

SUBSCRIPTION PERIOD

13 May to 31 May 2024



CASTOR INTERNATIONAL

RELAIS 2024

Invest in VINCI!

**Bonus
share
grants***



*Conditional upon an initial investment (see procedures inside)



Xavier Huillard
Chairman &
Chief Executive Officer

For the 2024 edition of CASTOR INTERNATIONAL, Croatia is joining the countries eligible for the scheme, taking the total number of countries to 46.

Sharing the economic benefits of our performance is the Group's key commitment with regard to this scheme which, in 2024, will be available to more than 80% of employees outside France.

By subscribing to VINCI shares through the CASTOR INTERNATIONAL 2024 FCPE (company mutual fund) RELAIS PLAN, you are choosing to invest in the Group and to share in its long-term success.

For more information and guidance, please 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 2023



279,000
employees worldwide,
including 175,000 outside France

300,000
projects per year



Approximately
€ 68,8 billion in revenue

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

VINCI is a global player in concessions, energy and construction, employing 279,000 people in nearly 120 countries. Its mission is to design, finance, build and manage infrastructure and equipment that contribute to the improvement of everyday life and mobility for everyone. Because its vision of success is a global one, VINCI is committed to the high

environmental, social and societal performance of its activities. VINCI's projects are in the public interest, and therefore VINCI believes that listening to and engaging in dialogue with all its project stakeholders is a key element of its operations. VINCI's goal is thus to create long-term value for its customers, shareholders, employees, partners and society as a whole.

WITH CASTOR, you are the Group's largest shareholder

For the past 12 years, VINCI has offered the majority of its international employees the opportunity to become Group **shareholders** through CASTOR INTERNATIONAL under preferential conditions through an FCPE (company mutual fund).

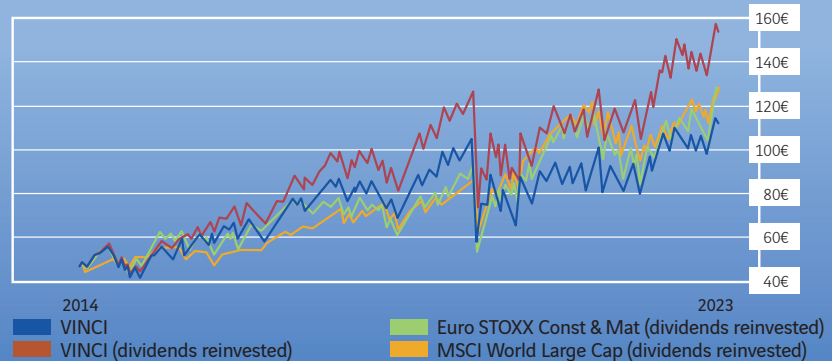
Today **more than 170,000** employees and former employees are shareholders in the VINCI group through the CASTOR plans.

The **CASTOR INTERNATIONAL 2024** offering is being opened to an expanded scope of **over 120,000 employees in 46 countries** that VINCI considers key to its growth strategy.

With this offer, you can receive up to 80 free VINCI shares after three years and put aside savings in the medium term.



Movements in VINCI's share price (01/01/2014 to 31/12/2023) (in €).



Average annual share performance from 01/01/2014 to 31/12/2023 (expressed in euros and with dividends reinvested)

Index	Average annual share performance
VINCI share	+12.47%
Euro STOXX Const & Mat	+10.56%
MSCI World Large Cap	+10.43%

Past performance of the share is not a guarantee of future results.



The VINCI share price is available on the [castorvinci.com](https://www.castorvinci.com) website.






3 BENEFITS

to joining this program



A financial contribution in the form of bonus shares

- VINCI will match your savings with a bonus share grant, calculated by share purchase bracket.
- The bonus shares will vest and be delivered after three years' time, subject to the conditions outlined below.
- The rule favors small-scale savers with the first 10 shares subscribed eligible for 20 free shares.

 When you subscribe for up to... ⁽¹⁾	 Your company will grant you bonus shares for an amount of... ⁽²⁾	 Or a total of up to...
1 to 10 shares	2 bonus shares for the equivalent of 1 share subscribed as of the first share	20 bonus shares (10 shares x 2)
11 to 40 shares	1 bonus share for the equivalent of 1 share subscribed as of the 11 th share	50 bonus shares (10 shares x 2) + (30 shares x 1)
41 to 100 shares	1 bonus share for the equivalent of 2 shares subscribed as of the 41 st share	80 bonus shares (10 shares x 2) + (30 shares x 1) + (60 shares x 1/2)

For the calculation:

(1) The number of shares subscribed in these calculations corresponds to the amount of your initial investment, divided by the VINCI share subscription price, rounded down to the next whole number.

(2) The number of bonus shares granted is rounded down to the next whole number.



Dividends paid by VINCI

- You will receive dividends, if applicable, paid by VINCI from the date of the share subscription and also in respect of the bonus shares after they have vested.
- Dividends paid on the shares held through the CASTOR INTERNATIONAL FCPE (company mutual fund) plan will be automatically reinvested and the number of shares held will increase.



Payment of the costs by your company

As an employee, you incur no account custody fees, and no entrance fees.

In return for these benefits, you agree:

- to a **three-year lock-in period for your savings** (except in the cases of early release specified below);
- to the **risk involved in investing in shares**, and that your capital may go up as well as down;
- to the risks associated with the fluctuations of the US Dollar against the euro.

How do I **SUBSCRIBE?**

Who can subscribe?



All employees in a VINCI group company that is a member of the International Group Savings and Share Ownership Plan,

and



who have been **employed by the company for a period of at least six months**, whether consecutive or not, in the past 12 months **on the date of subscription**.

Please note: This offer is not made to residents of the United States. For more information, please refer to the CASTOR INTERNATIONAL 2024 FCPE (company mutual fund) RELAIS regulations and Key Information Document (KID). Pursuant to provisions of Regulation (EU) no. 833/2014 and Regulation (EU) no. 725/2006, as amended, the offer is not made to Russian Nationals and persons residing in Russia, nor to Belarusian nationals and persons residing in Belarus, except (i) in case of Russian nationals, if those persons are nationals of an EU Member State, of a member country of the European Economic Area or Switzerland, or have a temporary or permanent residence permit in an EU Member State, a member country of the European Economic Area or in Switzerland, and (ii) in case of Belarusian nationals, if those persons are nationals of an EU Member State or have a temporary or permanent residence permit in an EU Member State.

How do I subscribe?



Subscribe online at castor.vinci.com

or

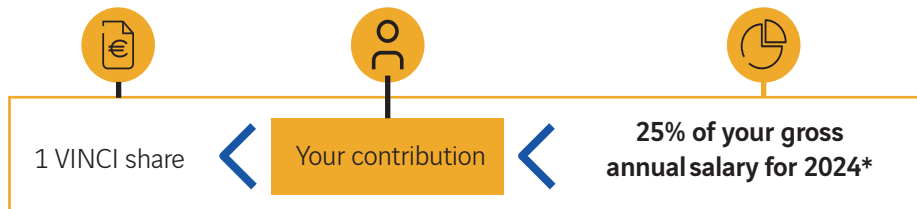


- Fill in the paper subscription form
- Return it to Human Resources

For your subscription to be processed, you must first send your payment to the designated bank account.

How much?

The minimum contribution is the subscription price of **1 VINCI share** (i.e., approximately 125.64 US Dollars as of 29/12/2023). The final price will be set based on the subscription price in euros determined on 13/05/2024 and the official exchange rate on 10/05/2024.



* Calculated on the basis of all salaries and bonuses received from January 1, 2024 and estimated salaries and bonuses to be received based on your employment contract up until December 31, 2024.

What price?

The subscription price is:

- equal to the **average share price for the last 20 trading days** (average prices weighted by volume) prior to the start of the subscription period;
- determined by the **Chairman & Chief Executive Officer**, duly authorized by the Board of Directors.

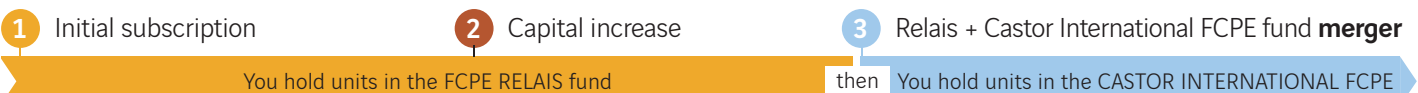
When?

- The subscription period runs from **May 13 to May 31, 2024**, inclusive.**
- Online subscriptions are **possible until May 31, 2024, 11:59 p.m. Paristime**.
- Subscription forms returned outside of these dates will not be considered.



** Subject to the Chairman & Chief Executive Officer's decision by delegation of the Board of Directors.

How does the RELAIS fund work?



- 1 You will initially hold units in the **CASTOR INTERNATIONAL 2024 FCPE RELAIS fund**.
- 2 On the date of the capital increase (scheduled for July 8, 2024), **the FCPE RELAIS fund will subscribe for VINCI shares** at the predetermined price.
- 3 **The FCPE RELAIS fund will then merge into the CASTOR INTERNATIONAL FCPE** once approved by the Supervisory Board and the French Financial Markets Authority (AMF).

How can I ACCESS MY SAVINGS?



When will my savings be available?

July 8,
2024

3 years



July 7,
2027



Your investment is **locked up**

Your savings are **available** to you

However, there are situations in which you can apply for **early release** of your savings:

- **termination of your employment contract** (retirement, resignation, redundancy);
- **departure of your employer** from the scope of eligible companies;
- **disability**;
- **death**.

Your **definitive bonus** VINCI

- shares vest if you:
 - are still an **employee** of the group;
 - and**
 - have **retained** all of your initial investment.
- You are then **free** to:
- **hold** your VINCI shares;
 - or**
 - to **sell** all or part of them at any time

Special rules on the allocation of bonus shares

Upon subscription, you will benefit from the right to bonus shares if you are an employee on 8 July, 2024. The vesting of bonus shares is conditional upon being an employee with the VINCI Group in three years' time, i.e., on 8 July, 2027.

During this period, however, certain rules relating to the right to bonus shares shall apply, notably:



- **Retirement or layoff** (for a reason other than misconduct);
- **The company for which you work is no longer** within the scope of eligible companies*;
- **Change of employer and country** within the VINCI Group;
- Beneficiary's **death or disability**.

- Your employer **pays** you a **bonus*** equal to the number of bonus shares initially granted, multiplied by the subscription price in euro of one VINCI share as part of the CASTOR INTERNATIONAL 2024 offering.
- In return, you **will not receive the bonus shares**.



- **Resignation or layoff for misconduct**;
- Request for **early access** to your savings (at the end of your fixed-term contract).

- You will **immediately and permanently lose** your entitlement to bonus shares.
- **No financial compensation**.

** For countries outside the eurozone, the exchange rate applied will be the rate on the date of your departure from the company*

How do I find out the value of my savings?

It follows the price of the VINCI share

You can check the value of your savings



on
castor.vinci.com
at any time



or on your account
statement

To access your savings:



Please visit the
castor.vinci.com
website

or



Contact your
Human Resources
or Payroll team

WARNING:

Subscribers' attention is drawn to the fact that risk is inherent in investing in shares. **Risks include loss of capital and the risk that the value of your investment may go up as well as down**, under the influence of factors that are internal or external to the VINCI shares.

This document is not a contractual agreement. It supplements the Key Information Documents of the CASTOR INTERNATIONAL 2024 FCPE RELAIS fund and the CASTOR INTERNATIONAL FCPE fund approved by the French Financial Markets Authority (AMF), and the regulations of the International Group Savings and Share Ownership Plan. These documents are available on the website castor.vinci.com.

All dates given in this document **are subject to change in the case of events affecting the smooth running of the operation.**

VINCI reserves the right to cancel the plan at any time.

New subscribers will receive e-mail notice, to activate their online account, following 8 July, 2024; existing subscribers will see their purchase in their current account, after 8 July, 2024.



GLOSSARY

Bonus share:

a share granted to the beneficiary free of charge.

Dividend:

a part of the net profits of the company paid to the shareholders.

FCPE (company mutual fund):

The FCPE comprises jointly-owned transferable securities divided into shares and reserved for employees of one or several companies. By investing in an FCPE, the person becomes a "shareholder" of this FCPE.

Share:

a financial instrument representing a fraction of a company's capital. By owning shares in a company, shareholders own a part of the company.

Subscription price:

Is calculated based on the average of the VINCI share price (volume-weighted average prices) over the twenty trading days preceding the start of the subscription period.