

VINCI

Combined Shareholders' General Meeting of 14 April 2026

Seventeenth resolution

Report of the Statutory Auditors on the issue of ordinary shares or securities giving access to the Company's capital, reserved for employees of the Company and of companies of the VINCI Group in the context of savings plans

PricewaterhouseCoopers Audit

63 rue de Villiers
92208 Neuilly sur Seine Cedex
A French simplified joint-stock company
(*société par actions simplifiée*) with capital of €2,510,460
Registered with the Nanterre Trade and Companies Register
under number 672 006 483

Statutory Auditor
Member of the regional association
of statutory auditors for Versailles and Central France

Ernst & Young Audit

Tour First
TSA 14444
92037 Paris La Défense Cedex
A French simplified joint-stock company
(*société par actions simplifiée*) with variable capital
Registered with the Nanterre trade and companies register
under number 344 366 315

Statutory Auditor
Member of the regional association
of statutory auditors for Versailles and Central France

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To the Shareholders,

In our capacity as Statutory Auditors of your Company and pursuant to the missions provided for by Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code, we present our report on the proposed delegation to the Board of Directors of authority to decide upon one or more capital increases through the issue of ordinary shares or securities giving access to the Company's 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, being a transaction on which you are asked to make a decision.

The total number of shares capable of being issued on the basis of this delegated authority and pursuant to the eighteenth resolution of this Meeting may not in any circumstances exceed 1.5% of the number of shares comprising the authorised share capital at the time that the Board of Directors makes its decision.

This transaction is subject to your approval pursuant to the provisions of Article L.225-129-6 of the French Commercial Code and Article L.3332-18 *et seq.* of the French Labour Code.

On the basis of its report, the Board of Directors proposes that you delegate to it, for a period of 26 months with effect from the date of this Meeting, the authority to decide to carry out an issue, and proposes to cancel your preferential subscription rights in respect of the ordinary shares and securities to be issued. If necessary, it will be the responsibility of the Board of Directors to determine the final terms and conditions of this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with Article R.225-113 *et seq.* 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 Compagnie Nationale des Commissaires aux Comptes (CNCC, the representative body of the statutory audit profession in France). Those procedures involved checking the report of the Board of Directors relating to this transaction and the arrangements for determining the issue price of the equity securities to be issued.

Subject to our subsequent review of the terms and conditions of the issues decided upon, we have no comments to make on the arrangements for determining the issue price of the equity securities to be issued presented in the report of the Board of Directors.

Since the final terms and conditions under which the issues would take place have not been determined, we express no opinion on those terms and conditions and, consequently, on the proposal made to you to cancel preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will, if necessary, prepare a supplementary report when this delegated authority is used by the Board of Directors, in the event of an issue of ordinary shares or equity securities giving access to other equity securities, and in the event of an issue of securities giving access to equity securities to be issued.

Neuilly-sur-Seine and Paris-La Défense, 16 March 2026

The Statutory Auditors

French original signed by

PricewaterhouseCoopers Audit

Ernst & Young Audit

Émilie Reboux

Thierry Leroux

Pierrick Vaudour

Stéphane Pédrón