

**VINCI**

**Report of the Statutory Auditors on the capital reduction**

**(Combined Shareholders' General Meeting of 12 April 2022 –  
fifteenth resolution)**

**PricewaterhouseCoopers Audit**  
63 rue de Villiers  
92208 Neuilly-sur-Seine Cedex

**Deloitte & Associés**  
6 place de la Pyramide  
92908 Paris La Défense Cedex

## **Report of the Statutory Auditors on the capital reduction**

**(Combined Shareholders' General Meeting of 12 April 2022 – fifteenth resolution)**

To the Shareholders,  
**VINCI**  
French public limited company (*Société Anonyme*)

1973 boulevard de la Défense  
92757 Nanterre Cedex - France

In our capacity as Statutory Auditors of your company and pursuant to the mission provided for by Article L.22-10-62 of the French Commercial Code in the event of capital reductions by the cancellation of shares purchased, we have prepared this report intended to inform you of our assessment of the reasons for and terms and conditions of the proposed capital reduction.

The Board of Directors proposes that you confer on it all necessary powers, for a period of 26 months with effect from the date of this Meeting, to cancel shares purchased pursuant to an authorisation of purchases by the Company of its own shares in the context of the aforementioned Article, up to a maximum of 10% of the number of shares making up the share capital on the day the Board of Directors takes a decision to cancel shares per 24-month period.

We have carried out the procedures we considered necessary for this task in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*). Those procedures involved examining whether the reasons for and the terms and conditions of the proposed capital reduction, which is unlikely to undermine the equality of shareholders, are appropriate.

We have no comments on the reasons for or the terms and conditions of the proposed capital reduction.

Neuilly-sur-Seine and Paris La Défense, 15 March 2022

The Statutory Auditors

PricewaterhouseCoopers Audit

Deloitte & Associés

Bertrand Baloche

Jean-Romain Bardoz

Mansour Belhiba

Amnon Bendavid