



## Subscription order

to the Employee Offering 2019

Please return to your Human Resources Department  
by June 7, 2019 at the latest

I, the undersigned,

Mr

Mrs

Family name .....	First name .....
Date of birth <input type="text"/>	Citizenship .....
Employer .....	ID No <input type="text"/>
Personal address .....	ID VINCI Group <input type="text"/>
Postal Code .....	City .....
E-mail .....	Country .....
	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 Investor Information Document for the FCPE CASTOR INTERNATIONAL RELAIS 2019 and FCPE CASTOR INTERNATIONAL (available upon request from your employer or at [www.vinci.net](http://www.vinci.net));
- I have been informed of the subscription price;
- 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 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 above local currency equivalent of the subscription price of one VINCI share):**

 |  | UAE DIRHAMS |

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

- by personal cheque at the name of my employer that I attach to this subscription form;
  - in cash, by delivering the cash amount corresponding to the amount indicated above to my employer at the latest on the last day of the subscription period;
  - by wire transfer from my personal bank account to the account the details of which will be made available to me by my employer during the subscription period, or made available during such period at my Human Resources department\*
- \*Please note that your payment must be received at the latest on June 11, 2019.

**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 order;
- I acquire VINCI shares in this offering through the subscription of the units of the FCPE "CASTOR INTERNATIONAL RELAIS 2019" 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.

**Any subscription order, if not duly completed or erroneous, may be rejected. In particular, VINCI may consider my order as not valid if it is not accompanied by payment of the sub-cription 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 form for my personal files.**

Place .....

Date .....

Signature (please 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 understand that although I will pay for my investment in United Arab Emirates Dirhams ("Dirhams"), 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 (i.e. 17 May 2019). It is expected that VINCI will use 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 Dirhams. As a result, if the value of the Euro strengthens relative to the Dirham, the value of my assets expressed in Dirhams will increase. On the other hand, if the value of the Euro weakens relative to the Dirham, the value of the assets expressed in Dirhams will decrease.
- I have duly noted that, save for the occurrence of a case of early release (as described in the Information Brochure) my investment will remain blocked 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 front of this form.
- 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 *document de référence* (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 in the capital increase will be complemented by a grant of shares without consideration by VINCI. Details thereof are described in the Information Brochure.
- I certify that my payments to the International Group Share Ownership Plan made in 2019 will not exceed 25% of my annual gross compensation. I hereby consent to the employer deducting an amount in excess of ten percent (10%) of my annual gross compensation towards payment of my subscription or any reimbursement for any other amounts due by me to my employer in respect of my participation in the International Group Share Ownership Plan.
- The number of shares available for the offering is 8,961,430. If the overall amount of subscription requests exceed the number of shares available for offering, the amount of my investment will be reduced. The reduced amount will be calculated as follows:
  - (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.
  - (ii) Then, 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. Amounts corresponding to subscription requests that could not be met will be reimbursed to me up to my voluntary payment or the amount to be withheld reduced accordingly. Payment will be made according to terms provided locally.

- **I have noted that if I fail to pay or do not pay in time the amount of my investment, this order can be cancelled without notice. If my order has been processed, I will remain liable to my employer for the amount of my subscription. 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 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: [www.amundi.com](http://www.amundi.com).

I understand that my personal data contained in this form shall be used in the context of the computer data processing. 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). Personal data contained in this form is processed based on my consent through this form and because it is necessary for the performance of the contract of subscription and more generally 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 in order to meet legal requirements. The responsible of data processing is VINCI S.A., having its corporate office at 1, cours Ferdinand de Lesseps, 92500 Rueil-Malmaison, France. My personal data will be processed by VINCI S.A., my local employer and by AMUNDI Tenue de Comptes, having its registered office at 90 boulevard Pasteur, 75015 Paris, France (postal address 26956 VALENCE CEDEX 9, FRANCE) appointed by VINCI S.A. for executing all transactions in connection with my subscription request, bookkeeping and administration of my assets with 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, rectification, or erasure 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. I have also the right to withdraw my consent to data processing. However, I recognize that my personal data is necessary in order to process my subscription to the offering, maintain my participation in the International Group Share Ownership Plan and execute any transactions resulting therefrom. In particular, withdrawal of my consent can only take place when my assets become available and concomitantly with their redemption from the Plan. 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 S.A: [contact.dpo@vinci.com](mailto:contact.dpo@vinci.com).