COMBINED ANNUAL GENERAL MEETING

2017 CONVENING NOTICE

THURSDAY 27 APRIL 2017 AT 3.30PM

Challenger
1 avenue Eugène Freyssinet
Guyancourt, France

BOUYGUES

CONTENTS

MESSAGE
FROM MARTIN BOUYGUES, CHAIRMAN AND CEO

7 April 2017

To the shareholders,

It is my pleasure to invite you to our next Annual General Meeting, which will be held at Challenger at 3.30pm on Thursday, 27 April 2017.

The Annual General Meeting is an important occasion for all Bouygues shareholders.

At the meeting, you will be asked to take important decisions for the company and for the Bouygues group as a whole: approval of the financial statements, setting of the dividend, approval of regulated agreements and commitments, appointment of a new director and the renewal of the term of office of a director, renewal of most of the authorisations or delegations of powers to the Board of Directors with a view to permitting the company to buy back its own shares, to reduce or increase share capital, and to grant options to acquire new or existing shares. You will also be asked to give an opinion on the remuneration of the Executive Officers directors (Chairman and CEO, and Deputy CEOs).

In addition, for the first time, pursuant to the Sapin 2 Act, you will be asked to give your opinion on the remuneration policy applicable to the Executive Officers for the current financial year.

The Annual General Meeting is an excellent opportunity for shareholders to meet senior executives and to hear key messages about the situation of the company and the Group.

In 2017, Bouygues is giving shareholders the option of voting by internet before the meeting, on the Votaccess secure platform that can be accessed via the company's dedicated website (for registered shareholders) or via the internet portal of the financial intermediary managing their securities account (for bearer shareholders).

I hope that you will take part in the meeting, either by attending in person or by voting by post or by proxy.

Thank you for you trust.

Best regards,

1. The Bouygues group in 2016

Full-year 2016 results

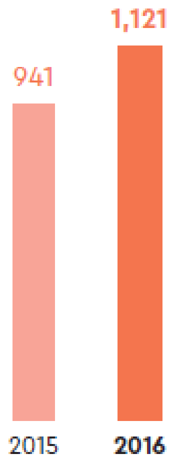
- All targets for 2016 were met or exceeded
- Strong commercial momentum in the construction businesses and at Bouygues Telecom
- Significant increase in the Group's current operating margin (+0.6 points)
- Net debt of €1.9 billion, down €695 million year-on-year
- Dividend maintained at €1.60
- Continued improvement in the Group's profitability in 2017

Sales

€ million

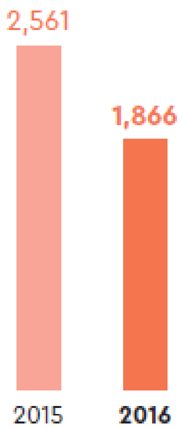
Current operating profit

€ million



Net debt

€ million, at end-December



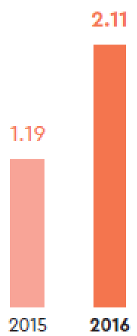
Dividend per share

€

(a) To be submitted for approval at the AGM on 27 April 2017

Earnings per share [a]

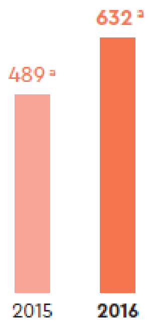
€ per share



(a) Basic earnings per share on continuing operations

Net profit attributable to the Group excluding exceptional items

€ million



(a) After stripping out the non-current charges and income (net of taxes) recorded by each business segment and the capital gains on the divestments of Bouygues Construction's and Colas' stakes.

KEY FIGURES (€ million)	**2015**	**2016**	**Change**
Sales	32,428	31,768	-2%[a]
Current operating profit	941	1,121	+19%
Current operating margin	*2.9%*	*3.5%*	*+0.6 pts*
Operating profit	668[b]	947[c]	+42%
Net profit attributable to the Group	403	732[d]	+82%
Net profit attributable to the Group excl. exceptional items[e]	489	632	+29%
Net debt at 31 December 2016[f]	2,561	1,866	-€695m

(a) Stable like-for-like and at constant exchange rates
(b) Including non-current charges of €273m at Bouygues Telecom, Colas, Bouygues Construction, TF1 and Bouygues Immobilier
(c) Including non-current charges of €84m at TF1, €62m at Colas, €23m at Bouygues Construction, €13m at Bouygues Immobilier and non-current income of €20m at Bouygues Telecom (of which non-current charges of €84m related to the roll-out of network sharing and non-current income of €104m related to a capital gain on the sale of towers)
(d) Including a net capital gain of €189m on the sale of stakes in the highway concession companies Adelac (A41) and Atlandes (A63)
(e) See reconciliation on page 13
(f) Net debt comprises an aggregate of cash and cash equivalents, overdrafts and short-term bank borrowings, non-current and current debt, and financial instruments

The Group continued to improve its profitability in 2016

In line with the first nine months, **the Group saw sharp growth in its full-year results**, driven by Bouygues Telecom and the construction businesses.

Current operating profit was 19% higher than in 2015 at €1.1 billion, with sales down 2% (stable like-for-like and at constant exchange rates). Consequently, the current operating margin rose 0.6 points year-on-year to 3.5%. Operating profit reached €947 million, up 42%, after non-current charges of €174 million (non-current charges of €287 million in all business segments, and non-current income of €113 million, essentially related to the sale of towers by Bouygues Telecom). Net profit attributable to the Group was €732 million, including the sale of stakes in the highway concession companies Adelac (A41 highway) and Atlandes (A63 highway). Restated for exceptional items (non-current charges and disposals), net profit attributable to the Group was up 29% at €632 million.

All the Group's sectors of activity contributed to this achievement by **meeting or exceeding their targets.**

- As expected, the current operating margin in the construction businesses improved, rising 0.3 points year-on-year to 3.5%.
- The cost of programs at TF1's five freeview channels was €960 million (excluding sporting events and non-current items), below the target of €970 million. The first phase of the *One Transfo* plan generated savings of €6 million in relation to the €5-10 million announced.
- Bouygues Telecom continued to grow. After rising 2% in 2015, sales increased 6% in 2016 and the EBITDA margin[a] improved by 3 points to 23% (up 2 points in 2015). The savings target of €400 million for 2016 versus end-2013 was exceeded and net capital expenditure was in line with expectations at €802 million.

(a) EBITDA/sales from network

Financial structure provides the Group scope for development

Net debt was at €1.9 billion at end-December 2016, €695 million lower than at the end of 2015. Net gearing was 20%, a year-on-year improvement of 8 points. This decrease reflects sharp growth in the Group's cash flow, up 21% year-on-year to €2.5 billion at end-2016, the proceeds of the Alstom public share buy-back offer, asset disposals and very tight management of the working capital requirement by all the Group's business segments.

Outlook

Over the last few years and in all its business segments, Bouygues group has adapted its strategy and organization to changes in its markets and strengthened a culture of flexibility and efficiency that is crucial in a constantly evolving environment. As a result, the Group is well positioned to seize new opportunities.

Bouygues expects to continue to improve its profitability in 2017, driven by all the business segments.

- In a market that exhibits long-term growth potential sustained by the gradual roll-out of infrastructure programs in developed countries, **the construction businesses** have a high level order book and solid competitive edge on their rivals. In this context, they will continue to apply a selective approach and focus on profitability rather than volumes. Consequently, the current operating margin should continue to improve in 2017.
- The strategy implemented by **TF1** should allow it to improve its profitability, aiming for a double-digit current operating margin in 2019. Ongoing tight cost control should allow it to hold the average annual cost of programs (excluding sporting events) for the five freeview channels at €980 million for 2017 and over the next three years and achieve €25-30 million of recurrent savings (excluding cost of programs).
- **Bouygues Telecom** confirmed its 25% EBITDA margin target for 2017 and set a new free cash flow[a] target of €300 million in three years' time.

(a) Free cash flow = cash flow - cost of net debt - income tax expense - net capital expenditure. It is calculated before changes in WCR

CONSTRUCTION BUSINESSES[a]

The order book in the construction businesses reached a record level of €30.2 billion at end-December 2016, up 4% year-on-year (up 6% at constant exchange rates).

In France, fourth-quarter figures confirmed that the construction market stabilized in 2016. The order book at end-December 2016 was up 7% year-on-year at €14.2 billion.
Order intake at **Bouygues Construction** rose 17% in 2016 versus 2015 and included a number of major contracts such as the Port of Calais extension, Tour Alto in La Défense and the roll-out of FTTH (Fiber To The Home) networks in the Nord and Pas-de-Calais departments of northern France.
Positive momentum in residential property reservations at **Bouygues Immobilier** continued in the fourth quarter, driven by historically low interest rates, the Pinel tax incentive and an extension of the zero-interest loan program. Property reservations were 19% higher over the full year than in 2015.
The order book at **Colas** at end-December 2016 was up 7% year-on-year after declining for three consecutive years.

On international markets, the Group continued its policy of targeted growth and saw the order book at end-2016 increase to €16.0 billion, up 2% year-on-year (up 6% at constant exchange rates). This figure included significant orders booked in the fourth quarter of 2016, such as Hinkley Point in the UK, worth €1.7 billion, and Line 3 of the Cairo metro in Egypt, worth €190 million.
International orders accounted for 58% of the order book at Bouygues Construction and Colas at end-December 2016.

Sales in the **construction businesses** were €25.0 billion in 2016, down 4% year-on-year. They were negatively impacted by an exchange rate effect of €364 million and a scope effect of €283 million following Colas' sale of its bitumen storage and sales activities in Asia to its Thai subsidiary Tipco Asphalt and the discontinuation of its refining activity in France. Like-for-like and at constant exchange rates, sales were down slightly by 1%.

Current operating profit was €879 million in 2016, up €48 million year-on-year, and the current operating margin improved 0.3 points to 3.5%.
Operating profit was €781 million after non-current charges of €98 million, mainly related to the discontinuation of activity of Colas' Dunkirk refinery and the implementation of new organizations at Bouygues Construction and Bouygues Immobilier.

Net profit attributable to the Group was €754 million, €175 million more than in 2015. It included capital gains on the sale of stakes in the highway concession companies Adelac (A41) and Atlandes (A63).

(a) Bouygues Construction, Bouygues Immobilier and Colas

TF1

TF1 reported sales of €2,063 million in 2016, up 3% from 2015. It benefitted from the integration of Newen Studios, consolidated since 1 January 2016, while advertising sales were down slightly, by 2%, in the absence of any significant upturn in the TV advertising market.

Current operating profit was €129 million, down €29 million year-on-year, and reflected the cost of screening the Euro 2016. The 2015 figure included a positive impact of €34 million related to the deconsolidation of Eurosport France.

Operating profit was €45 million. It included non-current charges of €84 million related to the transformation costs and the effects of LCI's migration to freeview, as well as the impacts of both Newen Studios and the decree on French drama.

BOUYGUES TELECOM

Bouygues Telecom's good 2016 commercial and financial results confirm its strategic choices.

The number of mobile customers continued to grow, rising by 1,105,000 over the full year and by 335,000 in the fourth quarter, for a total of 13 million customers at end-2016. Net growth in plan customers excluding MtoM[a] accelerated in the fourth quarter, with 228,000 new adds.
With an additional 1,096,000 new mobile customers excluding MtoM since the end of 2014, Bouygues Telecom was one year ahead of schedule in achieving its objective of gaining 1 million new mobile customers excluding MtoM since end-2014.

4G penetration within Bouygues Telecom's customer base continued and now accounts for 65% of mobile customers excluding MtoM, reaching 6.9 million users[b] at end-December 2016. The spread of 4G was accompanied by a sharp increase in mobile data usage, with the average monthly consumption[c] by 4G retail customers at 4.2GB in December 2016, versus 2.5GB in December 2015.

Bouygues Telecom continued to grow steadily in the fixed broadband market, gaining 313,000 new customers in 2016, including 98,000 in the fourth quarter, for a total of 3.1 million customers at end-December 2016. As a result, Bouygues Telecom is well positioned to meet its target of 1 million additional fixed broadband customers at end-2017 versus end-2014.
FTTH[d] accounted for 26% of net annual growth in 2016, with 81,000 new adds for a total of 121,000 customers at end-2016. Bouygues Telecom had 482,000 very-high-speed[e] customers at end-December 2016.

Bouygues Telecom reported sales of €4,761 million, up 6% from 2015.
Sales from network increased for the sixth successive quarter, rising 6% year-on-year to €4,055 million. Sales from mobile network returned to growth, increasing 5% in 2016 versus 2015, after declining 5% in 2015 versus 2014. They benefited from both a larger customer base and stabilization of mobile ARPU[f].

EBITDA rose €164 million to €916 million. The EBITDA margin rose to 23%, 3 points more than in 2015. Current operating profit was €149 million, a year-on-year improvement of €160 million. Operating profit was €169 million after non-current charges of €84 million, essentially related to the roll-out of network sharing with the SFR group, and a capital gain of €104 million on the sale of towers to Cellnex.

Bouygues Telecom invested €1 billion gross in mobile and fixed broadband infrastructure (equivalent to €802 million net of disposals) in 2016. In 2017, it is planning to invest €1.2 billion gross, partly to maintain its leadership in 4G over the long term and prepare for the arrival of 5G, and partly to ramp up the roll-out of its FTTH network. In the mobile segment, Bouygues Telecom is continuing its network densification program with an objective of 92% 4G coverage in 2017 and 99% in 2018. In dense areas, it plans to add 50% more sites in the next four years. Bouygues Telecom is also preparing for the arrival of 5G: it successfully tested ultra high speed mobile in 2016 and will ramp up Fiber To The Antenna (FTTA) deployment in 2017. In the fixed broadband segment, Bouygues Telecom addresses growing household demand for very-high-speed broadband with 9 million premises secured[g] at end-December 2016 and a target of 19 million in 2019. Bouygues Telecom had already marketed 2 million FTTH premises at end-2016, with a target of 12 million premises marketed[h] in 2019 and 20 million in 2022.

(a) Machine-to-Machine
(b) Customers having used the 4G network during the last three months (Arcep definition)
(c) Data consumed on 4G cellular networks, excluding Wi-Fi
(d) Fiber To The Home: roll-out of optical fiber from the optical access node (place where the operator's transmission equipment is installed) to homes or business premises (Arcep definition)
(e) Subscriptions with a peak download speed higher or equal to 30 Mbit/s. Includes FTTH, FTTLA and VDSL2 subscriptions (Arcep definition)
(f) Average Revenue Per User
(g) Premises secured: premises being deployed (or ordered) up to the street cabinet
(h) Premises marketed: premises and building deployed and connected to the street cabinet

Alstom

As announced on 9 November 2016, Alstom's financial contribution to the Group's net profit was €36 million in 2016, after a contribution of €0 million in 2015.

2016 BUSINESS ACTIVITY

ORDER BOOK AT THE CONSTRUCTION BUSINESSES (€ million)	End-December		
	2015	2016	Change
Bouygues Construction	**19,339**	**20,177**	**+4%**
Bouygues Immobilier	*2,616*	**2,966**	**+13%**
Colas	*7,006*	**7,058**	**+1%**
Total	**28,961**	**30,201**	**+4%**

BOUYGUES CONSTRUCTION ORDER INTAKE (€ million)	2015	2016	Change
France	**4,929**	**5,761**	**+17%**
International	**7,042**	**6,872**	**-2%**
Total	**11,971**	**12,633**	**+6%**

BOUYGUES IMMOBILIER RESERVATIONS (€ million)	2015	2016	Change
Residential property	**1,963**	**2,343**	**+19%**
Commercial property	**487**	**495**	**+2%**
Total	**2,450**	**2,838**	**+16%**

COLAS ORDER BOOK (€ million)	End-December		
	2015	2016	Change
Mainland France	**2,712**	**2,891**	**+7%**
International and French overseas territories	**4,294**	**4,167**	**-3%**
Total	**7,006**	7,058	**+1%**

TF1 AUDIENCE SHARE[a]	2015	2016	Change
TF1	**21.4%**	**20.4%**	**-1 pt**
TMC	**3.1%**	**3.0%**	**-0.1 pts**
NT1	**2.0%**	**1.9%**	**-0.1 pts**
HD1	**1.2%**	**1.8%**	**+0.6 pts**
LCI	**-**	**0.4%**	**+0.4 pts**
Total	**27.7%**	**27.4%**	**-0.3 pts**

(a) Source: Médiamétrie – individuals aged 4 and over

BOUYGUES TELECOM CUSTOMER BASE ('000)	**End-December**		
	2015	**2016**	**Change**
Plan subscribers	**10,938**	**12,130**	**+11%**
Prepaid customers	**952**	**866**	**-9%**
Total mobile customers	**11,890**	**12,996**	**+9%**
Total fixed customers	**2,788**	**3,101**	**+11%**

2016 FINANCIAL PERFORMANCE

CONDENSED CONSOLIDATED INCOME STATEMENT (€ million)	**2015**	**2016**	**Change**
Sales	**32,428**	**31,768**	**-2%**[a]
Current operating profit	**941**	**1,121**	**+€180m**
Other operating income and expenses[b]	(273)	(174)	+€99m
Operating profit	**668**	**947**	**+€279m**
Cost of net debt	(275)	(222)	+€53m
Other financial income and expenses	6	41[c]	+€35m
Income tax	(118)	(249)	-€131m
Share of net profit of joint ventures and associates	199[d]	267[e]	+€68m
o/w Alstom	*0*	*36*	*+€36m*
Net profit from continuing operations	**480**	**784**	**+€304m**
Net profit attributable to non-controlling interests	(77)	(52)	+€25m
Net profit attributable to the Group	**403**	**732**	**+€329m**
Net profit attributable to the Group excl. exceptional items	**489**	**632**	**+€143m**

(a) Stable like-for-like and at constant exchange rates
(b) Including non-current charges of €123m at Bouygues Telecom, €95m at Colas, €35m at Bouygues Construction, €17m at TF1 and €4m at Bouygues Immobilier in 2015. Including non-current charges of €84m at TF1, €62m at Colas, €23m at Bouygues Construction, €13m at Bouygues Immobilier and non-current income of €20m at Bouygues Telecom (of which non-current charges of €84m related to the roll-out of network sharing with SFR and non-current income of €104m related to a capital gain on the sale of towers) in 2016.
(c) Including the impact of the sale of Colas' stake in the highway concession company Atlandes (A63)
(d) Including the impact of the sale of Bouygues Constructions' stake in the highway concession company Alis (A28)
(e) Including the impact of the sale of Bouygues Constructions' and Colas' stakes in the highway concession company Adelac (A41)

CALCULATION OF EBITDA (€ million)	2015	2016	Change
Current operating profit	***941***	**1,121**	**+€180m**
Net depreciation and amortization expense	**1,454**	1,599	**+€145m**
Net charges to provisions and impairment losses	417	461	+€44m
Reversals of unutilized provisions and impairment losses	(401)	(424)	-€23m
EBITDA	**2,411**	**2,757**	**+€346m**

CONDENSED CONSOLIDATED INCOME STATEMENT (€ million)	**Q4 2015**	**Q4 2016**	**Change**
Sales	8,604	8,655	+1%
Current operating profit	344	407	+€63m
Operating profit	177[a]	377[b]	+€200m
Net profit attributable to the Group	69	387[c]	+€318m

(a) Including non-current charges of €167m at all the business segments
(b) Including non-current charges of €30m including non-current income of €27m at Bouygues Telecom (including non-current income of €49m and non-current charges of €22m) and non-current charges of €57m at Colas, TF1, Bouygues Immobilier and Bouygues Construction
(c) Including a net capital gain of €189m on the sale of stakes in the highway concession companies Adelac (A41) and Atlandes (A63)

SALES BY SECTOR OF ACTIVITY (€ million)	**2015**	**2016**	**Change**	**Change lfl & constant fx**
Construction businesses[a]	**25,963**	**25,001**	**-4%**	**-1%**
o/w Bouygues Construction	*11,975*	*11,815*	*-1%*	*0%*
o/w Bouygues Immobilier	*2,304*	*2,568*	*+11%*	*+11%*
o/w Colas	*11,960*	*11,006*	*-8%*	*-4%*
TF1	**2,004**	**2,063**	**+3%**	**-3%**
Bouygues Telecom	**4,505**	**4,761**	**+6%**	**+6%**
Holding company and other	**135**	**133**	**nm**	**nm**
Intra-Group eliminations[b]	**(455)**	**(578)**	**nm**	**nm**
Group sales	**32,428**	**31,768**	**-2%**	**0%**
o/w France	*20,058*	*20,071*	0%	0%
o/w international	*12,370*	*11,697*	*-5%*	*-1%*

(a) Total of the sales contributions (after eliminations within the construction businesses)
(b) Including intra-Group eliminations of the construction businesses

CONTRIBUTION TO GROUP EBITDA[a] BY SECTOR OF ACTIVITY (€ million)	**2015**	**2016**	**Change**
Construction businesses	**1,501**	**1,516**	**+€15m**
o/w Bouygues Construction	*533*	*537*	*+€4m*
o/w Bouygues Immobilier	*124*	*178*	*+€54m*
o/w Colas	*844*	*801*	*-€43m*
TF1	**195**	**364**	**+€169m**
Bouygues Telecom	**752**	**916**	**+€164m**
Holding company and other	**(37)**	**(39)**	**-€2m**
GROUP EBITDA	**2,411**	**2,757**	**+€346m**

(a) EBITDA = current operating profit + net depreciation and amortization expense + net provisions and impairment losses - reversals of unutilized provisions and impairment losses

CONTRIBUTION TO GROUP CURRENT OPERATING PROFIT BY SECTOR OF ACTIVITY (€ million)	**2015**	**2016**	**Change**
Construction businesses	**831**	**879**	**+€48m**
o/w Bouygues Construction	*349*	*326*	*-€23m*
o/w Bouygues Immobilier	*138*	*167*	*+€29m*
o/w Colas	*344*	*386*	*+€42m*
TF1	**158**	**129**	**-€29m**
Bouygues Telecom	**(11)**	**149**	**+€160m**
Holding company and other	**(37)**	**(36)**	**+€1m**
Group current operating profit	**941**	**1,121**	**+€180m**

CONTRIBUTION TO GROUP OPERATING PROFIT BY SECTOR OF ACTIVITY (€ million)	**2015**	**2016**	**Change**
Construction businesses	**697**	**781**	**+€84m**
o/w Bouygues Construction	*314*[a]	*303*[b]	*-€11m*
o/w Bouygues Immobilier	*134*[a]	*154*[b]	*+€20m*
o/w Colas	*249*[a]	*324*[b]	*+€75m*
TF1	**141**[a]	**45**[b]	**-€96m**
Bouygues Telecom	**(134)**[a]	**169**[b]	**+€303m**
Holding company and other	**(36)**	**(48)**	**-€12m**
Group operating profit	**668**	**947**	**+€279m**

(a) Including non-current charges of €123m at Bouygues Telecom essentially related to the roll-out of network sharing with SFR, of €95m at Colas mainly related to the discontinuation of activity at the SRD subsidiary in Dunkirk, and of €35m at Bouygues Construction, €17m at TF1 and €4m at Bouygues Immobilier related to the adaptation plans
(b) Including non-current charges of €84m at TF1, €62m at Colas, €23m at Bouygues Construction, €13m at Bouygues Immobilier and non-current income of €20m at Bouygues Telecom (of which non-current charges of €84m related to the roll-out of network sharing with SFR and non-current income of €104m related to a capital gain on the sale of towers)

CONTRIBUTION TO NET PROFIT ATTRIBUTABLE TO THE GROUP BY SECTOR OF ACTIVITY (€ million)	2015	2016	Change
Construction businesses	**579**	**754**	**+€175m**
o/w Bouygues Construction	*276*	*320*	*+€44m*
o/w Bouygues Immobilier	*77*	*91*	*+€14m*
o/w Colas	*226*	*343*	*+€117m*
TF1	**44**	**18**	**-€26m**
Bouygues Telecom	**(59)**	**83**	**+€142m**
Alstom	**0[a]**	**36**	**+€36m**
Holding company and other	**(161)**	**(159)**	**+€2m**
Net profit attributable to the Group	**403**	**732[b]**	**+€329m**
Net profit attributable to the Group excl. exceptional items[c]	**489**	**632**	**+€143m**

(a) Alstom's contribution of -€301 million to Bouygues' net profit, a negative impact of €12m for the amortization of fair value remeasurements of identifiable intangible assets and other items and a partial reversal for €313m of the write-down against Bouygues' interest in Alstom recognized in 2013
(b) Including capital gains on the sale of stakes in the highway concession companies Atlandes (A63) and Adelac (A41) and on the sale of towers
(c) See reconciliation below

IMPACT OF EXCEPTIONAL ITEMS ON NET PROFIT ATTRIBUTABLE TO THE GROUP (€ million)	2015	2016	Change
Net profit attributable to the Group	**403**	**732**	**+82%**
o/w non-current income/charges related to the construction businesses (net of taxes)	*81*	*69*	*-15%*
o/w non-current income/charges related to Bouygues Telecom (net of taxes)	*70*	*(12)*	*nm*
o/w non-current income/charges related to TF1 (net of taxes)	*5*	*24*	*nm*
o/w non-current income/charges related to Holding company (net of taxes)	*-*	*8*	*nm*
o/w Bouygues Construction associates (A28, A41, etc.)	*(70)*	*(110)*	*+57%*
o/w capital gains on the sale of Colas' interests in the A63 and A41	*-*	*(79)[a]*	*nm*
Net profit attributable to the Group excl. exceptional items	**489**	**632**	**+29%**

(a) The capital gain on the A41 includes a €9m restatement at Group level

NET CASH BY BUSINESS SEGMENT (€ million)	End-December		
	2015	2016	Change
Bouygues Construction	3,272	3,387[b]	+€115m
Bouygues Immobilier	5	(124)[b]	-€129m
Colas	560	517[b]	-€43m
TF1	701[a]	187	-€514m
Bouygues Telecom	(890)	(1,012)	-€122m
Holding company and other	(6,209)	(4,821)[c]	+€1,388m
TOTAL	**(2,561)**	**(1,866)**	**+€695m**

(a) Including €474m related to the sale of TF1's 49% interest in Eurosport
(b) Including a 2016 interim dividend of €250m paid by Bouygues Construction, of €178m by Colas and of €90m by Bouygues Immobilier
(c) Including a 2016 interim dividend of €512m

CONTRIBUTION TO NET CAPITAL EXPENDITURE BY SECTOR OF ACTIVITY (€ million)	2015	2016	Change
Construction businesses	**538**	**585**	**+€47m**
o/w Bouygues Construction	*214*	*173*	*-€41m*
o/w Bouygues Immobilier	*13*	*28*	*+€15m*
o/w Colas	*311*	*384*	*+€73m*
TF1	**58**	**209**	**+€151m**
Bouygues Telecom	**822[a]**	**802**	**-€20m**
Holding company and other	**5**	**42**	**+€37m**
SUB-TOTAL	**1,423[a]**	**1,638**	**+€215m**
700 MHz frequencies	**467**	**0**	**-€467m**
TOTAL	**1,890**	**1,638**	**-€252m**

(a) Excluding 700 MHz frequencies

CONTRIBUTION TO GROUP FREE CASH FLOW[a] BY SECTOR OF ACTIVITY (€ million)	2015	2016	Change
Construction businesses	**487**	**530**	**+€43m**
o/w Bouygues Construction	*154*	*256*	*+€102m*
o/w Bouygues Immobilier	*61*	*80*	*+€19m*
o/w Colas	*272*	*194*	*-€78m*
TF1	**65**	**51**	**-€14m**
Bouygues Telecom	**(125)[b]**	**3**	**+€128m**
Holding company and other	**(176)**	**(189)**	**-€13m**
SUB-TOTAL	**251[b]**	**395**	**+€144m**
700 MHz frequencies	**(467)**	**0**	**+€467m**
TOTAL	**(216)**	**395**	**+€611m**

(a) Free cash flow = cash flow - cost of net debt - income tax expense - net capital expenditure. It is calculated before changes in WCR
(b) Excluding 700 MHz frequencies

2. Corporate governance

The Board of Directors refers to the recommendations of the Afep-Medef Corporate Governance Code. It draws on the work of three committees. The Board of Directors met nine times in 2016. The attendance rate was 95%. At the date of the Annual General Meeting, the proportion of women with seats on the Board of Directors, excluding directors representing employees, is 42.9%. The proportion of women with seats on Board committees is 72.7%. The proportion of directors qualified as independent by the Board, excluding directors representing employees or employee shareholders, is 41.7%.

Current composition of the Board of Directors

MARTIN BOUYGUES

Chairman and CEO

Date of birth: 3 May 1952 – French
Date of first appointment: 21 January 1982
Expiry date of current term of office: 2018
Number of shares in the company: 347,196 (77,057,778 via SCDM and SCDM Participations)

Chairman of SCDM.

OLIVIER BOUYGUES

Deputy CEO, director

Date of birth: 14 September 1950 – French
Date of first appointment: 5 June 1984
Expiry date of current term of office: 2019
Number of shares in the company: 101,827 (70,057,778 via SCDM and SCDM Participations)

CEO of SCDM.

FRANÇOIS BERTIÈRE

Director

Date of birth: 17 September 1950 – French
Date of first appointment: 27 April 2006
Expiry date of current term of office: 2018
Number of shares in the company: 72,374

Chairman of Bouygues Immobilier.

FRANCIS CASTAGNÉ

Director representing employees
Date of birth: 29 December 1963 – French
Date of first appointment: 27 April 2016
Expiry of current term of office: 2018

Member of the Selection and Remuneration Committee
Works Director at Bouygues Bâtiment Ile-de-France – Construction Privée.

RAPHAËLLE DEFLESSELLE

Director representing employees
Date of birth: 27 April 1972 – French
Date of first appointment: 20 May 2014
Expiry date of current term of office: 2018

Member of the Ethics, CSR and Patronage Committee
Deputy Director, IT Governance, Research and Transformation within the Information Systems Division at Bouygues Telecom.

CLARA GAYMARD

Independent director
Date of birth: 27 January 1960 – French
Date of first appointment: 21 April 2016
Expiry of current term of office: 2019
Number of shares in the company: 500

Member of the Accounts Committee

Co-founder of Raise; CEO of Raise Conseil.

ANNE-MARIE IDRAC

Independent director
Date of birth: 27 July 1951 – French
Date of first appointment: 26 April 2012
Expiry date of current term of office: 2018
Number of shares in the company: 500

Chairwoman of the Ethics, CSR and Patronage Committee and member of the Accounts Committee

Chair of the supervisory board of Toulouse-Blagnac Airport.

PATRICK KRON

Director
Date of birth: 26 September 1953 – French
Date of first appointment: 6 December 2006
Expiry date of current term of office: 2019
Number of shares in the company: 500

Chairman of PKC&I and Truffle Capital.

HERVÉ LE BOUC

Director
Date of birth: 7 January 1952 – French
Date of first appointment: 24 April 2008
Expiry date of current term of office: 2017
Number of shares in the company: 99,055

Chairman and CEO of Colas [a].

(a) Listed company.

HELMAN LE PAS DE SÉCHEVAL

Independent director
Date of birth: 21 January 1966 – French

Date of first appointment: 24 April 2008

Expiry date of current term of office: 2017

Number of shares in the company: 600

Chairman of the Accounts Committee and member of the Selection and Remuneration Committee

General Counsel of the Veolia [a] group.

COLETTE LEWINER

Independent director
Date of birth: 19 September 1945 – French

Date of first appointment: 29 April 2010

Expiry date of current term of office: 2019

Number of shares in the company: 12,685

Chairwoman of the Selection and Remuneration Committee

Advisor to the Chairman of Capgemini [a] on matters regarding energy and utilities.

SANDRA NOMBRET

Director representing employee shareholders
Date of birth: 24 May 1973 – French

Date of first appointment: 29 April 2010

Expiry date of current term of office: 2019

Member of the Ethics, CSR and Patronage Committee

Deputy Director, Legal Affairs at Bouygues Bâtiment International.

(a) Listed company.

ROSE-MARIE VAN LERBERGHE

Independent director
Date of birth: 7 February 1947 – French

Date of first appointment: 25 April 2013

Expiry date of current term of office: 2019

Number of shares in the company: 531

Member of the Ethics, CSR and Patronage Committee

Senior Advisor to BPI group.

MICHÈLE VILAIN

Director representing employee shareholders
Date of birth: 14 September 1961 – French

Date of first appointment: 29 April 2010

Expiry date of current term of office: 2019

Member of the Accounts Committee

Deputy Director for the Residential Property France division at Bouygues Immobilier.

CYRIL BOUYGUES

Standing representative of SCDM Participations on the Board of Bouygues
Date of birth: 31 January 1986 – French
Date of first appointment: 21 April 2016

Expiry date of current term of office: 2019

Strategy and Development Manager at SCDM Energy Limited (United Kingdom).

EDWARD BOUYGUES

Standing representative of SCDM on the Board of Bouygues
Date of birth: 14 April 1984 – French
Date of first appointment: 21 April 2016

Expiry date of current term of office: 2019

CEO of RCBT (Club Bouygues Telecom store network)

Board committees

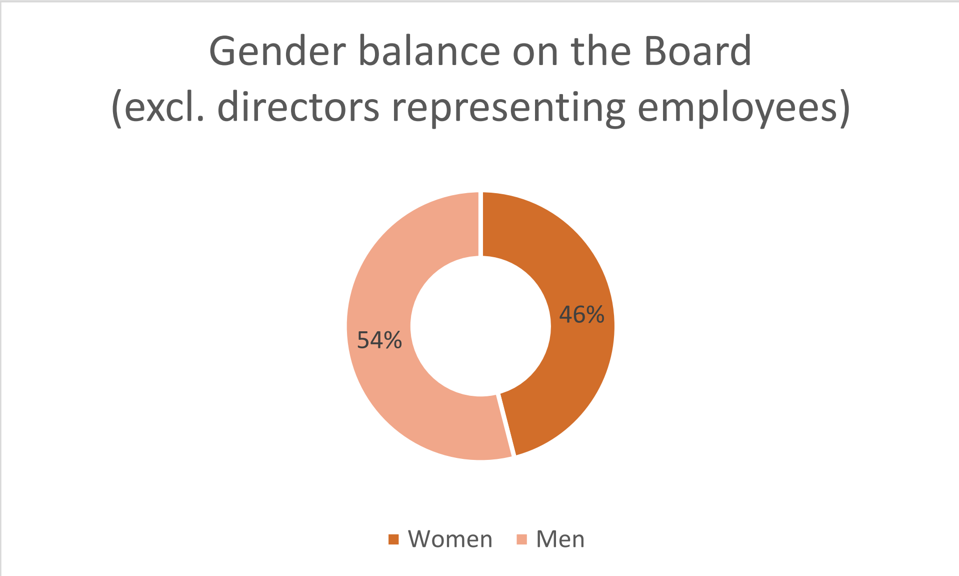
Board Committees	Raphaëlle Deflesselle [a]	Anne-Marie Idrac [b]	Helman le Pas de Sécheval [b]	Colette Lewiner [b]	Sandra Nombret [c]	Rose-Marie Van Lerberghe [b]	Michèle Vilain [c]	Clara Gaymard [b]	Francis Castagné c
Accounts Committee		○	●				○	○	
Selection and Remuneration Committee			○	●					○
Ethics, CSR and Patronage Committee	○	●			○	○			

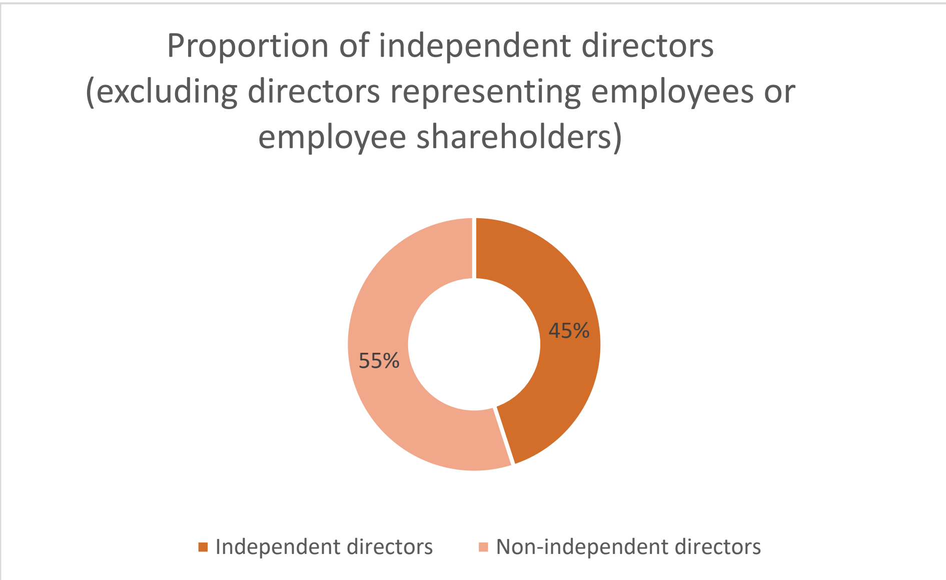
● = Chair
○ = Member

(a) Director representing employees.
(b) Independent director.
(C) Director representing employee shareholders.

Composition of the Board of Directors after the Annual General Meeting [a]

The Board of Directors will ask the Annual General Meeting of 27 April 2017 to renew the term of office of Helman Le Pas de Sécheval as a director and to appoint Alexandre de Rothschild as a director. In order to increase the proportion of independent directors on the Board of Directors, the directorship of Hervé Le Bouc will not be renewed and François Bertière has accepted to relinquish his directorship to the Board.





The average age (calculated at the date of the Annual General Meeting) will be 53.6.

(a) Subject to the adoption of the fourteenth and fifteenth resolutions.

Summary information about directors after the Annual General Meeting

		Board of Directors					Accounts Committee	Selection and Remuneration Committee	Ethics, CSR and Patronage Committee
		Age	Start of first term	End of current term	Years on Board	Expertise			
Executive Officers									
Martin Bouygues Chairman and CEO		64	1982	2018	35				
Olivier Bouygues Deputy CEO		66	1997 [a]	2019	32				
Directors representing the SCDM group									
Cyril Bouygues *(Standing representative of SCDM Participations)*		31	2016	2019	1				
Edward Bouygues *(Standing representative of SCDM)*		33	2016	2019	1				
Directors representing employee shareholders									
Sandra Nombret		43	2010	2019	6				
Michèle Vilain		55	2010	2019	6				
Directors representing employees									
Francis Castagné		53	2016	2018	1				
Raphaëlle Deflesselle		45	2014	2018	2				
Independent directors									
Clara Gaymard		57	2016	2019	1				
Anne-Marie Idrac		65	2012	2018	5				V
Helman le Pas de Sécheval		51	2008	2020	9				
Colette Lewiner		71	2010	2019	6				
Rose-Marie Van Lerberghe		70	2013	2019	4				

Other directors						
Patrick Kron		63	2006	2019	10	
Alexandre de Rothschild		37	2017	2020	0	

(a) From 1984 to 1997, either in a personal capacity or as a standing representative.

Chair Member

Expertise: Construction Media Telecoms Transport Human Resources Banking & Finance Law Water Energy Industry IT Corporate Social Responsibility (CSR) Health International

Presentation of directors whose renewal of term of office or appointment is submitted to the Annual General Meeting for approval

Renewal

HELMAN LE PAS DE SÉCHEVAL

Director of Bouygues since 2008 – Chairman of the Accounts Committee, member of the Selection and Remuneration Committee

General Counsel of the Veolia group
Date of birth: 21 January 1966
Date of first appointment: 24 April 2008
Number of shares in the company (at 31 December 2016): 600
Attendance rate at Board meetings in 2016: 100%

Expertise

Helman le Pas de Sécheval, General Counsel of the Veolia group, brings to the Board of Directors expertise and experience in the fields of finance, industry and CSR.

Helman le Pas de Sécheval is a graduate of École Normale Supérieure with a PhD in Physical Sciences and an engineering degree from École des Mines. He began his career in 1991 as a project manager in the financial engineering department of Banexi. From 1993 to 1997, he was deputy inspector-general of the underground quarries of Paris. In July 1997, he was appointed deputy to the head of the Department of Financial Operations and Information of the COB (now the AMF), becoming head of this department in 1998. From November 2001 to December 2009, Helman le Pas de Sécheval was group Chief Financial Officer of Groupama, with responsibility for the group's financing, investing, reinsurance and accounting divisions and oversight of the group's financial subsidiaries as well as GIE Groupama Systèmes d'Information. From January 2010 to December 2011, he was Managing Director of Groupama Centre-Atlantique.

Other positions and functions outside the Bouygues group

General Counsel of the Veolia group since September 2012

Member of the Board of the AMF since February 2015

Appointment

ALEXANDRE DE ROTHSCHILD
Deputy CEO of Rothschild & Co., Paris

Date of birth: 3 December 1980

Expertise

Alexandre de Rothschild is a graduate of École Supérieure du Commerce Extérieur (ESCE). He is currently Deputy CEO of Rothschild & Co, managing partner of Rothschild & Cie Banque, and member of the Rothschild & Co Group Management Committee.

He began his career in 2004 as a financial analyst at the Financial Affairs division of Bear, Stearns & Co. Inc. in New York. From 2005 to 2008, he was a manager for the Private Equity department of Argan Capital in London, then Deputy Head of Strategy at the Jardine Matheson conglomerate based in Hong Kong.

If the Annual General Meeting approves to appoint him as director, he will bring to the Board his international experience in the fields of financial analysis, mergers and acquisitions, and industrial strategy.

Other positions and functions outside the Bouygues group

Deputy Chairman of the management board of Rothschild & Co Gestion SAS

Director of Rothschild Concordia SAS

Managing partner of RCB Partenaires SNC

Managing partner of Rothschild & Compagnie Banque SCS

General partner of Rothschild & Compagnie Gestion SCS

Managing partner of Rothschild & Cie SCS

Member of the supervisory board of Banque Martin Maurel SA

Vice-Chairman of the Board of Directors of Rothschild Bank AG (Switzerland)

Term of office

In accordance with the articles of association, the term of office will be for a period of three years, expiring after the Ordinary General Meeting called in 2020 to approve the financial statements for the year ended 31 December 2019.

3. Remuneration of corporate officers for 2016 and 2017

3.1. Remuneration for 2016 (resolutions 8 to 11 of the Annual General Meeting)

(Excerpt of chapter 5, section 5.4.1 of the 2016 Registration Document).

Information required under Articles L. 225-102-1 and L. 225-37, paragraph 9 of the Commercial Code.

3.1.1 Principles and rules for determining remuneration awarded to Executive Officers in 2016

The Bouygues Board of Directors first applied the Afep-Medef Corporate Governance Code recommendations in 2007. Those initial recommendations, published in January 2007, dealt with the remuneration of Executive Officers of listed companies. Since then, the Board of Directors has consistently applied subsequent changes to the Afep-Medef Code relating to executive remuneration. Most recently, the Board has applied the guide to applying the Code issued by the High Committee for Corporate Governance in October 2016, and the revised version of the Afep-Medef Code issued in November 2016.

The principles and rules currently applied by the Board, and used to determine remuneration for the 2016 financial year, are described below.

A. General preliminary remarks

- None of the four Executive Officers holds an employment contract. Prior to their appointment as Deputy Chief Executive Officer on 30 August 2016, Philippe Marien and Olivier Roussat were employees of Bouygues SA. Their employment contracts were suspended effective from the date of their appointment, i.e. 30 August 2016.
- The Board of Directors has not granted them any entitlement to severance compensation or non-competition indemnity in the event that they leave the company.
- They were not awarded any deferred annual variable remuneration or multi-year variable remuneration in 2016.
- The overall remuneration package awarded to Executive Officers takes account of the existence of a capped supplementary pension benefit, and of the fact that they are not entitled to any severance compensation or non-competition indemnity.
- Apart from directors' fees (see Table 4 below), no Group subsidiary pays any remuneration to Martin Bouygues, Olivier Bouygues or Philippe Marien.

  In parallel with his new role as Deputy Chief Executive Officer of Bouygues, Olivier Roussat also holds office as Chairman and Chief Executive Officer of Bouygues Telecom. Since the date of his appointment by Bouygues as Deputy Chief Executive Officer, his remuneration has been charged 60% to Bouygues and 40% to Bouygues Telecom.

B. 2016 fixed remuneration

The rules for determining fixed remuneration were established in 1999 and have been applied consistently since then. Fixed remuneration is determined by reference to the level and complexity of responsibilities, experience in the post and length of service with the Group, and practices followed by groups or companies carrying on comparable businesses.

C. 2016 benefits in kind

Benefits in kind consist of the use of a company car, and in the case of Martin Bouygues and Olivier Bouygues the part-time assignment of a personal assistant and a chauffeur/security guard for their personal needs.

D. 2016 variable remuneration

General description of method used to determine the 2016 variable remuneration of Martin Bouygues and Olivier Bouygues

Variable remuneration is awarded on an individual basis. For Martin Bouygues and Olivier Bouygues, the Board has defined four variable remuneration criteria.

An objective is set for each criterion. When the objective is attained, a variable portion corresponding to a percentage of fixed remuneration is awarded.

If an objective is exceeded or not attained, the variable portion is adjusted on a straight line basis within a specified range: the variable portion is subject to an upper limit, while if the variable portion falls below a lower limit it is reduced to zero.

The sum total of the four variable portions calculated on this basis cannot under any circumstances exceed the overall ceiling, as set in 2016, of 150% of each Executive Officer's fixed remuneration (see below).

Method used to determine the 2016 variable remuneration of Olivier Roussat

Olivier Roussat is the Chairman and Chief Executive Officer of Bouygues Telecom.

Because most of 2016 had elapsed at the time Olivier Roussat was appointed as Deputy Chief Executive Officer, the Board of Directors decided not to alter the method used to determine his remuneration for 2016. For a description of the method used, refer to section 5.4.1.4 "Remuneration of salaried directors" below. As mentioned above, Bouygues has been charged 60% of the cost of Olivier Roussat's remuneration since 1 September 2016.

Method used to determine the 2016 variable remuneration of Philippe Marien

Regarding the 2016 remuneration of Philippe Marien, appointed as Deputy Chief Executive Officer on 30 August 2016, the Board of Directors decided that the annual basis of his fixed remuneration would be increased to €920,000 with effect from 1 September 2016; the five criteria for determining his variable remuneration (management of the Group's liquidity, the Group's debt rating, effectiveness of internal control, leadership of functions reporting to him, and management of major corporate actions) would remain in place for the last four months of 2016; and the cap on his variable remuneration, set at 100% of his fixed remuneration, would also remain in place.

The four criteria used to determine the 2016 variable remuneration of Martin Bouygues and Olivier Bouygues

For 2016, the variable remuneration of Martin Bouygues and Olivier Bouygues is based on the performance of the Group, determined by reference to four key economic criteria:

- P1 = increase in current operating profit (COP) for the financial year / Objective = COP per the 2016 plan;
- P2 = change in consolidated net profit attributable to the Group (CNP) for the financial year / Objective = CNP per the 2016 plan;
- P3 = change in consolidated net profit attributable to the Group (CNP) for the financial year / Objective = CNP for the previous year;
- P4 = change in free cash flow before changes in working capital requirement (WCR) for the financial year / free cash flow before changes in WCR per the 2016 plan.

These quantitative objectives were established with precision but are not disclosed for confidentiality reasons.

The method used to determine the variable remuneration of the Executive Officers is as follows:

(FR = Fixed Remuneration)

The effective weight of each criterion used to determine each variable portion awarded (P1, P2, P3 and P4) reflects the actual performance achieved during the year.

Each variable portion (P) is calculated as follows:

1) If actual performance is more than 10% below the objective: the variable portion (P1, P2, P3 or P4) = 0

2) If actual performance is in the range between (objective - 10%) and the objective:

P1 = 0% to 50% of FR
P2 = 0% to 25% of FR
P3 = 0% to 25% of FR
P4 = 0% to 50% of FR

3) If actual performance exceeds the objective:

P1 = 50% to 100% of FR
P2 = 25% to 50% of FR
P3 = 25% to 50% of FR
P4 = 50% to 100% of FR

Between those limits, the effective weight of each variable portion is determined by linear interpolation.
The sum total of P1, P2, P3 and P4, calculated as described above, is **capped at 150% of FR**.

Three adjustments have been added by the Board, as described in the table below. Two relate to P2 and P3, the other is of more general application.

The table below summarises the method used to determine variable remuneration.

		Variable remuneration calculation method	
	Objective	**Variable portion if objective attained (% of FR)**	**Variable portion awarded based on 2016 performance (% of FR)**
P1	Current operating profit for the year per the 2016 plan	50%	54.77%
P2	Consolidated net profit for the year per the 2016 plan	25%	50%
		+ if consolidated net profit per the 2016 plan is 20% or more below actual consolidated net profit for 2015, P2 is capped at 25%	Not applicable for 2016
P3	Actual consolidated net profit for the previous financial year (2015 CNP)	25%	50%
		+ if actual consolidated net profit for the financial year is 20% or more below actual consolidated net profit for the previous financial year, no variable remuneration is awarded	Not applicable for 2016
P4	Free cash flow (before changes in WCR) per the 2016 plan	50%	0%
		Total = 150% of FR	Total = 154.77% of FR
Cap		150%	150%
Adjustment at the Board's discretion		If an exceptional item affects consolidated net profit for the financial year, the Board of Directors may at its discretion reduce or not award variable remuneration if the variable portions (P1, P2, P3 and P4) would have been fully or partially payable in the absence of that exceptional item.	Not applicable for 2016

E. Overall cap

The overall cap on variable remuneration is set at 150% of fixed remuneration.

F. Exceptional remuneration

In exceptional circumstances, the Board of Directors may, on the advice of the Selection and Remuneration Committee, grant an exceptional bonus.

G. 2016 directors' fees

Martin Bouygues and Olivier Bouygues receive and retain the directors' fees paid by Bouygues and by certain Group subsidiaries (see sections 5.4.1.2 and 5.4.1.3 below). Philippe Marien and Olivier Roussat retain the directors' fees paid by certain subsidiaries.

H. 2016 supplementary pension

The four Executive Officers are entitled, subject to certain conditions, to a supplementary pension when they retire.

Performance conditions for the supplementary pension in 2016

Under Article 229 of the law of 6 August 2015, vesting of the pension rights of Executive Officers of listed companies in respect of a given financial year must now be subject to performance conditions.

Martin Bouygues and Olivier Bouygues can no longer acquire any further supplementary pension rights since the rights vested in them to date exceed the cap set by the Board of Directors (eight times the French social security ceiling).

Philippe Marien and Olivier Roussat having been appointed Deputy Chief Executive Officers, the Board of Directors has set performance conditions that must be met if they are to acquire pension rights for the period from 1 September 2016 to 31 December 2016. For that short period, the Board decided that their rights would vest if, based on the five performance criteria used to determine their variable remuneration, the variable portion of their remuneration reached at least 100% (Olivier Roussat) or 70% (Philippe Marien) of their fixed remuneration. Those performance levels were met.

Information provided by the company on pension commitments or other lifetime benefits pursuant to the third paragraph of Article L. 225-102-1

The characteristics of the supplementary pension scheme awarded to the Group's senior executives are as follows:

1. Title of the commitment: defined-benefit collective pension scheme.

2. Reference to legal provisions identifying the scheme: Article L. 137-11 of the Social Security Code.

3. Conditions for joining the scheme and other eligibility conditions: the beneficiary must:

- be a member of the Group Management Committee on the date of departure or retirement;
- have at least ten years' service with the Bouygues group at the date of departure or retirement;
- have definitively ended his or her professional career at one of the Group companies (this condition is fulfilled when the employee is part of the workforce at the date of departure or retirement);
- be at least 65 years old at the date of departure or retirement;
- fulfil the eligibility criteria for pension benefits under the basic social security pension scheme and the mandatory supplementary schemes (ARRCO and AGIRC).

4. Method of determining the reference salary specified by the scheme and used to calculate the rights of beneficiaries:

The reference salary must be equal to the average gross salary of the three best calendar years of the senior executive or employee at the Bouygues group during his or her period on the Group Management Committee, adjusted to reflect changes in the value of pension entitlement points under the AGIRC scheme, on the date of cessation of office or termination of employment contract. The reference gross salary is that used to calculate social security contributions in accordance with Article L. 242-1 of the Social Security Code.

5. Pattern of vesting of rights: annual rate; beneficiaries of the supplementary pension scheme receive an additional annual pension entitlement of 0.92% of the reference salary per year in the scheme, determined as explained above.

6. Existence of a cap, and the amount and terms and conditions for determining that cap: rights may not exceed a cap set at eight times the annual social security ceiling (giving a cap of €308,928 for 2016).

7. Terms and conditions for funding the benefit: outsourced to an insurance company, to which a contribution is paid each year.
8. Estimated amount of the annual annuity at the end of the reporting period:

Name	**Annual annuity €**
Martin Bouygues	305,506
Olivier Bouygues	248,682
Philippe Marien	184,117
Olivier Roussat	145,510

Note: The annual annuities of Martin Bouygues and Olivier Bouygues would each amount to eight times the annual social security ceiling once the contributions paid into the scheme by SCDM, calculated on a pro rata basis for the time spent on SCDM business each year by the person concerned, are taken into account.

Note: Before being appointed as Deputy Chief Executive Officers, Philippe Marien and Olivier Roussat were already members of the Group Management Committee and as such were entitled to benefit from the defined-benefit pension scheme described above.

9. Tax and social security charges borne by the company: the contributions paid into the scheme by the company are not subject to employers' social security charges or to the CSG or CRDS levies. However, the company is required to pay a levy set at 24% of those contributions.

I. Other information on remuneration

The remuneration of Martin Bouygues and Olivier Bouygues, as determined by the Board of Directors, is paid by SCDM. SCDM then invoices Bouygues this remuneration and the related social security charges, pursuant to the agreement governing relations between Bouygues and SCDM as approved under the regulated agreements procedure. Those invoices strictly reflect the amounts of remuneration as determined by the Bouygues Board of Directors. The agreement between Bouygues and SCDM was approved by the Annual General Meeting of 21 April 2016 (fourth resolution) under the regulated agreements procedure.

Olivier Bouygues spends part of his time on SCDM business. The Board of Directors has ensured that his remuneration reflects how he splits his time. His operational responsibilities within SCDM do not significantly reduce his availability and do not give rise to a conflict of interest.

As mentioned above, because Olivier Roussat holds office as Chairman and Chief Executive Officer of Bouygues Telecom in parallel with his office as Deputy Chief Executive Officer of Bouygues, 60% of his remuneration is charged to Bouygues and 40% to Bouygues Telecom.

J. Combined Annual General Meeting of 21 April 2016 – Say on Pay

The Annual General Meeting of 21 April 2016 expressed a favourable option on the components of the remuneration awarded in respect of the 2015 financial year to Martin Bouygues (sixth resolution, passed with 99.36% of the votes in favour) and Olivier Bouygues (seventh resolution, passed with 99.34% of the votes in favour).

3.1.2 Remuneration of Executive Officers in respect of the 2016 financial year

Description of the remuneration of Martin Bouygues, Chairman and Chief Executive Officer, in respect of the 2016 financial year

I. Remuneration components due or awarded in respect of the 2016 financial year and submitted to the Annual General Meeting of 27 April 2017 for an opinion (Resolution 8)	**Quantity/accounting value** €	**Comments**
Fixed remuneration	920,000	Martin Bouygues' fixed remuneration has not changed since 2003.
Change versus 2015	0%	
Annual variable remuneration	1,380,000	Variable remuneration criteria (2016 financial year): see 5.4.1.1 (D) above.
Change versus 2015	-	
Variable/fixed [a]	150%	
Cap [b]	150%	
Deferred variable remuneration		No entitlement to deferred variable remuneration.
Multi-year variable remuneration		No entitlement to multi-year variable remuneration.
Exceptional remuneration		No entitlement to exceptional remuneration.
Value of stock options, performance shares or any other long-term remuneration awarded during the year		No stock options, performance shares or other long-term remuneration awarded for this year.
Directors' fees	70,200 ▪ o/w Bouygues: 50,000 ▪ o/w subsidiaries: 20,200	
Value of benefits in kind	31,322	Company car. Part-time assignment of personal assistant and chauffeur/security guard for personal needs.

II. For information: remuneration components due or awarded in respect of the 2016 financial year and approved by the Annual General Meeting under the regulated agreements procedure (AGM of 21 April 2016, Resolution 4)	Quantity/accounting value €	Comments
Severance compensation		No entitlement to severance compensation.
Non-competition indemnity		No entitlement to a non-competition indemnity.
Supplementary pension scheme		Martin Bouygues, on the same basis and subject to the same conditions as the other members of the Group Management Committee, belongs to a 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, capped at eight times the social security ceiling (giving a cap of €308,928 for 2016). Because he has reached this cap, Martin Bouygues cannot acquire any further rights. Entitlement to this supplementary pension is acquired only after ten years' service with the Bouygues group and is contingent on the beneficiary being a member of the Group Management Committee at the date of retirement. If he had retired in 2016, taking into account his length of service, Martin Bouygues would have been entitled to an annual pension of €305,506 (although the €308,928 cap would have been reached because Martin Bouygues has also acquired pension rights through the office he holds at SCDM). In accordance with the Afep-Medef Code, this does not exceed 45% of his reference income.
TOTAL	**2,401,522**	
Change versus 2015	+134.6%	

(a) Variable remuneration expressed as a percentage of fixed remuneration.
(b) Cap on variable remuneration, set at a percentage of fixed remuneration.

Description of the remuneration of Olivier Bouygues, Deputy Chief Executive Officer, in respect of the 2016 financial year

I. Remuneration components due or awarded in respect of the 2016 financial year and submitted to the Annual General Meeting of 27 April 2017 for an opinion (Resolution 9)	**Quantity/accounting value** €	**Comments**
Fixed remuneration	500,000	Olivier Bouygues' fixed remuneration has not changed since 2009.
Change versus 2015	0%	
Annual variable remuneration	750,000	Variable remuneration criteria (2016 financial year): see 5.4.1.1 (D) above.
Change versus 2015	-	
Variable/fixed [a]	150%	
Cap [b]	150%	
Deferred variable remuneration		No entitlement to deferred variable remuneration.
Multi-year variable remuneration		No entitlement to multi-year variable remuneration.
Exceptional remuneration		No entitlement to exceptional remuneration.
Value of stock options, performance shares or any other long-term remuneration awarded during the year		No stock options, performance shares or other long-term remuneration awarded for this year.
Directors' fees	75,875 ▪ o/w Bouygues: 25,000 ▪ o/w subsidiaries: 50,875	
Value of benefits in kind	10,756	Company car. Part-time assignment of personal assistant and chauffeur/security guard for personal needs.

II. For information: remuneration components due or awarded in respect of the 2016 financial year and approved by the Annual General Meeting under the regulated agreements procedure (AGM of 21 April 2016, Resolutions 4 and 5)	**Quantity/accounting value €**	**Comments**
Severance compensation		No entitlement to severance compensation.
Non-competition indemnity		No entitlement to a non-competition indemnity.
Supplementary pension scheme		Olivier Bouygues, on the same basis and subject to the same conditions as the other members of the Group Management Committee, belongs to a 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, capped at eight times the social security ceiling (giving a cap of €308,928 for 2016). Because he has reached this cap, Olivier Bouygues cannot acquire any further rights. Entitlement to this supplementary pension is acquired only after ten years' service with the Bouygues group and is contingent on the beneficiary being a member of the Group Management Committee at the date of retirement. If he had retired in 2016, taking into account his length of service, Olivier Bouygues would have been entitled to an annual pension of €248,682 (although the €308,928 cap would have been reached because Olivier Bouygues has also acquired pension rights through the office he holds at SCDM). In accordance with the Afep-Medef Code, this does not exceed 45% of his reference income.
TOTAL	1,336,631	
Change versus 2015	+130.58%	

(a) Variable remuneration expressed as a percentage of fixed remuneration.
(b) Cap on variable remuneration, set at a percentage of fixed remuneration.

Description of the remuneration of Olivier Roussat, Deputy Chief Executive Officer, for the period from 1 September 2016 to 31 December 2016

I. Remuneration components due or awarded in respect of the period from 1 September 2016 to 31 December 2016 and submitted to the Annual General Meeting of 27 April 2017 for an opinion (Resolution 11)	**Quantity/accounting value** €	**Comments**
Fixed remuneration	184,000	Corresponds to 60% of Olivier Roussat's fixed remuneration for the four-month period, the remainder being charged to Bouygues Telecom.
Change versus 2015	-	
Variable remuneration	276,000	Corresponds to 60% of Olivier Roussat's variable remuneration for the four-month period, the remainder being charged to Bouygues Telecom. Variable remuneration criteria: see 5.4.1.4 below.
Change versus 2015	-	
Variable/fixed [a]	150%	
Cap [b]	150%	
Deferred variable remuneration	-	No entitlement to deferred variable remuneration.
Multi-year variable remuneration	-	No entitlement to multi-year variable remuneration.
Exceptional remuneration	-	No entitlement to exceptional remuneration.
Value of stock options, performance shares or any other long-term remuneration awarded during the period		No stock options, performance shares or other long-term remuneration awarded during the period from 1 September 2016 to 31 December 2016. Prior to his appointment on 30 August 2016, Olivier Roussat was awarded 80,000 stock options on 30 May 2016. Those options were valued at €197,888 on the grant date.
Directors' fees	Directors' fees - subsidiaries 11,517	(4/12ths of the directors' fees paid to Olivier Roussat in 2016).
Value of benefits in kind	4,517	Company car and unemployment insurance. (60% of 4/12ths of the benefits in kind awarded to Olivier Roussat in 2016).

II. For information: remuneration components due or awarded in respect of the period from 1 September 2016 to 31 December 2016, approved by the Board of Directors under the regulated agreements procedure and submitted for approval by the Annual General Meeting of 27 April 2017 (Resolution 7)	Quantity/accounting value €	Comments
Severance compensation	-	No entitlement to severance compensation.
Non-competition indemnity	-	No entitlement to a non-competition indemnity.
Supplementary pension scheme		Olivier Roussat, on the same basis and subject to the same conditions as the other members of the Group Management Committee, belongs to a 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, capped at eight times the social security ceiling (giving a cap of €308,928 for 2016). Entitlement to this supplementary pension is acquired only after ten years' service with the Bouygues group and is contingent on the beneficiary being a member of the Group Management Committee at the date of retirement. If he had retired in 2016, Olivier Roussat would have been entitled, taking into account his length of service, to an annual pension of €145,410. In accordance with the Afep-Medef Code, this does not exceed 45% of his reference income.
TOTAL	476,034	

(a) Variable remuneration expressed as a percentage of fixed remuneration.
(b) Cap on variable remuneration, set at a percentage of fixed remuneration.

Description of the remuneration of Philippe Marien, Deputy Chief Executive Officer, for the period from 1 September 2016 to 31 December 2016

I. Remuneration components due or awarded in respect of the period from 1 September 2016 to 31 December 2016 and submitted to the Annual General Meeting of 27 April 2017 for an opinion (Resolution 10)	**Quantity/accounting value** €	**Comments**
Fixed remuneration	306,667	
Change versus 2015	-	
Variable remuneration	306,667	Variable remuneration criteria: see 5.4.1.1 (D) above.
Change versus 2015	-	
Variable/fixed [a]	100%	
Cap [b]	100%	
Deferred variable remuneration	-	No entitlement to deferred variable remuneration.
Multi-year variable remuneration	-	No entitlement to multi-year variable remuneration.
Exceptional remuneration	-	No entitlement to exceptional remuneration.
Value of stock options, performance shares or any other long-term remuneration awarded during the year		No stock options, performance shares or other long-term remuneration awarded during the period from 1 September 2016 to 31 December 2016. Prior to his appointment on 30 August 2016, Philippe Marien was awarded 80,000 stock options on 30 May 2016. Those options were valued at €197,888 on the grant date.
Directors' fees	Directors' fees - subsidiaries: 25,467	(4/12ths of the directors' fees paid to Philippe Marien in 2016).
Value of benefits in kind	1,215	Company car. (4/12ths of the benefits in kind awarded to Philippe Marien in 2016).

II. For information: remuneration components due or awarded in respect of the period from 1 September 2016 to 31 December 2016, approved by the Board of Directors under the regulated agreements procedure and submitted for approval by the Annual General Meeting of 27 April 2017 (Resolution 6)	**Quantity/accounting value** €	**Comments**
Severance compensation	-	No entitlement to severance compensation.
Non-competition indemnity	-	No entitlement to a non-competition indemnity.
Supplementary pension scheme		Philippe Marien, on the same basis and subject to the same conditions as the other members of the Group Management Committee, belongs to a 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, capped at eight times the social security ceiling (giving a cap of €308,928 for 2016). Entitlement to this supplementary pension is acquired only after ten years' service with the Bouygues group and is contingent on the beneficiary being a member of the Group Management Committee at the date of retirement. If he had retired in 2016, Philippe Marien would have been entitled to an annual pension, taking into account his length of service, of €184,117. In accordance with the Afep-Medef Code, this does not exceed 45% of his reference income.
TOTAL	640,016	

(a) Variable remuneration expressed as a percentage of fixed remuneration.
(b) Cap on variable remuneration, set at a percentage of fixed remuneration.

Table 1 – General summary of legal status of Executive Officers: restrictions on combining corporate office with employment contract – Supplementary pension – Severance compensation – Non-competition indemnity

Executive Officer	Employment contract		Supplementary pension scheme		Compensation or other benefits due or liable to become due on cessation or change of office		Non-competition indemnities	
	yes	no	yes	no	yes	no	yes	no
Martin Bouygues Office: Chairman and CEO		X	X			X		X
Olivier Bouygues Office: Deputy CEO		X	X			X		X
Olivier Roussat Office: Deputy CEO		X [a]	X			X		X
Philippe Marien Office: CEO		X [a]	X			X		X

(a) Employment contract suspended with effect from 1 September 2016.

Table 2 – General summary of remuneration, benefits in kind and options awarded to the four Executive Officers in 2016

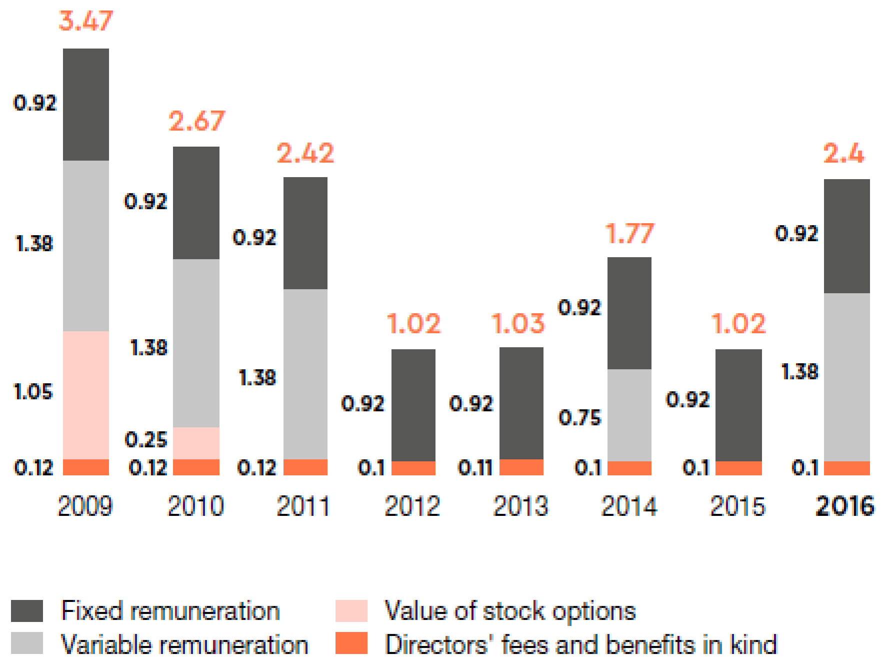
	Martin Bouygues (Chairman and CEO)		Olivier Bouygues (Deputy CEO)		Olivier Roussat (Deputy CEO)	Philippe Marien (Deputy CEO)
€	**in 2016**	**in 2015**	**in 2016**	**in 2015**	**From 01/09/16 to 31/12/16**	**From 01/09/16 to 31/12/16**
Remuneration due in respect of the year/period (see Tables 3 and 4 for breakdown)	2,401,522	1,023,779	1,336,631	579,670	476,034	640,116
Value of options awarded during the year/period [a]	-	-	-	-	-	-
Value of performance shares awarded during the year/period [b]	-	-	-	-	-	-
TOTAL	**2,401,522**	**1,023,779**	**1,336,631**	**579,670**	**476,034**	**640,116**
CHANGE 2016 VS 2015	+134.6%		+130.58%		-	-

(a) No options were awarded to either Martin Bouygues or Olivier Bouygues in 2015 or 2016. Olivier Roussat and Philippe Marien were each awarded 80,000 options in May 2016 prior to their appointment as Deputy Chief Executive Officers.

(b) Bouygues has not awarded any performance shares.

Martin Bouygues
Chairman and Chief Executive Officer

Number of options awarded in 2016: 0
€ million



Olivier Bouygues
Deputy Chief Executive Officer

Number of options awarded in 2016: 0
€ million

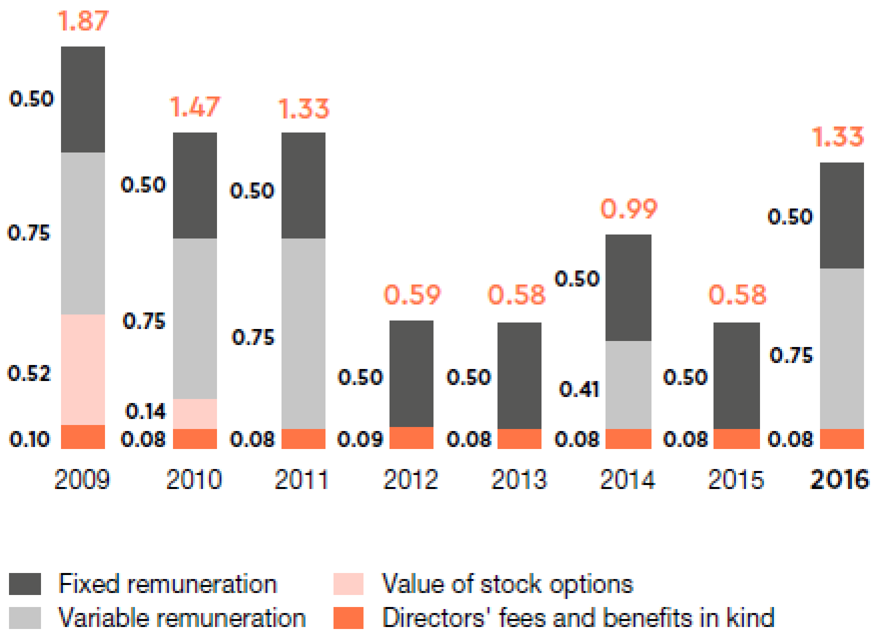


Table 3 – Detailed breakdown of remuneration awarded to the four Executive Officers in respect of the 2016 financial year

The Selection and Remuneration Committee has carried out an assessment of the attainment level of the variable remuneration criteria for the four Executive Officers.

Office and length of service with the Group	Remuneration [a]	Amounts [b] in respect of FY2016 € due [c]	Amounts [b] in respect of FY2016 € paid	Amounts [b] in respect of FY2015 € due [c]	Amounts [b] in respect of FY2015 € paid	Variable remuneration criteria [f] (FY2016)
Martin Bouygues Chairman and CEO (43 years)	Fixed ■ Change	920,000 0%	920,000 0%	920,000 0%	920,000	■ P1 = Increase in current operating profit (50%) ■ P2 = Change in consolidated net profit [g] versus Plan (25%) ■ P3 = Change in consolidated net profit [g] versus 2015 (25%) ■ P4 = Free cash flow before changes in WCR (50%)
	Variable ■ Change ■ Variable/fixed [d] ■ Cap [e]	1,380,000 - 150% 150%	0	0 -100% 0% 150%	753,204	
	Exceptional	-	-	-	-	
	Directors' fees	70,200	70,200	73,900	73,900	
	Benefits in kind	31,322	31,322	29,879	29,879	
	Total	**2,401,522**	**1,021,522**	**1,023,779**	**1,776,983**	
Olivier Bouygues Deputy CEO (43 years)	Fixed ■ Change	500,000 0%	500,000 0%	500,000 0%	500,000	■ P1 = Increase in current operating profit (50%) ■ P2 = Change in consolidated net profit [g] versus Plan (25%) ■ P3 = Change in consolidated net profit [g] versus 2015 (25%) ■ P4 = Free cash flow before changes in WCR (50%)
	Variable ■ Change ■ Variable/fixed [d] ■ Cap [e]	750,000 - 150% 150%	0	0 -100% 0% 150%	409,350	
	Exceptional	-	-			
	Directors' fees	75,875	75,875	68,914	68,914	
	Benefits in kind	10,756	10,756	10,756	10,756	
	Total	**1,336,631**	**586,631**	**579,670**	**989,020**	
Total Martin Bouygues and Olivier Bouygues		**3,738,153**	**1,608,153**	**1,603,449**	**2,766,003**	
CHANGE		**+133%**		**-42%**		

See footnotes on the next page.

Office and length of service with the Group	Remuneration [a]	Amounts [b] in respect of 01/09/2016 to 31/12/2016 €		Variable remuneration criteria [f]
		due [c]	paid	
Olivier Roussat Deputy CEO (22 years) Period from 1 September 2016 to 31 December 2016	Fixed ■ Change	184,000 -	184,000 -	See section 5.4.1.4 below.
	Variable ■ Change ■ Variable/fixed [d] ■ Cap [e]	276,000 - 150% 150%	-	
	Exceptional	-	-	
	Directors' fees	11,517	11,517	
	Benefits in kind	4,517	4,517	
	Total	**476,034**	**200,034**	
Philippe Marien Deputy CEO (36 years) Period from 1 September 2016 to 31 December 2016	Fixed ■ Change	306,667 -	306,667 -	See section 5.4.1.1 (D) above.
	Variable ■ Change ■ Variable/fixed [d] ■ Cap [e]	306,667 - 100% 100%	-	
	Exceptional			
	Directors' fees	25,567	25,567	
	Benefits in kind	1,215	1,215	
	Total	**640,116**	**333,449**	

(a) No remuneration other than that mentioned in the table was paid to the Executive Officers by Bouygues group companies.
(b) Amounts due = all amounts awarded in respect of the financial year. Amounts paid = all amounts paid during the financial year (bearing in mind that the variable portion awarded for any one financial year is actually paid in the first quarter of the following financial year).
(c) Amounts due – Change: the percentages shown under the amount of fixed and variable remuneration indicate the change relative to the previous year.
(d) Variable remuneration expressed as a percentage of fixed remuneration.
(e) Cap on variable remuneration, set at a percentage of fixed remuneration.
(f) Variable remuneration criteria: the percentages shown indicate the weight attached to each criterion in determining total variable remuneration.
(g) Consolidated net profit = consolidated net profit (attributable to the Group) for Bouygues.

	Amounts in respect of FY2016 €	
	due	paid
TOTAL FOR THE FOUR EXECUTIVE OFFICERS	**4,854,303**	**2,141,636**

3.1.3 Directors' fees

The Annual General Meeting of 24 April 2003 set the total amount of directors' fees payable to Bouygues directors at €700,000 for each financial year, leaving it to the Board of Directors to determine how this amount should be allocated.

Directors' fees comprise (i) a fixed portion of 30% and (ii) a variable portion of 70% calculated in proportion to the actual presence of each director at the five periodic Board meetings held each year and, for committee members, at committee meetings.

- Chairman and CEO €50,000
- Directors €25,000
- Accounts Committee members €14,000
- Members of other committees €7,000
  (Selection and Remuneration, and Ethics, CSR and Patronage)

Table 4 – Directors' fees paid in respect of the 2016 financial year

€		Source (Notes 1 and 2)	2016	2015
M. Bouygues	Chairman and CEO	Bouygues Subsidiaries	50,000 20,200	50,000 23,900
O. Bouygues	Deputy CEO	Bouygues Subsidiaries	25,000 50,875	25,000 43,914
SUB-TOTAL - EXECUTIVE OFFICERS		**Bouygues** **Subsidiaries** **Total**	**75,000** **71,075** **146,075**	**75,000** **67,814** **142,814**
F. Bertière	Director	Bouygues Subsidiaries	25,000 22,400	25,000 20,000
C. Bouygues [a]	Director	Bouygues	16,125	0
E. Bouygues [a]	Director	Bouygues	16,125	0
R. Deflesselle	Director	Bouygues	25,000 7,000	25,000 5,040
F. Castagné [b]	Director	Bouygues	16,125 4,025	0 0
C. Gaymard [a]	Director	Bouygues	16,125 9,030 [c]	0 0
A.-M. Idrac	Director	Bouygues	21,500 17,080	21,500 19,040
P. Kron	Director	Bouygues	25,000	25,000
H. Le Bouc	Director	Bouygues Subsidiaries	25,000 20,000	25,000 20,000
C. Lewiner	Director	Bouygues Subsidiaries	21,500 7,000 26,400	25,000 7,000 24,000
H. le Pas de Sécheval	Director	Bouygues	25,000 21,000	25,000 21,000
S. Nombret	Director	Bouygues	25,000 7,000	25,000 7,000
R.-M. Van Lerberghe	Director	Bouygues	25,000 7,000	25,000 7,000
M. Vilain	Director	Bouygues	25,000 14,000	25,000 14,000
Sub-total - Other directors		**Bouygues** **Subsidiaries** **Total**	**400,635** **68,800** **469,435**	**473,280** **94,107** **567,387**
GRAND TOTAL OF DIRECTORS' FEES – EXECUTIVE OFFICERS AND OTHER DIRECTORS (NOTE 3)		**BOUYGUES** **Subsidiaries** **Total**	**536,610** **164,875** **762,460**	**581,805** **161,921** **743,726**

(a) Appointed as a director on 21 April 2016.
(b) Employee representative since 27 April 2016. Member of the Selection and Remuneration Committee since 29 August 2016.
(c) Member of the Accounts Committee since 11 May 2016.

Note 1: Bouygues = directors' fees paid for attendance as a member of the Bouygues Board of Directors. The first line shows fees paid for attendance at Board meetings. The second line shows fees paid for attendance at committee meetings.

Note 2: Subsidiaries = Directors' fees paid by Group companies, within the meaning of Article L. 233-16 of the Commercial Code (mainly Colas, Bouygues Telecom and TF1).

Note 3: The grand total includes directors' fees paid to Michel Bardou, Jean-Paul Chifflet, Nonce Paolini, Jean Peyrelevade and François-Henri Pinault, all of whom left the Board during 2016.

Michel Bardou received directors' fees from Bouygues of €10,750 in 2016 and €25,000 in 2015. He received €3,500 in 2016 and €4,450 in 2015 as a member of the Remuneration Committee. He left the Board of Directors in April 2016.

Jean-Paul Chifflet received directors' fees from Bouygues of €10,750 in 2016 and €21,500 in 2015. He received €3,500 in 2016 and €7,000 in 2015 as a member of the Selection Committee. He left the Board of Directors in April 2016.

Nonce Paolini received directors' fees from Bouygues of €5,375 in 2016 and €25,000 in 2015. He received directors' fees from subsidiaries of €25,000 in 2016. Nonce Paolini took retirement from his positions within the Group and stood down as a director on 23 February 2016.

Jean Peyrelevade received directors' fees from Bouygues of €10,750 in 2016 and €25,000 in 2015. He received €3,500 in 2016 and €7,000 in 2015 as a member of the Selection Committee. He left the Board of Directors in April 2016.

François-Henri Pinault received directors' fees from Bouygues of €10,750 in 2016 and €25,000 in 2015. He received €2,100 in 2016 and €6,650 in 2015 as a member of the Remuneration Committee and the Selection Committee. He left the Board of Directors in April 2016.

3.1.4 Principles and rules for determining remuneration awarded to salaried directors

Remuneration of salaried directors

Two directors (François Bertière and Hervé Le Bouc) are salaried employees of Bouygues. Each of them manages a business segment of the Group.

The principles and methods used to determine remuneration awarded to salaried directors are similar to those used for the Executive Officers (see "General description of the method used to determine variable remuneration" in section 5.4.1.1. above).

However, three of the criteria for determining their variable remuneration are specific to the performance of the business segment (subsidiary) they manage.

- Five criteria (P1, P2, P3, P4 and P5) are used to determine variable remuneration.

  An adjustment may be applied to P3 (see table below).

The variable remuneration criteria are:

- P1 = change in consolidated net profit (attributable to the Group) of Bouygues versus plan (30% if the objective is attained);
- P2 = change in current operating margin of the subsidiary managed versus plan (10% if the objective is attained);
- P3 = change in consolidated net profit (attributable to the Group) of the subsidiary managed (Bouygues Immobilier, Colas, or Bouygues Telecom in the case of Olivier Roussat) versus plan (25% if the objective is attained);
- P4 = change in consolidated net profit (attributable to the Group) of the subsidiary managed relative to the previous year (35% if the objective is attained);
- P5 = qualitative criteria, including one related to CSR (50% if the objectives are attained).

These qualitative and quantitative objectives (and in particular, the level of attainment of the quantitative criteria) were established with precision but are not disclosed for confidentiality reasons.

The remuneration of Olivier Roussat, appointed as Deputy Chief Executive Officer on 30 August 2016, was subject to the same rules in 2016.

	Objective	Variable remuneration calculation method
		Variable portion if objective attained (% of FR)
P1	Consolidated net profit (attributable to the Group) for the year per the 2016 plan	30%
P2	Current operating margin ratio per the subsidiary's 2016 plan	10%
P3	Consolidated net profit for the year per the subsidiary's 2016 plan	25% + if consolidated net profit per the 2016 plan is 20% or more below actual consolidated net profit for 2015, P2 is capped at 25%.
P4	Actual consolidated net profit of the subsidiary for the previous year (2015 CNP)	35%
P5	Qualitative objectives (including Ethics and CSR for 20%)	50%
		150%
Cap		150%

Actual variable portion awarded based on 2016 performance (% of FR)		
	F. Bertière	**H. Le Bouc**
P1	60%	60%
P2	12.42%	11.47%
P3	26.30%	25.35%
P4	66.82%	70%
P5	50%	50%
	215.63%	**216.82%**
Capped at	**150%**	**150%**

The remuneration paid by Bouygues, and the related social security charges, is invoiced to the subsidiary managed by the director (François Bertière: Bouygues Immobilier; Hervé Le Bouc: Colas).

Table 5 — Detailed breakdown of remuneration of salaried employees

Office held and length of service with the Group	Remuneration [a]	Amounts [b] in respect of FY2016 € due [c]	Amounts [b] in respect of FY2016 € paid	Amounts [b] in respect of FY2015 € due [c]	Amounts [b] in respect of FY2015 € paid	Variable remuneration criteria (FY2016)
F. Bertière Director (32 years)	Fixed	920,000	920,000	920,000	920,000	■ P1 = Change in consolidated net profit of Bouygues (30%) ■ P2 = Change in current operating margin of Bouygues Immobilier versus plan (10%) ■ P3 = Change in consolidated net profit of Bouygues Immobilier versus plan (25%) ■ P4 = Change in consolidated net profit of Bouygues Immobilier versus 2015 (35%) ■ P5 = Qualitative criteria (50%)
	■ Change	0%		0%		
	Variable	1,380,000	1,334,000	1,334,000	1,380,000	
	■ Change	+3.45%		0%		
	■ Variable/fixed [d]	150%		150%		
	■ Cap [e]	150%		150%		
	Exceptional	-	-	-	-	
	Directors' fees	47,400	47,400	45,000	45,000	
	Benefits in kind	4,994	4,994	4,944	4,944	
	TOTAL	**2,352,394**	**2,306,394**	**2,303,944**	**2,349,944**	
H. Le Bouc Director (38 years)	Fixed	920,000	920,000	920,000	920,000	■ P1 = Change in consolidated net profit of Bouygues (30%) ■ P2 = Change in current operating margin of Colas versus plan (10%) ■ P3 = Change in consolidated net profit of Colas versus plan (25%) ■ P4 = Change in consolidated net profit of Colas versus 2015 (35%) ■ P5 = Qualitative criteria (50%)
	■ Change	0%		0%		
	Variable	1,380,000	1,380,000	1,380,000	1,380,000	
	■ Change	0%		0%		
	■ Variable/fixed [d]	150%		150%		
	■ Cap [e]	150%		150%		
	Exceptional	-	-	-	-	
	Directors' fees	45,000	45,000	45,000	45,000	
	Benefits in kind	4,100	4,100	4,100	4,100	
	TOTAL	**2,349,100**	**2,349,100**	**2,349,100**	**2,349,100**	

(a) No remuneration other than that mentioned in this table was paid to these directors by Bouygues group companies.
(b) Amounts due = all amounts awarded in respect of the financial year. Amounts paid = all amounts paid during the financial year (bearing in mind that the variable portion awarded for any one financial year is actually paid in the first quarter of the following financial year).
(c) Amounts due – Change: the percentages shown under the amount of fixed and variable remuneration indicate the change relative to the previous year.
(d) Variable remuneration expressed as a percentage of fixed remuneration.
(e) Cap on variable remuneration, set at a percentage of fixed remuneration.

Employment contracts of the two salaried directors
The employment contracts of François Bertière and Hervé Le Bouc have been maintained because they have spent almost their entire careers at the Group. They both had considerable lengths of service when they took charge of one of the Group's five business segments and were appointed as directors.

Supplementary pension scheme
Subject to certain conditions, François Bertière and Hervé Le Bouc will be entitled to benefit from a supplementary pension scheme when they retire. The terms of the scheme are the same as those for the Executive Officers, as described in section 5.4.1.1 (H) above.

The estimated amounts of their annual annuities as of 31 December 2016 are as follows:

Name	Annual annuity €
François Bertière	282,622
Hervé Le Bouc	216,389

Severance compensation and non-competition indemnities
As in the case of the Executive Officers, these directors are not entitled to any severance compensation or non-competition indemnity.

Although not severance compensation as such, a salaried director of the company is covered by the relevant collective agreement (in the case of Bouygues SA, the collective agreement for managers in the building industry in the Paris region), which in the event of termination of employment contract the director would be entitled to compensation equivalent to approximately one year's salary.

Directors representing employee shareholders and directors representing employees
Salaries paid to the two directors representing employee shareholders who have an employment contract with Bouygues or one of its subsidiaries, and salaries paid to the two directors representing employees, are not disclosed.

3.2 Report on the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds payable to the Chairman and CEO and Deputy CEOs in 2017 (resolution 12 of the Annual General Meeting)

(Excerpt of chapter 5, section 5.4.2 of the 2016 Registration Document).

The payment of the variable and exceptional components referred to in this report is subject to approval by the Ordinary General Meeting of the remuneration components of the person concerned under the conditions set forth in Article L. 225-100 of the Commercial Code. Report required under Article L. 225-37-2 of the Commercial Code.

General principles

The Board of Directors laid down the following twelve general principles on the basis of which the 2017 remuneration and benefits of the Executive Officers of Bouygues will be determined.

1. Compliance with Afep-Medef Code recommendations.

2. No employment contract with Executive Officers during their term of office; existing employment contracts suspended on appointment as Executive Officer.

3. No severance benefit or non-competition indemnity on leaving office.

4. Level of remuneration taking into account the existence of a capped supplementary pension and the fact that no severance benefit or non-competition indemnity has been granted.

5. Remuneration commensurate with the level and difficulty of each Executive Officer's responsibility. Remuneration commensurate with each Executive Officer's experience in the position held and length of service with the Group.

6. Remuneration takes account of the practices applied in groups or enterprises carrying on comparable activities.

7. An incentivising remuneration structure comprising the following:

- fixed remuneration;
- annual variable remuneration;
- multi-year variable remuneration;
- directors' fees;
- limited benefits in kind;
- supplementary pension.

8. No deferred annual variable remuneration.

9. Discretion left to the Board of Directors to decide to pay exceptional remuneration but reserved for truly exceptional circumstances.

10. No additional remuneration paid to any Executive Officer by a Group subsidiary apart from directors' fees (with the caveat that Olivier Roussat's remuneration will be charged 60% to Bouygues and 40% to Bouygues Telecom, reflecting how he splits his time between the two companies).

11. No stock options or performance shares awarded to Executive Officers in 2017.

12. For the first time, inclusion in the remuneration package of multi-year remuneration arrangements, determined on the basis of medium-term performance.

The aim is to incentivise the four Executive Officers to exceed the objectives set for them.

Given that Bouygues has always been run by an Executive Officer drawn from the founding family and reference shareholder, the appointment of two Deputy Chief Executive Officers who are not major or reference shareholders was regarded as the right time to introduce this type of multi-year remuneration determined by reference to actual performances over the medium term rather than the performance of the most recent financial year.

Criteria and methods used in 2017 by the Board of Directors to determine, allocate and award the fixed, variable and exceptional components of the total remuneration and benefits of all kinds of each Executive Officer (Martin Bouygues, Olivier Bouygues, Philippe Marien and Olivier Roussat)

For 2017, the criteria and methods agreed by the Board of Directors to determine, allocate and award the fixed, variable and exceptional components of the total remuneration and benefits of all kinds of each Executive Officer are described below. A few changes have been made relative to 2016, primarily the introduction of multi-year variable remuneration (medium-term remuneration). In general, however, the Board of Directors considered it advisable to retain the majority of the existing criteria and methods, which have been applied for several years.

1. Fixed remuneration

€920,000 (Martin Bouygues – Philippe Marien)
€552,000 (Olivier Roussat)
€500,000 (Olivier Bouygues)
The rules used to determine fixed remuneration were established in 1999 and have been applied consistently ever since. Fixed remuneration is determined according to the level and complexity of the person's responsibilities, experience in the post and length of service with the Group, and practices followed by groups or companies carrying on comparable businesses.

2. Annual variable remuneration

Capped at 160% of fixed remuneration, i.e. a cap of €1,472,000 for Martin Bouygues and Philippe Marien, €883,200 for Olivier Roussat and €800,000 for Olivier Bouygues.

The annual variable remuneration would be determined by applying five criteria (three of them referring to the three-year business plan), opening up the possibility of receiving five variable components: P1, P2, P3, P4 and P5.

P1 Actual consolidated current operating profit (COP) of the Group for the year / Objective = COP per 2017 plan

P2 Actual consolidated net profit (CNP) of the Group for the year / Objective = CNP per 2017 plan

P3 Actual CNP for the year (excluding exceptional items) / Objective = CNP for the previous year (excluding exceptional items)

P4 Change in net debt (excluding external growth not built into the plan) / Objective = Change in net debt per 2017 plan

P5 Qualitative criteria: performance in CSR [a] and compliance

Method for determining annual variable remuneration for 2017

The method for determining the annual variable remuneration of the Executive Officers for 2017 would be based on five separate variable components: P1, P2, P3, P4 and P5.

(FR = Fixed Remuneration)

P1, P2, P3 and P4

The effective weight of each criterion determining the payment of each of the three components P1, P2 and P4 is dependent on the performance achieved during the financial year relative to the business plan.

P3 is determined by reference to the performance for the previous financial year.

The four variable components P1, P2, P3 and P4 are calculated as follows:

1) If actual performance is more than 10% below the Objective→the component concerned (P1, P2, P3 or P4) = 0

2) If actual performance is between (Objective – 10%) and the Objective:

P1 = 0% to 40% of FR
P2 = 0% to 40% of FR
P3 = 0% to 30% of FR
P4 = 0% to 20% of FR

3) If actual performance is higher than the Objective:

P1 = 40% to 70% of FR
P2 = 40% to 70% of FR
P3 = 30% to 50% of FR
P4 = 20% to 30% of FR

Between these limits the effective weight of each component is determined by linear interpolation.

(a) Corporate Social Responsibility.

P5

The Board of Directors determines the effective weight of P5, subject to a strict cap of 30% of FR.

Cap

The sum of the five components P1, P2, P3, P4 and P5 calculated according to the above method may never exceed a **cap of 160% of FR**.

3. Multi-year variable remuneration (medium-term remuneration)

Each Executive Officer could be entitled to multi-year variable remuneration, i.e. a medium-term remuneration arrangement determined by reference to two criteria derived from the three-year business plan:

P6: Actual consolidated current operating profit (COP) of the Group for the three most recent financial years covered by the Group business plan / the three COP figures set as objectives in the business plan.

P7: Actual consolidated current operating profit (COP) of the Group for the three most recent financial years covered by the Group business plan / the three COP figures set as objectives in the business plan.

Multi-year variable remuneration is determined as follows:

(FR = Fixed Remuneration)

P6: Objective = current operating profit figures for the financial years set as objectives in the business plan.

If the objective is attained P6 = 0

If all three COP figures are 20% above the objective, P6 = 15% of FR

Between these lower and upper limits, P6 is determined by linear interpolation on the basis of the actual profit figure achieved.

P7: Objective = consolidated net profit figures of the Group for the financial years set as objectives in the business plan.

If the objective is attained P7 = 0

If all three CNP figures are 20% above the objective, P7 = 15% of FR

Between these lower and upper limits, P7 is determined by linear interpolation on the basis of the actual profit figure achieved.

Cap

Multi-annual variable remuneration is therefore **capped at 30% of fixed remuneration.**

Martin Bouygues and Olivier Bouygues could benefit from this new remuneration component on completion of the 2017 financial year. Philippe Marien and Olivier Roussat could benefit from it for the first time on completion of the 2018 financial year, with the 2017 and 2018 financial years used as reference points. On completion of the 2019 financial year and each subsequent financial year, the reference points would be the three previous financial years as per the rule proposed above.

4. Directors' fees

Directors' fees paid by Bouygues or a subsidiary of the Group would be retained by the Executive Officer.

5. Benefits in kind

Each Executive Officer would be allocated a company car.

Martin Bouygues and Olivier Bouygues would receive an additional benefit in the form of the part-time assignment of a personal assistant and chauffeur/security guard for their personal needs.

(A chauffeur is made available to Philippe Marien and Olivier Roussat for business purposes).

6. Supplementary pension scheme

Each Executive Officer would be eligible for a defined benefit collective pension scheme governed by Article L. 137-11 of the Social Security Code. This pension scheme would have the following characteristics:

1. Pension rights that vest each year and are capped at 0.92% of the reference salary.

2. Conditions for joining the scheme and other eligibility conditions. The beneficiary must:

- be a member of the Group Management Committee on the date of departure or retirement;
- have at least ten years' service with the Bouygues group at the date of departure or retirement;
- have definitively ended his or her professional career at one of the Group companies (this condition is fulfilled when the employee is part of the workforce at the date of departure or retirement);
- be at least 65 years old at the date of departure or retirement;
- fulfil the eligibility criteria for pension benefits under the basic social security pension scheme and the mandatory supplementary schemes (ARRCO and AGIRC).

3. Reference salary equal to the average gross salary of the Executive Officer's three best calendar years at the Bouygues group during his or her period on the Group Management Committee, adjusted to reflect changes in the value of pension entitlement points under the AGIRC scheme, on the date of cessation of office or termination of employment contract.

The reference gross salary is that used to calculate social security contributions in accordance with Article L. 242-1 of the Social Security Code.

4. Frequency of vesting of rights: annual.

5. Cap: eight times the annual social security ceiling, i.e. a cap of €313,824 in 2017.

6. Financing outsourced to an insurance company outside the Group to which a contribution is made annually.

7. Performance conditions:

a) Executive Officers to whom performance conditions apply:

Martin Bouygues and Olivier Bouygues can no longer acquire any further supplementary pension rights since the rights vested in them to date exceed the cap set by the Board of Directors (eight times the French social security ceiling). However, the performance conditions do apply to Philippe Marien and Olivier Roussat.

b) Definition of the performance objective ("the Objective")

2017 financial year:	Objective = that the average of the consolidated net profit figures for the 2016 and 2017 financial years ("Average CNP") is no more than 10% below the average of the consolidated net profit figures specified in the two plans for 2016 and 2017 ("Plan Average").
Each subsequent financial year:	Objective = that the average of the consolidated net profit figures for the financial year then ended and the two financial years that preceded it ("Average CNP") is no more than 10% below the average of the consolidated net profit figures specified in the plan for the financial year then ended and the plans for the two financial years that preceded it.

c) Terms for determining the vesting of pension rights based on performance

- If the Average CNP meets the Objective

  Annual pension rights = 0.92% of the reference salary

- If the Average CNP is more than 10% below the Objective

  Annual pension rights = 0

Between those lower and upper limits pension rights will vary on a straight line basis between 0% and 0.92% of the reference salary.

4. Agenda of the Annual General Meeting

Ordinary General Meeting

1. Approval of the parent company financial statements and transactions for the year ended 31 December 2016;
2. Approval of the consolidated financial statements and transactions for the year ended 31 December 2016;
3. Appropriation of 2016 earnings, setting of dividend;
4. Approval of regulated agreements and commitments specified in Articles L. 225-38 *et seq.* of the Commercial Code;
5. Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Bouygues, Deputy Chief Executive Officer, is entitled;
6. Approval of the commitment relative to the defined-benefit pension scheme to which Philippe Marien, Deputy Chief Executive Officer, is entitled;
7. Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Roussat, Deputy Chief Executive Officer, is entitled;
8. Favourable opinion on the remuneration components due or awarded to Martin Bouygues, Chairman and Chief Executive Officer, in respect of the year ended 31 December 2016;
9. Favourable opinion on the remuneration components due or awarded to Olivier Bouygues, Deputy Chief Executive Officer, in respect of the year ended 31 December 2016;
10. Favourable opinion on the remuneration components due or awarded to Philippe Marien, Deputy Chief Executive Officer, in respect of the year ended 31 December 2016;
11. Favourable opinion on the remuneration components due or awarded to Olivier Roussat, Deputy Chief Executive Officer, in respect of the year ended 31 December 2016;
12. Remuneration policy applicable to the Chairman and Chief Executive Officer and Deputy Chief Executive Officers: approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds awarded to those Executive Officers;
13. Setting of the annual amount of directors' fees;
14. Renewal of the term of office of Helman le Pas de Sécheval as a director;
15. Appointment of Alexandre de Rothschild as a director;
16. Authorisation to the Board of Directors with a view to permitting the company to trade in its own shares.

Extraordinary General Meeting

17. Authorisation to the Board of Directors to reduce share capital by cancelling treasury shares held by the company;
18. Delegation of powers to the Board of Directors to increase share capital by way of public offering, with pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries;
19. Delegation of powers to the Board of Directors to increase share capital by incorporating share premiums, reserves or earnings, or other amounts into capital;
20. Delegation of powers to the Board of Directors to increase share capital, by way of public offering, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries;
21. Delegation of powers to the Board of Directors to increase share capital by way of private placement, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries;
22. Authorisation to the Board of Directors to set the price, in accordance with the terms decided by the Annual General Meeting, for immediate or future issues of equity securities, by way of public offering or private placement, without pre-emptive rights for existing shareholders;
23. Authorisation to the Board of Directors to increase the number of securities to be issued in the event of a capital increase, with or without pre-emptive rights for existing shareholders;
24. Delegation of powers to the Board of Directors to increase share capital, without pre-emptive rights for existing shareholders, as consideration for contributions in kind to the company consisting of equity securities or securities giving access to the capital of another company outside of a public exchange offer;
25. Delegation of powers to the Board of Directors to increase share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered to a public exchange offer initiated by the company;
26. Delegation of powers to the Board of Directors to issue shares, without pre-emptive rights for existing shareholders, following the issue, by a Bouygues subsidiary, of securities giving access to shares in the company;
27. Delegation of powers to the Board of Directors to increase share capital, without pre-emptive rights for existing shareholders, for the benefit of employees or corporate officers of the company or related companies who are members of a company savings scheme;
28. Authorisation to the Board of Directors to grant options to acquire new or existing shares to employees or corporate officers of the company or related companies;
29. Delegation of powers to the Board of Directors to issue equity warrants during the period of a public tender offer for the company;
30. Powers to carry out formalities.

5. Board of Directors' report and the draft resolutions

Ordinary General Meeting

Resolutions 1, 2 and 3 – Approval of the parent company and consolidated financial statements, appropriation of 2016 earnings and setting of the dividend (€1.60 per share)

Object and purpose

To approve:

- the individual (parent company) financial statements for the year ended 31 December 2016, showing net profit of €972,535,842.66;
- the consolidated financial statements for the year ended 31 December 2016, showing net profit attributable to the Group of €732 million.

The full financial statements are included in the 2016 Registration Document; they are also available on www.bouygues.com. The Convening Notice to the Annual General Meeting contains the condensed consolidated financial statements.

We propose to distribute a dividend of a total amount of €567,853,675.20 and to appropriate the balance of €2,191,882,164.27 to retained earnings. The dividend, which is the same as the dividend paid in respect of 2015, amounts to a payout of €1.60 for each of the 354,908,547 existing shares. This dividend is eligible for 40% tax relief in accordance with paragraph 2 of Article 158-3 of the General Tax Code.

The dividend payment date is 5 May 2017. The ex-date and record date have been set at 3 May 2017 and in the evening of 4 May 2017 respectively.

In accordance with Article 243 bis of the General Tax Code, listed below are the dividend amounts paid out in respect of the last three financial years.

	2013	2014	2015
Number of shares	319,264,996	336,086,458	345,135,316
Dividend per share	€1.60	€1.60	€1.60
TOTAL DIVIDEND [a & b]	**€510,823,993.60**	**€537,731,932.80**	**€552,128,505.60**

(a) The amounts shown represent dividends actually paid, taking account of the fact that shares held by the company itself do not qualify for dividends.
(b) Amounts eligible for 40% tax relief in accordance with paragraph 2 of Article 158-3 of the General Tax Code.

First resolution

(Approval of the parent company financial statements and transactions for the year ended 31 December 2016)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the parent company financial statements for the year ended 31 December 2016, as well as the management report of the Board of Directors and the auditors' report on the parent company financial statements, hereby approves the parent company financial statements for the year ended 31 December 2016, showing a net profit of €972,535,842.66, as well as the transactions recorded in those financial statements and disclosed in those reports.

Second resolution

(Approval of the consolidated financial statements and transactions for the year ended 31 December 2016)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the consolidated financial statements for the year ended 31 December 2016, as well as the Board of Directors' report on the management of the Group included in the management report in accordance with Article L. 233-26 of the Commercial Code, and the auditors' report on the consolidated financial statements, hereby approves the consolidated financial statements for the year ended 31 December 2016, showing a net profit of €732 million, as well as the transactions recorded in those financial statements and disclosed in those reports.

Third resolution
(Appropriation of 2016 earnings, setting of dividend)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, notes that as net profit amounts to €972,535,842.66 and retained earnings to €1,787,199,996.81, distributable earnings total €2,759,735,839.47.

On the Board of Directors' recommendation, the Annual General Meeting hereby resolves to:

- distribute a dividend of €1.60 per share, making a total of €567,853,675.20;
- carry over the remainder in the amount of €2,191,882,164.27 to retained earnings.

Accordingly, the dividend for the year ended 31 December 2016 is hereby set at €1.60 per share carrying dividend rights.

The ex-date for the Euronext Paris market will be 3 May 2017. The dividend will be paid in cash on 5 May 2017 and the record date (i.e. the cut-off date for positions qualifying for payment) will be the evening of 4 May 2017.

The entire dividend payout will be eligible for the 40% tax relief mentioned in paragraph 2 of Article 158-3 of the General Tax Code.

If the company holds some of its own shares at the dividend payment date, the dividends not paid on those shares shall be allocated to retained earnings.

In accordance with law, the Annual General Meeting notes that the following dividends were paid for financial years 2013, 2014 and 2015:

	2013	2014	2015
Number of shares	319,264,996	336,086,458	345,135,316
Dividend per share	€1.60	€1.60	€1.60
TOTAL DIVIDEND [a & b]	**€510,823,993.60**	**€537,731,932.80**	**€552,128,505.60**

(a) The amounts shown represent dividends actually paid, taking account of the fact that shares held by the company itself do not qualify for dividends.
(b) Amounts eligible for 40% tax relief in accordance with paragraph 2 of Article 158-3 of the General Tax Code.

Resolution 4 – Approval of regulated agreements

Object and purpose

To approve the regulated agreements entered into directly or indirectly, in 2016, between Bouygues and:

- one of its corporate officers (Executive Officers, directors);
- a company in which a corporate officer of Bouygues also holds a directorship;
- a shareholder holding more than 10% of voting rights of Bouygues.

This approval is part of what is known as the regulated, or related-party, agreements procedure, which aims to prevent potential conflicts of interest.

The commitments relative to the defined-benefit pension scheme to which Executive Officers are entitled (Chairman and Chief Executive Officer and Deputy Chief Executive Officers) must also be approved.

In accordance with law, these agreements and commitments were granted prior approval by the Board of Directors; the directors concerned abstained from voting. The detailed list of these agreements and commitments, the benefit for Bouygues, their financial conditions and the amounts invoiced in 2016, are provided in the auditors' special report on regulated agreements and commitments (chapter 8, section 8.3 of the Registration Document). The agreements and commitments mentioned in the auditors' special report that were approved by general meetings in previous years do not have to be voted on again by this Annual General Meeting. The agreements and commitments we ask you to approve, having acquainted yourselves with this report and the auditors' report, concern the following subjects:

- **Shared service agreements.** Bouygues provides a range of general and expert services to its subsidiaries in areas such as finance, communications, sustainable development, patronage, new technologies, insurance, legal affairs, human resources and innovation consultancy. As part of the agreement, Bouygues and its main subsidiaries sign annual agreements relating to these services, so that each business segment can request relevant services and expertise if need be. The principle behind these agreements is based on the rules for sharing and invoicing the expense of shared services, including special services, and the defrayal of a remaining share, within the limit of a percentage of sales of the subsidiary concerned.

  In February 2016, the Board of Directors authorised the conclusion of new shared service agreements with its main subsidiaries. The amendments authorised by the Board of Directors were aimed at adapting the agreements to the changes in the relations between Bouygues and its main subsidiaries and at better integrating the latest recommendations of the OECD and the European Union on transfer pricing. The amendments mainly concerned:

  - a more complete and exhaustive listing of shared services;
  - updating certain definitions;
  - a more precise definition of the principles for invoicing shared services;
  - updating allocation formulae;
  - introducing a margin on the residual amount of shared service fees invoiced to the subsidiaries.

  These new agreements, signed in March 2016, replaced on a retroactive basis, starting 1 January 2016, the previous shared services agreements authorised for renewal by the Board of Directors at its November 2015 meeting.

  In November 2016, the Board of Directors authorised, for a period of one year starting 1 January 2017, the renewal of the new shared service agreements mentioned above.

- Renewal for a period of one year starting 1 January 2017 of the **reciprocal services agreement between Bouygues and SCDM**. SCDM, a company owned by Martin Bouygues and Olivier Bouygues, contributes to initiatives in favour of the Bouygues group on an ongoing basis (research and analysis into strategic developments and the growth of the Bouygues group, multi-year plans, research and analysis into major investments and divestments). SCDM may also supply Bouygues with services other than those provided as part of its permanent duties. This agreement enables Bouygues to benefit from the services of Martin Bouygues and Olivier Bouygues, who are paid exclusively by SCDM, and of the members of the small group that supports them by conducting the research and analysis mentioned above, as well as various specific services for the benefit of the Group. At its meeting of 22 February 2017, the Board of Directors decided to reduce from €8 million to €6 million the maximum amount that can potentially be invoiced by SCDM to Bouygues under this agreement.

  The amount invoiced by SCDM to Bouygues under this agreement in 2016 was €2.64 million, consisting mainly of the remuneration (salaries and charges) of Martin and Olivier Bouygues, 72% of the total, within the limit of the amount set by the Bouygues Board of Directors. The remainder (28% of the total) is for the services provided by the small group that supports Martin and Olivier Bouygues in their deliberations and activities on behalf of the Group, mainly by conducting research and analysis into strategic developments and the growth of the Bouygues group.

  This agreement also enables Bouygues to be remunerated by SCDM in respect of the various specific services that it carries out on its behalf, principally management, HR, IT, legal and financial services. The amount invoiced by Bouygues to SCDM under this agreement in 2016 was €0.36 million.

- Renewal for a period of one year starting 1 January 2017 of the **commitment relative to the defined-benefit pension scheme** for members of the Group Management Committee, as well as the cross-charging agreements whereby Bouygues invoices its subsidiaries Bouygues Construction, Colas, TF1 and Bouygues Telecom, for the contributions to this additional retirement provision, from which their senior executives benefit. The additional retirement provision is equivalent to 0.92% of the reference salary per year of service in the Group, and may not exceed eight times the annual ceiling under the social security regime, i.e. €313,824 in 2017. Individual potential entitlements may not exceed the ceiling of 45% of the reference income for Executive Officers as recommended by the Afep-Medef Code. The scheme has been outsourced to an insurance company.
- Renewal for a period of one year starting 1 January 2017 of the **open innovation services agreements** concluded with Bouygues Construction, Colas, TF1 and Bouygues Telecom. The consultancy services provided to the business segments under this agreement are an integral part of the shared services offered by Bouygues to the Group's business segments. As such, they are invoiced directly through the shared service agreements mentioned above in respect of the share of the residual amount of shared service fees. In consideration for the management services, each subsidiary pays Bouygues, on a pro rata temporis basis, a monthly flat fee of €750 excl. VAT per shareholding in a managed innovative company.
- Services agreements between Bouygues and Bouygues Construction and Colas relating to the participation of those companies in the **Pollutec trade fair** at the end of 2016.
- Renewal for a tacitly renewable five-year period of the **group tax election agreements** entered into inter alia with Bouygues Construction, Colas and Aximum. These agreements enable Bouygues to assume sole liability for the corporate income tax (and additional corporate income tax contributions) payable by the tax group constituting Bouygues itself and the companies included in the group tax election.
- Amendment to the agreement on **internal audit services** provided by Bouygues for the benefit of Bouygues Telecom**;** the amount of services entrusted to Bouygues is set at €330,000 excl. VAT for 2017.

In accordance with law, the persons concerned will not vote on this resolution.

Fourth resolution

(Approval of regulated agreements and commitments specified in Articles L. 225-38 et seq. of the Commercial Code)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the auditors' special report on regulated agreements and commitments, and in accordance with the provisions of Articles L. 225-38 *et seq*. of the Commercial Code, hereby approves the regulated agreements and commitments set out in this report that have not yet been approved by the Annual General Meeting.

Resolutions 5, 6 and 7 – Approval of the commitments relative to the defined-benefit pension scheme to which Olivier Bouygues, Philippe Marien and Olivier Roussat, Deputy Chief Executive Officers, are entitled

Object and purpose

The members of Group Management Committee, which includes Martin Bouygues, Olivier Bouygues, Philippe Marien and Olivier Roussat, benefit from a supplementary pension scheme whereby they receive an additional retirement provision set at 0.92% of the reference salary (average of the best three years) per year in the scheme. Benefits are capped at eight times the social security ceiling, i.e. approximately €313,824 in 2017.

Under the law of 6 August 2015 on growth, activity and equality of economic opportunity (the "Macron Law"), the Annual General Meeting must approve, through specific resolutions, the defined-benefit pension scheme entitlement of Olivier Bouygues, whose term of office as Deputy Chief Executive Officer was renewed on 15 November 2016, and that of Philippe Marien and Olivier Roussat, with effect from 30 August 2016, the date of their appointment as Deputy Chief Executive Officers. There is no need to submit a specific resolution to the Annual General Meeting of 27 April 2017 regarding the defined-benefit entitlement of Martin Bouygues, since his term as Chairman and Chief Executive Officer has not been renewed since the entry into force of the Macron law.

The characteristics of this defined-benefit pension scheme are outlined above (see resolution 4).

In accordance with law, performance conditions apply to the defined-benefit pensions awarded since 7 August 2015 to Executive Officers (Chairman and Chief Executive Officer, Deputy Chief Executive Officers) and to those awarded to the aforementioned individuals who were appointed or reappointed after that date, with effect from the date of their appointment or reappointment. Therefore, Martin Bouygues is not concerned.

As regards Olivier Bouygues, the Board of Directors noted that he could no longer acquire supplementary pension rights because the rights acquired as at 7 August 2015 reach the ceiling set by the Board of Directors, i.e. eight times the annual social security ceiling. This therefore obviates the need to stipulate performance conditions for him. As regards Olivier Roussat and Philippe Marien, the defined-benefit pension scheme to which they are entitled in respect of the 2017 financial year is subject to the attainment of performance conditions as detailed in the report on remuneration principles and criteria in chapter 5, section 5.4.2 of the Registration Document.

In accordance with law, the persons mentioned above will not vote on this resolution.

Fifth resolution

(Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Bouygues, Deputy Chief Executive Officer, is entitled)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the auditors' special report on regulated agreements and commitments, and in accordance with the provisions of Article L. 225-42-1 of the Commercial Code, hereby approves the commitment relative to the defined-benefit pension scheme to which Olivier Bouygues is entitled, with effect from 15 November 2016, the date of the renewal of his appointment as Deputy Chief Executive Officer, and which constitutes the continuation of the commitments previously approved by the Annual General Meeting.

Sixth resolution

(Approval of the commitment relative to the defined-benefit pension scheme to which Philippe Marien, Deputy Chief Executive Officer, is entitled)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the auditors' special report on regulated agreements and commitments, and in accordance with the provisions of Article L. 225-42-1 of the Commercial Code, hereby approves the commitment relative to the defined-benefit pension scheme to which Philippe Marien is entitled, with effect from 30 August 2016, the date of his appointment as Deputy Chief Executive Officer.

Seventh resolution

(Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Roussat, Deputy Chief Executive Officer, is entitled)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the auditors' special report on regulated agreements and commitments, and in accordance with the provisions of Article L. 225-42-1 of the Commercial Code, hereby approves the commitment relative to the defined-benefit pension scheme to which Olivier Roussat is entitled, with effect from 30 August 2016, the date of his appointment as Deputy Chief Executive Officer.

Resolutions 8 to 11 – Favourable opinion on the individual remuneration components due or awarded to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officers in respect of the 2016 financial year

Object and purpose

Pursuant to paragraph 26 of the Afep-Medef Code, the corporate governance code to which Bouygues refers pursuant to Article L. 225-37 of the Commercial Code, shareholders are asked to give a favourable opinion on the remuneration components due or awarded in respect of the 2016 financial year to each of the four Executive Officers (i.e. the Chairman and Chief Executive Officer and the three Deputy Chief Executive Officers).

In accordance with Article L. 225-102-1 of the Commercial Code, these components are presented in the Board of Directors' report. They are included in the report on remuneration in chapter 5, section 5.4.1. of the Registration Document.

Eighth resolution

(Favourable opinion on the remuneration components due or awarded to Martin Bouygues, Chairman and Chief Executive Officer, in respect of the year ended 31 December 2016)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, consulted pursuant to paragraph 26 of the Afep-Medef Corporate Governance Code, which constitutes the Company's reference code pursuant to Article L. 225-37 of the Commercial Code, having acquainted itself with the remuneration components due or awarded to Martin Bouygues in his capacity as Chairman and Chief Executive Officer in respect of the year ended 31 December 2016, as presented in the Board of Directors' report in accordance with Article L. 225-102-1 of the Commercial Code, hereby gives a favourable opinion on those remuneration components.

Ninth resolution

(Favourable opinion on the remuneration components due or awarded to Olivier Bouygues, Deputy Chief Executive Officer, in respect of the year ended 31 December 2016)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, consulted pursuant to paragraph 26 of the Afep-Medef Corporate Governance Code, which constitutes the Company's reference code pursuant to Article L. 225-37 of the Commercial Code, having acquainted itself with the remuneration components due or awarded to Olivier Bouygues in his capacity as Deputy Chief Executive Officer in respect of the year ended 31 December 2016, as presented in the Board of Directors' report in accordance with Article L. 225-102-1 of the Commercial Code, hereby gives a favourable opinion on those remuneration components.

Tenth resolution

(Favourable opinion on the remuneration components due or awarded to Philippe Marien, Deputy Chief Executive Officer, in respect of the year ended 31 December 2016)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, consulted pursuant to paragraph 26 of the Afep-Medef Corporate Governance Code, which constitutes the Company's reference code pursuant to Article L. 225-37 of the Commercial Code, having acquainted itself with the remuneration components due or awarded to Philippe Marien in his capacity as Deputy Chief Executive Officer in respect of the year ended 31 December 2016, as presented in the Board of Directors' report in accordance with Article L. 225-102-1 of the Commercial Code, hereby gives a favourable opinion on those remuneration components.

Eleventh resolution

(Favourable opinion on the remuneration components due or awarded to Olivier Roussat, Deputy Chief Executive Officer, in respect of the year ended 31 December 2016)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, consulted pursuant to paragraph 26 of the Afep-Medef Corporate Governance Code, which constitutes the Company's reference code pursuant to Article L. 225-37 of the Commercial Code, having acquainted itself with the remuneration components due or awarded to Olivier Roussat in his capacity as Deputy Chief Executive Officer in respect of the year ended 31 December 2016, as presented in the Board of Directors' report in accordance with Article L. 225-102-1 of the Commercial Code, hereby gives a favourable opinion on those remuneration components.

Resolution 12 – Remuneration policy applicable to the Chairman and Chief Executive Officer and Deputy Chief Executive Officers

Object and purpose

Pursuant to Article L. 225-37-2 of the Commercial Code, the Board of Directors is asking the Annual General Meeting to approve the principles and criteria applicable for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds awarded to the Chairman and Chief Executive Officer and Deputy Chief Executive Officers for the 2017 financial year and constituting the remuneration policy concerning them.

These principles and criteria approved by the Board of Directors, acting on a recommendation of the Selection and Remuneration Committee are presented in the report required by Article L. 225-37-2 as mentioned above and included in chapter 5, section 5.4.2 of the Registration Document. Pursuant to Article L. 225-100 of the Commercial Code, the amounts arising from the implementation of these principles and criteria will be submitted for approval to the Annual General Meeting called to approve the 2017 financial statements.

Twelfth resolution

(Remuneration policy applicable to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officers: approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds awarded to those Executive Officers)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the report required by Article L. 225-37-2 of the Commercial Code, hereby approves the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds awarded to Executive Officers, in their capacity as either Chairman and Chief Executive Officer or Deputy Chief Executive Officer, as presented in the aforementioned report.

Resolution 13 – Directors' fees

Object and purpose

To set the annual maximum amount of directors' fees to be awarded to members of the Board of Directors.

The amount of directors' fees must be commensurate with the duties and responsibilities involved, which have increased considerably over the years. It must also serve to attract and retain highly-qualified directors. The annual amount set by the Annual General Meeting of 24 April 2003 (€700,000) now appears insufficient, in particular when considering the directors' fees now awarded by the majority of other CAC 40 companies. The Selection and Remuneration Committee proposed to increase the amount so as to bring it into line with the practices of similar companies and better remunerate the directors and members of the committees for their work load and the responsibilities involved.

The split of directors' fees, the annual amount of which is set by the Annual General Meeting, is left to the discretion of the Board of Directors. According to the methods defined by the Board of Directors, the split takes account of the effective contribution of directors to the Board and the committees, and therefore comprises a substantial variable portion.

Annual maximum amount of directors' fees

It is proposed to set the annual maximum amount of directors' fees at €1,000,000.

Thirteenth resolution

(Setting of the annual amount of directors' fees)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report, resolves to set at €1,000,000 the maximum amount of directors' fees to be awarded to the Board of Directors for the 2016 financial year and for each subsequent financial year, with the stipulation that this amount will remain applicable until superseded by a new resolution by the Annual General Meeting. The Annual General Meeting leaves it to the discretion of the Board of Directors as to how to split the amount and when to pay the directors' fees.

Resolutions 14 and 15 – Terms of office of directors

Object and purpose

To renew the term of office of Helman le Pas de Sécheval due to expire at the end of the Ordinary General Meeting of 27 April 2017 and to appoint Alexandre de Rothschild as a director to replace Hervé Le Bouc, whose term of office expires after the Ordinary General Meeting of 27 April 2017.

Term of office

In accordance with the articles of association, the term of office will be for a period of three years, expiring after the Ordinary General Meeting called in 2020 to approve the financial statements for the year ended 31 December 2019.

The career resume of the persons concerned and the composition of the Board of Directors after the Annual General Meeting are set forth on pages 21 to 25 of this Convening Notice.

Fourteenth resolution

(Renewal of the term of office of Helman le Pas de Sécheval as a director)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, renews the term of office of Helman le Pas de Sécheval as a director for three years. This term shall expire after the Annual General Meeting called to approve the financial statements for 2019.

Fifteenth resolution

(Appointment of Alexandre de Rothschild as a director)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, appoints Alexandre de Rothschild as a director for three years. He will replace Hervé Le Bouc, whose term expires at the end of this Annual General Meeting. This term will expire after the Annual General Meeting called to approve the financial statements for 2019.

Resolution 16 – Authorisation for the company to buy back its own shares

Object and purpose

To renew the authorisation given to the Board of Directors each year with a view to permitting the company to buy back its own shares as part of a share buyback programme.

The company is asking the Annual General Meeting to authorise it to buy back its own shares up to a maximum of 5% of the share capital. This authorisation would cover the following objectives:

1. reduce share capital by cancelling shares on the terms laid down by law, subject to authorisation by the Extraordinary General Meeting;
2. fulfil the obligations arising from debt securities, in particular securities that grant the right to the allotment of company shares via redemption, conversion, exchange, presentation of a warrant or otherwise;
3. grant or sell shares to employees or corporate officers of the company or related companies on the terms and conditions laid down by law, in particular as part of profit-sharing schemes, stock option plans, company savings schemes or Group savings schemes, or through allotment of free shares;
4. ensure the liquidity of and organise trading in the company's shares, through an investment services provider acting under the terms of a liquidity agreement that complies with a code of conduct recognised by the AMF;
5. retain shares and, where applicable, deliver them subsequently by way of payment or exchange in an acquisition, merger, spin-off or asset-for-share exchange, in accordance with applicable regulations;
6. implement any market practice accepted by the AMF and generally carry out any other transaction in compliance with prevailing regulations.

The Board of Directors decided at its meeting of 22 February 2017 to restrict the objectives of the share buyback programme to points 1 and 4 above. The Board reserved the right to extend the programme to include other objectives, In which case the company would inform the market.

In 2016, the buybacks of Bouygues shares involved the purchase of around 1.466 million shares and the sale of around 1.488 million shares, through a service provider acting within the scope of a liquidity contract that complies with a code of conduct approved by the AMF.

Ceilings

The authorisation is granted within the following limits:

- 5% of the share capital;
- maximum repurchase price: €50 per share;
- maximum budget: €875 million.

In accordance with law, the transactions may be carried out at any time, including during the period of a public offer for the company's shares. It is important that the company should be able, where applicable, and even during a public offer, to buy back its own shares with a view to achieving the objectives of the buyback programme.

Duration of authorisation

Eighteen months.

Sixteenth resolution

(Authorisation to the Board of Directors with a view to permitting the company to trade in its own shares)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report including its description of the share buy-back programme, and in accordance with the provisions of Articles L. 225-209 and L. 225-209-2 of the Commercial Code:

1. authorises the Board of Directors to buy back, under the conditions set out below, shares representing up to 5% of the company's share capital at the date on which the authorisation is used, in compliance with the prevailing legal and regulatory conditions at that date;
2. resolves that the purpose of this authorisation is to enable the company, in relation to market practice accepted by the AMF, an objective specified in Article 5 of Commission Regulation (EU) No. 596/2014 on market abuse, or an objective mentioned in Articles L. 225-209 *et seq.* of the Commercial Code, to:
   1. reduce share capital by cancelling shares under the conditions laid down by law, subject to authorisation by the Extraordinary General Meeting,
   2. fulfil the obligations arising from debt securities, in particular securities that grant the right to the allotment of company shares via redemption, conversion, exchange, presentation of a warrant or otherwise,
   3. grant or sell shares to employees or corporate officers of the company or related companies under the terms and conditions laid down by law, in particular as part of profit-sharing schemes, stock option plans, company savings schemes and Group savings schemes or through allotment of free shares,
   4. ensure the liquidity of and organise trading in the company's shares, through an investment services provider acting under the terms of a liquidity agreement that complies with a code of conduct recognised by the AMF,
   5. retain shares and, where applicable, deliver them subsequently as a medium of payment or exchange in an acquisition, merger, spin-off or asset-for-share exchange, in accordance with applicable regulations,
   6. implement any market practice accepted by the AMF and generally to carry out any other transaction in compliance with prevailing regulations;

3. resolves that the acquisition, sale, transfer or exchange of these shares may be carried out, on one or more occasions, in compliance with rules issued by the AMF in its Position-Recommendation DOC-2017-04, on all markets or off-market, including on Multilateral Trading Facilities (MTFs) or via a systematic "internaliser", or over-the-counter, in any manner, notably through the acquisition or sale of blocks of shares, using derivative financial instruments and at any time, including during a period of a public offer for the company's shares. All or part of the programme may be carried out through block trades;

4. resolves that the maximum purchase price be set at €50 (fifty euros) per share, subject to any adjustments in connection with share capital transactions. If share capital is increased by incorporating premiums, earnings or reserves into capital and allotment of free shares, or in the event of a stock split or reverse stock split, the price indicated above shall be adjusted by a multiplication factor equal to the ratio of the number of shares making up the share capital before the transaction to the number of shares after the transaction;

5. sets at €875,000,000 (eight hundred and seventy-five million euros) the maximum amount of funds that can be used for the share buy-back programme thus authorised, corresponding to a maximum of 17,500,000 shares purchased at a price of €50 (fifty euros) per share as authorised above;

6. notes that, in accordance with law, the total shares held at any given date may not exceed 10% of the share capital in issue at that date;

7. gives full powers to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, to implement this authorisation, place all stock market orders, conclude all agreements, in particular with a view to the registration of purchases and sales of shares, completing all steps, declarations and formalities with the AMF and any other body, and in general taking all necessary measures to execute the decisions taken within the scope of this authorisation;

8. resolves that the Board of Directors shall inform the Annual General Meeting of the transactions carried out, in accordance with applicable regulations;

9. grants this authorisation for eighteen months from the date of this meeting, and notes that it cancels and supersedes the unused portion of any previous authorisation given for the same purpose.

Extraordinary General Meeting

In the seventeenth to thirtieth resolutions we ask you to renew certain financial authorisations given to the Board of Directors that may have an impact on the amount of the share capital. The purpose of these resolutions is to enable the Board of Directors, under the conditions and within the limits set by the Annual General Meeting, to continue to benefit from the authorisations that allow it to finance the development of the company and to carry out the financial transactions that are appropriate for its strategy, without being obliged to convene specific extraordinary general meetings.

We have summarised below the aims and the content of these authorisations and delegations of authority (see tables summarising financial authorisations on page 90).

Resolution 17 – Option to reduce share capital by cancelling shares

Object and purpose

To authorise the Board of Directors, if it deems fit, to reduce the share capital, on one or more occasions, up to a limit of 10% of the share capital in any twenty-four month period, by cancelling some or all of the shares that the company holds or may hold as a result of using the various share buyback authorisations given by the Annual General Meeting to the Board of Directors, particularly under the nineteenth resolution submitted to this Annual General Meeting for approval.

Cancelling shares makes it possible, if the Board of Directors deems fit, to offset the dilution for shareholders resulting from the creation of new shares in connection, for example, with employee savings transactions and the exercise of stock options.

Ceiling

Option to cancel up to 10% of the share capital in any 24-month period.

Duration of authorisation

Eighteen months.

Seventeenth resolution

(Authorisation to the Board of Directors to reduce share capital by cancelling treasury shares held by the company)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of Article L. 225-209 of the Commercial Code:

1. authorises the Board of Directors to cancel, at its own initiative, on one or more occasions, some or all of the shares that the company holds or may hold as a result of utilising the various share buy-back authorisations given by the Annual General Meeting to the Board of Directors, up to a limit of 10% in any twenty-four month period of the total number of shares making up the company's share capital at the date of the transaction;

2. authorises the Board of Directors to charge the difference between the purchase value of the cancelled shares and their par value to all available premium and reserve funds;

3. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, full powers to carry out the capital reduction(s) resulting from cancellations of shares authorised by this resolution, to have the relevant entries made in the financial statements, to amend the articles of association accordingly, and generally to attend to all necessary formalities;

4. grants this authorisation for eighteen months from the date of this meeting, and notes that it cancels and supersedes the unused portion of any previous authorisation given for the same purpose.

Resolution 18 – Option to increase share capital by way of public offering with pre-emptive rights

Object and purpose

To delegate to the Board of Directors the power to increase the capital by issuing, with pre-emptive rights for existing shareholders, ordinary shares in the company and all securities of any kind whatsoever giving access in any manner, now and/or in the future, to ordinary shares in Bouygues or in any company in which Bouygues owns directly or indirectly more than half the capital.

Shareholders will have pre-emptive rights, in proportion to the number of shares that they hold, to subscribe as of right and, if the Board so decides, on an excess right basis, for ordinary shares and securities issued on the basis of this resolution.

Ceilings

Capital increase: €150,000,000 in nominal value, or approximately 42% of the current share capital.
Debt securities giving access now or in the future to capital: €7,000,000,000.

These two ceilings apply to all capital increases carried out under the twentieth, twenty-first, twenty-fourth, twenty-fifth and twenty-sixth resolutions submitted to this meeting.

Duration of delegation

Twenty-six months.

Eighteenth resolution

(Delegation of powers to the Board of Directors to increase share capital by way of public offering, with pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 228-91, L. 228-92 and L. 228-93 of the Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, the power to carry out one or more capital increases, by such amounts, at such times and under such terms as it deems fit, by issuing, with pre-emptive rights for existing shareholders, both in France and abroad, in euros, in a foreign currency or in any other monetary unit based on a basket of currencies, (i) ordinary shares in the company, and (ii) securities of any kind whatsoever, issued free of charge or for consideration, giving access in whatever manner, now and/or in the future, at any time or on a set date, to ordinary shares, to be issued in the future, in the company or in any company in which it owns directly or indirectly more than half the share capital (a "Subsidiary"). Such shares and securities may be subscribed for in cash or by set-off of mutual debts;

2. resolves that the total amount of capital increases in cash that may be implemented now and/or in the future pursuant to this delegation may not exceed €150,000,000 (one hundred and fifty million euros) in nominal value, plus, where applicable, the nominal amount of the additional shares to be issued in order to protect, in accordance with law, the rights of holders of securities giving access to ordinary shares in the company; the nominal amount of ordinary shares that may be issued by virtue of the twentieth, twenty-first, twenty-fourth, twenty-fifth and twenty-sixth resolutions of the Annual General Meeting shall count towards this overall ceiling;

3. resolves that the securities giving access to ordinary shares in the company or a Subsidiary so issued may consist of debt securities, be linked to the issue of such securities, or allow them to be issued as intermediary securities. In particular, they may be subordinated or unsubordinated, dated or undated, and issued in euros or a foreign currency or any other monetary unit established with reference to a basket of currencies;

4. resolves that the nominal amount of all the debt securities that may be issued hereunder shall not exceed €7,000,000,000 (seven billion euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided, on condition that such amount does not include above-par redemption premium(s), if provided for. The nominal amount of the debt securities issued under the twentieth, twenty-first, twenty-fourth and twenty-fifth resolutions shall count towards this overall ceiling. Debt securities giving access to ordinary shares in the company or a Subsidiary may be issued at a fixed and/or floating rate of interest, with or without capitalisation, and may be subject to redemption, with or without premium, or repayment; they may also be repurchased on the market or be the subject of an offer by the company to purchase or exchange them;

5. resolves, in the event that this delegation is used by the Board of Directors, that:
   a) shareholders shall have pre-emptive rights in proportion to the number of shares they hold, to subscribe as of right to ordinary shares and securities issued under this resolution,
   b) the Board of Directors shall also have the option to grant shareholders the right to subscribe for excess shares, which will be exercised in proportion to their rights and up to the limit of the amounts they request,
   c) if subscriptions as of right and, where applicable, subscriptions for excess shares, do not account for the entire issue of ordinary shares or securities made pursuant to this delegation, the Board may, in such order as it shall determine, use one or more of the following options:
      - limit the issue to the amount of subscriptions received, on condition that this amount reaches at least three quarters of the amount of the issue decided,
      - distribute as it deems fit all or part of the securities which have not been subscribed for,
      - offer to the public some or all of the securities which have not been subscribed for on the French and/or international market and/or abroad,
   d) resolves that the Board of Directors shall determine the characteristics, amount and terms of any issue and the securities to be issued. In particular, it shall determine the category of the securities to be issued and, taking account of the indications given in its report, set their subscription price, with or without premium, the terms for payment of subscriptions, the date of first entitlement to dividends, which may be retroactive, or the terms on which the securities issued pursuant to this resolution shall give access to ordinary shares in the company or a Subsidiary, and the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to ordinary shares may be temporarily suspended,
   e) the Board of Directors shall have full powers to implement this delegation, with the power to sub-delegate under and in accordance with applicable law, in particular by entering into any agreements for this purpose, with a view notably to the successful completion of all issues; to proceed with the above-mentioned issues on one or more occasions, in such amounts and at such times as it deems fit, in France and/or, where applicable, abroad and/or on the international market (or, where applicable, to postpone any such issue); to confirm such issue has taken place and amend the articles of association accordingly; and to carry out all formalities and declarations and request all authorisations as may be necessary for the implementation and successful completion of such issues;

6. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to subscribe for ordinary shares in the company to which any securities issued under this delegation may give entitlement;

7. grants this delegation for a period of twenty-six months as from the date of this meeting, and notes that it cancels and supersedes the unused portion of any previous delegation given for the same purpose.

Resolution 19 – Option to increase share capital by incorporating premiums, reserves or earnings

Object and purpose

To delegate to the Board of Directors the power to increase share capital by incorporating premiums, reserves, earnings or other amounts which may be incorporated into capital in accordance with applicable law and the articles of association, by allotment of free shares or by increasing the nominal value of the existing shares, or through a combination of the two procedures.

This resolution is decided on the straightforward majority of the votes cast.

Ceiling

Capital increase: €4,000,000,000 in nominal value.

Duration of delegation

Twenty-six months.

Nineteenth resolution

(Delegation of powers to the Board of Directors to increase share capital by incorporating share premiums, reserves or earnings, or other amounts into capital)

The Annual General Meeting, having satisfied the quorum and majority requirements by Article L. 225-98 of the Commercial Code, having acquainted itself with the Board of Directors' report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-130 of the Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, the power to carry out, in such amounts and at such times as it deems fit, one or more capital increases by incorporating into the capital premiums, reserves, earnings or other amounts which may be incorporated into capital successively or simultaneously in accordance with applicable law and the articles of association, in the form of an allotment of free shares or by increasing the nominal value of the existing shares, or through a combination of the two procedures;

2. resolves that the total amount of capital increases that may be implemented pursuant to this resolution may not exceed €4,000,000,000 (four billion euros), in nominal value, plus, where applicable, the amount of the additional shares to be issued to protect, in accordance with law, the rights of holders of securities giving access to ordinary shares in the company. The ceiling set in this delegation is independent of and separate from the overall ceiling set in the eighteenth resolution;

3. resolves, in the event that this delegation is used by the Board of Directors, and in accordance with the provisions of Article L. 225-130 of the Commercial Code, that in the case of a capital increase by allotment of free shares, fractional shares may not be traded or transferred and that the relevant equity securities shall be sold; the proceeds of sale shall be paid to the rights holders within the regulatory time limit;

4. resolves that the Board of Directors shall have full powers to implement this delegation, with the power to sub-delegate to any authorised person, and generally to take all steps and carry out all formalities as may be necessary for the successful completion of each such capital increase, confirm such increase has taken place and amend the articles of association accordingly;

5. grants this delegation for a period of twenty-six months as from the date of this meeting, and notes that it cancels and supersedes the unused portion of any previous delegation given for the same purpose.

Resolution 20 – Option to increase share capital by way of public offering without pre-emptive rights

Object and purpose

To delegate to the Board of Directors the power to increase share capital by way of public offering by issuing, without pre-emptive rights for existing shareholders, ordinary shares in the company and all securities of any kind whatsoever, giving access in any manner, now and/or in the future, to new shares in Bouygues or in any company in which it directly or indirectly owns more than half the capital.

Ceilings

Capital increase: €85,000,000 in nominal value, or approximately 25% of the current share capital.
Debt securities giving access now or in the future to capital: €4,000,000,000.

The transactions shall count towards the overall ceilings set in the eighteenth resolution.

Duration of delegation

Twenty-six months.

Twentieth resolution

(Delegation of powers to the Board of Directors to increase share capital by way of public offering, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-92 and L. 228-93 of the Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, the power to carry out one or more capital increases, by way of public offering, in such amounts and at such times as it deems fit, by issuing, without pre-emptive rights for existing shareholders, both in France and abroad, in euros, in a foreign currency or in any other monetary unit based on a basket of currencies, (i) ordinary shares in the company, and (ii) any securities giving access in whatever manner, now and/or in the future, to new ordinary shares in the company or in any company in which it directly or indirectly owns more than half of the capital (a "Subsidiary"). Such shares and securities may be subscribed for in cash or by set-off of mutual debts;

2. resolves that the total amount of capital increases that may be implemented now and/or in the future pursuant to this resolution may not exceed €85,000,000 (eighty-five million euros) in nominal value, plus, where applicable, the nominal amount of the additional shares to be issued to protect, in accordance with law, the rights of holders of securities giving access to ordinary shares in the company. This amount shall count towards the overall ceiling set in the eighteenth resolution;

3. resolves that the securities giving access to ordinary shares in the company or a Subsidiary so issued may consist of debt securities, be linked to the issue of such securities, or allow them to be issued as intermediary securities. In particular, they may be subordinated or unsubordinated, dated or undated, and issued in euros or a foreign currency or any other monetary unit established with reference to a basket of currencies;

4. resolves that the nominal amount of all the debt securities that may be issued hereunder shall not exceed €4,000,000,000 (four billion euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided. This amount shall count towards the overall ceiling set in the eighteenth resolution and does not include above-par redemption premium(s), if provided for. Debt securities giving access to ordinary shares in the company or a Subsidiary may be issued at a fixed and/or floating rate of interest, with or without capitalisation, and may be subject to redemption, with or without premium, or repayment; they may also be repurchased on the market or be the subject of an offer by the company to purchase or exchange them;

5. resolves to cancel the pre-emptive rights of shareholders to the securities that may be issued in accordance with law and give the Board of Directors power to grant shareholders a priority right to subscribe to the securities as of right and/or for any excess, pursuant to Article L. 225-135 of the Commercial Code. If subscriptions, including those of shareholders where applicable, do not account for the entire issue, the Board may limit the amount of the issue in accordance with applicable law;

6. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to subscribe for ordinary shares in the company to which any securities issued under this delegation may give entitlement;

7. resolves that the Board of Directors shall determine the characteristics, amount and terms of any issue and of the securities to be issued. In particular, it shall determine the category of the securities to be issued and, taking account of the indications given in its report, set their subscription price, with or without premium, the date of first entitlement to dividends, which may be retroactive, and, where applicable, the period during which or the terms on which the securities issued pursuant to this resolution shall give access to ordinary shares in the company or a Subsidiary, in accordance with applicable law, and the conditions under which, in accordance with applicable legal provisions, the allotment rights of holders of securities giving access to ordinary shares may be temporarily suspended. Apart from the provisions of the twenty-second resolution, the issue price of the ordinary shares and the securities shall be such that the sum received immediately by the company, or by a Subsidiary that issues securities giving access to its ordinary shares, plus any amount likely to be received subsequently by the company or the Subsidiary, as the case may be, is equal to or greater than the minimum amount required by regulations for each ordinary share at the time this delegation is used, i.e. on this day, in accordance with the provisions of Article R. 225-119 of the Commercial Code, at the weighted average for the last three trading sessions before the price is set, with a possible maximum discount of 5%;

8. resolves that the Board of Directors shall have full powers to implement this delegation, with the power to sub-delegate under and in accordance with applicable law, in particular by entering into any agreements for this purpose, with a view notably to the successful completion of all issues; to make the above-mentioned issues on one or more occasions, in such amounts and at such times as it deems fit, in France and/or, where applicable, abroad and/or on the international market (or, where applicable, to postpone any such issue); to confirm such issue has taken place and amend the articles of association accordingly; and to carry out all formalities and declarations and request all authorisations as may be necessary for the implementation and successful completion of such issues;

9. grants this delegation for a period of twenty-six months as from the date of this meeting, and notes that it cancels and supersedes the unused portion of any previous delegation given for the same purpose.

Resolution 21 – Option to increase share capital by way of private placement without pre-emptive rights

Object and purpose

To permit the Board of Directors to carry out capital increases by way of private placement. The aim is to allow the company to optimise its access to capital markets and to carry out transactions while benefiting from a certain amount of flexibility. Unlike public offerings, capital increases by way of private placement are intended for persons and entities providing asset management investment services to third parties, or for qualified investors or for a small group of investors, provided that these investors are acting on their own account.

The securities that may be issued are the same as those under the twentieth resolution.

Ceilings

Capital increase: €70,000,000 in nominal value, or approximately 20% of the current share capital.
20% of the share capital in any 12-month period.
Debt securities giving access now or in the future to capital: €3,000,000,000.
The transactions shall count towards the overall ceiling set in the eighteenth resolution.

Duration of delegation

Twenty-six months.

Twenty-first resolution

(Delegation of powers to the Board of Directors to increase share capital by way of private placement without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of paragraph 2, Article L. 411-2 of the Monetary and Financial Code, and Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-92 and L. 228-93 of the Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, the power to carry out one or more capital increases, through one or more offers falling within the scope of paragraph 2, Article L. 411-2 of the Monetary and Financial Code, in such amounts and at such times as it deems fit, by issuing, without pre-emptive rights for existing shareholders, both in France and abroad, in euros, in a foreign currency or in any other monetary unit based on a basket of currencies, (i) ordinary shares in the company, and (ii) any securities giving access in whatever manner, now and/or in the future, to new ordinary shares in the company or in any company in which it directly or indirectly owns more than half of the capital (a "Subsidiary"). Such shares and securities may be subscribed for in cash or by set-off of mutual debts;

2. resolves that the total amount of capital increases that may be implemented now or in the future pursuant to this resolution may not exceed 20% of the share capital over a twelve-month period or €70,000,000 (seventy million euros) in nominal value. The nominal amount shall count towards the overall ceiling set in the eighteenth resolution, plus, where applicable, the nominal amount of the additional shares to be issued to protect, in accordance with law, the rights of holders of securities giving access to ordinary shares in the company;

3. resolves that the securities giving access to ordinary shares in the company or a Subsidiary issued under this resolution may consist of debt securities, be linked to the issue of such securities, or allow them to be issued as intermediate securities. In particular, they may be subordinated or unsubordinated, dated or undated, and issued in euros or a foreign currency or any other monetary unit established with reference to a basket of currencies;

4. resolves that the nominal amount of all the debt securities that may be issued hereunder shall not exceed €3,000,000,000 (three billion euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided. This amount shall count towards the overall ceiling set in the eighteenth resolution and does not include above-par redemption premium(s), if provided for. Debt securities giving access to ordinary shares in the company may be issued at fixed and/or floating rates of interest, with or without capitalisation, and may be subject to redemption, with or without premium, or repayment; they may also be repurchased on the market or be the subject of an offer by the company to purchase or exchange them;

5. resolves to cancel the pre-emptive rights of shareholders to ordinary shares and/or securities issued under this delegation;

6. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to subscribe for ordinary shares in the company to which any securities issued under this delegation may give entitlement;

7. resolves that the Board of Directors shall determine the characteristics, amount and terms of any issue and of the securities to be issued. In particular, it shall determine the category of the securities to be issued and, taking account of the indications given in its report, set their subscription price, with or without premium, the date of first entitlement to dividends, which may be retroactive, and, where applicable, the period during which or the terms on which the securities issued pursuant to this resolution shall give access to ordinary shares in the company, in accordance with applicable law, and the conditions under which, in accordance with applicable legal provisions, the allotment rights of holders of securities giving access to ordinary shares may be temporarily suspended. Apart from the provisions of the twenty-second resolution, the issue price of the ordinary shares and the securities shall be such that the sum received immediately by the company, or by a Subsidiary that issues securities giving access to its ordinary shares, plus any amount likely to be received subsequently by the Subsidiary, as the case may be, is equal to or greater than the minimum amount required by regulations for each ordinary share at the time this delegation is used, i.e. on this day, in accordance with the provisions of Article R. 225-119 of the Commercial Code, at the weighted average for the last three trading sessions before the price is set, with a possible maximum discount of 5%;

8. resolves that the Board of Directors shall have full powers to implement this delegation, with the power to sub-delegate under and in accordance with applicable law, in particular by entering into any agreements for this purpose, with a view notably to the successful completion of all issues; to make the above-mentioned issues on one or more occasions, in such amounts and at such times as it deems fit, in France and/or, where applicable, abroad and/or on the international market (or, where applicable, to postpone any such issue); to confirm such issue has taken place and amend the articles of association accordingly; and to carry out all formalities and declarations and request all authorisations as may be necessary for the implementation and successful completion of such issues;

9. grants this delegation for a period of twenty-six months as from the date of this meeting, and notes that it cancels the unused portion of any previous delegation given for the same purpose.

Resolution 22 – Option to set the issue price in the event of a capital increase without pre-emptive rights

Object and purpose

To authorise the Board of Directors, for issues carried out by way of public offering or private placement, without pre-emptive rights for existing shareholders, to derogate from the pricing terms provided for under applicable regulations (Article R. 225-119 of the Commercial Code) and to set the price for immediate or future issues of equity securities, in accordance with the following provisions.

Setting the issue price

a) for equity securities to be issued immediately, the Board may opt for one of two alternatives:

- either the average price observed over a maximum period of six months prior to the issue date, or
- the volume-weighted average price on the market on the day preceding the issue (1-day VWAP) with a maximum discount of 20%;

b) for equity securities to be issued at a later date, the issue price shall be such that the sum received immediately by the company, plus the amount it is likely to receive subsequently, will be equal to or greater than the amount referred to in sub-paragraph (a) above in respect of each ordinary share;

Ceiling

10% of the share capital in any 12-month period.

Duration of authorisation

Twenty-six months.

Twenty-second resolution

(Authorisation to the Board of Directors to set the price, in accordance with the terms decided by the Annual General Meeting, for immediate or future issues of equity securities, by way of public offering or private placement, without pre-emptive rights for existing shareholders)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, in accordance with the provisions of Article L. 225-136-1, paragraph 2 of the Commercial Code, and to the extent that the equity securities to be issued immediately or at a later date are equivalent to equity securities admitted to trading on a regulated market:

1. authorises the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, to derogate, for each of the issues decided under the twentieth and twenty-first resolutions and up to the limit of 10% of the share capital (based on share capital as at the date of this meeting) for a period of twelve months, from the pricing terms provided for under applicable regulations at the time this authorisation is used, i.e. on this day by Article R. 225-119 of the Commercial Code, and to set the price of the equity securities to be issued immediately or at a later date in a public issue or other issue falling within the scope of paragraph 2 of Article L. 411-2 of the Monetary and Financial Code, in accordance with the following provisions:
   a) for equity securities to be issued immediately, the Board may opt for one of two alternatives:
      - either the average price observed over a maximum period of six months prior to the issue date, or
      - the volume-weighted average price on the market on the day preceding the issue (1-day VWAP) with a maximum discount of 20%,

   b) for equity securities to be issued at a later date, the issue price shall be such that the sum received immediately by the company, plus the amount it is likely to receive subsequently, will be equal to or greater than the amount referred to in sub-paragraph (a) above in respect of each ordinary share;

2. resolves that the Board of Directors shall have full powers to implement this resolution in accordance with the resolution by which the issue is decided;

3. grants this authorisation for a period of twenty-six months as from the date of this meeting, and notes that it cancels the unused portion of any previous authorisation given for the same purpose.

Resolution 23 – Option to increase the number of securities to be issued in the event of a capital increase

Object and purpose

To authorise the Board of Directors to decide, in the case of a capital increase with or without pre-emptive rights for existing shareholders, to increase the number of securities to be issued, during a period of thirty days from closing of subscriptions, up to a limit of 15% of the initial issue, for the same price as the initial issue, subject to compliance with the ceilings set in the resolution pursuant to which the capital increase is decided. Such an authorisation makes it possible to seize opportunities while benefiting from a certain amount of flexibility.

Ceiling

15% of the initial issue.

Duration of authorisation

Twenty-six months.

Twenty-third resolution

(Authorisation to the Board of Directors to increase the number of securities to be issued in the event of a capital increase, with or without pre-emptive rights for existing shareholders)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of Article L. 225-135-1 of the Commercial Code:

1. authorises the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, to resolve, in the case of a capital increase with or without pre-emptive rights for existing shareholders, to increase the number of securities to be issued, during a period of thirty days from closing of subscriptions, up to a limit of 15% of the initial issue for the same price as the initial issue, subject to compliance with the ceilings set in the resolution pursuant to which such issue is decided;

2. grants this authorisation for a period of twenty-six months as from the date of this meeting, and notes that it cancels the unused portion of any previous authorisation given for the same purpose.

Resolution 24 – Option to carry out a capital increase as consideration for contributions in kind consisting of equity securities or securities giving access to the capital of another company outside of a public exchange offering

Object and purpose

To delegate to the Board of Directors the necessary powers to carry out, based on the report of the expert appraisers, one or more capital increases, as consideration for contributions in kind consisting of equity securities or securities giving access to the capital of another company, outside of a public offering. The aim of this resolution is to facilitate Bouygues carrying out acquisitions of or mergers with other companies, without having to pay a price in cash.

Ceiling

Capital increase: 10% of the share capital.

Debt securities giving access now or in the future to capital: €1,500,000.

The transactions shall count towards the overall ceiling set in the eighteenth resolution.

Duration of delegation of powers

Twenty-six months.

Twenty-fourth resolution

(Delegation of powers to the Board of Directors to increase share capital, without pre-emptive rights for existing shareholders, as consideration for contributions in kind to the company consisting of equity securities or securities giving access to the capital of another company outside of a public exchange offer)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of Article L. 225-147 of the Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, the power to issue, based on the report of the expert appraisers referred to in paragraphs 1 and 2 of Article L. 225-147 of the Commercial Code, ordinary shares of the company or securities giving access in whatever manner, now or in the future, to new ordinary shares in the company, as consideration for contributions in kind consisting of equity securities or securities giving access to the capital of another company, in cases where the provisions of Article L. 225-148 of the Commercial Code are not applicable;

2. resolves to set the total nominal amount of capital increases, now or in the future, as a result of issues made pursuant to this delegation, at 10% of the share capital (based on the share capital at the date of this meeting). This nominal amount shall count towards the overall ceiling set in the eighteenth resolution;

3. resolves that the nominal amount of all the debt securities that may be issued hereunder shall not exceed €1,500,000,000 (one billion five hundred million euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided, on condition that such amount does not include above-par redemption premium(s), if provided for. This nominal amount shall count towards the overall ceiling set in the eighteenth resolution;

4. resolves to cancel insofar as is needed, for the benefit of the holders of equity securities or securities that are the subject of the contributions in kind, the pre-emptive rights of shareholders to the shares and/or securities issued under this delegation;

5. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to ordinary shares in the company to which the securities issued under this delegation, if any, could entitle them;

6. resolves that the Board of Directors shall have full powers to implement this resolution, with the power to sub-delegate under and in accordance with applicable law, in particular to take its decision, based on the report of the expert appraisers, and to approve the granting of particular benefits, to record the completion of the capital increases made pursuant to this delegation, amend the articles of association accordingly, carry out all formalities and filings, make all declarations and request all such authorisations as may be necessary for such contributions to be made, and determine the conditions under which the allotment rights of holders of securities giving access to ordinary shares may be temporarily suspended in accordance with applicable law;

7. grants this delegation for a period of twenty-six months as from the date of this meeting, and notes that it cancels the unused portion of any previous delegation given for the same purpose.

Resolution 25 – Option to increase share capital as consideration for securities tendered to a public exchange offer made by Bouygues

Object and purpose

To delegate to the Board of Directors the power to decide, taking into account the opinion of the statutory auditors on the conditions and consequences of the issue, one or more capital increases as consideration for securities tendered to a public exchange offer made by Bouygues with respect to securities of a listed company. The aim of this resolution is to enable Bouygues to make an offer to the shareholders of a listed company to exchange their shares for Bouygues shares issued for this purpose, and thereby to enable Bouygues to acquire securities of the company concerned, without having to resort to bank loans, for example.

Ceilings

Capital increase: €85,000,000 in nominal value, or approximately 25% of the current share capital.
Debt securities giving access now or in the future to capital: €4,000,000,000.
The transactions shall count towards the overall ceiling set in the eighteenth resolution.

Duration of delegation

Twenty-six months.

Twenty-fifth resolution

(Delegation of powers to the Board of Directors to increase share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered to a public exchange offer initiated by the company)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-148 and L. 228-92 of the Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, the power to issue ordinary shares of the company and/or securities, as consideration for securities tendered to a public exchange offer made by the company, in France or abroad, in accordance with local regulations, with respect to securities of a company whose shares are admitted to trading on a regulated market as referred to in Article L. 225-148 of the Commercial Code;

2. resolves that the nominal amount of all capital increases that may be implemented now and/or in the future pursuant to this resolution may not exceed €85,000,000 (eighty-five million euros) plus, where applicable, the nominal amount of the additional shares to be issued in order to protect, in accordance with law, the rights of holders of securities giving access to ordinary shares in the company. This amount shall count towards the overall ceiling set in the eighteenth resolution;

3. resolves that the nominal amount of all the debt securities that may be issued hereunder shall not exceed €4,000,000,000 (four billion euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided, on condition that such amount does not include above-par redemption premium(s), if provided for. This nominal amount shall count towards the overall ceiling set in the eighteenth resolution;

4. resolves to cancel the pre-emptive rights of shareholders to ordinary shares and/or securities issued under this delegation;

5. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to ordinary shares in the company to which the securities issued under this delegation, if any, could entitle them;

6. resolves that the Board of Directors shall have full powers, with the power to sub-delegate under and in accordance with applicable law, to implement this resolution, in particular:
   - to set the exchange ratio and, where applicable, the cash balance of the consideration to be paid,
   - to confirm the number of securities tendered for exchange,
   - to determine the dates, terms and conditions of the issue – in particular the price and date of first entitlement to dividends – of the new ordinary shares or, where applicable, of the securities giving immediate and/or future access to ordinary shares in the company,
   - to determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to ordinary shares may be temporarily suspended,
   - to enter on the liabilities side of the balance sheet in a “share premium” account, to which all shareholders shall have rights, the difference between the issue price of the new ordinary shares and their par value,
   - if necessary, to charge all expenses, taxes and duties incurred in relation to the transaction authorised hereunder to the share premium account,
   - generally to take all useful steps and enter into all agreements to bring the transaction authorised hereunder to successful completion, confirm the capital increase(s) and amend the articles of association accordingly;

7. grants this delegation for a period of twenty-six months as from the date of this meeting, and notes that it cancels the unused portion of any previous delegation given for the same purpose.

Resolution 26 – Option to authorise the issue by a Bouygues subsidiary of securities giving access to the capital of Bouygues

Object and purpose

To delegate to the Board of Directors the power to authorise the issue, by any company in which Bouygues directly or indirectly holds more than half the capital, of securities giving access to shares in Bouygues. The aim of this delegation is to facilitate a possible merger between a Bouygues subsidiary and another company, with the shareholders of the company being remunerated with Bouygues shares.

This entails for the benefit of holders of securities that may be issued, the waiver by shareholders of their pre-emptive rights to ordinary shares.

The Extraordinary General Meeting of the subsidiary in question shall thus authorise the issue of securities; at the same time, your Board of Directors will decide, based on this financial authorisation, on the issue of the shares in Bouygues to which these securities give access.

Ceiling

Capital increase: €85,000,000 in nominal value, or approximately 25% of the current share capital.

The transactions shall count towards the overall ceiling set in the eighteenth resolution.

Duration of delegation

Twenty-six months.

Twenty-sixth resolution

(Delegation of powers to the Board of Directors to issue shares, without pre-emptive rights for existing shareholders, following the issue, by a Bouygues subsidiary, of securities giving access to shares in the company)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 228-92 and L. 228-93 of the Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, the power to issue ordinary shares in Bouygues as a result of the issuance of securities by any company in which Bouygues directly or indirectly holds more than half of the capital (the "Subsidiaries") and expressly authorises the resulting capital increase(s);

   These securities shall be issued by the Subsidiaries with the agreement of the Board of Directors of Bouygues and may, in accordance with the provisions of Article L. 228-93 of the Commercial Code, give immediate and/or future access in any manner to ordinary shares in the company; such securities may be issued on one or more occasions, in France, on foreign markets and/or on the international market;

2. notes that the company's shareholders have no pre-emptive rights over the aforementioned securities issued by the Subsidiaries;

3. notes that this resolution entails, for the benefit of the holders of securities that may be issued by the Subsidiaries, the waiver by shareholders of their pre-emptive rights to ordinary shares to which the aforementioned securities issued by the Subsidiaries could entitle them;

4. resolves that the nominal amount of the increase in the company's capital resulting from all issues that may be carried out under this delegation may not exceed €85,000,000 (eighty-five million euros). This nominal amount shall count towards the overall ceiling set in the eighteenth resolution;

5. resolves that the amount payable to the company at the time of the issue or thereafter shall, in any event, with respect for each ordinary share issued as a result of the issue of such securities, be equal to or greater than the minimum amount provided for by applicable law and regulations in force at the time this delegation is used, after such amount has been adjusted, if necessary, to take account of the different dates of first entitlement;

6. resolves that the Board of Directors shall have full powers, with the power to sub-delegate under and in accordance with applicable law, to implement this resolution in agreement with the Boards of Directors, Executive Boards or other corporate governance or management bodies of the issuing Subsidiaries, in particular to set the amounts to be issued, decide the terms and conditions of the issue and category of the securities to be issued, set the date of first entitlement to dividends, which may be retroactive, of the securities to be created, and generally take all useful measures and enter into any contracts and agreements to bring the proposed issues to completion, under and in accordance with all applicable French and, where applicable, foreign laws and regulations. The Board of Directors shall have full powers to amend the articles of association to reflect the utilisation of this delegation, in accordance with the terms of its report to this meeting;

7. grants this delegation for a period of twenty-six months as from the date of this meeting, and notes that it cancels the unused portion of any previous delegation given for the same purpose.

Resolution 27 – Option to increase share capital for the benefit of employees

Object and purpose

To delegate to the Board of Directors the power to increase share capital for the benefit of employees or corporate officers of Bouygues or related French or foreign companies who are members of a company and/or Group savings scheme, with the cancellation of shareholders' pre-emptive rights for the benefit of those for whom the capital increase is reserved.

Bouygues is convinced that it is important to enable employees who so wish to become company shareholders. Employee savings schemes and reserved capital increases give employees an opportunity to build up their savings and give them a direct stake and role in the orderly running of the Group, which helps to increase their commitment and motivation. For this reason, the company has implemented a dynamic employee share ownership policy.

Following the capital increases carried out in 2009, 2012, 2015 and 2016, the leveraged funds set up in association with the employee share ownership plans held 7.33% of the share capital and 7.86% of the voting rights at 31 December 2016.

Setting the subscription price

In accordance with the Labour Code, the subscription price for the new shares will equal the average of the quoted prices for the share on the Euronext Paris Eurolist market during the twenty trading days preceding the date of the decision setting the opening date for subscriptions, with a maximum discount of 20% (30% if the lock-in period provided for under the plan is ten years or more).

Ceiling

Capital increase: 5% of the share capital

Duration of delegation

Twenty-six months.

Twenty-seventh resolution

(Delegation of powers to the Board of Directors to increase share capital, without pre-emptive rights for existing shareholders, for the benefit of employees or corporate officers of the company or related companies who are members of a company savings scheme)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions, first, of the Commercial Code and in particular Articles L. 225-129-6 (paragraph 1) and L. 225-138-1, and second, Articles L. 3332-1 *et seq*. of the Labour Code:

1. delegates to the Board of Directors the power to carry out one or more capital increases, at its own initiative, in such amounts and at such times as it deems fit, on condition that they do not exceed 5% of the company's share capital on the day of the Board of Directors' decision. The capital increases may be carried out by issuing new shares for payment in cash and, where applicable, by incorporating reserves, earnings or premiums into the capital and by allotting free shares or other securities giving access to capital, subject to applicable law. The meeting also resolves that the ceiling applicable to this delegation is independent and separate and that the amount of the capital increases made under this delegation shall not count towards the other ceilings set by this meeting;

2. reserves subscriptions for all the shares to be issued for employees and corporate officers of Bouygues and employees and corporate officers of all related French and foreign companies within the meaning of applicable legislation, who are members of a company or Group savings scheme or any inter-company savings scheme;

3. resolves that the subscription price for the new shares, set by the Board of Directors or its delegate in accordance with the provisions of Article L. 3332-19 of the Labour Code at the time of each issue, may not be more than 20% below, or 30% below in the cases provided by law, the average of the initial quoted prices for the share on the Euronext Paris market during the twenty trading days preceding the date of the decision setting the opening date for subscriptions;

4. notes that this resolution entails the cancellation of the shareholders' pre-emptive rights for the benefit of the employees and corporate officers for whom the capital increase is reserved and the waiver of any right to the shares or other securities giving access to capital allotted free of charge under this resolution;

5. delegates full powers to the Board of Directors to:

   - set the date and terms and conditions of the issues to be made pursuant to this resolution; in particular, to decide whether the shares shall be subscribed directly or through a mutual fund or through another entity in accordance with applicable law; to decide and fix the terms for allotting free shares or other securities giving access to capital, pursuant to the authorisation given in point 1 above. The Board is also empowered to set the issue price of the new shares to be issued in compliance with the above rules, to set opening and closing dates for subscriptions and the dates of first entitlement to dividends, to set the payment period, subject to a maximum period of three years, and to set, where appropriate, the maximum number of shares that can be subscribed per employee and per issue,
   - record the capital increases that have taken place for an amount equal to the amount of shares that will actually be subscribed for,
   - carry out all operations and formalities, either itself or through an agent,
   - amend the articles of association to reflect the capital increases,
   - charge the expenses of the capital increases against the premium applicable to each increase and take from such amount the sums required to bring the legal reserve fund to one-tenth of the new capital following each increase,
   - generally take all necessary measures.

   The Board of Directors may, within the limits provided by law and any that it shall set beforehand, delegate to the Chief Executive Officer or, with his agreement, to one or more Deputy Chief Executive Officers, the powers granted to it under this resolution;

6. grants this delegation for a period of twenty-six months as from the date of this meeting, and notes that it cancels the unused portion of any previous delegation given for the same purpose.

Resolution 28 – Option to grant options to acquire new or existing shares to employees or corporate officers

Object and purpose

To authorise the Board of Directors to grant to persons it shall designate among the salaried employees and the corporate officers of the company and companies or groupings related to it, stock options giving the beneficiaries the right either to subscribe for or to buy shares in the company. Share subscription or purchase options (or stock options) that companies award to certain employees and/or senior executives (the beneficiaries) are long-term remuneration instruments that align the interest of the beneficiaries with that of the company and its shareholders since their yield depends on the rise in the share price.

Since 1988, the Board of Directors has always chosen the incentive mechanism of stock options to secure the loyalty of senior executives and employees and to give them an interest in the Group's development. The objective is and has always been not to grant additional remuneration but to involve these individuals in the trend of the Bouygues share price. The well-foundedness of the decision to grant stock options has been borne out by the positive correlation observed between the trend in the Bouygues share price and that in the net profit attributable to the Group. Close to 900 senior executives and employees are beneficiaries under each plan. The beneficiaries are selected and individual allotments are decided by reference to each beneficiary's responsibility and performance, with particular attention being paid to executives with potential. No discount is applied when options are granted.

The mechanism is as follows: with the Annual General Meeting's authorisation, the Board of Directors offers all or part of employees and/or senior executives of the company the right to subscribe for or purchase shares at a set price, which corresponds to the average value of the share during the twenty trading days preceding the grant date. After a waiting period, beneficiaries have a certain timeframe in which to exercise their options. As such, if the share price rises, they may subscribe for or purchase shares at a lower price than their value. If the listed price does not rise, there is no point in the beneficiaries exercising their options.

The issue price, the number of shares or options granted and the list of the beneficiaries are decided by the Board of Directors, within the limits laid down by the Annual General Meeting. Information on stock option grants and the general policy for granting stock options implemented by the company are contained in the report on stock options and performance shares (see chapter 5, section 5.4.3 of the Registration Document).

In accordance with the provisions of the Afep-Medef Code, the general policy for granting stock options is debated within the Remuneration Committee and, on the basis of a proposal by that Committee, approved by the Board of Directors. The grant of options to the company's Executive Officers (Chairman and Chief Executive Officer, Deputy Chief Executive Officers) and the exercise of options by those Executive Officers are subject to performance criteria determined by the Board of Directors. Martin Bouygues and Olivier Bouygues have not benefited from stock option plans since 2010.

Share subscription and purchase price

The price paid to subscribe for or purchase shares may not be less than the average share price quoted on the market for the twenty trading days preceding the day when the options are granted. In other words, no discount will be authorised. Furthermore, the purchase price of existing shares may not be less than the average purchase price of shares held by the company.

Exercise period

The exercise period shall be set by the Board of Directors, without exceeding ten years from the date on which the stock options are granted.

Ceilings

2% of the share capital.

Stock options granted to the Executive Officers of Bouygues (Chairman and Chief Executive Officer and the three Deputy Chief Executive Officers) shall not represent more than 0.25% of the share capital.

Duration of authorisation

Twenty-six months.

Twenty-eighth resolution

(Authorisation to the Board of Directors to grant options to acquire new or existing shares to employees or corporate officers of the company or related companies)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of Articles L. 225-177 to L. 225-186-1 of the Commercial Code:

1. authorises the Board of Directors to grant on one or more occasions to persons it shall designate among the salaried employees and the corporate officers of the company and/or companies and/or groupings that are directly or indirectly related to it within the meaning of Article L. 225-180 of the Commercial Code, stock options giving the beneficiaries the right, at their discretion, either to subscribe for new shares in the company to be issued through a capital increase or to buy existing shares in the company coming from buy-backs carried out by the company;

2. resolves that the total number of stock options that may be granted under this authorisation shall not give the right to subscribe for or acquire a total number of shares representing, at the allotment date and taking into account stock options already granted under this authorisation, more than 2% of the share capital of the company on the day of the Board of Directors' decision;

3. resolves in particular that the total number of stock options granted to Executive Officers of the company under this authorisation shall not give the right to subscribe for or acquire a total number of shares representing, at the allotment date and taking into account stock options already granted under this authorisation, more than 0.25% of the share capital of the company on the day of the Board of Directors' decision, with the stipulation that the number of options that may be granted to Executive Officers under this authorisation shall not count towards the minimum ceiling set, for bonus (i.e. free) shares allotted to Executive Officers, under the twenty-first resolution of the Combined Annual General Meeting of 21 April 2016;
4. resolves that if share subscription options are granted, the price that the beneficiaries shall pay to subscribe for shares shall be determined on the day the options are granted by the Board of Directors and that the price shall not be less than the average share price quoted on the Eurolist of Euronext Paris – or on any other market that would replace it – for the twenty trading days preceding the day when the share subscription options are granted;
5. resolves that if share purchase options are granted, the price that the beneficiaries shall pay to purchase shares shall be determined by the Board of Directors on the day the options are granted and that the price shall not be less than the average share price quoted on the Eurolist of Euronext Paris – or on any other market that would replace it – for the twenty trading days preceding the day when the share subscription options are granted or the average purchase price of shares that shall be held by the company in accordance with Articles L. 225-208 and L. 225-209 of the Commercial Code;
6. resolves that the exercise period for the stock options granted under this authorisation, as determined by the Board of Directors, shall not exceed ten years, as from their allotment date, unless a subsequent Annual General Meeting should decide to set a longer exercise period;
7. notes that pursuant to Article L. 225-178 of the Commercial Code, this authorisation expressly entails, for the benefit of the beneficiaries of stock options, the waiver by shareholders of their pre-emptive rights to the shares in the company that are issued as the stock options are exercised;
8. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, full powers to determine the other terms and conditions for allotting and exercising stock options, and in particular to:
   - determine the terms and conditions for granting and exercising the stock options and for drawing up the list of the beneficiaries of the options,
   - determine, where applicable, the length of service, performance and other criteria that beneficiaries must fulfil to receive stock options,
   - in particular, in the case of stock options granted to Executive Officers of the company, determine, where applicable, the performance criteria that the beneficiaries must fulfil, and provide that the stock options may not be exercised before the Executive Officers cease their functions or determine the quantity of registered shares that must be kept until they so cease,
   - determine the exercise period(s) and, where applicable, extensions of the period(s), and, where applicable, draw up the clauses prohibiting the immediate resale of all or part of the shares,
   - set the date of first entitlement, which may be retroactive, of new shares arising from the exercise of stock options,
   - decide the conditions under which the price and the number of shares to be subscribed for or purchased must be adjusted, notably in the cases provided for by applicable laws and regulations,
   - provide for the right to temporarily suspend the exercise of stock options in the event of corporate finance transactions or transactions on shares,

- limit, restrict or prohibit the exercise of stock options during certain periods or as from certain events, with such action being applied to all or part of the stock options and concerning all or part of the beneficiaries,
- conclude all agreements, take all steps, and carry out or have carried out all acts and formalities to finalise the capital increase(s) carried out under this authorisation; amend the articles of association accordingly, and generally take all necessary measures,
- if deemed appropriate, charge the expenses of the capital increases against the premium applicable to each increase and take from such amount the sums required to bring the legal reserve fund to one-tenth of the new capital following each increase;

9. grants this authorisation for a maximum period of twenty-six months as from the date of this meeting, and notes that it cancels the unused portion of any previous authorisation given for the same purpose.

Resolution 29 – Delegation to issue equity warrants (“Breton” warrants) during the period of a public offer for the company’s shares

Object and purpose

To delegate to the Board of Directors the power to issue, if it deems fit, equity warrants during a public offer for the company’s shares, with the waiver of pre-emptive rights to ordinary shares in the company to which any warrants issued may give entitlement.

Equity warrants enabling shareholders to subscribe on preferential terms to the shares of the company shares may, where applicable, be allotted free of charge to all shareholders who hold shares in the company prior to the expiry of an unsolicited public offer period.

This mechanism is designed to encourage a potential bidder to either withdraw its offer or make an improved offer for the company. Because warrants dilute the capital, a bidder will respond either by seeking to withdraw its offer, or by negotiating with the Board of Directors with a view to reaching a consensus on a fair valuation of the company such that the warrants would lapse. Issuing share warrants during the period of a public offer is a measure designed to prevent, or at the very least hinder, an attempted public offer. In particular, the Board of Directors can use warrants as a bargaining counter to encourage a bidder to improve the terms of its offer, in the interests of the company’s shareholders.

The powers thus granted to the Board of Directors are not unlimited, however. During the public offer period, the initiator and target company must ensure that their acts, decisions and statements do not compromise the best interest of the company or the fair treatment and access to information of the shareholders of the companies concerned. In addition, if the board of directors of the target company takes a decision whose implementation frustrates the offer, it must inform the AMF (Article 231-7 of the AMF General Regulation).

This resolution must be decided on the straightforward majority of the votes cast.

Ceilings

Capital increase: €85,000,000 in nominal value and 25% of the share capital.

The number of equity warrants shall not exceed one quarter of the existing number of shares.

Duration of delegation

Eighteen months.

Twenty-ninth resolution

(Delegation of powers to the Board of Directors to issue equity warrants during the period of a public offer for the company)

The Annual General Meeting, in extraordinary session but having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with Article L. 233-32 II of the Commercial Code:

1. delegates to the Board of Directors the power to issue warrants on one or more occasions, during the period of a public offer for the company, giving rights to subscribe on preferential terms for one or more shares in the company, and to allot such warrants free of charge to all shareholders who hold shares in the company prior to expiry of the offer period. These warrants will lapse automatically as soon as the offer and any other competing offer has failed, lapsed or been withdrawn;

2. resolves that the capital increase that may result from the exercise of such equity warrants may not exceed one quarter of the number of shares that make up the capital at the time the warrants are issued, or the nominal amount of €85,000,000 (eighty-five million euros), and that the maximum number of equity warrants that may be issued shall not exceed one quarter of the number of shares that make up the capital at the time the warrants are issued;

3. resolves that the Board of Directors shall have full powers, with the power to sub-delegate under and in accordance with applicable law, to determine the conditions of exercise of the equity warrants, which must relate to the terms of the offer or any other competing offer, and the other characteristics of the warrants, such as the exercise price or the terms for determining the exercise price, and more generally the characteristics and terms of any issue decided under this delegation;

4. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to ordinary shares in the company to which any warrants issued pursuant to this delegation may give entitlement;

5. grants this delegation for a period of eighteen months as from the date of this meeting, and notes that it cancels and supersedes the unused portion of any previous delegation given for the same purpose.

Resolution 30 – Powers to carry out formalities
To permit carrying out all legal or administrative formalities and make all filings and publications.

Thirtieth resolution

(Powers to carry out formalities)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, gives full powers to the holder of an original, a copy of or an excerpt from the minutes of this Annual General Meeting to carry out all necessary filings, publications and formalities.

6. Summary of financial authorisations

Financial authorisations in force on the date of the Combined Annual General Meeting of 27 April 2017

The table below summarises financial authorisations in force conferred on the Board of Directors by the Combined Annual General Meeting, in order to buy back shares, increase or reduce the capital, and award stock options or bonus (free) shares.

Only the authorisations to trade in the company's shares, award stock options and increase share capital for the benefit of employees were used during the 2016 financial year.

Purpose	Maximum nominal amount	Expiry/Duration	Use in 2016
SHARE BUYBACKS AND REDUCTION IN SHARE CAPITAL			
1. Purchase by the company of its own shares (AGM of 21 April 2016, Resolution 19)	5% of the share capital Total outlay capped at €900 million	21 October 2017 (18 months)	1,465,715 shares purchased and 1,488,293 shares sold under the liquidity contract
2. Reduce share capital by cancelling shares (AGM of 21 April 2016, Resolution 20)	10% of the share capital in any 24-month period	21 October 2017 (18 months)	None
SECURITIES ISSUES			
3. Increase share capital with pre-emptive rights for existing shareholders (AGM of 23 April 2015, Resolution 14)	• Capital increase: €150 million • Issue of debt securities: €6 billion	23 June 2017 (26 months)	None
4. Increase share capital by incorporating share premiums, reserves or earnings into capital (AGM of 23 April 2015, Resolution 15)	€4 billion	23 June 2017 (26 months)	None
5. Increase share capital by way of public offering without pre-emptive rights for existing shareholders (AGM of 23 April 2015, Resolution 16)	• Capital increase: €84 million [a] • Issue of debt securities: €4 billion [a]	23 June 2017 (26 months)	None
6. Increase share capital by way of private placement (AGM of 23 April 2015, Resolution 17)	• Capital increase: 20% of the share capital over 12 months and €84 million [a] • Issue of debt securities: €4 billion [a]	23 June 2017 (26 months)	None
7. Set the price for immediate or future issues of equity securities by way of public offering or private placement, without pre-emptive rights for existing shareholders (AGM of 23 April 2015, Resolution 18)	10% of the share capital in any 12-month period	23 June 2017 (26 months)	None
8. Increase the number of securities to be issued in the event of a capital increase with or without pre-emptive rights for existing shareholders (AGM of 23 April 2015, Resolution 19)	15% of the initial issue	23 June 2017 (26 months)	None
9. Increase share capital as consideration for contributions in kind consisting of a company's equity securities or securities giving access to capital (AGM of 23 April 2015, Resolution 20)	10% of the share capital [a] • Issue of debt securities: €1.5 billion [a]	23 June 2017 (26 months)	None
10. Increase share capital as consideration for securities tendered to a public exchange offer (AGM of 23 April 2015, Resolution 21)	• Capital increase: €84 million [a] • Issue of debt securities: €4 billion [a]	23 June 2017 (26 months)	None
11. Issue shares following the issue by a Bouygues subsidiary of securities giving access to shares in Bouygues (AGM of 23 April 2015, Resolution 22)	• Capital increase: €84 million [a]	23 June 2017 (26 months)	None
12. Issue equity warrants during the period of a public offer (AGM of 21 April 2016, Resolution 23)	• Capital increase: €88 million and 25% of the share capital • The number of warrants is capped at one quarter of the number of existing shares	21 October 2017 (18 months)	None

(a) To be deducted from the overall ceiling referred to in point 3.

ISSUES CARRIED OUT FOR THE BENEFIT OF EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY OR RELATED COMPANIES			
13. Increase share capital for the benefit of employees or corporate officers who are members of a company savings scheme (AGM of 21 April 2016, Resolution 22)	10% of the share capital	23 June 2017 (26 months)	7,400,463 new shares were issued on 28 December 2016 as part of the Bouygues Confiance n°8 share ownership plan
14. Allot existing or new bonus shares (i.e. free shares) (AGM of 21 April 2016, Resolution 21)	10% of the share capital [a] (Executive Officers: 0.1% of the share capital)	21 June 2019 (38 months)	None
15. Grant options to acquire new or existing shares (AGM of 23 April 2015, Resolution 24)	5% of the share capital [b] (Executive Officers: 0.1% of the share capital)	23 June 2018 (38 months)	2,697,700 stock options granted to 888 beneficiaries on 30 May 2016

(a) To be deducted from the ceiling for options granted to acquire new or existing shares.
(b) To be deducted from the overall ceiling for bonus (free) share issues.

Financial authorisations submitted to the Combined Annual General Meeting of 27 April 2017

The table below summarises the financial authorisations that we ask you to confer on the Board of Directors during the Combined Annual General Meeting of 27 April 2017. These authorisations, which supersede the financial authorisations listed in table 8.2.3.1 – with the exception of Resolution 21 of the Annual General Meeting of 21 April 2016 on the allotment of bonus shares (i.e. free shares), which will remain in force – are detailed above (see sections 8.2.1 and 8.2.2).

Purpose	Maximum nominal amount	Expiry/Duration
SHARE BUYBACKS AND REDUCTION IN SHARE CAPITAL		
1. Purchase by the company of its own shares (Resolution 16)	5% of the share capital Total outlay capped at €875 million	27 October 2018 (18 months)
2. Reduce share capital by cancelling shares (Resolution 17)	10% of the share capital in any 24-month period	27 October 2018 (18 months)
SECURITIES ISSUES		
3. Increase share capital with pre-emptive rights for existing shareholders (Resolution 18)	• Capital increase: €150 million • Issue of debt securities: €7 billion	27 June 2019 (26 months)
4. Increase share capital by incorporating share premiums, reserves or earnings into capital (Resolution 19)	€4 billion	27 June 2019 (26 months)
5. Increase share capital by way of public offering without pre-emptive rights for existing shareholders (Resolution 20)	• Capital increase: €85 million [a] • Issue of debt securities: €4 billion [a]	27 June 2019 (26 months)
6. Increase share capital through a private placement (Resolution 21)	• Capital increase: 20% of the share capital over 12 months and €70 million [a] • Issue of debt securities: €3 billion [a]	27 June 2019 (26 months)
7. Set the price for immediate or future issues of equity securities by way of public offering or private placement, without pre-emptive rights for existing shareholders (Resolution 22)	10% of the share capital in any 12-month period	27 June 2019 (26 months)
8. Increase the number of securities to be issued in the event of a capital increase with or without pre-emptive rights for existing shareholders (Resolution 23)	• 15% of the initial issue	27 June 2019 (26 months)
9. Increase share capital as consideration for contributions in kind consisting of a company's shares or securities giving access to capital (Resolution 24)	• 10% of the share capital [a] • Issue of debt securities: €1.5 billion [a]	27 June 2019 (26 months)
10. Increase share capital as consideration for securities tendered to a public exchange offer (Resolution 25)	• Capital increase: €85 million [a] • Issue of debt securities: €4 billion [a]	27 June 2019 (26 months)
11. Issue shares following the issue by a Bouygues subsidiary of securities giving access to shares in Bouygues (Resolution 26)	• Capital increase: €85 million [a]	27 June 2019 (26 months)
12. Issue equity warrants during the period of a public offer (Resolution 29)	• Capital increase: €85 million and 25% of the share capital • The number of warrants is capped at one quarter of the number of existing shares	27 October 2018 (18 months)

(a) To be deducted from the overall ceiling referred to in point 3 (Resolution 18).

ISSUES CARRIED OUT FOR THE BENEFIT OF EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY OR RELATED COMPANIES		
13. Increase share capital for the benefit of employees or corporate officers who are members of a company savings scheme (Resolution 27)	5% of the share capital	27 June 2019 (26 months)
14. Grant options to acquire new or existing shares (Resolution 28)	• 2% of the share capital • (Executive Officers: 0.25% of the share capital)	27 June 2019 (26 months)

7. Participation in the Combined Annual General Meeting

As a shareholder of Bouygues, you can participate in the Annual General Meeting by either:

- attending in person;
- being represented by a natural person or legal entity of your choice; or
- voting by post.

In all circumstances, you must first prove your status as a shareholder by the book entry of your shares in your name (or, where applicable, in the name of the registered intermediary if you are a non-resident), **by and before Tuesday 25 April 2017 CET:**

- in the registered share accounts of Bouygues; or
- in the bearer share accounts held by the financial intermediary which handled the book entry of your shares in its account.

Participating by internet: Votaccess

Bouygues now gives shareholders (full owners) the option of requesting their admission card, voting on the resolutions or designating a proxy on the Votaccess secure platform.

Votaccess is accessible **from Friday 7 April 2017 at 9am until Wednesday 26 April 2017 at 3pm (CET).** In order to avoid potential congestion on Votaccess, **shareholders are advised not to wait until the last few days before the meeting** to connect and vote.

If you are a registered shareholder:

- Go to the https://serviceactionnaires.bouygues.com website.
- Enter the login sent you by Bouygues in the post.
- Click on "Vote by internet" on the home page.
- Choose how you wish to participate:
  - request an admission card to attend the meeting in person;
  - vote on the resolutions;
  - give proxy to the Chairman of the meeting;
  - give proxy to a third-party.

If you are a bearer shareholder and the financial intermediary managing your securities account is a member of Votaccess:

- Connect to the internet portal of your financial intermediary.
- Click on the icon displayed on the line corresponding to your Bouygues shares to access Votaccess.
- Follow the instructions displayed on the screen.
- Choose how to wish to participate:
  - request an admission card to attend the meeting in person;
  - vote on the resolutions;
  - give proxy to the Chairman of the meeting;
  - give proxy to a third-party.

Participating by post: paper form

If you are a registered shareholder:

- Use the form and the envelope sent to you with the Convening Notice.

If you are a bearer shareholder:

- Contact the financial intermediary which handled the book entry of your shares in its account and request that it send Bouygues a certificate confirming your status as a shareholder and that it send you the form.
- You can also download the form on the www.bouygues.com website under Finance/Individual shareholders, Annual General Meeting.

To attend the meeting in person

Request your admission card as early as possible in order to receive it in time.

If you are a registered shareholder:

- Tick box A on the top left-hand side of the form sent to you with the Convening Notice; date and sign the form and send it directly to Bouygues by using the envelope provided with the Convening Notice.
- You can also send a signed written request for an admission card from Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France (toll-free number in France only: 0 805 120 007– Fax: +33 (0)1 44 20 12 42; e-mail: ag2017@bouygues.com).
- Bouygues will then send you an admission card so as you can attend the meeting.
- Should you not receive the admission card and if you are a registered shareholder, you can attend the meeting directly.

If you are a bearer shareholder:

- Ask the financial intermediary which handled the book entry of your shares in its account to send Bouygues a certificate confirming your status as a shareholder in order to be able to attend the meeting.
- Bouygues will then send you an admission card so as you can attend the meeting.
- Should you not receive the admission card, you can ask the financial intermediary which handled the book entry of your shares in its account to issue a participation certificate directly to you and attend the meeting with said participation certificate.

On the day of the meeting, all shareholders must present a form of identity when signing in at the desk.

To vote by correspondence or designate a proxy

You wish to vote by post

- Tick box B on the top left-hand side of the form.
- Tick box "I VOTE BY POST" on the form.
- Vote according to the instructions.
- Date and sign at the bottom of the form.
- Return the form to Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France. Registered shareholders should use the envelope that was sent to them with the Convening Notice.

The duly completed and signed postal vote form (accompanied by the participation certificate in the case of bearer shareholders) must reach Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France, **no later than midnight (CET) on Monday 24 April 2017 (at the end of the calendar day).**

You wish to be represented by designating a proxy

Should you not be able to attend the meeting in person, you can be represented by giving proxy to:

- **either the Chairman of the meeting:**
  - date and sign at the bottom of the form (without filling it in),
  - during the meeting, the Chairman will vote for the draft resolutions presented or approved by the Board of Directors and vote against all other draft resolutions;
- **or a natural person or legal entity of your choice:**
  - tick box B on the top left-hand side of the form,
  - tick box "I HEREBY APPOINT" on the form,
  - fill in the appropriate box, the full name and address of the person you wish to designate as a proxy,
  - date and sign at the bottom of the form.

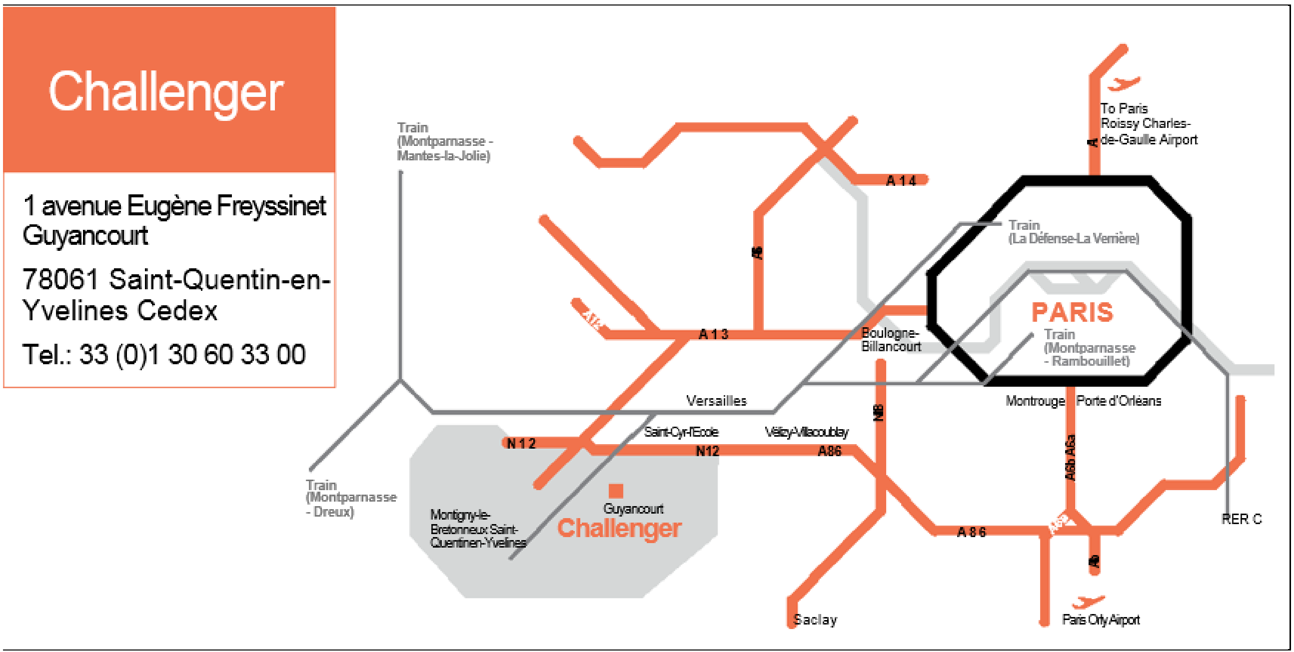
The duly completed and signed proxy vote form (accompanied by the participation certificate in the case of bearer shareholders) must be sent by post to Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France. Registered shareholders should use the envelope that was sent to them with the Convening Notice.

If you designate a given person, you can send the form electronically in the form of a scanned copy, in an attachment sent by e-mail to ag2017@bouygues.com. To be taken into account, designations of proxy transmitted electronically must be received **no later than Wednesday 26 April 2017 at 3.00pm (CET).**

Should you require further information, contact the Registered Share Service on 0 805 120 007 (free from a fixed line in France).

8. How to get to the Combined Annual General Meeting

Thursday 27 April 2017 at 3.30pm (CET) at Challenger



By car from Paris

- **Take the A13** towards Rouen then at the junction, take the **A12** towards St-Quentin-en-Yvelines/Dreux/Rambouillet/ Bois d'Arcy/Versailles Satory, and continue for 4 kilometres.
- **Follow the signs** for **Toutes directions**/Evry/Lyon.
- After going through the **tunnel**, stay in the **left-hand lane** and **continue onto the A86.**
- Take the **1st exit** for Guyancourt/Voisins-Le-Bretonneux.
- **Keep right** and follow the signs for Guyancourt/Les Sangliers/ Les Saules/Les Chênes/Centre commercial régional.
- **Stay on the right-hand lane** until you get to the Sangliers roundabout.
- **Exit onto avenue Eugène Freyssinet.**

By public transport

- Shuttle buses will be running between the Saint-Quentin-en-Yvelines train station and Challenger.

9. Request for documents and information

Combined Annual General Meeting of 27 April 2017

Return to:

Bouygues
Service Titres
32 avenue Hoche
75008 Paris
France

Last name: .... First name: ....

Postal address: ....

....

As the owner of: ....

❑ registered shares,

❑ bearer shares, held in an account with (bank, financial institution or other account holder):

....

In accordance with Article R. 225- 88 of the Commercial Code, I hereby request that the company Bouygues provide me with documents and information referred to in Article R. 225-83 of said code, for the purposes of the Combined Annual General Meeting referred to above:

❑ at my postal address above

❑ at the following postal address: ....

....

Done in .... Date ....

(Signature)

NOTE The documents and information referred to in Articles R. 225-81 and R. 225-83 of the Commercial Code are available on the company's website at **www.bouygues.com.**

Pursuant to paragraph 3 of Article R. 225-88 of the Commercial Code, shareholders owning registered shares may, by making a single request, obtain form the company documents and information of all subsequent general meetings.
Please tick this box if you wish to obtain said documents and information: ❑

A *Société Anonyme* (public limited company)
with a share capital of €354,908,547
Registered office: 32 avenue Hoche, 75008 Paris, France
Registration No. 572 015 246 Paris – APE code: 7010Z

Cover: on the riverside promenade at La Seine Musicale in Boulogne-Billancourt. Photo credit: Patrick Messina. Architects: Shigeru Ban and Jean de Gastines.