

FOURTH SUPPLEMENT DATED 21 MARCH 2024
TO THE BASE PROSPECTUS DATED 10 JULY 2023



(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 10 July 2023 granted approval number 23-294 on 10 July 2023 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 4 August 2023 granted approval number 23-347 on 4 August 2023, the second supplement dated 31 August 2023 granted approval number 23-375 on 31 August 2023 and the third supplement dated 7 November 2023 granted approval number 23-462 on 7 November 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 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 (i) incorporating by reference the information contained in the French language version¹ of the 2023 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 Fourth Supplement and the 2023 Universal Registration Document (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 Fourth Supplement will also be available on the website of the AMF (www.amf-france.org).

¹ The free English language translation of the 2023 Universal Registration Document may be obtained without charge from the website of the Issuer (www.vinci.com).

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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DOCUMENTS INCORPORATED BY REFERENCE

Paragraphs (a) to (d) on page 27 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 2023 universal registration document of the Issuer in the French language² filed with the AMF on 28 February 2024 under no. D.24-0071 which includes the audited consolidated annual financial statements of the Issuer for the year ended 31 December 2023, together with the explanatory notes and the related auditors reports (the "**2023 Universal Registration Document**") (<https://www.vinci.com/publi/vinci/vinci-document-enregistrement-universel-2023.pdf>);

(b) 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 language³ 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>);

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

- (i) 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>),
- (ii) 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
- (iii) Base Prospectus dated 12 July 2022 which received the approval no. 22-297 from the AMF (the "**2022 Base Prospectus**" and together with the 2018 Base Prospectus and the 2020 Base Prospectus, the "**Base Prospectuses**")."

The cross-reference table on pages 28-30 of the Base Prospectus shall be deleted and replaced with the following:

"Cross-reference table in respect of the 2023 Universal Registration Document and the 2022 Universal Registration Document

² The free English language translation of the 2023 Universal Registration Document may be obtained without charge from the website of the Issuer (www.vinci.com).

³ 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).

Information incorporated by reference (Annex VII of EU Delegated Regulation no. 2019/980)	Page no. in the applicable document
3. RISK FACTORS	
3.1 Risk factors	p. 174-189 and p. 360-365 in 2023 Universal Registration Document
4. INFORMATION ABOUT THE ISSUER	
4.1. History and development of the Issuer	p. 18-23 in 2023 Universal Registration Document
4.1.1. Legal and commercial name	p. 297 in 2023 Universal Registration Document
4.1.2. Place of registration, registration number and legal entity identifier	p. 297 in 2023 Universal Registration Document
4.1.3. Date of incorporation and length of life	p. 297 in 2023 Universal Registration Document
4.1.4. Domicile, legal form, legislation, country of incorporation, address, telephone number and website	p. 297 in 2023 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. 122, 132, 377-378 and 397 in 2023 Universal Registration Document
5. BUSINESS OVERVIEW	
5.1. Principal activities	
5.1.1. Description of the Issuer's principal activities	key data ⁴ , p. 1, 18-23 and 41-115 in 2023 Universal Registration Document
5.1.2. Competitive position	key data, p. 1 in 2023 Universal Registration Document
6. ORGANISATIONAL STRUCTURE	
6.1. Description of the group and of the Issuer's position within it	key data, p. 18-23 and 298 in 2023 Universal Registration Document
6.2. Dependence relationships within the group	p. 298-299, 313-314 and 398 in 2023 Universal Registration Document

⁴ All references to "key data" in this table refer to the first pages of the 2023 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
9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES	
9.1 Information concerning the administrative and management bodies	p. 16-17 and 140-146 in 2023 Universal Registration Document
9.2 Potential conflicts of interest between members of the administrative and management bodies and the Issuer	p. 147-149 in 2023 Universal Registration Document
10. MAJOR SHAREHOLDERS	
10.1. Information concerning control	p. 25 and 300-301 in 2023 Universal Registration Document
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
11.1. Historical financial information	
	Consolidated financial statements 2023: p. 308-384 in 2023 Universal Registration Document - Balance sheet: p. 309 - Income statement: p. 308 - Cash flow statement: p. 310 - Accounting policies: p. 312-315 - Explanatory notes: p. 312-379 - Audit report: p. 380-384
	Parent company financial statements 2023: p. 386-402 in 2023 Universal Registration Document - Balance sheet: p. 387 - Income statement: p. 386 - Cash flow statement: p. 388 - Accounting policies: p. 389 - Explanatory notes: p. 389-399 - Audit report: 400-402
	Consolidated financial statements 2022: p. 298-374 in 2022 Universal Registration Document - Balance sheet: p. 299 - Income statement: p. 298 - Cash flow statement: p. 300 - Accounting policies: p. 303-306 - Explanatory notes: p. 307-369 - Audit report: p. 370-374

Information incorporated by reference (Annex VII of EU Delegated Regulation no. 2019/980)	Page no. in the applicable document
	Parent company financial statements 2022: p. 376-392 in 2022 Universal Registration Document - Balance sheet: p. 377 - Income statement: p. 376 - Cash flow statement: p. 378 - Accounting policies: p. 379 - Explanatory notes: p. 379-389 - Audit report: p. 390-392
11.1.6 Age of financial information	p. 308-379, 386-399 and 405 of 2023 Universal Registration Document
11.2. Auditing of historical annual financial information	
11.2.1. Statement of audit of the historical annual financial information	p. 380-384, 400-402 and 405 in 2023 Universal Registration Document p. 370-374, 390-392 and 395 in 2022 Universal Registration Document
11.3. Legal and arbitration proceedings	p. 376-377 in 2023 Universal Registration Document
11.4. Significant change in the Issuer's financial position	p. 132, 377-378 and 397 in 2023 Universal Registration Document
12. MATERIAL CONTRACTS	
12. Material contracts	key data, p. 121-122 and 332-337 in 2023 Universal Registration Document
13. DOCUMENTS ON DISPLAY	
13. Documents on display	p. 405 in 2023 Universal Registration Document

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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 21 March 2024 : VINCI Airports – Release of London Gatwick Airport

London Gatwick Airport, a 50.01% subsidiary of VINCI Airports, today released its full year 2023 results, including the *compliance certificate* as of 31 December 2023 (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/company/about-us/investors.html>"

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 2023 Universal Registration Document and the 2022 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 7 February 2024 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 2023."

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 2023."

Paragraph (8) (*Material Contracts*) on page 127 of the Base Prospectus will be deleted and replaced with the following:

"Save as disclosed in this Base Prospectus (including the documents incorporated by reference therein), the Issuer did not conclude any material contract not entered into in the ordinary course of its business, which could result in any group member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligation to Noteholders in respect of the Notes being issued."

Paragraph (9) (*Legal and Arbitration Proceedings*) on page 127 of the Base Prospectus will be deleted and replaced with the following:

"Save as disclosed in this Base Prospectus (including the documents incorporated by reference therein), there has been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) in the twelve (12) months preceding the date of the fourth supplement to the Base Prospectus which may have, or has had in the recent past, significant effects on the Issuer and/or the Group's financial position or profitability."

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FOURTH SUPPLEMENT

The Issuer hereby 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.

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 21 March 2024



Autorité des marchés financiers

This Fourth Supplement has been approved on 21 March 2024 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 and on the quality of the Notes described in this Fourth Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.

This Fourth Supplement obtained the following approval number: n°24-079.