# VINCI

## Supplementary Report of the Board of Directors
## dated 6 February 2025
## 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 6 February 2025 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 May 2025 and will end on 31 August 2025. The shares subscribed by the Castor Relais 2025/2 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 2025.
- The subscription price has been set at 95% of the average opening prices quoted on the twenty trading days preceding 6 February 2025, namely at €97.21 per new share to be issued, this price corresponding to a nominal value of €2.50 and an issue premium of €94.71.
- 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 January 2025 is 8,138,648, this number being arrived at in the following way:

| | Number of shares | % |
|---|---|---|
| Authorised share capital at 31 January 2025 | 582,414,397 | 100.00% |
| Upper limit of 1.5% under the authority granted by the Shareholders' General Meeting of 9 April 2024 | 8,736,215 | 1.50% |
| Use since 9 April 2024 | 597,567 | 0.10% |
| Maximum number of shares capable of being issued pursuant to this upper limit of 1.5% | 8,138,648 | 1.40% |

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 8,138,648 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<br>No. of shares | Shareholder<br>No. of shares | % |
|---|---|---|---|
| Capital at 31 January 2025 | 582,414,397 | 5,824,143 | 1.00% |
| Maximum number of shares capable of being issued | 8,138,648 | 0 | |
| Capital after the increase | 590,553,045 | 5,824,143 | 0.99% |

- VINCI's equity at 31 December 2024 divided by the number of shares comprising the authorised share capital at 31 January 2025 minus treasury shares is €55.90 per share; for a shareholder not subscribing for the capital increase it would be €56.49 taking into account the maximum number of shares capable of being issued:

| | Number of shares at 31/01/2025 | Equity in € thousands | Equity in € per share |
|---|---|---|---|
| VINCI's equity at 31 December 2024 | 582,414,397 | 31,451,017 | 54.00 |
| Treasury shares[1] | 19,829,082 | - | - |
| VINCI's equity at 31 December 2024 | 562,585,315 | 31,451,017 | 55.90 |
| Maximum increase authorised | 8,138,648 | 791,158 | 97.21 |
| Equity after the increase | 570,723,963 | 32,242,175 | 56.49 |

1: including 7,511,929 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, 6 February 2025
The Board of Directors