



Subscription Order to the Offering 2024

Please return to your Human Resources Department by 31 May 2024 at the latest

I, the undersigned: Mr. Mrs.

PERSONAL INFORMATION

Family name

First name

Date of birth

Citizenship

Tax number

Employer

ID VINCI Group

Residential address

Postal Code

City

Country

Email

Mobile phone



The information required above is necessary to process your subscription request and manage your assets. Please make sure that all fields are completed prior to submitting your subscription form.



I certify that I have taken note:

- of the **offering documents** that have been made available to me at **castor.vinci.com**;
- of **the subscription price**;
- of the **provisions on the reverse of this form and accept to be bound by them.**



I further certify that:

- I **am an employee** of a VINCI group company
- On the date of my subscription, **I have been employed with the VINCI group for at least 6 months** (consecutive or not) over the past 12 months



I choose to invest the amount of: (FCFA)

(Must be equal to or above the subscription price of one VINCI share)

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

- by deduction** from my salary in 3 equal monthly instalments;
- by deduction** from my salary in 6 equal monthly instalments.
 - Deduction from salary will be made starting from the month of June 2024 and in accordance with law applicable in Cameroon. Accordingly, no withholding (together with other withholding applicable to you) shall exceed the quote of salary fractions that are subject to withholdings at applicable progressive rates.
 - My signature on this subscription form shall constitute my irrevocable authorization for my employer to, at its discretion, deduct this amount, after taking into account any reduction in the event of an oversubscription, from my salary. I undertake to sign all documents and / or perform all necessary diligences that may be necessary or required to confirm this authorization.
 - If I hold an Irrevocable Wire Statement for my salary, in order to pay by salary deduction, I must agree to an amendment to my Irrevocable Wire Statement or provide a notice of agreement to such salary deduction from the organization or institution holder of the Irrevocable Wire Statement.

I have duly noted that:

DOCUMENTS

This offering is **governed** by the provisions of the International Group Savings and Share Ownership Plan of VINCI group, the provisions of this form, the regulations and KIDs of the FCPE Castor International Relais 2024 and of the FCPE Castor international and the local supplement.

I can **consult** these documents, as well as the Information Brochure on the offering on **castor.vinci.com**.

INVESTMENTS INVESTMENTS in VINCI shares

The amounts corresponding to my subscription will be invested **in VINCI shares**:

- First, my shares will be held in the FCPE CASTOR INTERNATIONAL RELAIS 2024;
- Then, after the merger of the FCPEs, my shares will be held in the FCPE CASTOR INTERNATIONAL.

IRREVOCABLE ORDER

My subscription order becomes **irrevocable at the end of the subscription period**. If I submit an order in paper form and an order online, only the order submitted online will be processed.

COMPLETE FORM

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 subscription price as indicated above.

My participation to this offering triggers the obligation to declare my investment to the Bank of Central African States (Banque des États de L'Afrique Centrale or BEAC). By submitting my subscription order, I give to my employer the authorization to proceed with any such declarations or actions on my behalf and to provide to the BEAC any information required for completion of these formalities.

I expressly consent to the processing of my personal data under the conditions stated on the reverse of this form.

Place Date

Signature (please write «Read and approved»)

I have retained a copy of this subscription form for my personal files.

Representations and undertakings

My subscription

- By investing in this offering, I **become a participant in the International Group Savings and Share Ownership Plan** of VINCI group.
- 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**.
- **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 my employment agreement. **It does not confer to me any right or entitlement in relation to my employment or subsequent benefits or entitlements**, including upon termination.
- **Neither this document nor any other material** distributed or made available to me in connection with this offering or the International Group Savings and Share Ownership Plan **shall confer to me any rights or entitlement in relation to future offerings**.

WARNING: This offering is not open to «U.S. Persons». I hereby certify accordingly that I am not a resident of the United States of America.

Pursuant to provisions of Regulation (EC) n° 833/2014 and Regulation (EC) n°765/2006, as amended, **the offering is not made to Russian nationals and persons residing in Russia, nor to Belarussian nationals and persons residing in Belarus**, except (i) in case of Russian nationals, if those persons are nationals of a EU Member State, of a country member of the European Economic Area or Switzerland, or have a temporary or permanent residence permit in a EU Member State, a country member of the European Economic Area, or in Switzerland and (ii) in case of Belarussian nationals, if those persons are nationals of a EU Member State or have a temporary or permanent residence permit in a EU Member State.

I hereby confirm that this restriction does not apply to me.

My payment and bonus shares

- I duly note the total amount of my subscription cannot exceed 20 million Francs CFA. Additionally, I certify that my payments to the International Group Savings and Share Ownership Plan made in 2024 **will not exceed 25% of my annual gross compensation estimated** for 2024.
 1. For the purpose of this calculation, I shall take into account salaries paid to me since 1 January 2024 and make an estimation of salaries that I should receive until end of the year 2024 based on my employment agreement.
 2. All figures retained for this calculation are gross amount, i.e., before withholding taxes and social security contributions, where applicable.
- I understand that although I will pay for my investment in Franc CFA ("XAF"), 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 prior to the start of the subscription period. It is expected that VINCI will make reference to the exchange rate as applicable on 10 May 2024. 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 XAF. As a result, if the value of the Euro strengthens relative to the XAF, the value of my assets expressed in XAF will increase. On the other hand, if the value of the Euro weakens relative to the XAF, the value of the assets expressed in XAF will decrease.
- **In addition** to my investment, VINCI will grant me VINCI shares for free (Bonus Shares) in accordance with the terms and conditions described in the Information Brochure.

My investment

- All the conditions governing my investment and right to Bonus Shares are set out in the International Group Savings and Share Ownership Plan, in this form, in the regulations and KIDs of the FCPE Castor International Relais 2024 and of the FCPE Castor International, and in the local supplement, available on castor.vinci.com.
- The value of my investment **will track the value of VINCI shares**, listed on Euronext Paris, that may go up as well as down.
- I duly note that, pursuant to the local regulation, as long as I remain resident of Cameroon, redemption proceeds could only be paid to an account in Cameroon. No payment will be made to an account opened abroad.
- I have access on www.vinci.com to the universal registration document of VINCI and other financial reports that contain important information on the activities, risk factors, strategy and financial results of VINCI.

Ceiling of the offering and reduction in case of oversubscription

- The number of shares available for the offering is 8 966 229. If the overall amount of subscription requests exceeds the number of shares available for the offering, the amount of my investment will be **reduced**. The reduced amount will be calculated as follows:
 1. 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 met up to this threshold.
 2. Then, the remaining amount of shares will be determined and a reduction ratio will be calculated and applied to the remaining individual subscription requests.
- **I accept to reduce the amount of my investment accordingly.** The amount to be withheld for payment of my subscription amount will be reduced accordingly.

Taxation

- I have noted the tax consequences that may result from my participation in the offering and **assume full responsibility**.
- 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 payment of 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. If necessary, my employer may also:
 - order the sale of my FCPE units or shares, and;
 - withhold the abovementioned amounts from the proceeds.

Default in payment – late payment

- 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**, without any prior notice whatsoever, all **of my FCPE units** and allocate the proceeds towards reimbursement 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.
- My employer reserves the right to **file a claim against me** for recovering the unpaid amounts.

Processing of personal data

- My personal data contained in this form shall be used in the context of the **computer data processing**, subject to:
 - the French Law n°78-17 of 6 January 1978 on data processing.
 - the EU Regulation on Data Protection (2016/679).
- The data contained in this form is necessary for the execution of the subscription contract and administration of my assets within the framework of the International Group Savings and Share Ownership Plan of VINCI.
- 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;
 - after redemption of the assets, until the expiry of the prescription period of any possible dispute (for archiving purposes).
- The controllers of data processing are **VINCI S.A. and my employer**.
- My personal data will be **transferred to AMUNDI ESR** in France, appointed by VINCI S.A. for executing all transactions in connection with my subscription request, account keeping and administration of my assets.
- I shall have the **right to request**:
 - access to, modification, rectification, or erasure (after redemption of all my assets held in the Plan) of my personal data;
 - restriction of processing of my data or to object to processing;
 - the right to data portability;
 - the right to lodge a complaint with a supervisory authority.
- **To exercise my rights: contact.dpo@vinci.com or contact my employer**
- An **information notice** on processing of personal data in the context of the offering is made available on castor.vinci.com.