

SUBSCRIPTION PERIOD

from 1st March to 30th September 2024



CASTOR INTERNATIONAL

Invest in VINCI!

2024

Receive
Matching
Shares
for Free*



* See inside for terms and conditions



Xavier Huillard
Chairman &
Chief Executive Officer

For the 2024 edition of CASTOR INTERNATIONAL, Croatia is joining the countries eligible for the Plan, taking the total number of countries to 46.

Sharing the economic benefits of our performance is the Group's key commitment with regard to this scheme which in 2024, will be available to more than 80% of employees outside France.

By subscribing to VINCI SA shares through the CASTOR INTERNATIONAL 2024 (VINCI Share Incentive Plan (SIP/Plan)), you are choosing to invest in the Group and to share in its long-term success.

For more information and guidance, I would ask you to carefully read this brochure and the other Plan-related documentation. I hope that, once again, as many of you as possible will take part in this shareholding Plan which has been tailored specifically to you and which fosters our culture of sharing.

VINCI in 2023



279,000
employees worldwide,
including 175,000 outside France

300,000
projects per year



€ **68.8**
billion in revenue

VINCI, a group that improves lives and cares about the planet

VINCI is a global player in concessions, energy and construction, employing 279,000 people in nearly 120 countries. Its mission is to design, finance, build and manage infrastructure and equipment that contribute to the improvement of everyday life and mobility for everyone. Because its vision of success is a global one, VINCI is committed to the high

environmental, social and societal performance of its activities. Because its projects are in the public interest, VINCI believes that listening to and dialogue with all its project stakeholders is a key element of its operations. VINCI's goal is thus to create long-term value for its customers, shareholders, employees, partners, and society as a whole.

WITH CASTOR, you are the Group's largest shareholder

For the past 12 years, VINCI SA ('Vinci' or the 'Company') has offered the majority of its international employees the opportunity to become Group **shareholders** through CASTOR INTERNATIONAL at preferential conditions through an FCPE fund.

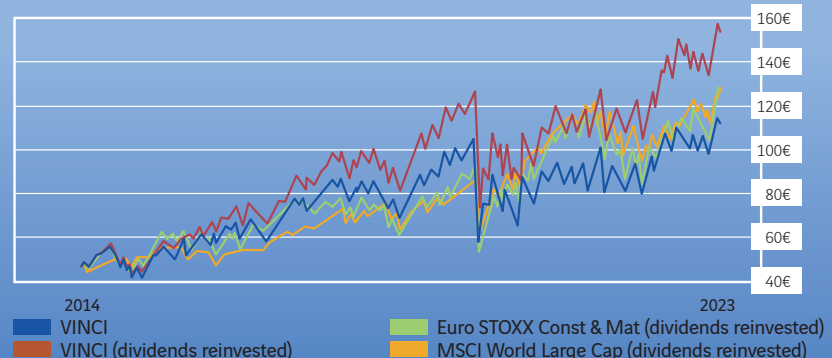
Today **more than 170,000** employees and former employees are shareholders in the VINCI Group through the CASTOR Plans.

The **CASTOR INTERNATIONAL 2024** offering extends the scope to **over 120,000 employees in 46 countries** that are key to VINCI's growth strategy.

By subscribing to this offer, you will be able to receive **Matching Shares** equal to the number of shares you buy up to a maximum of **€1,500**.



Movements in VINCI's share price (from 01/01/2014 to 31/12/2023)



Average annual share performance from 01/01/2014 to 31/12/2023 (expressed in euros and with dividends reinvested)

Index	Performance
VINCI share	+12,47%
Euro STOXX Const & Mat	+10,56%
MSCI World Large Cap	+10,43%

Past performance of the share is not a guarantee of future results.



The VINCI share price is updated daily on the castor.vinci.com website.



Preferential terms!

By taking part in the **CASTOR INTERNATIONAL 2024 offer**, you will be investing on preferential terms:

- **Buy one share, get one FREE**
Your employer will match the number of shares that you buy, up to a maximum value of £1,500.
- **Dividends paid by VINCI**
Any dividends issued will be reinvested to provide extra shares for you.
- **Charges paid by your employer**
You will not pay charges relating to joining fees, share purchases and the maintenance of your Plan account. (A transaction fee will be applied when you withdraw your shares).
- **Income tax and National Insurance Contributions (NICs) savings**
The amounts you invest will be deducted from your gross pay, so you will also benefit from income tax and NICs savings (ie. the amount you invest will not be subject to income tax or NICs) provided you keep the shares in the Plan for 5 years.
- **In return for these benefits, you accept that**
 - The Plan is designed for investing over at least 5 years – if you leave or withdraw your shares earlier than this, the implications are set out later in this document;
 - The value of your shares may go down as well as up; and
 - The investment is subject to currency exchange rate risk. As VINCI's shares are traded in Euros on the Paris stock exchange, the value of your shares will go up or down as the Pound moves against the Euro.

How the Plan works?

- **Types of shares**

The shares that you purchase are called Partnership Shares and the free shares you receive are called Matching Shares. Additional shares purchased for you as a result of dividends are called Dividend Shares.

You will be able to join the Plan if all of the following conditions apply to you:

- you have a contract of employment with a VINCI company;
- on the date that you join the Plan you have been continuously employed by that company for at least six months; and
- you are a UK resident for income tax purposes.

- **When may I invest?**

Deductions may be made as a lump sum from one month's pay or spread over a number of months, from April to October 2024 inclusive. You can join the Plan at any time from 1st March 2024 until 30th September 2024. However, if you wish to join in time for the April deduction from your pay, you must join no later than 25th March 2024.

- **How much may I invest?**

Your investment will be deducted from gross pay. The most you may invest is £1,800 or 10% of your income for the current tax year, whichever is lower. The minimum investment is £10 per month.



- **How do I join?**

Go to castorvinci.com or shareview.co.uk/clients/vinci to apply online or print out a Share Agreement form, which should be returned to our Share Plan Administrator - Equiniti Limited (Equiniti)

- **When are the shares purchased?**

Shares will be purchased on the 15th (or next working day) of each month following the month in which pay deductions were made. For example, the shares arising from May's deductions from pay will be purchased on 17th June. Shares will be purchased using the current market value.

Only whole shares will be purchased on your behalf – any unused balance of your pay deduction will be carried over from one month to the next. At the end of 2024, any unused balance will be repaid to you via Payroll, less any income tax and NICs that may be due.

Current share prices are available online at castorvinci.com.

- **What happens if I leave?**

If your employment ends, you will have to withdraw your shares – see the section below for the implications.

May I **withdraw** my shares?

You may withdraw your shares at any time, and the effect on withdrawing them depends on how long you have held them and whether or not you are classed as a 'good' leaver:

- **'Good' Leaver?**

You will be classed as a 'good' leaver if your employment ends due to redundancy, retirement, injury, disability, if your employer ceases to be an Associated Company, TUPE transfer or death.

In such circumstances you would:

- receive all of your shares free of income tax and NICs;
- be able to keep the Matching Shares given to you by your employer; and
- not have to pay income tax on any dividends reinvested in your Plan account.

- **Other leaver OR withdrawal within 5 years?**

If you were to leave the Company for any other reason, or simply choose to withdraw your shares (having held them for less than 5 years), the effect would be as follows.

Share Type	Within 3 years	Between 3 and 5 years
Partnership	Income tax and NICs payable on the market value of the shares at the date of withdrawal	Income tax and NICs payable on the lower of the market value of the shares at the date of purchase or withdrawal
Matching	Shares given to you by your employer would be forfeited (lost)	Income tax and NICs payable on the lower of the market value of the shares at the date given to you or withdrawal
Dividend*	Dividends used to buy shares would be taxed in the year of withdrawal	No income tax or NICs

**Dividends reinvested in the SIP are net amounts after deduction of French withholding tax of 25%*

If an income tax and NICs liability arises, a sufficient number of shares may be sold on your behalf to cover your liability.

- **Withdrawal or leaving after 5 years?**

If you leave the company for any reason or withdraw your shares after more than 5 years, you keep all of the shares purchased and awarded to you and will not be liable to pay income tax or NICs on your shares.

Plan information

- **Administration** – VINCI has appointed Equiniti Limited to run the Plan. Equiniti's duties include processing share applications, maintaining participants accounts and issuing statements to participants. Equiniti contact details: Employee Helpline number: +44 (0)371 384 2956. Lines are open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales). For Relay UK users you can either download the Relay UK app or use the Relay UK website, <https://www.relayuk.bt.com>. Alternatively, you can use the Equiniti email service myshareplan@equiniti.com.
- **Trust** – by law, the Plan Shares have to be held in a Trust. The company appointed by VINCI to run the Trust is Equiniti Share Plan Trustees Limited.
- **Voting Rights** – as a participant in the Plan, you may exercise voting rights by sending your voting instruction to Equiniti Share Plan Trustees Limited. Should you not give any instruction, your voting rights will be exercised based on the vote of the VINCI employee collective shareholding fund FCPE CASTOR INTERNATIONAL which is the shareholding vehicle used in other countries.
- **Trust Deed and Rules** – this brochure is a summary of the Plan. Legislation and the Plan Trust Deed and Rules, Share Agreement and Terms and Conditions take precedence over this brochure

Please contact Equiniti to request this document in an alternative format, for example, braille or audio.