

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

AGM OF
27 APRIL 2023

10/03/2023

Excerpt of the Draft 2022 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 2022.

The only authorisations used during 2022 were those allowing the Board to buy back its own shares, grant stock options and to allot shares free of charge.

Purpose	Maximum nominal amount	Expiry/Duration	Use in 2022
1 Increase the share capital with pre-emptive rights for existing shareholders maintained (AGM of 22 April 2021, Resolution 17)	Capital increase: €150 million Issuance of debt securities: €7 billion	22 June 2023 (26 months)	None
2 Increase the share capital by incorporating share premium, reserves or earnings into capital (AGM of 22 April 2021, Resolution 18)	€4 billion	22 June 2023 (26 months)	None
3 Increase the share capital by way of public offerings other than those mentioned in Article L. 411-2 1° of the Monetary and Financial Code, without pre-emptive rights for existing shareholders (AGM of 22 April 2021, Resolution 19)	Capital increase: €85 million ^a Issuance of debt securities: €4 billion ^a	22 June 2023 (26 months)	None
4 Increase the share capital by way of public offerings mentioned in Article L. 411-2 1° of the Monetary and Financial Code, without pre-emptive rights for existing shareholders (AGM of 22 April 2021, Resolution 20)	Capital increase: 20% of the share capital over 12 months and €75 million ^a Issuance of debt securities: €3.5 billion ^a	22 June 2023 (26 months)	None
5 Set the price in the event of a capital increase, without pre-emptive rights for existing shareholders (AGM of 22 April 2021, Resolution 21)	10% of the share capital in any 12-month period	22 June 2023 (26 months)	None
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 22 April 2021, Resolution 22)	15% of the initial issue	22 June 2023 (26 months)	None
7 Increase the share capital as consideration for contributions in kind to the company consisting of another company's equity securities or securities giving access to its capital outside of a public exchange offer (AGM of 22 April 2021, Resolution 23)	10% of the share capital ^a Issuance of debt securities: €1.75 billion ^a	22 June 2023 (26 months)	None
8 Increase the share capital as consideration for securities tendered to a public exchange offer initiated by Bouygues (AGM of 22 April 2021, Resolution 24)	Capital increase: €85 million ^a Issuance of debt securities: €4 billion ^a	22 June 2023 (26 months)	None

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9	Authorise the issuance by a Bouygues subsidiary of securities giving access to shares in Bouygues (AGM of 22 April 2021, Resolution 25)	Capital increase: €85 million ^a	22 June 2023 (26 months)	None
10	Grant stock subscription and/or stock purchase options (AGM of 22 April 2021, Resolution 27)	2% of the share capital (Executive Officers: 0.25% of the share capital)	22 June 2023 (26 months)	2,830,000 stock subscription options granted to up to 800 beneficiaries on 3 June 2022 at a subscription price of €31.771
11	Allot existing or new shares free of charge as a retirement benefit (AGM of 22 April 2021, Resolution 29)	0.125% of the share capital	22 June 2023 (26 months)	None ^b
12	Purchase by the company of its own shares as part of the share buyback programme (AGM of 28 April 2022, Resolution 24) ^c	5% of the share capital	28 October 2023 (18 months)	15,010,399 shares were purchased as part of the share buyback programme (including under the liquidity contract). Under the liquidity contract: <ul style="list-style-type: none"> • 7,710,399 shares were purchased • 7,502,970 shares were sold
13	Increase the share capital for the benefit of employees or corporate officers who are members of a company savings scheme (AGM of 28 April 2022, Resolution 26)	5% of the share capital	28 June 2024 (26 months)	None
14	Allot existing or new shares free of charge (AGM of 28 April 2022, Resolution 27)	1% of the share capital (Executive Officers: 0.15% of the share capital)	28 June 2024 (26 months)	Under this authorisation: <ul style="list-style-type: none"> • 304,000 shares allotted free of charge to 9 beneficiaries on 1 August 2022 • 200,000 shares allotted free of charge to 2 beneficiaries on 16 November 2022
15	Issue equity warrants during the period of a public offer for the company's shares (AGM of 28 April 2022, Resolution 28)	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.	28 October 2023 (18 months)	None

(a) Counts towards the overall ceiling specified in point 1.

(b) In accordance with the rules governing the plan allotting performance shares as a retirement benefit adopted by the Board of Directors on 23 February 2022, shares vesting are delivered to the beneficiaries with effect from the date of their voluntary or compulsory retirement.

(c) Share buybacks during the 2022 financial year, but before the Annual General Meeting of 28 April 2022, were carried out under Resolution 15 approved by the Annual General Meeting of 22 April 2021.

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