A French public limited company (*société anonyme*) with capital of €1,456,035,992.50
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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 of 9 April 2024 delegated to the Board of Directors, for a period of 18 months expiring on 8 October 2025, its authority to carry out capital increases reserved for the employees of certain foreign subsidiaries of the Group.

At its meeting on 16 October 2024, 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, United States, Finland, Greece, Hong-Kong, Hungary, Indonesia, Ireland, Italy, Lithuania, Luxembourg, Malaysia, Morocco, Mexico, Norway, New Zealand, Netherlands, Peru, Poland, Portugal, Dominican Republic, Czech Republic, Romania, Senegal, Serbia, Singapore, Slovakia, Sweden and Switzerland.

At its meeting on April 17, 2025, the Board of Directors confirmed as required the decisions made on October 16, 2024, and delegated full powers to the 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 for the new shares within the framework defined by the General Meeting.

In his decision of May 23, 2025, VINCI's Chief Executive Officer decided that the employee share ownership would not be offered in Ivory Coast and Senegal due to local regulatory constraints.

♦ With the exception of the United States, 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 2025"), 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 31 October 2024 under no. FCE 20240698. 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 17 July 2025, the corresponding AMF approval having been obtained on 4 November 2024 (AMF file no. SCIFU010336).

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 Chief Executive Officer decided that the subscription period would run, in all the countries concerned, from Monday 26 May 2025 to Friday 13 June 2025.

In this decision, VINCI's 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 23 May 2025, i.e. €125.33 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 9 April 2024 in its thirteenth resolution and, if this limit is insufficient, by that set by the General Meeting of Shareholders of 17 April 2025 in its twenty-sixth resolution. The total number of new shares that may be issued on the basis of the thirteenth resolution of the Shareholders' Meeting of 9 April 2024 and on the basis of the twelfth 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 issued[1] will be subscribed by employees in July 2025 through the "Castor International Relais 2025" FCPE, except in the United States, 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 2025.

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Nanterre, 23 May 2025

[1] Up to the total amount of employee contributions