VINCI

Supplementary Report of the Board of Directors
dated 13 June 2024
on the capital increase reserved for employees
of VINCI and its French subsidiaries
in the context of the Group's savings plan in France

To the Shareholders

Pursuant to the terms of the twelfth resolution of the Combined Shareholders' General Meeting of 9 April 2024, you authorised the Board of Directors, on one or more occasions and for a period of twenty-six months, to issue shares intended to be subscribed exclusively by employees of VINCI and its subsidiaries that are members of the Group savings plans set up by VINCI.

The Board of Directors decided on 13 June 2024 to issue new shares with a nominal value of €2.50 on the following terms:

- The subscription period for the next operation reserved for employees of VINCI and its French subsidiaries in the context of the Group savings plan in France will begin on 1 September 2024 and will end on 31 December 2024. The shares subscribed by the Castor Relais 2024/3 mutual fund, which is to be merged with the Castor mutual fund upon completion of this reserved capital increase, will be fully paid-up upon subscription and will be entitled to dividends from 1 January 2024.
- The subscription price has been set at 95% of the average opening prices quoted on the twenty trading days preceding 13 June 2024, namely at €107.41 per new share to be issued, this price corresponding to a nominal value of €2.50 and an issue premium of €104.91.
- In accordance with the upper limited defined by the twelfth resolution of the Combined Shareholders' General Meeting on 9 April 2024, the Board of Directors will ensure that the total number of shares capable of being issued pursuant to this delegated authority does not exceed 1.5% of the number of shares comprising the authorised share capital at the time the Board of Directors makes its decision. 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 maximum number of shares that can be issued by reference to the number of shares comprising the authorised share capital at 31 May 2024 is 8,913,660, this number being arrived at in the following way:

	Number of shares	%
Authorised share capital at 31 May 2024	594,244,064	100.00%
Upper limit of 1.5% under the authority granted by the Shareholders' General Meeting of 9 April 2024	8,913,660	1.50%
Use since 9 April 2024	-	-
Maximum number of shares capable of being issued pursuant to this upper limit of 1.5%	8,913,660	1.50%

These figures will be adjusted to take account of changes in the authorised share capital.

The impact of the issue of a maximum number of 8,913,660 new shares:

- a shareholder who owns 1% of VINCI's share capital and who does not subscribe for the capital increase would see that interest reduced to 0.99%:

	VINCI	Shareholder	
	No. of shares	No. of shares	%
Capital at 31 May 2024	594,244,064	5,942,440	1.00%
Maximum number of shares capable of being issued	8,913,660	0	
Capital after the increase	603,157,724	5,942,440	0.99%

- VINCI's equity at 31 December 2023 divided by the number of shares comprising the authorised share capital at 31 May 2024 is €55.63 per share; for a shareholder not subscribing for the capital increase it would be €58.38 taking into account the maximum number of shares capable of being issued:

	Number of shares at 31/05/2024	Equity	
		in € thousands	Per share in €
VINCI's equity at 31 December 2023	594,244,064	33,058,714	55.63
Treasury shares[1]	20,447,873	-	-
VINCI's equity at 31 December 2023	573,796,191	33,058,714	57.61
Maximum increase authorised	8,913,660	957,416	107.41
Equity after the increase	582,709,851	34,016,131	58.38

1: including 7,553,309 performance shares and shares allocated in the context of long-term incentive plans

- taking the issue price and the volume of the operation into account, the operation should not have a significant impact on the stock market value of the shares.

This supplementary report has been prepared pursuant to Article R.225-116 of the French Commercial Code.

Nanterre, 13 June 2024
The Board of Directors