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## VINCI INTERNAL WHISTLEBLOWING PROCEDURE

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# VINCI INTERNAL WHISTLEBLOWING PROCEDURE

As part of its **procedures for detecting and preventing corruption** and its **vigilance plan designed to prevent risks regarding human rights, fundamental liberties, personal health and safety and the environment**, and more generally to ensure the satisfactory application of its **Code of ethics and conduct**, the VINCI Group has introduced a single procedure making it possible to receive and process all internal whistleblowing reports under conditions of absolute confidentiality. This concerns its own activities and those of its subcontractors and suppliers, in France and abroad, without prejudice to the specific whistleblowing systems used within these entities.

This document explains how any person concerned, as defined in article 2.3, can submit an internal whistleblowing report when they are personally aware of any facts justifying their assertions, and describes the way these reports will be processed.

It sets out the rights and obligations of whistleblowers and of the recipients of such reports.

## 1. Scope

This procedure applies within any entity forming part of the group's financial consolidation scope.

As VINCI is headquartered in France, the procedure is designed to meet the requirements of French law (please see the appendix).

However, it also applies wherever the Group is present. Each of the companies based outside France is therefore required to verify the compatibility of this procedure with the requirements of local laws and regulations in order to add to it when necessary, without reducing its scope.

Additionally, each non-consolidated company in which the group has a significant shareholding is encouraged to introduce its own fully compliant ethics and whistleblowing system.

## 2. Submitting a whistleblowing report

### 2.1. What is a whistleblowing report?

A report is an act by which any physical person concerned (please see article 2.3) can report any serious irregularities related to their professional situation, of which they are personally aware.

## 2.2. What sort of subjects can a whistleblowing report concern?

The whistleblowing report can concern the following facts:

1. Any behaviour or situation contravening the VINCI Group's "Code of Ethics and Conduct" or the "Anti-Corruption Code of Conduct"
2. Any behaviour or situation contravening the VINCI Group's "Guide on Human Rights" or a serious infraction concerning human rights and fundamental liberties
3. Any behaviour or situation which is contrary to the VINCI Group's "Essential and fundamental actions in the field of Occupational Health and Safety" or a serious threat to personal health and safety
4. Any behaviour or situation contravening the VINCI Group's environmental commitments or a serious environmental infraction

More generally, it may concern:

5. A crime or offence, or a serious and clear violation of a law or regulation
6. A serious and clear violation of an international commitment ratified or approved by France
7. A serious and clear violation of an international organisation's unilateral act based on a treaty ratified or approved by France
8. A threat to or serious harm to the public interest

## 2.3. Who may submit a whistleblowing report?

Only a physical person having personal knowledge of the facts concerned may submit a report.

The physical persons concerned by the whistleblowing procedure are:

- employees of companies belonging to the VINCI Group as defined in Part I, subparagraph 1;
- external or occasional employees of VINCI Group companies (such as temps, subcontractors' staff, suppliers' staff, service providers, etc.);
- physical persons involved in a project – for matters concerning environmental and societal vigilance obligations.

Please note: As submitting false information can have serious consequences, particularly concerning the image and reputation of the physical persons concerned and of the companies, anyone submitting a report should only act:

- in a disinterested manner and in good faith;
- on condition that he/she has personal knowledge of the facts;
- in compliance with this procedure and the applicable laws and regulations.

## 2.4. How should whistleblowing reports be submitted?

A physical person wishing to submit a report should do so as soon as possible after becoming personally aware of a situation covered by this procedure.

They must be able to supply the recipient of the report with the following supporting evidence/information:

- facts, information or documents, regardless of their form or medium, to back up the report;
- information making it possible to communicate with them (e-mail address, postal address, telephone numbers, identity, etc.).

#### 2.4.1. For Group employees

Group employees may submit a whistleblowing report in any of the following ways:

##### a. Contacting their line manager

Group employees must initially contact their direct or indirect manager or a designated correspondent within their entity.

##### b. Using the entity's whistleblowing procedure where one exists

If the employee, acting in good faith, considers that the circumstances make it impossible to contact someone within their entity, they have the option of using the entity's whistleblowing system where one exists.

As a minimum, the entity's whistleblowing procedure must offer the same guarantees as that offered by the Group regarding the protection of confidentiality.

##### c. Using the Group's whistleblowing procedure

If the entity does not have a specific whistleblowing procedure, or if the employee, acting in good faith, considers that circumstances prevent them from using it, they have the option of using the Group's whistleblowing procedure.

The employee may contact the Group's Correspondent for Ethics:

By post, writing to the following address: 1 cours Ferdinand de Lesseps, 92 851  
Rueil Malmaison Cedex, France

By e-mail, at [ethics@vinci.com](mailto:ethics@vinci.com)

By telephone, on + 33 1 47 16 42 45

By appointment + 33 1 47 16 35 16

They may also use the VINCI Integrity whistleblowing platform:

<https://www.vinci-integrity.com>

#### 2.4.2. For employees of third-party companies (outside or occasional staff)

To submit a whistleblowing report, the Group's outside or occasional staff can use the following means:

##### a. Using the entity's whistleblowing procedure where one exists

Where one exists, the whistleblower can use the whistleblowing procedure of the Group entity with which his or her employer has a business relationship.

##### b. Using the Group's whistleblowing platform

If the Group entity concerned does not have a specific whistleblowing procedure, or if the employee, acting in good faith, considers that circumstances prevent them from using it, they have the option of using the Group's whistleblowing procedure.

The employee may contact the Group's Correspondent for Ethics:

By post, writing to the following address: 1 cours Ferdinand de Lesseps, 92 851  
Rueil Malmaison Cedex, France

By e-mail, at [ethics@vinci.com](mailto:ethics@vinci.com)

By telephone, on + 33 1 47 16 42 45

By appointment + 33 1 47 16 35 16

They may also use the VINCI Integrity whistleblowing platform:

<https://www.vinci-integrity.com>

#### 2.4.3. For other stakeholders (physical persons)

To submit a whistleblowing report, other stakeholders (physical persons) can use the following means:

##### a. Using the entity's whistleblowing procedure where one exists

Where one exists, other stakeholders (physical persons) can use the whistleblowing procedure of the Group entity concerned by the report.

b. [Using the Group’s whistleblowing platform](#)

When the entity concerned by the whistleblowing report does not have a whistleblowing procedure, they can use the Group whistleblowing platform.

## 3. The Group’s whistleblowing platform

The Group has decided to introduce a single digital platform, which is gradually being rolled out.

This will initially concern the Group’s direct employees and will later be extended to outside or occasional staff and finally to other stakeholders.

The purpose of this platform is to receive all whistleblowing reports as listed in article 2.2 and to process them in total confidentiality.

### 3.1. Transitional measures

The current procedure for receiving whistleblowing reports will continue to apply while awaiting the roll out of the digital whistleblowing platform

The Group Correspondent for Ethics may be contacted:

By post, writing to the following address: 1 cours Ferdinand de Lesseps, 92 851  
Rueil Malmaison Cédex

By e-mail, at [ethics@vinci.com](mailto:ethics@vinci.com)

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### 3.2. Definitive measures

The Group’s digital platform will complement the system currently being used.

It will enable the physical persons concerned to submit reports and for the Ethics and Vigilance Department to receive these reports in compliance with strict confidentiality requirements and with the processing requirements detailed in article 4.2.

The platform’s address will be supplied by any appropriate means to the staff representatives and to the physical persons concerned.

## 4. The processing of reports

### 4.1. Conditions concerning the admissibility of whistleblowing reports

To be considered admissible for consideration, a whistleblowing report must meet the following criteria:

- it must be submitted by a physical person acting in good faith, in a disinterested manner, having personal knowledge of the facts;
- it must concern a fact resulting from the activities of one of the Group companies or the activities of subcontractors or suppliers with which this company has a business relationship in as far as these facts are related to this relationship.

### 4.2. Obligations incumbent upon the person receiving the report

The person receiving the report, whether at an entity or Group level, must:

- immediately inform the person submitting the report:
  - that the report has been received;
  - of the reasonable estimated time required to consider the admissibility of the report;
  - of the manner in which they will be informed of the action taken following the report.
- verify the admissibility of the report within a reasonable period of time and to inform the whistleblower of the admissibility or inadmissibility of the report;

- if the report is found to be inadmissible:  
Within a maximum period of two months as from the date on which the ineligibility of the report is noted, destroy all contents of the file which make it possible to identify the whistleblower and the persons concerned, unless this information may constitute evidence in pre-litigation or litigation proceedings, including concerning the abusive or malicious use of this procedure.
- if the report is found to be admissible:
  - process the report in liaison with and with help from the different departments concerned within the company, in order to verify (or to arrange the verification of) the accuracy of the reported facts, based particularly on the evidence supplied by the whistleblower;
  - inform the persons concerned by the report (after having taken any necessary measures to protect evidence, when necessary);
  - recommend any measures to be taken, where applicable.
- after the report has been processed:
  - inform the whistleblower and the other persons concerned by the report that the report has been processed and that the case is closed;
  - delete or archive (after anonymisation) the files within a period of two months following the completion of the verifications, once this information may constitute evidence in pre-litigation or litigation proceedings.

## 5. Protection for whistleblowers

### 5.1. Protection against reprisals

VINCI confirms that no group employee may be disciplined, dismissed or face any direct or indirect discriminatory measures for having used this procedure in good faith to report facts of which he or she was personally aware in the performance of their duties, even if the report turns out to be unfounded after investigation.

### 5.2. Guaranteeing confidentiality

The identities of the users of this whistleblowing platform and all of the information received by the recipients of the report will remain strictly confidential. Information making it possible to identify the whistleblower may not be divulged, other than to the judicial authorities, unless his or her consent has been obtained. Information which may identify the person concerned by a report may not be divulged, other than to the judicial authorities, once it is determined that the whistleblowing report is founded.

### 5.3. Sanctions

The disclosure of information that may reveal the identify the whistleblower or the persons concerned, or of any information gathered during the reporting process may result in civil, criminal and disciplinary proceedings.

Anyone using this procedure in an abusive or malicious manner may face possible disciplinary measures and prosecution.

## 6. Information for staff representatives, Group employees, third-party companies and stakeholders.

### 6.1. Information for staff representatives

After informing and consulting with the European Works Council, information concerning the Group's whistleblowing system will be sent to the staff representation bodies wherever they may be, in accordance with local laws and regulations.

### 6.2. Information for Group employees

Information concerning this procedure will be available on the Group Intranet site. Additionally, Group employees will be informed of the procedure via the different communication channels usually employed in their respective entities (welcome booklet, specific Intranet site, memorandums, posters, etc.).

### 6.3. Information for third-party companies

Details of the VINCI Group's whistleblowing procedure will be provided to third-party companies by any relevant means, for example by adding a clause or appendix to contracts and eventually via the Group's website.

### 6.4. Information for stakeholders

The procedure will eventually be available on the Group's website so that stakeholders (physical persons) other than direct, external or occasional employees of the Group may exercise their whistleblowing rights concerning environmental and societal obligations.

To prevent the large-scale submission of malicious whistleblowing reports, technical measures used to screen the reports will be put in place, strictly protecting confidentiality (captcha tests for example).

## 7. Reporting

### 7.1. Reporting by entities with a special system

The Divisions organise the collection of the following information for their respective scopes of activity with entities with a specific system for the reception of reports, in an anonymised or pseudonymised form which does not make it possible to identify the persons concerned:

- the number of admissible reports, broken down by theme;
- the number of inadmissible reports;
- any other relevant information concerning the reports.

This reporting information is submitted on a quarterly basis to the Group Ethics and Vigilance Department.

### 7.2. Reporting by the Ethics and Vigilance Department

#### 7.2.1. Reporting to the ethics and vigilance committee

The Ethics and Vigilance Department will aggregate the quantitative and qualitative data it receives on a quarterly basis from the Divisions with the data it has processed directly in order to send the following information on a quarterly basis to the VINCI ethics and vigilance committee, in a consolidated and anonymised or pseudonymised form, which does not make it possible to identify the persons concerned:

- the number of admissible reports, broken down by theme;

- the number of inadmissible reports;
- any other relevant information concerning the reports.

#### 7.2.2. Reporting to the Board of Directors

Each year, the Ethics and Vigilance Department will provide the Board of Directors with a quantitative and qualitative overview of the reports received locally and at a Group level, including:

- the number of admissible reports, broken down by theme;
- the number of inadmissible reports;
- any other relevant information concerning the reports.

## 8. Auditing specific measures in the poles, divisions and entities

The ethics and vigilance committee may audit the specific procedures for receiving whistleblowing reports used in the different poles, divisions or entities, or arrange for them to be audited, in compliance with the rules to ensure the strict confidentiality of the data collected, to guarantee the effectiveness of the said procedures and their compliance with Group rules.

## 9. Changes to the Group's whistleblowing procedure

This procedure may be subsequently adapted following an assessment of its effectiveness and to take account of any possible changes in regulations. These adaptations will be the subject of ad hoc announcements and formalities.

## 10. Protection of personal data

The whistleblowing procedure introduced at a group-wide level includes personal data collected and processed partly based on a legal obligation and partly on the basis of consent. It will be listed in VINCI SA's register of processing operations.

Similarly, special procedures introduced in the Divisions, departments and entities for receiving whistleblowing reports must be the subject of all necessary formalities required by local regulations.

## APPENDIX

### THE FRENCH LEGAL FRAMEWORK FOR WHISTLEBLOWING

The right to whistleblowing within a company is enshrined by the following legal texts among others:

Nature of the report	Source	Companies required to introduce a whistleblowing procedure	Persons entitled to submit a whistleblowing report
Report concerning a failure to comply with the law (reporting a crime, an offence, a serious and clear violation of the law or of international treaties or a threat to or serious harm to the public interest)	The Sapin II Law <sup>1</sup> Articles 6 and 8	Entities with fewer than 50 employees	Members of the workforce External and occasional staff
Anti-corruption reports (Reporting behaviour or situations contravening the company's code of conduct concerning the prevention of corruption)	The Sapin II Law Article 17	Companies: <ul style="list-style-type: none"> <li>- employing at least 500 members of staff;</li> <li>- or belonging to a group of companies, whose parent company has its head office in France and which has a workforce of at least 500 people;</li> <li>- and whose turnover or consolidated turnover exceeds 100 million euros.</li> </ul>	Company employees
"Vigilance" reports (reporting risks concerning human rights and fundamental liberties, health and safety and the environment).	Vigilance Law <sup>2</sup> Article 1	Companies employing: <ul style="list-style-type: none"> <li>- at least 5,000 employees directly and in its direct or indirect subsidiaries, and having its registered office on French territory;</li> <li>- or at least 10,000 employees directly and in its direct and indirect subsidiaries, and having its registered office on French territory or abroad.</li> </ul>	Not specified

*Note: This procedure does not concern other legal whistleblowing procedures specific to certain persons and/or certain activities, including the business and social whistleblowing rights of employee representative bodies, or whistleblowing rights concerning public health and the environment.*

<sup>1</sup> French Law No. 2016-1691 of 9 December 2016 concerning transparency, the fight against corruption and the modernisation of the economy (known as the "Sapin II" law)

<sup>2</sup> French Law No. 2017-399 of 27 March 2017 concerning the obligation of vigilance incumbent upon parent companies and contracting companies