

CASTOR INTERNATIONAL

The International Group Share Ownership Plan of VINCI Group

2026 offering

LOCAL SUPPLEMENT FOR INDIA

You have been invited to invest in shares in Castor International, the International Group Share Ownership Plan of VINCI Group.

This document contains terms and conditions specific to your country and complements the Plan documents (rules of the International Group Share Ownership Plan of VINCI Group and FCPE regulations), the Information Brochure and the subscription order. It also contains a summary of the expected tax consequences of your investment. Please note that neither VINCI nor your employer is providing you with, and will not provide you with, any personal, financial or tax advice in relation to this offer.

Please carefully read information below before taking your investment decision.

Exchange control restrictions

All remittances under the offering must comply with applicable Indian exchange control regulations, including the Foreign Exchange Management Act, 1999, and the rules and regulations issued thereunder, as amended from time to time.

Please note that the amounts being remitted under the offering will be reckoned towards your limit of USD 250,000 per financial year under the Liberalised Remittance Scheme (“LRS”) of the Reserve Bank of India (“RBI”). The same rule applies with respect to the cost of Bonus Shares paid by your employer.

Whereas the amount of your subscription shall be reckoned towards your LRS limit for the financial year in which occurs your subscription, the amount corresponding to the cost of payment of Bonus Shares shall be accounted for LRS limit related to the financial year in which occurs the delivery of your Bonus Shares.

Your aggregate remittances in the financial year including the abovementioned amounts remitted for participation in the offering must be within the limit of USD 250,000.

Your employer may not be aware of your other remittances under the LRS; hence, you are solely responsible for ensuring that your subscription is within the limit of USD 250,000.

Additionally, these remittances may also be subject to Tax Collection at Source requirements. Please refer to ‘Tax Information’ below for more details.

Early redemption events

Your investment in this offering must be held (or “blocked”) for a 3-year period except in certain events where you are permitted to request an early redemption of Units of the FCPE under the Plan:

- (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 exit events are defined by the International Group Share Ownership Plan of VINCI Group 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 exit event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon your providing the requisite supporting documentation.

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 International Group Share Ownership Plan and summarized 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 participate in the offering by submitting your order in paper form. If submitted in paper form, your order must be returned to your Human Resources department accompanied by the payment of the amount of your subscription.

You may also submit your subscription request on the website castorvinci.com, using the login user ID and the password provided to you separately. In order for your online subscription to be taken into account, you must submit to your Human Resources department the payment of the amount of your subscription within the requested deadline.

Please note that in case you submit an order in paper form and an order online, the order submitted online will prevail, irrespective of its date, and your subscription order in paper form and the related payment will not be processed.

Tax information

The summary below sets forth general principles that are expected to apply to employees who (i) are and remain until disposal of their investment residents in India for the purposes of the tax laws of India and the Convention between France and India for the avoidance of double taxation dated September 29, 1992 (the "Treaty") and (ii) are entitled to the benefits of the Treaty. The tax consequences listed below are described in accordance with the currently applicable Treaty, Indian tax law and certain French tax laws and practices. These principles and laws may change over time. Employees should also consider their personal situation.

For definitive advice, employees should consult their own tax advisors regarding the tax consequences of subscribing to VINCI shares. This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive.

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.

Taxation in India

General warning on Tax Collected at Source

In view of Tax Collected at Source («TCS») provisions on Liberalized Remittance Scheme («LRS») of the Reserve Bank of India («RBI»), as applicable from October 1st, 2023, remittances under Castor International Offering would be subject to TCS, if your total remittances under the Liberalized Remittance Scheme in a financial year since April 1st, 2025 exceed INR 10 Lakhs (including remittances under Castor International Offering), on the date you make the payment for Castor International Offering.

The INR 10 Lakhs threshold shall comprise the costs of Bonus Shares granted to you. However, because entitlement to Bonus Shares is conditional, the corresponding amount shall be accounted towards the 10 Lakhs threshold in the year of delivery of Bonus Shares to you. You will receive relevant information at that time.

The amount of your investment above this threshold will be subject to TCS at a rate of 20%.

This means that you must pay 20% of the excess amount to the authorized bank, in addition to the amount of your personal contribution in Castor International Offering.

Making this additional payment will be recovered from you by your employer which will make the required remittance on your behalf to the authorized bank handling the transfer of the subscription amounts abroad. Therefore, in participating to Castor International Offering you authorize your employer to collect this amount from your salary.

Because calculation of the threshold that triggers TCS must take into account other payments made by you abroad under LRS in addition to subscription to Castor International Offering, as the case may be, it is your personal responsibility to ensure that your employer is informed of whether your subscription to Castor International Offering triggers TCS, in whole or in part. Non-compliance may lead to penalties, interest and other legal implications as applicable.

It may be worthwhile to note that, if the TCS is collected, it would not be a cost to you as you would be able to claim refund/credit of such TCS during the filing of your income tax return for that respective financial year – for more information, please refer to the tax section below.

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"). Your investment will be evidenced by units in the FCPE that you will hold. Subscription of shares will be made via the FCPE Castor International Relais 2026 which will then merge into the FCPE.

In addition to your subscription, you should be granted by VINCI the right to receive VINCI shares for free ("Bonus Shares"), subject to satisfying certain conditions set forth in the International Employee Shareholding Plan and summarized in the Information Brochure.

You make a taxable benefit corresponding to the difference between the fair market value of the FCPE units on the date of their delivery and the subscription price that you paid for the FCPE units.

For tax purposes, the fair market value of the FCPE units will be determined by a "category I merchant banker" registered with the Security and Exchange Board of India, which may consider various parameters and in particular, the value of shares held by the FCPE units. Your employer will coordinate with the "category I merchant banker" in order to obtain such value.

This benefit is considered as "perquisite" income and subject to tax at progressive rates ranging from 0% to 30%, as well as to a surcharge, which varies depending on your total income. You may choose between the two tax regime – (i) New Tax Regime i.e. the default tax regime with lower tax slab rates and (ii) Old Tax Regime, wherein you will be eligible to take certain exemptions and deductions, however the tax slabs are higher in Old Tax Regime.

In case of every individual having a total income exceeding (i) INR 5,000,000 but not exceeding 10,000,000, the total income tax payable will be increased by a surcharge of 10%; (ii) INR 10,000,000 but not exceeding 20,000,000, the total income tax payable will be increased by a surcharge of 15% of such income tax; (iii) income exceeding INR 20,000,000 but not exceeding INR 50,000,000, the total income tax payable will be increased by a surcharge of 25% of such income tax; and (iv) income exceeding INR 50,000,000, the total income tax payable will be increased by 37%. Under the New Tax Regime, the surcharge is capped at 25%. Please note that such tax rates may change as tax rates applicable in respect of a previous year are fixed by the Finance Act passed by the Parliament of India for such previous year.

Furthermore, an additional health and education cess at the rate of 4% is also levied on the amount of tax payable and surcharge (if any).

If TCS has been collected at the time of your subscription, this amount will be available for credit against any income tax payable by you in the relevant financial year in which TCS is collected.

The amount of the tax (including surcharge and health and education cess) payable by you will be withheld by your employer from your salary.

II. Tax applicable with respect to delivery of Bonus Shares:

Subject to all conditions being fulfilled, Bonus Shares will be delivered in the FCPE at the end of the vesting period in 2029. However, you will also have the possibility to opt for holding of shares on a share account in your name.

In certain events, you may be eligible to payment of a cash compensation by your employer instead of delivery of Bonus Shares, as set forth in the International Employee Shareholding Plan and summarized in the Information Brochure and this local supplement.

Fair Market Value of Bonus Shares as in case of FCPE units will be treated as a part of the salary income of an employee and shall be taxed as salary as per the applicable tax slab rates.

We remind you that the costs of Bonus Shares in the year of their delivery shall be taken into account for calculation of TCS for the period from April 1st, 2029 to March 31, 2030. Your employer will indicate to you the amount of the cost to be considered for these purposes at that time.

III. Tax applicable with respect to dividends:

Despite reinvestment in the FCPE, dividends will be taxable at progressive rates currently ranging from 0% to 30%, as well as to a surcharge, which varies depending on your total income:

- If your total income exceeds INR 5 million but does not exceed INR 10 million, a surcharge rate of 10% is applicable;
- If your total income exceeds INR 10 million, a maximum surcharge rate of 15% is applicable on your income from dividends.

Furthermore, an additional health and education cess at the rate of 4% is also levied on the amount of tax payable and surcharge (if any).

You will be responsible for reporting the dividends arising on your shares in your India tax return provided you qualify as Resident & Ordinarily Resident ('ROR') in India for that year.

You must pay tax on dividend income yourself in four advance tax installments (i.e. by June 15th, September 15th, December 15th and by March 15th). Advance tax is payable during the tax year if the estimated taxes (net of taxes withheld) exceed INR 10,000.

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

You will be liable to pay capital gains tax in India on redemption of FCPE units. However, no social security/provided fund contribution is payable.

Tax base for computation of capital gains will take into account the fair market value of the FCPE Unit on which tax on perquisite has been paid by you at the time of allotment. Accordingly, capital gains tax will be payable on the consideration received on sale of FCPE Units as reduced by the cost of acquisition (i.e., the Fair Market Value at the time of the allotment of the FCPE Units) considered for perquisite tax calculation at time of allotment of such units.

You will be required to pay long-term capital gains (where FCPE units are held for more than 24 months before disposal) tax at a rate of 12.5% (plus surcharge if applicable and health and education cess of 4%).

Short-term capital gains (where FCPE units are held for a period of up to 24 months before disposal) will be subject to tax at the slab wise income tax rates for individuals. Peak rate of tax for individuals in the highest slab is 30% plus surcharge (up to 25% in case of New Tax Regime) plus health and education cess of 4% applicable on tax and surcharge. As mentioned above, you can opt for the 'old tax regime' to be eligible to claim certain deductions and exemptions, while the slab rates are marginally higher. The surcharge rate may go up to 37%.

Same surcharge as mentioned in the response to question I(i) is applicable to income tax on capital gains. However, surcharge on long term capital gains is capped at 15% when total income exceeds INR 10 million.

Although the redemption proceeds will be paid to you through your employer, you must report the gain, if any, and pay your taxes individually, as your employer has no withholding obligations in this regard.

If you receive Vinci shares from the FCPE corresponding of the gain instead of a cash amount, fair value of shares (to be valued by an independent valuer) received pursuant to redemption shall be considered as consideration received for redemption of FCPE units. Gain arrived on the same shall be subject to tax in the like manner as discussed above.

Further, you will be responsible for payment of tax and filing of Income-tax return at the conclusion of the tax year.

V. Your reporting obligations:

Every resident person having any asset (including financial asset) located outside India is mandatorily required to file an annual Income tax return in India and disclose such holding in such return in schedule 'FA'. FCPE units issued to employees fall in the category of "financial assets held abroad" and will have to be disclosed in your tax returns filed for the financial years pertaining to the period of holding.

Capital gains at the time of sale of units, the receipt of dividends and shares will need to be reported/disclosed in your annual Income-tax return in India. When opted to receive Vinci shares instead of cash amount, will need to be reported/disclosed in Schedule 'FA' in the annual Income-tax return in India.