



A public limited company (société anonyme) with a share capital of €1,467,334,437.50

Registered office: 1973 boulevard de la Défense - 92000 Nanterre

Registration number: 552 037 806 RCS Nanterre

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Issue of new VINCI shares,
reserved for group employees in France
in the context of its savings plan[♦]

The Combined General Meeting of Shareholders of 17 April 2025, in its twenty-fifth resolution, delegated to the Board of Directors its authority to carry out capital increases reserved for employees for a period of 26 months expiring on 16 June 2027.

In this context, it defined the method for determining the issue price of the new shares.

During its meeting of 15 October 2025, the VINCI Board of Directors set the terms of a capital increase reserved for the Group's France-based employees, this operation falling within the delegation of authority received from the shareholders' meeting.

The maximum number of shares that may be issued and the total amount of the issue will depend on the level of employee subscriptions to the units to be issued by the "Castor Relais 2026/1" mutual fund which will be recorded at the end of the subscription period which will run from 1 January to 30 April 2026.

The issue price of the new shares is equal to 95% of the average opening prices of VINCI shares listed on the regulated market of Euronext Paris SA during the 20 trading days preceding 15 October 2025, i.e. €111.27 per new share to be issued.

[♦] Employees will subscribe for this issue, which is reserved for them, through a temporary mutual fund initially and momentarily invested in monetary securities known as "Castor Relais 2026/1" and classified as a euro monetary mutual fund. This mutual fund received the approval of the AMF on 24 October 2025, under no. FCE 2025 0493. It will collect employees' cash payments intended to subscribe for the units that it issues. At the end of the subscription period open to employees, this temporary mutual fund will subscribe to VINCI shares to be issued in accordance with the total amount of payments it has collected and will then be absorbed by the "Castor" mutual fund as from 9 June 2026. The AMF approved such a merger in advance on 5 December 2025 (AMF file no. FUSIO019243).

The "Castor" mutual fund is an employee savings and employee shareholding fund invested in VINCI shares. It is one of the main instruments for implementing the VINCI Group's savings plan in France.

The maximum number of new shares to be issued may not exceed the limit set by the General Meeting of Shareholders of 17 April 2025 in its twenty-fifth resolution. The total number of new shares that may be issued on the basis of the twenty-fifth resolution of the General Meeting of 17 April 2025 and on the basis of the twenty-sixth resolution of the same General Meeting in favour of employees residing in certain foreign countries may not exceed 1.5% of the number of shares comprising the authorised share capital at the time when the Board makes its decision.

The “Castor Relais 2026/1” mutual fund will subscribe to new VINCI shares to be issued¹ at the end of May 2026.

Application will be made for these new shares to be admitted to trading on the regulated market of Euronext Paris immediately after their creation.

These ordinary shares will be unrestricted and will carry dividend rights from 1 January 2026.

Nanterre, 30 December 2025

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¹ Up to the total amount of employees’ payments raised by contributions paid by group companies that are members of its savings plan in France.