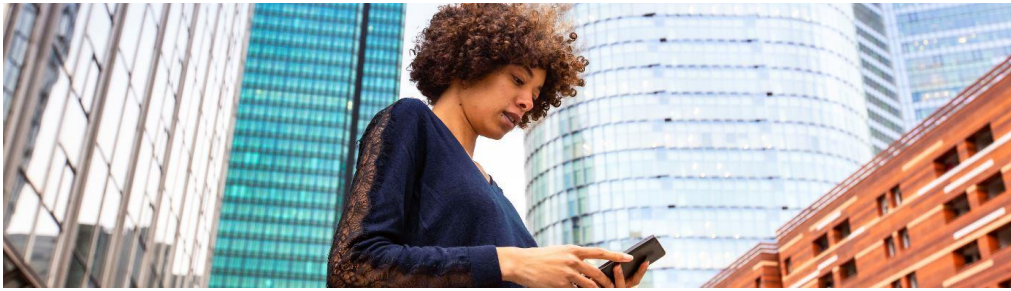




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PRESS RELEASE

PARIS

28/07/2020



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DECISIONS OF THE BOARD OF DIRECTORS OF 28 JULY 2020

DIVIDEND AND CONVENING OF AN ORDINARY GENERAL MEETING

Faced with an unprecedented health crisis, the Bouygues Board of Directors announced in its press release of 1 April 2020 its decision to withdraw its proposal to pay out a dividend (€2.60 per share of which €0.90 was exceptional), and stated that it would meet in the summer in order to reassess the situation and review the opportunity of proposing the payout of a dividend in respect of the 2019 financial year.

To that end, the Bouygues Board of Directors met on 28 July 2020 and decided to convene an Ordinary General Meeting on 4 September 2020 to propose paying a dividend reduced to €1.70 per share in respect of the 2019 financial year.

The Group's particularly robust financial position and high level of available cash ensure that the dividend payout can be made while retaining sufficient liquidity to cope with the consequences of the health crisis, develop the Bouygues group's existing activities, and maintain a low level of debt.

The ex-date and payment date of the dividend have been set at 9 and 11 September 2020 respectively.

REMUNERATION OF EXECUTIVE OFFICERS

As announced by the Chairman and Chief Executive Officer of the Bouygues group at the Annual General Meeting on 23 April 2020, in light of the exceptional circumstances related to the Covid-19 pandemic, the Board of Directors – acting on a recommendation from the Selection and Remuneration Committee – has decided to reduce by 25% the overall remuneration of the Executive Officers for 2020.

Consequently, the 2020 annual variable remuneration arrangements for Executive Officers is being amended by:

- Reducing the cap on annual variable remuneration to 95% of fixed remuneration (compared with 160% previously).
- Introducing a new criterion (P6) to assess the speed and effectiveness of the Executive Officers in managing the health crisis as regards employees and stakeholders, and in limiting its impacts. P6 will represent 30% of fixed remuneration and will be assessed by reference to:
 - implementation of the business continuity plan and rapid resumption of operations;
 - implementation of measures to protect the health and safety of employees;
 - proactive management of the Group's cash and liquidity resources;
 - ability to manage costs to limit the impacts of the health crisis on the Group's results.



- Readjusting the weights of criteria P1 to P4 accordingly, to reflect the introduction of the P6 criterion.
- Retaining unchanged the P1 to P5 objectives set by the Board meeting of 19 February 2020.
- Lowering the trigger levels ensuring that remuneration in respect of the P1 to P4 criteria is proportionate to the percentage attainment level of the objectives.

The other components of the remuneration policy in respect of the 2020 financial year, as described in section 5.4.1 of the 2019 Universal Registration Document, remain unchanged and continue to apply.

The amended remuneration policy for Executive Officers will be submitted for approval by the shareholders at the Ordinary General Meeting of 4 September 2020.

GOVERNANCE

The Board of Directors has formally noted the nomination by the Group Council on 4 June 2020, in accordance with the law and with the articles of association, of Béatrice Besombes and Bernard Allain as directors representing employees, thereby increasing the number of Bouygues directors from 13 to 14.

In addition, the Board of Directors has appointed Bernard Allain as a member of the Selection and Remuneration Committee, to replace Francis Castagné.

ARRANGEMENTS FOR PARTICIPATING IN THE GENERAL MEETING OF 4 SEPTEMBER 2020

The arrangements for participating in the General Meeting of 4 September 2020 will be available on bouygues.com under Annual General Meeting, and in the Notice of Meeting to be published in the *Balo* (*Bulletin des Annonces Légales Obligatoires*) on Friday 31 July 2020.

Shareholders will be entitled to send any questions in writing, until 31 August 2020 midnight (at the end of the calendar day), to the following e-mail address: questions.ecrites2020@bouygues.com

ABOUT BOUYGUES

Bouygues is a diversified services group with a strong corporate culture whose businesses are organised around three sectors of activity: Construction, with Bouygues Construction (building & civil works and energies & services), Bouygues Immobilier (property development) and Colas (roads); Telecoms, with Bouygues Telecom, and Media, with TF1.

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