

PRESS RELEASE

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2020

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DECISIONS BY THE BOARD OF DIRECTORS ON JULY 27, 2020

1. Dividend and convening of an Ordinary General Shareholders' Meeting

Against the unprecedented backdrop of the current health crisis, the Board of Directors of Colas published a press release on April 1, 2020 to announce its decision to withdraw its proposal to distribute a dividend (6.40 euros per share) and to meet during the summer to reassess the situation and analyze the advisability of proposing the distribution of a dividend for 2019.

To this end, the Colas Board of Directors met on July 27, 2020 and decided to call an Ordinary General Shareholders' Meeting on September 3, 2020 to propose a dividend of 6.40 euros per share for fiscal 2019.

Backed by a very solid financial situation and high cash levels, Colas is able to distribute a dividend while maintaining sufficient liquidity to face the impact of the health crisis, develop its existing activities, and keep debt low.

The ex-dividend and payment dates are respectively set for September 8 and 10, 2020.

2. Compensation of executive directors

The Board of Directors, on the recommendation of the Selection and Compensation Committee, decided to modify the annual variable compensation for 2020 of the Chief Executive Officer as follows:

- Reducing the ceiling for annual variable compensation to 100% of fixed compensation (against 125% previously);
- Introducing a new criterion - P6 - to assess the capacity of the Chief Executive Officer to quickly and effectively manage the health crisis with employees and stakeholders and to limit its impacts. The P6 criterion will represent 20% of the fixed compensation and will be assessed with regard to:
 - implementation of the business continuity and rapid re-opening plan;
 - implementation of measures to protect the health and safety of employees;
 - proactive management of Colas' cash and liquidity;
 - ability to adapt cost management to limit the impact of the health crisis on Colas's results.

- Readjusting the weight of criteria P1 to P5 following the creation of the new P6 criterion;
- Maintaining targets from P1 to P5 defined by the Board of Directors on February 18, 2020;
- Lowering trigger thresholds making compensation, under criteria P1 to P4, proportional to the percentage of target achievement.

The other elements of the compensation policy applicable to the Chief Executive Officer for fiscal 2020 (presented in paragraphs 2.1.1 and 2.1.2.1 of the Management Report in the 2019 Annual Report) and the applicable compensation policy in 2020 to the Chairman of the Board of Directors (presented in paragraphs 2.1.1 and 2.1.2.2. of the Management Report in the 2019 Annual Report) remain unchanged and applicable.

The thus-modified compensation policy for executive directors will be subject to the approval of the Ordinary General Shareholders' Meeting of September 3, 2020.

3. Terms of participation in the Ordinary General Shareholders' Meeting on September 3, 2020

The terms of participation in the General Shareholders' Meeting of September 3, 2020 will be available on www.colas.com in the Finance / Regulated Information / General Shareholders' Meeting section and in the mandatory legal publications on Wednesday, July 29, 2020.

Shareholders will have the option to ask questions in writing, to be sent to the following email address: assemblee generale@colas.com before the deadline at midnight on August 31, 2020

Colas (www.colas.com)

Colas, a subsidiary of the Bouygues Group, is a world leader whose mission is to promote transport infrastructure solutions for sustainable mobility. With 57,000 employees in more than 50 countries on five continents, the Group performs some 70,000 road construction and maintenance projects each year via 800 construction business units and 3,000 material production units.

In 2019, consolidated revenue at Colas totaled €13.7 billion (52% outside of France). Net profit attributable to the Group amounted to €261 million.

For further information:

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