

**SECOND SUPPLEMENT DATED 28 OCTOBER 2024**  
**TO THE BASE PROSPECTUS DATED 18 JULY 2024**



(incorporated as a *société anonyme* in France)  
Euro 14,000,000,000  
Euro Medium Term Note Programme  
Due from one year from the date of original issue

This supplement (the **Supplement**) constitutes a second supplement to and must be read in conjunction with the Base Prospectus dated 18 July 2024, as supplemented by the first supplement dated 2 August 2024 (together, the **Base Prospectus**), prepared by Autoroutes du Sud de la France (the **Issuer** or **Autoroutes du Sud de la France** or ASF) with respect to the Euro 14,000,000,000 Euro Medium Term Note Programme (the **Programme**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the **CSSF**) as competent authority under Regulation (EU) 2017/1129 (the **Prospectus Regulation**) and the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities, as may be amended from time to time (the **Prospectus Law**).

To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility for the information contained in this Supplement.

This Supplement has been prepared pursuant to Article 23.1 of the Prospectus Regulation for the purposes of adding the new information set out below (the **New Information**) in the "Recent Developments" section of the Base Prospectus.

Copies of this Supplement will be available (i) without charge from the specified offices of the paying agent, (ii) on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)) and (iii) on the website of the Issuer <https://corporate.vinci-autoroutes.com/fr/presentation/informations-financieres/investisseurs-obligataires>.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Supplement will prevail.

There has been no other significant new factor, material mistake or material inaccuracy relating to information included or incorporated in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus.

## RECENT DEVELOPMENTS

The New Information set out below is inserted at the end of the "Recent Developments" section beginning on page 122 of the Base Prospectus.

### "New Information

#### Quarterly Financial Information<sup>1</sup>

Change in revenue of ASF Group's as at 30 September 2024:

	ASF	Escota	ASF Group
Light vehicles	-0.6%	+1.0%	-0.3%
Heavy vehicles	-1.8%	+1.8%	-1.3%
<b>Total Traffic</b>	<b>-0.8%</b>	<b>+1.1%</b>	<b>-0.4%</b>
Other impacts	+4.1%	+4.0%	+4.1%
<b>Toll revenue (in € millions)</b>	<b>2,868</b>	<b>709</b>	<b>3,577</b>
<b>2024 / 2023 change</b>	<b>+3.3%</b>	<b>+5.0%</b>	<b>+3.7%</b>

<b>Revenue (in € millions)</b> <sup>2</sup>	<b>2,933</b>	<b>720</b>	<b>3,653</b>
<b>2024 / 2023 change</b>	<b>+3.4%</b>	<b>+5.1%</b>	<b>+3.7%</b>

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<sup>1</sup> Internal source

<sup>2</sup> Excluding concession companies' revenue derived from works