

# **VINCI**

French public limited company (Société Anonyme)

1973 boulevard de la Défense  
92757 Nanterre Cedex – France

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## **Supplementary report of the Statutory Auditors on the capital increase reserved for employees of VINCI and its French subsidiaries, with preferential subscription rights cancelled, in the context of the Group savings plan in France**

Decision of the Board of Directors of 7 February 2024

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To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with Article R.225-116 of the French Commercial Code, we present a report supplementing our report of 14 March 2023 on the capital increase, through the issue of ordinary shares or securities giving access to the capital, with preferential subscription rights cancelled, reserved for the members of a company savings plan of VINCI or a Group savings plan of VINCI and of companies associated with VINCI within the meaning of Articles L.225-180 of the French Commercial Code and L.3344-1 of the French Labour Code, authorised in your Combined Shareholders' General Meeting of 13 April 2023 in its twenty-second resolution.

That Meeting delegated authority to the Board of Directors to decide on a transaction of this kind, on one or more occasions, during a period of twenty-six months and subject to a limit of 1.5% of the number of shares making up the share capital at the time the Board of Directors makes its decision, with that limit being common with that of the twenty-third resolution of the Combined Shareholders' General Meeting of 13 April 2023, and with a subscription price that may not be less than 95% of the average opening price in the twenty stockmarket trading sessions preceding the date on which the Board of Directors makes its decision determining the start date of the subscription period.

Under this authority, your Board of Directors decided in its 7 February 2024 meeting to arrange a capital increase in a maximum amount of €20,787,660 by issuing a maximum of 8,315,064 new shares reserved for employees of VINCI and its French subsidiaries and subscribed through the FCPE Castor Relais 2024/2 company mutual fund (which is to be merged with the Castor mutual fund upon completion of this reserved capital increase).

If the 1.5% limit is reached, the procedure provided for by the savings plan's regulations to reduce the number of shares to be issued or to cancel the transaction will apply.

The subscription price was set at 95% of the average opening price in the twenty stockmarket trading sessions prior to 7 February 2024, i.e. at €111.22, including a €108.72 issue premium given that the nominal value of the shares was €2.50 each. The subscription period for this transaction is from 1 May 2024 to 31 August 2024.

It is the responsibility of the Board of Directors to prepare a supplementary report in accordance with Articles R.225-115, R.225-116 and R.22-10-31 of the French Commercial Code. Our role is to express an opinion on the fairness of the figures derived from the financial statements, on the proposed cancellation of preferential subscription rights and on certain other information relating to the issue presented in that report.

We have carried out the procedures we considered necessary for this task in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes). In particular, those procedures involved checking:

- the accuracy of the figures derived from the annual financial statements for the year ended 31 December 2023 as approved by the Board of Directors on 7 February 2024. We audited those financial statements in accordance with professional standards applicable in France;
- the compliance of the transaction terms with the authority delegated by the Shareholders' General Meeting;
- the information provided in the supplementary report of the Board of Directors on the calculations used to determine the issue price and the final amount of the issue.

We have no comments to make on:

- the accuracy of the figures derived from the financial statements and provided in the supplementary report of the Board of Directors, it being stipulated that the annual financial statements have not yet been approved by the Shareholders' General Meeting;
- the compliance of the transaction terms with the authority delegated by the Combined Shareholders' General Meeting of 13 April 2023 and the information provided to shareholders;

- the calculations used to determine the issue price and the final amount of the issue;
- the presentation of the impact of the issue on the situation of holders of equity securities and transferable securities giving access to the capital assessed by reference to the equity capital and the stockmarket value of the shares;
- the cancellation of preferential subscription rights, on which you have previously voted.

Neuilly-sur-Seine and Paris La Défense, 14 February 2024

The Statutory Auditors

PricewaterhouseCoopers Audit

Deloitte & Associés

Jean-Romain Bardoz Bertrand Baloche

Marc de Villartay Amnon Bendavid