

**Press release****Opening of the simplified tender offer for the shares of  
Société Marseillaise du Tunnel Prado Carénage (SMTPC)**

- Opening of the simplified tender offer (the "**Offer**"): from 14 April 2022 to 6 May 2022 (included)
- Offer at a price of € 27.00<sup>1</sup> per SMTPC share. The independent expert has determined that the Offer price is fair
- VINCI Concessions and Eiffage do not intend to (i) file a tender offer for SMTPC within 12 months nor (ii) file a tender offer at a price higher than € 27.00 per share (reduced by any distributions) within the following 24 months, i.e. until 12 April 2025
- Intention to transfer the listing of SMTPC shares to Euronext Growth
- VINCI Concessions and Eiffage will bear a portion of the brokerage fees under certain conditions

The shareholders of Société Marseillaise du Tunnel Prado Carénage (Euronext Paris: SMTPC) may tend their shares to the simplified tender offer initiated by VINCI Concessions and Eiffage, at a price of € 27.00 <sup>2</sup> per share from 14 April 2022 to 6 May 2022 (included). The Offer is conducted under the simplified procedure and therefore will not be reopened following the publication by the French Autorité des marchés financiers (the "**AMF**") of the result of the Offer.

***The Offer which result from VINCI Concessions and Eiffage acting in concert has been declared compliant by the AMF***

Following the signature on 8 December 2021 of the agreements pursuant to which VINCI Concessions and Eiffage<sup>3</sup> took control in concert of SMTPC, VINCI Concessions and Eiffage (as co-initiators) filed on 15 December 2021 a draft tender offer with the AMF.

The AMF declared the Offer compliant on 12 April 2022, and on the same day approved the offer document of the co-initiators and SMTPC's document in response, respectively under numbers 22-101 and 22-102. The document presenting information relating in particular to the legal, financial and accounting characteristics of VINCI Concessions and Eiffage was filed with the AMF on 12 April 2022 and published on 13 April 2022 in accordance with article 231-28 of the AMF general regulations.

The acquisition of SMTPC shares by the co-initiators will be financed through their own resources and the shares acquired will be allocated between VINCI Concessions and Eiffage so that, at the

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<sup>1</sup> Any distribution of dividends, interim dividends, reserves, share premium or any other distribution (in cash or in kind) decided by SMTPC, the date of detachment of which would occur, or any reduction of capital carried out, before the closing of the Offer, will give rise to a reduction, on a euro for euro basis, of the price of the Offer per share.

<sup>2</sup> Any distribution of dividends, interim dividends, reserves, share premium or any other distribution (in cash or in kind) decided by SMTPC, the date of detachment of which would occur, or any reduction of capital carried out, before the closing of the Offer, will give rise to a reduction, on a euro for euro basis, of the price of the Offer per share.

<sup>3</sup> Together with their respective affiliates, shareholders of SMTPC and acting together in concert with respect to SMTPC (the "**Concert**").

end of the Offer, each of their group hold, to the extent possible, the same number of SMTPC shares.

***BM&A acting as independent expert determined that the Offer price is fair***

The firm BM&A, appointed as independent expert, has determined in its report and its addenda, that the Offer price proposed by the co-initiators is fair.

***Offer unanimously recommended by the board of directors of SMTPC***

On the basis of the work of the independent expert mentioned above and the recommendations of the offer committee, the board of directors of SMTPC unanimously issued and confirmed a favorable opinion on the Offer, and considered that the Offer is in the interest of SMTPC, its minority shareholders and its employees, and recommended that shareholders tender their shares to the Offer.

***The co-initiators will not request the implementation of a squeeze-out procedure after completion of the Offer and do not intend to file an offer within the next 12 months nor to file an offer within the next 24 months at a price higher than the Offer price (reduced by any distribution)***

The co-initiators<sup>4</sup> will not request from the AMF at the end of the offer, the implementation of a squeeze-out procedure.

Furthermore, VINCI Concessions and Eiffage<sup>5</sup> (i) do not intend to file a tender offer for the shares of SMTPC within 12 months following the decision of compliance of the Offer and (ii) do not intend to file a tender offer for the shares of SMTPC at a price per share higher than the price of € 27.00 (reduced by the amount per share of any distribution made since the decision of compliance of the Offer) within 24 months following the expiration of such first 12-month period; this 24-month period will therefore expire on 12 April 2025.

***Transfer of SMTPC shares to Euronext Growth***

The co-initiators (together with the other members of the Concert) intend to request the transfer of the listing of the SMTPC shares to the multilateral trading facility of Euronext Growth Paris, as soon as possible after completion the Offer and will take all measures to this effect (and in particular will vote in favour of such transfer at the general meeting convened in that respect). In case of transfer, the governance of SMTPC would be modified as described in the Offer document. The transfer of listing remains subject to the decision of the general meeting of shareholders which will be convened in accordance with applicable laws and the prior approval of the market operator Euronext Paris S.A.

***Brokerage fees***

The co-initiators will bear the brokerage fees paid by the transferring shareholders who are registered in their account on the day preceding the opening of the Offer and whose shares have been tendered to the Offer under the Euronext semi-centralized procedure, up to a limit of 0.3% of the purchase price (excluding taxes) of the shares tendered to the Offer, with a cap of €150 (including VAT) per file.

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<sup>4</sup> together with the other members of the Concert

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### ***Information relating to the availability of the Offer documentation***

All the terms and conditions of the Offer are available in the offer document prepared by VINCI Concessions and Eiffage and SMTPC's document in response.

The offer document prepared by VINCI Concessions and Eiffage, as well as the document presenting information relating in particular to the legal, financial and accounting characteristics of VINCI Concessions and Eiffage, are available on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and of VINCI ([www.vinci.com](http://www.vinci.com)) and Eiffage ([www.eiffage.com](http://www.eiffage.com)) and may be obtained free of charge from VINCI Concessions (1973, Boulevard de la Défense, 92000 Nanterre), Eiffage (3/7, place de l'Europe, 78140 Vélizy-Villacoublay) and Portzamparc (BNP PARIBAS) (16, rue de Hanovre, 75002 Paris).

The document in response prepared by SMTPC, as well as the document presenting information relating in particular to the legal, financial and accounting characteristics of SMTPC are available on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and SMTPC ([www.tunnelsprado.com](http://www.tunnelsprado.com)) and may be obtained free of charge from SMTPC (3, avenue Arthur Scott, 13010 Marseille).

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### **IMPORTANT INFORMATION**

This press release is disseminated for information purposes only and does not constitute an offer to purchase, or a solicitation of an offer to sell, any securities of SMTPC.

The offer will be made only in accordance with the offer documentation, which contains the full terms and conditions of the offer. Any decision regarding the offer must be based solely on the information contained in the offer documentation.

The distribution of this press release, the offer and acceptance thereof may be subject to specific regulations or restrictions in certain countries. This press release must not be published, broadcast or distributed, directly or indirectly, in any country in which the distribution of this information is subject to legal restrictions. The tender offer is not directed to any person subject to such restrictions, directly or indirectly, and may not be accepted from any jurisdiction where the offer would be subject to such restrictions. Therefore, persons located in countries where this press release is published, broadcasted or distributed must inform themselves about and comply with such restrictions. The co-initiators disclaim any responsibility for any violation of such restrictions.

