

# CASTOR INTERNATIONAL

the International Group Share Ownership Plan of VINCI group



## Subscription order to the Employee Offering 2023

Please return to your Human Resources Department  
by June 2, 2023 at the latest

I, the undersigned,  Mr  Mrs  Ms

Family name	.....	First name	.....	
Date of birth		Citizenship	.....	
		Fiscal number		
Employer	.....		ID VINCI Group	
Residential address	.....			
.....				
Postal Code	.....	City	.....	
		Country	.....	
E-mail	.....		Mobile phone	.....

**Information required above is necessary in order to process your subscription request and manage your assets. Please make sure that all fields are completed prior to remitting your subscription form.**

- Certify the following:**
  - I have read and understood the offering documents that have been made available to me, and in particular, the Information Brochure and the Local Supplement as well as the Key Information Document for the FCPE CASTOR INTERNATIONAL RELAIS 2023 and FCPE CASTOR INTERNATIONAL (available upon request from your employer or at [castorvinci.com](http://castorvinci.com));
  - I have been informed of the subscription price; and
  - I agree to be bound by the representations and undertakings set forth on the reverse of this form.
- I further certify that, on the date of this Subscription Order, I am an employee of a VINCI group company and I satisfy the condition of having been employed with VINCI group for at least six months over the past twelve months.**

**I choose to invest in this offering the amount of**  
**(must be equal to or greater than the local currency equivalent**  
**of the subscription price of one VINCI share):** | | | | | | | | F CFA

**I opt to pay the amount indicated above (tick one box only):**

- by deduction** from my salary in 3 equal monthly instalments;
- by deduction** from my salary in 6 equal monthly instalments.

Withholding from salary will be made starting from the month of June 2023 and in accordance with law applicable in Cameroon. Accordingly, no withholding (together with other withholding applicable to you) shall exceed the quote of salary fractions that are subject to withholdings at applicable progressive rates.

Regarding employees who hold an Irrevocable Wire Statement for their salary, in order to pay by salary deduction, such employees must agree on an amendment to their Irrevocable Wire Statement or provide a notice of agreement to such salary deduction from the organization or institution holder of the Irrevocable Wire Statement.

- I have duly noted that:**
    - subscription to this offering is governed by the provisions of the International Group Share Ownership Plan of VINCI group and this Subscription Order;
    - I acquire VINCI shares in this offering through the subscription of the units of the FCPE CASTOR INTERNATIONAL RELAIS 2023 which will merge in the FCPE CASTOR INTERNATIONAL, subject to the decision of the FCPE Supervisory Board and approval of the AMF, the French Securities Authority;
    - my Subscription Order becomes final and irrevocable at the end of the subscription period. If I submit an order in paper form and an order online, the order submitted online will prevail and my subscription order in paper form will not be processed;
    - the total amount of my subscription cannot exceed 20 million Francs CFA and in addition, is limited to 25% of my annual gross compensation;
    - my participation to this offering triggers the obligation to declare my investment to the Bank of Central African States (BEAC). By submitting my subscription order, I give to my employer the authorization to proceed with any such declarations or actions on your behalf and to provide to the BEAC any information required for completion of these formalities.
  - Any Subscription Order, if not duly completed or erroneous, may be rejected. In particular, VINCI may consider my Subscription Order as not valid if it is not accompanied by payment of the subscription price as indicated above.**
- I expressly consent to the processing of my personal data under the conditions stated on the reverse of this form.**
- I have retained a copy of this Subscription Order (including the attached Representations and Undertakings) for my personal files.**

Place ..... Date .....

Signature (please also write "Read and approved")



## 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 have noted that VINCI and my employer are entitled to amend the provisions of the International Group Share Ownership Plan unilaterally.
  - I understand that in order to participate in this Plan, I must obtain an authorization from the Central Bank (BEAC), which will notify the Ministry of Finance before any investment. By submitting an order to participate in this Plan, I authorize my employer to seek this authorization on my behalf and to provide to the BEAC such information as shall be required in connection with this process.
  - I understand that although I will pay for my investment in Franc CFA ("XAF"), 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 make reference to 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 XAF. As a result, if the value of the Euro strengthens relative to the XAF, the value of my assets expressed in XAF will increase. On the other hand, if the value of the Euro weakens relative to the XAF, the value of the assets expressed in XAF will decrease.
  - I have duly noted that, save for the occurrence of a case of early redemption event (as described in the Country Supplement for Cameroon) my investment will remain locked-up 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 Subscription Order.
  - 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 on [www.vinci.com](http://www.vinci.com) its universal registration 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.
  - 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 follow:
    - (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; then
    - (ii) the remaining amount of shares will be determined and a reduction ratio will be calculated to be applied to remaining individual subscription requests.
- I accept to reduce the amount of my investment accordingly. The amount to be withheld for payment of my subscription amount will be reduced accordingly.

**● The amount of my subscription shall be paid through payroll deduction. My signature on this subscription form shall constitute my irrevocable authorization for my employer to, at its discretion, deduct this amount, after taking into account any reduction in the event of an oversubscription, from my salary in one or more consecutive installments during the period indicated on the front of this subscription order. In this case, I undertake to sign all documents and / or perform all necessary diligences that may be necessary or required to confirm this authorization. In case of payment default, 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 consent to being responsible for any fees or collection costs incurred as a result of a default.**

- 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).
- 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 provided in this form shall be used in the context of the computer data processing required with respect to the offering. 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 VINCI S. A.'s designated service provider, AMUNDI ESR, having its registered office at 90 boulevard Pasteur, 75015 Paris, France (postal address 26956 VALENCE CEDEX 9, FRANCE), and appointed by VINCI S.A. for purposes of executing all transactions in connection with my subscription request, account keeping and administration of my assets within 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 or the data protection delegate of VINCI SA: [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).