

# VINCI

## **Supplementary Report of the Board of Directors dated 5 February 2026 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 twenty-fifth resolution of the Combined Shareholders' General Meeting of 17 April 2025, 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 5 February 2026 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 2026 and will end on 31 August 2026. The shares subscribed by the Castor Relais 2026/2 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 2026.
- The subscription price has been set at 95% of the average opening prices quoted on the twenty trading days preceding 5 February 2026, namely at €112.93 per new share to be issued, this price corresponding to a nominal value of €2.50 and an issue premium of €110.43.
- In accordance with the upper limit defined by the twenty-fifth resolution of the Combined Shareholders' General Meeting on 17 April 2025, 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 2026 is 8,293,384, this number being arrived at in the following way:

	Number of shares	%
Authorised share capital at 31 January 2026	582,257,305	100.00%
Upper limit of 1.5% under the authority granted by the Shareholders' General Meeting of 17 April 2025	8,733,859	1.50%
Use since 17 April 2025	440,475	0.08%
Maximum number of shares capable of being issued pursuant to this upper limit of 1.5%	8,293,384	1.42%

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 8,293,384 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 January 2026	582,257,305	5,822,573	1.00%
Maximum number of shares capable of being issued	8,293,384	0	
Capital after the increase	590,550,689	5,822,573	0.99%

- VINCI's equity at 31 December 2025 divided by the number of shares comprising the authorised share capital at 31 January 2026 minus treasury shares is €55.67 per share; for a shareholder not subscribing for the capital increase it would be €56.52 taking into account the maximum number of shares capable of being issued:

	Number of shares at 31/01/2026	Equity in € thousands	Per share in €
VINCI's equity at 31 December 2025	582,257,305	30,895,679	53.06
Treasury shares <sup>1</sup>	27,308,182	-	-
VINCI's equity at 31 December 2025	554,949,123	30,895,679	55.67
Maximum increase authorised	8,293,384	936,572	112.93
Equity after the increase	563,242,507	31,832,251	56.52

1: including 7,659,540 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, 5 February 2026  
The Board of Directors