



Internal Rules of the Board of Directors

Edition in force as of
1.November 2018

VINCI's Board of Directors (referred to hereinafter as the "Board") adopted the AFEP-MEDEF Code for the purposes of preparing the report stipulated in Article L 225-37 of the Commercial Code¹.

The Board adopted, during its meeting of 17 October 2018, the revised terms of the Internal Rules designed to define the rules and operating procedures of the Board and its Committees as of 1. November 2018.

1 - THE BOARD OF DIRECTORS

The Board is a collegial body appointed by all of the Company's shareholders in order to act in all circumstances in its interests.

1.1 The powers of the Board

The Board performs the tasks assigned to it under the law and those specified by these Internal Rules or in application of the AFEP - MEDEF code.

Subject to the powers expressly attributed to the meetings of the shareholders and within the limit of the corporate purpose, it looks after all matters related to the proper operation of the Company and settles any affairs relating to it by means of its deliberations.

1.1.1 General tasks

The Board determines the guidelines for the Company's activities. It examines the important operations under the conditions of article 1.1.2.

The Board selects the organisational mode for its governance (grouped or separate functions of the Chairman and Chief Executive Officer). It appoints VINCI's executive² or non-executive³ officers, the Vice-chairman and the Senior Director, and it controls the execution of their missions. Each year, the Board decides on the list of Directors considered to be independent.

The Board decides on all items of remuneration and other benefits of any corporate officer and determines the distribution of the attendance fees.

It considers the social and environmental stakes of the Group's activities and notably ensures the implementation of a corruption prevention and detection system.

The Board sees to the quality of the information provided to shareholders and to the financial markets in the context of the corporate and consolidated financial statements that it closes, of the annual report and of the documents submitted to it or when significant operations are conducted.

As part of its tasks, the Board receives the opinions of the Strategy and CSR Committee, the Audit Committee, the Appointments and Governance Committee and the Remunerations Committee, the operation of which is indicated 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 Chief Operating Officer

³ Separate Chairman of the board of directors, if relevant.

The Board performs the audits and verifications that it considers to be appropriate. It can, as part of its control mission, obtain communication of the documents that it considers to be useful for accomplishing its mission.

1.1.2 Tasks in respect of operations

The Board has the following specific tasks:

- (a) Being required, in compliance with the law, to determine the Company's strategic guidelines, and more generally those of the Group, it examines them on a case-by-case basis in connection with operations involving a division, or globally during a periodic strategic seminar.
- (b) Prior to their implementation, it approves the strategic investment projects and all operations, in particular acquisitions or disposals, likely to have a significant repercussion on the Group's perimeter, activities, risk profile, results, balance sheet structure, as well as on its rating and the market valuation of VINCI.

This prior approval procedure concerns:

- (i) investment or disinvestment operations involving holdings or assets representing a Group exposure in terms of capital, debt or guarantees with a unit value 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 CSR Committee (see paragraph 5.2.2);
- (iii) the operations which do not fall within the Group'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 pursuant to paragraph 1.1.2, the Chairman makes every effort to obtain the opinion of all Directors before making the decision. He informs the Chairman of the Strategy and CSR Committee 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.

He ensures the application of the recommendation contained in article 5.3 of the AFEP-MEDEF Code regarding disposals involving at least half of the Company's assets.

1.2 Composition of the Board

The Board is composed of a number of Directors that is between the minimum and maximum numbers of members authorised by legal and regulatory provisions⁴.

The Directors are appointed by the ordinary general meeting of the shareholders upon a proposal of the Board, other than directors representing the employees whose appointment provisions are indicated in the articles of association.

⁴ Currently, the minimum and maximum numbers are respectively 3 and 18, not including Directors representing the employees and the Directors representing the employee shareholders.

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 terms of the representation of women and men, nationalities, international experience or skills, and adapted to the Company's needs, by taking the measures needed to 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 co-optation.

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 can be re-elected subject to the same reserves.

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

2 - GOVERNANCE

2.1 Chairman, Chief Executive Officer, Vice-Chairman and Senior Director

After having selected the governance organisational mode in compliance with Article 1.1.1, the Board elects a Chairman, a Chief Executive Officer who can simultaneously be the Chairman, possibly a Vice-Chairman and, when the functions of Chairman and Chief Executive Officer are combined, a Senior Director chosen from amongst the Independent Directors.

The Chairman, the Chief Executive Officer, the Vice-Chairman and the Senior Director must be natural persons. All are chosen from amongst the Directors, except for the Chief Executive Officer, who is not necessarily a Director.

The Board determines the provisions for the performance of the general management. When it decides to combine the positions of Chairman and Chief Executive Officer, the Chairman performs his duties with the title of Chairman and CEO.

The Board can appoint one or more Deputy Chief Executive Officers.

2.2 The Chairman

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

He sees to the smooth running of the Company's governance. He makes certain that the Directors are able to fulfil their duties and that they are provided with sufficient information. He provides the Board, its Committees, the Vice-Chairman and the Senior Director with the information that they need to perform their duties.

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 organisation of the Board's work, as well as on the internal control procedures put into place by the Company. He sees to the correct application of the governance rules.

2.3 The Chief Executive Officer

The Chief Executive Officer is vested, in accordance with the law, 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.

2.4 The Vice-Chairman

The Vice-Chairman has the following duties:

- He helps the Chairman, when requested, to perform his missions, insofar as necessary
- Based on his experience and knowledge of the Group, he enlightens the Board on the matters and organisational aspects brought to the attention of the Board, He represents the Group at the Chairman's request,
- He participates in meetings with shareholders and proxy advisers at the Chairman's request,
- He chairs the Board meeting in the Chairman's absence.

For the purposes of performing his duties, the Vice-Chairman has the following means and powers:

- He is kept regularly informed by the Chief Executive Officer of the significant events and situations pertaining to the Group's life, in particular as regards the strategy, the major investment and disinvestment projects, the organisation, the financial reporting and the major financial operations, the movements of the Company's capital and the contacts with the main current or potential shareholders.
- He chairs the Strategy and CSR committee.
- He has direct access to the members of the Group's Executive Committee, and can, in cooperation with the Chief Executive Officer, organise 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.

He reports to the general meeting on the performance of his missions.

2.5 The Senior Director

The Senior Director has the following duties:

- He serves as the contact point for the Directors regarding governance matters,
- He can be contacted by shareholders with regard to governance matters. For this purpose, he has a dedicated e-mail address. He is also informed of any comments and suggestions submitted by shareholders with regard to governance. He ensures that their questions are answered and makes himself available to communicate with institutional shareholders and proxy advisers at the Chairman's request, if relevant. He reports to the Board with regard to these contacts.
- A referral can be made to him for any conflict of interest involving a Board member, and he can also decide to look into such matters. He assists with the management of such conflicts of interest in compliance with Article 4.6.2.

For the purposes of performing his duties, the Senior Director has the following powers:

- He can add any point to the Board's agenda
- At any time, he can ask the Chairman to convene the Board with a specific agenda, with the Chairman being bound by this request.
- He chairs the Appointments and Governance Committee.
- Once each year, he organises a meeting of the Directors without the presence of any managing executive corporate officer. This meeting does not constitute a Board meeting, but it is reported upon during a formal meeting of the Board. This meeting is notably intended to allow the Directors to express themselves regarding governance matters, and on the assessment of the performance of the general management on the basis of proposals from the competent committees.

For the performance of his duties, the Senior Director can request the assistance of the Board's Secretary at any time.

He reports to the general meeting on the performance of his missions.

2.6 Duration of Terms

The Board determines the duration of the duties of the Chief Executive Officer, of the Vice-Chairman and of the Senior Director, provided that such duration does not exceed the duration of their respective terms as directors.

The Chief Executive Officer, the Vice-Chairman and the Senior Director can be re-elected.

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),
- the duties of the CEO expire 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 (70).

2.7 Secretary of the Board

The Board appoints a Secretary who may be selected outside the Board's 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.

A projected calendar of the meetings of the Board and of its committees is prepared notwithstanding any exceptional meetings that are called if necessary.

The Board can be convened at any time at the request of the Senior Director, with a specific agenda.

Finally, the Board can also be convened at the request of one third of the Board's members if it has not met for over two months and, in this case, with a specific agenda.

The Chairman is bound by these requests.

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.

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 and of the Senior Director, who can ask for any point to be added to the agenda.

At the request of one fourth of the Board 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 periodic accounts, to examine the budgets and discuss all items falling within its powers.

3.2 The Board's deliberations

The Board can vote valid decisions only if at least one half of the Directors are present or deemed to be 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-conference or of a 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 directly or indirectly concerning a director, the director concerned is asked to leave the Board meeting for the time required for the voting, as the case may be.

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

After each meeting, minutes are prepared and submitted for the Board's approval.

3.3 Information provided to the Board and to each Director

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

They are informed of the Company's financial situation, cash position and commitments, as well as of the changes within the markets, the competitive environment and the main stakes, including in the domain of social and environmental responsibility.

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.

Files relating to meetings of the Board and its committees are also made available to the members in electronic format, via a dedicated Internet site.

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 Senior Director is kept informed of such requests, as is the Vice-Chairman in the event that the request relates to a matter involving the strategy or CSR. When such a request cannot be satisfied, it is up to the Board, on the basis of the report of the Senior Director 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's executive officers, if the Chief Executive Officer has been informed beforehand.

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.

Furthermore, a formal evaluation of the Board is performed every three years, possibly under the supervision of the Senior Director 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, to meet the evaluation objective set down in the AFEP-MEDEF Code as well as to permit the identification of the proposals apt to improve the functioning and efficiency of the Board.

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

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 receive 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 Board 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.

It is recalled that according to the AFEP-MEDEF Code, a Director must not hold more than four other mandates in listed companies outside of the Group, including foreign. He/she undertakes not to hold a company mandate in a company which competes with VINCI. He/she must inform the Board of any appointment in other companies, including appointments as a member of the Committee of the Board in those French or non-French companies.

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 contrary to the interests of 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 Association⁵, 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.

4.5 Operations involving Company securities

4.5.1 Obligation to abstain

In accordance with the prevailing regulation relating to market abuse, 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.

Each Director must also abstain 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° Recommending the acquisition or sale, or seeing 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 linked.

The detailed rules concerning market abuse as well as the anticipated 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 transactions⁶ 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 made in accordance with the applicable law within a period of 3 business 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 to the Secretary of the VINCI Board.

⁵ This number is currently 1000 shares

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

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, judgement, 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/she 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.

For the purposes of this analysis, each Director shall provide the Company with the information in his/her possession that will allow the Appointments and Governance committee to assess the nature of the business links directly or indirectly existing between this Director and the Group.

When called upon to vote on the appointment of any new director, the shareholders meeting is informed of his situation in view of the independence criteria indicated in the AFEP-MEDEF Code.

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 Senior Director without delay about any situation which may be created or may be perceived as creating a situation of conflict of interest as 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.

When the Board votes on a topic directly or indirectly concerning a Director in a conflict of interest situation, the Director concerned is asked to leave the Board meeting for the time required for the voting, as the case may be.

The 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, prevent or manage them.

5 - BOARD COMMITTEES

5.1 General rules

5.1.1 Committees

The Board's permanent committees are the following:

- Strategy and CSR 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.

5.1.2 Rules common to all committees

The Board determines the composition and remuneration of the members of these committees.

The Board appoints each Committee's Chairman.

The mission of each committee is to study, analyse 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.

Each Committee can draft its own policies as a supplement to these internal rules. The Board Secretary must be so informed.

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, to the Vice-Chairman and to the Senior Director for the sake of information.

In order to vote valid decisions, two Committee members must be physically present for the meeting, or by means of an audio or videoconferencing system. Committee members may not be represented.

Minutes of each meeting are drafted. These minutes are 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 Group director of its choice to its meetings, when needed, after having so informed the Company's executive officers, and hear from any knowledgeable person or expert.

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.

Each Committee can call for external technical studies on subjects within its sphere, at the Company's expense and after having so informed the Chairman and Chief Executive Officer.

5.2 Strategy and CSR Committee

5.2.1 Composition

The Strategy and CSR Committee is composed of at least three Directors appointed by the Board.

It is chaired by the Vice-Chairman.

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, with the right to vote.

VINCI's Chief Executive Officer and the Chief Financial Officer attend meetings of the Strategy and CSR Committee. The secretariat is handled by the Secretary of the Board or by any person designated by the committee.

5.2.2 Prerogatives

The Strategy and CSR Committee assists the Board in elaborating the Group's strategy. It examines, prior to their presentation to the Board, the strategic investment projects and any operation, in particular acquisitions or disposals, 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 valuation. It also monitors questions relating to environmental and social matters.

Its mission among other things is:

- to prepare the proceedings of the Board as concerns the Group's strategy, mentioned in paragraph 1.1.2;
- 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 regarding projects that are outside of the Group's announced strategy;
- to give its opinion to the management regarding the plans to make significant changes in the Group's legal or operational structures;
- to examine for an opinion the document which must be forwarded to the works council regarding strategic objectives of the company and their consequences;
- to ensure the coverage of the subjects relating to social and environmental responsibility, within the Group strategy and its implementation;

- to ensure the existence and operation of the alarm systems implemented within the Group;
- to examine the report indicated in article L. 225-102-1 of the Commercial Code with regard to CSR;
- to examine the VINCI group's commitments regarding sustainable development, in view of the challenges specific to its activity and objectives,

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 CSR Committee convenes whenever useful upon notice from its chairman, in particular in the case of a project or event which is important for the Company or the Group.

In accomplishing its mission, the Committee may hear the executives and management concerned by the topic being examined.

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 within the Group, as relevant.

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

5.3.2 Prerogatives

The Audit Committee performs the tasks assigned by the law. It monitors, under the responsibility of the Board, any matters relating to the preparation and verification of the accounting and financial information. It has the following tasks:

- (a) It monitors the process for elaborating the financial information. It examines the Group's annual and bi-annual company and consolidated accounts before they are submitted to the Board. It ensures the quality of the information provided to the shareholders.
- (b) 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. It examines the perimeter of consolidated companies and, if relevant, the reasons for which companies are not included. It

looks into the significant operations during which a conflict of interest could have occurred. It provides recommendations for ensuring integrity.

- (c) It monitors 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:
 - o it hears the persons in charge of internal audits and risk management and gives an opinion on the organisation of the corresponding departments;
 - o it must be kept informed of the internal audit programme and of the internal audit reports or a summary of those reports
 - it regularly reviews 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;
- (d) It provides a recommendation on the appointment of the statutory auditors proposed by the general meeting or at the time of their re-election, as well as with regard to their remuneration;
- (e) It monitors the performance of their mission by the statutory auditors. It examines with the statutory auditors their intervention plans, their conclusions and recommendations, as well as the follow-up given thereto;
- (f) It ensures that the statutory auditors comply with the independence conditions set down by law;
- (g) It approves the delivery of the services mentioned in article L 822-11-2 of the Commercial Code;
- (h) It examines the group's policy in the field of insurance;
- (i) It keeps up-to-date regarding procedures in the field of ethics and competition and sees to the existence of a system for controlling the application thereof;
- (j) It issues an opinion on the fulfilment of any agreement signed, if relevant, between the Company and a Company officer, executive or not.

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.

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 all observations and recommendations which are useful for the Board's proceedings.

The Committee members receive, upon appointment, if necessary specific training in respect of the specific accountancy, financial or business issues of the Group.

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 Senior Director.

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 has the following tasks:

With regard to appointments:

- (a) Examines all Board member candidates and expresses an opinion and/or recommendation concerning them to the Board;
- (b) Prepares in due time recommendations and opinions concerning the appointment or succession of 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) Provides an opinion on the composition of the committees and proposals on the appointment or re-appointment of the Audit committee chairman;

With regard to governance

- (f) verifies the respect with the governance rules; ensures that the recommendations of the AFEP MEDEF Code are followed and that possible discrepancies are explained, notably in the part of the Annual Report devoted to corporate governance;
- (g) supervises the Board's assessment process;

- (h) prepares the Board's proceedings as regards the evaluation of the company's officers, in collaboration with the Strategy and CSR Committee and the Remunerations Committee, with regard to their respective competences;
- (i) examines the independence of the Board members on an annual basis;

5.4.3 Operating procedures

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:

- (a) 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;
- (b) propose to the Board draft resolutions that will be subject to the vote of shareholders at the Ordinary general meeting of shareholders with respect to the remuneration of the company's executive officers;
- (c) 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.
- (d) express an opinion on the management's proposals concerning the number of allottees,

- (e) 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 company's main non-executive officers.

5.5.3 Operating procedures

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.

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