



A French public limited company (*société anonyme*) with capital of €1,473,943,102.50

Registered office: 1973, boulevard de la Défense – 92000 Nanterre

Registered number: 552 037 806 RCS Nanterre

www.vinci.com

Shareholder relations department: actionnaires@vinci.com

**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 twenty-third resolution, the Combined Shareholders' General Meeting of 13 April 2023 delegated to the Board of Directors, for a period of 18 months expiring on 12 October 2024, its authority to carry out capital increases reserved for the employees of certain foreign subsidiaries of the Group.

At its meeting on 19 October 2023, VINCI's Board of Directors thus set the terms of a capital increase reserved for the employees of VINCI subsidiaries located in Germany, Australia, Austria, Bahrain, Belgium, Brazil, Cambodia, Cameroon, Canada, Chile, Colombia, Ivory Coast, Croatia, Denmark, United Arab Emirates, Spain, Estonia, United States, Finland, Greece, Hong-Kong, Hungary, Indonesia, Ireland, Italy, Lithuania, Luxembourg, Madagascar, Malaysia, Morocco, Mexico, Norway, New Zealand, Netherlands, Peru, Poland, Portugal, Dominican Republic, Czech Republic, Romania, Senegal, 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.

In his decision of 13 May 2024, VINCI's Chairman and Chief Executive Officer decided that the employee share ownership scheme would not be offered in Madagascar for operational reasons.

♦ With the exception of the United States, Chile, Croatia, Greece, Italy and Poland, where the shares will be subscribed directly by the employees in accordance with local regulations, employee subscriptions to this issue reserved for them will be made through an intermediate company mutual fund ("Castor International Relais 2024"), 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 23 October 2023 under no. FCE 20230116. It will concentrate 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 as of 15 July 2024, the corresponding AMF approval having been obtained on 2 November 2023 (AMF file no. 143620).

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

In the same decision, VINCI's Chairman and Chief Executive Officer decided that the subscription period would run, in all the countries concerned, from Monday 13 May 2024 to Friday 31 May 2024.

In this decision, VINCI's Chairman and Chief Executive Officer 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 13 May 2024, i.e. €112.37 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 13 April 2023 in its twenty-third resolution and, if this limit is insufficient, by that set by the General Meeting of Shareholders of 9 April 2024 in its thirteenth resolution. The total number of new shares that may be issued on the basis of the twenty-third resolution of the Shareholders' Meeting of 13 April 2023 and on the basis of the twenty-second resolution of the same Shareholders' Meeting in favor 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 issued¹ will be subscribed by employees in July 2024 through the "Castor International Relais 2024" FCPE, except in the United States, Chile, Croatia, Greece, Italy and Poland where they will be subscribed by employees directly.

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 2024.

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Nanterre, 13 May 2024

¹ Up to the total amount of employee contributions