



Board of Directors' meeting of 15 November 2016

Decision on the remuneration of Olivier Roussat and on the terms of the defined-benefit pension entitlement of Olivier Roussat and Philippe Marien

At its meeting of 15 November 2016, the Board of Directors, acting on a proposal from the Selection and Remuneration Committee, decided the following:

Split of Olivier Roussat's remuneration for the 2016 financial year

Olivier Roussat was appointed as a Deputy CEO of Bouygues on 30 August 2016. Alongside his functions as a Deputy CEO of Bouygues, Olivier Roussat continues to head Bouygues Telecom and as such was until 30 August 2016 entitled to remuneration of the same amounts and on the same terms as the other four business segment heads (fixed remuneration of €920,000 + variable remuneration capped at 150% of fixed remuneration and determined by reference to five performance criteria, three of which relate to the performance of the relevant business segment).

Further to its decision of 30 August 2016, the Board of Directors has confirmed that the overall remuneration (fixed + variable) of Olivier Roussat in respect of the 2016 financial year will not be changed, and has decided that the cost will be split between Bouygues (60%) and Bouygues Telecom (40%). This split reflects the organisational arrangements put in place since August to enable Olivier Roussat to fulfil the two roles he now holds.

This split will take effect from 1 September 2016, bearing in mind that the Board of Directors decided on 30 August 2016 that for this short period there would be no change in the criteria set in February 2016 for determining Olivier Roussat's variable remuneration, given that two-thirds of the 2016 financial year had already elapsed at the time of his appointment.

Defined-benefit pension entitlement of Philippe Marien and Olivier Roussat – performance conditions

Members of the Bouygues group Management Committee, including Philippe Marien and Olivier Roussat, belong to a defined-benefit supplementary pension scheme entitling them to an annual pension equal to 0.92% of the reference salary per year in the scheme, capped at eight times the French social security ceiling.

Under the law of 6 August 2015 on growth, economic activity and equality of opportunity (the "Macron law"), the vesting of annual pension benefits of executive directors of Bouygues who were appointed or reappointed after the date of publication of the law must now be subject to performance conditions assessed by reference to the performance of Bouygues.

The Board of Directors will set the performance conditions annually. If the conditions are not attained, the pension entitlement of 0.92% of reference salary will be reduced proportionately.

If the conditions are attained or exceeded, a pension entitlement equal to 0.92% of reference salary will vest.

Performance conditions for the last four months of the 2016 financial year

In accordance with currently applicable legal provisions, and given that two-thirds of the 2016 financial year had elapsed at the date of their appointment, the Board of Directors has decided, acting on a recommendation from the Selection and Remuneration Committee, to set the performance conditions for the vesting of the pension benefits of Olivier Roussat and Philippe Marien, now Deputy CEOs of Bouygues (a listed company), in respect of the last four months of the 2016 financial year as follows: those pension benefits will vest in Olivier Roussat or Philippe Marien if, applying the five criteria set for their variable remuneration, it becomes clear that their variable remuneration reaches at least 100% of fixed remuneration in the case of Olivier Roussat, or 70% of fixed remuneration in the case of Philippe Marien. If those performance levels are not met, the pension entitlement of 0.92% of reference salary would be reduced proportionately.

Performance conditions for the 2017 financial year

The performance conditions for the vesting of the pension benefits of Olivier Roussat and Philippe Marien in respect of the 2017 financial year will be determined by the Remuneration and Selection Committee and submitted for approval by the Board of Directors in February 2017.