

**ELECTORAL REGULATIONS**

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

**"CASTOR INTERNATIONAL"**

# PREAMBLE

## 1. The Castor International Fund

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The Castor International Company Mutual Fund (hereafter "**the Fund**") is invested in shares issued by VINCI.

It is established as part of VINCI's International Group Corporate Savings Plan (Plan d'Epargne Entreprise de Groupe International - PEGI) signed on 15 April 2002 ("PEGI VINCI") and the VINCI Group International Shareholders' Group Savings Plan (Plan d'Epargne Groupe d'Actionariat International - PEGAI) signed on 2 September 2011, which was updated on several occasions, the latest of which consisted of Amendment no. 9 dated 20 November 2019 ("PEGAI VINCI").

In this document, the Company will have the same definition as that used in the regulations of the CASTOR International Fund, namely the companies affiliated to the VINCI PEGI or the VINCI PEGAI.

## 2. Composition of the Supervisory Board

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The Fund's Supervisory Board is established pursuant to Article L. 214-165 of the French Monetary-Financial Code under the conditions laid down in the 2nd paragraph of I of its Article L. 214-164, supplemented by Article 165 of the PACTE Law. It is the administrative and supervisory body for managing the Fund.

In accordance with Article 8 of the Fund's regulations, amended with effect from the 1<sup>st</sup> January 2021, the Supervisory Board is composed jointly of employee members representing the unitholders and members representing the Company.

The latter is therefore composed as follows:

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

In all cases, the number of Company representatives shall be no more than the number of unitholder representatives.

The alternates of the full members representing the unitholders are appointed under the same conditions. Alternates attend meetings in case of absence of the full members and they replace full members in the event of a vacancy for the remainder of the initial term of office.

All candidates present themselves simultaneously for a post as full member or for a post as an alternate, with the post for which they are elected being determined by the allocations of seats according to the number of votes won.

Posts are allocated based on the number of votes won and to ensure the appointment of 6 (six) full members employed by VINCI Group entities in various countries and 9 (nine) alternate members. In order to ensure enough representativeness of the different countries among the elected alternates, the number of alternate members employed by VINCI group entities established in the same country will be limited to 2 (two) provided that the number of candidates having won votes allow it. In the event of absence of a full member or a vacancy, those alternates will sit on the Supervisory Board who have won the largest number of votes at the election, provided that they are employed by a VINCI Group entity established in a country not yet represented on the Supervisory Board. In the event that the senior alternate is employed by a VINCI Group entity established in an already represented country, the next senior alternate from a non-represented country will sit on the Supervisory Board.

In a situation of an equal number of votes, the seat will be allocated to the candidate from a country not yet represented and, failing that, to the most senior candidate within the VINCI Group.

The electoral college is composed of all unitholders, employees and former employees.

Each member of this college has a number of votes equal to the number of units with 4 decimal places (or ten thousandths units) which he/she holds in the Fund.

Candidates must be employees of a VINCI Group company belonging to the VINCI Group PEGAI and be unitholders of the Castor International Fund.

This document details how the elections will be implemented.

## ARTICLE 1 – REGULATIONS

### **1.1 Scope of the regulations**

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These regulations pertain to the election of members of the Supervisory Board of the Castor International Company Mutual Fund.

### **1.2 Purpose of the regulations**

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The election of the members of the Supervisory Board representing the unitholders is organised following the amendment of Article 8 of the Fund's regulations which will come into force on the 1<sup>st</sup> January 2021, in order to take into account the new provisions of Article L. 214-165 of the French Monetary-Financial Code which resulted from Law no. 2019-486 of 22 May 2019 on the growth and transformation of companies (PACTE law).

The terms of office of the members of the Supervisory Board in place will expire on 31/12/2020. Thus, an election is held in the second half of 2020 to appoint the new members of the Supervisory Board representing the unitholders.

The purpose of this regulation is to define the terms of this election, pursuant to the regulations of the Fund, and articles L.214-164 and L.214-165 of the French Monetary-Financial Code, as supplemented by Article 165 of the PACTE Law.

## ARTICLE 2 – ELECTION

### **2.1 Purpose of the election**

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

### **2.2 Election structure**

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The election governed by these regulations is a simple plurinominal majority ballot.

Voting takes place via a website.

The electoral process takes place in two stages:

- The establishment of a call for applications for the appointment of candidates,
- Holding the ballot to elect the members of the Supervisory Board.

## ARTICLE 3 – ELECTORAL COMMISSION

An Electoral Commission is set up to check the regularity of the electoral operations and to declare the results.

### 3.1 Composition

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This Electoral Commission is composed of:

- 1 Chairman of the Commission appointed by VINCI
- 2 assessors appointed by VINCI SA's CSE.

The members of the Commission may not stand as candidates for this election.

### 3.2 Role

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The Electoral Commission supervises and validates the entire electoral procedure, in particular:

- The opening and closing of the vote
- The announcement of the results
- Complaints relating to the election

The Electoral Commission sits at the premises of VINCI.

## ARTICLE 4 – CONDUCTING THE VOTING OPERATIONS

VINCI mandates a service provider to organise the call for applications, put in place voting procedures to collect the unitholder votes in the context of this election and to perform the counting of votes.

Voting takes place via a website.

## ARTICLE 5 – ELECTORATE

### 5.1 Electorate conditions

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The electoral college is composed of all the unitholders of the Castor International Fund.

The electorate conditions are assessed on 27/10/2020.

Each voter has a number of votes equal to the number of units with 4 decimal places (or ten thousandths units) that he/she holds in the Fund on the aforementioned date.

## **5.2 Establishing the electoral list**

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The electoral list will be decided on 27/10/2020.

A possible change in the electoral list between 27/10/2020 and that of the vote itself is not taken into account.

## ARTICLE 6 – ELIGIBILITY

To be eligible for the election of the Supervisory Board, the candidate must meet each of the following two conditions on the day of the election:

- be a unitholder of the Fund;
- be an employee of a VINCI Group Company belonging to the VINCI PEGAI.

In the event that, at the time of the counting, the candidate no longer meets the eligibility criteria, his/her application will no longer be valid and will call into question his/her participation in the election. In this case, he/she will be replaced by the candidate of lower ranking in number of votes and employed by a VINCI Group entity established in a country not yet represented by the higher-ranked elected candidates.

It is reminded that in order to still sit on the Supervisory Board once elected, it is necessary to maintain the capacity of unitholder in the Fund and of employee of a VINCI Group Company belonging to the VINCI PEGAI.

## ARTICLE 7 – VOTING SYSTEM

The chosen voting system is a plurinomial first-past-the-post electoral system, with the allocation of seats to candidates who have obtained the largest number of votes, with a maximum of one seat per country.

In a situation of equality of votes, that candidate will be declared elected who originates from a country not yet represented and who has the highest seniority within the VINCI Group.

## ARTICLE 8 – CALL FOR APPLICATIONS

A call for applicants will be made in order to invite unitholder employees to stand as candidates.

### **8.1 Procedures for calls for applications**

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Calls for applications are made as a priority by e-mail or by post, where appropriate. This e-mail or letter is sent to all unitholder employees. It contains a link or URL to download an application form.

The letter is drafted in French and in English.

The applicant fills in the application form and, should he/she wish, drafts an election address in his/her mother tongue and/or in English, in PDF format.

Applications and election addresses are returned by the unitholders to a specific dedicated e-mail address for this operation.

## **8.2 Procedures for submitting candidates' files**

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The candidate's file contains the following information:

- For each candidate, their last name, first name, business line, company they work for and country of activity, AMUNDI account number, and seniority within the VINCI Group.
- Election address (two-sided A4, maximum 2 MB).

The complete application files must be sent no later than 6 p.m. on 26/10/2020, Paris time, and sent to a dedicated e-mail address for the elections: [election-castor-vinci@voxaly.com](mailto:election-castor-vinci@voxaly.com).

VINCI will verify the validity of the applications under the supervision of the Electoral Commission at the time of filing the list, as well as at the time of counting the votes.

## **8.3 Order of presentation of the candidates**

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The order of presentation of candidates is carried out in order of arrival of applications at the dedicated e-mail address for the elections.

## ARTICLE 9 – SENDING THE VOTING MATERIAL

The terms for connecting to the site are sent to the unitholders as a priority by e-mail or, where appropriate, by post to their residence, to the last address they provided in the AMUNDI bases.

These documents are drafted in English and in French.

The e-mail or letter contains the following information:

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

The election addresses are published on the voting website at the following address: [castor-vinci.vote.voxaly.com](http://castor-vinci.vote.voxaly.com) as of 17 November 2020 (date of opening the ballot).

The election regulations can also be consulted there.

## ARTICLE 10 – TRAINING

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

During this session:

- The members of the Electoral Commission will be trained by the service provider on the opening, closing and counting procedures.
- The members of the Electoral Commission will validate the voting system.
- Decryption keys will be generated publicly. Capturing at least two of these keys allows the counting operations to be carried out.

## ARTICLE 11 – VOTING OPERATIONS

The vote will be carried out on a dedicated website. Access to these pages is secure and confidential.

Voting will take place from 10 a.m. (Paris time) on 17/11/2020 until 3 p.m. (Paris time) on 04/12/2020.

### 11.1 Conducting the internet voting operations

- The voter must identify himself/herself with his/her access code and password.
- The voter's vote must be confirmed in order to be registered.
- Blank votes will be possible.
- Each voter may only vote for a single candidate.
- Any vote cast on the site will be final and voters may no longer change their vote.
- A voter who has already voted on the website and who accesses it again will be informed by a message that his/her vote has already been registered and that he/she may not change it.

### 11.2 Provisional timetable

Date	Purpose of the operation
22/09/2020	Closing the list of employee unitholders for the call for applications
05/10/2020	Sending an e-mail or letter to employee unitholders (call for application).
26/10/2020	Deadline for receiving applications (6 p.m., Paris time).
27/10/2020	Establishing the electoral list
From 06/11/2020	Sending letters on the methods for connection to employee and non-employee unitholders, for those whose e-mail address is not provided in their AMUNDI personal space
17/11/2020	Sending e-mails on the methods for connection to employee and non-employee unitholders
17/11/2020	Opening of the ballot (10 a.m., Paris time)
04/12/2020	Closing of the ballot (3 p.m., Paris time) Vote examination and counting operations.

## ARTICLE 13 - COUNTING OPERATIONS

The closing of the voting operations will be declared by the Electoral Commission at 3 p.m. (Paris time) on 04/12/2020. It will also announce the opening of the counting procedure.

The counting will be carried out according to the following methodology:

- Confirmation of automatic closing of the vote;
- Collecting the decryption keys (at least two keys);
- Decrypting the votes using the decryption keys;
- Calculation of the results;
- Publishing the definitive sign-off sheet;
- Publishing the Report.

The Electoral Commission will announce the results at midday (Paris time) on 09/12/2020, after verification of the validity of the elected candidates.

## ARTICLE 14 - EXCEPTIONAL EVENTS

In case of difficulties, regardless of their nature, occurring during the electoral process, VINCI may set up, on an exceptional basis and by derogation from the above, any type of mechanism, subject to the approval of the Electoral Commission, enabling this difficulty to be remedied while preserving the integrity of the result of the vote 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 distributed as soon as it has been drawn up.

## ARTICLE 16 - COMPLAINTS

Complaints will be brought before the Electoral Commission within three working days following communication of the results of the ballot.

The Electoral Commission will rule on these complaints within three working days following expiry of the time limit for referral.

## ARTICLE 17 – TERM OF OFFICE

The term of office is 4 years.



When a member of the Supervisory Board representing unitholder employees ceases to be an employee of one of the VINCI Group companies belonging to the VINCI PEGAI or ceases to be a unitholder of the Fund, he/she loses his/her capacity as a member of the Board.

#### ARTICLE 18 - PUBLISHING THE ELECTION REGULATIONS

These regulations are made available to unitholders on the voting site [castor-vinci.vote.voxaly.com](https://castor-vinci.vote.voxaly.com). Unitholders may also consult it at [castor.vinci.com](https://castor.vinci.com).

#### ARTICLE 19 - TAKING OFFICE

The term of office of elected members pursuant to these regulations shall take effect on 01/01/2021.

Electoral Regulations established in Rueil-Malmaison on September 10, 2020 and completed in point 2 of the Preamble on November 12, 2020.

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