

ELECTORAL REGULATIONS

**ELECTION OF MEMBERS
OF THE SUPERVISORY BOARD OF THE
COMPANY MUTUAL FUND:**

“CASTOR INTERNATIONAL”

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PREAMBLE

1. The CASTOR International Fund

The CASTOR International Company Mutual Fund (the “Fund”) is invested in shares issued by VINCI.

It is established within the framework of VINCI’s International Group Company Savings Plan signed on April 2002 (the “VINCI PEGI”), and of the VINCI Group’s International Group Shareholding Savings Plan signed on 2 September 2011, which has been the subject of several updates, the latest of which pursuant to Amendment no. 13 dated 18 December 2023 (the “VINCI PEGAI”).

In this document, the Company will have the same definition as in the CASTOR International Fund Regulations, namely, companies that are members of VINCI PEGI or of the VINCI PEGAI.

2. The composition of the Supervisory Board

The Fund’s Supervisory Board is established pursuant to Article L. 214-165 of the French Monetary and Financial Code, under the conditions set out in the second paragraph of Article L. 214-164-I of that Code, as supplemented by Article 165 of the PACTE Law. It is the Fund’s administrative and supervisory body for the management of the Fund.

In accordance with Article 8 of the Fund’s Regulations, the Supervisory Board is made up of equal numbers of employee members representing unitholders, and of members representing the Company.

Its composition is therefore as follows:

- 6 (six) full employee unitholder members representing employee and former employee unitholders, each directly elected by the unitholders and employees of the VINCI Group entities established in the various countries;
- 6 (six) members representing the Company, appointed by the Company.

In all cases, the maximum number of Company representatives will be the same as the number of unitholder representatives.

Deputies of the full members representing unitholders will be appointed in the same way. Deputy members will attend meetings in the event a full member’s absence, and in the event of a vacancy will replace the full member for the remainder of the original term of office.

All candidates for a full or deputy position will stand simultaneously, and the position for which they are elected will be determined by the allocation of seats according to the number of votes won.

The allocation of positions will be based on the number of votes won, and so as to ensure that 6 (six) full members employed by VINCI Group entities established in the various countries, and 9 (nine) deputy members, are appointed. In order to ensure that the various countries are adequately represented among the elected deputies, the number of deputies employed by VINCI Group entities established in the same country will be limited to 2 (two), provided that this is possible having regard to the number of candidates having obtained votes. In the event of a member’s absence, or of a vacancy, the deputies who received the highest number of votes during the election will sit on the Supervisory Board, provided that they are employed by a VINCI Group entity established in a country that is not yet represented on the Supervisory Board. In the event that the highest-ranking deputy is employed by a VINCI group entity established in a country that is already represented, the next-highest ranking deputy from a country that is not represented will sit on the Supervisory Board.

In the event of a tie, the seat will be allocated to the candidate from a country that is not yet represented, or failing that, to the candidate with the longest period of service within the VINCI Group.

The electoral college will consist of all employee or former employee unitholders.

Each member of this college will have a number of votes equal to the number of units that he or she holds in the Fund (at the time of the decision made on 24 September 2024), calculated to 4 decimal places (or ten thousandths of a unit).

Candidates must be employees of a VINCI Group company that is a member of the VINCI PEGAI, and must be a CASTOR International Fund unitholder (at the time of the decision made on 24 September 2024).

This document details the procedure for the conduct of elections.

ARTICLE 1 – THE REGULATIONS

1.1 The scope of the Regulations

These Regulations concern the election of members of the CASTOR International Company Mutual Fund Supervisory Board.

1.2 The purpose of the Regulations

The election of members of the Supervisory Board representing unitholders will be organised in anticipation of the end of the current representatives' terms of office.

The terms of office of the current members of the Supervisory Board will expire on 31 December 2024. An election will therefore be organised in the second half of 2024 in order to appoint new members of the Supervisory Board representing unitholders.

The purpose of these Regulations is to define the election procedure in accordance with the Fund's Regulations, and Articles L. 214-164 and L. 214-165 of the French Monetary and Financial Code, as supplemented by Article 165 of the PACTE Law.

ARTICLE 2 – THE ELECTION

2.1 The purpose of the election

The purpose of the election is to elect 6 (six) full employee unitholder members of the Supervisory Board, and 9 deputy members, representing employee and former employee unitholders of the CASTOR International Fund.

2.2 The structure of the election

The election governed by these Regulations will be a multi-candidate ballot determined by a simple majority.

Voting will take place via a website.

There will be two stages to the electoral process:

- A call for candidates to establish the list of candidates; and
- A ballot to elect the members of the Supervisory Board.

ARTICLE 3 – ELECTORAL COMMISSION

An Electoral Commission will be created, which will be responsible for checking the regularity of the election procedure and for announcing the results.

3.1 Composition

This Electoral Commission will consist of:

- 1 Commission Chair appointed by VINCI; and
- 2 assessors appointed by VINCI SA's Social and Economic Committee.

Members of the Commission cannot stand as candidates in this election.

3.2 Role

The Electoral Commission will monitor and approve the entire electoral procedure, and in particular:

- The opening and closing of the vote;
- The announcement of the results; and
- Disputes relating to the election.

The Electoral Commission will sit at VINCI's premises.

ARTICLE 4 – THE CONDUCT OF VOTING OPERATIONS

VINCI will appoint a service provider company to organise the call for candidates, to make the necessary arrangements for the ballot to obtain the votes of unitholders in the context of this election, and to handle the counting of those votes.

Voting will take place via a website, in accordance with terms and conditions ensuring that votes are personal, confidential, and genuine in nature.

ARTICLE 5 – THE ELECTORAL COLLEGE

5.1 The conditions governing the electorate

The electoral college will consist of CASTOR International Fund unitholders.

The conditions governing the electorate will be assessed on 29 October 2024.

Each elector will have a number of votes equal to the number of units that he or she holds in the Fund on the aforementioned date, calculated to 4 decimal places (or ten thousandths of a unit).

5.2 Establishment of the list of electors

The list of electors will be finalised on 29 October 2024.

No account will be taken of any changes to the list of electors between 29 October 2024 and the date of the ballot.

ARTICLE 6 – ELIGIBILITY

To be eligible for election to the Supervisory Board, candidates must satisfy each of the following two conditions on the date of the election:

- They must be Fund unitholders; and
- They must be an employee of a VINCI Group company that is a member of the VINCI PEGAI.

In the event that, when the votes are counted, a candidate no longer satisfies the eligibility criteria, his or her candidacy will no longer be valid, and he or she will no longer be entitled to participate in the election. In that event, he or she will be replaced by the candidate gaining the next lower number of votes, and who is employed by a VINCI Group entity established in a country that is not yet represented by elected candidates with a higher number of votes.

Once candidates are elected, and for the avoidance of doubt, they must retain their status as Fund unitholders and as employees of a VINCI Group Company that is a member of the VINCI PEGAI, in order to remain members of the Supervisory Board.

ARTICLE 7 – THE VOTING SYSTEM

The adopted voting system is a multi-candidate ballot consisting of one round of voting, with seats being allocated to the candidates obtaining the highest number of votes, with a maximum of one seat per country.

In the event of a tie, the candidate from a country that is not yet represented, and who has the longest period of service within the VINCI Group, will be declared elected.

ARTICLE 8 – THE CALL FOR CANDIDATES

A call for candidates will take place to invite unitholder employees to stand as candidates.

8.1 The call for candidates procedure

The call for candidates will first take place by e-mail, and then by post if necessary. This e-mail or letter will be sent to all unitholder employees, and will contain a link or URL for the download of an application form.

The letter will be written in French and English.

Candidates will complete the application form, and if they wish, may write a mission statement in their native language and/or in English, in PDF format.

Application forms and mission statements will be returned by unitholders to an e-mail address specifically dedicated to this operation (as specified in the communication).



8.2 The procedure for submitting applications

Applications shall contain the following information:

- For each candidate, his or her surname, first name, division, employer company, company country, AMUNDI account number, and length of service within the VINCI Group, so that his or her eligibility can be checked. In default, a candidate failing to satisfy these conditions will automatically be removed from the list of candidates proposed to unitholders.
- A mission statement (two sides of A4, maximum 2 megabytes).

Completed applications must be received no later than 6 p.m., Paris time, on 28 October 2024, and must be sent to the dedicated election e-mail address election-castor-vinci@client.voxaly.com.

The validity of applications will be checked by VINCI, under the supervision of the Electoral Commission, at the time the list of candidates is submitted, and at the time the votes are counted.

8.3 The order of presentation of candidates

The order in which candidates are presented will be the order in which their applications were received at the dedicated election e-mail address.

ARTICLE 9 – SENDING OF VOTING MATERIALS

Details of how to log on to the site will first be sent to unitholders by e-mail, or, if necessary, by post to their home address, using the last address provided by them in the AMUNDI databases.

These documents will be written in English and French.

The e-mail or letter shall contain the following information:

- The address of the voting website;
- The access code and password specific to each unitholder; and
- The telephone support number.

Mission statements will be published on the voting site at the following address: castor-vinci.vote.voxaly.com from 19 November 2024 (the date on which the ballot opens).

The Electoral Regulations will also be available for consultation.

ARTICLE 10 – TRAINING

A training session for members of the Electoral Commission will take place ahead of the elections.

At this session:

- The service provider will train the members of the Electoral Commission in the procedures for opening, closing, and counting the vote;
- The members of the Electoral Commission will approve the voting system; and
- The decryption keys will be publicly generated. The entry of at least two of these keys will allow counting operations to take place.

ARTICLE 11 – VOTING OPERATIONS

Voting will take place on a dedicated website. Access to these pages will be secure and confidential.

Voting will take place from 10 a.m., Paris time, on 19 November 2024, to 3 p.m., Paris time, on 6 December 2024.

11.1 The conduct of internet voting operations

- Voters must identify themselves using their access code and password.
- In order to be recorded, voters' votes must be confirmed.
- Blank votes will be possible.
- Each voter can only vote for a single candidate.
- Any vote cast on the site will be final, and voters will not be able to change their vote afterwards.
- Voters who have already voted on the website, and who access the site again, will be informed by a message that their vote has already been recorded, and that they cannot change it.

11.2 Provisional timetable

Date	Purpose of the operation
24/09/2024	Finalisation of the list of employee unitholders for the call for candidates
07/10/2024	Sending of an e-mail or letter to employee unitholders (call for candidates)
28/10/2024	Deadline for receipt of applications (6 p.m., Paris time)
29/10/2024	Establishment of the list of electors, and finalisation of the list of employee unitholders for the ballot
From 08/11/2024	For those whose e-mail address has not been provided in their AMUNDI personal space, sending of letters to employee and non-employee unitholders explaining how to log on
19/11/2024	Sending of e-mails to employee and non-employee unitholders explaining how to log on
19/11/2024	Opening of the ballot (10 a.m., Paris time)
06/12/2024	Closing of the ballot (3 p.m., Paris time) Vote counting and tallying operations
10/12/2024	Announcement of the results (4 p.m., Paris time)

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ARTICLE 13 - COUNTING OPERATIONS

The Electoral Commission will announce the closing of the ballot at 3 p.m., Paris time, on 6 December 2024. It will also announce the commencement of the counting procedure.

The methodology for the count will be as follows:

- Confirmation of the automatic closing of the ballot;
- Collection of decryption keys (at least two keys);
- Decryption of the votes using the decryption keys;
- Calculation of the results;
- Publication of the final list of electors;
- Publication of the election report.

The Electoral Commission will announce the results at 4 p.m., Paris time, on 10 December 2024, after verification of the validity of the elected candidates.

ARTICLE 14 - EXCEPTIONAL EVENTS

In the event that a difficulty of any kind arises during the electoral process, VINCI may, on an exceptional basis, by way of derogation from the above, and subject to the approval of the Electoral Commission, take any kind of measure to overcome that difficulty while preserving the integrity of the result of the ballot and its confidentiality.

ARTICLE 15 – PUBLICATION OF THE RESULTS

The results will be the subject of a report drawn up by the Electoral Commission.

The report will be circulated as soon as it is drawn up.

ARTICLE 16 – DISPUTES

Disputes must be referred to the Electoral Commission within three business days of publication of the election results.

The Electoral Commission will rule on such disputes within three business days of the expiry of the referral period.



ARTICLE 17 – TERM OF OFFICE

The term of office is 4 years.

If a member of the Supervisory Board representing employee unitholders ceases to be an employee of a VINCI Group company that is a member of the VINCI PEGAI, or ceases to be a Fund unitholder, he or she will lose his or her status as a member of the Board.

ARTICLE 18 - PUBLICATION OF THE ELECTORAL REGULATIONS

These Regulations are available to unitholders on the election website at castor-vinci.vote.voxaly.com. They can also be consulted by unitholders on the castor.vinci.com website.

ARTICLE 19 – DATE OF COMMENCEMENT OF TERM OF OFFICE

The term of office of the members elected pursuant to these Regulations will commence on 1 January 2025.

Done at Nanterre, on 16 September 2024.

Jocelyne Vassoille

VINCI Director of Human Resources