



Paris, 6 September 2016

**Decision of the Board of Directors regarding
the remuneration components of Olivier Roussat and Philippe Marien,
Deputy CEOs of Bouygues SA**

At its meeting of 30 August 2016, the Bouygues Board of Directors, after having decided to appoint Olivier Roussat and Philippe Marien as Deputy CEOs of Bouygues, and on the recommendation of the Selection and Remuneration Committee, decided the following:

2016 financial year

Olivier Roussat heads one of the Group's five business segments and, as such, benefits from the same amounts and the same remuneration conditions as the four other business segment heads (fixed remuneration of €920,000 + variable remuneration not exceeding an overall ceiling of 150% of fixed remuneration determined by reference to five performance criteria, of which three relating to the performance of the business segment headed by the beneficiary).

Given that the 2016 financial year is already two thirds through, the Board of Directors has decided not to award Olivier Roussat, for the four remaining months of the 2016 financial year, any specific remuneration in respect of his new functions as Deputy CEO of Bouygues SA, in addition to remuneration in respect of his functions as Chairman and CEO of Bouygues Telecom.

Until the present date, Philippe Marien's remuneration comprised fixed remuneration of €798,000 plus a variable component calculated on the basis of several criteria: the Group's cash management; the Group's credit rating; effectiveness of internal control, oversight of functions within his remit; management of major operations entrusted to him (such as acquisitions, asset disposals or financial operations). The variable component is capped at 100% of fixed remuneration.

Given that the 2016 financial year is already two thirds through, the Board of Directors has decided to maintain, in respect of Philippe Marien's functions as Deputy CEO for the 2016 financial year, with no change, the same rules for determining his variable remuneration. However, as from 1 September 2016, Philippe Marien's annual fixed remuneration is revised to €920,000.