

VINCI

French public limited company (“Société Anonyme”)

1 cours Ferdinand de Lesseps
92851 Rueil Malmaison Cedex

France

Supplementary report of the Statutory Auditors on the capital increase reserved for employees of VINCI and its French subsidiaries, while cancelling preferential subscription rights, in the context of the Group savings plan in France

Decision of the Board of Directors of 22 October 2020

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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 present a report supplementing our report of 25 May 2020 on the capital increase, through the issue of ordinary shares or securities giving access to the capital, while cancelling preferential subscription rights, 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, authorised in your Combined Shareholders' General Meeting of 18 June 2020 in its twelfth resolution.

That Meeting delegated authority to the Board of Directors to decide on an operation of this kind, on one or more occasions, during a period of 26 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, and with a subscription price that may not be less than 95% of the average opening price over the 20 trading days preceding the date of the decision of the Board of Directors setting the opening date of the subscription period.

Under this authority, your Board of Directors decided in its 22 October 2020 meeting to arrange a capital increase in a maximum amount of €23,006,970 by

issuing a maximum of 9,202,788 new shares reserved for employees of VINCI and its French subsidiaries and subscribed through the FCPE Castor Relais 2021/1 company mutual fund.

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 operation will apply.

The subscription price was set at 95% of the average opening price in the twenty stock market trading sessions prior to 22 October 2020, i.e. at €69.66, including a €67.16 issue premium given that the nominal value of the shares was €2.50 each. The subscription period for this operation is from 1 January 2021 to 30 April 2021.

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 interim financial position prepared under the responsibility of the Board of Directors at 30 June 2020, using the same methods and presentation as the most recent set of full-year financial statements. Our work relating to that interim financial position consisted of holding discussions with members of management responsible for accounting and financial matters, checking that it was prepared according to the same accounting policies and measurement and presentation methods as those used in preparing the most recent set of full-year financial statements, and carrying out analytical procedures;
- the compliance of the terms for the operation 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 interim financial position and provided in the supplementary report of the Board of Directors;
- the compliance of the terms for the operation 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, 4 November 2020

The Statutory Auditors

PricewaterhouseCoopers Audit

Deloitte & Associés

Bernard Gannier

Bertrand Baloche

Mansour Belhiba

Amnon Bendavid