



Internal Rules of the Board of Directors

May 1st, 2025

The Board of Directors of VINCI (hereinafter the "Board") has decided to adhere to the AFEP-MEDEF Code and to refer to this Code for the preparation of the report provided for in Article L 225-37 of the French Commercial Code¹.

It adopted the revised terms of these Rules of Procedure, the purpose of which is to define the rules and operating procedures of the Board and its Committees as of May 1, 2025.

1 - THE BOARD OF DIRECTORS

The Board is a collegial body mandated by all of the Company's shareholders to act in all circumstances in its corporate interest.

1.1 Duties of the Board

The Board shall exercise the powers conferred on it by law and those specified by these Rules of Procedure.

Subject to the powers expressly granted to shareholders' meetings and within the limits of the company's purpose, it deals with any question concerning the smooth running of the Company and regulates through its deliberations the matters related thereto.

1.1.1 General duties

The Board determines the orientations of the Company's activity and ensures their implementation. It examines them, either on a case-by-case basis in the context of operations related to a business line or as a whole during a periodic strategic seminar.

He or she chooses the mode of organization of the Company's governance (meeting or separation of the roles of Chairman of the Board and Chief Executive Officer). It appoints the Company's² executive and non-executive³ corporate officers, as well as, where applicable, a Vice-Chairman and a Lead Director. It supervises the execution of their duties.

The Board deliberates on the remuneration and benefits of any executive officer and sets the terms and conditions according to which the remuneration of Directors is determined within the maximum amount approved by the Shareholders' Meeting.

It takes into consideration the social and environmental issues of the Group's activities and ensures in particular that a system for preventing and detecting corruption is put in place.

The Board ensures the quality of the information provided to shareholders and to the markets in the context of the publication of the financial statements of the parent company and the Group, the reports and the documents which it is called upon to approve.

As part of its duties, the Board benefits from the opinions of the Strategy and CSR Committee, the Audit Committee, the Appointments and Governance Committee and the Remuneration Committee, the functioning of which is set out in Articles 5.2, 5.3, 5.4 and 5.5 respectively.

¹ Decision of 13 November 2008

² Chairman and Chief Executive Officer, Chief Executive Officer and, where applicable, Deputy Chief Executive Officer

³ Chairman of the Dissociated Board of Directors, if applicable.

The Board carries out such checks and verifications as it deems appropriate. In this context, it may be provided with the documents it considers useful for the performance of its duties.

1.1.2 Operational Responsibilities

The Board:

- (a) approves strategic investment projects and any transaction, in particular acquisitions or disposals, that may have a significant impact on the Group's scope, activities, risk profile, results, balance sheet structure and stock market rating and/or valuation prior to their implementation.

This pre-approval procedure concerns:

- (i) investment or divestment transactions involving shareholding or assets representing an exposure for the Group of an amount greater than 300 million euros in capital, debt or guarantees and not already approved by the Board;
- (ii) transactions that may be referred to it at the request of the Strategy and CSR Committee;
- (iii) operations outside the Group's announced strategy.

In urgent cases, where it is not possible to convene the Board to deliberate on a transaction subject to prior approval under paragraph 1.1.2, the Chairman of the Board shall make his best efforts to obtain the views of all Directors before taking the decision. He or she keeps the Directors informed.

The Chairman of the Board assesses on a case-by-case basis the advisability of referring the matter to the Board to deliberate on an operation that does not fall within the above-mentioned cases.

1.2 Composition of the Board

The Board is composed of a number of Directors between the minimum and maximum number of members authorized by the legal and regulatory provisions.

The Directors are appointed by the General Meeting of Shareholders on the proposal of the Board, with the exception of Directors representing employees whose appointment procedures are provided for in the articles of association.

The Board shall ensure, in the selection process for its members, that its composition is balanced, particularly with respect to the representation of women and men, nationalities, experiences and skills, which shall be suited to the needs of the Company. It ensures that its duties are carried out with the necessary independence and objectivity.

The Board shall annually draw up the list of Directors whom it considers to be independent in accordance with paragraph 4.6.1.

In the event of a vacancy due to the death or resignation of a Director, the Board may, between two general meetings, make a provisional appointment. This appointment is subject to ratification at the next Ordinary General Meeting. The Director who is appointed by the Board to replace another Director will remain in office for the remainder of the term of office of his predecessor, unless otherwise decided by the General Meeting.

The Directors' term of office shall be four years, subject to the provisions relating to the age limit.

The duties of a Director shall end at the end of the meeting of the Ordinary General Meeting that approved the financial statements for the past financial year and held in the year in which the term of office of the said Director expires. They may be re-elected subject to the same reservations.

In accordance with the Company's articles of association, no one may be appointed or renewed as a Director if he or she or she or she has reached the age of seventy-five (75) years and the number of Directors who have exceeded the age of seventy (70) years on the closing date of the financial year on which the Annual Meeting decides may not exceed one third of the Directors in office.

2 - GOVERNANCE

2.1 Chairman of the Board, Chief Executive Officer, Vice-Chairman and Lead Director

After having chosen, in accordance with Article 1.1.1, the mode of organization of the Company's governance, the Board elects a Chairman and a Chief Executive Officer, these two functions may be combined if necessary, as well as possibly a Vice-Chairman

The Board may also appoint a Lead Director chosen from among the Independent Directors, and this must be done when the functions of Chairman of the Board and Chief Executive Officer are combined.

The Chairman of the Board, the Chief Executive Officer, the Vice-Chairman and the Lead Director must be natural persons. All are chosen from among the Executive Directors with the exception of the Chief Executive Officer, who is not necessarily a Director.

The Board may appoint one or more Deputy Chief Executive Officers on the proposal of the Chief Executive Officer.

2.2 The Chairman of the Board

2.2.1 General duties

The role of the Chairman of the Board is, in accordance with the law, to organize and direct the work of the Board.

He or she ensures the proper functioning of the Corporation's governance bodies. It ensures that the Directors are able to fulfil their duties and ensures that they are properly informed. He or she provides the Board, its Committees and the Lead Director with the information they need for the performance of their duties.

He or she speaks alone on behalf of the Board, except in exceptional circumstances or in the event of a special mandate given to another Director.

He or she reports to the General Meeting of Shareholders that he or she chairs on the conditions for the preparation and organization of the Board's work. It ensures the proper application of governance rules.

2.2.1 Specific duties

When the roles of Chairman of the Board and Chief Executive Officer are separated, the Chairman of the Board shall carry out the following duties:

- He or she may participate in meetings relating to voting policy and governance with dedicated shareholder or investor teams and proxy advisory firms. This duty is carried out in coordination with the Lead Director when one has been appointed.
- He or she may, at the request of the Chief Executive Officer, represent the Group vis-à-vis investors, customers and public authorities, both in France and abroad.
- When no Lead Director has been appointed, the Chairman of the Board shall carry out the duties of the Lead Director referred to in Article 2.5.

In order to be able to carry out his duties, the Chairman of the Board is kept regularly informed by the Chief Executive Officer of significant events and situations relating to the life of the Group, in particular with regard to strategy, significant investment and divestment projects, organization, financial reporting and major financial transactions, capital movements and contacts with current or potential major shareholders.

He or she may hear the executives responsible for internal control, risks, compliance control as well as the statutory auditors.

2.3 The Chief Executive Officer

The Chief Executive Officer is vested, in accordance with the law, with the most extensive powers to act in all circumstances on behalf of the Company. He or she implements the decisions taken by the Board and has authority over the entire Group and directs its operational activities.

He or she exercises these powers within the limits of the company's purpose and subject to those expressly assigned by law to shareholders' meetings and to the Board. He or she represents the Company in its relations with third parties.

2.4 Specific provisions applicable to executive officers

In accordance with the provisions of the Afep-Medef code:

1/ The Company's executive corporate officers must hold and keep in registered form a quantity of VINCI shares equal to at least the highest of the following :

- a quantity of shares representing, based on the share price on 31 December of the year preceding their appointment, the equivalent of one year's gross fixed remuneration of the executive corporate officer concerned;
- a quantity of shares equal to 30% of the number of shares of the Company that have been definitively attributed to them under the long-term incentive plans from which they have benefited during the last two financial years prior to their appointment, if applicable.

Executive corporate officers who, at the time of their appointment, do not have this minimum number of shares will be required to allocate 30% of the Company's shares that will be definitively attributed to them as part of long-term incentive plans after their appointment as long as this holding objective is not achieved.

2/ the executive officers must not use operations to hedge the risk related to the shares allocated to them under the long-term incentive plans of which they are beneficiaries, until the end of the holding period of these shares as set by the Board if necessary

2.5 The Vice-Chairman

The Vice-Chairman, when one is appointed, has the following duties:

- He or she chairs the Board in the event of the Chairman of the Board being unable to attend,
- He or she chairs the General Meeting of Shareholders in the absence of the Chairman of the Board.

2.6 The Lead Director

The Lead Director has the following duties:

- He or she is a point of contact for the Executive Directors on governance issues,
- He or she can be contacted by shareholders on governance issues. For this purpose, he or she has a dedicated email address.
- He or she is also informed of questions and observations made by shareholders in terms of governance. He or she ensures that their questions are answered.
- He or she makes him or herself available to communicate with institutional shareholders and proxy advisory firms at the request of the Chairman of the Board, as necessary. He or she reports to the Board on these contacts.
- He or she may be seized of any conflict of interest concerning a member of the Board and may refer the matter to itself if necessary. He or she shall assist in the management of these conflicts of interest in accordance with Article 4.6.2.

For the purposes of carrying out his or her duties, the Lead Director has the following powers:

- He or she may request the inclusion of any item on the agenda of the Board,

- He or she may at any time ask the Chairman of the Board to convene the Board on a specific agenda, the Chairman of the Board being bound by this request,
- He or she chairs the Board in the event that the Chairman of the Board is unable to attend when the latter has not appointed a Vice-Chairman,
- He or she organizes a meeting of the Directors once a year without the presence of any executive officer. The Chairman of the Board participates when invited by the Lead Director. This meeting is not a meeting of the Board but is reported on at a formal meeting of the Board. Its purpose is to allow the Directors to express their views on governance issues as well as on the evaluation of the performance of the general management after hearing the competent committees' opinions.

To carry out his or her duties, the Lead Director may at any time request the assistance of the Secretary of the Board.

He or she reports to the General Meeting of Shareholders on the performance of its duties.

2.6 Term of Office

The Board shall determine the term of office of the Chairman of the Board, the Chief Executive Officer, the Vice-Chairman and the Lead Director, but this term may not exceed the duration of their term of office as Director.

The Chairman of the Board, the Chief Executive Officer, the Vice-Chairman and the Lead Director are eligible for re-election.

In accordance with the statutes, the functions:

- of the Chairman of the Board shall automatically end at the end of the Ordinary General Meeting which decides on the financial statements for the financial year in which he or she or she has reached the age of seventy-five (75),
- of the Chief Executive Officer shall automatically end at the end of the Ordinary General Meeting which decides on the accounts for the financial year in which he or she or she has reached the age of seventy (70).

2.7 Secretary of the Board

The Board appoints a Secretary, who may be chosen from outside the members of the Board, and sets the duration of his or her functions. The Secretary shall be empowered to certify copies or extracts from the minutes of the proceedings of the Board.

3 - FUNCTIONING OF THE BOARD

3.1 Board Meetings

The Chairman of the Board sets the agenda, convenes and presides over the meetings of the Board and directs the debates. Invitations are made by letter, e-mail, fax or even verbally. The Secretary of the Board is authorized to transmit them.

A provisional schedule of meetings of the Board and its committees shall be established, without prejudice to the holding of exceptional meetings as necessary.

The Board may also meet at any time on a specific agenda at the request of the Chief Executive Officer⁴, the Lead Director and at the request of one third of the Directors if the Board has not met for more than two months.

The Chairman of the Board is bound by these requests.

In the event of the absence or incapacity of the Chairman of the Board, the Vice-Chairman and the Lead Director, the Board shall designate, at each meeting, which of the members present shall chair it.

At the request of a quarter of the members of the Board, the agenda may be amended or a question automatically listed.

The Board meets at least six times a year, in particular to examine and adopt the periodic accounts, to examine the budgets and to deliberate on any matter within its competence.

3.2 Board deliberations

The Board may only deliberate validly if at least half of the Directors are present or deemed to be present. The Directors may be represented by another Director in accordance with the legal and regulatory provisions, each Director may only have one proxy.

By decision of the Chairman of the Board, meetings of the Board may be held, for all or some of the Directors, in the form of an audio-conference or a videoconference, it being recalled that physical presence must be preferred as far as possible. Under the conditions provided for by the law and regulations in force, Directors who participate in the Board meeting by videoconference or telecommunication means allowing their identification and ensuring their effective participation are deemed to be present for the calculation of the quorum and the majority. The minutes will include any technical issues related to video or audio conferencing that would affect the Board's decisions.

In accordance with the Articles of Association, the Board may take decisions by written consultation provided that no member of the Board objects to this arrangement. Written consultations shall be organized within a reasonable period to respond to them. To be valid, they must be addressed to all Directors. Regarding the decision resulting from the written consultation, only the responses of the Directors, who must represent more than half of the number of Directors making up the Board, will be considered, and only positive and negative responses, excluding abstentions, will be taken into consideration. Decisions taken by written consultation will give rise to the preparation of a consultation report which will be communicated by the Board at its next meeting and which will be included in the Board's minute book or in the minutes of the next meeting.

⁴ Article L 225-36-1 of the French Commercial Code

A register of attendance is kept at the registered office signed by the Directors physically participating in the meeting on their behalf or as representatives of other Directors.

Decisions are taken by most of the Directors present or represented. In the event of a tie, the Chairman of the Board shall have the casting vote.

When the Board deliberates on a subject that directly or indirectly concerns a Director, the Director concerned is invited to leave the Board meeting for the duration of the debates and, if applicable, the vote.

The duration of the Board's meetings must allow for an in-depth examination and discussion of the issues within its competence.

After each meeting, minutes are drawn up for approval by the Board.

3.3 Informing the Board and each Director

The Directors are entitled to receive all the information necessary for the performance of their duties and they may be provided with any documents they deem useful prior to any meeting.

They are informed of the Company's financial situation, cash position and commitments, as well as market developments, the competitive environment and the main issues, particularly in the area of social and environmental responsibility,

It is the responsibility of the Chairman of the Board, assisted by the Secretary of the Board, to provide the Directors with the appropriate information according to the circumstances and according to the items on the agenda. The meetings of the Board shall be preceded by the timely availability of a dossier on the agenda items which require special analysis and prior reflection.

Files relating to meetings of the Board and its committees are made available to Directors in a dematerialized manner through a dedicated platform.

The Directors receive press releases relating to acquisition or disposal transactions prior to their transmission to the press, except in justified cases. They are also recipients of all other press releases.

Requests for information on specific topics are addressed to the Chairman of the Board and the Secretary of the Board, the latter being responsible for responding as soon as possible. The Lead Director is kept informed of such requests when the request relates to a strategic or CSR subject. When such a request cannot be met, it is up to the Board to assess the usefulness of the requested documents, based on a report from the Lead Director.

To provide more information and to accomplish their duties, the Directors may meet, if necessary, with the company's main executives, including without the presence of the executive corporate officers, provided that the Chief Executive Officer has been informed in advance.

3.4 Board Assessment

Each year, the Board devotes an agenda item to a debate on its functioning in order to improve its effectiveness.

In addition, a formalized evaluation of the Board is carried out every three years. This process is conducted under the supervision of the Chairman of the Board, the Lead Director or a Director, if necessary, with the assistance of an external consultant.

The purpose of this evaluation is to verify compliance with the Board's operating principles detailed in these Rules of Procedure, to meet the objectives of the evaluation provided for in the AFEP-MEDEF Code and to identify proposals to improve the functioning of the Board and its efficiency.

The results of this evaluation and any follow-up given to it shall be presented in the Board's management report.

4 - RULES APPLICABLE TO DIRECTORS

4.1 General obligations

Each Director, at the time of his or her appointment, must read the Company's Articles of Association and Rules of Procedure in force as well as gain knowledge of the regulations applicable to the functions of a Director in a company whose securities are admitted to trading on a regulated market. If he or she deems it necessary, he or she or she benefits from additional training on the specificities of the Group, its businesses and its sector of activity.

Directors representing employees or employee shareholders benefit from training adapted to the performance of their mandate.

Directors must act in all circumstances in the Company's corporate interest. He or she must devote the necessary time and attention to his or her duties.

He or she undertakes to attend all meetings of the Board according to a predetermined schedule communicated to him and, as far as possible, to make himself or herself available for those of an exceptional nature. He or she undertakes, if necessary, to attend all meetings of the Committees of which he or she is a member. Where a Director has been absent from more than one-third of the Board meetings held in a year, the Board undertakes to make his or her office available to the Board.

Each Director must carry out his or her duties in compliance with the legal provisions on the accumulation of mandates. In the event that a Director proposes to accept a mandate as a corporate officer or member of a governance or supervisory body of a third party entity in addition to those he or she holds (with the exception of mandates held in unlisted controlled companies), he or she or she shall bring this fact to the attention of the Chairman of the Appointments and Governance Committee, with whom he or she or she shall examine whether this new position leaves him or her sufficiently time available to VINCI.

It is recalled that Directors must comply with the rules relating to the accumulation of mandates as provided for by law and by the Afep-Medef Code.

They undertake not to hold a corporate office in a company that competes with VINCI. They keep the Board informed of the mandates held in other companies, including their participation in the Board Committees of these French or foreign companies.

The Directors attend VINCI's General Meetings.

4.2 Duty of secrecy and obligation of confidentiality

Each Director must personally protect the confidentiality of the non-public information communicated to him or her about the Company in the course of his or her duties as well as the password allowing him or her to access the Internet platform dedicated to the Board. In the event of loss or accidental disclosure of this password, the Director must promptly notify the Secretary of the Board to take steps to ensure the confidentiality of the information contained on the Site.

The members of the Board are bound by the secrecy of the deliberations. The Board may express itself collectively outside the Company, in the form of press releases intended to inform the markets.

Apart from that, the Directors expressly undertake not to express themselves individually on the Company and its Group except at the invitation of the Chairman of the Board or with his agreement, in particular at meetings of investors, shareholders, bondholders or other stakeholders.

Failure to comply with these rules will result in compulsory resignation.

4.3 Duty to express oneself

The Director undertakes to clearly express his possible opposition to any draft decision that he or she considers to be contrary to the interests of the Company.

4.4 Obligation to hold shares of the Company

Each Director must hold, for the duration of his or her term of office, the minimum number of shares required by the articles of association⁵, this obligation does not apply to Directors representing employees, nor to Directors representing employee shareholders, the latter of whom must be holders of units in a Company Mutual Fund invested in VINCI shares covered by a Group Savings Plan.

All shares owned by a Director must be registered in a direct registered or administered form.

4.5 Transactions on company's shares

4.5.1 Obligation to refrain

In accordance with the regulations in force on market abuse, Directors must refrain from using any inside information they hold in acquiring or selling or attempting to acquire or sell, for their own account or for the account of others, either directly or indirectly, the financial instruments to which such information relates or the financial instruments to which these instruments are linked.

Each Director shall also refrain from:

⁵ This number is 1000 shares.

- 1° Communicate this information to another person outside the normal course of his or her work, profession or duties or for purposes other than those for which it was communicated to him/her.
- 2° Recommending that another person acquire or dispose of, or cause another person to acquire or dispose of, based on inside information, the financial instruments to which such information relates or the financial instruments to which such instruments are related.

The detailed rules relating to market abuse as well as the provisional forbearance schedule are communicated by the Company to the Directors.

4.5.2 Corporate Equity Disclosure

Each Director must declare to the Autorité des Marchés Financiers ("AMF"), with a copy to the Company, all transactions⁶ that he or she or she carries out, directly or through a closely related person, in the Company's securities or related derivatives, including the exercise of stock subscription or purchase options.

It is recalled that the declaration must be made in accordance with the applicable regulations within 3 working days of the completion of the transaction. To this end, the Director must:

- file their declaration on the AMF's secure extranet, called ONDE at the following address:
[« https://onde.amf-france.org](https://onde.amf-france.org).
- transmit its declaration to VINCI to the Secretary of the Board.

4.6 Independence of Directors and conflicts of interest

4.6.1 Independence

Each Director undertakes in all circumstances to maintain his/her independence of analysis, judgment, decision and action and to reject any pressure, direct or indirect, that may be exerted on him/her and that may come from other Directors, specific groups of shareholders, creditors, suppliers and in general from all third parties.

He or she undertakes not to seek or accept from the Company or companies linked to it, directly or indirectly, advantages that could be considered as being likely to compromise his/her independence.

Each year, the Board, on the proposal of the Appointments and Governance Committee, examines the situation of each Director with respect to his or her independence.

To enable this analysis, each Director must provide the Company with the information at his or her disposal to enable the Appointments and Governance Committee to assess the nature of the business relationship that exists directly or indirectly between this Director and the Group.

⁶ The obligation to report to the AMF applies when the amount of the transactions (acquisitions and/or disposals) exceeds €20,000 per year. In the event of transactions below this amount, the Directors must nevertheless inform the Company, which must report it in the annual report.

When it is called upon to vote on the appointment of any new Director, the Shareholders' Meeting is informed of its situation with respect to the independence criteria mentioned in the AFEP-MEDEF Code

4.6.2 Conflicts of interest

Each Director has a duty to inform the Board of any conflict of interest, even potential or future, in which he or she or she finds himself or herself or is likely to find himself or herself.

He or she shall immediately refer to the Chairman of the Board or the Lead Director any situation likely to give rise or be perceived as giving rise to a conflict of interest concerning him or her as soon as he or she or she becomes aware of it in order to define and implement the provisions that will prevent such a conflict.

Such provisions may consist of abstaining from participating in meetings or any part of a meeting of the Board or any committee of the Board at which a sensitive subject from that point of view is raised.

When the Board deliberates on a matter directly or indirectly concerning a Director who is thus in a conflict of interest, the Director concerned is invited to leave the Board meeting for the duration of the debates and, if necessary, the vote.

The Lead Director may at any time take up any current or potential conflict of interest of which he or she becomes aware and conduct investigations to identify, prevent or manage them.

5 - BOARD COMMITTEES

5.1 General rules

5.1.1 The Committees

The Standing Committees of the Board are as follows:

- Strategy and CSR Committee
- Audit Committee
- Appointment and Governance Committee
- Remuneration Committee

The Board may decide to set up any other permanent or temporary specialized committees.

5.1.2 Common Rules of the Committees

The Board determines the composition and remuneration of the members of the Committees.

The Board appoints the Chairman of each Committee.

Each Committee is responsible for studying, analyzing and preparing certain deliberations of the Board within its competence and for studying the subjects and/or projects that the Board and/or its Chairman refer to it for consideration. It has no decision-making power. In its field of competence, it issues proposals, recommendations and opinions as appropriate. It has advisory power and acts under the authority of the Board from which it is an emanation and to which it is accountable.

Each Committee has the right to establish internal rules in addition to these rules of procedure. The Secretary of the Board shall be informed of this.

Each Committee meets at the call of its Chairman and defines the frequency of its meetings. These are held at the Company's registered office or at any other place decided by the Chairman. The Chairman of each Committee draws up the agenda of the meetings which he or she sends to the Chairman of the Board and the Lead Director for information and he or she directs the Committee's debates.

To deliberate validly, at least two members of the committee must participate in the meeting physically or by means of an audio or videoconference device. Committee members may not be represented.

A written record of each meeting is drawn up. These minutes are communicated to the members of the Committee concerned and to the other Directors.

The Chairman of the Committee or one of its members shall report on the work of the Committee to the next meeting of the Board.

Each Committee may, after informing the Chairman of the Board and the Chief Executive Officer, invite any Group executive to its meetings, as necessary, and hear any expert or expert.

The members of the Committees as well as any external person who may attend a meeting are bound by an obligation of confidentiality vis-à-vis any third party to the Board, with regard to all information communicated to the Committee in which they participate.

Each Committee may request external technical studies on subjects within its competence at the expense of the Company after having informed the Chairman of the Board.

5.2 Strategy and CSR Committee

5.2.1 Composition

The Strategy and CSR Committee is composed of a minimum of three permanent Directors appointed by the Board.

Each Director is the recipient of the files sent to the members of the Committee for the purposes of the Committee's meetings and may, if he or she or she deems it useful, participate in any meeting of the Committee with voting rights.

The Chairman of the Board, the Chief Executive Officer and the Chief Financial Officer of VINCI attend the meetings of the Strategy and CSR Committee. The secretariat is provided by the Secretary of the Board or any person designated by the Committee.

5.2.2 Duties

The Strategy and CSR Committee assists the Board in developing the Group's strategy and examines strategic investment projects and any transaction, including acquisitions or disposals, that could have a significant impact on the Group's scope, activities, risk profile, results, balance sheet structure and market valuation. It also monitors environmental and social issues.

Its duties is in particular to:

- to formulate an opinion for the benefit of the Chief Executive Officer on projects for the acquisition or sale of shareholdings with a value exceeding €100 million and on those outside the Group's announced strategy; In this context, it may decide – in order not to multiply meetings – that projects falling under the same investment strategy will be the subject of a special examination, the terms of which it will define;
- preparing the Board's deliberations on subjects referred to in paragraph 1.1.2;
- ensuring that social and environmental responsibility issues are taken into account in the Group's strategy and in its implementation;
- ensuring the existence and operation of the whistleblowing systems set up within the Group;
- to review the information collected in terms of sustainability, to make any useful recommendations to the Audit Committee and the Board as appropriate;
- examine the VINCI Group's commitments in terms of social and environmental responsibility, in the light of the challenges specific to its activity and its objectives,
- to examine the report provided for in Article L. 225-102-1 of the French Commercial Code and the sustainability report provided for in Article L. 232-6-4 of the French Commercial Code;

The Chief Executive Officer ensures that a review of certain significant acquisitions on which the Committee has issued an opinion is organized as necessary.

5.2.3 Operating procedures

The Strategy and CSR Committee meets whenever it is useful at the invitation of its Chairman, in particular in the event of a project or event that is important for the Company or the Group.

In order to carry out its duties, the Committee may hear the Directors and executives concerned by the subject under consideration.

The Chairman of the Committee or a member of the Committee designated for this purpose shall report to the Board on the work, conclusions and proposals of the Committee. The Committee shall inform the Board of its opinions and shall make any observations and recommendations relevant to the Board's deliberations.

5.3 Audit Committee

5.3.1 Composition

The Audit Committee is composed of at least three Directors appointed by the Board with financial or accounting expertise, excluding those exercising management functions within the Group, as the case may be.

The Chief Financial Officer attends the meetings of the Audit Committee and provides the secretariat.

5.3.2 Duties

The Audit Committee shall exercise the powers set out by law. Under the responsibility of the Board, it follows up on issues relating to the preparation and control of accounting and financial information. It is responsible for the following duties:

- (a) It follows the process of preparing financial information. It examines the Group's draft annual and half-yearly financial statements before they are submitted to the Board. It ensures the quality of the information provided to shareholders;
- (b) It monitors the sustainability reporting process. It considers the draft report before it is submitted to the Board. It ensures the quality of the information provided to shareholders;
- (c) It ensures the relevance and stability permanence of accounting methods and principles, and endeavors to prevent any possible breach of these rules. It examines the scope of the consolidated companies and, if so, the reasons why companies would not be included. It looks at significant transactions in which a conflict of interest may have arisen. It makes recommendations to ensure integrity.
- (d) It monitors the effectiveness of internal control and risk management systems:
 - It ensures the existence of these systems, their deployment and the implementation of corrective actions in the event of weaknesses or material anomalies. To this end:
 - it hears those responsible for internal audit and risk control and gives an opinion on the organization of their departments;
 - it must be informed of the internal audit programme and internal audit reports or of a summary of these reports;
 - it regularly reviews the Group's financial situation and main risks, examines significant off-balance sheet risks and commitments and assesses the extent of any malfunctions or weaknesses that are communicated to it and informs the Board if necessary;
- (e) It issues a recommendation on the statutory auditors and the auditors in charge of the certification of sustainability information proposed for appointment by the General Meeting or at the time of their renewal, as well as on their remuneration.

- (f) It monitors the performance by the statutory auditors of their duties to certify accounting and financial information and by the sustainability auditors of their duties to certify sustainability information. It examines with the auditors their intervention plans, their conclusions and recommendations, as well as the follow-up given to them
- (g) It ensures that the statutory auditors comply with the conditions of independence provided for by law.
- (h) it approves the provision of the services mentioned in Article L 821-30 of the Commercial Code.
- (i) It examines the Group's insurance policy.
- (j) It keeps abreast of the implementation of ethics and fair competition procedures and ensures that there is a system for monitoring the same.
- (k) It issues an opinion on the execution of any agreement entered into, if any, between the Company and one of its executive or non-executive corporate officers.

5.3.3 Operating procedures

The Audit Committee meets at least twice a year before the meetings of the Board of Directors on which the approval of the parent company financial statements and the annual consolidated financial statements is included and whenever it deems it useful, in particular in the event of an important event for the Company or the Group.

In order to carry out its duties, the Audit Committee may hear, without the presence of the corporate officers, the statutory auditors, the managers and Directors responsible for the preparation of the accounts and internal control.

The Chairman of the Audit Committee or, in his absence, a member of the Committee designated for this purpose shall report regularly to the Board on his work, conclusions and proposals and shall inform it without delay of any difficulties encountered. The Committee shall inform the Board of its opinions and shall make any observations and recommendations relevant to the Board's deliberations.

At the time of their appointment, the members of the Committee shall be provided with information on the accounting, financial or operational particularities of the Group, if they deem it necessary.

5.4 Appointment and Governance Committee

5.4.1 Composition

The Appointments and Governance Committee is composed of a minimum of three Directors appointed by the Board. It is chaired by the Lead Director.

The Chairman of the Board is invited to the meetings of the Appointments and Governance Committee .

The Chief Executive Officer shall be invited to the meetings of the Appointments and Governance Committee when the latter deals with points (c) and (d) of paragraph 5.4.2 below.

The secretariat is provided by one of the members of the Committee or by the Secretary of the Board as the case may be.

5.4.2 Powers

The Appointments and Governance Committee has the following responsibilities:

In terms of appointments:

- (a) examines any proposed candidates for the position of Director and formulates an opinion and/or recommendation to the Board on these appointments;
- (b) prepares timely recommendations and opinions concerning the appointment or succession of executive corporate officers.
- (c) examines, in an advisory capacity, the proposals of the Chief Executive Officer relating to the appointment and dismissal of the Group's main managers (branch Directors, functional Directors);
- (d) is informed of the policy developed by the Chief Executive Officer on the management of the Group's senior executives and, as such, it examines the procedures concerning succession plans;
- (e) formulates an opinion on the composition of the Committees and proposals on the appointment or renewal of the Chairman of the Audit Committee;

In terms of governance

- (f) monitors compliance with governance rules; ensures that the recommendations of the AFEP MEDEF Code are followed and that any deviations are explained, in particular in the section devoted to corporate governance of the Universal Registration Document;
- (g) It oversees the Board's evaluation process;
- (h) prepares the Board's deliberations relating to the evaluation of the company's Chief Executive Officer in conjunction with the Strategy and CSR Committee and the Remuneration Committee with regard to their respective competencies;
- (i) reviews the independence of the members of the Board on an annual basis;

5.4.3 Operating procedures

The Appointment and Governance Committee meets at least twice a year, including once before the Board which convenes the Annual General Meeting and sets the agenda for this meeting. It

examines draft resolutions relating to the appointment of Directors. It meets whenever it is useful at the invitation of its Chairman.

The Chairman of the Appointments and Governance Committee or a member of the Committee designated for this purpose reports to the Board on its work, conclusions and proposals. The Committee shall inform the Board with its opinions and shall make any observations and recommendations relevant to the Board's deliberations.

5.5 Remuneration Committee

5.5.1 Composition

The Compensation Committee is composed of a minimum of three Directors appointed by the Board.

The Chairman of the Board shall be invited to the meetings of the Committee on matters other than those relating to his own remuneration.

The Chief Executive Officer shall be invited to meetings of the Committee on matters other than those relating to his own remuneration or that of the Chairman of the Board.

The secretariat is provided by one of the members of the Committee or by the Secretary of the Board as the case may be.

5.5.2 Duties

The Remuneration Committee proposes to the Board the terms and conditions of remuneration of the corporate officers. Its duties are :

- (a) To make recommendations to the Board concerning remuneration, the pension and provident plan, benefits in kind and miscellaneous pecuniary rights, including, where applicable, the allocation of performance shares and stock options for the Company's shares in respect of executive and non-executive executive officers;
- (b) to propose to the Board the text of the resolutions intended to be submitted to the vote of the shareholders at the Annual Ordinary General Meeting on the remuneration of executive and non-executive corporate officers;
- (c) to propose to the Board the determination of a global envelope for the allocation of performance shares and/or stock options of the Company as well as the general and specific conditions applicable to these allocations;
- (d) to formulate an opinion on the proposals of the Chief Executive Officer concerning the number of beneficiaries;
- (e) to propose to the Board a total amount for Directors' fees as well as the terms and conditions for their distribution.

5.5.3 Operating procedures

The Remuneration Committee meets at least once a year, before the Board of Directors, which convenes the Annual General Meeting and sets the agenda for this meeting. It considers draft resolutions relating to matters within its area of competence. It meets as necessary at the invitation of its Chairman, either on his own initiative or at the request of the Chairman of the Board.

The Chairman of the Remuneration Committee or a member of the Committee designated for this purpose reports to the Board on its work, conclusions and proposals. The Committee shall inform the Board with its opinions and shall make observations and recommendations relevant to the Board's deliberations.

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