First quarter 2013 results presentation

14 May 2013







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Highlights of Q1 2013

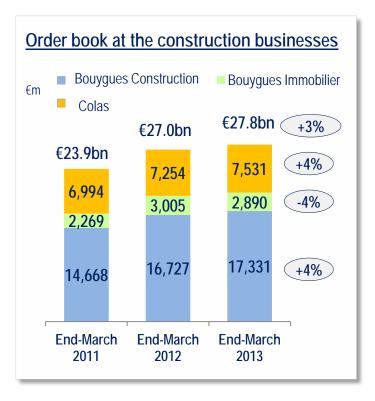


- The Bouygues group delivered a good commercial performance in Q1 2013 in a challenging economic and competitive environment...
- ...and stepped up its adaptation plans
- Like every year, Q1 operating results are **not indicative** of the Group's **yearly performance**

Highlights of Q1 2013: commercial performance (1/3)



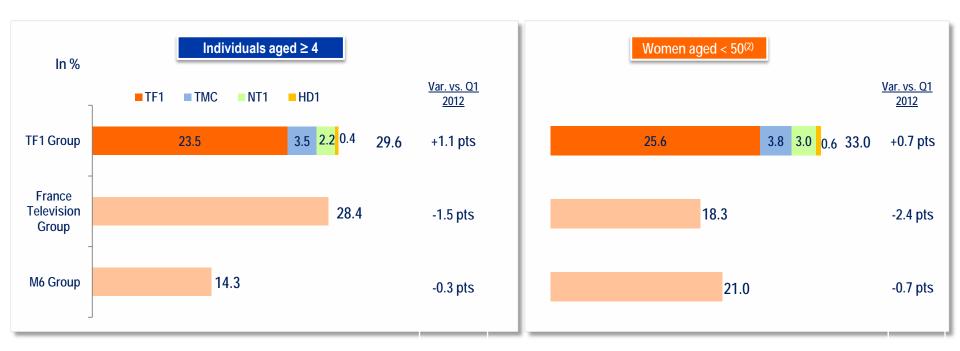
- Good start of the year for the construction businesses
 - ✓ Order book at end-March 2013: €27.8bn, up 3%
 - ✓ Strong international presence: 45% of Bouygues Construction and Colas order book, o/w 40% in emerging markets



Highlights of Q1 2013: commercial performance (2/3)



Improved audience ratings¹ at TF1



⁽¹⁾ Source Médiamétrie

^{2) &}quot;Women aged under 50 purchasing decision-makers"

Highlights of Q1 2013: commercial performance (3/3)





<u>Q1 2013 net adds</u>

*Mobile subscribers +20k *Plan subscribers +190k *B&YOU subscribers

+335k

*Fixed subscribers +45k

- Good commercial resilience for Bouygues Telecom
 - ✓ Stable mobile customer base and growing plan customer base despite Bouygues Telecom's higher prices versus Orange and SFR during the entire quarter
 - ✓ Continued momentum at B&YOU
 - ✓ Solid fixed net adds

Highlights of Q1 2013: stepping up adaptation plans



Colas

✓ The new organization for the roads activity in France is being implemented according to plan

TF1

- ✓ Phase II of the optimisation plan aimed at generating recurring savings of €85m in 2014 is being accelerated
- Additional cost cutting measures for 2013 are being prepared in response to the advertising market deterioration

Bouygues Telecom

- The measures taken in 2012 will secure €400m of cost savings in the Mobile activity in 2013 instead of the €300m planned initially
- The additional actions decided at the beginning of 2013 in order to continue transforming Bouygues Telecom are in progress
 - Focus on breakthrough in two domains: the technical assets and the marketing of plans with services

Group key figures



€ million	Q1 2012	Q1 2013	Change
Sales	6,985	6,698	-4% ¹
Current operating income	82	(76)	-€158m
Net income attributable to the Group	35	(42)	-€77m

⁽¹⁾ Down 5% like-for-like and at constant exchange rates

- Like every year, Q1 operating results are not indicative of the Group's yearly performance
- Both TF1 and Bouygues Telecom results reflect a tough environment and a difficult base of comparison

Group financial position

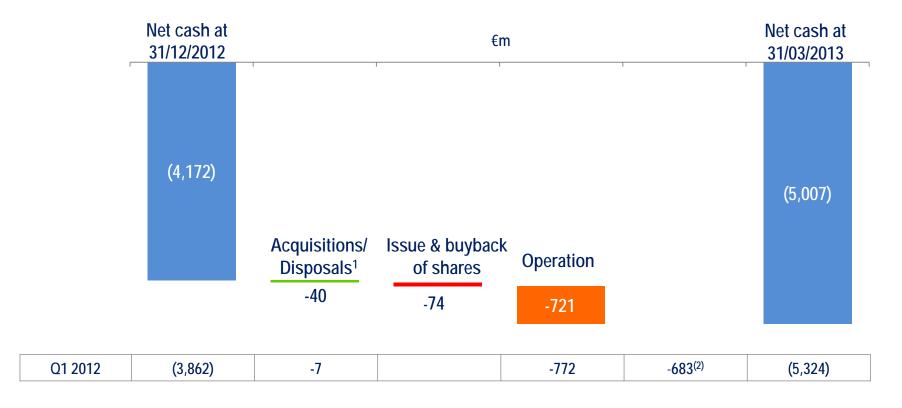


€ million	End-March 2012	End-March 2013	Change	End-Dec. 2012	Change
Shareholders' equity	9,689	9,927	+€238m	10,078	-€151m
Net debt	5,324	5,007	-€317m	4,172	+€835m
Net gearing	55%	50%	-5 pts	41%	+9 pts

- Tight control of net debt versus end-March 2012
- As usual, Q1 net debt is impacted by Colas' seasonality

Change in net cash position (1/2)

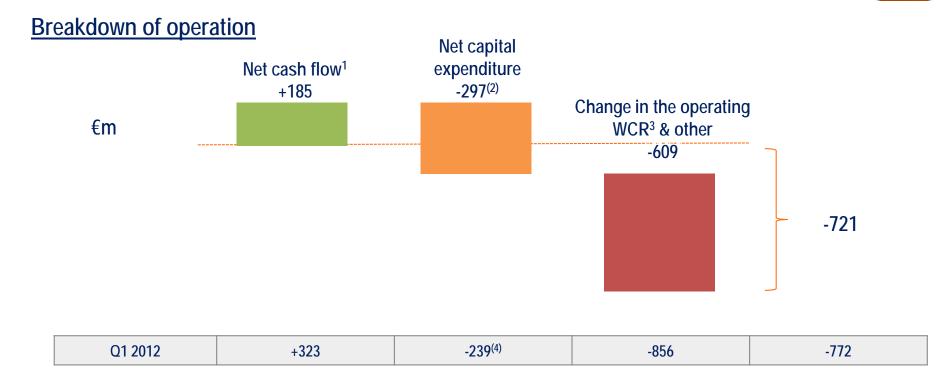




- (1) Including scope effects and the impacts on shareholders' equity
- (2) 4G frequencies (800 MHz band)

Change in net cash position (2/2)





- (1) Net cash flow = cash flow cost of net debt income tax expense
- (2) Excluding capitalised interest related to 4G frequencies for €11m that are recorded in "others"
- (3) Operating WCR: WCR relating to operating activities + WCR relating to net liabilities related to property, plant & equipment and intangible assets
- (4) Excluding investment on 4G frequencies (€683m on the 800 MHz band)

Contribution of business areas to Group net capital expenditure



€ million	Q1 2012	Q1 2013	Change
Bouygues Construction	35	24	-€11m
Bouygues Immobilier	2	2	=
Colas	53	56	+€3m
TF1	5	6	+€1m
Bouygues Telecom	145 ⁽¹⁾	209(2)	+€64m
Holding company and other	(1)	0 ⁽²⁾	+€1m
Total excluding frequencies	239	297 ⁽²⁾	+€58m
4G frequencies	683	11	-€672m
TOTAL	922	308	-€614m

Bouygues Telecom shifted its investments forward into the first quarter

⁽¹⁾ Excluding 4G frequencies in the 800 MHz band for €683m

⁽²⁾ Excluding capitalised interest related to 4G frequencies for €11m at Bouygues group level (for €4m at Bouygues Telecom level and €7m at the holding company level)



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Construction businesses







BOUYGUES CONSTRUCTION: Q1 2013 overview



- Good level of order intake
 - ✓ Similar level of order intake as previous years excluding the Paris Law Courts contract signed for €823m in Q1 2012
- Strong order book providing visibility
 - ✓ Order book at end-March 2013 up 4% at €17.3bn
 - ✓ The sales secured for FY 2013 cover 89% of the sales target
- Strong presence in international markets
 - ✓ 43% of the order book outside of France
 - Seizing opportunities in emerging countries
 - Photovoltaic power plants in Thailand
 - First contract in Myanmar



- (1) Definition: contracts are booked as order intakes at the date they take effect
- (2) Q1 2012 order intake includes Paris Law Courts contract for €823m



Star City, Yangon, Myanmar

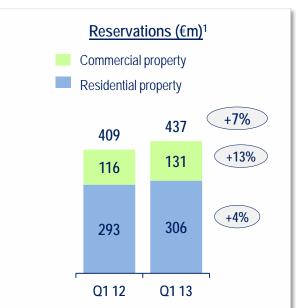
BOUYGUES IMMOBILIER: Q1 2013 overview



- Q1 2013 commercial activity once again highlights Bouygues Immobilier's expertise in green property developments
 - ✓ Rehabilitation contract for a 41,420 m² building for AG2R La Mondiale
- Residential reservations are up 4% but do not change the full year expectations of a 2013 market at best stable in volume
- At €2.9bn, the order book secures 14 months of sales







(1) Definition: residential property reservations are reported net of cancellations. Commercial property reservations are firm orders which cannot be cancelled (notarised deeds of sale)

COLAS: Q1 2013 overview

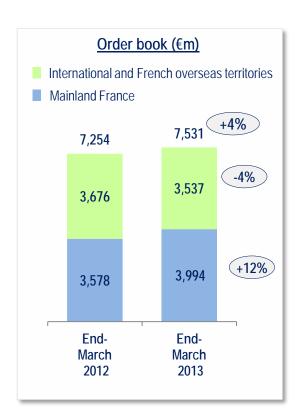


- Solid order book at €7.5bn, up 4%, with a good dynamic in French order intakes
- Q1 2013 does not change the 2013 expected outlook
 - The French market is expected to be close to the 2012 level and activity should be stable abroad
- Continued dynamic in the rail activity
 - RFR high speed railway network in Tunis (€86m)

First high speed train line in Morocco (€124m, not yet included in the

order book)

Rail track renewal West Coast, United Kingdom



CONSTRUCTION BUSINESSES: Q1 2013 operating results









Q1 2013 operating results

Net income contribution -€46m (+€3m)

Current operating income (€ million)	Q1 2012	Q1 2013	Change
Construction businesses	(72)	(79)	-€7m
o/w Bouygues Construction o/w Bouygues Immobilier o/w Colas	79 35 (186)	85 39 (203)	+€6m +€4m -€17m

- Like every year, the first quarter operating results are not indicative of full year performance due to Colas' seasonality
 - ✓ Poor weather conditions in March 2013 explain the declining results at Colas compared to Q1 2012
- Construction businesses outlook for 2013 is confirmed





TF1: Q1 2013 overview





Q1 2013 key figures

*TF1 group audience share¹ 29.6%

\$Sales
€566m (-10%)
Current operating income
-€16m (-€72m)
Net income att. to the Group
-€6m (-€41m)

- Q1 sales reflect the tough economic and competitive environment
 - ✓ Group advertising revenues down 12% vs. Q1 2012
- Operating income impacted by
 - ✓ The decrease in advertising revenues.
 - ✓ A tough basis of comparison: Q1 2012 operating profit included €27m of tax reimbursement
- Phase II of the optimisation plan is being implemented and accelerated
 - √ €15m recurring savings have already been secured in
 2012 and €7m in Q1 2013 out of the €85m target by 2014
- Additional cost cutting measures for 2013 are being prepared in response to the advertising market deterioration



"The Voice", the TV show

⁽¹⁾ Individuals aged 4 and over – Source Médiamétrie





BOUYGUES TELECOM: market overview in Q1 2013



- Two major developments in the mobile market at the beginning of 2013
 - ✓ Sharp price cuts in plans with services have been carried out by competitors.
 - ✓ The "SoWo¹" segment continues to show substantial growth and is now split into three sub-segments (€0 to €5; around €10; around €20)

- Fixed broadband market
 - ✓ Volumes expected to be down in Q1 2013
 - ✓ Tougher competition regarding premium box
 - Orange has launched LiveBox Play in February

BOUYGUES TELECOM: marketing initiatives



In a challenging environment, Bouygues Telecom keeps on adapting its offerings

Introduction of a new B&YOU plan

- €3.99/month for intensive users of SMS/MMS with 2 hours of calls
- B&YOU is now present in the 3 sub-segments of the SoWo market



Launch of new Sensation plans

- Lower rates for households
- Limited edition plans to experience 4G



Commercial opening of the 4G network

- Opening in 10 towns (Lyon, Toulouse, Strasbourg...) pending the national launch
- 40% of the population having access to 4G on 1 October 2013 through premium plans



Innovations of Bbox Sensation

- Bbox Tab¹, Bbox experience on your tablet
- Bbox Entreprises designed for small businesses



BOUYGUES TELECOM: Q1 2013 overview





Q1 2013 key figures

*Mobile subscriber base 11,271,000 *B&YOU subscriber base 1,413,000 *Fixed subscriber base

1,891,000

\$\int \Sales

\[\bigsim 1.1bn (-16%) \\
\$\int \text{EBITDA} \\
\bigsim \text{212m (-\int 84m)} \\
\$\int \text{Current operating profit} \\
\bigsim \text{28m (-\int 79m)} \\
\$\int \text{Net profit att. to the Group} \\
\bigsim \text{16m (-\int 49m)} \end{array}

- Good commercial resilience in an extremely challenging environment
 - ✓ Growth in contract net adds thanks to good B&YOU dynamic
 - Net plan subscriber adds of 190,000
 - ➤ B&YOU: 13% of the total mobile subscriber base at end-Q1 2013
 - Continued momentum in the fixed activity
 - 68,000 new Bbox customers in Q1 2013, excluding Darty Telecom



"Sensation" offers advert

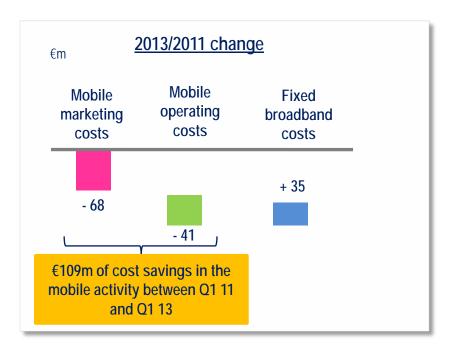
- Repricing¹ within the retail plan subscriber base: 66% at end-Q1 2013
- Results in line with expectations and therefore full year outlook remains unchanged
 - Tough basis of comparison since Q1 2012 had not yet been impacted by the market disruption
 - > Sales were up 6% excluding MTR cuts in Q1 12 and EBITDA was only down €25m vs. Q1 11
 - Sales from network are down 13% and down 7% excluding MTR cuts

BOUYGUES TELECOM: results of the 2012 transformation plan



- Cumulative €238m of cost savings generated in the mobile activity through Q1 13
- Between Q1 11 and Q1 13, **costs** in the mobile activity **are €109m lower** thanks to the transformation plan

 ✓ Of which €87m cost savings were generated in Q1 13
- Fixed broadband costs are down 16% in Q1 2013 vs. Q4 2012





BOUYGUES TELECOM: 2013 outlook



- The measures taken in 2012 will secure €400m of savings in the mobile business in 2013 instead of the €300m initially planned
- The additional actions decided at the beginning of 2013 in order to continue transforming Bouygues Telecom's business model are in progress
 - ✓ Focus on breakthrough in two domains: the technical assets and the marketing of plans with services
- 2013 guidance confirmed
 - ✓ Stabilization of EBITDA and improvement of EBITDA minus Capex from 2013



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Condensed consolidated income statement (1/2)



€ million	Q1 2012	Q1 2013	Change
Sales	6,985	6,698	-4%
Current operating income	82	(76)	nm
Other operating income and expenses	0	0	nm
Operating income	82	(76)	nm
Cost of net debt	(79)	(79)	=
o/w financial income	13	11	-15%
o/w financial expenses	(92)	(90)	-2%
Other financial income and expenses	(1)	(8)	nm

Condensed consolidated income statement (2/2)



€ million	Q1 2012	Q1 2013	Change
Income tax expense	(5)	52	nm
Share of profits and losses from associates	62	64	+3%
Net income	59	(47)	nm
Net income attr. to non-controlling interests ¹	(24)	5	nm
Net income attributable to the Group	35	(42)	nm

⁽¹⁾ Formerly called "minority interests"



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		2013 sales target		
€ million	2012	In February	In May	Change 2013/2012
Bouygues Construction	10,640	10,700	10,750	+1%
Bouygues Immobilier	2,396	2,500	2,500	+4%
Colas	13,036	13,200	13,200	+1%
TF1	2,621	2,540	2,500	-5%
Bouygues Telecom	5,226	4,850	4,850	-7%
Holding company and other	123	120	120	nm
Intra-Group elimination	(495)	(460)	(470)	nm
TOTAL	33,547	33,450	33,450	=
o/w France	22,308	22,250	22,250	=
o/w international	11,239	11,200	11,200	=

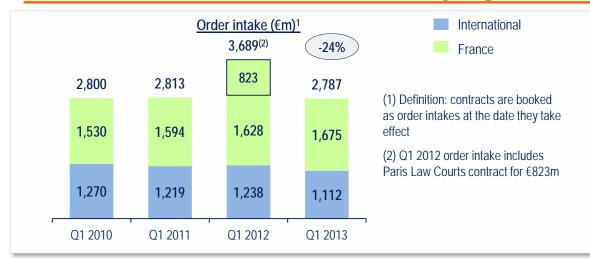
- The Group's **priority** is to continue and accelerate the **action plans in all its business areas**
 - ✓ Under those conditions 2012 should mark the low point in Bouygues group's profitability



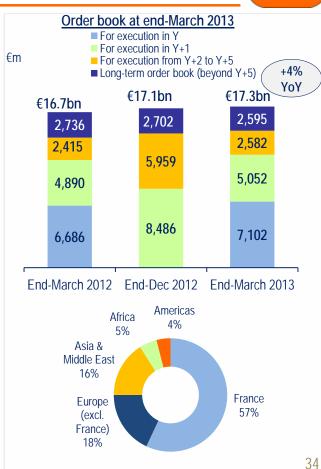
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BOUYGUES CONSTRUCTION: key figures





Q1 2012	Q1 2013	Change	2013 target
2,380 1,296 1,084	2,451 1,318 1,133	+3% ³ +2% +5%	10,750
79 3.3%	85 <i>3.5%</i>	+€6m +0.2 pts	
52	60	+€8m	
	2,380 1,296 1,084 79 3.3%	2,380 2,451 1,296 1,318 1,084 1,133 79 85 3.3% 3.5%	2,380 2,451 +3%³ 1,296 1,318 +2% 1,084 1,133 +5% 79 85 +€6m 3.3% 3.5% +0.2 pts



BOUYGUES IMMOBILIER: key figures





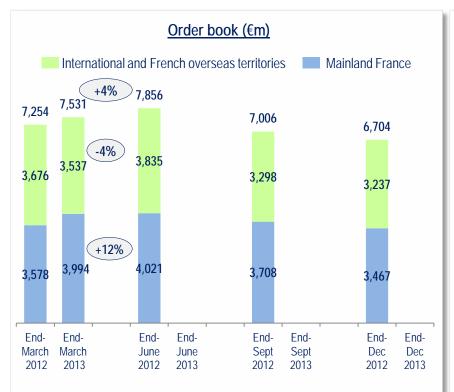
(1) Definition: residential property reservations are reported net of cancellations. Commercial property reservations are firm orders which cannot be cancelled (notarised deeds of sale)

€ million	Q1 2012	Q1 2013	Change	2013 target
Sales o/w residential o/w commercial	472 434 38	526 444 82	+11% ² +2% x2	2,500
Current operating profit	35	39	+€4m	
Current operating margin	7.4%	7.4%	=	
Net profit attr. to the Group	22	20	-€2m	

(2) Up 11% like-for-like and at constant exchange rates

COLAS: key figures





€ million	Q1 2012	Q1 2013	Change	2013 target
Sales o/w France o/w international	2,209 1,440 769	2,109 1,372 737	-5% ¹ -5% -4%	13,200
Current operating income	(186)	(203)	-€17m	
Net income attr. to the Group	(127)	(131)	-€4m	

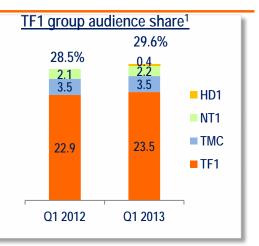
⁽¹⁾ Down 5% like-for-like and at constant exchange rates

TF1: key figures



- A 1.1 pts increase in audience share for the TF1 group in Q1 2013
- A 0.6 pts increase in audience share for the TF1 channel

(1) Individuals aged 4 and over – Source Médiamétrie



€ million	Q1 2012	Q1 2013	Change	2013 target
Sales o/w TF1 group advertising	629 419	566 <i>369</i>	-10% ² -12%	2,500
Current operating income	56	(16)	-€72m	
Operating income	56	(16)	-€72m	
Net income att. to the Group	35	(6)	-€41m	

(2) Down 10% like-for-like and at constant exchange rates

BOUYGUES TELECOM: mobile business performance



- Growth in plan subscribers
 - ✓ Net plan subscriber adds of 190,000 in Q1 2013





Good momentum at B&YOU

- √ 13% of mobile subscribers at end-Q1 2013
- At end-March 2013, 60% of B&YOU customers are on the €19.99 plan

Steady upward trend of repricing² within the retail plan subscriber base: 66% at end-Q1 2013



(1) Plan subscribers: total subscriber base excluding prepaid customers according to the Arcep definition

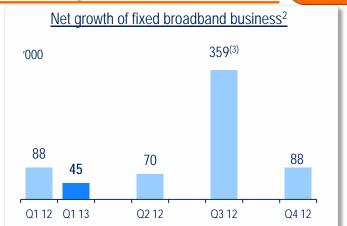
(2) The number of retail customers subscribing to a plan whose price has been revised since January 2012 as a percentage of the total retail plan subscriber base

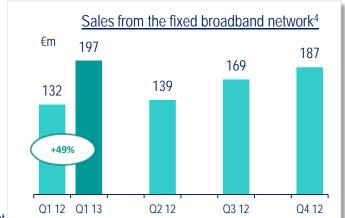
BOUYGUES TELECOM: fixed broadband business performance





- ✓ Net Bbox subscriber adds of 68,000 in Q1 2013 excluding Darty Telecom
- ✓ Total fixed broadband subscriber base of 1.9 million at end-O1 2013
- Strong growth posted by very-high-speed¹
 - ✓ **Subscriber base of 312,000** customers
 - ✓ Very-high-speed¹ Bbox customers represent 25% of gross sales on average in Q1 2013
- Sales: +49% in Q1 2013 vs. Q1 2012





⁽¹⁾ Arcep definition: subscriptions with peak downstream speed higher or equal to 30 Mbit/s

⁽²⁾ Includes broadband and very-high-speed subscriptions

^{(3) 77,000} customers excluding integration of Darty Telecom (4) Sales from the network excl. the ideo discount

BOUYGUES TELECOM: key figures



€ million	Q1 2012	Q1 2013	Change	2013 target
Sales	1,366	1,148	-16% ⁽¹⁾	4,850
Sales from network	1,220	1,063	-13%	
EBITDA	296	212	-€84m	
EBITDA/sales from network	24.3%	19.9%	-4.4 pts	
Current operating profit	107	28	-€79m	
Operating profit	107	28	-€79m	
Net profit attributable to the Group	65	16	-€49m	

[&]quot;Sensation" offers

advert

(1) Down 16% like-for-like and at constant exchange rates

Impact of mobile termination rates on sales from network

	Q1 2012	Q2 2012	Q3 2012	Q4 2012	Q1 2013
Sales from network (€ million)	1,220	1,166	1,132	1,113	1,063
YoY change in sales from network	-3%	-11%	-10%	-11%	-13%
YoY change in sales from network excl. MTR ²	+6%	-2%	-4%	-5%	-7%

BOUYGUES TELECOM: key indicators



Q4 2012 Q1 2013	Plai	
	Q4 2012	2013

Subscribers

SIM cards ('000)	9,428	9,618
SIM cards (% mix)	83.8%	85.3%
Fixed broadband subscriber base ¹ ('000)		

Unit data - mobile subscribers

ARPU (€/year/subscriber) ²	443	418
Data usage (MB/month/subscriber) ³		
SMS usage (SMS/month/subscriber) ⁴	397	403
Voice usage (min/month/subscriber) ⁴	436	451

Unit data - fixed subscribers

	ARPU (€/year/subscriber) ²	
П	, ,, ,,	ci j odirodoonioon	

Marketing costs ⁵	Q1 2012	Q1 2013
Marketing costs (€ million)	191	149
Marketing costs/sales from network	15.6%	14.0%

Prepaid		
Q4 2012	Q1 2013	
	•	

1,823	1,653
16.2%	14.7%

Total subscriber base		
Q4 2012	Q1 2013	

11,251	11,2/1

1,846 1,891

123	117
130	124
133	140

382	364
193	219
346	353
378	395

389	391

- (1) Includes broadband and very-high-speed subscriptions according to the Arcep definition and Darty Telecom customers since Q3 2012
- (2) Rolling 12-month period, stripping out the ideo discount, and excluding machine-to-machine SIM cards for mobile ARPU
- (3) Rolling 12-month period, adjusted on a monthly basis, excluding machine-to-machine SIM cards
- (4) Rolling 12-month period, adjusted on a monthly basis, excluding machine-to-machine SIM cards and excluding internet SIM cards
- (5) Mobile and fixed subscriber acquisition and loyalty costs

BOUYGUES TELECOM: mobile termination rates



	Voice termination rates					SMS te	rminatio	n rates	
€ cents/minute for voice € cents/unit for SMS	At 1 July 2010	At 1 July 2011	At 1 January 2012	At 1 July 2012	At 1 January 2013	At 1 July 2013	At 1 Feb 2010	At 1 July 2011	At 1 July 2012
Rates to Bouygues Telecom	3.40	2.00	1.50	1.00	0.80	0.80	2.17	1.50	1.00
% change	-43%	-41%	-25%	-33%	-20%	-	-38%	-31%	-33%
Rates to Orange and SFR	3.00	2.00	1.50	1.00	0.80	0.80	2.00	1.50	1.00
Rates to Free Mobile				1.60 ⁽¹⁾	1.10	0.80		's cost mod ew entrants	
	0.40						0.47		
Bouygues Telecom differential	0.40	-	-	-	-	-	0.17	-	-
Free Mobile differential				0.60	0.30	-			

⁽¹⁾ Effective from 1 August 2012

Sales by business area



€ million	Q1 2012	Q1 2013	Change
Bouygues Construction	2,380	2,451	+3%
Bouygues Immobilier	472	526	+11%
Colas	2,209	2,109	-5%
Sub-total of the sales generated by the construction businesses ¹	5,000	4,994	=
TF1	629	566	-10%
Bouygues Telecom	1,366	1,148	-16%
Holding company and other	36	30	nm
Intra-Group elimination	(107)	(132)	nm
TOTAL	6,985	6,698	-4%
o/w France	5,026	4,726	-6%
o/w international	1,959	1,972	+1%

Contribution of business areas to Group EBITDA



€ million	Q1 2012	Q1 2013	Change
Bouygues Construction	130	110	-€20m
Bouygues Immobilier	24	34	+€10m
Colas	(115)	(154)	-€39m
TF1	80	(9)	-€89m
Bouygues Telecom	296	212	-€84m
Holding company and other	(12)	(11)	+€1m
TOTAL	403	182	-€221m

EBITDA = current operating profit + net depreciation and amortisation expense + charges to net provisions and impairment losses - reversals of unused provisions

Contribution of business areas to Group current operating profit



€ million	Q1 2012	Q1 2013	Change
Bouygues Construction	79	85	+€6m
Bouygues Immobilier	35	39	+€4m
Colas	(186)	(203)	-€17m
TF1	56	(16)	-€72m
Bouygues Telecom	107	28	-€79m
Holding company and other	(9)	(9)	=
TOTAL	82	(76)	-€158m

BOUYGUES

Contribution of business areas to Group net profit

Attributable to the Group

€ million	Q1 2012	Q1 2013	Change
Bouygues Construction	52	60	+€8m
Bouygues Immobilier	22	20	-€2m
Colas	(123)	(126)	-€3m
TF1	15	(3)	-€18m
Bouygues Telecom	59	15	-€44m
Alstom	58	58	=
Holding company and other	(48)	(66)	-€18m
TOTAL	35	(42)	-€77m

Contribution of business areas to Group free cash flow



€ million	Q1 2012	Q1 2013	Change
Bouygues Construction	72	91	+€19m
Bouygues Immobilier	20	22	+€2m
Colas	(105)	(140)	-€35m
Sub-total of the free cash flow of the construction activities	(13)	(27)	-€14m
TF1	47	4	-€43m
Bouygues Telecom	87 ⁽¹⁾	(30) ²	-€117m
Holding company and other	(37)	(59) ²	-€22m
TOTAL	84 ⁽¹⁾	(112) ²	-€196m

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

⁽¹⁾ Excluding 4G frequencies in the 800 MHz band for €683m

⁽²⁾ Excluding capitalised interest related to 4G frequencies for €11m at Bouygues group level (for €4m at Bouygues Telecom level and for €7m at the holding company level)

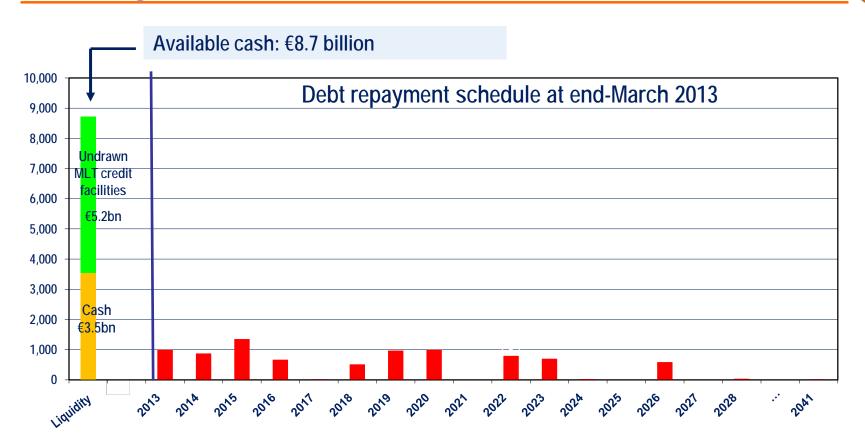
Net cash by business area



€ million	End-March 2012	End-March 2013	Change
Bouygues Construction	2,842	3,215	+€373m
Bouygues Immobilier	372	292	-€80m
Colas	(531)	(763)	-€232m
TF1	36	249	+€213m
Bouygues Telecom	(1,326)	(802)	+€524m
Holding company and other	(6,717)	(7,198)	-€481m
TOTAL	(5,324)	(5,007)	+€317m

Financing





Calendar



28 August 2013	First-half 2013 sales and earnings	/am

28 August 2013 First-half 2013 results presentation11am

■ 13 November 2013 Nine-month 2013 sales and earnings 5.45pm

All times are Central European Times





BUILDING THE FUTURE IS OUR GREATEST ADVENTURE