.com/publi/finance/2018/vinci-2018-emptn-base-prospectus-dated-2-july-2018.pdf>); and
- (iii) Base Prospectus dated 15 July 2020 which received the approval no. 20-344 from the AMF (the "**2020 Base Prospectus**") (<https://www.vinci.com/publi/finance/2020/vinci-2020-emptn-base-prospectus-dated-15-july-2020.pdf>) and together with the 2016 Base Prospectus, the 2018 Base Prospectus and the 2020 Base Prospectus, the "**Base Prospectuses**")."

The cross-reference table on pages 27-29 of the Base Prospectus shall be deleted and replaced with the following:

### "Cross-reference table in respect of the 2022 Universal Registration Document and the 2021 Universal Registration Document

---

<sup>2</sup> The free English language translation of the 2022 Universal Registration Document may be obtained without charge from the website of the Issuer ([www.vinci.com](http://www.vinci.com)).

<sup>3</sup> The free English language translation of the 2021 Universal Registration Document may be obtained without charge from the website of the Issuer ([www.vinci.com](http://www.vinci.com)).

<b>Information incorporated by reference (Annex VII of EU Delegated Regulation no. 2019/980)</b>	<b>Page no. in the applicable document</b>
<b>3. RISK FACTORS</b>	
3.1 Risk factors	p. 172-187 and 350-356 in 2022 Universal Registration Document
<b>4. INFORMATION ABOUT THE ISSUER</b>	
4.1. History and development of the Issuer	p. 14-19 in 2022 Universal Registration Document
4.1.1. Legal and commercial name	p. 287 in 2022 Universal Registration Document
4.1.2. Place of registration, registration number and legal entity identifier	p. 287 in 2022 Universal Registration Document
4.1.3. Date of incorporation and length of life	p. 287 in 2022 Universal Registration Document
4.1.4. Domicile, legal form, legislation, country of incorporation, address, telephone number and website	p. 287 in 2022 Universal Registration Document
4.1.5. Recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency	p. 14-15, 128-129, 307-309, 368, 379 and 387 in 2022 Universal Registration Document
<b>5. BUSINESS OVERVIEW</b>	
5.1. Principal activities	
5.1.1. Description of the Issuer's principal activities	key data <sup>4</sup> , p. 1, 14-19, 35-111 in 2022 Universal Registration Document
5.1.2. Competitive position	key data, p. 1 in 2022 Universal Registration Document
<b>6. ORGANISATIONAL STRUCTURE</b>	
6.1. Description of the group and of the Issuer's position within it	key data, p. 14-15 and 288 in 2022 Universal Registration Document
6.2. Dependence relationships within the group	p. 288-289, 304 and 388 in 2022 Universal Registration Document
<b>9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES</b>	
9.1 Information concerning the administrative and management bodies	p. 12-13 and 137-144 in 2022 Universal Registration Document
9.2 Potential conflicts of interest	p. 130-132 and 145-147 in 2022 Universal

<sup>4</sup> All references to "key data" in this table refer to the first pages of the 2022 Universal Registration Document entitled "key data".

Information incorporated by reference (Annex VII of EU Delegated Regulation no. 2019/980)	Page no. in the applicable document
between members of the administrative and management bodies and the Issuer	Registration Document
<b>10. MAJOR SHAREHOLDERS</b>	
10.1. Information concerning control	p. 21 and 290-291 in 2022 Universal Registration Document
<b>11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	
11.1. Historical financial information	
	<p><b>Consolidated financial statements 2022:</b> p. 298-369 in 2021 Universal Registration Document</p> <ul style="list-style-type: none"> <li>- Balance sheet: p. 299</li> <li>- Income statement: p. 298</li> <li>- Cash flow statement: p. 300</li> <li>- Accounting policies: p. 303-306</li> <li>- Explanatory notes: p. 307-369</li> </ul>
	<p><b>Parent company financial statements 2022:</b> p. 376-389 in 2021 Universal Registration Document</p> <ul style="list-style-type: none"> <li>- Balance sheet: p. 377</li> <li>- Income statement: p. 376</li> <li>- Cash flow statement: p. 378</li> <li>- Accounting policies: p. 379</li> <li>- Explanatory notes: p. 379-389</li> </ul>
	<p><b>Consolidated financial statements 2021:</b> p. 276-345 in 2021 Universal Registration Document</p> <ul style="list-style-type: none"> <li>- Balance sheet: p. 277</li> <li>- Income statement: p. 276</li> <li>- Cash flow statement: p. 278</li> <li>- Accounting policies: p. 280-284</li> <li>- Explanatory notes: p. 284-345</li> </ul>
	<p><b>Parent company financial statements 2021:</b> p. 352-365 in 2021 Universal Registration Document</p> <ul style="list-style-type: none"> <li>- Balance sheet: p. 353</li> <li>- Income statement: p. 352</li> <li>- Cash flow statement: p. 354</li> <li>- Accounting policies: p. 355</li> <li>- Explanatory notes: p. 356- 365</li> </ul>

<b>Information incorporated by reference (Annex VII of EU Delegated Regulation no. 2019/980)</b>	<b>Page no. in the applicable document</b>
11.1.6 Age of financial information	p. 298-369, 376-389 and 395 in 2022 Universal Registration Document
<b>11.2. Auditing of historical annual financial information</b>	
11.2.1. Statement of audit of the historical annual financial information	p. 370-374, 390-392 and 395 in 2022 Universal Registration Document p. 346-350, 366-368 and 371 in 2021 Universal Registration Document
11.2.1a Statutory auditors' qualifications, modifications of opinion, disclaimers or an emphasis of matter.	p. 346 in 2021 Universal Registration Document
11.3. Legal and arbitration proceedings	p. 366-368 in 2022 Universal Registration Document
11.4. Significant change in the Issuer's financial position	p. 128-129, 368 and 387 in 2022 Universal Registration Document
<b>12. MATERIAL CONTRACTS</b>	
12. Material contracts	key data, p. 117-119 and 324-329 in 2022 Universal Registration Document
<b>13. DOCUMENTS ON DISPLAY</b>	
13. Documents on display	p. 395 in 2022 Universal Registration Document

"

## RECENT DEVELOPMENTS

The following press release shall be added at the end of the "Recent Developments" section which begins on page 101 of the Base Prospectus:

### **"Press release published on 16 March 2023 : VINCI Airports – Release of London Gatwick Airport**

London Gatwick Airport, a 50.01% subsidiary of VINCI Airports, today released its full year 2022 results, including the compliance certificate as of 31 December 2022 (which sets out the level of the financial covenants associated with the financial structure of Gatwick Funding Limited).

The documents released can be found on the website of the company:  
<https://www.gatwickairport.com/business-community/about-gatwick/investor-relations>"



## **DOCUMENTS ON DISPLAY**

Paragraph (ii) in the "Documents of Display" section which begins on page 102 of the Base Prospectus shall be deleted and replaced with the following:

"(ii) the 2022 Universal Registration Document and the 2021 Universal Registration Document;"

## GENERAL INFORMATION

Paragraph (2) (*Corporate authorisations*) on page 126 of the Base Prospectus will be deleted and replaced with the following:

"The Issuer has obtained all necessary consents, approvals and authorisations in France in connection with the update of the Programme. Any issuance of Notes under the Programme, to the extent that such Notes constitute *obligations* under French law, require the prior authorisation of the Board of Directors (*Conseil d'Administration*) of the Issuer in accordance with Article L. 228-40 of the French *Code de commerce*. For this purpose the Board of Directors (*Conseil d'Administration*) of the Issuer has delegated by a resolution passed on 8 February 2023 to its *Président-Directeur Général* Xavier Huillard, and its *Directeur Général adjoint* and *Directeur Financier*, Christian Labeyrie, all powers to issue *obligations* and to determine their terms and conditions, up to a maximum aggregate amount of €6,000,000,000 within a period of one (1) year as from the date of such resolution."

Paragraph (6) (*Trend Information*) on page 127 of the Base Prospectus will be deleted and replaced with the following:

"There has been no material adverse change in the prospects of the Issuer since 31 December 2022."

Paragraph (7) (*No Significant Change in the Financial Position or Financial Performance of the Issuer or the Group*) on page 127 of the Base Prospectus will be deleted and replaced with the following:

"Save as disclosed in this Base Prospectus, including the information incorporated by reference therein, there has been no significant change in the financial position or financial performance of the Issuer or the Group since 31 December 2022."

## PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIFTH SUPPLEMENT

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

### VINCI

1973, boulevard de la Défense,  
92000 Nanterre,  
France

Duly represented by:  
Christophe Ferrer

*Directeur de la Trésorerie et des Financements*

authorised signatory

made in Nanterre on 28 March 2023



### *Autorité des marchés financiers*

This Fifth Supplement has been approved on 28 March 2023 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Fifth 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 Fifth Supplement.

This Fifth Supplement obtained the following approval number: n°23-087.