



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

AGM OF
25 APRIL 2019

08/03/2019

Excerpt of the draft 2018 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 2018.

Only the authorisations to award stock options and increase share capital for the benefit of employees were used during the 2018 financial year.

Purpose	Maximum nominal amount	Expiry/Duration	Use in 2018
1. Increase the share capital with pre-emptive rights for existing shareholders (AGM of 27 April 2017, Resolution 18)	<ul style="list-style-type: none">• Capital increase: €150 million• Issuance of debt securities: €7 billion	27 June 2019 (26 months)	None
2. Increase the share capital by incorporating share premiums, reserves or earnings into capital (AGM of 27 April 2017, Resolution 19)	<ul style="list-style-type: none">• €4 billion	27 June 2019 (26 months)	None
3. Increase the share capital by way of public offering without pre-emptive rights for existing shareholders (AGM of 27 April 2017, Resolution 20)	<ul style="list-style-type: none">• Capital increase: €85 million ^a• Issuance of debt securities: €4 billion ^a	27 June 2019 (26 months)	None
4. Increase the share capital by way of private placement (AGM of 27 April 2017, Resolution 21)	<ul style="list-style-type: none">• Capital increase: 20% of the share capital over 12 months and €70 million ^a• Issuance of debt securities: €3 billion ^a	27 June 2019 (26 months)	None
5. 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 27 April 2017, Resolution 22)	<ul style="list-style-type: none">• 10% of the share capital in any 12-month period	27 June 2019 (26 months)	None

BOUYGUES SA

Registered office: 32 avenue Hoche • 75378 Paris CEDEX 08 • France
Tel.: +33 (0)1 44 20 10 00 • Fax: +33 (0)1 44 20 01 01 • bouygues.com



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6. 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 2017, Resolution 23)	<ul style="list-style-type: none"> • 15% of the initial issue 	27 June 2019 (26 months)	None
7. Increase the share capital as consideration for contributions in kind 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 2017, Resolution 24)	<ul style="list-style-type: none"> • 10% of the share capital ^a • Issuance of debt securities: €1.5 billion ^a 	27 June 2019 (26 months)	None
8. Increase the share capital as consideration for securities tendered to a public exchange offer initiated by Bouygues (AGM of 27 April 2017, Resolution 25)	<ul style="list-style-type: none"> • Capital increase: €85 million ^a • Issuance of debt securities: €4 billion ^a 	27 June 2019 (26 months)	None
9. Issue shares following the issue by a Bouygues subsidiary of securities giving access to shares in Bouygues (AGM of 27 April 2017, Resolution 26)	<ul style="list-style-type: none"> • Capital increase: €85 million ^a 	27 June 2019 (26 months)	None
10. Increase the share capital for the benefit of employees or corporate officers who are members of a company savings scheme (AGM of 27 April 2017, Resolution 27)	<ul style="list-style-type: none"> • 5% of the share capital 	27 June 2019 (26 months)	5,116,659 new shares were issued on 27 December 2018 as part of the Bouygues Confiance n°10 employee share ownership plan
11. Grant options to acquire new and/or existing shares (AGM of 27 April 2017, Resolution 28)	<ul style="list-style-type: none"> • 2% of the share capital (Executive Officers: 0.25% of the share capital) 	27 June 2019 (26 months)	2,584,700 stock options granted to 803 beneficiaries on 1 June 2018 at a subscription price of €41.57
12. Allot existing or new bonus shares (i.e. free shares) (AGM of 21 April 2016, Resolution 21)	<ul style="list-style-type: none"> • 5% of the share capital (Executive Officers: 0.1% of the share capital) 	21 June 2019 (38 months)	None
13. Issue equity warrants during the period of a public offer (AGM of 26 April 2018, Resolution 16)	<ul style="list-style-type: none"> • Capital increase: €91.5 million and 25% of the share capital • The number of warrants is capped at one quarter of the number of existing shares 	26 October 2019 (18 months)	None

(a) To be deducted from the overall ceiling referred to in point 1.