

# VINCI

French public limited company (Société Anonyme)

1 cours Ferdinand de Lesseps  
92851 Rueil Malmaison Cedex

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**Supplementary report of the Statutory Auditors on the capital increase reserved for a category of beneficiaries, while cancelling preferential subscription rights, in order to offer the employees of certain subsidiaries outside France benefits comparable with those offered to employees subscribing in the context of a savings plan**

Decision by the Chairman and CEO on 17 May 2021, acting pursuant to authority sub-delegated by the Board of Directors at its meeting on 22 October 2020

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Decision by the Chairman and CEO on 17 May 2021, acting pursuant to authority sub-delegated by the Board of Directors at its meeting on 22 October 2020

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 hereby present a report that supplements our report of 25 May 2020 on the capital increase reserved for a category of beneficiaries in order to offer employees of certain subsidiaries outside France benefits comparable with those offered to employees subscribing in the context of a savings plan, authorised by your Combined Shareholders' General Meeting of 18 June 2020 in its thirteenth resolution.

That meeting delegated authority to the Board of Directors, which it could sub-delegate, to decide upon such an operation on one or more occasions, within a period of eighteen 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 twelfth resolution of the Combined Shareholders' General Meeting of 18 June 2020, 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 subscription period opens or the date on which the Board of Directors makes its decision setting the date on which the subscription period opens.

Under the authority delegated to him by the Board of Directors on 22 October 2020, your Chairman and CEO decided, on 17 May 2021, to arrange a capital increase in a maximum amount of €14,679,450 by issuing a maximum of 5,871,780 new shares reserved for the employees of VINCI foreign subsidiaries specified below, in order to offer the employees of certain foreign subsidiaries benefits comparable to those offered to employees subscribing directly or indirectly via a company mutual fund (FCPE) in the context of a savings plan.

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 as the volume-weighted average price in the twenty stockmarket trading sessions prior to 18 May 2021, i.e. at €91.72, including a €89.22 issue premium given that the nominal value of the shares was €2.50 each. The subscription period for that transaction was set at 18 May 2021 to 4 June 2021 for employees of VINCI subsidiaries in Australia, Austria, Bahrain, Belgium, Brazil, Cambodia, Cameroon, Canada, Chile, Colombia, Czech Republic, Dominican Republic, Estonia, Finland, Germany, Greece, Hong Kong, Hungary, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Mexico, Morocco, Netherlands, New Zealand, Norway, Peru, Poland, Portugal, Romania, Singapore, Slovakia, Spain, Sweden, Switzerland, the United Arab Emirates and United States, with the shares being subscribed via the company mutual fund FCPE Castor International Relais 2021, except in Chile, Greece, Italy, Poland and the United States, where the shares must be subscribed directly by employees under local regulations.

It is the responsibility of the Board of Directors to prepare a supplementary report in accordance with Articles R.225-115 and R.225-116 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 2020 as approved by the Board of Directors on 4 February 2021. 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;
- the compliance of the transaction terms with the authority delegated by the Combined Shareholders' General Meeting of 18 June 2020 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 stock market value of the shares;
- the cancellation of preferential subscription rights, on which you have previously voted.

Neuilly-sur-Seine and Paris La Défense, 1 June 2021

The Statutory Auditors

PricewaterhouseCoopers Audit

Deloitte & Associés

Bertrand Baloche

Mansour Belhiba Amnon Bendavid