



## Board of Directors' meeting of 15 November 2016

### Renewal of the term of office of Olivier Bouygues as Deputy Chief Executive Officer – defined-benefit pension

Under Article 17.2 of the Articles of Association, once a Deputy Chief Executive Officer passes the age of 65, his term of office is subject to annual renewal by the Board of Directors at its next subsequent meeting for successive periods of no more than one year until he reaches the age of 70. Olivier Bouygues, Deputy Chief Executive Officer of Bouygues, reached the age of 66 on 14 September 2016.

At its meeting of 15 November 2016, the Board of Directors, acting on a proposal from the Selection and Remuneration Committee, decided to renew the term of office of Olivier Bouygues as Deputy Chief Executive Officer for a one-year period and to reiterate the decisions taken by the Board meeting of 23 February 2016 as regards his remuneration for the 2016 financial year.

The Macron Law of 6 August 2015 introduced a new legal requirement that the vesting of new pension benefits under defined-benefit pension schemes awarded to executive directors of listed companies must be subject to the attainment of performance conditions. The defined-benefit supplementary pension scheme to which Olivier Bouygues belongs is subject to this legal requirement.

Olivier Bouygues, on the same basis and subject to the same conditions as the other members of the Bouygues group Management Committee, belongs to a defined-benefit supplementary pension scheme giving entitlement to an annual pension equal to 0.92% of the reference salary (average of the three best years) per year in the scheme. Benefits under this scheme vest after ten years' service with the Bouygues group. The pension is capped at eight times the annual Social Security ceiling, i.e. €308,928 in 2016.

However, Olivier Bouygues retains unconditionally the rights that vested under this pension scheme prior to entry into force of the Macron Law, which are not subject to performance conditions.

It should also be borne in mind that on 7 August 2015, the date of entry into force of the Macron Law, Olivier Bouygues had – given his length of service, and the level of his past remuneration – long ago fulfilled the conditions for entitlement to the supplementary pension at the maximum rate, obviating the need to stipulate performance conditions for the period subsequent to that date.

Consequently, the Board of Directors has decided that Olivier Bouygues should retain his entitlement under the supplementary pension scheme to which he belongs.