

**Final Terms dated 11 December 2023**



**VINCI**

Euro 12,000,000,000  
Euro Medium Term Note Programme  
for the issue of Notes

**SERIES NO: 21**

**TRANCHE NO: 3**

**EUR 75,000,000 3.375 per cent. Notes due 17 October 2032**

**to be assimilated (*assimilées*) and form a single series with the Issuer's existing EUR 650,000,000 3.375 per cent. Notes due 17 October 2032 issued on 17 October 2022 and the Issuer's existing EUR 100,000,000 3.375 per cent. Notes due 17 October 2032 issued on 10 July 2023**  
**(the "Existing Notes") (the "Notes")**

**Issued by: VINCI (the "Issuer")**

**Dealer**

**HSBC Continental Europe**

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET**—Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 19 of the Guidelines published by the European Securities and Markets Authority ("ESMA") on 3 August 2023 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU, as amended ("**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS**—The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS**—The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Commission Delegated Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer

RESTRICTED

within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the 2022 Base Prospectus (as defined in the section “Documents incorporated by reference”) incorporated by reference in the Base Prospectus (as defined below). This document constitutes the Final Terms of the Notes described herein for the purposes of the prospectus regulation (Regulation (EU) 2017/1129), as amended (the “**Prospectus Regulation**”) and must be read in conjunction with the base prospectus dated 10 July 2023 which received the approval number 23-294 from the *Autorité des marchés financiers* (the “**AMF**”) on 10 July 2023 and the first supplement to the Base Prospectus dated 4 August 2023, which received the approval number 23-347 from the AMF on 4 August 2023, the second supplement to the Base Prospectus dated 31 August 2023 which received the approval number 23-375 from the AMF on 31 August 2023 and the third supplement to the Base Prospectus dated 7 November 2023 which received the approval number 23-462 from the AMF on 7 November 2023 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the “**Base Prospectus**”), including the Conditions incorporated by reference in the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, the Final Terms, the Conditions and the supplements to the Base Prospectus are available for viewing at the registered office of the Issuer during normal business hours and on the websites of (a) the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and (b) the Issuer ([www.vinci.com](http://www.vinci.com)) and copies may be obtained free of charge from VINCI, 1973, boulevard de la Défense, 92000 Nanterre, France.

1. (i) **Series Number:** 21  
(ii) **Tranche Number:** 3  
(iii) **Date on which the Notes will be assimilated (*assimilables*) and form a single Series:** The Notes will be assimilated (*assimilables*) and form a single Series with the Existing Notes on or about 22 January 2024
2. **Specified Currency or Currencies:** "€" or "EUR"
3. **Aggregate Nominal Amount of Notes admitted to trading:**
  - (i) **Series:** €825,000,000
  - (ii) **Tranche:** €75,000,000
4. **Issue Price:** 98.996 per cent. of the Aggregate Nominal Amount of the Notes plus an amount of accrued interest equal to €394,211.07 corresponding to 57 days from and including 17 October 2023 to, but excluding, the Issue Date
5. **Specified Denomination:** €100,000
6. (i) **Issue Date:** 13 December 2023  
(ii) **Interest Commencement Date:** 17 October 2023
7. **Maturity Date:** 17 October 2032
8. **Extended Maturity Date:** Not Applicable
9. **Interest Basis:** 3.375 per cent. Fixed Rate
10. **Redemption/Payment Basis:** Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount (*further particulars specified in paragraph 29 below*)
11. **Change of Interest Basis:** Not Applicable
12. **Put/Call Options:** Residual Maturity Call Option (*further particulars specified in paragraph 24 below*)  
Squeeze Out Option (*further particulars specified in paragraph 27 below*)

- 13. Make-whole Redemption:** Applicable (*further particulars specified in paragraph 26 below*)
- 14. (i) Status of the Notes:** Unsubordinated Notes
- (ii) Dates of the corporate authorisations for issuance of the Notes:** Authorisation of the Board of Directors of the Issuer dated 8 February 2023 and Decision of Christian Labeyrie, *Directeur Général Adjoint* and *Directeur Financier* of the Issuer dated 6 December 2023

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 15. Fixed Rate Note Provisions:** Applicable
- (i) Rate of Interest: 3.375 per cent. *per annum* payable in arrear on each Interest Payment Date
- (ii) Interest Payment Dates: 17 October in each year
- (iii) Fixed Coupon Amount: €3,375 per €100,000 in Nominal Amount
- (iv) Broken Amount: Not Applicable
- (v) Day Count Fraction: Actual/Actual-ICMA
- (vi) Determination Dates: 17 October in each year
- 16. Floating Rate Note Provisions:** Not Applicable
- 17. Inverse Floating Rate Note Provisions:** Not Applicable
- 18. Formula Rate Notes Provisions:** Not Applicable
- 19. Fixed/Floating Rate Notes Provisions:** Not Applicable
- 20. Zero Coupon Note Provisions:** Not Applicable
- 21. Inflation Linked Note Provisions:** Not Applicable
- 22. Dual Currency Note Provisions:** Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

- 23. Call Option:** Not Applicable
- 24. Residual Maturity Call Option:** Applicable
- (i) Initial Residual Maturity Call Option Date: 17 July 2032
- (ii) Notice period: As set out in the Conditions
- 25. Acquisition Event Call Option:** Not Applicable
- 26. Make-whole Redemption:** Applicable
- (i) Make-whole Redemption Margin: 0.25 per cent. *per annum*
- (ii) Make-whole Redemption Rate: Reference Dealer Quotation
- (iii) Reference Screen Rate: Not Applicable
- (iv) Reference Security: German Federal Government Bond of Bundesrepublik Deutschland due August 2032 with ISIN Number DE0001102606

(v) Reference Dealers:	As set out in the Conditions
(vi) Party responsible for calculating the Make-whole Redemption Amount (if not the Calculation Agent)	DIIS Group 12 rue Vivienne 75002 Paris France <a href="mailto:agency@diisgroup.com">agency@diisgroup.com</a>
<b>27. Squeeze Out Option:</b>	Applicable
<b>28. Investor Put:</b>	Not Applicable
<b>29. Final Redemption Amount of each Note:</b>	€100,000 per Note
<b>30. Inflation Linked Notes - Provisions relating to the Final Redemption Amount:</b>	Not Applicable
<b>31. Redemption by Instalments:</b>	Not Applicable
<b>32. Early Redemption Amount:</b>	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(g)), for illegality (Condition 6(j)) or on event of default (Condition 9):	Condition 6(f)(iii)(A) applies
(ii) Redemption for taxation reasons on days other than Interest Payment Dates:	No
(ii) Inflation Linked Notes - Provisions relating to the Early Redemption Amount(s):	Not Applicable
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>	
<b>33. Form of Notes:</b>	Dematerialised Notes
(i) Form of Dematerialised Notes:	Bearer dematerialised form ( <i>au porteur</i> )
(ii) Registration Agent:	Not Applicable
(iii) Temporary Global Certificate:	Not Applicable
<b>34. Possibility to request identification information of the Noteholders as provided by Condition 1(a)(i):</b>	Applicable
<b>35. Financial Centre(s) or other special provisions relating to Payment Dates:</b>	TARGET 2
<b>36. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):</b>	Not Applicable

37. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable
38. **Consolidation provisions:** Not Applicable
39. **Masse:** The Representative shall be:

MASSQUOTE S.A.S.U.  
RCS 529 065 880 Nanterre  
7bis rue de Neuilly  
F-92110 Clichy

Mailing address :  
33, rue Anna Jacquin  
92100 Boulogne Billancourt  
France  
Represented by its Chairman

The Representative fees in respect of the Series were paid in full on 17 October 2022 for an amount of €4,000 (VAT excluded) .

*The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.*

## GENERAL

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [•] producing a sum of (only for Notes which are not denominated in Euros):

Not Applicable

## PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 12,000,000,000 Medium Term Note Programme of VINCI.

Signed on behalf of VINCI:

By: Christophe Ferrer, *Directeur de la Trésorerie et des Financements*  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 13 December 2023.
- The Existing Notes are already listed as from 17 October 2022 and 10 July 2023.
- (ii) Estimate of total expenses related to admission to trading: €5,600
- (iii) Other markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: Not Applicable

### 2. RATINGS

Ratings: The Programme has been rated A- by S&P Global Ratings Europe Limited ("**S&P**") and A3 (senior unsecured debt) by Moody's Investors Service España, S.A ("**Moody's**")

The Notes to be issued have been rated:

S&P: A-  
Moody's: A3

Each of S&P and Moody's is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended (the "**EU CRA Regulation**") and is included in the list of credit rating agencies registered in accordance with the EU CRA Regulation published on the European Securities and Markets Authority's website ([www.esma.europa.eu/supervision/credit-rating-agencies/risk](http://www.esma.europa.eu/supervision/credit-rating-agencies/risk)).

The ratings S&P and Moody's have given to the Notes are endorsed by credit rating agencies which are established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK CRA Regulation**").

According to Moody's rating system, obligations rated "A" are judged to be upper-medium grade with low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from "Aa" through "Caa". The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

According to S&P's rating system, an obligation rated "A" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity

to meet its financial commitments on the obligation is still strong. The addition of pluses and minuses provides further distinctions within the ratings range.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer in connection with the Issue of the Notes, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- |                              |  |
|------------------------------|--|
| (i) Reasons for the offer:   | General corporate purposes.                  |
| (ii) Estimated net proceeds: | € 74,566,211.07 (including accrued interest) |

### 5. YIELD – FIXED RATE NOTES ONLY

Indication of yield:	3.508 per cent. <i>per annum</i>
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

Permanent ISIN Code:	FR001400D8K2
Permanent Common Code:	254626023
Temporary ISIN Code:	FR001400MN29
Temporary Common Code:	273345582
FISN:	VINCI/3.375 MTN 20321017
CFI Code:	DBFNFB

Depositories:

- |  |     |
|--|-----|
| (i) Euroclear France to act as Central Depository:                       | Yes |
| (ii) Common Depository for Euroclear Bank and Clearstream Banking, S.A.: | No  |

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s):	Not Applicable
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Delivery:	Delivery against payment
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Names and addresses of initial Paying Agent(s):

BNP Paribas SA  
(affiliated with Euroclear France under number 29106)  
9, rue du Debarcadère  
93500 Pantin  
France

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

## **8. DISTRIBUTION**

(i) Method of distribution: Non-Syndicated

(ii) If syndicated:

(A) Names of the Joint Lead Managers: Not Applicable

(B) Date of Subscription Agreement: Not Applicable

(C) Stabilising Manager (if any): Not Applicable

(iii) If non-syndicated, name of Dealer: HSBC Continental Europe.

(iv) US Selling Restrictions: The Issuer is Category 2 for the purposes of Regulation S under the United States Securities Act of 1933, as amended.  
TEFRA Not Applicable