

# CASTOR INTERNATIONAL

## The International Group Share Ownership Plan of Vinci Group

### 2025 offering

#### COUNTRY SUPPLEMENT FOR NEW ZEALAND

*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 New Zealand 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 New Zealand tax consequences of your investment. Please note that the FCPE is not registered on the Financial Service Providers Register ("FSPR") in New Zealand and is not a member of an approved dispute resolution scheme pursuant to the Financial Service Providers (Registration and Dispute Resolution) Act 2008. Neither VINCI nor your employer is providing you with, and neither entity will provide you with, any personal, financial or tax advice, opinion or recommendation in relation to this offer.*

*Please carefully read information below before making your investment decision.*

#### New Zealand Securities Warning Statement

The statement below is provided in order to comply with New Zealand securities law and in particular the Financial Markets Conduct Regulations 2014 ("FMC Regulations"). This offering under the Plan is made in reliance on the exclusion for employee share purchase schemes under clause 8 of Schedule 1 of the Financial Markets Conduct Act 2013 ("FMC Act") and is therefore not a "regulated offer" under the FMC Act and FMC Regulations and does not require the preparation of a product disclosure statement.

#### Warning

This is an offer of ordinary shares ("Shares") in VINCI SA (the "Company"). The Shares will be subscribed and held through and in the name of a French Fonds commun de placement d'entreprise ("FCPE"), Castor International. As Shares will be held through the FCPE, employees will be issued units of the FCPE ("FCPE Units") which may be redeemed for Shares or cash. The Shares give you a stake in the ownership of the Company. The FCPE Units are the mechanism through which Shares are held in the Plan. You may receive a return if dividends on the Shares are paid.

If the Company runs into financial difficulties and is wound up, you will be paid only after all creditors have been paid. You may lose some or all of your investment.

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors to make an informed decision.

The usual rules do not apply to this offer because it is made under an employee share purchase scheme. As a result, you may not be given all the information usually required. You will also have fewer other legal protections for this investment.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

#### Transfer of FCPE Units

FCPE Units will not be quoted on any stock exchange and cannot be sold to a third party. The FCPE Units can only be redeemed in accordance with the rules of the Plan.

#### Transfer of Shares

You may not sell the Shares during the lock-up period of 3 years from 17 July 2025.

The value of your investment will track the value of Shares which are quoted on Euronext Paris (a European stock exchange seated in Paris). This means you may be able to sell them after the end of the three-year lock-up period, on Euronext Paris if there are interested buyers. You may get less than you invested. The price will depend on the demand for Shares.

Please see below information under the heading "Early redemption events" regarding the 3-year lock-up period and permitted early redemption events.

#### Annual report and audited financial Statements

On request, you are entitled to receive, free of charge, a copy of the Company's latest annual report (including its audited financial statements). The Company's latest annual report and audited financial statements are also available by electronic means from the Company's website: [www.vinci.com](http://www.vinci.com)

## 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 ceases to be a member of the VINCI Group (participating company) as a result of a reduction in VINCI’s level of ownership or control.

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

## Subscription process

You can submit your subscription request online at the website [castorvinci.com](http://castorvinci.com), using the login user ID and the password provided to you separately by [vinci-ors@amundi-esr.com](mailto:vinci-ors@amundi-esr.com). In order for your online subscription to be successfully processed, you must make payment by electronic bank transfer to the account specified by your Castor Correspondent for the amount of your subscription prior to the due date specified by your Castor Correspondent.

You may also participate in the offer under the Plan by submitting your order by completing the Subscription Order document in paper form (**this method is not preferred**). Your Subscription Order must be returned to your Castor Correspondent and payment must be made by electronic bank transfer to the account specified by your Castor Correspondent prior to the due date specified on the Subscription Order.

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 New Zealand for the purposes of New Zealand tax laws and the tax treaty concluded between France and New Zealand for the avoidance of double taxation dated 1 April 1982 (the “Treaty”). The tax consequences described below reflect the Treaty, New Zealand tax law and certain French tax laws and practices in force at the date of this document. These principles and laws may change over time. Employees should also consider their personal situation.*

For definitive **New Zealand tax advice**, employees should consult their own tax advisor regarding the tax consequences of subscribing for Shares.

### Taxation in New Zealand

#### I. Tax applicable with respect to subscription:

*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”). FCPE units derive their value from the underlying VINCI shares. Your investment will be evidenced by units in the FCPE that you will hold directly. Your subscription for shares will be made via the FCPE Castor International Relais 2025 which will then merge into the FCPE.*

*In addition to your subscription for FCPE units, you will be granted by VINCI the right to receive VINCI shares for free (“Bonus Shares”), subject to satisfying certain conditions as set forth in the International Employee Shareholding Plan and summarised in the Information Brochure.*

No taxable discount is expected to be recognised in New Zealand for tax purposes. Accordingly, you should not be subject to income tax upon your subscription for the Shares. Similarly, no income tax is payable upon the grant of the right to receive Bonus Shares from VINCI.

## II. Tax applicable with respect to holding of your assets:

If the NZ\$200 threshold for reporting foreign income is exceeded (see below) one of two possible forms of taxation are applicable in the tax years following the tax year in which you subscribed for the Shares.

The two alternative possibilities are:

- If the total cost of all of your foreign shareholdings is not more than NZ\$50,000, you are subject to what is known as “dividend taxation” (“Dividend Taxation”) during the lock-up period. Dividend Taxation is directed at the taxation of dividends derived during the tax year. That is unless you elect to the contrary (see below).
- If the total cost of all of your foreign shareholdings (excluding ASX listed shares and certain Australian unit trusts) is more than NZ\$50,000, you are subject to what is known as “foreign investment fund taxation” (“Foreign Investment Fund Taxation”). If this cost threshold is exceeded, Foreign Investment Fund Taxation applies to all foreign shareholdings and not just the excess over NZ\$50,000. You should take advice from your tax advisor if you are uncertain as to whether the threshold will be met in your case and as to what foreign equity investments might be excluded from the calculation.

You may elect to apply Foreign Investment Fund Taxation despite not exceeding the NZ\$50,000 cost threshold. Foreign Investment Fund Taxation must continue to be applied for later tax years (unless Foreign Investment Fund Taxation was not applied in one of the prior four tax years whilst under the NZ\$50,000 cost threshold).

### (i) Dividend Taxation

Under Dividend Taxation the additional FCPE Units issued following the payment of a dividend on the VINCI shares will be taxable in your hands as dividends for New Zealand tax purposes.

### (ii) Foreign Investment Fund Taxation

Under Foreign Investment Fund Taxation, you must select a calculation method authorised by the rules on Foreign Investment Fund Taxation for the purpose of calculating the taxable income arising from your investment. The fair dividend rate method (“Fair Dividend Rate Method”) is assumed to be one of the authorised calculation methods which you will select.

Under the Fair Dividend Rate Method taxable income is the amount that is 5% (or other percentage in force for the tax year) of the market value of the foreign investment at the start of the tax year, being each 1 April. You may be supplied with a valuation for your investment in FCPE Units.

Under Foreign Investment Fund Taxation any dividends derived from the Plan during the tax year (including any additional units awarded to you by the FCPE upon reinvestment of dividends received by the FCPE) are not subject to further taxation. The taxable income created under the Fair Dividend Rate Method is the only taxable income from the foreign investment.

### (iii) Exchange rate conversion

The taxable income created under Dividend Taxation or Foreign Investment Fund Taxation is initially expressed in Euros. The foreign currency amount must be converted into a New Zealand dollar equivalent amount for New Zealand tax purposes. An acceptable New Zealand dollar/foreign currency exchange rate must be used. The Inland Revenue Department (IRD) publishes acceptable exchange rates on its website ([www.ird.govt.nz](http://www.ird.govt.nz)). Alternatively, an acceptable exchange rate may be obtained from a trading bank. It is acceptable if you choose to adopt an average close of trading spot exchange rate in force on the 15th day of a relevant month. Under Dividend Taxation the relevant month is when dividends are paid on the Shares. Under Foreign Investment Fund Taxation, the relevant month is April.

### (iv) Reporting income to the IRD

Dividends or foreign investment fund income from a foreign company such as VINCI are not required to be reported to the IRD unless the total of all of these kinds of income (being income that is not subject to New Zealand withholding tax) for the tax year exceeds NZ\$200. If reporting is required, it may be made by amending the income information letter issued to you by IRD for the tax year through a myIR account or by inclusion in an annual tax return. The income tax owing must be paid by you by the due date notified by IRD to avoid interest charges.

## III. Tax applicable with respect to delivery of Bonus Shares:

Subject to all conditions being fulfilled, your Bonus Shares will be delivered to the FCPE at the end of the vesting period in 2028. However, you may alternatively choose to hold the Bonus Shares in your own name.

In certain events, you may be eligible to payment of cash compensation by your employer instead of delivery of Bonus Shares, as set forth in the Plan and summarised in the Information Brochure.

When Bonus Shares are delivered to the FCPE, you will be subject in New Zealand to individual income tax calculated on a taxable amount which is equal to the market value of Shares on the date of delivery. That market value, although initially expressed in Euros, must be converted into a New Zealand dollar equivalent using an acceptable rate of exchange. The applicable tax rates depend upon the year’s total taxable income and currently are expected to range from 10.5% to 39%.

Your employer reports the amount of the taxable income to the IRD as part of the employment income information regularly supplied to the IRD. Your employer should advise you of the amount of the taxable income.

Your employer may choose to pay on your behalf through the PAYE withholding system the tax liability arising upon delivery of the Bonus Shares. If your employer does not do so, the tax owing would need to be paid by you to the IRD by the due date notified by the IRD to avoid interest charges.

The same taxation will apply if, alternatively, you decide to hold your Bonus Shares in your own name.

Please see II above regarding taxation that may apply while you hold your Bonus Shares.

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#### IV. Tax applicable with respect to dividends:

*Dividends will be reinvested in the FCPE. Tax consequences may arise under Dividend Taxation or Foreign Investment Fund Taxation as described in II above.*

*If you decide to hold your Bonus Shares in your own name, dividends, if any are paid, will be subject to a withholding tax in France at the rate of 12.80%. In New Zealand the rules on Dividend Taxation or Foreign Investment Fund Taxation as outlined above will be applicable to your investment. With proof of the withholding, a tax credit should be available in New Zealand for any withholding tax deducted in France from dividends paid on your Shares. That tax credit is available under both Dividend Taxation and Foreign Investment Fund Taxation.*

*However, dividends or foreign investment fund income from a foreign company such as VINCI are not required to be reported to the IRD where the total of all of these kinds of income (being income that is not subject to New Zealand withholding tax) for the tax year does not exceed NZ\$200.*

*You should seek additional professional advice regarding taxation of dividends in due course if you consider opting for direct holding of Bonus Shares.*

#### V. Tax applicable with respect to gains at exit from the Plan:

No taxable income arises upon redemption of your units. Please see II above regarding Dividend Taxation or Foreign Investment Fund Taxation.

#### VI. Your reporting obligations:

*You will be responsible for returning taxable income arising from your FCPE Units (and Shares) and for paying tax accordingly. Subject to the NZ\$200 de minimis exemption noted above, the taxable income derived by you in accordance with Dividend Taxation or Foreign Investment Fund Taxation is reportable to the IRD. If you have a myIR account, the taxable income may be added by you to the myIR account at any time during the tax year. After the end of the tax year the taxable income may also be reported by a correction you make to the prepopulated tax assessment issued to you by the IRD shortly after the end of the tax year.*

*The taxable income can also be reported in a tax return filed with the IRD no later than 7<sup>th</sup> July (a later date can apply if you retain a tax agent) following the tax year in which the taxable income arises, unless an extension of time has been granted. Income tax on the taxable income must be paid by the following 7<sup>th</sup> February (or 7<sup>th</sup> April if you retain a tax agent) to avoid interest and penalties for late payment. The applicable rate of taxation will be determined by reference to your total taxable income for the tax year in which you derive the taxable income. The rates of taxation likely to be applicable for years beginning on or after 1 April 2025<sup>1</sup> are as follows:*

- 10.5% on your taxable income that is NZ\$15,600 or less;*
- 17.5% on your taxable income between NZ\$15,601 and NZ\$53,500*
- 30% on your taxable income between NZ\$53,501 and NZ\$78,100*
- 33% on your taxable income between NZ\$78,801 and NZ\$180,000 and*
- 39% on your taxable income over NZ\$180,000.*

*If you are a provisional taxpayer, you will be required to pay income tax in instalments during the relevant tax year. If you are not presently a provisional taxpayer, you may become one as a consequence of participation in the Plan. You will become a provisional taxpayer if "top up" tax (after allowing for tax withholdings) for a tax year is more than NZ\$5,000.*

*A different treatment may apply to the tax liability described above which will arise upon delivery of the Bonus Shares. Your employer may choose to pay the tax liability on your behalf through the PAYE tax deduction system. If your employer does not choose to pay the tax on your behalf, you remain responsible for paying the tax to the IRD. The amount of the taxable income, and any PAYE paid by the employer, will appear in the prepopulated tax assessment issued to you by the IRD.*

*You must retain all documents relating to your FCPE Units and Shares. These documents may be required to substantiate information disclosed by you in your tax return and a claim of a tax credit for withholding tax deducted in France*

#### Taxation in France

You should not be subject to tax or social charges in France at the time of subscription and redemption of your FCPE units.

You should not be subject to tax or social charges in France with respect to the grant, delivery or sale of the VINCI shares granted for free (Bonus Shares).

Provided your investment is held via the FCPE, you should not be subject to tax or social charges in France in respect of any dividends that are paid by VINCI and reinvested by the FCPE.

#### Privacy

If you apply to participate in the Plan, you will be asked to provide personal information to VINCI and your local employer who will collect and hold the personal information provided by you in connection with your application.

Your personal information will be used:

- for considering, processing and corresponding with you about your application;
- in connection with your holding of FCPE Units or Shares, including sending you information that VINCI or your local employer considers may be relevant to you by virtue of your participation in the Plan; and
- for conducting an audit or review of the activities contemplated above.

<sup>1</sup> Tax rates for the year beginning 1 April 2024 differ from those outlined above and are unique to that tax year. For further information regarding the tax rates for the year beginning 1 April 2024, visit <https://www.ird.govt.nz/income-tax/income-tax-for-individuals/tax-codes-and-tax-rates-for-individuals/tax-rates-for-individuals>.

To do these things, you agree that your personal information may be transferred from your local employer to VINCI (having its corporate office at 1973, bd de la Défense, 92000 Nanterre, France) and to external entities designated to manage the same, and to all persons statutorily or expressly authorized by VINCI or by your employer to hold and process such information), for the purposes of or in connection with the offer or the Plan. However, all of these entities will be bound by the same privacy policies as VINCI and your local employer.

All personal information which is required to complete the Subscription Order is mandatory and is required to participate in the offer. As such, failure to provide the required personal information may mean that you cannot participate in the Plan.

In accordance with the New Zealand Privacy Act 2020, you have the right to access, to modify and to rectify, and if possible, to delete any information relating to you by contacting your local employer