

CASTOR INTERNATIONAL

The International Group Share Ownership Plan of VINCI group

2020 offering

COUNTRY SUPPLEMENT FOR CAMEROON

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 Cameroon, 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 Cameroon tax consequences of your investment. Please note that neither VINCI nor your employer is providing you with, and will not provide you with, any personal, financial or tax advice in relation to this offer.

Please carefully read information below before taking your investment decision.

Securities Notices

The offering of shares in CASTOR INTERNATIONAL by VINCI is subject to an information document which has been approved by the Commission de Surveillance du Marché Financier de l'Afrique Centrale (COSUMAF). We invite you to consult this document, copies of which may be obtained from your employer.

Currency Exchange Control

The participation in this Plan requires to declare your investment to the Bank of Central African States (BEAC). By submitting your subscription order, you authorize your employer 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.

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 loses membership in the VINCI group (Adherent Company) following a decrease in the level of holding or control of VINCI.

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 summarized in the Information Brochure, and irrespective of an early redemption request, you may be eligible to the payment of a cash compensation instead of delivery of Bonus Shares.

Subscription process

You can participate in the offer under the Plan by submitting your order by completing the Subscription Order document in paper form. If submitted in paper form, your order must be returned to your Human Resources department accompanied by the payment of the amount of your subscription.

You may also submit your subscription request online on castor.vinci.com using the login user ID and the password provided to you separately.

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

The summary below sets out general principles that are expected to apply to employees who are resident in Cameroon for the purposes of the tax laws of Cameroon. The tax consequences described below are described in accordance with the currently applicable Cameroonian tax law and certain French tax laws and practices in force at the date of this document as we understand them. These practices and laws may change over time. Employees should also consider their personal situation.

Please note that the applicability of Cameroonian tax law in all of the situations described below may not be clear. In preparing this notice, we have taken advice from tax advisors and have considered relevant market practice. However, we cannot exclude the possibility that the Cameroonian authorities will not reach different positions. For definitive advice, employees should consult their own tax advisors regarding the tax consequences of subscribing to the VINCI offering. This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive.

I. Tax applicable with respect to subscription for Shares via the FCPE:

Shares subscribed with your personal contribution will be held in the *Fonds commun de placement d'entreprise* CASTOR INTERNATIONAL, a French law collective employee shareholding fund (the "FCPE"). Your investment will be evidenced by the FCPE Units that you will hold. Subscription of Shares will be made via the FCPE CASTOR INTERNATIONAL RELAIS 2020 which will then merge into the FCPE.

A. Taxation in France

You should not be subject to tax or social charges in France at any stage of your investment (subscription, payment of dividends, redemption), provided that your investment is held via the FCPE and that any dividends that are paid by VINCI are reinvested by the FCPE.

B. Taxation in Cameroon

Tax and/or social security charges that may be applicable at subscription

You will not be subject to tax or social security charges in Cameroon upon subscription.

Tax that may be applicable with respect to the financial assistance provided by the employer that I benefit from considering the advance payment repaid through salary deductions

You will not be subject to tax or social security charges in Cameroon with respect to the financial assistance offered to you in the context of the plan.

Tax and/or social security charges that may be applicable on dividends although these dividends are reinvested in the FCPE

Although the plan provides that dividends shall be reinvested in the FCPE and shall not be paid to you directly, the amount corresponding to dividends paid by VINCI with respect to the FCPE units that you hold will be subject in Cameroon to the tax on dividends at the rate of 15%.

No social security charges are due.

Tax and/or social security charges that may be applicable at the moment of redemption of your FCPE units

The gain corresponding to the difference between the value of shares at the time of your exit from the plan and the subscription price will be subject to income tax, after deduction of an abatement of 30%, at the progressive tax rates ranging between 11% and 38.5%, depending on the total amount of your income.

This amount will not be subject to social security charges as this income is not the result of a salaried activity.

II. Tax applicable with respect to Bonus Shares granted by VINCI:

In addition to the share acquired with your subscription payment, you should be granted by VINCI the right to receive Shares for free ("Bonus Shares"), subject to satisfying certain conditions set forth in the International Employee Shareholding Plan and summarized in the Information Brochure. Subject to all conditions being fulfilled, your Bonus Shares will be delivered to the FCPE at the end of the vesting period in 2023. However, you may alternatively choose to hold the Bonus Shares in your own name. In certain events, you may be eligible to the payment of cash compensation by your employer instead of delivery of Bonus Shares, as set forth in the International Employee Shareholding Plan and summarized in the Information Brochure.

A. Taxation in France

You should not be subject to tax or social charges in France with respect to the Bonus Shares (grant, delivery, payment of dividends, redemption), provided that your investment is held via the FCPE and that any dividends that are paid by VINCI are reinvested by the FCPE.

B. Taxation in Cameroon

Tax and/or social security charges that may be applicable at grant by VINCI of the right to receive Bonus Shares

No social security and/or taxes are payable upon the grant of the right to receive Bonus Shares from VINCI.

Tax and/or social security charges that may be applicable when the shares are delivered

Delivery of Bonus Shares is a taxable event and also triggers social security charges.

The value of the Bonus Shares will be subject to income tax, after deduction of an abatement of 30%, at the progressive tax rates ranging between 11% and 38.5%, depending on the total amount of your income.

The same amount will also be subject to social security charges in Cameroon. Your employer will withhold the amount due from your salary. The rate of social charges payable by the employee is 4.2% (*pension vieillesse*).

Tax and/or social security charges that may be applicable on dividends which may be distributed to you after delivery of the Bonus shares

If you decide to keep your Bonus Shares in the FCPE, and although dividends will be reinvested in the FCPE and will not be paid to you directly, the amount corresponding to dividends paid by VINCI with respect to the FCPE units that you hold will be subject in Cameroon to the tax on dividends at the rate of 15%.

If you decide to hold your Bonus Shares directly, the dividends paid to you will be subject to a withholding tax in France at the rate of 12.8%. The amount of the dividend will then be taxable in Cameroon at the rate of 15%.

Tax and/or social security charges that may be applicable when the FCPE units redeemed

Income tax will be due on the gain equal to the difference between the value of shares at the time of their delivery to you and your exit from the plan. The rate of income tax will depend on the total amount of your income. Income tax rates range between 11% and 38.5% and will apply to the taxable gain (after abatement of 30%).

This amount will not be subject to social security charges as this income is not the result of a salaried activity.

Tax and/or social security charges that may be applicable on cash compensation paid, if any, by your employer instead of delivery of Bonus Shares

If instead of delivery of the Bonus Shares you are eligible to payment by your employer of a cash compensation, the amount of such compensation will be subject to personal income tax in Cameroon. The applicable tax rate will vary depending on your overall salary income. Income tax ranges from 11% to 38.5%, depending on your income.

Your employer will withhold the amount due from your salary. The rate of social charges payable by the employee is 4.2% (*pension vieillesse*).

III. Your reporting obligations with respect to Shares held in the FCPE and the Bonus Shares

You have no specific reporting obligations.