

Subscription period from 1st March
to 30th September 2022

CASTOR INTERNATIONAL

2022

Receive
Matching
Shares
for free*

Invest
in VINCI!



*See inside for terms and conditions



For the 2022 edition of CASTOR INTERNATIONAL, Denmark, Ireland, Ivory Coast and Senegal are joining the countries eligible for the scheme, taking the total number of countries to 45.



Xavier Huillard
Chairman & Chief Executive Officer

Sharing the economic benefits of our performance is the Group's key commitment with regard to this scheme which in 2022, will be available to more than 85% of employees outside France. By subscribing to VINCI shares, 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 scheme which has been tailored specifically to you and which fosters our culture of sharing.



VINCI in 2021

Approximately **49.4** billion in revenue

280,000 projects per year

219,000 employees worldwide, including 119,000 outside France

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

World leader in construction, concessions and energy, VINCI is a major player in the transformation of towns, cities and regions. Environment, community spirit, mobility: in light of the major issues facing society today, the Group's aim is to make a difference through its achievements and the way in which it operates, both day-to-day and over the

long term. Thanks to the commitment of its 219,000 employees who share the same vision of overall performance, VINCI strives to contribute to the construction of a more sustainable world by fulfilling its role as a private-sector partner and public utility company.

CASTOR

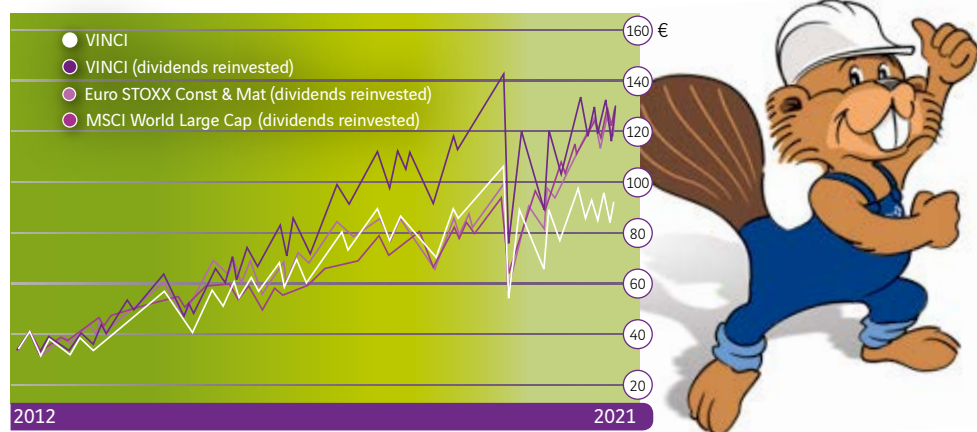
Today more than 165,000 employees and former employees are shareholders in the VINCI Group through the CASTOR plans. Collectively, they represent the Group's largest shareholder.

For the past 10 years, VINCI has offered the majority of its international employees the opportunity to become Group shareholders through CASTOR INTERNATIONAL. The scope has been extended further for 2022 and preferential conditions are offered.

The CASTOR INTERNATIONAL 2022 offering is reserved for over 95,000 employees in 45 countries that VINCI considers key to its 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 in the period from 1 January 2012 to 31 December 2021 (in €), compared with the index of major European shares in the construction sector (Euro STOXX Const & Mat) and the share prices of large companies in world markets (MSCI World Large Cap).



NB: 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.

Average annual share performance from 01/01/2012 to 31/12/2021 (expressed in euros and with dividends reinvested)

VINCI share	Euro STOXX Const & Mat	MSCI World Large Cap
14.43%	14.25%	14.39%

Preferential terms!

By taking part in the CASTOR INTERNATIONAL 2022 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.

● 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).

● Dividends paid by VINCI

Any dividends issued will be reinvested to provide extra shares for you.

● Income tax and NI savings

The amounts you invest will be deducted from your gross pay, so you will also benefit from income tax and NI (National Insurance) savings (ie. the amount you invest will not be subject to income tax or NI) provided you keep the shares in the plan for 5 years.

**FREE
MATCHING
SHARES**

● 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.

● Who may join the Plan?

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 from one month's pay or spread over a number of months, from April to October 2022 inclusive. You can join the Plan at any time from 1st March 2022 until 30th September 2022. However, if you wish to join in time for the April deduction from your pay, you must join no later than 22nd March 2022.

● 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 pay to date in the 2022 tax year if lower. The minimum investment is £10 per deduction.

● How do I join?

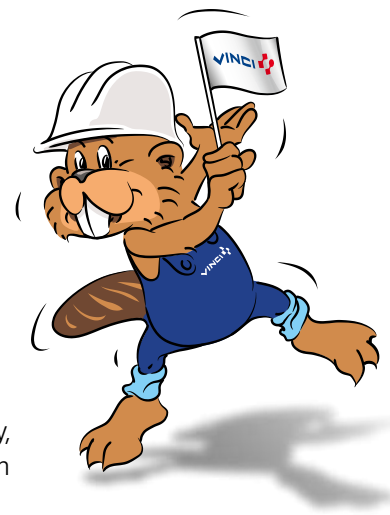
Go to castorvinci.com or shareview.co.uk/clients/vinci to apply online or print out a Share Agreement form, which should then be returned to our Share Plan Administrator – Equiniti Limited ("Equiniti").

● 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 April's deductions from pay will be purchased on 16th May. Shares will be purchased using the share price on each occasion that shares are purchased for you. 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 2022, any unused balance will be repaid to you via Payroll, less income tax and NI. 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 a Associated Company, TUPE transfer or death. In such circumstances you would:

- receive all of your shares free of income tax and NI;
- 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 NI payable on the market value of the shares at the date of withdrawal	Income tax and NI 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 NI 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 NI

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

If an income tax and NI 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 NI 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: Helpline telephone number: 0371 384 2956 ; email address: myshareplan@equiniti.com.
- **Trust** – by law, the Plan's 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, Rules, Share Agreement and Terms and Conditions take precedence over this brochure.