

# CASTOR INTERNATIONAL

## The International Group Share Ownership Plan of VINCI group 2024 offering

### COUNTRY SUPPLEMENT FOR NEW ZEALAND

*You have been invited to invest in shares in CASTOR INTERNATIONAL, the International Group Share Ownership Plan of VINCI group (the "Plan"). This document contains terms and conditions specific to New Zealand, and complements the Plan documents (the rules of the Plan and the Fonds commun de placement d'entreprise ("FCPE") regulations), the Information Brochure and the Subscription Order that you must complete and sign ("Subscription Order"). It also contains a summary of the expected French and New Zealand tax consequences of your investment. Please note that the FCPE is not registered on the Financial Service Providers Register (FSPR) in New Zealand and is not a member of an approved dispute resolution scheme pursuant to the Financial Service Providers (Registration and Dispute Resolution) Act 2008. Neither VINCI nor your employer is providing you with, and neither entity will provide you with, any personal, financial or tax advice in relation to this offer. Please carefully read information below before making your investment decision.*

### New Zealand Securities Warning Statement

The statement below is provided in order to comply with New Zealand securities law and in particular the Financial Markets Conduct Regulations 2014 ("FMC Regulations"). This offering under the Plan is made in reliance on the exclusion for employee share purchase schemes under clause 8 of Schedule 1 of the Financial Markets Conduct Act 2013 ("FMC Act") and is therefore not a "regulated offer" under the FMC Act and FMC Regulations and does not require the preparation of a product disclosure statement.

#### Warning

This is an offer of ordinary shares ("Shares") in VINCI SA (the "Company"). The Shares will be subscribed and held through and in the name of a French Fonds commun de placement d'entreprise ("FCPE"), CASTOR INTERNATIONAL. As Shares will be held through the FCPE, employees will be issued units of the FCPE ("FCPE Units") which may be redeemed for Shares or cash. The Shares give you a stake in the ownership of the Company. The FCPE Units are the mechanism through which Shares are held in the Plan. You may receive a return if dividends on the Shares are paid.

If the Company runs into financial difficulties and is wound up, you will be paid only after all creditors have been paid. You may lose some or all of your investment.

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors to make an informed decision.

The usual rules do not apply to this offer because it is made under an employee share purchase scheme. As a result, you may not be given all the information usually required. You will also have fewer other legal protections for this investment.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

#### Transfer of FCPE Units

FCPE Units will not be quoted on any stock exchange and cannot be sold to a third party. The FCPE Units can only be redeemed in accordance with the rules of the Plan.

#### Transfer of Shares

You may not sell the Shares during the lock-up period of three years from 8 July 2024.

The value of your investment will track the value of Shares which are quoted on Euronext Paris (a European stock exchange seated in Paris). This means you may be able to sell them after the end of the three year lock-up period, on Euronext Paris if there are interested buyers. You may get less than you invested. The price will depend on the demand for Shares.

Please see below information under the heading "Early redemption events" regarding the 3-year lock-up period and permitted early redemption events.

#### Annual report and audited financial statements

On request, you are entitled to receive, free of charge, a copy of the Company's latest annual report (including its audited financial statements). The Company's latest annual report and audited financial statements are also available by electronic means from the Company's website: [www.vinci.com](http://www.vinci.com).

## Early redemption events

Your investment in this offering must be held (or “blocked”) for a 3-year period, meaning that you cannot redeem your FCPE Units or receive your Shares except in certain events where you are permitted to request an early redemption of FCPE Units under the Plan. Those events are:

- (i) your disability;
- (ii) death;
- (iii) the termination of your employment contract;
- (iv) your employer ceases to be a member of the VINCI Group (participating company) as a result of a reduction in VINCI’s level of ownership or control.

These early redemption events are defined by the Plan by reference to French law and must be interpreted and applied in a manner consistent with French law. You should not conclude that an early redemption event is applicable to you unless you have described your specific case to your employer and your employer has confirmed that the relevant event applies to your situation. Your employer may request that you provide supporting documentation in respect of your situation.

In the case of early redemption of your FCPE Units, you will no longer be entitled to receive your Bonus Shares. Please note that in certain events as set forth in the Plan and summarised in the Information Brochure, and irrespective of an early redemption request, you may be eligible to payment of a cash compensation instead of delivery of Bonus Shares.

## Subscription process

You can submit your subscription request online at the website [castor.vinci.com](http://castor.vinci.com), using the login user ID and the password provided to you separately by [Vinci-ors@amundi-esr.com](mailto:Vinci-ors@amundi-esr.com). In order for your online subscription to be successfully processed, you must make payment by electronic bank transfer to the account specified by your Castor Correspondent of the amount of your subscription prior to the due date specified on the Subscription Order.

You may also participate in the offer under the Plan by submitting your order by completing the Subscription Order document in paper form (this method is not preferred). Your Subscription Order must be returned to your Castor Correspondent and payment must be made by electronic bank transfer to the account specified by your Castor Correspondent prior to the due date specified on the Subscription Order.

Please note that if you submit a Subscription Order in paper form and complete a Subscription Order online, the Subscription Order submitted online will prevail, irrespective of whether the online Subscription Order is made first, and your Subscription Order in paper form and the related payment will not be processed.

## Tax information

*For definitive New Zealand Tax advice, employees should consult their own tax advisor regarding the tax consequences of subscribing for Shares.*

### Taxation in France

You should not be subject to tax or social charges in France at the time of subscription and redemption of your FCPE units.

You should not be subject to tax or social charges in France with respect to the grant, delivery or sale of the VINCI shares granted for free (Bonus Shares).

Provided your investment is held via the FCPE, you should not be subject to tax or social charges in France in respect of any dividends that are paid by VINCI and reinvested by the FCPE.

## Privacy

If you apply to participate in the Plan, you will be asked to provide personal information to VINCI and your local employer who will collect and hold the personal information provided by you in connection with your application.

Your personal information will be used:

- for considering, processing and corresponding with you about your application;
- in connection with your holding of FCPE Units or Shares, including sending you information that VINCI or your local employer considers may be relevant to you by virtue of your participation in the Plan; and
- for conducting an audit or review of the activities contemplated above.

To do these things, you agree that your personal information may be transferred from your local employer to VINCI (having its corporate office at 1973, bd de la Défense, 92000 Nanterre, France) and to external entities designated to manage the same, and to all persons statutorily or expressly authorized by VINCI or by your employer to hold and process such information), for the purposes of or in connection with the offer or the Plan. However, all of these entities will be bound by the same privacy policies as VINCI and your local employer.

All personal information which is required to complete the Subscription Order is mandatory and is required to participate in the offer. As such, failure to provide the required personal information may mean that you cannot participate in the Plan.

In accordance with the New Zealand Privacy Act 2020, you have the right to access, to modify and to rectify, and if possible, to delete any information relating to you by contacting your local employer.