

FIFTH SUPPLEMENT DATED 30 APRIL 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 fifth supplement (the "**Fifth 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, the third supplement dated 7 November 2023 granted approval number 23-462 on 7 November 2023 and the fourth supplement dated 21 March 2024 granted approval number 24-079 on 21 March 2024 (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) updating the "Recent Developments" section and (ii) updating the "General Information" section in the Base Prospectus.

Copies of this Fifth 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 Fifth 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 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.

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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 25 April 2024: quarterly information at 31 March 2024

- Revenue up almost 5% to €15.7 billion
- Good performance overall, both in France and abroad
- VINCI Autoroutes: upturn in traffic levels in March after disruptions at the start of the year
- VINCI Airports: passenger numbers higher than in 2019 for the second consecutive quarter
- VINCI Energies: rise in business activity and order intake
- Cobra IS: strong business levels and outstanding order intake
- VINCI Construction: solid business activity, good order book renewal
- Order book: new all-time high
- Net financial debt: limited increase during the quarter despite higher operating investments
- 2024 guidance confirmed

REVENUE AND OTHER KEY INDICATORS

<i>(In € millions)</i>	First quarter		2024/2023 change	
	2024	2023	Actual	Like-for-like ¹
Concessions	2,352	2,206	+6.6%	+5.3%
VINCI Autoroutes	1,375	1,332	+3.2%	+3.2%
VINCI Airports	876	767	+14.3%	+10.8%
VINCI Highways	81	75	+9.2%	+4.5%
Other concessions ²	20	32	-39.5%	-39.5%
VINCI Energies	4,615	4,395	+5.0%	+3.8%
Cobra IS	1,608	1,496	+7.5%	+7.6%
VINCI Construction	6,999	6,737	+3.9%	+3.8%
VINCI Immobilier	248	296	-16.1%	-16.1%
<i>Eliminations and adjustments</i>	<i>(97)</i>	<i>(128)</i>		
Group total*	15,725	15,002	+4.8%	+4.2%
<i>of which:</i>				
France	7,056	6,780	+4.1%	+4.0%
International	8,669	8,222	+5.4%	+4.5%
<i>Europe excl. France</i>	5,531	4,894	+13.0%	+10.7%
<i>International excl. Europe</i>	3,138	3,328	-5.7%	-4.9%
VINCI Autoroutes' traffic levels	-1.4% vs Q1 2023			
VINCI Airports' passenger numbers	+12.4% vs Q1 2023, +0.6% vs Q1 2019			
Order intake (in € billions)	18.5	15.5	+19%	
Order book** (in € billions)	66.7	60.3	+11%	
Net financial debt** (in € billions)	(16.9)	(19.2)	+2.3	

* Excluding concession subsidiaries' revenue derived from works carried out by non-Group companies (see glossary).

** Period-end.

The changes set out below are relative to the first quarter of 2023 unless otherwise stated.

¹ See glossary.

² VINCI Railways (up 7.4%) and VINCI Stadium (almost zero business activity because of preparations for the Paris 2024 Olympic and Paralympic Games).

I. Consolidated key figures

Consolidated revenue rose by 4.8% to €15.7 billion in the first quarter of 2024 (organic growth of 4.2%, a 0.5% positive impact from changes in the consolidation scope and a near-neutral impact from exchange rate movements).

- In France, revenue was €7.1 billion, up 4.1% on an actual basis and up 4.0% on a like-for-like basis.
- Outside France, revenue was €8.7 billion, up 5.4% on an actual basis and up 4.5% on a like-for-like basis. Changes in scope mainly concerned the acquisitions made by VINCI Energies³.

The proportion of revenue generated outside France was 55.1% (54.8% in the first quarter of 2023).

Order intake at VINCI Energies, Cobra IS and VINCI Construction rose by 19% in the first quarter to €18.5 billion.⁴

As a result, the order book hit a new all-time high of €66.7 billion at 31 March 2024. Marking increases of 11% year on year and 9% since 31 December 2023, it represents almost 14 months of average business activity in the Energy and Construction businesses. The Group therefore has good visibility, enabling it to maintain a selective approach to new business in markets that remain generally well oriented. International business made up 68% of the order book at the end of the quarter, unchanged year on year.

II. Change by business line

- CONCESSIONS: €2.4 billion (up 6.6%)

VINCI Autoroutes: €1,375 million (up 3.2%)

Traffic levels on VINCI Autoroutes' networks were adversely affected at the start of the year by numerous farmers' blockades. The disruptions took place between late January and early March, to varying degrees.

Traffic levels then recovered in March, rising by 4% relative to March 2023: the increase included positive calendar effects for light vehicles, notably with Easter weekend starting in March this year. The decline in the first quarter as a whole was therefore limited to 1.4% (traffic levels down 0.8% for light vehicles and down 4.1% for heavy vehicles).

Lastly, it should be noted that the traffic levels observed in the first quarter are not representative of the annual trend.⁵

VINCI Airports: €876 million (up 14% actual; up 11% like-for-like)

Passenger numbers in the VINCI Airports network continued to rise, driven by sustained demand and new routes. Many airports – particularly in Portugal, Belgrade and the Dominican Republic – achieved record passenger numbers. In Mexico, despite occasional operational difficulties experienced by some

³ 34 acquisitions were completed in 2023 and 10 in the first quarter of 2024. Recent acquisitions boosted revenue by almost €60 million in the first quarter.

⁴ Including €2.5 billion relating to orders for offshore windfarm energy converter platforms at Cobra IS, see page 3.

⁵ In 2023, traffic levels in the first quarter represented 20% of full-year traffic levels, while those in the third quarter accounted for more than 30%.

airlines, passenger numbers stabilised at a high level, well above 2019 figures. In Japan, passenger numbers are now back close to pre-pandemic levels, due in particular to the resumption of routes with China.

Overall, VINCI Airports welcomed over 62 million passengers to its airports in the first quarter of 2024⁶, 12% more than in the first quarter of 2023. For the second consecutive quarter, passenger numbers were higher than in 2019.

VINCI Highways: €81 million (up 9.2% actual; up 4.5% like-for-like)

VINCI Highways' main concession assets⁷ saw traffic levels rise between 2.5% and 5%.

In other concessions, it should be noted that business levels at VINCI Stadium were near zero in the first quarter of 2024 because of preparations for the Paris 2024 Olympic and Paralympic Games.

- VINCI Energies: €4.6 billion (up 5.0% actual; up 3.8% like-for-like)

VINCI Energies recorded further growth in revenue and order intake despite a high base for comparison, due to a particularly strong first quarter in 2023. This good start to 2024 confirmed the excellent market position of its companies and good momentum in its markets, which are being driven by the energy transition and the digital revolution.

In France (44% of the total), revenue was €2.0 billion, up 2.4% on an actual basis and up 2.0% on a like-for-like basis. This pace of growth reflects the especially high base for comparison, given the very strong business levels in the first quarter of 2023 against the backdrop of the energy crisis in particular.

Outside France (56% of the total), revenue was €2.6 billion, up 7.2% on an actual basis and up 5.2% on a like-for-like basis. Business levels were buoyant in most of VINCI Energies' geographical markets, and growth was particularly firm in Northern and Central Europe.

Order intake rose 4% compared with the first quarter of 2023 and hit a new record of over €21 billion on a rolling twelve-month basis. The order book at 31 March 2024 amounted to €16.0 billion (up 11% year on year and up 12% compared with 31 December 2023). It represented almost 10 months of VINCI Energies' average business activity.

- Cobra IS: €1.6 billion (up 7.5% actual; up 7.6% like-for-like)

Cobra IS's strong revenue growth – particularly in Spain – reflects good impetus in flow business and in large EPC (engineering, procurement and construction) projects. Order intake was boosted by contract wins at Dragados Offshore.

In Spain (53% of the total), revenue rose by 19% to €845 million. It mainly consists of flow business and work on renewable energy EPC projects.

Outside Spain (47% of the total), revenue was €763 million, down 3% on both an actual and like-for-like basis. This slight decrease resulted from the phasing of several large EPC projects. In addition, Cobra IS demonstrated greater selectivity, particularly in Latin America.

⁶ Figures at 100% including passenger numbers at all managed airports over the period as a whole.

⁷ Lima Expresa (central section of the Lima ring road in Peru), Gefyra (Rion–Antirion bridge in Greece), SCDI (Confederation Bridge in Canada) and Vía Sumapaz (Bogotá–Girardot highway in Colombia, fully consolidated since spring 2023).

Order intake doubled relative to the first quarter of 2023. The figure includes €2.5 billion relating to two offshore windfarm energy converter platforms to be designed, built and installed in the North Sea for the German operator TenneT (contract announced in April 2023). In addition, the volume of new small and medium-sized contracts remained satisfactory.

Cobra IS's order book therefore hit a record €16.7 billion at 31 March 2024 (up 46% year on year and up 16% compared with 31 December 2023), representing more than 2.5 years of its average business activity.

In renewable power generation, work continued on solar power plant projects in Brazil and Spain, with total capacity of 0.6 GW and 0.8 GW respectively. When completed, these projects will join the Belmonte solar farm in Brazil, which has been operating since July 2023 (0.6 GW).

- VINCI Construction: €7.0 billion (up 3.9% actual; up 3.8% like-for-like)

VINCI Construction's revenue growth in the first quarter was mainly driven by its French business. Order intake during the period - in both flow business and major projects - and particularly in Europe, ensured a good order book renewal rate.

In France (48% of the total), revenue was €3.3 billion (up almost 6%). Business was driven by the renovation of existing buildings, the construction of public buildings – particularly in the hospital sector – and roadworks.

Outside France (52% of the total), revenue was €3.7 billion, up 2% on both an actual and like-for-like basis. Business growth remained very well oriented in most divisions, particularly for the business lines of Speciality Networks and in the United Kingdom. However, revenue fell sharply at Sogea-Satom in Africa.

Order intake was up 10%, and the order book was steady at €33.9 billion at 31 March 2024 (down 1% year on year, up 4% relative to 31 December 2023). It represents almost 13 months of VINCI Construction's average business activity.

- VINCI Immobilier: €248 million (down 16%)

VINCI Immobilier's revenue fell again due to the conjunctural difficulties in the residential sector and the office market observed since several quarters against the backdrop of interest rates increase.

However, a good level of bulk sales meant that VINCI Immobilier saw the number of housing units reserved rise by 10% in the first quarter of 2024 to 915.

III. Financial position and liquidity

VINCI's consolidated net financial debt at 31 March 2024 amounted to €16.9 billion. The slight increase relative to 31 December 2023 (€16.1 billion) reflects – in addition to the seasonal increase in working capital requirements - higher investments, particularly in Concessions⁸ and Energy.

VINCI maintained a very high level of liquidity at 31 March 2024:

- managed net cash of €12.0 billion (€13.2 billion at 31 December 2023);

⁸ Including VINCI Airports' initial \$300 million payment relating to the 30-year extension of Aerodom's airport concession in the Dominican Republic.

- VINCI SA's unused confirmed credit facility of €6.5 billion, due to expire in January 2029, with two options to extend it by one year each.

In March 2024, rating agency Standard & Poor's reiterated its confidence in the Group's credit quality by affirming its A- long-term and A2 short-term ratings, both with stable outlook.

IV. 2024 guidance confirmed

VINCI confirms the 2024 guidance that it presented when publishing its 2023 financial statements in February 2024:

Barring any exceptional events, the Group anticipates the following trends in its various business lines in 2024:

- *VINCI Autoroutes expects traffic levels to rise slightly compared with 2023.*
- *VINCI Airports is forecasting passenger numbers⁹ slightly in excess of their 2019 levels, with variations between airports and geographies.*
- *VINCI Energies should see organic revenue growth continue, but at a slower pace than in 2023, while maintaining its excellent operating margin¹⁰.*
- *Cobra IS, thanks to its very large order book, expects to increase its revenue again and maintain its operating margin¹⁰ at the high level achieved in 2023.*
- *New projects will be added to the renewable energy portfolio in 2024 and its total capacity, in operation or under construction, will be around 3.5 GW by the end of the year, representing an increase of around 1.5 GW compared with the end of 2023.*
- *VINCI Construction should see revenue stabilise close to 2023 levels while continuing the improvement in its operating margin¹⁰.*

As a result, VINCI expects its total revenue to rise again in 2024, although growth is likely to be more limited than in 2023. Earnings are expected to increase as well.

This forecast does not take into account the negative impact of the new tax on long-distance transport infrastructure operators being introduced by the French government, estimated to around €280 million.

Despite this negative impact, net income in 2024 could be close to its level achieved in 2023.

V. Recent developments

- VINCI Concessions

At the end of December 2023, VINCI Airports, which has been operating six airports in the Dominican Republic under concession via its Aerodom subsidiary since 2016, was granted a 30-year extension to its concession contract by the Dominican government. The contract is now due to expire in 2060. In relation to this contract extension, Aerodom made an initial payment of \$300 million to the Dominican state in January 2024. An additional payment of \$475 million will be made at the time of the financial close, which is expected to occur mid-2024.

⁹ Figures at 100% including passenger numbers at all managed airports over the period as a whole.

¹⁰ Ebit/revenue.

On 17 April 2024, VINCI Airports announced that it had agreed to acquire a 50.01% stake in Edinburgh Airport Limited, the freehold owner of Edinburgh airport (the busiest airport in Scotland and number six in the United Kingdom, welcoming 14.4 million passengers in 2023), for £1.27 billion¹¹ (value of the 50.01% equity stake). The deal is expected to close in summer 2024 after regulatory approvals have been obtained.

On 18 April 2024, VINCI Highways completed the acquisition of 100% of NWP HoldCo LLC, which holds the concession for the Northwest Parkway – a 14 km toll section on the ring road around Denver (Colorado, United States) – for a price of around \$1.2 billion (equity value at 100%).

- VINCI Energies

VINCI Energies completed the acquisitions of 10 new companies in the first quarter of 2024, representing full-year revenue of almost €80 million and including:

- Premiere Automation in the United States, a company specializing in the integration of industrial automation systems for the automotive industry;
- Kramer & Best, a German company specializing in the integration of purified water process systems for the pharmaceutical and fine chemicals industries;
- Solu-tech, a French company specializing in automation, industrial IT and robotics, mainly for the food and pharmaceutical industries;
- Hesselink, a German company specializing in services for electrical distribution networks in north-west Germany.

- Cobra IS

In April, VINCI announced an investment in NatPower SA, a renewable energy developer operating mainly in Italy, the United Kingdom and the United States. This strategic partnership with NatPower will enable in particular to speed up Cobra IS's development in the US renewable power generation market.

- VINCI Construction

Soletanche Freyssinet – VINCI Construction's subsidiary specialising in soil, structural and nuclear engineering – completed several acquisitions in the first quarter of 2024, including:

- Geotech Drilling Services Ltd (British Columbia), a leader in soil reinforcement technologies in Canada;
- TSSD Services, Inc. (Maine, United States), which provides nuclear decommissioning services.

These two companies generate combined annual revenue of almost €80 million.

¹¹ Subject to any adjustments that may occur before the close of the deal.

APPENDICES

APPENDIX A: ADDITIONAL INFORMATION ON CONSOLIDATED REVENUE

Consolidated revenue* in the first quarter of the year – Breakdown by region and business line

(In € millions)	First quarter 2024	First quarter 2023	2024/2023 change	
			Actual	Like-for-like
FRANCE				
Concessions	1,487	1,450	+2.5%	+2.5%
VINCI Autoroutes	1,375	1,332	+3.2%	+3.2%
VINCI Airports	92	86	+7.1%	+7.1%
Other concessions**	19	32	-39.9%	-39.9%
VINCI Energies	2,040	1,993	+2.4%	+2.0%
Cobra IS	10	9	+19.7%	+19.7%
VINCI Construction	3,342	3,159	+5.8%	+5.7%
VINCI Immobilier	248	293	-15.5%	-15.5%
Eliminations and adjustments	(71)	(124)		
Total France	7,056	6,780	+4.1%	+4.0%
INTERNATIONAL				
Concessions	866	756	+14.5%	+10.5%
VINCI Airports	784	681	+15.2%	+11.2%
VINCI Highways	81	75	+9.1%	+4.4%
Other concessions**	0	0	-6.2%	-7.9%
VINCI Energies	2,575	2,402	+7.2%	+5.2%
Cobra IS	1,598	1,488	+7.4%	+7.5%
VINCI Construction	3,656	3,578	+2.2%	+2.1%
VINCI Immobilier	1	3	-71.7%	-73.2%
Eliminations and adjustments	(26)	(4)		
Total International	8,669	8,222	+5.4%	+4.5%

* Excluding concession subsidiaries' revenue derived from works carried out by non-Group companies (see glossary).

** VINCI Railways and VINCI Stadium.

APPENDIX B: VINCI AUTOROUTES AND VINCI AIRPORTS INDICATORS

Traffic on motorway concessions

	First quarter	
(Millions of km travelled)	2024	2024/2023 change
VINCI Autoroutes	10,722	-1.4%
Light vehicles	8,874	-0.8%
Heavy vehicles	1,848	-4.1%
<i>of which:</i>		
ASF	6,598	-2.5%
Light vehicles	5,383	-1.8%
Heavy vehicles	1,215	-5.3%
Escota	1,676	+1.4%
Light vehicles	1,496	+1.5%
Heavy vehicles	180	+1.0%
Cofiroute*	2,346	-0.5%
Light vehicles	1,920	+0.1%
Heavy vehicles	427	-3.5%

* Excluding A86 Duplex.

VINCI Autoroutes revenue

in the first quarter of 2024	VINCI Autoroutes	<i>Of which:</i>		
		ASF	Escota	Cofiroute
Toll revenue (in € millions)	1,341	765	204	344
<i>2024/2023 change</i>	+3.1%	+1.8%	+4.9%	+4.2%
Revenue (in € millions)	1,375	785	208	350
<i>2024/2023 change</i>	+3.2%	+2.1%	+5.0%	+4.3%

VINCI Airports' passenger numbers¹

(In thousands of passengers)	First quarter		
	2024	2024/2023 change	2024/2019 change
Portugal (ANA)	13,429	+5.8%	+21.9%
<i>of which Lisbon</i>	7,515	+5.5%	+20.2%
United Kingdom	9,657	+13.9%	-12.3%
<i>of which London Gatwick</i>	8,333	+11.6%	-13.9%
Mexico	5,888	-1.3%	+15.1%
<i>of which Monterrey</i>	2,857	+2.0%	+20.2%
France	3,904	+8.1%	-11.5%
<i>of which ADL (Lyon)</i>	2,236	+5.8%	-12.8%
Cambodia	1,181	+23.0%	-38.0%
United States ²	1,574	+4.4%	+1.6%
Brazil	3,015	+1.9%	-10.6%
Serbia	1,609	+22.5%	+55.5%
Dominican Republic	1,860	+10.7%	+27.3%
Cabo Verde	778	+19.5%	+6.0%
Total fully-consolidated subsidiaries	42,896	+7.7%	+3.1%
Japan (40%)	11,502	+28.9%	-8.8%
Chile (40%)	7,044	+18.4%	+0.8%
Costa Rica (45%)	687	+28.7%	+53.0%
Rennes-Dinard (49%)	116	-19.9%	-38.8%
Total equity-accounted subsidiaries	19,350	+24.4%	-4.4%
Total passengers managed by	62,245	+12.4%	+0.6%
VINCI Airports			

¹ Figures at 100% including passenger numbers over the period as a whole.

² Passenger numbers for the first quarter of 2024 and previous periods exclude figures for Orlando Sanford airport, which left the VINCI Airports network on 29 February 2024.

APPENDIX C: ORDER BOOK AND ORDER INTAKE

Order book

(In € billions)	At 31 March		<i>Change over 12 months</i>	At 31 Dec. 2023	<i>Change vs 31 Dec. 2023</i>
	2024	2023			
VINCI Energies	16.0	14.5	+11%	14.3	+12%
Cobra IS	16.7	11.5	+46%	14.4	+16%
VINCI Construction	33.9	34.3	-1%	32.7	+4%
Total	66.7	60.3	+11%	61.4	+9%
<i>of which:</i>					
France	21.3	19.4	+10%	20.0	+6%
International	45.3	40.9	+11%	41.4	+10%
Europe excl. France	29.9	23.2	+29%	25.6	+17%
Rest of the world	15.5	17.7	-12%	15.8	-2%

Order intake

(In € billions)	First quarter		
	2024	2023	<i>2024/2023 change</i>
VINCI Energies	6.3	6.0	+4%
Cobra IS	4.0	2.0	+99%
VINCI Construction	8.2	7.5	+10%
Total	18.5	15.5	+19%
<i>of which:</i>			
France	7.0	7.0	-1%
International	11.5	8.5	+36%
Europe excl. France	9.2	5.9	+55%
Rest of the world	2.4	2.6	-8%

GLOSSARY

Concession subsidiaries' revenue derived from works carried out by non-Group companies: this indicator relates to construction work done by concession companies as programme manager on behalf of concession grantors. Consideration for that work is recognised as an intangible asset or financial asset depending on the accounting model applied to the concession contract, in accordance with IFRIC 12 "Service Concession Arrangements". It excludes work done by the VINCI Energies, Cobra IS and VINCI Construction business lines.

Like-for-like revenue growth: this indicator measures the change in revenue at constant scope and exchange rates.

- Constant scope: the scope effect is neutralised as follows:
 - For revenue in year Y, revenue from companies that joined the Group in year Y is deducted.
 - For revenue in year Y-1, the full-period revenue of companies that joined the Group in year Y-1 is included, and revenue from companies that left the Group in years Y-1 and Y is excluded.
- Constant exchange rates: the currency effect is neutralised by applying exchange rates in year Y to foreign currency revenue in year Y-1.

Net financial surplus/debt: this corresponds to the difference between financial assets and financial debt. If the assets outweigh the liabilities, the balance represents a net financial surplus, and if the liabilities outweigh the assets, the balance represents net financial debt. Financial debt includes bonds and other borrowings and debt owed to financial institutions (including derivatives and other liabilities relating to hedging instruments). Financial assets include cash and cash equivalents and assets relating to derivative instruments.

Under IFRS 16, the Group recognises right-of-use assets relating to leased items under non-current assets, along with a liability corresponding to the present value of lease payments still to be made. That liability is not included in net financial surplus/debt as defined by the Group, and is presented directly on the balance sheet.

Order book

- At VINCI Energies, Cobra IS and VINCI Construction, the order book represents the volume of business yet to be carried out on projects where the contract is in force (in particular after service orders have been obtained or after conditions precedent have been met) and financed.
- At VINCI Immobilier, the order book corresponds to the revenue, recognised on a progress-towards-completion basis, that is yet to be generated on a given date with respect to property sales confirmed by a notarised deed or with respect to property development contracts on which the works order has been given by the project owner.

Order intake

- At VINCI Energies, Cobra IS and VINCI Construction, a new order is recorded when the contract has been not only signed but is also in force (for example, after the service order has been obtained or after conditions precedent have been met) and when its financing is in place. The amount recorded in order intake corresponds to the contractual revenue.
- At VINCI Immobilier, order intake corresponds to the value of properties sold off-plan or sold after completion in accordance with a notarised deed, or revenue from property development contracts where the works order has been given by the project owner.

For joint property developments:

- If VINCI Immobilier has sole control over the development company, it is fully consolidated. In that case, 100% of the contract value is included in order intake.
- If the development company is jointly controlled, it is accounted for under the equity method and its order intake is not included in the total.

VINCI Airports' passenger numbers: this is the number of passengers who have travelled on commercial flights from or to a VINCI Airports airport during a given period, and is a relevant indicator for estimating an airport's revenue from both aviation and non-aviation activities.

VINCI Autoroutes' traffic levels: this is the number of kilometres travelled by light and heavy vehicles on the motorway network managed by VINCI Autoroutes during a given period.

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

"Dividend

In the Combined Shareholders' General Meeting held on 9 April 2024, shareholders approved all resolutions put to them, including the following:

- the distribution of a dividend of €4.5 per share with respect to 2023. Since an interim dividend of €1.05 per share was paid in November 2023, a final dividend of €3.45 per share will be paid on 25 April 2024. The ex-date for the final dividend payment will be 23 April 2024."

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

"Press release published on 29 April 2024: VINCI Concessions conference call - Update on latest strategic developments

As previously announced, VINCI Concessions' management will comment the recent strategic developments - extension of the Aerodom concession in the Dominican Republic, acquisition of Northwest Parkway in Denver (Colorado, United States) and acquisition of a majority stake in Edinburgh airport - in a conference call in English at 6.00pm Paris time today.

A presentation, support of the conference call and containing some forward-looking statements about these three assets, is available on the VINCI website:

<https://www.vinci.com/vinci.nsf/en/finance-documentation-presentations/pages/index.htm>"

GENERAL INFORMATION

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 March 2024."

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 30 April 2024



Autorité des marchés financiers

This Fifth Supplement has been approved on 30 April 2024 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 and on the quality of the Notes described in this Fifth Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.

This Fifth Supplement obtained the following approval number: n°24-127.