



## REPRESENTATIONS AND UNDERTAKINGS

- I have noted that by investing in this offering, I become a participant in the International Group Share Ownership Plan of VINCI group.
- I understand that although I will pay for my investment in Hong Kong Dollars (“HKD”), subscription of VINCI shares is made in Euros. Thus, the amount of my investment will be converted into Euros at the exchange rate determined by VINCI on the price fixing date (ie May 12, 2023). It is expected that VINCI will use the exchange rate as applicable on that date. During the life of my investment, the value of my assets will be affected by fluctuations in the currency exchange rate between the Euro and the Hong Kong Dollar. As a result, if the value of the Euro strengthens relative to the Hong Kong Dollar, the value of my assets expressed in Hong Kong Dollars will increase. On the other hand, if the value of the Euro weakens relative to the Hong Kong Dollar, the value of the assets expressed in Hong Kong Dollar will decrease.
- I have duly noted that, save for the occurrence of a case of early release (as described in the Information Brochure) my investment will remain blocked for a 3-year period.
- VINCI makes available upon request the regulations of the International Group Share Ownership Plan of VINCI group and of the FCPEs referred to in the front of this form.
- VINCI shares are listed on Euronext. The value of my investment will track the value of VINCI shares that may go up as well as down. VINCI makes available its universal reference document (annual report) and other financial reports that contain important information on the activities, strategy, management and financial results of VINCI as well as the risk factors related to activities of VINCI group. I certify that I was able to access these documents.
- I have noted the tax consequences that may result from my participation in the International Group Share Ownership Plan and assume full responsibility therefore. In particular, I acknowledge that I must reimburse my employer for any sum that it would have had to advance on my behalf for the tax or social charges that are applicable to me. My employer may deduct such amounts from my pay or any other amounts due to me and/or may order the sale of all or part of my FCPE units or shares and withhold from the proceeds, in each case as authorised or required by law.
- My decision whether or not to participate in this offering is entirely voluntary and personal. My decision will have no effect, either positive or negative, on my employment within the VINCI group. Participation in this offering is separate from and does not form a part of my employment agreement and does not confer to me any right or entitlement in relation to my employment or subsequent benefits or entitlements, including upon termination.
- I also noted that neither this document nor any other material distributed or made available to me in connection with this offering or the International Group Share Ownership Plan shall confer to me any right or entitlement in relation to future offerings.
- My investment will be complemented by a grant of shares without consideration by VINCI. Details thereof are described in the Information Brochure. All terms and conditions governing the rights to Bonus Shares are provided for in the regulations of the International Group Share Ownership Plan of VINCI group that I am encouraged to read.
- I certify that my payments to the International Group Share Ownership Plan made in 2023 will not exceed 25% of my annual gross compensation estimated for 2023. For the purpose of this calculation, I shall take into account salaries paid to me since January 1, 2023 and make an estimation of salaries that I should receive until end of the year 2023 based on my employment agreement. All figures retained for this calculation are gross amounts, i.e., before withholding of taxes and social contributions, where applicable.
- The number of shares available for the offering is 8 969 809. If the overall amount of subscription requests exceeds the number of shares available for offering, the amount of my investment will be reduced. The reduced amount will be calculated as follows:
  - (i) An individual threshold will be calculated equal to the average subscription request calculated based on the overall amount of subscription requests. Subscription requests will be wholly served up to this threshold.
  - (ii) Then, the remaining amount of shares will be determined and a reduction ratio will be calculated to be applied to remain-ing individual subscription requests.

I accept to reduce the amount of my investment accordingly. Amounts corresponding to subscription requests that could not be met will be reimbursed to me up to my voluntary payment or the amount to be withheld reduced accordingly. Payment will be made according to terms provided locally.

**● I have noted that if I fail to pay or do not pay in time the amount of my investment, this order can be cancelled without notice. If my order has been processed, I will remain liable to my employer for the amount of my subscription. I recognize and expressly accept that VINCI or my employer may redeem or have redeemed, without any prior notice whatsoever, all of my FCPE units and/or shares and allocate the proceeds towards payment of my subscription amount. If the proceeds from the sale are not sufficient to cover the amount indicated above, I will remain liable to my employer for the corresponding amount. Further, my employer reserves the right to file a claim against me for payment of the unpaid amounts.**

- I understand that the offer is not open to “U.S. Persons” and I hereby certify accordingly that I am not a resident of the United States of America. I understand that further information about this restriction is available in the FCPE’s regulations and on the website of the management company accessible through [castorvinci.com](http://castorvinci.com).<sup>(1)</sup>
- Pursuant to provisions of Regulation (EC) n° 833/2014 and Regulation (EC) n°765/2006, as amended, the offer is not made to Russian nationals and persons residing in Russia, nor to Belarussian nationals and persons residing in Belarus, except (i) in case of Russian nationals, if those persons are nationals of a EU Member State, of a country member of the European Economic Area or Switzerland, or have a temporary or permanent residence permit in a EU Member State, a country member of the European Economic Area or in Switzerland and (ii) in case of Belarussian nationals, if those persons are nationals of a EU Member State or have a temporary or permanent residence permit in a EU Member State. Consequently, I hereby confirm that this restriction does not apply to me.

### Processing of personal data

I understand that my personal data contained in this form shall be used in the context of the computer data processing. This processing is subject to the French Law n°78-17 of January 6, 1978 on data processing, data files and individual liberties and the EU Regulation on Data Protection (2016/679).

The legal basis for processing is the execution of the subscription contract. Personal data contained in this form is processed because it is necessary for the performance of the contract of subscription and administration of my assets within the framework of the International Group Share Ownership Plan of VINCI. I acknowledge that my personal data will be retained for the time necessary for the management of my assets (which shall correspond to at least the duration of the lock-up period provided for under the Plan) and after redemption of assets, for the archiving purposes until the expiry of prescription period of any possible dispute.

The controller of data processing is VINCI SA, having its corporate office at 1973, bd de la Défense, 92000 Nanterre, France. My personal data will be processed by VINCI SA, my local employer and by AMUNDI ESR, having its registered office at 90 boulevard Pasteur, 75015 Paris, France (postal address 26956 VALENCE CEDEX 9, FRANCE) appointed by VINCI SA for executing all transactions in connection with my subscription request, account keeping and administration of my assets with the framework of the International Group Share Ownership Plan. I specifically note that my personal data will be transferred in this context to such service provider in France.

I shall have the right to request access to, modification, rectification, or erasure (after redemption of all my assets held in the Plan) of my personal data, as well as the right to request restriction of processing of my data or to object to processing, the right to data portability and the right to lodge a complaint with a supervisory authority, such as the French CNIL ([www.cnil.fr](http://www.cnil.fr)). In order to exercise my rights in connection with the processing of my personal data, I shall contact the Human Resources department of my employer or the data protection officer of VINCI SA at [contact.dpo@vinci.com](mailto:contact.dpo@vinci.com).

Information on processing of personal data in the context of VINCI Castor International Share Plan is provided in the «Notice on protection of your personal data» made available on [castorvinci.com](http://castorvinci.com).

(1) Please note that the website has not been reviewed by the Securities and Futures Commission of Hong Kong.