



Internal Rules of the Board of directors

Edition in force as of 4 February 2015

VINCI's Board of directors (referred to hereinafter as the "Board") during its meeting of November 13, 2008 adopted the AFEP-MEDEF Code for the purposes of preparing the report stipulated in Article L 225-37 of the Commercial Code.

The Board adopted, during its meeting of 4 February 2015, these Internal Regulations designed to define the rules and operating procedures of the Board and its specialized committees.

1 - THE BOARD OF DIRECTORS

The Board is a collegial body appointed by all of the shareholders, which performs the duties set out by the law and those specified in these Internal Regulations in order to act in all circumstances in the Company's interests.

1.1. The powers of the Board

The Board determines the guidelines for the Company's activities and sees to the implementation thereof. Subject to the powers expressly attributed to the meetings of shareholders and within the limits of the Company's object, it deals with all issues involving the Company's smooth running and settles, during its proceedings, any business in relation thereto. It fills the tasks assigned to it in accordance with the AFEP MEDEF Code.

1.1.1 General tasks

The Board appoints VINCI's officers¹ and the Vice-chairman and Senior Director and controls the execution of their missions. Each year, the Board decides upon proposal of the Appointments and Governance committee who are the independent directors in accordance with the criteria set out by the Board.

The Board decides upon proposal of the Compensation committee on all items of remuneration and other advantages of the Company's officers.

The Board sees to the quality of the information provided to the shareholders and to the financial markets via the accounts it closes, the annual report and the documents submitted to it or when significant operations are conducted.

The Board also performs the audits and verifications it considers are appropriate. It can, in the framework of its control mission, obtain communication of the documents which it considers are useful for accomplishing its mission.

1.1.2 Tasks in respect of operations

The Board examines and approves, before they are implemented:

- (a) the Company's strategic guidelines and more generally those of the Group. It examines them globally at least once per year ;

¹ Chief Executive Officer, Chief Operating officer(s)

- (b) the strategic investment projects and all operations, in particular acquisitions or sales, likely to have a significant repercussion on the Group's perimeter, activities, risk profile, results, balance sheet structure, as well as on the stock market's appreciation of VINCI.

This prior approval procedure concerns:

- (i) investment or disinvestment operations involving holdings or assets for a unit value representing a Group exposure in terms of equity, debt or guarantees exceeding 200 million euros and not already approved by the Board ;
- (ii) the operations which it may be asked to handle at the request of the Strategy and Investment committee (see point 5.2) ;
- (c) the operations which do not fall within the Company's announced strategy.

In case of emergency, when it is not possible to convene the Board to deliberate on an operation submitted to it for its prior approval, the Chairman does his utmost to obtain the opinion of all directors before making the decision. He informs the Vice-chairman accordingly.

The Chairman appreciates, on a case by case basis, the advisability of convening the Board to vote on an operation which is not among the cases mentioned above.

1.2. Composition of the Board

The Board is composed of at least three members and no more than the maximum number of members authorized by legal and regulatory provisions².

The directors – other than directors representing the employees - are appointed by the ordinary general meeting of the shareholders upon proposals of the Board.

In its proposals, the Board sees to it that its composition and that of the committees to be created in its ranks are balanced, particularly in respect of the balance between men and women and the diversity of skills, and adapted to the Company's needs, through the skills, experience and/or representativeness of the directors sitting on the Board and by taking the measures needed ensure that its missions are accomplished with the necessary independence and objectivity.

In the event of a vacant seat, following the death or resignation of one or several directors, the Board may, between two ordinary general meetings of the shareholders, make provisional appointments. These appointments are subject to the ratification of the next ordinary general meeting of the shareholders. The director appointed by the Board to replace another director remains in office only for the time remaining on his predecessor's term. His/her appointment must be ratified by the ordinary general meeting of the shareholders following his cooptation.

Directors remain in office for four years, subject to the provisions governing the age limit.

A director's duties lapse following the ordinary general meeting of the shareholders which has voted on the accounts of the past year, held the year during which said director's term expires. Directors are re-eligible subject to the same reserves.

² Currently, this number is 18. It does not include directors representing the employees or the employee shareholders

In accordance with VINCI's Articles of Association, a person cannot be appointed as a director or his term as a director cannot be renewed if he/she has reached the age of seventy-five (75) and the number of directors who have reached the age of seventy (70) on the closeout date of the financial year on the financial statements of which the meeting is ruling, shall not exceed one third of the sitting directors.

1.3 Chairman and Vice chairman

The Board appoints among the directors who are physical persons a Chairman and a Vice-chairman. The Vice-chairman is the Senior Director.

2. MANAGEMENT PROCEDURES

The functions of Chairman of the Board and those of Chief Executive Officer are united.

2.1 Prerogatives of the Chairman - CEO

In accordance with the law, the duty of the Chairman of the Board is to organize and conduct the Board's work.

It sees to the smooth running of the Company's bodies and makes certain that the directors are able to fulfill their duties and that they are provided with sufficient information. He provides the Board and its committees with the information they need, and the Vice-chairman with the information he may request for performing his missions.

He expresses himself alone on the Board's behalf, except in exceptional circumstances or in the case a specific mandate is granted to another director.

He reports to the meeting of shareholders which he chairs on the conditions of the preparation and organization of the Board's work, as well as on the internal control procedures put into place by the Company. Generally speaking, he sees to the application of the rules of good governance.

In his capacity as Chief Executive Officer, he is vested with the broadest powers to act in all circumstances on the Company's behalf. He implements the decisions voted by the Board and has authority over the Group as a whole whose operational activities he directs.

He exercises these powers within the limit of the Company's object and subject to the powers expressly granted by law to meetings of shareholders and to the Board. He represents the Company in its relations with third parties.

2.2 Prerogatives of the Vice-chairman of the Board of directors

The Vice-chairman is the Senior Director. He assists the Chairman in his missions, in particular in the organization and smooth running of the Board and its committees and the supervision of the Company's governance and internal control.

Furthermore, his mission is to provide to the Board assistance consisting in seeing to the smooth running of the Company's governance bodies and to provide his enlightenment to the Board regarding the operations on which the Board is called upon to vote.

Once per year, he convenes the directors in the absence of the Company's officers, especially for the purposes of evaluating their performance.

He is kept informed regularly by the Chief Executive Officer of the significant events and situations pertaining to the Group's life, in particular as regards the strategy, organization and financial reporting, the major investment and disinvestment projects and the major financial operations, the movements of the Company's capital and the contacts with the main current or potential shareholders.

He provides assistance in the management of any conflict of interest brought to his attention by the Company's officers or the board members.

In order to perform his mission, the Vice-chairman has direct access to the members of the Group's Executive committee, and may, in cooperation with the Chief Executive Officer, organize all the meetings he deems are advisable or useful for performing his mission with these executives and the employees they have designated. He may hear the management staff in charge of internal audits, of risks of conformity control as well as the statutory auditors. He has access to the documents and to any information he considers necessary for performing his missions.

The Chief Executive Officer facilitates the performance of this mission by giving the required instructions.

Furthermore, at the request of the Chief Executive Officer, the Vice-chairman may be called upon to accomplish missions representing the Group in his high-level relations with investors, clients and the public authorities, and at shareholders meetings, both in France and abroad. These particular missions will be performed pursuant to an agreement concluded between the Vice-chairman and the Company in the forms required by law.

2.3 Duration of Terms

The Board determines the duration of the duties of the Chief Executive Officer and the Vice-chairman, provided that such duration shall not exceed the duration of their respective terms as directors. The Chief Executive Officer and the Vice-chairman are re-eligible.

In accordance with the Articles of Association, the duties of the Chairman end automatically at the end of the ordinary general meeting of the shareholders voting on the accounts of the year during which he has reached the age of seventy five (75) and those of the CEO expire at the end of the AGM of the ordinary general meeting of the shareholders voting on the accounts of the year during which he has reached the age of seventy (70).

In the event of the absence or impediment of the Chairman or Vice-chairman, the Board appoints, at each session, one of the members present to chair the meeting.

2.4 Secretary of the Board

The Board appoints a Secretary who may be selected outside the Board' ranks, and determines his term in office. The Secretary has the power to certify copies or extracts of the Minutes of Board meetings.

3 - FUNCTIONING OF THE BOARD

3.1 Board Meetings

The Chairman convenes and chairs Board meetings and conducts their proceedings.

The Board may also be convened at the request of the Vice-chairman, one third of the Board's members if it has not met for over two months and, in the latter case, with a specific agenda.

Notices are sent out by letter, e-mail, fax or even verbally. The Secretary of the Board has the authority to transmit them.

The Chairman determines the agenda of meetings. He requests the prior opinion of the Vice-chairman. At the request of the Vice-chairman or one fourth of its members the agenda may be modified or an item automatically entered.

The Board meets at least six times per year, in particular to examine and close the periodical accounts, to examine the budgets and discuss all items falling within its powers.

The duration of Board meetings must allow for an examination and in-depth discussion of the items falling within its prerogatives.

3.2 The Board's deliberations

The Board can vote valid decisions only if at least one half of the directors are present. The Board's members may be represented by another member of the Board, in accordance with legal and regulatory provisions, but each member can represent only one other Board member.

By decision of the Chairman, Board meetings may be held, for all or a portion of the directors, in the form of an audio or video conference. The directors who take part in the Board meeting by videoconference or telecommunications, permitting them to be identified and guaranteeing their effective participation are considered, under the laws and regulations in force, as present for calculating the quorum and majority. If one of these procedures is utilized for certain meetings, the Chairman will indicate as much in the notice of the meeting, or even verbally. The directors concerned must contact the Secretary of the Board at least one business day prior to the date of the meeting so that the technical information can be exchanged and so that the tests can be performed prior to the meeting. The minutes will mention any technical incident involving the video or audio conference which may have repercussions on the Board's decisions.

A register of attendance is kept in the registered offices, which is signed by the members of the Board taking part in the meeting, in their own name or as representative of other Board members.

Decisions are made at a majority vote of the members present or represented. In the event of a tie, the Chairman's vote is the casting vote.

When the Board votes on a topic concerning a director directly or indirectly, the director concerned is asked to leave the Board meeting for the time required for the voting, as the case may be.

Minutes are drawn-up after every meeting.

3.3. Information provided to the Board and to each director

The directors are entitled to receive all the information necessary for performing their mission and they may request prior to any meeting, communication of all the documents they deem useful.

It is up to the Chairman, assisted by the Secretary of the Board, to communicate the appropriate information to the Board members, in light of the circumstances and depending on the planned items on the agenda. Board meetings are preceded by the provision, in due time of a file covering all the points on the agenda which require a particular analysis and prior thought.

The Board members are informed at all times, and by all means, of the Company's financial situation, cash situation, commitments, as well as of all significant events and operations concerning the Company.

The directors receive the press releases concerning acquisition or sale operations, before they are communicated to the press, unless there is a warranted urgency. They are also recipients of all other press releases.

The requests for information concerning specific topics are sent to the Chairman and Secretary of the Board, the latter of whom is responsible for responding thereto as rapidly as possible. The Vice-chairman is kept informed of such requests. When such a request cannot be satisfied, it is up to the Board, on the basis of the report of the Vice-chairman to appreciate the usefulness of the documents requested.

In order to complete their information and with a view to performing their mission, the directors may meet, if necessary, with the Company's main executives, and this can be without the presence of the company representatives, if the Chairman has been informed beforehand. The directors inform the Vice-chairman accordingly.

3.4 Evaluation of the Board

Each year, the Board devotes one item on the agenda to a debate on its functioning, in order to improve its efficiency. On this occasion, the Board makes its own evaluation, entrusting to the Vice-chairman, as the case may be, or to one of its members the task of coordinating this evaluation – along the following axes :

- a review of functioning procedures ;
- Verification that the important issues are suitably prepared and debated satisfactorily.

Furthermore, a formal evaluation of the Board will be performed every three years, possibly under the conduct of the Vice-chairman or a director, as the case may be with the help of an outside consultant. The purpose of this evaluation is to verify the respect of the principles governing the

functioning of the Board, described in detail in these regulations, the respect of the rules of governance as well as to permit the identification of the proposals apt to improve its functioning and efficiency.

The results of this evaluation as well as the follow-up possibly given thereto are presented in the Company's annual report.

3.5 Information provided to the Shareholders

The annual report informs the shareholders of the beginning and end dates of each director's term. It mentions for each director, his/her age, his/her nationality and main duties, as well as the offices he occupies in other companies.

The annual report informs the shareholders regarding the existence, composition and duties of each committee put into place by the Board, as well as on the number of meetings held by the Board and each committee over the course of the financial year.

The annual report mentions the objectives, methods, and results of the Board's policy with respect of its composition and the composition of its committees, in particular with respect to the representation of women and men, nationalities and skill diversity.

Furthermore, the Board sees to it moreover that the shareholders receive information of quality, in accordance with the law.

The directors will use their best endeavours to participate in the general meetings of shareholders of the Company.

4. - RULES GOVERNING THE DIRECTORS

4.1 - General Obligations

Each director, at the time of his appointment, must examine the Company's Articles of Association and internal regulations in force, as well as the regulations which apply to the director's duty in a company whose shares are listed on a regulated stock exchange. He/she receives additional training on the specific characteristics of the company, its business and activity sector, if he/she considers it necessary.

directors representing the employees or employee shareholders will receive, if necessary, a training suited to the performance of their task.

Each director must act in all circumstances in the Company's interests. He/she must devote the necessary time and attention to his/her duties.

He/she undertakes to attend all Board meetings according to a pre-determined calendar which is communicated to him/her and to be available for those which are of an exceptional nature. He/she undertakes, as the case may be, to attend all the meetings of the committees on which he/she sits. When a director has been absent at over one third of the meetings held over the course of a given year, he/she undertakes to place his seat at the Board's disposal.

Each director must perform his/her duties in the respect of the legal provisions which apply to the accumulation of mandates. In the event that a director proposes to accept one mandate in addition to those already vested in him/her (with the exception of the mandates exercised in unlisted controlled companies), he/she shall inform the Chairman of the Appointments and Governance committee accordingly, and determine with him whether this new office leaves him/her sufficiently available for VINCI.

A VINCI director cannot take on a company mandate in a company which competes with VINCI. He/she must inform the Board of any appointment in other French or non French companies, including appointments as committee member.

Company officers shall seek the opinion of the Board prior to accepting any appointment in a listed company.

The directors attend VINCI shareholders meetings.

4.2 - Duty of reserve and obligation of confidentiality

Each director must personally protect the confidentiality of the non-public information communicated to him concerning the Company in the framework of his duties including the password which will enable him/her to access the Board's dedicated website. In case of loss or accidental disclosure of this password, he shall promptly notify the Secretary in order to take appropriate measures to ensure the confidentiality of information contained on the site.

The members of the Board are bound by the secrecy of proceedings. The Board may express itself in a collegial manner outside the Company, in particular in the form of press releases designed to inform the markets.

Other than the Chairman, directors expressly pledge to refrain from expressing themselves individually except during the Board's internal deliberations or at the Chairman's invitation or with his approval, in particular during shareholders or bond-holders meetings.

Failure to comply with these rules entails automatic resignation.

4.3 Duty of expression

Each director undertakes to clearly express his possible opposition to any draft decision which he considers would be harmful to the Company.

4.4 Obligation to own shares of the Company

Each director must own, throughout the term of his mandate, the minimum number of shares required under the Articles of Association³, which obligation does not apply to the directors representing the employees or the employee shareholders (the latter must own units in the Castor employees' fund). All the shares owned by a director must be registered in a pure nominative or administrated form.

³ This number is currently 1000 shares

4.5 Operations involving Company securities

4.5.1 Obligation to abstain

In accordance with the general regulations of the *Autorité des Marchés Financiers*, the directors must refrain from utilizing any privileged information they possess by acquiring or selling or attempting to acquire or to sell, for their own account or that of others, either directly or indirectly, the financial instruments to which this information or the financial instruments to which these instruments are linked, pertain.

The directors must also refrain from:

- 1° Communicating this information to another person outside the normal framework of his work, his profession or his duties, or for purposes other than those for which it had been communicated to him;
- 2° Recommend the acquisition or sale, or see to the acquisition or sale by another person, on the basis of privileged information, the financial instruments to which this information pertains, or the financial instruments to which these instruments are lined.

The detailed rules concerning insider trading operations as well as the forecast forbearance calendar are communicated by the Company to the directors.

4.5.2 Declaration of the transactions involving the Company's securities

Each director must declare to the AMF, with a copy to the Company, all transactions he/she carries out directly or through a close intermediary, involving the Company's securities or derivatives, including the exercise of subscription or stock options.

It is recalled that the declaration must be effected in accordance with the applicable law within a period of five (5) trading days following the transaction. To this effect, the director concerned shall :

- file his/her declaration on the AMF dedicated website called "ONDE" at the following address : "<https://onde.amf-france.org>" ;
- send a copy of such declaration by mail to the Company Secretary.

4.6 Independence of the directors and conflicts of interest

4.6.1 Independence

Each director undertakes in all circumstances to maintain the independence of his analysis, judgment, decision-making and action and to reject all direct or indirect pressure liable to be exerted upon him possibly by other directors, particular groups of shareholders, creditors, suppliers and in general all third parties. He undertakes to refrain from seeking or accepting from the Company or companies directly or indirectly linked to the Company, benefits liable to be considered as compromising his independence.

Each year, it is up to the Board, upon a proposal by the Appointments and Governance committee, to examine the situation of each of these members from the standpoint of his independence.

When called upon to vote on the appointment of any new director, the shareholders meeting is informed of his situation.

4.6.2 Conflicts of interest

It is each director's duty to inform the Board of any situation presenting a conflict of interests, even a potential or future one, in which he/she or may find himself.

He/she shall inform the Vice-chairman and Senior Director without delay about any situation which may be create or may be perceived as creating a situation of conflict of interest soon as he/she becomes aware of it in order to define and implement the ways and means to prevent such conflict. These ways and means may include refraining from participating in any meeting or part of meeting of the Board or any committee during which a sensitive subject is dealt with.

The Vice-chairman and Senior Director may elect to deal with any actual or potential conflict of interest which may come to his knowledge and conduct investigations that will enable to identify them or prevent them.

5 - BOARD COMMITTEES

5.1.1 Committees

The Board's permanent committees are the following:

- Strategy and Investments committee
- Audit committee
- Appointments and Governance committee
- Remunerations committee

The Board may decide to create in its ranks all other specialized, permanent or temporary committees or commissions.

The mission of each committee is to study, analyze and prepare certain Board proceedings falling within its prerogatives and to study the topics and/or projects which the Board or its Chairman submit to it. It has no discretionary power. It issues, in its domain of expertise, proposals, recommendations and opinions depending on the case. It has an advisory capacity and acts under the authority of the Board of which it is an emanation and to which it reports.

5.1.2 Rules common to all committees

The Board determines the composition, prerogatives and as the case may be, the remuneration of the members of these committees. The Board may decide at any time to modify the composition of the committees.

The Board appoints a committee chairman selected among the committee's members.

Each committee meets upon notice from its chairman and defines the frequency of its meetings. They are held in the Company's registered offices or in any other place decided by the committee's Chairman. Each committee's chairman prepares the agenda of the meetings which he communicates to the Company's chairman and Vice-chairman for the sake of information. He conducts the committee's proceedings. In order to vote valid decisions, at least one half of the committee's members must be present. Committee members may not be represented.

Minutes of each meeting are drafted, and communicated to the members of the committee at issue and to the other directors.

Each chairman of the committee or one of its members reports on the work of the committee to the upcoming Board Meeting.

Each committee may decide to invite any person from the Company's management of its choice to its meetings, when needed.

The members of the committees as well as any outside persons who may attend a meeting are bound by an obligation of confidentiality, as concerns all persons foreign to the Board, regarding the information communicated to the committee on which they are sitting.

The Chairman and the members of each committee may collect special directors' fees if the Board so determines.

5.2 Strategy and Investments committee

5.2.1 - Composition

The Strategy and Investments committee is composed of at least three directors appointed by the Board. It is chaired by the Vice-chairman of the Board of directors.

In addition each director will receive a copy of the file sent to the members of the committee for the purposes of the meetings and may if, he/she deems fit participate in any meeting of the committee.

VINCI's Chief Executive Officer and the Chief Financial Officer attend meetings of the Strategy and Investments committee. The secretariat is handled by one of the committee's members or by the Secretary of the Board, depending on the case.

5.2.2 Prerogatives

The Strategy and Investments committee assists the Board in elaborating the Group's strategy. It examines, prior to their presentation to the Board, the strategic investment plans and any operation, in particular acquisitions or sales, liable to have significant repercussions on VINCI's perimeter, activates, risk profile, results, the structure of the Group's balance sheet, and on VINCI's stock market appreciation. Its mission among other things is :

- to prepare the proceedings of the Board as concerns the Group's strategy, mentioned in paragraph 3.2 ;
- to formulate an opinion for the management on the projects involving the acquisition or sale of holdings for a value exceeding 50 million euros, and not falling into the framework of paragraph 3.2. ;
- to give its opinion to the management regarding the plans to make significant changes in the Group's legal or operational structures ;
- to prepare each year the document which must be forwarded to the works council regarding strategic objectives of the company and their consequences.

Furthermore, the committee is informed as often as necessary by the management of the stage of progress of the multi-annual contract projects involving, for the part incumbent upon the VINCI group, a total investment (equity capital and debts) of over 100 million euros.

5.2.3 Operating procedures

The Strategy and Investments committee convenes whenever useful upon notice from its chairman, in particular in the case of a project or event which is important for the group.

In accomplishing its mission, the committee may hear the executives and management concerned by the topic being examined; it can also be assisted by outside consultants at the Company's expense.

The chairman of the committee, or a member of the committee appointed for this purpose, reports to the Board on the committee's work, conclusions and proposals. The committee enlightens the Board with its opinions and shares all observations and recommendations which are useful for the Board's proceedings.

5.3 Audit committee

5.3.1 Composition

The Audit committee is composed of at least three directors selected by the Board having accountancy or financial skills, to the exclusion of those occupying management positions.

The Chief Financial Officer attends the meetings of the Audit committee and handles its secretariat.

5.3.2 Prerogatives

The Audit committee assists the Board in seeing to the accuracy and sincerity of VINCI's company and consolidated accounts, and the quality of the information issued. It is responsible for monitoring:

- the process for elaborating the financial information : it examines the Group's draft annual and bi-annual company and consolidated accounts before they are submitted to the Board,

- it sees to the relevance and permanence of the accounting methods and principles, it aims at preventing any possible failure to comply with these rules, and ensures the quality of the information provided to the shareholders ;
- the efficiency of the internal audit and risk management systems :
 - it ensures that such systems are in place and deployed and that corrective measures are taken in case of weaknesses or significant problems. To such end :
 - it hears the persons in charge of internal audits and risk management and gives an opinion on the organization of the corresponding departments ;
 - It must be kept informed of the internal audit programme and of the internal audit reports or a summary of those reports
 - It reviews regularly the Group's financial situation and principal financial risks , examines risks and significant commitments off the balance sheet and evaluates the importance of possible faults or weaknesses of which it is informed and keeps the Board informed if necessary ;
 - the legal auditing of the Company's accounts and the consolidated accounts by the statutory auditors and the independence of the statutory auditors: it examines with the statutory auditors their intervention plans, their conclusions and recommendations, as well as the follow-up given thereto, it sees to the monitoring of the independence of the statutory auditors, it evaluates the proposed appointments or the renewal of the terms of the Company's statutory auditors and their remuneration and it issues a recommendation to this effect ;
 - examining the group's policy in the field of insurance ;
 - putting into place procedures in the field of ethics and competition and seeing to the existence of a system for controlling the application thereof.

5.3.3 Operating procedures

The Audit committee convenes at least twice per year prior to the Board meetings scheduled to close the company's accounts and the annual consolidated accounts, and whenever it considers it is useful, in particular in the case of a major event for the Company or the Group.

To perform its mission, the Audit committee may hear, without the presence of the Company's officers, the statutory auditors, the executives and managers responsible for preparing the accounts and performing internal audits.

To perform its mission, the Audit committee can also be assisted by outside consultants at the Company's expense and sees to it that they remain independent. The chairman of the Audit committee or, in his absence, a member of the committee designated for this purpose, reports regularly to the Board on its work, conclusions and proposals, and informs it immediately of any difficulty encountered. The committee enlightens the Board with its opinions and shares with it all observations and recommendations which are useful for the Board's proceedings.

The members of the Audit committee will, upon appointment, receive if necessary a specific training in respect of the specific accountancy, financial or business issues of the Company.

5.4 Appointments and Governance committee

5.4.1 Composition

The Appointments and Governance committee is composed of at least three directors appointed by the Board. It is chaired by the Vice-chairman of the Board of directors.

The Chief Executive Officer attends the meetings of the Appointments and Governance committee except when it deals with point (b) of paragraph 5.4.2 below.

The secretariat is handled by one of the committee's members or by the Secretary of the Board depending on the case.

5.4.2 Prerogatives

The Appointments and Governance committee:

- (a) sees to the respect of the rules of governance ;
- (b) prepares the Board's proceedings as regards the evaluation of the company's officers ;
- (c) Examines, in an advisory capacity, the management's proposals concerning the appointment and dismissal of the Group's main executives (branch managers, functional managers) ;
- (d) Is informed of the policy elaborated by the management in the field of the management of the Group's executives and, in this capacity, examines the procedures concerning succession plans ;
- (e) Formulates proposals concerning the selection of the members of the Board ;
- (f) Examines all Board member candidates and expresses an opinion and/or recommendation concerning them to the Board ;
- (g) Examines the composition of the Board's committees ;
- (h) Debates annually on the qualification of an independent Board member ;
- (i) Prepares in due time recommendations and opinions concerning the appointment or succession of company's officers. The committee reports annually to the Board on its work on this issue.

5.4.3 Operating Procedures

In order to perform its mission, the Appointments and Governance committee may be assisted by outside consultants at the Company's expense.

The Appointments and Governance committee convenes at least twice per year, once before the Board meeting which convenes the annual meeting of the shareholders, and which prepares the agenda of this meeting. It examines the draft resolutions concerning the appointment of directors; It convenes each time it is useful, upon notice from 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 enlightens the Board with its opinions and shares all observations and recommendations which are useful for the Board's proceedings.

5.5 Remunerations committee

5.5.1 Composition

The Remunerations committee is composed of a minimum of three directors designated by the Board. The Chief Executive Officer attends the committee's meetings for issues other than those pertaining to his remuneration.

The secretariat is handled by one of the committee's members or by the Secretary of the Board depending on the case.

5.5.2 Prerogatives

The Remunerations committee proposes to the Board the conditions governing the remuneration of the company representatives. Its mission is to:

- make recommendations to the Board concerning the remuneration, retirement and provident scheme, the benefits in kind and various pecuniary rights, including as the case may be, the allocation of free Company shares and stock options concerning the officers of the Company, as well, as the case may be, as possible members of the Board who are on the company's payroll;
- propose to the Board a draft resolution that will be subject to the vote of shareholders at the Ordinary general meeting of shareholders with respect to the remuneration of the legal representatives of the Company,
- propose to the Board the determination of a global budget for the allocation of free shares and/or stock options to buy company shares as well as the general and particular conditions which apply to these allocations.
- express an opinion on the management's proposals concerning the number of allottees,
- propose to the Board a global amount in directors' fees as well as the manner of distributing them.

The Remunerations committee is informed of the remuneration policy of the main executives.

5.5.3 Operating procedures

To perform its mission, the Remunerations committee may be assisted by outside Consultants, at the Company's expense.

The Remunerations committee convenes at least once per year, before the Board meeting which convenes the annual shareholders meeting and which determines the agenda of this meeting. It examines the draft resolutions pertaining to issues falling within its domain of expertise. It convenes when needed upon notice from its Chairman, either at its own initiative or at the request of the Chairman of the Board.

The Chairman of the Remunerations committee, or a member of the committee appointed for this purpose, reports to the Board on its work, conclusions and proposals. The committee enlightens the Board with its opinions and shares all observations and recommendations which are useful for the Board's proceedings.