

# DELEGATIONS OF AUTHORITY TO INCREASE THE SHARE CAPITAL CONFERRED ON THE BOARD OF DIRECTORS

AGM OF  
25 APRIL 2024

08/03/2024

*Excerpt of the Draft 2023 Universal Registration Document.*

As required by paragraph 3 of Article L. 225-37-4 of the Commercial Code, the table below summarises financial authorisations to increase the share capital conferred on the Board of Directors by the Annual General Meeting and currently in force, and the use made of such authorisations during 2023.

Purpose	Maximum nominal amount	Expiry/Duration	Use in 2023
1 Purchase by the company of its own shares as part of a share buyback programme (AGM of 27 April 2023, Resolution 15) <sup>a</sup>	5% of the share capital	27 October 2024 (18 months)	9,432,972 shares were purchased as part of the share buyback programme (including under the liquidity contract). Under the liquidity contract: <ul style="list-style-type: none"> <li>• 5,407,324 shares were purchased</li> <li>• 5,669,635 shares were sold</li> </ul>
2 Cancel treasury shares (AGM of 27 April 2023, Resolution 16)	10% of the share capital in any 24-month period.	27 October 2024 (18 months)	None
3 Increase the share capital with pre-emptive rights for existing shareholders maintained (AGM of 27 April 2023, Resolution 17)	Capital increase: €150 million Issuance of debt securities: €7 billion	27 June 2025 (26 months)	None
4 Increase the share capital by incorporating share premium, reserves or earnings (AGM of 27 April 2023, Resolution 18)	€4 billion	27 June 2025 (26 months)	None
5 Increase the share capital by way of public offerings other than those mentioned in Article L. 411-2 1° of the Monetary and Financial Code, without pre-emptive rights for existing shareholders (AGM of 27 April 2023, Resolution 19)	Capital increase: €85 million <sup>b</sup> Issuance of debt securities: €4 billion <sup>b</sup>	27 June 2025 (26 months)	None
6 Increase the share capital by way of public offerings mentioned in Article L. 411-2 1° of the Monetary and Financial Code, without pre-emptive rights for existing shareholders (AGM of 27 April 2023, Resolution 20)	Capital increase: 20% of the share capital over 12 months and €75 million <sup>b</sup> Issuance of debt securities: €3.5 billion <sup>b</sup>	27 June 2025 (26 months)	None
7 Set the issue price in the event of a capital increase without pre-emptive rights for existing shareholders (AGM of 27 April 2023, Resolution 21)	10% of the share capital in any 12-month period	27 June 2025 (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 27 April 2023, Resolution 22)	15% of the initial issue	27 June 2025 (26 months)	None



9	Increase the share capital as consideration for contributions in kind to the company consisting of another company's equity securities or securities giving access to the capital of another company outside of a public exchange offer (AGM of 27 April 2023, Resolution 23)	10% of the share capital <sup>b</sup> Issuance of debt securities: €1.75 billion <sup>b</sup>	27 June 2025 (26 months)	None
10	Increase the share capital as consideration for securities tendered to a public exchange offer initiated by Bouygues (AGM of 27 April 2023, Resolution 24)	Capital increase: €85 million <sup>b</sup> Issuance of debt securities: €4 billion <sup>b</sup>	27 June 2025 (26 months)	None
11	Authorise the issuance by a Bouygues subsidiary of securities giving access to shares in Bouygues (AGM of 27 April 2023, Resolution 25)	Capital increase: €85 million <sup>b</sup>	27 June 2025 (26 months)	None
12	Increase the share capital for the benefit of employees or corporate officers who are members of a company savings scheme (AGM of 27 April 2023, Resolution 26)	5% of the share capital	27 June 2025 (26 months)	6,845,564 shares were issued as part of the 2023 employee share ownership plan, equating to a nominal amount of €6,845,564.
13	Grant stock subscription or stock purchase options (AGM of 27 April 2023, Resolution 27)	2% of the share capital (Executive Officers: 0.25% of the share capital)	27 June 2025 (26 months)	2,830,000 stock subscription options were granted to up to 750 beneficiaries at a subscription price of €31.081, as per the CEO's decision of 1 June 2023.
14	Allot existing or new shares free of charge (AGM of 27 April 2023, Resolution 28)	1% of the share capital (Executive Officers: 0.15% of the share capital)	27 June 2025 (26 months)	376,000 shares allotted free of charge to 11 beneficiaries, as per the Board of Directors' decision of 27 July 2023.
15	Allot existing or new shares free of charge as a retirement benefit (AGM of 27 April 2023, Resolution 29)	0.125% of the share capital	27 June 2025 (26 months)	None <sup>c</sup>
16	Issue equity warrants during the period of a public offer for the company's shares (AGM of 27 April 2023, Resolution 30)	Capital increase: €94 million in nominal value and 25% of share capital. The number of equity warrants is capped at one-quarter of the number of existing shares and at 94 million.	27 October 2024 (18 months)	None

(a) Share buybacks during the 2023 financial year, but before the Annual General Meeting of 27 April 2023, were carried out under Resolution 24 approved by the Annual General Meeting of 28 April 2022.

(b) Counts towards the overall ceiling specified in point 3.

(c) In accordance with the rules governing the plan allotting performance shares as a retirement benefit adopted by the Board of Directors on 23 February 2022, shares vesting in respect of that plan are delivered to the beneficiaries with effect from the date of their voluntary or compulsory retirement.

#### BOUYGUES SA

Registered office: 32 avenue Hoche • 75378 Paris CEDEX 08 • France  
Tel.: +33 (0)1 44 20 10 00 • [bouygues.com](http://bouygues.com)