



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

AGM OF
23 APRIL 2020

06/03/2020

Excerpt of the 2019 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 2019. Only the authorisations to award stock options and increase share capital for the benefit of employees were used during the 2019 financial year.

Purpose	Maximum nominal amount	Expiry/Duration	Use in 2019
1. Increase the share capital with pre-emptive rights for existing shareholders (AGM of 25 April 2019, Resolution 22)	<ul style="list-style-type: none">Capital increase: €150 millionIssuance of debt securities: €7 billion	25 June 2021 (26 months)	None
2. Increase the share capital by incorporating share premium, reserves or earnings into capital (AGM of 25 April 2019, Resolution 23)	<ul style="list-style-type: none">€4 billion	25 June 2021 (26 months)	None
3. Increase the share capital by way of public offering without pre-emptive rights for existing shareholders (AGM of 25 April 2019, Resolution 24)	<ul style="list-style-type: none">Capital increase: €85 million ^aIssuance of debt securities: €4 billion ^a	25 June 2021 (26 months)	None
4. Increase the share capital by way of private placement (AGM of 25 April 2019, Resolution 25)	<ul style="list-style-type: none">Capital increase: 20% of the share capital over 12 months and €75 million ^aIssuance of debt securities: €3.5 billion ^a	25 June 2021 (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 25 April 2019, Resolution 26)	<ul style="list-style-type: none">10% of the share capital in any 12-month period	25 June 2021 (26 months)	None

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Purpose	Maximum nominal amount	Expiry/Duration	Use in 2019
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 25 April 2019, Resolution 27)	<ul style="list-style-type: none"> • 15% of the initial issue 	25 June 2021 (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 25 April 2019, Resolution 28)	<ul style="list-style-type: none"> • 10% of the share capital ^a • Issuance of debt securities: €1.75 billion ^a 	25 June 2021 (26 months)	None
8. Increase the share capital as consideration for securities tendered to a public exchange offer initiated by Bouygues (AGM of 25 April 2019, Resolution 29)	<ul style="list-style-type: none"> • Capital increase: €85 million ^a • Issuance of debt securities: €4 billion ^a 	25 June 2021 (26 months)	None
9. Issue shares following the issue by a Bouygues subsidiary of securities giving access to shares in Bouygues (AGM of 25 April 2019, Resolution 30)	<ul style="list-style-type: none"> • Capital increase: €85 million ^a 	25 June 2021 (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 25 April 2019, Resolution 31)	<ul style="list-style-type: none"> • 5% of the share capital 	25 June 2021 (26 months)	6,031,363 new shares (1.6% of the share capital) issued on 20 December 2019 as part of the Bouygues Confiance n°11 employee share ownership plan.
11. Grant options to acquire new and/or existing shares (AGM of 25 April 2019, Resolution 32)	<ul style="list-style-type: none"> • 2% of the share capital (Executive Officers: 0.25% of the share capital) 	25 June 2021 (26 months)	2,898,500 stock options (0.8% of the share capital) granted to 665 beneficiaries on 31 May 2019 at a subscription price of €32.59. No award made to Executive Officers.
12. Allot existing or new shares free of charge (AGM of 25 April 2019, Resolution 33)	<ul style="list-style-type: none"> • 1% of the share capital (Executive Officers: 0.125% of the share capital) 	25 June 2021 (26 months)	None



Purpose	Maximum nominal amount	Expiry/Duration	Use in 2019
13. Issue equity warrants during the period of a public offer (AGM of 25 April 2019, Resolution 34)	<ul style="list-style-type: none">• Capital increase: €95 million and 25% of the share capital• The number of warrants is capped at one quarter of the number of existing shares and at 95 million	25 October 2020 (18 months)	None

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