



A French public limited company (*société anonyme*) with capital of €1,478,800,602.50
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**Issue of new VINCI shares
reserved for the employees of foreign subsidiaries of VINCI
in the context of the international Group savings plan ♦**

In its thirteenth resolution, the Combined Shareholders' General Meeting held on 18 June 2020 delegated to the Board of Directors, for a period of 18 months expiring on 17 December 2021, its authority to carry out capital increases reserved for the employees of certain foreign subsidiaries of the Group as is already the case for the employees of French subsidiaries in the context of savings plans.

At its meeting on 22 October 2020, VINCI's Board of Directors thus set the terms of a capital increase reserved for the employees of VINCI subsidiaries located in Australia, Austria, Bahrain, Belgium, Brazil, Cambodia, Cameroon, Canada, Chile, Colombia, Germany, United Arab Emirates, Spain, Estonia, United States, Finland, Greece, Hong-Kong, Hungary, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Morocco, Mexico, Norway, New Zealand, Netherlands, Peru, Poland, Portugal, Dominican Republic, Czech Republic, Romania, Serbia, Singapore, Slovakia, Sweden and Switzerland.

The Board of Directors has delegated full powers to the Chairman and Chief Executive Officer, in particular to set the opening and closing dates of the subscription periods in the countries concerned, and to set the subscription price of the new shares within the framework defined by the Shareholders' General Meeting.

♦ With the exception of the United States, Chile, Greece, Italy and Poland, where the shares will be subscribed directly by the employees in accordance with local regulations, employees' subscriptions for this issue which is reserved for them will be made through an intermediate company mutual fund ("Castor International Relais 2021"), invested in money-market securities and classified as such in the "euro money-market company mutual funds" category. This company mutual fund received approval from the AMF on 6 November 2020 under no. FCE 2020 0095. It will concentrate all employees' cash payments for subscription to the units it will issue. At the end of the subscription period open to employees, this intermediate mutual fund will subscribe to VINCI shares to be issued in accordance with the total amount of payments it has collected, and will then be absorbed by the Castor International company mutual fund on 12 July 2021, the corresponding AMF approval having been obtained on 12 November 2020 (AMF file no. 128571).

The Castor International company mutual fund is an employee savings and shareholding mutual fund (UCITS) exclusively invested in VINCI shares.

In his decision of 17 May 2021, VINCI's Chairman and Chief Executive Officer decided that the subscription period would run, in all the countries concerned¹, from Tuesday 18 May 2021 to Friday 4 June 2021.

In his decision dated 17 May 2021, the Chairman and Chief Executive Officer of VINCI set the issue price of the new shares which is equal to the average price of the VINCI shares prices quoted on the regulated market of Euronext Paris SA on the basis of the vwap (volume-weighted average price) during the 20 trading sessions preceding 18 May 2021, i.e. €91.72 per new share to be issued.

The maximum number of shares that may be issued and the total amount of the issue will depend on the level of employees' subscriptions.

The maximum number of new shares to be issued may not exceed the limit set by the Shareholders' General Meeting of 18 June 2020 in its twelfth resolution. This resolution provides that the total number of new shares that may be issued on its basis and on the basis of the thirteenth resolution of the shareholders' General Meeting of 18 June 2020 in favour of employee shareholding in accordance with the provisions of Articles L. 225-138-1 and seq. of the French Commercial Code and L. 3332-1 and seq. of the French Labour Code may not exceed 1.5% of the number of shares comprising the authorized share capital at the time the Board makes its decision.

The new VINCI shares to be issued² will be subscribed in July 2021 by the Castor International Relais 2021 mutual fund, and, in the United States, Chile, Greece, Italy and Poland, by Amundi Tenue de Comptes on behalf of the employees of these countries.

The admission of these new shares to trading on the regulated market of Euronext Paris will be requested immediately after their issue.

The subscribed shares will be frozen for 3 years from the date of the capital increase (except in specific cases of early release).

Subject to this reservation, these ordinary shares will not be subject to any restrictions, and will carry dividend rights from 1 January 2021.

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Rueil-Malmaison, 17 May 2021

¹ With the exception of Serbia where the operation will not be offered.

² Up to the total amount of employees' payments.