2023 UNIVERSAL REGISTRATION DOCUMENT

INCLUDES THE FULL-YEAR FINANCIAL REPORT

BOUYGUES

Making progress become reality

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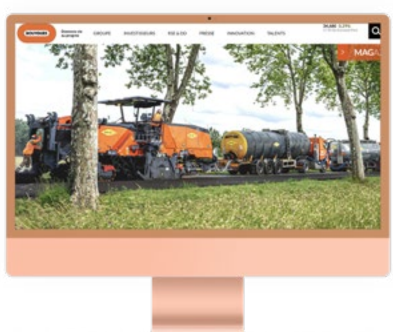
Elements from the following documents are clearly identified in the contents by pictograms:

FYFR Full-year Financial Report
SNPF Statement on Non-Financial Performance (SNFP)

BOUYGUES

2023 UNIVERSAL REGISTRATION DOCUMENT

Includes the full-year financial report



THE UNIVERSAL REGISTRATION DOCUMENT CAN BE READ AND DOWNLOADED AT

www.bouygues.com

AUTORITÉ DES MARCHÉS FINANCIERS
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A MESSAGE FROM THE CHAIRMAN

MARTIN BOUYGUES

Chairman of the Board of Directors

> Bouygues is driven by strong values and a unique corporate culture founded on respect, trust, imparting expertise and creativity.

In 2023, as in 2022, Bouygues faced a complex and unstable economic environment marked by inflation, rising interest rates and currency volatility.

On the geopolitical front, the ongoing war in Ukraine and the new Israeli-Palestinian conflict had major implications for energy and commodity prices.

Turning to the climate, weather events such as storms, cyclones, fires and floods are regrettably becoming more extreme...Despite these unfavourable and uncertain conditions, all of Bouygues' business segments reported robust results with the exception of Bouygues Immobilier, which had to contend with a challenging housing market and a commercial property sector at a standstill in France.

Bouygues Construction, Colas and Equans all have strong backlogs, providing good visibility on future business in 2024. The delisting of Colas at end-2023, combined with the change in governance at Colas and Bouygues Immobilier – with the appointment of a new Chief Executive Officer following the separation of the functions of Chairman and CEO – will help to raise the bar for operational efficiency in these two Group business segments.

The integration of Equans, a major player in energies and services which we acquired in October 2022, is progressing very well – and more efficiently than we expected. In 2023, Equans achieved its financial targets, which are geared towards significantly improving its profitability and free cash flow.

In 2023, TF1 focused on reinventing its business model. It has developed the new TF1+ platform to adapt content to new viewing behaviour and address the continuing decline in linear television, which is facing competition from the major international streaming platforms. Last but not least, Bouygues Telecom continues to grow and recruit new mobile and fixed customers.

Corporate social responsibility (CSR) is a key priority for our Group. We regard CSR not as a constraint, but as an opportunity to transform our business and to set us apart from our competitors. The Group has published quantified decarbonisation targets for 2030, and we are tracking our progress towards these targets with the help of the Science Based Targets initiative (SBTi), an international body that objectively assesses the efforts of our business segments on this front. Five Bouygues business segments have had their targets endorsed by the SBTi, while Equans embarked on this same process following its acquisition by the Group.

For the past 70 years and more, Bouygues has been driven by strong values and a unique corporate culture founded on respect, trust, imparting expertise and creativity. These solid fundamentals, coupled with our people's professionalism and excellent mindset, leave our Group well-placed to rise to the challenges of 2024.

Martin Bouygues,
26 February 2024

INTERVIEW

OLIVIER ROUSSAT
Group Chief Executive Officer

Interview date: 26 February 2024

You completed the acquisition of Equans in October 2022. How are things going with its integration into the Group?

I am extremely pleased with how quickly and seamlessly Equans is integrating into the Bouygues group. Firstly, the merging of our subsidiary Bouygues Energies & Services – formerly a subsidiary of Bouygues Construction – into Equans has been smooth sailing. More broadly speaking, the integration of Equans into the Group is going very well, and the process is moving forwards faster than we expected. Equans' employees are demonstrating an admirable mindset and derive a certain sense of pride from working for what is now Bouygues' leading business segment in terms of sales and headcount. This was evidenced by their high rate of participation in "Bouygues Confiance 12", the latest capital increase reserved for Group employees. That is very encouraging.

Equans achieved its financial targets, posting a current operating margin from activities of 2.9%, which is in the upper end of the 2.5%-to-3% range we announced to the markets. The cash conversion rate (current operating profit from activities-to-free cash flow) before working capital requirement (WCR) was 86%, which was also within the announced range of 80% to 100%.

We are rolling out the strategic plan unveiled to the financial community in February 2023, which targets a current operating margin from activities of 5% in 2027. We are determined to show that we acquired Equans for a fair price and that we are capable of bringing this new business segment up to the standards the market expects.

How would you sum up 2023 for Bouygues?

Despite tough and uncertain conditions, all Bouygues business segments reported very robust results for 2023 with the exception of Bouygues Immobilier, whose performance was affected by the extremely challenging residential and commercial property market in France. Bouygues Construction, Colas and Equans all have strong backlogs, providing good visibility for 2024.

TF1 focused on reshaping its business model by laying the groundwork for the launch of TF1+. It is aiming to become the leading free French-language streaming platform in order to offset the continuing decline in linear television, which is facing competition from major international platforms.

Bouygues Telecom continues to grow and recruit new mobile and fixed customers. It was voted the second-best mobile network according to the French regulator Arcep. Its fixed services are recognised as a top performer, ranking number one in mainland France for Internet connections according to nPerf.

Last but not least, the Group's financial position is sound, with a sharp reduction in net debt and a consistently high level of available cash. The long-term credit ratings assigned to the Group by Moody's and Standard & Poor's are good, at A3, stable outlook, and A-, negative outlook, respectively.

> Despite tough and uncertain conditions, Bouygues' business segments continue to meet our customers' essential needs and serve the common good.

What were the highlights on the CSR front in 2023?

CSR considerations are now fully embedded into our normal business cycle. Each business segment has measurable, quantified CSR targets relating to our key challenges. On the climate front, our decarbonisation targets are now documented and endorsed, while Equans is currently going through the endorsement process. CSR matters are routinely addressed by all Group governance bodies. We are mindful of our responsibility and we are determined to demonstrate our absolute commitment across all CSR focus areas. Working closely with our suppliers, our academic partners and the start-ups we support, we constantly search for competitive, original solutions that meet our customers' expectations. The Bouygues group has always risen to even the most demanding challenges – and it will continue to do so. Now more than ever, we will strive to ensure that our products and services are environmentally sustainable and financially profitable, both of which are essential for our future viability.

What are your CSR priorities for 2024?

Our first priority will be to bring our processes and practices into line with the requirements of the CSRD[a], which will take effect in 2024. Having conducted a wide-ranging stakeholder consultation, we are fully aware of what the public expects from us in terms of sustainability. We will also be launching our Human Rights policy, which will stand us in good stead for the entry into force of the CSDDD[b] in 2025, as well as further stepping up our efforts on gender balance. With the 2030 milestone fast approaching, we will ramp up our climate- and biodiversity-related initiatives in 2024, including by making our low-carbon solutions even more appealing to our customers. We are determined to make inroads on this front, despite persistent disparities in stakeholder maturity and local regulations in our various countries of operation. Bouygues' operational teams are fully aware of the urgent need for climate action and are ready and willing to play their part.

The Group's Integrated Report is available at www.bouygues.com

(a) Corporate Sustainability Reporting Directive.
(b) Corporate Sustainability Due Diligence Directive.

Simplified corporate structure

at 31 December 2023

CONSTRUCTION BUSINESSES

Bouygues Construction (100%)[a]

Bouygues Immobilier (100%)[a]

Colas (100%)[a]

98,614 Employees

€27,335m Sales[b]

ENERGIES AND SERVICES

Equans (100%)[c]

88,059 Employees

€18,761m Sales

MEDIA

TF1 Le Groupe (45.4%)[a]

3,552 Employees

€2,297m Sales

TELECOMS

Bouygues Telecom (90.5%)[a]

10,543 Employees

€7,727m Sales

(a) The proportion of share capital held directly or indirectly by Bouygues SA
(b) After eliminations within the construction businesses
(c) The proportion of share capital held by Bouygues SA, of which 0.18 % held by employees

Key dates in the Group's history

1952

Francis Bouygues founds Entreprise Francis Bouygues (EFB), a building firm.

1986

Bouygues becomes the world's largest construction firm after the acquisition of Screg, the parent company of Colas, the leading roadworks contractor at the time.

1987

Bouygues acquires a stake in the television channel TF1, and then becomes its largest shareholder.

1989

Martin Bouygues becomes the Chairman and CEO of the Bouygues group, taking over from his father, Francis Bouygues.

1994

Bouygues is awarded a licence to operate France's third mobile phone network. Bouygues Telecom is founded in 1996.

2006

Bouygues acquires the French government's stake in Alstom.

2016

TF1 acquires Newen, France's leading TV production and distribution company.

2018

Bouygues Construction and Colas expand their international footprint through acquisitions in Germany, Canada and Switzerland. TF1 bolsters its position in digital media.

2019

Bouygues begins to divest its equity interest in Alstom.

2020

Bouygues Telecom becomes France's third biggest mobile operator following the acquisition of EIT. The Group unveils ambitious greenhouse gas emissions reduction targets as part of its Climate strategy.

2021

Martin Bouygues becomes Chairman of the Board of Directors and Olivier Roussat the Chief Executive Officer of the Bouygues group. Signing of a purchase agreement allowing the Group to acquire Equans (an Engie subsidiary). Signing of agreements relating to a proposed merger between TF1 and M6.

2022

Completion of the Equans acquisition on 4 October 2022.

2023

Transfer of Bouygues Energies & Services and Kraftanlagen Energies & Services GmbH from Bouygues Construction to Equans on 4 January 2023.

1

THE GROUP

1.1 PROFILE AND STRATEGY

1.1.1 Making progress become reality

Group core objectives and vision

Bouygues is a diversified services group operating in markets with strong growth potential. With operations in over 80 countries, the Group draws on the expertise of its people and on the diversity of its business activities to provide innovative solutions that meet essential needs. It is Bouygues' firmly held belief that meeting day-to-day needs with an ethical and responsible attitude helps drive improvement for society as a whole. It works to create value over the long term and share it with all its stakeholders. It has defined a strategic framework through which its business segments roll out their operational strategies in order to fulfil the Group's corporate purpose, **which is to make life better every day for as many people as possible.**

Strategy

The Bouygues group's business segments drive growth over the long term since they all satisfy essential needs and operate in buoyant sectors. The diversity and complementary nature of the Group's activities mean that it is resilient and able to cope with fluctuating economic cycles.

The Group supports its business segments with their strategies by giving them the means to grow. Bouygues SA disseminates the Group's strategic vision throughout the business segments, supports their respective strategies, provides them with specific expertise and ensures their practices are aligned with the Group's policy while allowing space for distinctive approaches. The business segments' performance depends on a clear strategy, closely monitored operational and financial action plans, and meticulous management, which in turn supports free cash flow generation. Bouygues SA gives impetus to this momentum and fosters a culture within the business segments based on the Group's HR and ethics values.

We use the value created by the business segments, primarily expressed in the form of cash flow generation, in way that enables them to grow and capture external growth opportunities in targeted geographies, with a particular focus on North America and northern Europe.

To achieve this, the Group must be able to draw on a healthy balance sheet that ensures its financial independence and its freedom of action, for the benefit of its business segments and employees. In that respect, our priority is to maintain our favourable credit ratings. The strength of the Group's business model and financial structure are recognised by the rating agencies Standard & Poor's and Moody's, which have awarded it solid ratings. The Group also wants to share this value creation with its shareholders, by distributing a regular dividend.

The Group's strategy is designed for the long term, thanks to the stability of its ownership structure. It is also based on the strong cultural fundamentals of respect, trust, creativity and imparting expertise.

All these features together forge the identity and uniqueness of the Group.

The four fundamentals of the Bouygues group's culture

- **Respect: the Group's paramount value**

The Group's employees are its strongest asset. Their dedication is the source of our success. At Bouygues, respect for the physical well-being of employees, for the environment, for oneself and for others and for working conditions, is just as important as performance. Respect is paramount to living and working together harmoniously. It nurtures motivation and fosters pride in being part of the Group. Respect drives performance and motivates our people to work responsibly for the benefit of our customers. The Group's managers play a key role in imparting and embodying the value of respect.

- **Trust: the cornerstone of our business**

Our Group is highly decentralised. Trust is therefore essential to ensure its growth as it nurtures our entrepreneurial culture. As a result our business segments are able to operate with a great deal of freedom, thus allowing decisions to be made at the grassroots level.

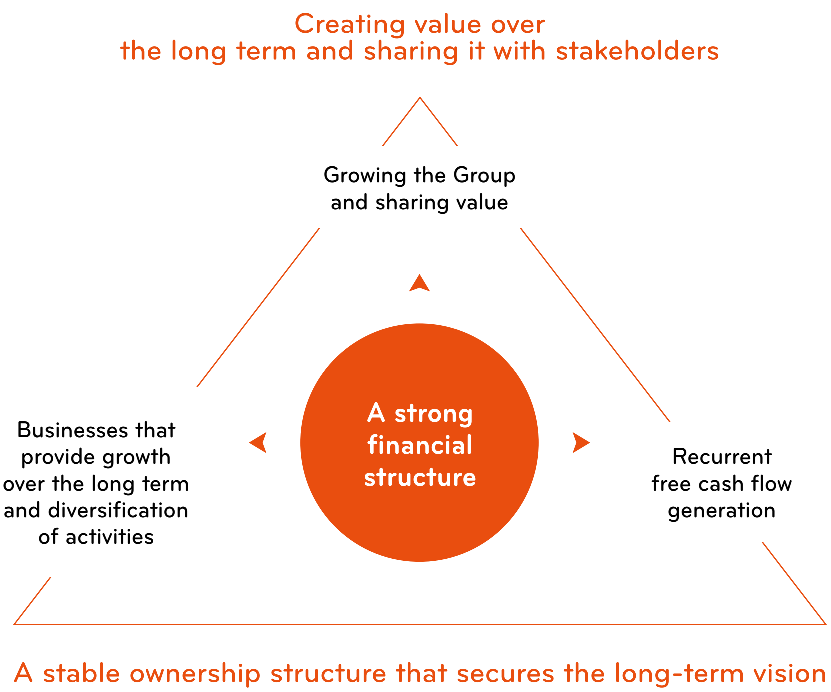
- **Imparting expertise: the key to future success**

Experience is key and makes all the difference in our business activities, making us more competitive. At Bouygues, sharing our knowledge and values, particularly through our guild orders, is how we succeed as a team. This strong culture of learning and imparting expertise spreads out into our ecosystem of business partners, bringing benefits for the Group's people, our customers and society at large.

- **Creativity: how we rise to human and technical challenges**

Creativity is fundamental to the Group's successes and a source of motivation. It gives the opportunity to our people to propose innovative and differentiating solutions. When they have the freedom to be creative and have the resources to act, they are empowered to take the initiative.

The virtuous circle of the Group's strategy



A high level of employee share ownership

Bouygues' ownership structure is based on two long-standing core shareholders:

- SCDM, a company controlled by Martin and Olivier Bouygues and their families, and
- employees, through a number of dedicated mutual funds.

At 31 December 2023, around 68,000 employees owned shares in the Group, making Bouygues the CAC 40 company with the highest level of employee share ownership. For over 50 years, the Group has been offering innovative and long-term mechanisms for employee share ownership.

Ownership structure

at 31 December 2023

	Number of shares	% of capital	% of voting rights
SCDM	105,077,618	27.5%	29.4%
Employees	83,757,123	21.9%	30.8%
Other French shareholders	61,844,042	16.2%	13.3%
Foreign shareholders	127,475,806	33.3%	25.7%
Treasury shares	4,118,708	1.1%	0.8%
TOTAL	**382,273,297**	**100.0%**	**100.0%**

See Section 5.3 of this document for more information.

OUR BUSINESS MODEL SNFP

The Bouygues group's business model is based on a sustainable use of natural resources and the decarbonisation of its four sectors of activity. Its resilience ensures a long-term future for the Group whilst creating value for its stakeholders.

Our resources

at 31 December 20233

HUMAN CAPITAL

- Close to 201,500 employees, driven by a strong culture and possessing diverse expertise and skillsets
- 50,342 new hires worldwide
- 3,941 people on work/study contracts in France in 2023

ECONOMIC AND FINANCIAL CAPITAL

- A stable ownership structure
- A strong financial structure

NATURAL CAPITAL

- A Climate & Biodiversity strategy to improve the Group's environmental footprint
- Colas' circular economy initiatives, which are sources of environmental and economic benefits
- Endorsement by the Science Based Targets initiative (SBTi) of the greenhouse gas emissions reduction targets of Bouygues Construction, Bouygues Immobilier, Colas, TF1 and Bouygues Telecom.
- 97% of Bouygues Construction's sales covered by ISO 14001 [a]

PRODUCTIVE CAPITAL

- Group:
  - €2.1 billion in net capital expenditure
- Construction businesses:
  - A global footprint: over 3,000 Bouygues Construction worksites, plus Colas' network of 1,000 profit centres and 3,000 materials production units (quarries, asphalt mixing and ready-mix concrete plants, one bitumen production plant)
  - 2.7 billion tonnes of authorised aggregate reserves [b] for Colas
  - Colas' CORE Centre: the world's first private R&D centre dedicated to road infrastructure, located in the Paris region and working in collaboration with 22 of Colas' regional centres
- Media:
  - TF1's production subsidiaries operate in 11 different countries
- Telecoms:
  - Over 26,600 mobile sites and a diverse portfolio of frequencies

Macro-trends

ETHICS

Population growth and urbanisation

Environmental transition

CONSTRUCTION BUSINESSES

49% of sales

A developer, builder and operator of integrated solutions for the construction of complex buildings and infrastructure

> N°4 worldwide [c]

OUR PURPOSE

MEDIA

4% of sales

France's leading TV media group, spanning the entire value chain (production, broadcasting and digital)

> 34% share of main target audienced [d]

(a) Environmental Management System.
(b) Colas' share. Also Colas' share of an additional 1.5 billion tonnes of potential reserves.
(c) Based on international sales excluding country of origin (ENR Top 250 International Contractors 2023 ranking).
(d) Médiamétrie – Target audience: Women under 50 who are purchasing-decision makers.
(e) A core benefits package covering employees outside France (100% of eligible employees covered).

Digital and industrial transition

Changing customer behaviour

To make life better every day for as many people as possible

ENERGIES & SERVICES

33% of sales

One of the world leaders in the promising energies and services market, which is at the heart of the environmental, industrial and digital transitions.

TELECOMS

14% of sales

A leading provider of mobile and fixed connectivity solutions in France, serving the B2B and B2C markets

> N°2 for the quality of its mobile network in mainland France, according to the 2023 survey by Arcep, the French telecoms regulator

How we create value

at 31 December 2023

OUR CUSTOMERS

- €56 billion in sales of which 53% eligible and 21% aligned with green taxonomy criteria
- €28.4 billion of backlog for the construction businesses
- €24.8 billion of backlog for Equans
- 28 out of the 30 top audience ratings were scored by TF1 in 2023
- 15.5 million mobile plan customers (excluding MtoM)

OUR PEOPLE

- Remuneration and benefits: €11,356 million
- BYCare [e] parental leave programme: collective agreement signed and rolled out across the Group from 1 January 2024
- Number of employee shareholders: 68,000 (33.7% of the worldwide headcount)
- Turnout in workplace elections in France: 75.3% (national average in 2021: 38.2%)
- Workplace accident frequency rate (excluding Equans): 3.7 (down 0.8 percentage points on 2022)
- Women in executive committee [f]: 23.8%
- Women managers [g]: 21.4%
- Employees trained: 107,106
- Campaign to raise awareness of disability (launch of podcasts featuring several employees who are high-level athletes)

THE FINANCIAL COMMUNITY

- €744 million paid out in dividends
- 5.6% dividend yield [h]
- €2.77 in net profit per share
- €69 million allocated to the Bouygues share buyback programme in 2023

OUR SUPPLIERS AND SUBCONTRACTORS

- €36,735 million in procurement spend with suppliers and subcontractors
- 40.68% of business-segment spend subject to CSR assessments (targetable expenditure) [i]

CIVIL SOCIETY

- Taxes and levies paid: €4,290 million
- Distributed to communities [j]: €50 million
- Academic partnerships (Essec, CentraleSupélec, Arts et Métiers ParisTech, etc.) in France and abroad: over thirty
- 1,289 deserving students supported by the Francis Bouygues Corporate Foundation since its creation in 2005

(f) Executive committees/management committees of the Group's business segments, including business segment heads.
(g) Department head or a more senior grade. Global scope.
(h) Divided per share relative to the closing price of the previous year. Amount submitted for approval by the Board of Directors to the Annual General Meeting of 25 April 2024.
(i) Targetable expenditure refers to the portion of expenditure that can be subject to CSR initiatives. Expenditure equates to invoiced amounts.
(j) Donations, patronage and sponsorship from October 2022 to September 2023.

1.1.2 A strategy of innovation for the benefit of users

Innovation is key to the Group's response to the major challenges facing our customers, communities and society as a whole

Innovation – both technical and commercial – is key to enabling the Group to stand out from the competition and is also mission-critical because it enables us to address the challenge of climate change, help preserve resources, embrace new habits and practices, keep pace with advances in technology, contribute to the green and energy transitions, prime ourselves for the advent of more sustainable business models and, ultimately, develop greener, more efficient products and services for our customers.

Innovation is the driving force behind "Cœur de Vie", the brand-new residential property offering from Bouygues Immobilier that is designed to dramatically reduce the company's environmental footprint. It is central to Equans' exploration of hydrogen as a promising solution for energy storage and a key driver of sustainable mobility. And it is helping us add new circular offerings to our business portfolio, such as Cyneo, a recycling and reuse platform, and Recycol, an in-place road pavement recycling technique.

In other words, innovation is helping to transform our business model and serves as a driver of business differentiation and appeal.

The sources of innovation within the Group

The Bouygues group draws on the following to foster innovation:

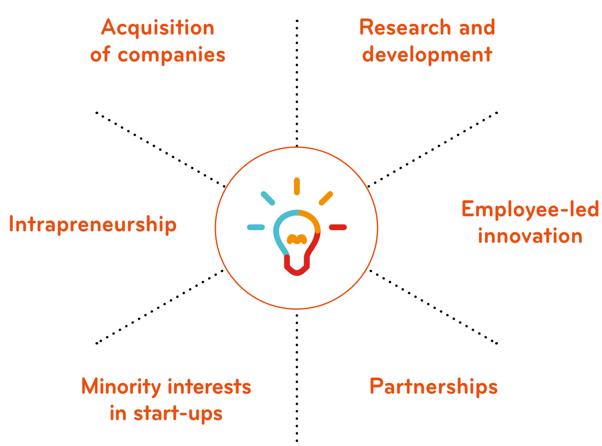
- **its employees and dedicated R&D teams**: all over the world; their initiatives fuel the Group's innovations;
- **an eco-system of start-ups** – in 2023, Bouygues and Isai announced the launch of the Isai Build Venture investment fund. This €80 million fund will invest in start-ups that develop software and hardware solutions in order to ramp-up the transformation and decarbonisation of Bouygues' businesses in the fields of construction, property development, transport infrastructure and energy and services.
- **industrial and academic partnerships**. Bouygues has several technology intelligence units located outside France[a] and has forged academic partnerships with the Center for Integrated Facility Engineering (CIFE) at Stanford University and with the Industrial Liaison Program (ILP) at MIT.
- **intrapreneurship programmes** to give a boost to innovative projects and foster cross-disciplinary collaboration. Six projects joined the programme in 2023.
- **the acquisition of companies.**

These innovations are shared throughout the Group via cross-disciplinary communities. A community focusing on Data and AI was created in 2023 to complement the ByTech community, which brings together 3,500 of the Group's digital and information technology experts.

Artificial intelligence: massive potential to be explored

Artificial intelligence offers incredible opportunities in terms of data analytics, design, worksite management, customer relationship management and, more broadly speaking, efficiency. At Colas, for example, the Infracare service employs artificial intelligence for improved road management. Bouygues Telecom is using Broadpeak's Multicast ABR technology to deliver more efficient streaming. TF1's Media Lab is teaming up with start-ups to embed artificial intelligence -powered carbon footprint-reduction and automation technologies in its advertising, streaming and music services. And we were one of the co-founders of the Impact AI community, which works to assess the impact of artificial intelligence in key areas like work, education, healthcare and ethics.

THE GROUP'S SIX SOURCES OF INNOVATION



(a) Bouygues Asia (Japan), Winnovation (United States) and Challengy (a shared technology intelligence unit in Israel).

1.2 BUSINESS ACTIVITY IN 2023

1.2.1 Group key figures and outlook

The Group's financial data presented below in respect of the year 2022 include Equans for the fourth quarter of 2022 alone. Proforma figures that include Equans over the full-year 2022 are shown for information purposes (unaudited proforma 2022 figures).

Key figures

€m **(unless otherwise indicated)**	**2023**	**2022**	**Change**	**2022 proforma**
Sales	56,017	44,322	26%[a]	54,385
Current operating profit/(loss) from activities	2,411	2,018	393	2,164
Margin from activities	*4.3%*	*4.6%*	*-0.3 pts*	*4.0%*
Current operating profit/(loss)	2,308	1,962	346	2,069
Operating profit/(loss)	2,113[b]	1,872[c]	241	1,979
Net profit/(loss) attributable to the Group	1,040	973	67	968
Earnings per share (euro)[d]	2.77	2.55	0.22	2.54
Net capital expenditure[e]	2,117	2,088	29	na
Free cash flow[f]	1,179	795	384	na
Net surplus cash (+)/net debt (-)	(6,251)	(7,455)[g]	1,204	(7,455)
Gearing ratio (net debt / shareholder's equity)	44%	54%	-10 pts	54 %
Net dividend per share (in euro)	1.90[h]	1.80	0.1	na

(a) Up 4% like-for-like and at constant exchange rates.
(b) Includes net non-current charges of €195m in 2023, comprising: (i) non-current charges of €81m at Bouygues Construction, €13m at Bouygues Immobilier, €10m at Colas, €81m at Equans, €30m at TF1, and €2m at Bouygues SA; and (ii) non-current income of €22m at Bouygues Telecom.
(c) Includes net non-current charges of €90m in 2022, comprising: (i) non-current charges of €72m at Bouygues Construction (building and civil works), €10m at Equans (Bouygues Energies & Services), €15m at TF1, and €63m at Bouygues SA; and (ii) non-current income of €70m at Bouygues Telecom.
(d) Net profit attributable to the Group from continuing operations per share (in euros).
(e) Excludes frequencies.
(f) See definition in the Glossary.
(g) Net debt adjusted following the update to the final purchase price allocation on the Equans acquisition of 4 October 2022.
(h) Submitted for approval by the Board of Directors to the Annual General Meeting of 25 April 2024 for payment on 3 May 2024.

Sales

€56.0bn

(+26% versus the reported 2022 figure and +3% versus the proforma 2022 figure)

Full-year 2023 sales for the **Bouygues group** were €56.0 billion, up 26% versus 2022 and driven by Equans' contribution. Sales growth was 3% compared with the full-year 2022 proforma figure including Equans. Like-for-like and at constant exchange rates, sales growth was 4%.

The **construction businesses** reported sales of €27.3 billion in 2023, up 2% year-on-year and driven by Bouygues Construction and Colas. Like-for-like and at constant exchange rates, sales increased 4%. Bouygues Construction's sales rose 5%, lifted mainly by a strong performance from International Building (up 15%). Bouygues Immobilier's sales declined 14%[a] versus 2022, reflecting challenging market conditions (including the share of co-promotions, sales would have decreased 13%). Sales at Colas were up 3%, driven by Rail (up 6%) and to a lesser extent by Roads (up 3%) notably in the EMEA zone.

Equans posted sales of €18.8 billion in 2023, reflecting positive market trends and factoring in the contribution of asset-based activities, which were divested in late 2023. This compares with proforma 2022 sales of €17.7 billion (unaudited), equating to an increase of 6%.

TF1 group reported sales of €2.3 billion in 2023, representing an 8% decrease year-on-year (down 7% like-for-like and at constant exchange rates). Media sales fell 5% (down 2% like-for-like, related to the disposal of the Unify assets in 2022). Advertising revenue was down 4% year-on-year but rose by 2% year-on-year in the second half, reflecting renewed adspend by certain advertisers and the Rugby World Cup broadcast in September and October. TF1 kept its audience share high[b] throughout the year. Sales at Newen Studios declined by 23% year-on-year. The decline was due to an unfavourable base effect linked to the delivery of flagship productions in 2022 (such as "*Liaison*" and "*Marie-Antoinette*") and the discontinuation of the Salto platform and of the TV series "*Plus Belle la Vie*" at France Télévisions.

Sales billed to **Bouygues Telecom** customers reached €5.9 billion, up 5% versus 2022, lifted by the strength of the mobile and fixed customer bases and solid ABPU[c]. Year-on-year, fixed ABPU rose €1.9 to €31.4 per customer per month, while mobile ABPU was stable at €19.7 per customer per month as some customers migrated to cheaper plans, reflecting pressure on purchasing power. Sales from services rose 4% year-on-year, still held back by the decrease in sales from incoming traffic. Other sales were slightly lower year-on-year. In total, Bouygues Telecom's sales increased 3% versus 2022.

Sales by business segment

Equans' 2022 figures include those of Bouygues Energies & Services for the full year and those of Equans standalone only for the fourth quarter. Consequently, changes are not representative.

€m **(unless otherwise indicated)**	**2023**	**2022**	**Change**
Group sales	56,017	44,322	26%
o/w Construction businesses	27,335	26,733	2%
o/w Bouygues Construction	*9,755*	*9,304*	*5%*
o/w Bouygues Immobilier	*1,738*	*2,032*	*-14%*
o/w Colas	*16,015*	*15,529*	*3%*
o/w Equans	18,761	7,620	nm
o/w TF1	2,297	2,508	-8%
o/w Bouygues Telecom	7,727	7,532	3%
o/w Bouygues SA and other	229	207	nm

Intra-Group eliminations came to -€505 million in 2023, versus -€410 million in 2022.

Sales by region

€m **(unless otherwise indicated)**	**2023**	**2022**	**Change**
Group sales	56,017	44,322	26%
o/w France	27,750	24,168	15%
o/w Europe (excl. France)	16,488	10,510	57%
o/w Americas	7,733	6,107	27%
o/w Asia-Pacific	2,575	2,211	16%
o/w Africa and Middle East	1,471	1,326	11%

(a) Excludes the share of co-promotions.
(b) 34.0% among women under 50 who are purchasing-decision makers (+0.4 points year-on-year) and 30.6% among the 25-49 age group (+0.1 points year-on-year).
(c) Q4 2023 ABPU – Mobile ABPU is no longer restated for the impact of roaming.

Current operating profit/(loss) from activities (COPA)

€2,411m **(+€393m versus the reported 2022 figure and +€247m versus the proforma 2022 figure)**

Current operating profit from activities (COPA) was €2,411 million in 2023, an increase of €393 million (+19%) compared to 2022. This was €247 million (+11%) higher than the full-year 2023 proforma figure including Equans. The margin from activities (COPA margin) was 4.3% in 2023, representing an improvement of 0.3 points versus the 2022 proforma figure.

Current operating profit from activities (COPA) for the **construction businesses** was €851 million, representing a year-on-year improvement of €70 million, and the COPA margin for the construction businesses rose 0.2 points to 3.1%.

Current operating profit from activities (COPA) at **Equans** was €545 million, an increase of €130 million versus the proforma 2022 figure, and reflects the continued roll-out of the Perform plan to all of Equans' operating units. The margin from activities (COPA margin) was therefore 2.9%, at the upper end of the 2.5%-3% range announced at the Capital Markets Day on 23 February 2023.

Current operating profit from activities (COPA) at **TF1** was €287 million, down €35 million year-on-year. The margin from activities (COPA margin) for the full year was 12.5%, close to 2022, as expected.

EBITDA after Leases at **Bouygues Telecom** rose €196 million year-on-year to €1,969 million, driven by sales growth and a continued tight control on costs. The EBITDA after Leases margin was 32.9%, an increase of 2.1 points versus 2022. Current operating profit from activities (COPA) was €798 million, up €104 million year-on-year.

Current operating profit/(loss) from activities by business segment

Equans' 2022 figures include those of Bouygues Energies & Services for the full year and those of Equans standalone only for the fourth quarter. Consequently, changes are not representative.

€m **(unless otherwise indicated)**	**2023**	**2022**	**Change**
Current operating profit/(loss) from activities	2,411	2,018	393
o/w Construction businesses	851	781	70
o/w Bouygues Construction	*281*	*276*	*5*
o/w Bouygues Immobilier	*28*	*37*	*-9*
o/w Colas	*542*	*468*	*74*
o/w Equans	545	267	nm
o/w TF1	287	322	-35
o/w Bouygues Telecom	798	694	104
o/w Bouygues SA and other	(70)	(46)	-24

Current operating profit/(loss) (COP)

€2,308m **(+€346m versus the reported 2022 figure and +€239m versus the proforma 2022 figure)**

Group current operating profit showed a €346 million improvement on 2022 and a €239 million improvement on 2022 proforma. It factors in amortisation and impairment of intangible assets recognised in acquisitions (PPA) of €103 million (including €62 million at Bouygues SA related to the acquisition of Equans).

Current operating profit/(loss) by business segment

Equans' 2022 figures include those of Bouygues Energies & Services for the full year and those of Equans standalone only for the fourth quarter. Consequently, changes are not representative.

€m **(unless otherwise indicated)**	**2023**	**2022**	**Change**
Group current operating profit/(loss)	2,308	1,962	346
o/w Construction businesses	843	773	70
o/w Bouygues Construction	*281*	*276*	*5*
o/w Bouygues Immobilier	*28*	*37*	*-9*
o/w Colas	*534*	*460*	*74*
o/w Equans	545	267	nm
o/w TF1	283	316	-33
o/w Bouygues Telecom	769	665	104
o/w Bouygues SA and other	(132)	(59)	-73

Net profit/(loss) attributable to the Group

€1,040m **(+€67m versus the reported 2022 figure and +€72m versus the proforma 2022 figure)**

Net profit attributable to the Group amounted to €1,040 million in 2023. This includes net non-current charges of €195 million, net financial items of -€424 million, and particularly a higher cost of net debt than in 2022 at €286 million, mainly related to the acquisition of Equans, an income tax expense of €547 million and a share of net profits of joint ventures of €59 million, up on the previous year largely driven by the end of losses from Salto.

Dividend per share

€1.90

The Bouygues group's Board of Directors will ask the Annual General Meeting of 25 April 2024 to approve the payment of a dividend of €1.90 per share in respect of FY 2023, up 10 eurocents compared with FY 2022. That represents a dividend yield of 5.6% (dividend per share for FY 2023 relative to the closing price of FY 2023).

Net capital expenditure excluding frequencies

€2,117m **(+€29m versus 2022)**

Net capital expenditure excluding frequencies was €2,117 million, up slightly compared with 2022. Net investment at Bouygues Telecom reached €1,428 million, up €18 million on the 2022 figure because of fewer asset disposals than in 2022.

Net capital expenditure excluding frequencies by business segment

Equans' 2022 figures include those of Bouygues Energies & Services for the full year and those of Equans standalone only for the fourth quarter. Consequently, changes are not representative.

€m **(unless otherwise indicated)**	**2023**	**2022**	**Change**
Group net capital expenditure excl. frequencies	2,117	2,088	29
o/w Bouygues Construction	82	83	- 1
o/w Bouygues Immobilier	4	6	-2
o/w Colas	55	178	-123
o/w Equans	202	77	125
o/w TF1	298	312	-14
o/w Bouygues Telecom	1,428	1,410	18
o/w Bouygues SA and other	48	22	26

Free cash flow

€1,179m **(+€384m versus 2022)**

The Group's free cash flow generation (see Glossary in this document) was €1,179 million, which is higher than in 2022.

Free cash flow by business segment

Equans' 2022 figures include those of Bouygues Energies & Services for the full year and those of Equans standalone only for the fourth quarter. Consequently, changes are not representative.

€m **(unless otherwise indicated)**	**2023**	**2022**	**Change**
Group free cash flow	1,179	795	384
o/w Bouygues Construction	236	229	7
o/w Bouygues Immobilier	3	26	-23
o/w Colas	469	287	182
o/w Equans	321	109	212
o/w TF1	178	281	-103
o/w Bouygues Telecom	249	180	69
o/w Bouygues SA and other	(277)	(317)	40

Net surplus cash (+)/Net debt (-)

€(6,251)m

(+€1,204m versus 2022)

Net debt at end-December was €6,251 million, versus €7,455 million at end-December 2022 (net debt adjusted following the update to the final purchase price allocation on the Equans acquisition of 4 October 2022). The decrease between end-2022 and end-2023 mainly factors in the payment of the dividend, the payment of €310 million[a] made to Free Mobile on 16 May 2023, the disposal of asset-based activities at Equans, the squeeze-out of minority shareholders and subsequent delisting of Colas, the capital increase reserved for employees, and the change in Working Capital Requirement related to operating activities of €1.1 billion.

The long-term credit ratings attributed to the Group are A3 with a stable outlook from Moody's on 30 November 2023 and A- with a negative outlook from Standard & Poor's on 11 December 2023.

At €14.6 billion, the Group's liquidity remained high. This comprised €4.9 billion in cash and equivalents, supplemented by €9.7 billion in undrawn medium- and long-term credit facilities.

2024 outlook for the Group

The outlook below is based on information known to date.

Equans will continue to improve its results in 2024 in line with its strategic Perform plan. Bouygues Immobilier will continue to face a challenging market environment, with little visibility on the timetable for recovery.

In an uncertain economic and geopolitical environment, and after a year of strong growth, Bouygues is targeting sales and current operating profit from activities (COPA) for 2024 that are slightly up on 2023.

(a) €308m plus statutory interest in relation to the legal dispute regarding smartphone plus mobile plan bundled offers, in respect of which the Group is disputing the ruling and validity of its immediate execution. See Bouygues Telecom's press release of 16 May 2023.

1.2.2 Construction businesses

1.2.2.1 Profile

Bouygues is the fourth[a] largest construction group in the world. As a developer, builder and operator, it is active in building and civil works, property development and transport infrastructure.

The backlog of the construction businesses (Bouygues Construction, Colas and Bouygues Immobilier) came to €28.4 billion, up 4% versus December 2022, and provides good visibility on future business

1.2.2.2 Key figures in the construction businesses

For easier comparison, 2022 figures are presented without Bouygues Energies & Services.

€m **(unless otherwise indicated)**	2023	2022	Change
Sales	**27,335**	**26,733**	**2%**
o/w France	11,749	12,045	-2%
o/w Europe (excl. France)	6,644	6,158	8%
o/w Americas	5,171	5,122	1%
o/w Asia-Pacific	2,377	2,152	10%
o/w Africa and Middle East	1,394	1,256	11%
Current operating profit/(loss) from activities	**851**	**781**	**70**
Margin from activities	*3.1%*	*2.9%*	*+ 0.2 pt*
Net cash	**3,908**	**3,164**	**744**
Backlog	**28,420**	**27,295**	**4%**
o/w France (Bouygues Construction and Colas)	31%	30%	+1 pts
o/w International (Bouygues Construction and Colas)	69%	70%	-1 pts

(a) Based on international sales excluding country of origin (ENR Top 250 International Contractors ranking, 2023).

1.2.2.3 Bouygues Construction, a world player in sustainable construction

Bouygues Construction is a global leader in sustainable construction in the building and civil works sector. Spanning the entire value chain, it draws on a wealth of skills and expertise in design, construction, renovation and conversion.

With its established global footprint and its ability to deploy its resources and roll out innovative solutions, particularly in large-scale projects worldwide, Bouygues Construction is at the forefront of the development of low-carbon buildings and infrastructure.

Business figures (Bouygues Construction's backlog excludes Bouygues Energies & Services)

The backlog is shown at end-December for each year.

	2023	2022
Backlog (€bn)	**15.0**	**14.1**
For execution next year	8.2	8.0
For execution in over 1 year	4.4	3.9
For execution in over 2 years and beyond	2.4	2.3
Backlog by region (% of total)		
o/w France	34%	33%
o/w Europe (excl. France)	30%	34%
o/w Asia-Pacific-Oceania	20%	21%
o/w Americas	7%	6%
o/w Africa and Middle East	9%	6%

Highlights

TRANSFERS - PROJECTS

- Transfer of Bouygues Energies & Services to Equans (4 January 2023)

MAJOR CONTRACTS GAINS IN 2023

- Abidjan metro (Ivory Coast)
- Potomac River Tunnel (USA)
- MTRC 1201 Tung Chung Westline metro line (Hong Kong)
- Oriel Hospital (UK)
- Riviera Tower residential tower (Greece)
- Huawei factory (France)
- Toulouse metro - packages 4 and 7 (France)
- Trousseau Hospital in Tours (France)

ONGOING PROJECTS

- Six Flags Theme Park in Qiddiya (Saudi Arabia)
- Pier 66 Hotel in Florida (US)
- SMS sports centre (Hong Kong)
- Quais-Vernets eco-neighbourhood in Geneva (Switzerland)
- High Speed 2 rail link (UK)
- Hinkley Point C EPR power plant (UK)
- Pawtucket Tunnel (USA)
- Engie Campus (France)
- Belliard property complex in Paris (France)
- Lille Civil Administration complex (France)
- Melbourne metro (Australia)

PROJECTS HANDED OVER

- Westconnex 3A Tunnel (Australia)
- Palmer Lake Logistics Center (United States)
- Fécamp offshore wind farm (France)
- Extension of Port-la-Nouvelle harbour (France)
- Line 15 South of the Grand Paris Express rapid transport link – package T2A (France)

CSR

- Endorsement by SBTi (Science Based Targets Initiative) of Bouygues Construction's 2030 decarbonisation targets

Key financial figures (Bouygues Construction's key financial figures exclude those of Bouygues Energies & Services as well as for 2022)

€m **(unless otherwise indicated)**	2023	2022	Change
Sales	**9,755**	**9,304**	**5%**
Current operating profit/(loss) from activities	**281**	**276**	**5**
Margin from activities	*2.9%*	*3.0%*	*-0.1 pt*
Net profit/(loss) attributable to the Group	**195**	**163**	**32**

Bouygues Construction's profile and strategy presented below includes only the Building and Civil Works activities, as Bouygues Energies & Services was transferred to Equans on 4 January 2023.

Profile

With almost 32,500 dedicated and responsible employees in around 50 countries, Bouygues Construction designs, builds and operates building and civil works projects.

Bouygues Construction is acknowledged as a benchmark player in sustainable construction and works to add new expertise to its portfolio in order to address environmental challenges. As such, it has built many eco-neighbourhoods, low-carbon (timber-frame) buildings and structures certified against the best world eco-standards and has carried out site rehabilitations in order to reach positive-energy status[a]. It also develops circular economy business models, from the design phase of projects to the recycling of their waste.

Bouygues Construction is increasingly involved in high value-added large-scale structures and in more encompassing projects ranging from neighbourhoods to connected cities.

Growth strategy and opportunities

Bouygues Construction launched a strategic plan in 2022, based on three major themes and an integrated CSR dimension, with the aim of combining business and environmental performance:

- generate a virtuous dynamic of profitable and sustainable growth;
- differentiate to increase appeal and competitiveness;
- modernise processes and globalise organisations.

With this plan, Bouygues Construction aims to:

- **be a full-service operator in the geographies where it has a long-term presence**, such as Australia, France, the United Kingdom, Hong Kong and Switzerland – by drawing on its innovative products and services and developing exceptional projects with local partners;
- **expand its geographic reach** towards new economically developed geographies with strong potential such as the United States and Germany;
- in **its Building activity, stake out a position as a leader in renovation and rehabilitation** whilst **boosting** its **property development** activities via its Linkcity network; and
- in its **Civil works activity**, **continue to be a top-notch player in the major infrastructure market** (bridges, tunnels, nuclear power plants, off-shore wind power) in France and worldwide, and expand its activities in the growing market for infrastructure repair work.

In its various market segments, Bouygues Construction:

- **gives top priority to the health and safety** of its employees and of its partners in all projects undertaken;
- **proposes full-service offerings that meet customer requirements** and that capitalise on its expertise in key markets and sectors for new builds and rehabilitation (housing, industry, healthcare, hotels/tourism, education commercial property, etc.);
- **pursues customer satisfaction over the long term**, in particular by ensuring tight control over implementation, high-quality products and services and after-sales support;
- **digitises its building methods** in order to improve productivity;
- **uses digital technology as a strategic avenue of growth**, via the design of new products and services and the use of digital solutions within its own business activities.

(a) A building which, in operation, produces more energy than it consumes.

(b) Losinger Marazzi's investment fund.

The roll-out of this plan has already succeeded in:

- reorganising activities around Business Lines in each entity (new housing, commercial property, industry, healthcare, hotels/tourism, education, justice, data centres, airports, offshore wind power, etc.) and the roll-out of new marketing offers in France (Archisobre, etc.);
- launching a programme to share and develop key account relationships;
- creating two funds dedicated to property development in France and a foundation in Switzerland[b];
- creating an in-house community for sharing experience and skills on major projects;
- introducing risk management tools for major projects;
- launching two pilot projects in France to roll out the digital platform developed as part of the BRYCK approach, which aims to boost productivity by standardising and industrialising processes;
- integrating carbon reporting into the management cycle;
- disseminating the four new values (simplicity, trust, teamwork and pioneering spirit) to all employees.

Climate and Biodiversity strategy

AIMS

Bouygues Construction is also strengthening its efforts across all its activities in the fields of innovation and renewable energies, and is rolling out its carbon strategy. The priorities are to:

- **make the transition to a low-carbon economy a major growth driver** and generate business growth opportunities by offering its customers distinctive high value-added products and services to minimise the carbon impact across the entire value chain;
- **be a pioneer in the integration of solutions** for the production, storage and distribution of decarbonised energy (solar, nuclear hydrogen, etc.), and for the energy efficiency of buildings, neighbourhoods, towns and cities (positive-energy buildings, "zero-carbon" neighbourhood, etc.), and to support the development of low-carbon mobility (electric mobility, rail infrastructure, etc.);
- **reduce direct and indirect emissions** by 2030 **compared to 2021** (-40% in absolute terms on scopes 1 and 2, -30% in intensity and -20% in absolute terms on scope 3 in the Building and in the Civil works activities respectfully);
- **offer solutions to its customers** that allow them to address the challenges of ecological transition; and
- **continue** implementing **eco-design solutions** such as Archisobre, a building concept that reduces the carbon footprint of buildings by a factor of three; timber construction with the WeWood approach; recycling and re-use with the Cyneo platform; ecological engineering; drastically reducing waste from building sites; and recycling of surplus spoil (Terres Fertiles project) for landscaping, the reconstruction of natural/agricultural soil and market gardening.

ACTION PLAN

Its plan of action to create a low-carbon culture aims to:

- **reduce the carbon intensity of its operations** by focusing on design, building methods (timber construction, etc.), purchasing, particularly on priority packages such as concrete, steel, façades and external joinery, and on the energy use of sites and worksites;

- **boost and promote its expertise, skills and flagship projects** in the domain of solutions for a low-carbon world;
- **implement tools for managing its decarbonisation targets** that align the climate roadmap with business plans (overhauling of management cycles, integration of tools for evaluating the carbon footprint of projects in the commercial, engineering or works phases);
- **train staff to be more aware about climate issues.** Over 7,600 employees had already received such training by 2023, equivalent to 52% of Bouygues Construction's clerical, technical and supervisory staff and senior staff.
- **promote biodiversity** in all infrastructure and building projects, by developing innovative solutions that will not only preserve wildlife and ecosystems found on construction sites but also reintroduce them into urban environments.
- Finally, at the beginning of 2024, the SBTi (Science Based Targets initiative) committee certified that Bouygues Construction's **greenhouse gas emission reduction targets** were in line with limiting the rise in average temperatures to 1.5°C for scopes 1 and 2.

  Bouygues Construction has eight ways of achieving this:
  - use biofuels for site machinery
  - introduce hydrogen-powered and electric site machinery and vehicles
  - purchase green energy for use by the company
  - use low-carbon concrete, recycled steel and bio-based materials (wood, straw, compressed earth, etc.)
  - apply an eco-design approach aimed at reducing emissions in both the construction and operating phases
  - use components from the circular economy
  - select suppliers with the lowest emission factors in their category
  - increase the proportion of rehabilitation projects.

Strengths and assets

To meet its strategic objectives, Bouygues Construction enjoys:

- **expertise** that draws on the talent of its employees. Operating in around 50 countries, they all share the same customer service values;
- **recognised expertise in infrastructure projects** such as renewable energy production, digital technology (data centres), public transport and electro-mobility networks **and in urban renovation and regeneration projects;**
- **an ability to mobilise resources and roll out innovative solutions,** particularly in major projects worldwide, making it a key player in low-carbon infrastructure and building projects;
- **distinctive, high value-added products and services** based on long experience of managing complex projects, specific knowledge of sustainable construction and constant innovation in all its forms, and;
- **the ability to adapt to changing markets**: the level of the backlog provides good visibility, enabling costs to be adjusted while focusing commercial investment on the most dynamic markets.

Market position

Given the organisational structures of its direct competitors and recent M&A activity within the sector, it is difficult to make like-for-like comparisons between those rivals and Bouygues Construction.

- **In the world**: the Bouygues group's construction arm, represented by its three business segments, Bouygues Construction, Bouygues Immobilier and Colas, came fourth, like in 2022, in the **ENR**[a] ranking of international contractors, **based on its share of sales generated on international markets.**

Business activity in 2023

Strong growth in order intake

In 2023, order intake reached €10.6 billion, up 25% versus 2022. This increase can be attributed to the many significant contracts won over the period, as well as the resilience of the normal course of business.

In **France,** order intake amounted to €4.1 billion, up 17% on 2022. In particular, it included contracts won for line C of the Toulouse metro and line 18 of the Grand Paris Express rapid transport link.

Internationally, the order intake stood at €6.6 billion, up 31% compared with 2022. This included several major projects such as the Abidjan metro in Ivory Coast, the MTRC 1201 and 1601 packages of the Hong Kong metro and the Potomac River Tunnel in the United States.

Backlog stable at a high level

The backlog at end-2023 stood at a high €15 billion (up 6% on end-2022 and +9% like-for-like and at constant exchange rates), with international markets accounting for 66%. Europe was the largest international market, ahead of the Asia-Pacific region.

The Building arm's order book stood at €8.8 billion, while that of the Civil Works arm reached €6.2 billion at end-2023.

The order book to be executed in 2024 stands at €8.2 billion, an increase on the previous year.

Sales driven by international markets

Sales were €9.8 billion in 2023, up 5% versus 2022 (+7% like-for-like and at constant exchange rates). This is divided between the Building (62%) and Civil Works (38%) arms.

Sales in France were down slightly (-2%) to €3.9 billion, equating to 40% of total sales.

International sales came to €5.8 billion, up 10% on 2022.

Robust operating performances

Current operating profit from activities (COPA) was stable at €281 million, up €5 million on 2022. The margin from activities (COPA margin) was 2.9% of sales, down slightly by 0.1 percentage points year-on-year.

Net profit attributable to the Group came to €195 million at end-2023, an increase of €32 million compared with 2022.

High net surplus cash

Net surplus cash at end-2023 remained at a high €3.4 billion versus €3.6 billion at the end of 2022.

(a) ENR Top 250 Global Contractors and International Contractors ranking, 2023.

Developments in Bouygues Construction's markets and activities

France - 2023 sales: €3.9 billion (-2%)

There was strong momentum in the French Building sector, with orders taken for the Huawei factory in Brumath and the Trousseau teaching hospital in Tours.

At the same time, a number of projects continued, such as the Logisterra platform in Noeux-Les Mines, the Belliard building complex in the 18th arrondissement of Paris, and the UNIK project, a nationwide accommodation programme launched by the French Ministry of the Armed Forces.

For the international sporting competitions taking place in Paris in the summer of 2024, the Adidas Arena and all of the Îlot A2 development for the Athletes' Village in Saint-Denis have been handed over. The Aquatics Centre is expected to be handed over at the end of March.

In the Civil works arm, 2023 was marked by orders for five packages relating to line C of the Toulouse Metro and package 3C of line 18 of the Grand Paris Express rapid transport link.

Bouygues Construction also completed the Line 15 T2A (handed over in December 2023) and Line T3A (handover scheduled for early 2024) projects in 2023.

Europe - 2023 sales: €2.7 billion (+6%)

In the **United Kingdom**, Bouygues Construction was involved in several urban renewal programmes such as Hallsville Quarter and the Tustin Estate in London. It was also active in the healthcare sector, with work starting in early 2023 on the Oriel Hospital in London, an ultra-modern eye-care centre.

At the same time, work on major infrastructure projects continued, with:

- the Hinkley Point nuclear power station, where the dome on the first of the two nuclear reactors was installed at the end of 2023. The plant will eventually cover 7% of the UK's electricity needs and supply power to over five million homes, and
- the High Speed 2 rail line, which will link London and Birmingham. Work on the Colne Valley Viaduct continued throughout the year. Once completed, this 3.4-km railway bridge will be the longest in the UK.

In **Switzerland**, Bouygues Construction strengthened its position in commercial and residential property development, and urban regeneration, with:

- four major projects commissioned in 2023, including Switzerland's first positive-energy neighbourhood in Berne, the Les Acacias residential district in Geneva, the cantonal administrative site in Lucerne and four office buildings in Vernier;
- ongoing construction of eco-neighbourhoods such as Quai-Vernets and Coté Parc in Geneva, and Arbora in the Canton of Vaud.

in **Central Europe**, Bouygues Construction continued with the construction of a tram depot in the Czech Republic and a pharmaceutical laboratory in Poland.

in **Croatia**, the vast project to double the motorway network on the Istria peninsula is still underway, with the start of two new phases, notably on the Mirna viaduct.

in **Greece**, 2023 marked the start of work on the Riviera Tower, a 200-metre-high residential tower on the site of the former Athens airport.

Asia-Pacific - 2023 sales: €1.9 billion (+13%)

In **Asia-Pacific,** Bouygues Construction has developed its expertise through the building and civil works subsidiaries, thereby establishing a solid local presence, especially in Hong Kong, Thailand and Australia.

In **Australia**, Bouygues Construction completed works on the WestConnex tunnel in Sydney and continued with the construction of the Melbourne metro.

It has a long-standing presence in the construction sector through its subsidiary AW Edwards, which is responsible for the construction of the Crows Nest metro station and several data centres in Sydney.

A solar farm project is due to start in Culcairn in early 2024.

In **Hong Kong**, sales momentum remained strong in both the Building and Civil works sectors. In 2023 this meant orders for the Anderson Road Quarry multi-use complex, as well as for packages MTRC 1201 and 1601 of the Hong Kong metro.

Work also continued on the two underground transport links, the Central Kowloon Route and Trunk Road T2, the SMS Sport Centre complex and the Hospital Authority Support Services Centre.

In the **Philippines**, Bouygues Travaux Publics continued work on the extension of the Manila metro. The first test runs of metro trains took place in December 2023.

Africa - North Africa - Middle East - 2023 sales: €0.8 billion (+27%)

Bouygues Construction takes a selective approach to projects in this part of the world.

In **Morocco**, business remained brisk, with work continuing on the BenGuérir hospital and the MyWay development in Casablanca, which will comprise housing and office space.

It is also active in **Benin,** where it is building the Abomey Calavi teaching hospital.

In **Saudi Arabia,** work continued on a theme park (Qiddiya*)* and there was preliminary work on a hotel in the AlUla desert. These two projects are part of a wider effort to develop the country's post-oil economy.

In **Egypt**, Bouygues Construction continued with the construction of line 3 of the Cairo metro.

It is also in charge of earthworks for opencast mining in the gold mines at Kibali in the **Democratic Republic of Congo**, Tongon in **Ivory Coas**t, Tinguilinta in **Guinea** and Gounkoto in **Mali**.

Americas - Caribbean - 2023 sales: €0.5 billion (+2%)

In the United States, Bouygues Construction continued to expand and is carrying out a number of major projects, including Pier 66, a hotel complex combining major renovation and new construction on the site of a former seaside resort, and the Pawtucket water management tunnel, south of Boston.

Bouygues Construction also won the Potomac River Tunnel project in Washington at the end of 2023, which also involves building a wastewater recovery tunnel.

1.2.2.4 Bouygues Immobilier, life begins here

For close to 70 years, Bouygues Immobilier has been present throughout its entire value chain, from property development to urban planning and operation. Its core business is to design living spaces that reflect the needs of all users.

Business figures

The backlog is shown at end-December for each year.

	2023	2022
Backlog (€m)	**985**	**1,448**
Reservations (in millions of euros)	**1,293**	**1,874**
o/w residential property	1,207	1,601
o/w commercial property	86	273
Residential property (in number of reservations)	**5,867**	**7,884**
o/w block	2,741	2,577
o/w unit	3,127	5,307

Highlights

RESIDENTIAL PROPERTY

- Start of work on the Empreinte project in Angers (77 homes), which uses low-carbon materials.
- Handover of the Hôtel des Postes building in Strasbourg, a project to convert 20,000m² of listed building into a mixed-use complex.
- Handover of the AL-FA development, 148 homes and shops at the heart of Les Fabriques in Marseille, developed by UrbanEra and Linkcity.
- Bouygues Immobilier wins the "Élu Service Client de l'Année 2024" award for its customer service in the property development category[a].

URBAN PLANNING

- Building permit application for the Charenton-Bercy development (Charenton-le-Pont, near Paris), 241,000 m² of floor area. It is part of the "Invent the Greater Paris Metropolitan Area" call for projects for the redevelopment of a derelict area into a new mixed-use neighbourhood.
- Start of work on the first 750 homes in the Seine Parisii district, in Cormeilles-en-Parisis, around a marina.

COMMERCIAL PROPERTY

- Handover of the Albert 1er development in Paris (3,000m² of office space). The 52 m² of photovoltaic panels on the roof will supply 10% of the building's electricity during operation.
- Start of work on Purple Square, a 3,000-m² hotel residence with 39 urban suites, operated by Edgar Suites in Paris (15th arrondissement).

NEW BUSINESS ACTIVITIES

- Launch of Coverso, a solution to convert offices into housing.
- Launch of the first Loji residence (modular loft apartments designed to adapt to a variety of lifestyles), in Bordeaux, the first new housing development to be certified NF Habitat HQE with the Taxonomy profile.
- Beginning of work on converting the former Printemps store in Metz into 89 homes, the first project undertaken by the Nouveau Siècle subsidiary.

CSR

- Endorsement by SBTI (Science Based Targets Initiative) of Bouygues Immobilier's mid (2030) and long-term (2050) decarbonisation targets.
- Bouygues Immobilier in the Top 3 of the 2023 BBCA ranking of project owners for the number of low-carbon projects undertaken since 2016[b].
- Bouygues Immobilier has obtained an Atex (an on-site experimental technique assessment) from Sto[c] for its innovative cladding used on a timber-framed façade at the IKSSO development in Bordeaux. This is a first in France for timber construction.

GOVERNANCE

A new governance was announced on 19 February 2024: Emmanuel Desmaizières was appointed CEO and Pascal Minault Chairman.

Key financial figures

€m **(unless otherwise indicated)**	2023	2022	Change
Sales	**1,738**	**2,032**	**-14%**
o/w residential property	1,678	1,879	-11%
o/w commercial property	60	153	-61%
Current operating profit/(loss) from activities	**28**	**37**	**-9**
Margin from activities	*1.6%*	*1.8%*	*-0.2 pt*
Net profit/(loss) attributable to the Group	**(7)**	**18**	**-25**

(a) Property development category - BVA survey - Viséo CI – More info at https://escda.fr/

(b) See press release from the BBCA (Low Carbon Building) association of 21 September 2023.

(c) Sto, a German family business established in 1835, is recognised as the specialist in thermal insulation systems for façades.

Profile

An urban developer and coordinator with around 1,460 employees, as well as a key player on the French market for nearly 70 years, Bouygues Immobilier is present throughout the entire property value chain, from development to urban planning and property management.

Growth strategy

Bouygues Immobilier's strategy, supported by its corporate slogan "Bouygues Immobilier, Life begins here", is organised around seven strands:

- The Customer experience: deliver on promises, respect commitments and ensure a positive user experience to become the property developer that people trust. Strengthen and consolidate the fundamentals by designing better products to give users what they want and revitalise customer relations.
- The Employee experience: put people at the heart of Bouygues Immobilier. Be a company where people are happy to work, where roles and responsibilities are clearly defined, and that offers high-quality training and promotes gender balance at all levels. Rejuvenate "the Development Academy" and improve appeal to potential recruits, develop expertise and build property developer loyalty. The targets of the 2021-2023 Gender balance Plan ("*À Part Égale*"), namely for women and women high-flyers to occupy respectively 37% and 30% of managerial positions, have both been achieved.
- Product excellence: create benchmark products that are proof of the brand's ambition. Bouygues Immobilier creates value by offering better-designed products that take the needs of the end-user into account and that are more energy-efficient, more environmentally responsible and more attractive. The use of BIM[a] technology also favours the inclusion of these three differentiating qualities into the product offer.
- CSR goals and positive impact: set ambitious CSR goals at all levels of the company and across all operations. Reduce greenhouse gas emissions by at least 42% between 2021 and 2030 for Scope 1 and 2 activities, and by 28% for Scope 3 activities. To ensure that all projects reflect the commitment to urban greening, Bouygues Immobilier is integrating its 'garden' concept into the heart of its new "Cœur de vie"[b] residential property development approach.
- BIM: accelerate the transition towards a fully digital company by 2024, particularly in the area of engineering. By 2024**,** all projects will be designed using BIM. The aim is to better coordinate in-house expertise with the needs of stakeholders and to guarantee the quality of standard structures.
- New products and services: keep pace with trends and create new business models, products and services. By replacing its Innovation department with a Design department, Bouygues Immobilier is now applying a more design-centred approach to the creation and upgrading of its products and services that will favour the emergence of solutions that are in step with the wants and needs of users.
- Renovation and rehabilitation: reduce urban sprawl and promote the rebuilding of the "city within the city". In 2022, Bouygues Immobilier launched "Nouveau Siècle", a subsidiary specialising in the rehabilitation of listed buildings and sites.

Climate and Biodiversity strategy

AMBITION

After over ten years of focusing on energy efficiency, Bouygues Immobilier is crossing a new milestone by reassessing all its property products and services from the angle of carbon performance and the ability to adjust to climate change.

AIMS

Bouygues Immobilier obtained endorsement from the SBTI (Science Based Targets Initiative) for its medium (2030) and long-term (2050) decarbonisation reduction targets, which are consistent with the aim of limiting global warming to 1.5°C.

- Medium-term objectives (to 2030):
  - reduce greenhouse gas emissions by at least 42% between for Scope 1 and 2 activities.
  - reduce greenhouse gas emissions from Scope 3 activities by 28%.
- Long-term target (to 2050):
  - reduce greenhouse gas emissions from Scope 3 activities by 90% by 2050.

These objectives apply across all of Bouygues Immobilier's business activities, with reduced carbon footprints targeted in housing and office projects, in urban development - including for residents - as well as in the head office and branch offices.

ACTION PLAN

The decarbonisation of Bouygues Immobilier's products and services will entail:

- **preserving existing spaces by increasing low carbon rehabilitation and renovation** (the Géophoros fund, renovation of heritage buildings, selective deconstruction with reuse of materials, reconversion);
- **low-carbon construction.** Going beyond what is required by existing regulations by promoting low-carbon building methods and local materials, particularly bio-based ones and low-carbon concrete. Partnerships have been signed with this in mind with HGCT[c] and Ecocem for low-carbon cement, CCB Greentech for wood-based concrete, and with Algo and Unikalo for bio-based paints. All office projects are now BBCA-certified, and Bouygues Immobilier has also committed to obtaining "Taxonomy Compatible" certification for two commercial property projects a year over three years;
- **reducing user carbon footprints** by favouring virtuous behaviour in terms of mobility, energy use, eating habits and waste management; a calculator has been developed specifically to assess the overall carbon footprint of a neighbourhood and its inhabitants;
- **offering resilient, comfortable and healthy products and services that improve quality of life and well-being** (bioclimatic design, natural cooling, improved ground permeability, etc.), and

(a) Building Information Modelling - digital modelling and management of the data involved in order to design, build and operate buildings more quickly and efficiently. Using augmented and virtual reality functions, BIM helps to anticipate the requirements inherent in new buildings. Its logistics features make it easier to start up a worksite and operate it throughout the construction process, in compliance with a sustainable construction approach. BIM has already proven itself in several decontamination and deconstruction projects.

(b) "Cœur de Vie" provides homes that are more sustainable thanks to the use of low-carbon materials, made primarily in France, more comfortable thanks in particular to a reversible heating and cooling system, and modular so that customers can design a living space that suits them from the moment they buy.

(c) Hoffmann Green Cement Technologies.

- **restoring carbon sinks and reducing land take** (developing the use of carbon-absorbing building techniques at Bouygues Immobilier and/or along its value chain).

Elsewhere, the decarbonising of Bouygues Immobilier's head office and branch offices is entailing the roll-out of an energy efficiency plan (lower heating levels, lights off at 8pm, etc.), the greening of the vehicle fleet, and the deployment of a mobility credit scheme, whereby employees stop using their company cars in favour of greener alternatives.

Carrying on the work that began two years ago, Bouygues Immobilier has strengthened its commitment to biodiversity with three initiatives that will now be applied systematically across all projects:

- the use of a 'flash' ecosystem assessment for all project sites;
- the use of the "Biodiversity calculator" to fix minimum thresholds for the desired 'biotope area factor'. This will help teams maximise the extent of biodiversity-favourable spaces from the start of the design process. Projects that contain more nature post-development than in their initial state are considered to be "biodiversity-positive". Bouygues Immobilier initially aimed for 25% of the surface area of its developments to be biodiversity-positive by 2025; its approach enabled this target to be reached in 2021. The aim now is to perpetuate this target;
- the application of the "Uses, landscape and biodiversity" specifications to its projects.

Strengths and assets

Bouygues Immobilier took steps to safeguard its activity and is now well placed to pursue future growth:

- **extensive geographical coverage:** the company has 31 branches and four subsidiaries in France, which keep it close to the grassroots and responsive to demand from local authorities and customers;
- a **well-known name** and acknowledged expertise, from single buildings to entire neighbourhoods with UrbanEra;
- a **genuine capacity for innovation** with a new range of products and services that is ready for launch and visible. These include the "Bureau Généreux" (generous office) programme, aimed at making office spaces attractive once more to keep pace with shifting societal trends and the adoption of new working practices, and "Coeur de Vie", a new approach to housing that is more sustainable, more comfortable and more modular.
- a **committed, ambitious and structured CSR approach** to addressing major urban challenges, both environmental and social.

Market position

Bouygues Immobilier is, along with Nexity and Altarea Cogedim, one of France's three leading residential property developers.

In commercial property, Bouygues Immobilier positions itself as a pioneer in relation to its main rivals (Nexity, Altarea Cogedim, Kaufman&Broad and BNP Paribas Real Estate) thanks to the attention it has paid to environmental issues and user needs for over 10 years.

In urban planning, UrbanEra is a standard-setter for sustainable neighbourhood design in France.

Business activity in 2023

Developments in Bouygues Immobilier's markets and activities

RESIDENTIAL PROPERTY

A slowdown in new housing units for sale and reservations

In 2023, economic (inflation, construction costs and falling purchasing power) and financial (interest rates) imbalances strengthened, and the deterioration in the economic environment that began in 2022 continued, further weakening already soft demand.

In this context, the new housing market in France recorded a total of 103,803 reservations in 2023, down 26% versus 2022 (source: ECLN). The number of building permits granted for multi-unit housing and apartment buildings fell by 20% compared to 2022 (source: Sit@del). And the number of new homes for sale fell by 30%, a drop that was visible in the majority of regions, both in terms of single-unit housing and multi-unit housing (source: ECLN). Finally, the average price of apartments was down 0.8% per m² (source: ECLN).

Nonetheless, market fundamentals in France remained positive from a long-term perspective:

- the housing shortage remained high, particularly in areas where demand is strong;
- demographic pressure was reinforced by the increasing number of people moving out of shared housing;
- the perception of property as a safe investment in an uncertain environment remained, particularly for those preparing for retirement.

Bouygues Immobilier took total reservations of 5,867 residential property units in 2023 (down 26% year-on-year) worth €1.2 billion (down 25% year-on-year). In France, the number of reservations declined by 30% (+6% for block sales, -50% for unit sales). Outside France, Bouygues Immobilier's commercial property sales posted a 38% rise year-on-year, driven mainly by Poland and to a lesser degree by Belgium.

A DIVERSIFIED OFFERING

Bouygues Immobilier offers a diversified range of housing products:

- multi-unit housing (owner-occupiers, Loji modular loft apartments, the *Bail Réel Solidaire* (BRS) scheme, intermediate rental housing, social housing);
- single-family houses, and;
- serviced residences for seniors or students and co-living.

2023 saw a number of landmark handovers:

- the AL-FA development, with 148 homes and shops at the heart of Les Fabriques eco-neighbourhood in Marseille, developed by UrbanEra and Linkcity.
- the Hôtel des Postes building in Strasbourg, a project to convert 20,000 m² of heritage building into a mixed-use complex, comprising residential units, a senior citizens' residence, offices and an eatery;
- Le Havre's first major mixed-use tower, 55 metres and 17 storeys high, offering 81 homes for owner-occupiers, two floors of office space and retail units on the ground floor;
- the Clos Saint-François in Saint-Philbert-de-Grand-Lieu, comprising the redevelopment of waste ground into a mixed-use development of 118 housing units, of which 35 social-housing units (of which 12 timber-frame single-family houses) for Habitat 44, as well as buildable land and premises acquired by the municipality, all laid out around a central garden. This development enabled the municipality to join the "Petites Villes de demain" programme, which aims to accelerate urban renewal in towns with fewer than 20,000 inhabitants;

- 394 housing units in Toulouse, in partnership with Groupe des Chalets, of which 219 for owner-occupiers, 62 subsidised housing units for first-time-buyers and 113 social housing units, in the brand-new Faubourg Malepère district;
- 32 homes for owner-occupiers and a 120-bedroom student halls of residence in Pierrefitte-sur-Seine. The special feature of this project is the use of recycled bricks on 1,000m² of the façade, which avoids almost 50 tonnes of CO_2 emissions and 127 tonnes of waste;
- four of the seven buildings that make up the Sollys development in Lyon, in the heart of the Confluence district. They comprise all the commercial space in the development (around 7,500 m² of floor area) and 99 homes;
- the launch of the first complex of 31 modular Loji loft apartments in Bordeaux. This is the first new-housing project in France to be certified NF Habitat HQE with the 'Taxonomy' profile.

COMMERCIAL PROPERTY

Contrasting market trends

In commercial property, office take-up in the Paris region in 2023 was down 17% year-on-year to 1.9 million m². The coming period is likely to be one of profound change and property assets will need to be adapted to changing demand. The French property investment market reached €6.4 billion in 2023, a decline of 56% on 2022. The start of the fall in interest rates should make it easier to sell off the largest assets, although the need to reprice some less well-located assets could prompt some investors to adopt a wait-and-see approach (source: JLL/Immostat). Reservations taken by Bouygues Immobilier in France amounted to over €86 million in 2023, underpinned in particular by the following commercial property transactions:

- handover of the Albert 1er development in the 'Golden Triangle' district of Paris (3,000 m² of office space), designed by Bâtiment de France and Wilmotte & Associés Architects. The 52 m² of photovoltaic panels on the roof will supply 10% of the building's electricity during operation;
- start of work on the Purple Square project, a 3,000-m² hotel residence with 39 urban suites, operated by Edgar Suites in the 15th arrondissement of Paris;
- handover of the NEOFIS II development, a 6,000-m² building for MIDI Foncière in Toulouse.
- Lastly, Bouygues Immobilier signed a memorandum of understanding with associations of plaintiffs, making it possible to develop the central part of the Ile Seguin in Boulogne Billancourt.

SUSTAINABLE URBAN PLANNING

UrbanEra, Bouygues Immobilier's Major Urban Projects division, addresses the significant demand for urban regeneration across France.

- In June 2023, UrbanEra filed a building permit for Charenton-Bercy, the largest private urban development project in the Paris region, in Charenton-le-Pont, just outside Paris. This project is part of the "Invent the Greater Paris Metropolitan Area" call for projects, of which Bouygues Immobilier and its partners were named winners in 2018, for the redevelopment of a largely derelict area into a new mixed-use neighbourhood. In total, the building permits filed relate to the development of 241,000 m² of floor area.
- UrbanEra also launched work on the first 750 housing units (first phase) of the Seine Parisii district, in Cormeilles-en-Parisis, around a marina developed on the site of a former cement works.

NEW BUSINESS ACTIVITIES

Bouygues Immobilier continued to develop its operation activities:

- **Serviced residences for senior citizens:** 11 new "Les Jardins d'Arcadie" residences (1,070 apartments), the French leader in the market for serviced facilities for senior citizens, opened their doors in 2023, notably in Vendôme, l'Ile-de-Ré, Mâcon, Strasbourg, Poitiers, Annemasse, Rennes and Rouen, bringing the number of residences in operation to 55 by the end of 2023;
- **Coworking**: in 2015, Bouygues Immobilier opened its first Nextdoor site, which became Wojo in 2019. In 2023, Wojo benefited from the continuing strong demand for flexible offices, (+22% sales vs. 2022).
- Bouygues Immobilier is also investing in renovation and refurbishment.

In 2023, it launched Coverso, a specialised solution for the conversion of offices into housing, which addresses the housing shortage by regenerating commercial properties.

- Nouveau Siècle, its subsidiary specialising in the renovation of heritage buildings, began work on converting the former Printemps store in Metz into 89 homes.

Financial results

Bouygues Immobilier took reservations worth €1.293 billion in 2023, down 31% versus 2022. The order book at end-December 2023 was €985 million, down 32% year-on-year, penalised by low supply, particularly of commercial property. The longer timetables for negotiating construction work tenders and the sharp rise in interest rates led the company to postpone the commercial launch of certain projects, which further reduced new housing units for sale and reservations. Reservations in France represented 91% of the backlog.

Sales came to €1.738 billion, down 14% on 2022. When including sales generated by co-promotions, the decline was 14%. Sales in Residential property dropped 11% on 2022 to €1.678 billion. Sales in Commercial property came to €60 million in 2023, down 61% on 2022 due to a commercial property market at a standstill.

Current operating profit from activities (COPA) came to €28 million, €9 million lower than in 2022. This represented 1.6% of sales. Including the share of profits from co-promotions, current operating profit would be stable at €56 million.

Bouygues Immobilier posted a net loss attributable to the Group of €7 million.

Net debt fell slightly to €150 million at 31 December 2023, from €156 million at end-2022.

1.2.2.5 Colas, a global leader in the construction and maintenance of transport infrastructure

Colas, a major player in transport infrastructure construction and maintenance, is positioned in the upstream part of the value chain and enjoys a strong grassroots presence worldwide. Its ambition is to be the world leader in the design and roll-out of innovative and responsible solutions for the markets it serves.

Business figures

The backlog is shown at end-December for each year.

	2023	2022
Backlog (€bn)	**12.4**	**11.7**

Highlights

ACQUISITIONS - DISPOSALS

- Divestment of Branscome, a roadworks company (US) in Q1 2023
- Disposal of some land (US) in Q3 2023

MAJOR CONTRACT GAINS

- Extension of the North South Commuter Railway in Manila (Philippines)
- Construction of Abidjan metro line 1 (Ivory Coast)
- Railway works for the new Old Oak Common station in Greater London (United Kingdom)
- Construction of a new section of the I/35 motorway (Czech Republic)
- Road rehabilitation and civil engineering on Interstate 26 in South Carolina (United States)
- Reconstruction and widening of a section of Highway 181 in Arkansas (United States)
- 5-year road maintenance contract in Ontario (Canada)

MAJOR ONGOING PROJECTS

- Tram line extension in Birmingham (UK)
- Construction of phase 1 of line 4 of the Cairo metro (Egypt)
- Resurfacing of Sterling Highway in Alaska (US)
- Extension of line 3 of the Panama City metro (Panama)

INNOVATION - CSR

- Roll-out of the new methodology for calculating carbon footprint, taking into account physical flows and purchases
- Launch of Colas Carbon Counter, a tool for calculating the carbon footprint of worksites, the first of its kind in the civil works sector
- Launch of the REXponsible purchasing app, which identifies and rolls out low-carbon solutions throughout the Colas group
- Launch of the 2IN (twin), a mapping platform that compiles and enhances all the data available in a specific geography, in order to create its digital twin. This solution, which won an award at BIM World, makes it easier to monitor geographies and infrastructures.
- Roll-out of Anais, a digital service for optimised, preventive infrastructure management
- Flowell, an interactive and illuminated pedestrian crossing, approved by the French Ministry of Transport and marketed

GOVERNANCE

- Separation of the roles of Chairman and Chief Executive Officer announced on 18 September 2023: appointment of Pierre Vanstoflegatte as Chief Executive Officer and of Pascal Grangé as non-executive Chairman of the Board of Directors

Key figures

€m **(unless otherwise indicated)**	2023	2022	Change
Sales	**16,015**	**15,529**	**3%**
o/w France	6,366	6,241	2%
o/w international	9,649	9,288	4%
Current operating profit/(loss) from activities	**542**	**468**	**74**
Margin from activities	*3.4%*	*3.0%*	*+0.4 pt*
Net profit/(loss) attributable to the Group	**316**	**301**	**15**

	2023	2022
Sales (in millions of euros)	**16,015**	**15,529**
Roads	91%	91%
Railways and other activities	9%	9%
Sales by region (% of total)		
France	40%	40%
Europe (excl. France)	23%	22%
North America	29%	30%
Other regions	8%	8%

Profile

Colas has three main activities: roads, construction materials and rail. It is also present in the transport of water and energy. Much of its business is local and of a recurrent nature.

With around 1,000 profit centres and 3,000 materials production units (quarries, emulsion factories, asphalt mix and ready-mix concrete plants, a bitumen production plant) in around 50 countries around the world, Colas completes over 50,000 projects every year.

In addition, it recovers and recycles waste and deconstruction materials from the construction industry and other sectors for use in its worksites.

Colas draws on its workforce of around 64,700 employees to carry out its activities.

Colas' activities

ROADS

Each year, Colas builds and/or maintains roads and motorways, as well as airport runways, ports, industrial, logistics and commercial hubs, external works and amenities (pedestrian zones, cycle paths), reserved-lane public transport (bus lanes and tram lines), recreational facilities and environmental projects (wind farms, environmental engineering). There is also a civil engineering activity, spanning both small and large projects, a construction (and deconstruction) activity, in certain geographies, and a road safety/signalling activity (Aximum).

CONSTRUCTION MATERIALS

Upstream of roadbuilding, Colas has a significant presence in the production, sale and recycling of construction materials (aggregates, emulsions, asphalt mixes, ready-mix concrete, bitumen) through an extensive international network of 499 quarries and gravel pits (of which 62 partly-owned by Colas), 129 emulsion plants, 491 asphalt plants (of which 137 are partly owned), 143 ready-mix concrete plants and one bitumen production plant[a]. Colas also has a significant bitumen distribution activity supplied by 70 bitumen storage depots, 10 asphalt carrier ships and two river barges.

RAIL

Rail (Colas Rail) comprises the design and engineering of complex, large-scale projects and the construction, renewal and maintenance of rail networks (conventional and high-speed lines, trams and metro systems).

OTHER ACTIVITIES

Colas also has a Water and energy transport activity (Spac), which encompasses the installation and maintenance of large- and small-diameter pipes and pipelines for conveying fluids (oil, gas and water) and for dry utilities (electricity, heating and telecommunications).

Growth strategy and opportunities

Colas' growth strategy is built on four main priorities:

- **make optimum use of its industrial activities, especially quarries and bitumen**: the control of infrastructure building materials such as aggregates and bitumen is becoming increasingly important at a time of growing resource scarcity; over the years, Colas has taken a strong position on this front by investing in new quarries, while also purchasing significantly more bitumen and massively expanding its storage and distribution capacity. The aim is to better control the quality and availability of its supply of materials, improve safety, help to preserve the environment and improve its competitiveness by optimising the use of its assets, particularly through third-party sales;
- **pursue targeted expansion abroad**: Colas' strategy is to establish leading positions on local markets where it already operates; it has a proven track record of successfully integrating companies of all shapes and sizes into every part of its business, and in many parts of the world; with 60% of its sales outside France, Colas is also aiming to expand its international footprint in selected, high-potential geographies;
- **develop and implement low-carbon solutions**: in response to the urgent need for climate action, Colas has launched an ambitious strategy to decarbonise its activities, focusing on:
  - its production methods – solutions for energy savings, recycling, lower-emission plant and industrial processes, hydrogen etc.
  - the products and services it develops for its customers and users – contract-based solutions (long-term contracts, asset management contracts, etc.), innovative technical solutions (lower temperature or cold asphalt mixes, bio-based binders, cold in-place recycling of used pavement, etc.) and digital solutions (new digital technology- and data-enabled services) and
- **accelerating its digital transformation:** driven mainly by big data and artificial intelligence, Colas is transforming its processes, tools, production facilities, products, services and more as it looks to boost its financial, social and environmental performance and that of its customers. For Colas, this digital transformation is also a major way to step up progress towards the three above-mentioned objectives.

Climate and Biodiversity strategy

AMBITION

To fight climate change, Colas has launched a strategy to decarbonise its activities.

AIMS

For 2030, Colas has set a target of a 30% reduction in its direct greenhouse gas emissions (scopes 1 and 2) and of a 30% reduction in its upstream indirect emissions (scope 3a) versus 2019, the reference year, based on the well-below 2°C objective.

These targets, which were endorsed by the Science Based Targets (SBTi) initiative in 2021, are based on estimated reductions in CO_2 emissions made possible by a range of measures outlined in its roadmap.

ACTION PLAN

Coordinated by a Low Carbon Strategy committee and rolled out in the operating entities, Colas' Low Carbon and Biodiversity roadmap comprise six priorities and 29 pledges monitored by indicators that either already exist or are being created. Actions are structured around these main priorities:

- **integrate climate change issues into the strategy:** new business activities based on offers that exploit renewable energy sources (e.g. wind farms), the creation of concepts that will help customers adapt to climate change (e.g. 'green tracks' for tram lines), awareness raising and training of staff (e.g. E-learning about carbon footprints, "La Fresque du Climat" and "La Fresque Low Carbon Way" workshops);

(a) The Kemaman refinery in Malaysia (via Tipco Asphalt).

- **improve energy efficiency in order to cut greenhouse gas emissions generated by direct energy use** in asphalt mixing plants, machinery, and vehicles: energy monitoring, renewable energies, low-carbon solutions (e.g. using Olea100 bio-based fuel to power truck fleets in France);
- **develop and promote low-carbon products, methods and solutions**: purchase of low-carbon cement and binders, production of low-carbon concrete, use of bio-based materials, lower-temperature and cold asphalt mixes, in-place recycling (e.g. development of circular economy activities through the roll-out of a network of recycling platforms in France; in 2023, launch of the REXponsible application for Purchasing to identify, test and roll-out low-carbon solutions);
- **make the carbon accounting of activities more reliable**: in 2023, launch of *Colas Carbon Counter*, a tool for automated calculation of the carbon footprint of worksites, and operational deployment of the new methodology for calculating the carbon footprint of all Colas activities on scopes 1, 2 and 3a; this new methodology takes into account physical flows and expenditure linked to the performance of activities;
- **contribute to carbon neutrality and the reduction of emissions generated by customers and users:** responsible and innovative mobility and traffic management services, optimisation of infrastructure usage, carbon capture and storage, the Qievo system for the regulation of last-mile logistics deliveries.
- **integrate the need to protect biodiversity into all activities** (e.g. environmental engineering, the "Forest & Life" tree-planting partnership).

Strengths and assets

Colas operates on **markets with long-term growth prospects in all the countries where it is present.** These markets are driven by urbanisation, substantial infrastructure needs in emerging countries, recurrent maintenance of existing infrastructure in developed countries, environmental challenges, the spread of new forms of mobility and the digital revolution.

Colas' main strengths are:

- **worldwide collective expertise** drawing on around 64,700 employees, who share a common history and values (caring, sharing, daring), and on a **strong brand**;
- **strong local roots** thanks to a network of around 1,000 profit centres around the world. It can draw on long-standing local teams accustomed to local particularities and that are used to working on small maintenance and improvement projects. These account for most of the over 50,000 projects completed each year. A special division, Colas Projects, also provides subsidiaries with expertise in the design and construction of major projects;
- **its international network** of 3,000 sites producing and recycling construction materials (aggregates, bitumen emulsions, asphalt mixes, etc.), as well as around 70 bitumen storage depots, which means the company covers the entire value chain upstream, and is thus able to control its environmental impacts;
- **an ability to innovate, particularly:**
  - its Core Center, which designs and develops products and technologies that meet the challenges of the energy transition and new practices;
  - in the area of digital transformation, new services developed by "Mobility by Colas"; and
- **a robust financial structure**, with an ability to generate cash flow, enabling it to pursue further growth by continuing to invest in targeted assets.

Market position

- **Roads market:** A significant share of Colas' activity is based in countries where it has leader status. This is particularly true of France, Canada and Finland. Colas has prime positions in the roadbuilding sector in most of the countries where it operates. Colas' main competitors include local, regional and national firms as well as subsidiaries of multinationals. In mainland France, Colas is leader ahead of Eurovia and Eiffage Travaux Publics and is also in competition with large nationwide firms (NGE, Fayat TP, SPIE), regional firms and an extensive network of small and medium-sized regional and local players.
- **Rail**: Colas' main competitors in France are ETF (Eurovia), TSO (NGE), TGS (Alstom), Eiffage Rail and UNIFER. In the UK, Colas Rail's main competitors are Balfour Beatty, Babcock, Volker Rail, BAM, Amey Rail and Ferrovial.
- **Water and energy transport**: Spac's main competitors are Spiecapag, Bonatti, Ponticelli, Endel, Eiffage Métal, Denys and Nordon.

Business activity in 2023

Colas reported 2023 sales of €16 billion, up 3% on 2022 (up 6 % like-for-like and at constant exchange rates). The increase was driven by France (+2%) but above all by international sales (up 4% year-one-year and by 8% like-for-like and at constant exchange rates). The €9.6 billion of international sales represented 60% of the total. Sales in France amounted to €6.4 billion, equivalent to 40% of the total.

Sales of the **Roads activities** came to €14.6 billion, up 3% (and +6% like-for-like and at constant exchange rates) versus 2022.

Sales in the France-Indian Ocean region increased by 2% despite a slight drop in industrial production volumes. Sales in the EMEA (Europe, Middle East, Africa) zone were up 8% year-on-year, like-for-like and at constant exchange rates: inflation remained high in the UK and Central Europe but slowed in Western Europe.

In the United States, sales were up a sharp 13% like-for-like and at constant exchange rates, with Colas benefiting from strong margins. In Canada, like-for-like and constant exchange rates sales were up 5% year-on-year, driven by buoyant activity in Ontario. Finally, in the Asia-Pacific zone, sales were up 8% year-on-year, like-for-like and at constant exchange rates.

Sales for **Rail and other activities** were up 6% year-on-year (up 5% like-for-like and at constant exchange rates), driven by Colas Rail outside France.

Current operating profit from activities (COPA) was €542 million, an increase of €74 million compared to 2022. This corresponds to current operating profit before amortisation and impairment of intangible assets recognised in acquisitions (PPA) for €8 million.

Current operating profit was €534 million, €74 million higher than in 2022.

The operating profit of €524 million was up €64 million versus 2022.

Net financial items were -€97 million versus -€67 million in 2022. This change was mainly due to the increase in the cost of debt.

The share of net profits of joint ventures and associates was €59 million, up €10 million relative to 2022.

Lastly, net profit attributable to the Group came to €316 million, up by €15 million versus 2022.

Roads (2023 sales: €14.6 billion)

Sales increased 3% versus 2022 (up +6 % like-for-like and at constant exchange rates).

ROADS MAINLAND FRANCE - FRENCH OVERSEAS DEPARTMENTS AND INDIAN OCEAN REGION (2023 SALES: €6 BILLION)

Sales increased 2% versus 2022 (up 2% like-for-like and at constant exchange rates).

In mainland France, 2023 sales were up 1% compared to 2022. Although unfavourable economic conditions impacted the financial health of local authorities, business held up well. The traditionally positive effects of the start of the mid-term election period materialised at the end of the year, later than expected.

In 2023, Colas continued to roll out a range of mobility solutions that are both more innovative and more environmentally-friendly, in compliance with its CSR pledges. For example, there was an increase in the number of projects carried out in the fields of infrastructure decarbonisation, improved ground permeability and reducing the effects of urban heat islands. Vegecol sand-coloured asphalt, made from over 80% plant-based binder, helps reduce the carbon footprint of construction sites; the bio-based asphalt Vegeroad is also a low-carbon product, while Urbalith is a light-coloured permeable surfacing that helps reduce the effects of urban heat islands. Turning to the circular economy, Colas has launched a network of 160 waste recycling platforms, with two new solutions, Valormat and Ecotri, aimed at professionals in the building and civil works and landscaping sectors.

Sales increased 15% like-for-like and at constant exchange rates in the French overseas departments and in the Indian Ocean region.

In the Caribbean-French Guiana zone, there were contrasting market trends in each geography. Activity was stable in Guadeloupe, down slightly in Martinique and still strong in French Guiana, where work is continuing on line A of the Bus Rapid Transit route in Cayenne. On Réunion Island, the core activities of civil works, civil engineering and construction were stable. In Mayotte activity benefited from strong market growth despite difficult local conditions. In Madagascar, business was driven in particular by the major rehabilitation project on the RN6 road. In Mauritius, activity remained stable.

ROADS EUROPE, MIDDLE EAST, AFRICA (EMEA) (2023 SALES: €3.5 BILLION)

Sales increased 8% versus 2022 (up 8% like-for-like and at constant exchange rates).

- UK and Ireland: activity was driven by infrastructure investments in the UK and robust momentum in Ireland.
- Western Europe: in Belgium, work on the Liège tram line continued while activity in Switzerland declined.
- Northern Europe: in Finland, activity was generally robust and the smooth integration of Destia contributed to a good overall performance. In Denmark, activity was driven by the national infrastructure plan. Iceland saw activity contract.
- Central Europe: activity continued to be impacted by the consequences of the conflict in Ukraine, with high inflation, high interest rates and commodity and energy prices stabilising at high levels. In Hungary, activity remained buoyant, with diversification towards private customers. In the Czech Republic, construction of the test track for the BMW Mobility Centre continued.
- North, Central and Western Africa (MACAO) zone: activity remained buoyant in Morocco, was up in Gabon but down sharply in West Africa.
- Middle East (where subsidiaries are equity-consolidated) and Southern and Eastern Africa (MESEA) zone: activity increased sharply in the United Arab Emirates and was trending upwards in South Africa.
- Latin America: the roads subsidiary Asfalcura and its bitumen trading subsidiary Oil Malal saw activity contract in Chile.

Finally, Continental Bitumen Ltd is responsible for securing bitumen supplies and developing a bitumen distribution and trading business in France, the French overseas departments and territories and in the EMEA zone. The logistical resources needed for this activity are currently being ramped up, notably with the entry into service of two asphalt carrier cargo ships in 2023, each with a capacity of 20,000 tonnes, and for 2024, a 25,000-tonne bitumen storage depot in the UK.

ROADS CANADA (2023 SALES: €2.3 BILLION)

Sales were stable versus 2022 (up 5% like-for-like and at constant exchange rates).

Against a backdrop of rising interest rates and high inflation at the start of the year, the road-building activity remained buoyant in Ontario and held up well in the western provinces (British Columbia, Alberta) and Quebec. McAsphalt’s bitumen distribution business performed particularly well in western Canada. Work continued on the contract to design, build and finance the extension of the Light Rail Transit (LRT) Valley Line West in Edmonton, Alberta.

ROADS US (2023 SALES: €2.2 BILLION)

Sales increased 2% versus 2022 (up 13 % like-for-like and at constant exchange rates).

In an economic climate impacted by inflation in the first half of the year, activity was favourable, particularly on the East Coast. Industrial activities were stable for aggregates, down slightly for asphalt and performing well for bitumen. Some non-strategic assets were sold.

ROADS ASIA-PACIFIC (2023 SALES: €0.4 BILLION)

Sales increased 2% versus 2022 (up 8% like-for-like and at constant exchange rates).

In **Asia**, Tipco Asphalt, the equity-consolidated subsidiary that focuses on the production, distribution and sale of bitumen products, posted satisfactory levels of activity overall, with stable markets in Thailand and the Philippines and growth in Vietnam and Indonesia. Work by the subsidiary TWS on building runway 3 at Bangkok international airport continued. In India, the Hincol subsidiary (equity-consolidated) posted stable activity and solid performances.

Oceania: activity was up in Australia (roads, sales of bitumen and emulsions), where the market grew slightly. In New Zealand, activity will benefit from the commissioning of a new asphalt mixing plant. In New Caledonia, the industrial and road-building activities contracted, but the building activity remained stable.

Rail and other activities (2023 sales: €1.4 billion)

Sales in Rail and Other Activities were 6% higher than in 2022 (up 5 % like-for-like and at constant exchange rates).

RAIL

Sales rose 6% to €1.2 billion (up 5% like-for-like and at constant exchange rates), with international markets accounting for over 70% of the total.

Sales increased in **France**. The Major projects arm benefited from the momentum generated by the Grand Paris Express rapid transport link, in particular metro line 15 South (East sector). The metro and tram line business benefited from a number of regional projects. The energy business remained buoyant in terms of electromechanical equipment, while the power-voltage activity continued to expand. In the **United Kingdom,** where the rail market is affected by budget cuts, the subsidiary recorded an upturn in activity thanks to the continuation of the South Rail Systems Alliance contract (CP6), the award of the Old Oak Common contract and the extension of the Birmingham tram line. In **Continental Europe**, business was brisk in Germany, where the integration of Hasselmann, acquired in 2022, proceeded smoothly and there was growth in Italy, stability in the Czech Republic and a decline in Switzerland. In the **Rest of the World**, activity was brisk in the Middle East-Africa zone: in **Egypt**, several lines of the Cairo metro were under construction; in **Morocco** activity was brisk; and in Ivory Coast, work started on line 1 of the Abidjan metro. The project to extend line 3 of the Panama City metro (Panama) began. In **Canada**, activity benefited from the completion of two major urban rail contracts (the Edmonton LRT). In Asia, activity was driven by catenary rehabilitation work on a Singapore LRT line and the start of two major contracts for the Manila Metro in the Philippines.

WATER AND ENERGY TRANSPORT

With no major gas projects in mainland France, the Water & energy transport business posted stable sales of €0.2 billion.

1.2.2.6 Outlook for the construction businesses

The outlook below is based on information known to date.

Bouygues Construction

Bouygues Construction enjoys a number of strengths, such as:

- orders at 31 December 2023 to be executed in 2024 worth €8.2 billion and a mid-term backlog (to be executed between two and five years) worth €6.8 billion at 31 December 2023;
- a healthy balance sheet, backed up by a high net surplus cash of €3.4 billion at 31 December 2023, and
- an ability to export its skills internationally: with 60% of sales generated outside France, Bouygues Construction aims to extend its geographical reach to new, developed markets with high potential.

Bouygues Immobilier

In 2024, Bouygues Immobilier will continue to face a challenging market environment, with little visibility over the timetable for recovery. How the situation develops will depend on a number of factors, such as the trend interest rates, constraints on the sector that affect its appeal to investors and the attitude of local authorities in the run-up to the 2026 local elections.

Colas

In an uncertain economic and geopolitical environment, the Colas group enjoys robust fundamentals. At end-2023, its backlog was 6% higher than at end-2022, at €12.4 billion.

1.2.3 Equans, a world leader in energies and services

Equans is a world leader in energies and services. It provides its customers with tangible, tailor-made and distinctive solutions that address the energy, industrial and digital transitions. Equans is able to support its customers in their efforts to modernise and decarbonise their activities over the long term by providing them with its excellent technical know-how.

Business figures

Equans' backlog (at end-December for each year) includes that of Bouygues Energies & Services, as well as at end-December 2022.

€bn	2023	2022
Backlog	**24.8**	**25.9**

Highlights

ACQUISITIONS - DISPOSALS

- Transfer of the activities of Bouygues Energies & Services to Equans at the start of January 2023
- Creation of Equans Solar&Storage to address customers' needs for large-scale solar and storage solutions
- Sale on 31 December 2023 of the district heating and cooling activities in the United Kingdom

MAJOR CONTRACTS GAINS IN 2023

- Technical architectural packages for the Brussels University Hospital (Belgium)
- Steam production circuit at a waste treatment plant in Zurich (Switzerland)
- Maintenance contract renewal for European Council in Brussels (Belgium)
- 16-MW data centre in Melegnano (Italy)
- 100-MW solar farm in Hultsfred (Sweden))
- Châlons-en-Champagne smart city (France)
- Renovation work on a major boat lift (Belgium)
- HVAC and electrical packages for Argenteuil Hospital (France)
- A complete package for a gigafactory producing batteries (France)
- Electrification/upgrading of rail network section to increase speeds (UK)
- Electrical installation for a 125-MW solar farm (Ohio - United States)
- Modular cooling unit for a battery factory (Kansas, United States)
- HVAC project for a university near Boston (United States)
- 40-MW data centre in Brussels (Belgium)
- Installation of 5,200 streetlamps (Chile)

MAJOR PROJECTS UNDER CONSTRUCTION

- Monaco waste treatment and recycling plant (Monaco)
- 56-MW data centre in Frankfurt (Germany)
- A gigafactory for a car manufacturer (United States)
- Bioreactors for a Samsung factory (Korea)
- Maintenance contract for 19,000 buildings belonging to the UK Ministry of Defence (United Kingdom)
- Maintenance of the Sydney Opera House (Australia)
- Installation of a battery electricity storage site for a local distribution centre (Netherlands)
- Technical package for a large hospital in Ontario (Canada)
- Maintenance and services for Orano, at the Tricastin and Malvési nuclear power plants in France

INNOVATION - CSR

- Completion of worldwide carbon footprint audit and submission of GHG reduction targets to SBTi (Science Based Targets initiative) for certification during 2024
- Continued roll-out of Equans Digital
- Action plan to accelerate the ramp-up of geothermal energy and low-carbon thermal solutions
- Equans and Low Carbon sign a memorandum of understanding to speed up the development of solar photovoltaic and battery energy storage systems projects (BESS)

Key financial figures

The "2022 pro forma" key figures below include Equans and Bouygues Energies & Services, as presented at the Capital Markets day on 23 February 2023. "2022 figures" include Equans for Q4 2022 and Bouygues Energies & Services for the full-year 2022 as it contributed to Bouygues Construction.

€m **(unless otherwise indicated)**	2023	2022 proforma	Change	2022
Sales	**18,761**	**17,683**	**6%**	**7,620**
o/w France	6,461	na	na	2,549
o/w international	12,300	na	na	5,071
Current operating profit/(loss) from activities	**545**	**415**	**130**	**267**
Margin from activities	2.9%	2.3%	+0.6 pt	3.5%
Net profit/(loss) attributable to the Group	**305**	**286**	**19**	**200**

Profile

Equans provides its customers with tangible and distinctive solutions that address the challenges of the energy, industrial and digital transitions.

Being positioned at the crossroads of these three transitions makes Equans' value proposition centred on efficiency, security and decarbonisation for its customers. Equans is their preferred partner to take on these challenges and win.

Bouygues Construction's Bouygues Energies & Services subsidiary was transferred to Equans in January 2023.

With sales of around €18.8 billion and nearly 88,100 highly qualified employees in over 20 countries, Equans is a world leader in energy and services, with a strong geographical presence combined with a high density network and an excellent reputation backed by local, long-standing brands.

Equans' extensive expertise in multi-technical services makes it a leader on key markets such as France, the United Kingdom, Belgium, the Netherlands and Switzerland. Its strong customer focus covers the entire value chain:

- a balanced portfolio of electrical, thermal and digital expertise;
- high-value-added specialities complementing locally-based services.

The six fields of Equans expertise are:

HVAC (heating, ventilation, air conditioning) – indoor environmental engineering and air quality

Equans proposes integrated systems as of the design stage—based on the most highly sophisticated software that calculates flow rates and optimises energy use—and right through to installation, operation and maintenance of its:

- high-performance heating and cooling systems based on latest generation heat pumps;
- air-control systems supplying clean air to buildings of all kinds (including hospitals), ships, transport infrastructure, nuclear activities, clean rooms and dry rooms.

Cooling and fire safety

Equans keeps chilled and frozen products at precisely the right temperatures and provides proven, dependable solutions for industrial warehouses and the conservation of fresh produce.

Equans designs, installs and maintains systems developed on the basis of studies carried out by its specialist engineers and guarantees that they are kept up-to-date with fast-moving changes in standards and regulations.

Construction, maintenance, facility management and energy efficiency

Equans offers construction, hard and soft facility-management services and energy-efficiency solutions tailored to customers' individual needs across the board, with services covering everything from building and occupant services to workspace management.

Information and communication technologies

To help achieve digital transformation, Equans Digital can provide high-performance, innovative and scalable solutions for IT infrastructure and cybersecurity, automation & robotics, hypervision and BIM, by integrating artificial intelligence in particular into its solutions, aimed at improving the global performance of facilities.

Electrical engineering

Equans works throughout the entire electricity value chain, from power stations to transmission and storage of energy in buildings, urban environments, rail, road and maritime transport infrastructure and in factories. Equans, through its electrification solutions, contributes to the decarbonisation of urban environments and businesses via the development of renewable energies, and energy efficiency.

Fluidics, mechanics and robotics

Equans is helping achieve transition to Industry 4.0 by integrating new digital technologies into production lines and logistics systems in sectors like the automotive industry, oil and gas, biopharmaceuticals, electronics, healthcare, food production and new technologies.

Growth strategy and opportunities

Equans stresses excellence and operational performance. Every day, its people focus on meeting the three main priorities of safety, ethics, and cybersecurity. They are highly selective regarding the choice of projects and develop services with high value-added.

Contribute to a low-carbon energy future

To meet the colossal challenge of developing renewable energies (annual growth of 13% by 2030 – IEA net-zero scenario[a]), Equans is seeking to reinforce its position through the entire energy value chain, chiefly by developing renewable-energy infrastructure, working to renew and expand medium and high-voltage networks, specialising in low-carbon mobility, and guiding customers in their choice of heat-pump technology.

Increase the overall performance of projects by optimising use of data and connectivity

In a world where collaboration and use of data have become key factors in performance, Equans is expanding its Equans Digital network to help increase the overall performance of its customers' facilities in terms of energy, technical matters and use.

Take hyper-specialisation to the next level

Equans is reinforcing its position by working alongside businesses in their transition to Industry 4.0 (energy efficiency, smart automation, robotics, mechanics and imagery).

Equans has all the requisite expertise regarding air and fluid handling (clean rooms) to assist in the development of the pharmaceuticals, biotechnology and microelectronics sectors in Europe.

Equans units working for the nuclear industry, in the phases of construction, operation and dismantling, possess the multi-technical expertise consistent with the highest technical and regulatory requirements.

Strengths and assets

Equans is positioned on high-growth markets that will continue growing over the long term in all the countries where it works. This concerns fields such as renewable energies, reinforcement of medium and high-voltage transmission lines, electric charge points, the development of air and land transportation, the roll-out of heat pumps, hydrogen, cleantech, data centres, telecoms coverage and the energy efficiency of buildings.

(a) https://www.iea.org/reports/renewable-electricity

Its main strengths are:

- its 88,100 employees and operations in 20 countries;
- an excellent reputation associated with its long-standing local brand names and its high level technical expertise;
- around 85% of sales from recurring activities[a];
- a high level of customer satisfaction, measured by Nperf[b];
- strong managerial principles based on four pillars: decentralisation and subsidiarity, a single line of decision-making, grassroots-level management and the principle of "Servant Leadership" whereby managers serve their teams.

Market position

Equans is a world leader with proforma sales of €18.8 billion, just behind Vinci Energies and Services (includes Cobra IS) and the US company Quanta.

Business activity in 2023

2023 was the first year in which Equans was fully integrated into the Bouygues group, as well as the year in which Bouygues Construction's Bouygues Energies & Services subsidiary was integrated into Equans. (Bouygues Energies & Services having been transferred to Equans on 4 January 2023).

In February 2023, Equans held a Capital Markets Day to present its 2027 strategy and outlook.

Equans is a leader in energies and services, ideally positioned and committed to helping its customers address the industrial, energy and digital transitions:

- by contributing to the decarbonisation of energy production and transport, optimising uses and maximising energy efficiency;
- optimising the efficiency of production and industrial processes and by participating in the reonshoring of industry;
- by collecting, transporting, protecting, storing and processing data to create value.

Equans is rolling out its strategy with a focus on:

- prioritising a selective approach to contracts in order to focus on profitability;
- the implementation of PERFORM plan, which aims to achieve a current operating profit from activities margin (COPA margin) of 5% in 2027 versus 2.3% in 2022, to convert between 80% and 100% of its current operating profit from activities into cash flow before working capital[c] from 2023, and to improve working capital.

2023 was marked by the disposal of asset-based activities, in line with its strategy of refocusing on asset-light activities. Equans has divested its district heating and cooling network activities in the UK and ATES (Aquifer Thermal Energy Storage) concessions in the Netherlands.

Equans' net surplus cash at the end of 2023 is €981 million, an increase of €800 million versus the end of 2022 (including Bouygues Energies & Services). This very strong improvement is the result of:

- strong cash generation from operations, with in particular an improvement in the change in WCR relating to operating activities,
- the positive impact of the disposals of the asset-based activities.

The conversion rate of COPA into cash flow[c] before Working Capital Requirement was 86%, and therefore within the range (80% to 100%) announced at Capital Markets Day.

Order intake and backlog in line with the selective approach to contracts strategy, providing good visibility on future activity

In 2023, order intake reached €17.4 billion, 61% of which was outside France and 39% in France. 2023 was marked by a very high volume of orders for data centres, solar farms and gigafactories (battery production plants for electric vehicles), mainly in Europe and the United States.

The average margin on new orders improved, reflecting Equans' selective approach to contracts strategy and the first positive actions of the "pricing" component of the "Perform" plan.

At end-2023, the backlog was at the high level of €24.8 billion, versus €25.9 billion at the end of 2022. Activities in France accounted for 33% of this backlog, while international activities for 67%.

The slight fall in the backlog mainly reflects Equans' selective approach to contracts strategy, with the priority given to margins over volumes, a negative exchange rate effect, and the divestment of loss-making activities or the non-renewal of contracts. For example, Equans has chosen to withdraw from most of its new-build business in the UK (Places & Communities division) due to market conditions and the fragility of the supply chain. The solar farm and data centre backlog is up sharply, driven by growing customer demand and Equans' recognised expertise in these fields.

Organic sales growth of 7%

Equans' sales were €18.8 billion in 2023, up 6% versus 2022 (and up 7% like-for-like and at constant exchange rates versus the 2022 proforma sales posted by Equans and Bouygues Energies & Services).

In France, sales totalled €6.5 billion. This represents 34% of total sales. Growth is being driven by the Transport and Smart Building businesses.

At €12.3 billion, international business accounted for 66% of Equans' sales in 2023. The United Kingdom and Belgium were the two main contributors to sales in Europe, accounting for 15% and 12% of total sales respectively, followed by the United States.

The Americas, the Netherlands, Italy and Central Europe were particularly dynamic regions in terms of activity during 2023. In the United Kingdom and Switzerland, business was impacted by the gradual phasing out of certain activities and by changes in the scope of consolidation.

(a) Maintenance, facility management, framework contracts, recurrent work.
(b) NPS:°+56 (Equans France scope in 2023)
(c) Free cash flow before cost of net debt, interest expense on lease obligations and income taxes paid.

Sharp improvement in operating performances

Equans' current operating profit from activities (COPA) came to €545 million, versus a proforma 2022 figure of €415 million, equating to an increase of 31%. The margin from activities was 2.9%, up on the proforma 2022 figure of 2.3%. The margin from activities is therefore at the upper end of the 2.5%-3% range announced for 2023 at the Capital Markets Day in February 2023.

This increase reflects the initial effects of the Perform plan, thanks especially to the reduction in the number of loss-making branches, the roll-out of the purchasing strategy (centralised purchasing and management by purchasing category), and the effects of the pricing and selective approach to contracts strategies.

Non-current charges amounted to €81 million in 2023 and included the costs of integrating Bouygues Energies & Services into Equans, the costs incurred in disposing of the asset-based activities, and the Management Incentive Package (MIP) set up for Equans managers.

Net profit attributable to the Group came to €305 million, versus €286 million in 2022 (proforma).

Outlook

In 2024, Equans will continue to roll out its strategic plan. It will remain focused on improving performance in a supportive environment by continuing to prioritise margins over volume growth. Equans' 2024 sales will be close to the level in 2023, because they will factor in the impact of growth in its markets as well as the scope effect related to the asset-based activity disposals at end-2023 and the selective approach to contracts strategy.

As a reminder, Equans is aiming for:

- from 2025 onwards, an acceleration in organic sales growth to align with that of market peers.
- In terms of margin:
  - 2025: current operating margin from activities (COPA margin) close to 4%;
  - 2027: current operating margin from activities (COPA margin) of 5%
- A cash conversion rate (current operating profit from activities-to-cash flow[a]) before the Working Capital Requirement of between 80% and 100%

(a) See Glossary in this document.

1.2.4 TF1, a major player in French broadcasting

As France's leading media group, TF1 is present all along the value chain, in linear content creation, streaming[a], and production. Thanks to its unique position in the French TV broadcasting landscape, the TF1 group has a major role to play at a time of radical economic, technological and social change, which is affecting the media segment and society as a whole.

The TF1 group attracts close to 56 million viewers every month and its streaming[b] content reaches an average of 28 million users across France every month. The group has an unrivalled coverage[c], aptly adhering to its new tagline: "TF1, Uniting Our Nation."

Business figures

	2023	2022
Audience share (women under 50 who are purchasing-decision makers)	**34.0%**	**33.6%**
Audience share (individuals aged between 25 and 49)	**30.6%**	**30.5%**

Highlights

MEDIA

- 28 of the best 30 TV audience ratings of 2023 over all age categories, and at least 8 out of the 10 best ratings for each programme genre (French drama, sport, light entertainment, news cinema)
- The best audience rating of the year for all viewer categories: the semi-final match played by the French team at the Rugby World Cup watched by 16.5 million people
- Winding-up of the Salto platform
- Renewal of the DTT frequency for the TF1 TV channel for a period of 10 years
- Airing of the 2023 Rugby World Cup
- Signature of a new three-year industry-level agreement to support creation in broadcast media
- Launch of the TF1+ platform in January 2024, distributed by Bouygues, Orange, Free[d] and SFR[e] and on most connected TVs
- Acquisition of broadcasting rights for the 2025 UEFA Women's Euro and the 2025 Women's Rugby World Cup
- Launch of "Bonjour, La Matinale TF1", a breakfast TV show with Bruce Toussaint in January 2024

PRODUCTION[f]

- Return of TV soap opera *Plus belle la vie* on TF1 and TF1+ in January 2024
- Acquisition of a stake in Felicita Films in October 2023 and acquisition of Digital Banana in November 2023

CSR

- Endorsement of TF1's 2030 decarbonisation targets by SBTi (Science Based Targets initiative)
- Gender parity within Executive Committee achieved
- Newen Studios launches an eco-production charter

GOVERNANCE

- Appointment of Rodolphe Belmer as Chairman and CEO of the TF1 group on 13 February 2023
- Appointment of Didier Casas as a non-voting director by the Board

Key figures

€m **(unless otherwise indicated)**	2023	2022	Change
Sales	**2,297**	**2,508**	**-8%**
Cost of programmes	960	987	-27
Current operating profit/(loss) from activities	**287**	**322**	**-35**
Margin from activities	*12.5%*	*12.8%*	*-0.3 pt*
Net profit/(loss) attributable to the Group	**192**	**176**	**16**

Profile

A major player in French broadcasting, TF1 is the number one private TV group with a strong presence in streaming, content production and distribution. It aims to consolidate this leadership in the coming years by keeping pace with changing viewer behaviour (especially the growing share represented by on-demand viewing).

In 2023, TF1 continued to attract wide TV audiences with a distinctive range of programmes, made up of major franchises, family and serialised shows, coverage of major events and a benchmark news offering.

TF1 distributes its productions in France and abroad, proof of a distinctive expertise in terms of local content and strong brands.

(a) Technique for continuous on-line transmission of multimedia data (live or on demand).
(b) Médiamart by Médiamétrie and TV 4Ecrans 2023.
(c) Indicator published by Médiamétrie, which counts the number of individual viewers who watched a programme for at least 10 seconds over a certain period
(d) On Freebox Pop routers.
(e) From March.
(f) Newen Studios.

TF1 will continue to occupy its unique position with the French as a mainstream broadcaster, a melting pot of French popular culture and a vehicle for quality news accessible to all. This ambition echoes its new corporate slogan: *"TF1, Uniting Our Nation"*.

Growth strategy and opportunities

The TF1 group's aim is to be the go-to benchmark free-to-air provider of family entertainment and quality news in France.

This ambition is divided into three strategic priority areas.

Consolidate its leadership in the linear advertising market, thanks to a premium content offering and a differentiated reach

The TF1 group is committed to offering the **best unencrypted, family, events and series entertainment**, as well as **rigorous and fact-checked** news, capable of attracting all types of audiences and generating unrivalled co-viewing.

Through its **multi-channel strategy**, the TF1 group is able to combine an ambitious offering of regular and popular shows on the TF1 TV channel with a range of complementary and distinctive programming on its DTT channels in order to appeal to all audiences.

The TF1 group's aim is to increase its audience share in the most sought-after advertising targets by advertisers.

Its lead over its main rivals in television and other media (differentiated reach) will continue to be supported by major investment in programming, particularly in prime time shows and TV series.

The TF1 group will also strengthen its leadership in linear television across **all audience categories** for symbolic, societal and economic reasons, for example by innovating in the breakfast and midday slots with dedicated programming, along the lines of the launch of *Bonjour! La Matinale TF1* or *Plus belle la vie: Encore plus belle*.

Become France's leading free streaming platform by leveraging the power of its editorial line and maximising the value of its digital inventory by strengthening its data strategy.

The launch of TF1+ marks an **acceleration** in the shift of the TF1 group's model and strengthens its position in the digital video market, with a **unique value proposition** for both French viewers and advertisers.

To appeal to all audiences, TF1+ provides its users with a **rich and diverse offering of over 15,000 hours of entertainment and news content**, available at any time.

TF1+ is available and visible on all connected devices where long format content is consumed, on four screens (TV, computer, smartphone and tablet), on ISP routers and on almost all Smart TV's.

The platform offers an **experience that is as close as possible to consumers' expectations**, with ergonomics designed for simple, intuitive browsing, greater editorial control over content and personalised recommendations. TF1+ offers brand new features with major innovations: "TOP CHRONO" for personalised short format updates, "SYNCHRO" to facilitate co-viewing when streaming, and "TOP INFO", for in-depth coverage of the day's main news in a short format.

Establish Newen Studios as a benchmark European production company with French roots

Newen Studios is a major player in TV and cinema production and distribution in Europe, bringing together over 50 production companies and creative labels in France and abroad.

Newen Studios has established itself as one of France's leading producers of **drama and documentaries**, with unique expertise in **daily soaps**.

In the next few years, Newen Studios will focus on leveraging its talents and brands to develop new growth-generating projects for all its clients (public broadcasters, private media groups and digital platforms).

CSR and Climate Strategy

TF1 has a dual responsibility. Its first responsibility is to society: to use its content and platforms to raise awareness about issues such as harassment, sexism and climate change, to promote inclusion and diversity, and to help maintain high standards in public and democratic debate. Its second responsibility is to its people: to look after their well-being and to provide them with opportunities for growth. TF1's commitments relate to seven main areas:

- reduce the TF1 group's environmental impact
- raise public awareness of the ecological transition through content
- promote more responsible advertising
- promote equality between women and men
- promote diversity, inclusion and social responsibility
- ensure health, safety and well-being at work
- strengthen trust in the media.

On 30 June 2022, TF1 signed a climate contract with Arcom[a], consolidating its environmental action plan.

The TF1 group's decarbonisation targets were certified compatible with limiting the rise in average temperatures to 1.5°C by the SBTI in 2023, with the following objectives: a 42% reduction in direct GHG emissions (scopes 1 and 2) and a 25% reduction in indirect emissions (scope 3) by 2030, based on 2021 as the reference year.

Faced with the urgency of climate change, the News Department has decided to renew its commitment to the 2023 edition of its Climate Roadmap. Among other initiatives, the "Notre planète" (Our Planet) label, created last year to identify environmental stories produced by its editorial teams (TF1, LCI and the TF1 Info platform), is now being rolled out as a 'live digital channel', accessible via linear and on-demand channels. At the same time, TF1 has launched new formats, such as a collection of augmented reality reports broadcast during COP28.

Strengths and assets

The overall offering of TF1 gives it robust assets:

- a unique position in the French broadcasting landscape thanks to its five unencrypted channels (TF1, TMC, TFX, TF1 Séries Films and LCI) and three theme channels (TV Breizh, Ushuaïa and Histoire);

(a) Signed with Arcom. This initiative is part of France's Climate and Resilience Law of 22 August 2021, which aims, in particular, to regulate the marketing of products that have an excessive impact on the climate. In addition to its bans, the law provides for Arcom to promote codes of good conduct or climate contracts, see press release of 21 July 2022.

- content with strong appeal;
- numerous options for viewing video content, from linear content to VOD, providing consumers with a made-to-measure experience that is adapted to their own viewing habits;
- unique exposure opportunities for advertisers across all content consumption spaces;
- recognised expertise in TV content production and distribution with Newen, both in France and worldwide;
- a healthy balance sheet.

Market position

Media segment

TF1 enjoys unequalled coverage in the media landscape: it attracts close to 56 million TV viewers each month and its streaming content reaches an average of 28 million monthly users across France[a].

In a French DTT market comprising 27 unencrypted television channels, the TF1 group boasts a multi-channel offer headed by its flagship market leader TF1 followed by TMC, TFX, TF1 Séries Films and LCI. It remains the most powerful private broadcaster, with an audience share over all categories of 26.9%[b] in 2023.

On the TV advertising market, TF1 competes with state-owned channels, and private groups such as M6 (M6, W9, 6Ter, Gulli), the Canal+ group (Canal+, C8, CStar, Cnews), Altice (BFM TV, RMC Découverte, RMC Story) and NRJ (NRJ12, Chérie 25). The TF1+ streaming platform also faces competition from the catch-up TV platforms of these groups, such as 6play and France.tv. TF1 Pub, the TF1 group's advertising sales house, also operates in the radio advertising market.

Elsewhere, TF1 is in head-to-head competition with the global TV streaming pure players, particularly in the areas of rights acquisition and the sale of advertising space.

Production segment

TF1 boasts a long-standing presence in TV content mainly through the sale of rights catalogues and the production of films.

Faced with sector consolidation around players such as Banijay, ITV Studios and Mediawan, TF1 acquired the production and distribution company Newen Studios, which has been wholly-owned since July 2018. Now a leading European player, Newen Studios currently operates in 11 countries with a multi-genre offering that includes drama, series, animation and documentaries.

Business activity in 2023

Over the course of 2023, TF1 confirmed its market leadership and financial strength.

2023 results

A high current operating margin from activities in a volatile economic climate

The TF1 group's consolidated sales for 2023 were €2,297 million, down 7% on 2022 on a like-for-like basis.

- Media sector sales came to €1,967 million in 2023, down 2% like-for-like on 2022.
- Newen Studios posted sales of €329 million in 2023, down 23% on 2022.

Current operating profit from activities (COPA) was €287 million, down 11% year-on-year. The current operating margin from activities was 12.5%, close to the level in 2022 (-0.3 pts) and in line with the targets announced at the time of the 2022 annual results presentation.

Operating profit totalled €253 million and included €30 million of net non-current charges related primarily to the optimisation of the TF1 group's property portfolio and the strengthening of the ongoing jobs and career management agreement (GEPP) to support the group's digital acceleration goals. The non-current charges are also related to the roll-out of an optimisation plan aimed at gradually achieving over €40 million in operational cost savings from 2025 onwards, of which €10-15 million will be reinvested in the digital acceleration plan[c].

Net profit, Group share came to €192 million, up 9.0% compared with 2022, thanks in particular to the discontinuation of Salto.

Results by business activity

Media

Media sector sales came to €1,967.3 million in 2023, down 2% like-for-like compared with 2022.

Media advertising revenues came to €1,606 million, down 2% like-for-like compared with 2022. After a first half in which the inflationary macro-economic context impacted ad spend in most sectors, the second half was up on 2022, reflecting the return of ad spend from certain sectors (food, automotive, etc.), and was also boosted by the broadcasting of the Rugby World Cup in September and October.

Within Media advertising revenue, MYTF1 continued to grow year-on-year. International sales were €105 million, up 16% year-on-year.

Media sales excluding advertising totalled €361 million, down 1% like-for-like.

Programming costs came to €960 million, down by €27 million year-on-year, as the TF1 group showed strong discipline in the first half faced with a contracting advertising market. This performance demonstrates the group's ability to keep a tight rein on investment, while maintaining a compelling range of programmes and events (Rugby World Cup) and increasing its audience share and the ratings lead over its main challenger (+12.1 pts in the target audience group of women under 50 who are purchasing-decision makers).

Newen Studios

Newen Studios generated sales of €329 million in 2023, down 23% on 2022.

On the back of current operating profit from activities of €31 million, Newen Studios' margin was 9.5% in 2023, but 14.2% in the fourth quarter, only 0.1 pts down on 2022.

A healthy financial situation

Shareholders' equity, group share stood at €1,953 million at end-2023 out of total assets of €3,658 million.

Free cash flow before Working Capital Requirement stood at €178 million, confirming the group's ability to convert its results into cash. Free cash flow after Working Capital Requirement for the TF1 group was €313 million, up €186 million on 2022.

The group had net surplus cash of €505 million at end-2023, compared with net surplus cash of €326 million at end-2022.

(a) Reach indicator published by Médiamétrie (number of individual viewers who have watched a programme for at least 10 seconds).
(b) Médiamat by Médiamétrie (2023 annual average). Individuals aged 4 and above.
(c) Reinvestment mainly in tech and in human resources.

Commercial activity in 2023

Strength in linear television confirmed

TF1 remained the most powerful group in linear television in 2023. The group posted a total audience share of 34.0% (+0.4 points year-on-year) among women under 50 who are purchasing decision-makers and of 30.6% (+0.1 points) in the 25-49 age group.

The TF1 TV channel confirmed its leadership position in mainstream television and its unique ability to attract all audiences across all programme categories. It recorded 28 of the 30 highest ratings of 2023 and at least 8 of the 10 highest ratings for each of the programme genres (French drama, sport, light entertainment, news and cinema).

In 2023, TF1's sport coverage did particularly well, with excellent viewing figures for the Rugby World Cup, in particular attracting 16.5 million viewers for the quarter final match. That was the year's biggest TV audience, all programmes and channels combined. TF1 also retained a strong position in local and premium content such as French drama (*HIP, Panda, Master Crimes*), entertainment (*Koh-Lanta*), a market-leading news offering and a strong cinema offering (*Spoilt Brats*).

The DTT channels (TMC, TFX, TF1 Séries Films, LCI) strengthened their unique, premium positioning. TMC confirmed its position as DTT leader with a 3. 1% share of viewers aged 4 and over, its best performance in four years, thanks in particular to the good ratings for *Quotidien*, which continues to be the most popular TV show on DTT on the back of a record year with two million viewers on average each evening. TFX confirmed its position as the third-ranked DTT channel on its core target audience, thanks to a popular range of films in the evenings and strong performances among its core target group of women under 50 who are purchasing decision-makers, with an audience share of 3.4%. In 2023, TF1 Séries Films continued to perform well thanks to an audience share of 2.4% amongst its core audience of women under 50 who are purchasing-decision makers. Lastly, in 2023, a year marked by a high level of domestic and international news, LCI was the third-ranked news channel, with an audience share of 2% in the viewers aged over 4 demographic (+0.3 points versus 2022), making it the fastest-growing news channel in 2023.

Strong growth in digital

In 2023, the TF1 group made robust efforts to keep pace with its viewers as their consumption patterns evolved.

The MYTF1 streaming platform performed very well, laying a solid foundation for the new TF1+ platform. In the course of 2023, MYTF1 attracted an average of 27.7 million streamers each month, and recorded 1.05 billion hours watched, an increase of 8% compared with 2022. Streaming accounts for almost 30% of the total consumption of certain major shows, such as *Ici Tout Commence* and *Star Academy*.

A year of building for the production business

The decline in Newen Studios' activity in 2023 was due to an unfavourable basis for comparison due to:

- the end of the TV series *Plus belle la Vie* on France Télévisions at end-2022 and of sales to Salto;
- the delivery of flagship shows such as Liaison (for Apple TV) and Marie-Antoinette (for Canal+) in Q3 2022.

In addition, the first nine months of the year were impacted by weak demand from traditional broadcasters due to a shrinking advertising market in Europe, and a slowdown in investment by international streaming platforms.

Newen Studios began to recover in the fourth quarter, with deliveries of the productions *To Cook a Bear*, *Nos Vemos en Otra Vida* and *Nemes* to Disney+.

Outlook

The TF1 group's ambition is to establish itself as the go-to free-to-air destination for quality televisual news and family entertainment in France.

The TF1 group's strategic priorities are as follows:

- in linear television, to consolidate its leadership in the advertising market, thanks to a premium content offering and a differentiated reach;
- in digital media, become the leading free streaming service in France by leveraging its powerful editorial line and maximising the value of its digital inventories through a strengthened data strategy;
- in TV production, to establish Newen Studios as one of the benchmark players in Europe with strong French roots.

For the Media segment, 2024 will be a key year in the TF1 group's transformation.

On the editorial front, strong brands such as *Koh-Lanta* and *Danse avec les Stars*, as well as TV series with strong linear and non-linear potential, will return to the TV channels. The year will be marked by the broadcasting of the UEFA EURO 2024 tournament, which will provide advertisers with premium inventories. The TF1 group will strive to develop its audiences across all target groups with dedicated programming, such as with the launch of the breakfast TV show *Bonjour! La Matinale.*

On the digital front, on 8 January 2024 the TF1 group launched its new free streaming platform TF1+, which offers users a rich and diverse range of over 15,000 hours of content, mainly from linear TV, and pioneering innovations such as TOP INFO and SYNCHRO[a] to make co-viewing easier. TF1+ is accessible on all connected devices where long-format content is consumed[b]. It has got off to a very promising start on the back of high use and viewing figures. The group will continue to invest in data and advertising technologies (ad tech) to offer the best possible experience to viewers and the best services to advertisers.

In the production arm, Newen Studios will be able to build on its solid track record in 2024 to deliver prestigious productions such as the second season of *Marie-Antoinette* for Canal+. Following on from the launch of the TV series *Plus belle la vie: Encore plus belle* on TF1, TFX and TF1+, Newen Studios will continue to boost synergies with the Media segment.

The TF1 group's outlook for 2024 is the following:

- Keep growing digital by leveraging the promising launch of the TF1+ platform;
- Maintain a current operating margin from activities close to the 2023 level;
- Continue to generate solid cash flow, enabling the TF1 group to aim for a growing dividend policy over the next few years.

(a) From the second quarter of 2024.

(b) Either by downloading the app or on the routers of ISPs and on nearly all Smart TVs.

1.2.5 Bouygues Telecom: harnessing digital technology to bring people closer together

Bouygues Telecom is a major player in the French telecommunications market, harnessing the very best technology to bring people closer together for over 25 years. It provides high-quality networks, products and services tailored to the needs of its 15.5 million plan mobile customers (excluding MtoM) and 4.9 million fixed customers.

Business figures

in millions	2023	2022
Fixed customers	**4.9**	**4.7**
Mobile plan customers (excl. MtoM)	**15.5**	**15.2**

Highlights

ACQUISITIONS - PARTNERSHIPS

- Acquisition of Alleo, a systems integrator[a] specialising in one-stop-shop communications services and cybersecurity.
- Signature of a partnership with Alten and Siemens France to promote and roll out B2B 5G services.
- Acquisition of C2S, a company owned by Bouygues, in order to enhance the services offered by Bouygues Telecom Entreprises.

OFFERS - PRODUCTS

- Launch of the Bflex-Webex solution, developed for SMEs and intermediate-size businesses, in cooperation with Cisco[b].
- Launch of the Box pro Evolutive router, exclusively for B2B customers, which includes fibre, WiFi 6 and pre-configured telephony equipment.
- Launch of the "under 26" offer specially designed for young people and consisting of a 4G or 5G router with unlimited internet and no minimum term.
- New mobile plan range which includes 5G in all its contracts and an additional 5GB for €5/month to cover all the family's needs[c]

NETWORKS

- Bouygues Telecom ranked No.2 mobile operator for quality of service for the tenth year running and joint No.1 operator for mobile internet in densely populated areas[d].
- No. 1 for WiFi performance for the fifth year running and No. 1 for fixed internet, across all technologies, for the second year running[e].
- Gradual roll-out of XGS-PON fibre technology for an experience that is four times faster at up to 8Gbit/s[f].

INNOVATION - CSR

- Introduction of the latest 5G router, made from 95% recycled plastic and designed to be easily refurbished or reused.
- Awarding of EcoVadis Gold Medal with a score of 77/100, which places Bouygues Telecom in the top 5% of companies assessed.
- New remote controls manufactured from used ones, in collaboration with Ruwido. Bouygues Telecom becomes a pioneer in closed-circuit recycling.
- Launch of an "eco-portal" platform that offers a wide range of features to help companies with their CSR initiatives.
- Bouygues Telecom obtains a score of 98/100 in the Gender Equality Index for 2023[g].

Key figures

€m **(unless otherwise indicated)**	2023	2022	Change
Sales	**7,727**	**7,532**	**3%**
EBITDA after Leases	1,969	1,773	196
EBITDA after Leases margin	*32.9%*	*30.8%*	*+2.1 pt*
Current operating profit/(loss) from activities	**798**	**694**	**104**
Net profit/(loss) attributable to the Group	**457**	**485**	**-28**

See definitions of EBITDA after Leases and of EBITDA after Leases margin in the Glossary.

(a) A company that ensures nationwide installation, roll-out and supervision of its solutions.

(b) This solution integrates fixed and mobile telephony services and a host of collaborative features in one single app.

(c) Valid with a subscription to a Bouygues Telecom Bbox offer or a mobile plan.

(d) Arcep survey (the French telecoms regulator), October 2023.

(e) Wifi survey of internet connections in mainland France and survey of fixed internet connections in mainland France, nPerf 2023, January 2024.

(f) Technology initially over available in Paris.

(g) Calculated on the basis of: (i) the pay gap between women and men (40 pts), (ii) the gender pay gap in individual pay increases excluding promotions (20 pts), (iii) the percentage of female employees receiving a pay rise upon their return from maternity leaven (15 pts) and the number of employees of the under-represented sex among the 10 employees with the highest salaries (10 pts).

Profile

Growth strategy and opportunities

Bouygues Telecom works hard every day to bring all its customers the latest generation of products and services and to meet their expectations and new consumption patterns whether in B2C or B2B. To achieve this, it draws on:

- the excellent quality of its mobile and fixed networks;
- its high-performance, competitive services; and
- its ability to offer a simple, seamless experience that is closer to its customer.

Its strong brand identity "*On est fait pour être ensemble*" (We are made to be together) and the unwavering dedication of its 10,500 employees also contribute to the success of the strategy.

Leveraging these strengths, Bouygues Telecom now wants to ramp up growth on a French market being driven by the two major technological breakthroughs of FTTH and 5G.

Its "Ambition 2026" strategic plan, unveiled at the beginning of 2021, focuses on the following three priorities:

Become the number 2 in mobile as recognised by customers

Bouygues Telecom is the third ranked mobile operator in France in terms of market share. Its aim is to consolidate its position as the No.2 mobile operator[a] for the quality of its network and to quadruple its capacity by 2026, thereby becoming the second-ranked mobile operator in the French market as recognised by its customers.

Its priority is maintaining the excellent quality of its 4G network and continuing the roll-out of its 5G network. At the end of 2023, Bouygues Telecom covered 99% of the French population with 4G and more than 3 out of 4 inhabitants with 5G.

The long-term partnership signed with Crédit Mutuel also provides the benefits of the latter's complementary network of 4,500 local bank branches which distribute the mobile and fixed products and services of Bouygues Telecom. This shores up the operator's network of 519 stores.

Gain around three million FTTH customers

The sharp increase in demand for fibre, both from retail and business customers on the French market, opens up new opportunities for market share gains. With this in mind, Bouygues Telecom is now aiming for an additional three million FTTH customers by the end of 2026 versus end-2020.

Bouygues Telecom is steadily rolling out fibre. In February 2024, it reached its target of 35 million FTTH premises marketed by end-2026, almost three years ahead of schedule.

To achieve this goal, it leverages its direct investments and partnerships. Help comes from the agreement with Cityfast in half of France's very dense areas, in addition to its own investment. In the medium-dense and PIN (Public initiative network) zones, it capitalises on its partnership with Vauban Infrastructure Partners and on agreements signed with local operators.

Double the market share in fixed B2B and become a Wholesale Fixed player

As the third ranked operator in the B2B market, Bouygues Telecom wants to ramp up its growth, particularly in fixed. The aim is to increase its share of the fixed B2B market by five points. To achieve this, it will:

- consolidate its position as a benchmark in B2B customer relations;
- leverage its multi-channel distribution network, which is considerably stronger since the acquisition of Keyyo and OnCloud[b], and the signing of the long-term distribution agreement with the Crédit Mutuel-CIC banking group, whose network has a strong SME customer base, and
- monetise its FTTO and FTTA[c] infrastructure.

As a top-notch B2B player, Bouygues Telecom draws on strategic partnerships to offer enhanced connectivity products and services. In 2023, it joined forces with Alten and Siemens France to support industrial customers with their digitisation and the integration of 5G solutions.

In addition, Bouygues Telecom is expanding its fixed wholesale offer by capitalising on its expertise and leadership in mobile wholesale and on the rapid roll-out of its FTTO and FTTA infrastructure. It currently has more than 100 customers in this segment, including major French and international operators.

Climate strategy

Bouygues Telecom has pursued a responsible environmental policy for the last 20 years in order to reduce the impact of its activities on the environment. As early as 2004, it set up a collection service for the recycling of handsets. In 2007, Bouygues Telecom included scope 3 emissions (indirect CO_2 emissions) into its carbon footprint before this became a legal requirement. In 2011, it was also the first French operator to provide a mobile handset refurbishing service and, in 2019, to offer a rapid-repair service.

Against a backdrop of strong growth in customer usage and in order to minimise their environmental impact, at the end of 2020 Bouygues Telecom defined its 2030 greenhouse gas emission reduction targets for scopes 1, 2 and 3, together with an action plan. Its short-term targets have been endorsed by SBTi (Science Based Target Initiative). It is committed to reducing its greenhouse gas (GHG) emissions from scopes 1 and 2 by 29.4% by 2027, and emissions from scope 3 by 17.5%, versus 2021. Since 2022 and until at least 2024, 100% of its electricity purchases come from renewable energies, including a proportion supplied directly through an initial wind-power renewable electricity contract (PPA[d]) with the EDF group.

Action plan

In order to meet these ambitious targets, Bouygues Telecom has increased its efforts under the banner "Working together to ensure digital technology is good for the planet". This entails introducing specific measures to ensure better performing and lower-carbon installations, more sustainable products and services and more environmentally-responsible usage.

- **Make its infrastructure more energy-efficient and less carbon-intensive**

To optimise its energy use, Bouygues Telecom has introduced energy management and efficiency measures for its mobile network, data centres and offices. In 2012, its main data centre became the second in the world to receive ISO 50001 certification for its energy management system.

(a) Arcep survey (the French telecoms regulator), October 2023.
(b) Formerly Nerim.
(c) FTTO: Fibre-To-The-Office: FTTA Fibre-To-The-Antenna.
(d) Power Purchase Agreement.

Bouygues Telecom rolls out software solutions to reduce energy use. This is achieved by putting certain equipment on standby when it is less busy at night, or in certain geographical areas when traffic is sufficiently low.

It has also put in place a process to extend the lifespan of equipment as much as possible and to improve its value at the end of its useful life, in particular through a policy of right of first refusal on telecoms equipment and data centres that are no longer used at their original site. When it has to dismantle sites, it first carries out a detailed analysis of the equipment concerned in order to prioritise its re-use. This equipment can either be resold after reconditioning or recycled. In 2023, Bouygues Telecom pre-empted nearly 83,000 items of equipment in this way for re-use on its network.

- **For more sustainable products and services**

Bouygues Telecom promotes the circular economy through several initiatives. Its "Sustainable Smartphone Solutions" programme helps to make customers and prospects more aware about how they can extend the lifespan of their smartphones by recycling, returning, reconditioning or repairing them.

It is also pursuing its commitment to eco-designing its fixed devices. After the 4K HDR TV decoder and the Bbox Wifi 6 router[a] in 2022, Bouygues Telecom launched a new 5G router in 2023 made from 95% halogen-free recycled plastic in order to improve its recycling.

Since September 2023, it has been producing new remote controls in collaboration with Ruwido, using recycled plastic from the cases of its own used remote controls, without adding any new plastic. Since the beginning of 2024, Bouygues Telecom applied this procedure to all of its TV decoder remote controls.

- **More responsible use**

Bouygues Telecom continues to make customers aware of the environmental impact of their digital behaviour.

Since March 2023, Bouygues Telecom Entreprises has provided its B2B customers with a new "Eco portal". Aimed at those in charge of smartphones, CSR managers and employees, this customisable platform offers a wide range of features to help companies with their CSR initiatives. In particular, the solution can be used to track the carbon impact of digital technology, provide personalised content and offer conferences and qualification-based training courses.

For B2C customers, the "Mon empreinte smartphone" (My smartphone footprint) app, for example, encourages more responsible use by calculating the carbon footprint of each user. This app, which is open to everyone and free of charge, also offers tips to help optimise use and reduce CO_2 emissions.

Strengths and assets

Competitively-priced, high-quality offers

Bouygues Telecom pursues a value for money strategy in order to gain new customers with high-quality, competitively-priced offers.

In mobile, it offers comprehensive, high-performance products tailored to the needs of its customers: Bouygues Telecom plans, with dedicated services to simplify day-to-day life, and B&You plans, which are fully on-line, cost less and have no minimum term.

In fixed, Bouygues Telecom provides high-quality fibre routers at competitive prices, with guaranteed Internet access from the moment you sign up and high-quality WiFi coverage throughout the home.

In the B2B segment, in addition to mobile and fixed offers, Bouygues Telecom markets an extensive range of security, digital and cloud products and services, both for large corporate accounts and SMEs and intermediate-size businesses.

Excellent quality mobile and fixed networks

The high-quality nationwide coverage of the Bouygues Telecom 4G and 5G networks gives the company a long-term competitive advantage, enabling it to stand out in an extremely competitive market. Following the 5G auction in France, it acquired a 70 MHz block of frequencies in the 3.5 GHz band. It was thus able to double its portfolio of frequencies and now possesses nearly a quarter of the available spectrum in France. The operator's expertise in network infrastructure enables it to aggregate its frequency bands to offer even faster speeds and improved quality of service.

In 2023, for the tenth consecutive year, the French telecoms regulator Arcep ranked Bouygues Telecom's mobile network as the second best in mainland France and joint first for mobile internet in densely populated areas for the first ever time[b].

In the fixed segment, Bouygues Telecom was ranked number 1 for WiFi performance for the fifth time in a row, and also became number 1 for fixed Internet performance, across all technologies, for the second time[c].

Market position[d]

Bouygues Telecom only operates in mainland France.

- In the French mobile market, which had 80.8 million SIMs excluding MtoM at the end of 2023, Bouygues Telecom is in third place with 15.7 million customers. This puts it behind Orange and SFR group, but ahead of Free Mobile and the MVNOs[e]. Bouygues Telecom had a 19.5% share of the mobile market at end-2023, 0.1 points higher than at end-2022.
- In a French fixed broadband market with 32.3 million customers at end-2023, Bouygues Telecom ranked fourth with 4.9 million customers. Bouygues Telecom had a 15.2% share of the mobile market at end-2023, 0.6 points higher than at end-2022. Its share of the superfast market was 16.4% at end-2023, an increase of 0.5 points year-on-year.

Business activity in 2023

2023 saw Bouygues Telecom successfully pursue its strategy in the mobile and fixed segments. The pace of growth picked up and the commercial and financial performances were solid, in line with the "Ambition 2026" strategic plan. Bouygues Telecom demonstrated once again its ability to maintain network quality for the benefit of its customers amid a sharp increase in demand for digital services.

(a) The first internet modem on the French market to be certified "Green Product Mark" by TÜV Rheinland.
(b) Arcep survey (the French telecoms regulator), October 2023.
(c) Wifi survey of internet connections in mainland France and survey of fixed internet connections in mainland France, nPerf 2023, January 2024.
(d) Most recent Arcep data on 09/02/2024 for the mobile market and on 14/03/2024 for the fixed market. Mobile market refers to Mainland France. Fixed broadband market (fixed broadband and superfast broadband) refers to Mainland France and the French overseas departments. Superfast: subscriptions with peak downstream speeds higher or equal to 30 Mbit/s. (Arcep definition).
(e) Mobile Virtual Network Operators.

Commercial activity

The French mobile[a] and fixed broadband market[b]

In 2023, the French market remained competitive, albeit less so than in the past. In particular, promotional pressure eased in both the mobile and fixed segments. In the fixed segment, after a very dynamic period linked to the widespread adoption of teleworking and changes in user behaviour, the FTTH segment returned to more normal growth levels. In both fixed and mobile, the interest in superfast services was confirmed, as shown by the growing demand from customers for high network quality and more generous data packages.

In 2023, the mainland French mobile phone market totalled 80.1 million SIM cards, excluding MtoM[c]. The market continued to expand, growing by 0.9% versus 2022, thanks to a 1.6% increase in the number of plan customers. The pre-paid market contracted by a further 5.8% versus end-2022.

The number of broadband and superfast subscribers in the French fixed market reached 32.3 million at end-2023, representing net growth of 326,000 subscribers year-on-year (up 1.0%), driven by the sharp acceleration in the number of superfast subscribers, which rose by 12.5%.

Bouygues Telecom's commercial results in the mobile market

MOBILE SERVICES

Bouygues Telecom offers a full range of high-quality services that address the needs of its customers.

It markets Bouygues Telecom plans with or without a smartphone, available on-line and in its 519 stores. Since October 2023, all Bouygues Telecom plans[d] include the faster, smoother 5G so that as many customers as possible can benefit from its high-quality 5G network. In addition, to protect its customers, all plans still include the Premium Smartphone Security solution, in partnership with Norton[e].

Bouygues Telecom also markets its B&You plans, with no handset and no minimum term, available only on-line, as well as a B&You 5G plan and a 5G option for subscribers to B&You 4G plans.

Bouygues Telecom offers a choice of around eighty 5G-compatible handsets.

4G AND 5G NETWORK ROLL-OUT

Bouygues Telecom continued to extend its mobile coverage across France with the aim of providing a high-performance network that is accessible to all. In 2023, Arcep ranked Bouygues Telecom as the second-best mobile network in mainland France for the tenth year running, and for the first time[f] placed it in joint first place for mobile internet in densely-populated areas. At end-2023, Bouygues Telecom covered over 99% of the population with 4G, with more than 26,600 mobile sites. It is the second largest operator in terms of the number of 5G sites, according to the French Agency for Frequencies Management, and provides nationwide coverage with around 12,200 technically operational sites and covers all major towns and cities of over 100,000 inhabitants in mainland France.

In 2023, Bouygues Telecom was the first operator in France to launch a hybrid 5G Private Network offer for businesses, based on Bouygues Telecom's 5G network core and frequencies. This means that B2B customers can have their own private 5G network without the need for frequencies or a mobile network core, and therefore at a much lower cost. It is also marketing 5G private network solutions thanks to the strategic partnership signed in 2022 with Ericsson.

Bouygues Telecom also continued to develop new applications for 5G and listened to customer feedback with a view to possible future innovations. In 2023, it teamed up with Alten and Siemens France to develop 5G services for industry in order to accelerate the digital transition. It also remained committed to the 5G Open Road consortium, launched in 2022 to explore innovative solutions for urban mobility. This programme aims at developing connected and automated mobility services to improve road safety and traffic flow in urban areas.

COMMERCIAL PERFORMANCE

Bouygues Telecom's mobile customer base grew by 996,000 year-on-year to reach 23.5 million customers at end-December 2023. Excluding MtoM, the number of mobile plan subscribers increased by over 287,000 year-on-year, giving a total of 15.5 million at end-2023.

Bouygues Telecom's commercial results in the fixed broadband market

FIXED BROADBAND OFFERS

Bouygues Telecom's three fibre offers each target specific customer needs and offer the best Wifi and the best fixed Internet on the market[g]:

- a 2P offer with "Bbox Fit";
- a complete 3P "Internet + TV + Phone" offer at an attractive price with "Bbox Must"; and its new Bbox Wifi 6[h] router and 4K TV decoder for optimal performance;
- "Bbox Ultym", for the best internet access throughout the house thanks to the power of fibre combined with the Bbox Wifi 6 router and 4K HDR television.

Bouygues Telecom also offers triple-play "Bbox Smart TV" offers, which, instead of a physical TV decoder, use the "B.TV+" application, which is embedded in a Samsung smart TV or video projector.

Finally, for those who do not have fibre to the home, Bouygues Telecom offers a "4G box" and a "5G box" for superfast and high-quality Internet access thanks to excellent Wifi performance.

ROLL-OUT OF FIBRE NETWORKS

Bouygues Telecom is ramping up the expansion of its fixed infrastructure to ensure that as many homes as possible have access to its competitive offers.

In the superfast segment, Bouygues Telecom signed co-investment and partnership agreements that secured a total of over 41 million FTTH premises at end-December 2023. At end-2023, nearly 34.5 million premises had been marketed in over 28,000 municipalities in every part of France.

(a) Data published by Arcep (the French telecoms regulator) for the "Mainland France" scope on 09/02/2024.
(b) Includes broadband and superfast subscriptions. Data published by Arcep (the French telecoms regulator) on 14/03/2024.
(c) Machine To Machine (see Glossary in this document).
(d) Progressive roll-out of the 5G network (3.5 GHz and 2.1 GHz), mainly in urban areas, with 5G-compatible handsets and services.
(e) Norton service included free of charge for 24 months from the date of subscription to a Bouygues Telecom plan with a 12 or 24 month minimum term, then cancelled automatically.
(f) Arcep survey, October 2023.
(g) Bouygues Telecom was ranked no. 1 operator for WiFi performance for the 5th time in a row and for fixed Internet performance for the 2nd time in a row, according to the nPerf 2023 surveys for WiFi and fixed Internet connections in mainland France - January 2024.
(h) The first French router to be eco-designed and certified Green Product Mark by TÜV Rheinland.

Bouygues Telecom also successfully pursued infrastructure investments that have allowed it to reduce the cost of accessing the network and accelerate the fibre roll-out:

- Project Saint-Malo, signed with Cellnex in February 2020, related to the roll-out of a nationwide optical fibre infrastructure (FTTA and FTTO);
- Project SDAIF, signed in 2020 with Vauban Infrastructure Partners, relating to the co-financing of an FTTH network over a large part of the Medium-Dense Areas (zone covered by Orange); and
- Project SDFAST, signed with Vauban Infra Fibre in 2022 to co-finance the roll-out of the FTTH network in the Medium-Dense Areas (zone covered by SFR) and in the PIN areas.

COMMERCIAL PERFORMANCE

Bouygues Telecom has performed consistently well in the fixed market, posting a market share of 15.2% at end-2023.

At end-2023, Bouygues Telecom had 4.9 million fixed broadband customers, of which 4.0 million superfast customers who represent over 80% of its customer base. This growth was driven by FTTH, which accounted for 574,000 new customers year-on-year. At end-2023 Bouygues Telecom had 3.6 million FTTH customers. FTTH now represents 73% of Bouygues Telecom's fixed broadband customer base.

Bouygues Telecom's commercial results in the B2B market

Bouygues Telecom ranks third in the B2B market (SMEs, intermediate-size businesses and major accounts) with a base of nearly five million customers, comprised of nearly 100,000 SMEs and more than half of the companies listed on the CAC 40. In the last five years, Bouygues Telecom has won market share in both the mobile and fixed segments, thanks in part to the acquisitions of Keyyo and OnCloud. In 2023, sales to B2B customers grew by more than 9%.

Financial results

Between December 2018 and December 2023, Bouygues Telecom has maintained solid growth. Over this period, total average annual sales growth was 7.7%.

Reported sales for 2023 reached €7.7 billion, 3% higher than 2022. Sales billed to customers rose 5% to €5.9 billion. Bouygues Telecom thereby achieved its 2023 target to increase sales billed to customers. This growth reflects the continued expansion of both the fixed and mobile customer bases, as well as of strength of its ABPUs, particularly in the fixed segment.

Sales from services rose by 4% year-on-year, held back by sales from incoming traffic over the full year. The decrease in sales from incoming traffic reflected lower voice and text usage and lower regulated per unit tariffs. However, this had no impact on EBITDA after Leases as it was offset by symmetric costs related to outgoing traffic.

Mobile ABPU stood at €19.7 per month per customer, stable year-on-year. Fixed annual ABPU was €31.4 per month and customer, up €1.9 year-on-year, in a context of strong customer acquisition in FTTH and a steady increase in prices.

EBITDA after Leases came to €1,969 million, up 11%, or by €196 million year-on-year, slightly beating the target for the year of around €1.9 billion. The EBITDA after Leases/Sales from services margin reached 32.9% in 2023, up 2.1 points year-on-year.

Current operating profit from activities (COPA) grew sharply to €798 million. Current operating profit was €769 million, an increase of €104 million year-on-year, in line with the growth in EBITDA after Leases. The €29 million difference between the two figures was due to the amortisation of BTBD's Purchase Price Allocation (PPA).

Operating profit stood at €791 million, a year-on-year increase of €56 million. This includes non-current income of €22 million (down from €70 million in 2022), due primarily to the capital gain on site sales.

Net profit was €457 million, down €28 million year-on-year.

Gross capex (excluding frequencies) was €1,475 million. Bouygues Telecom thus achieved its gross capex target for the year (excluding frequencies). Asset disposals came to €47 million in 2023, versus €138 million in 2022.

Net debt came to €2,625 million at end-2023, compared to €2,303 million in 2022.

Outlook

The outlook below is based on information known to date.

As it continues to grow its customer base, particularly in the fixed segment, and maintains its investments to boost its mobile network capacity, Bouygues Telecom's guidance for 2024 is as follows:

- an increase in sales billed to customers;
- EBITDA after Leases of above €2 billion, and
- gross capital expenditure at around €1.5 billion (excluding frequencies).

In 2024, Bouygues Telecom will pursue its **"Ambition 2026"** strategic plan, namely to speed up the roll-out of FTTH and mobile coverage.

Recap of "Ambition 2026" plan targets

The "Ambition 2026" plan targets to be achieved by 2026 are:

- sales from services of over €7 billion;
- EBITDA after Leases of around €2.5 billion with an EBITDA after Leases margin of around 35%, and
- free cash flow[a] of around €600 million.

Signing of an exclusivity agreement

On 22 February 2024, Bouygues Telecom announced that it had signed an exclusivity agreement with the La Poste group to acquire 100% of the capital of La Poste Telecom and to enter into an exclusive distribution partnership. The purchase price for the shares is €950 million, an amount that will be adjusted according to the timetable for completion of the transaction. It corresponds to an enterprise value of €963.4 million.

The transaction is to be submitted to employee representative bodies for consultation. It should be completed by the end of 2024, subject to obtaining the necessary administrative authorisations, in particular from the competition authorities, and to SFR not exercising its pre-emption right.

If this significant transaction closes, Bouygues Telecom will communicate, within the months following its completion at the latest, a new guidance which will replace the Ambition 2026 guidance announced during the Capital Markets Day on 15 January 2021.

See Bouygues Telecom's press release dated 22 February 2024 and the section entitled "Events since the end of the financial year" in this document.

(a) See Glossary in this document.

1.2.6 Bouygues SA

As the parent company of a diversified group, Bouygues SA focuses mainly on directing and developing the Group and its business segments. It is the place where the decisions are taken that determine the allocation of the Group's financial resources.

1.2.6.1 Services rendered to the business segments

In addition to its role as parent company of the Group, Bouygues SA provides a range of general and expert services to the Group's business segments in areas such as finance, communication, sustainable development, patronage, new technologies, insurance, legal affairs and human resources. For that purpose, Bouygues SA and the main Group business segments renew annual agreements under which each of the latter can call on general and expert services as necessary.

The amounts invoiced for such services in 2023 are shown below in section "1.2.6.3 Financial flows" below and in the Auditors' report on regulated agreements in Chapter 7, section 7.3.1, of this document.

1.2.6.2 Financial flows

FY 2023 dividends

Bouygues SA received in 2023 a total of €647.6 million from the following companies in respect of FY2022 results:

• Bouygues Construction	€199.3m
• Bouygues Immobilier	€10m
• Colas	€232.3m
• TF1	€47.1m
• Bouygues Telecom	€0m
• Equans	€150m[a]
• Alstom	€0.2m
• Other	€8.6m

Service agreement costs

In 2023, Bouygues SA invoiced its business segments the following amounts under shared service agreements:

• Bouygues Construction	€10,984,880.83m
• Bouygues Immobilier	€1,810,705.50m
• Colas	€17,757,826.10m
• Equans	€22,833,167.47m
• TF1	€2,764,436.28m
• Bouygues Telecom	€9,873,164.32m

Trademark licence agreements

In 2023, Bouygues SA invoiced its business segments the following amounts under trademark licence agreements:

• Bouygues Construction	€500,000
• Bouygues Immobilier	€250,000
• Bouygues Telecom	€700,000

Flows of funds between the business segments

There are no significant flows of funds between the Bouygues group's business segments. Cash management is centralised within financial subsidiaries wholly owned by Bouygues SA. This arrangement ensures optimum management of financial expenses, since the surplus cash generated by certain subsidiaries can be used in addition to or in place of confirmed lines of credit granted by credit institutions to others. When investing surplus cash, Bouygues has always avoided speculative instruments such as securitisation vehicles and high-yield mutual funds.

1.2.6.3 R&D - Human resources

See Chapters 1 and 3 of this document.

1.2.6.4 Other activities

Bouygues Europe

Since April 2012 Bouygues Europe, a wholly-owned Belgian subsidiary of Bouygues, has represented the Group's interests within European institutions. Bouygues Europe works for both Bouygues SA and its business segments, advising them and representing them in the European institutions as well as monitoring legislation and regulation on issues of key importance to Group companies. In order to guide its action, Bouygues Europe has set up an advisory committee comprising a representative from Bouygues SA and from each of the Group's five main business segments.

Bouygues Asia

Bouygues Asia KK, a wholly-owned subsidiary of Bouygues SA set up in Tokyo in 2014, is tasked with keeping abreast of technological advances, organising field trips and identifying partners that could collaborate with either Bouygues SA or its business segments. Bouygues Asia's activity is consistent with the Bouygues group's aims of:

- identifying new trends;
- promoting innovation within the Group; and
- supporting Group companies by creating and growing partnerships in Asia.

(a) In 2023, Equans' dividends of €150 million were deducted from the Equans share premium.

The activities of Bouygues Asia cover a very wide geographical area that includes China, South Korea, Japan and Taiwan. Bouygues Asia also offers its assistance and services to customers outside the Group, in particular French SMEs wishing to set up or develop further in Asia.

Bouygues Développement

Bouygues SA fully owns the Open Innovation company Bouygues Développement. Serving all the Group's business segments, this company:

- benchmarks innovative start-ups working in fields identified by the business segments;
- sets up investor pools;
- provides recommendations and advice on investment opportunities;
- coordinates networks of financial partners; and
- supports the management of equity interests (governance, entrepreneur coaching, etc.).

In April 2023, Bouygues Développement supported Bouygues in the creation of the Isai Build Venture investment fund, which is managed by Isai. This fund's purpose is to invest in start-ups that develop software and hardware solutions able to speed up the transformation and decarbonisation of Bouygues' business segments in the fields of construction, property development as well as in transport and energy and services infrastructure. The fund uses its €80 million to acquire minority interests during funding rounds ranging from seed to series C. Isai Build Venture aims to allocate between €500,000 to €5 million for each investment.

C2S

C2S is an IT services company that is a fully-owned subsidiary of Bouygues SA. Its aim is to speed up the adoption and mass production of innovations throughout the Bouygues group and for its external customers. It is its customers' trusted partner when it comes to supporting their commercial development in fields such as smart buildings and cybersecurity. It pledges to provide a full-service offering from consultancy, via software development to operation. C2S also offers turnkey solutions for the roll-out of digital solutions at the grassroots level.

On 12 December 2023, Bouygues SA sold all the shares in C2S to Bouygues Telecom for €6.6 million. This merger will enhance the catalogue of solutions offered by Bouygues Telecom Entreprises to support the digital transformation of its customers, particularly large accounts, intermediate-size businesses and public sector clients.

1.2.7 Events since the end of the financial year

Bouygues Telecom

On 22 February 2024, Bouygues Telecom signed an exclusivity agreement with the La Poste group with a view to acquiring all the share capital of its subsidiary La Poste Telecom, the leading mobile virtual network operator on the French market (51%-owned by La Poste group and 49%-owned by SFR), and to concluding an exclusive distribution partnership between La Poste group, La Banque Postale and La Poste Telecom.

La Poste Telecom employs 400 people and is expected to generate sales of around €300 million in 2023.

The acquisition price for the shares is €950 million, an amount that will be adjusted according to the timetable for completion of the transaction. This corresponds to an enterprise value of €963 million.

Bouygues Telecom expects integration costs in 2025 and 2026 to prepare for customer migration under the best possible conditions. Following the migration, expected for 2027, the contribution from the acquisition of La Poste Telecom should be around €140 million in EBITDA after Leases per year from 2028.

The transaction, which is to be submitted to employee representative bodies for their consultation, should be completed by the end of 2024, subject to obtaining the necessary administrative authorisations, in particular from the competition authorities, and to SFR not exercising its pre-emption right.

2

CORPORATE GOVERNANCE

2.1 GOVERNANCE STRUCTURE

Chapter 2 constitutes the report on corporate governance prepared in accordance with the last paragraph of Article L. 225-37 of the Commercial Code. It includes information specified in Articles L. 22-10-8 to L. 22-10-11 as well as Article L. 225-37-4 of the Commercial Code.

This report has been drawn up by the General Counsel of Bouygues in close cooperation with the Group's senior management, taking into consideration the regulations in force, the Afep-Medef Corporate Governance Code for listed companies (hereinafter "the Afep-Medef Code"), the guide to applying said Code and reports by the High Committee for Corporate Governance, the recommendations of the AMF, and best practices adopted by other listed companies.

This report was approved by the Board of Directors on 26 February 2024, after receiving a favourable opinion from the Selection and Remuneration Committee on 6 February 2024.

Corporate governance code

Bouygues refers to the Afep-Medef Code, which was updated in December 2022 and is included as an appendix to the Rules of Procedure of the Board of Directors available on the www.bouygues.com website.

Pursuant to Article L. 22-10-10, paragraph 4 of the Commercial Code and Article 28.1 of the Afep-Medef Code, the Company considers that it complies with all the recommendations of the Afep-Medef Code, with the exception of the recommendation set out in the table below.

Derogation from Afep-Medef Code	Explanation
Termination of employment contract upon appointment as a corporate officer (Article 23) When an employee becomes an Executive Officer, the Afep-Medef Code recommends that their employment contract with the company or a Group company be terminated, either by contractual termination or by resignation. This recommendation applies to the chairman, the chairman and chief executive officer and the chief executive officer of Sociétés Anonymes (public limited companies) with a board of directors.	Olivier Roussat's employment contract has been suspended since 30 August 2016, the date of his appointment as Deputy Chief Executive Officer of Bouygues SA. Upon Olivier Roussat's appointment as Chief Executive Officer of Bouygues SA in February 2021, this decision was reiterated in line with the Bouygues group's policy of encouraging long service within the Group.

Current governance structure: separation of the offices of Chairman and Chief Executive Officer

In 2002, the Board of Directors opted not to separate the offices of Chairman and Chief Executive Officer. The Board consistently renewed that governance structure until May 2020. Martin Bouygues therefore fulfilled a dual role as Chairman of the Board of Directors and Chief Executive Officer of Bouygues (the Group's parent company).

The Board took the view that combining the offices of Chairman and Chief Executive Officer promoted effective governance, particularly in view of the Bouygues group's organisational structure.

Acting on a proposal from Martin Bouygues and a recommendation from the Selection and Remuneration Committee, the Board meeting of 17 February 2021 decided to separate the offices of Chairman and Chief Executive Officer with immediate effect.

Since Martin Bouygues wanted to open the way for the next generation of executive officers, the Board took the view that separating these offices was the most appropriate governance structure for ensuring the management transition between Martin Bouygues, who was confirmed in his role as Chairman of the Board of Directors, and Olivier Roussat, the new Chief Executive Officer. Under this structure, the new Chief Executive Officer benefits from the support of the former Chairman and Chief Executive Officer, and both their individual skills and experience can be harnessed. The structure also ensures that any changes in the Group's strategy are made in line with the Group's culture and values.

In addition, acting on a proposal from Olivier Roussat and a recommendation from the Selection and Remuneration Committee, the Board meeting of 17 February 2021 also appointed Edward Bouygues and Pascal Grangé to serve as Deputy Chief Executive Officers for a term of three years, with immediate effect.

With effect from February 2021, Martin Bouygues is thus Chairman of the Board of Directors and Olivier Roussat Chief Executive Officer of Bouygues, supported in his executive management role by two Deputy Chief Executive Officers, Edward Bouygues (Telecoms Development, CSR and Innovation) and Pascal Grangé (Chief Financial Officer).

The Board of Directors decided to retain the governance framework separating the office of Chairman from that of Chief Executive Officer on 26 February 2024 upon the renewal of the terms of office for a three-year period of Martin Bouygues as Chairman of the Board of Directors, of Olivier Roussat as Chief Executive Officer and of Pascal Grangé and Edward Bouygues as Deputy Chief Executive Officers.

Oliver Roussat, Pascal Grangé and Edward Bouygues do not have executive power over any of the Group's six business segments (Bouygues Construction, Bouygues Immobilier, Colas, Equans, TF1 and Bouygues Telecom), which is vested in the executive directors of said business segments. While Bouygues and its Executive Officers pay close attention to matters that have a major impact on the Group, this does not mean they are substituting themselves for the governance bodies of the Group's six business segments.

There is no senior independent director or Vice-Chairman. Relations with shareholders – especially as regards corporate governance – are handled by the Executive Officers, the General Counsel and the Investor Relations department, and comply with market conduct principles and with the principle of equal access to information.

Chairman

Martin Bouygues holds office solely as Chairman of the Board of Directors. The Chairman organises and directs the work of the Board of Directors, and ensures that the company's management bodies function properly.

When separating the office of Chairman from that of Chief Executive Officer, the Board of Directors decided that – given the Chairman of the Board's indepth knowledge of the Bouygues group, experience, and expertise – he would be given a specific remit. This remit is laid down by the Board in its Rules of Procedure and is aligned with the management transition process. The remit does not allow the Chairman to bind the company with third parties, since the Chief Executive Officer alone holds executive powers and has operational management responsibility for the company, with the assistance of the two Deputy Chief Executive Officers. Under his remit, the Chairman of the Board of Directors may represent the Bouygues group in its dealings with its principal partners, institutions and public authorities in national and international relationships given his name, reputation, experience and the role he has played in the Group's development.

In accordance with the articles of association and with the Rules of Procedure of the Board of Directors, the remit of the Chairman of the Board of Directors is as follows:

- he organises and directs the work of the Board of Directors, for which he is accountable to the general meeting of shareholders, whose meetings he chairs;
- he ensures that the company's management bodies function properly, and that the directors are able to fulfil their duties;
- he represents the Group, in particular in its dealings with official bodies, institutions, governmental authorities and stakeholders;
- he represents the Group in its dealings with major customers and partners;
- he is kept informed regularly by the Chief Executive Officer of significant events in the Group's affairs, and may request from the Chief Executive Officer any information that may enlighten the Board and its committees;
- he is involved in dialogue with shareholders;
- he takes part in internal meetings on strategic issues; and
- he may assume any other role that the Board of Directors confers upon him.

Chief Executive Officer

Oliver Roussat holds office as Chief Executive Officer and ensures the general management of the company.

In accordance with law and the articles of association, the Chief Executive Officer has the broadest possible powers to act on the company's behalf under all circumstances. He exercises those powers within the confines of the corporate purpose and subject to powers expressly granted by law to general meetings of shareholders or to the Board of Directors. He represents the company in its relations with third parties.

The articles of association state that on a proposal from the Chief Executive Officer, the Board of Directors may appoint up to five natural persons, who may or may not be directors, as Deputy Chief Executive Officers to assist the Chief Executive Officer.

Olivier Roussat, Chief Executive Officer, is assisted by two Deputy Chief Executive Officers, Edward Bouygues (Telecoms Development, CSR and Innovation) and Pascal Grangé (Chief Financial Officer).

Limitations on the powers of the Chief Executive Officer

The Chief Executive Officer acts within the limits set by the Board of Directors and, to be more precise within the remit specifically entrusted to him, in addition to the provisions of law and the articles of association, as stated in the Rules of Procedure. In particular, the Board reviews and decides whether to go ahead with major transactions. Its prior approval must be sought for any transaction regarded as being of major significance for the Group including investments, organic growth, external acquisitions, disposals, or internal restructuring, particularly where the transaction is outside the scope of the company's stated strategy.

Furthermore, the Chief Executive Officer, who alone is authorised to bind the company with third parties and to lead and oversee the company's operational management, with the assistance of two Deputy Chief Executive Officers, fulfils his duties without impinging upon those specifically entrusted to the Chairman of the Board of Directors amid the management transition as stated hereinabove.

The Board of Directors at 31 December 2023

DIRECTORS FROM THE SCDM GROUP [a]

MARTIN BOUYGUES
Chairman of the Board of Directors

OLIVIER BOUYGUES
Director

CHARLOTTE BOUYGUES
Standing representative of SCDM

WILLIAM BOUYGUES
Standing representative of SCDM Participations

INDEPENDENT DIRECTORS [b]

FÉLICIE BURELLE
Managing Director of Compagnie Plastic Omnium SE

PASCALINE DE DREUZY
Company director

CLARA GAYMARD
Co-founder of Raise

BENOÎT MAES
Director

ROSE-MARIE VAN LERBERGHE
Company director

DIRECTORS REPRESENTING EMPLOYEES AND EMPLOYEE SHAREHOLDERS

BERNARD ALLAIN
Director representing employees

BÉATRICE BESOMBES
Director representing employees

RAPHAËLLE DEFLESSELLE
Director representing employee shareholders

MICHÈLE VILAIN
Director representing employee shareholders

EXTERNAL NON-INDEPENDENT DIRECTOR

ALEXANDRE DE ROTHSCHILD
Executive Chairman of Rothschild & Co Gestion

KEY FIGURES FOR THE BOARD
(at 31 December 2023)

50%
Independent directors [c]

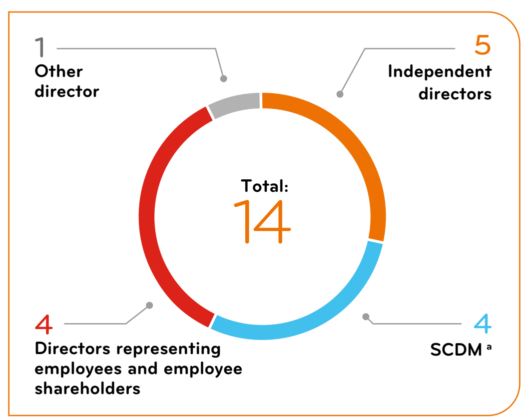
50%
Women directors [c]

72%
Women on committees [c]

57.5
Average age of directors

7
Number of Board meetings

96%
Attendance rate at Board meetings



(a) SCDM is a simplified limited company controlled by Martin Bouygues, Olivier Bouygues and their families.
(b) Directors considered independent by the Board of Directors.
(c) Excluding directors representing employees and employee shareholders.

Senior management team at 26 February 2024

BOUYGUES SA

The parent company has a significant presence on the Boards of each of the Group's six business segments, enabling it to help define their strategy and play an active part in making their important decisions[a].

OLIVIER ROUSSAT
Chief Executive Officer

EDWARD BOUYGUES
Deputy CEO
Telecoms Development, CSR and Innovation

PASCAL GRANGÉ
Deputy CEO
Chief Financial Officer

MARIE-LUCE GODINOT
Senior Vice-President, Innovation, Sustainable Development and Information Systems

JEAN-MANUEL SOUSSAN
Senior Vice-President, Human Resources Director

DIDIER CASAS
General Counsel

SENIOR MANAGEMENT TEAM OF THE BUSINESS SEGMENTS

CONSTRUCTION BUSINESSES

PASCAL MINAULT [b]
Chairman and CEO
of Bouygues Construction

EMMANUEL DESMAIZIÈRES
CEO
of Bouygues Immobilier

PIERRE VANSTOFLEGATTE
CEO
of Colas

ENERGIES & SERVICES

JÉRÔME STUBLER
President of Equans

MEDIA

RODOLPHE BELMER
Chairman and CEO
of TF1

TELECOMS

BENOÎT TORLOTING
CEO
of Bouygues Telecom

(a) Edward Bouygues is Chairman of the Board of Directors of Bouygues Telecom and Pascal Grangé is Chairman of the Board of directors of Colas.
(b) Pascal Minault is Chairman of Bouygues Immobilier.

2.2 INFORMATION ON CORPORATE OFFICERS AT 31 DECEMBER 2023

Chairman of the Board of Directors

Date of birth:
3 May 1952 (age: 71)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

First appointment to Board:
21 January 1982

Expiry of term of office: 2024

Shares held: 479,297
(103,525,300 via SCDM and SCDM Participations)

Attendance rate at Board meetings:

100%

MARTIN BOUYGUES

Expertise/experience

Martin Bouygues joined the Bouygues group in 1974 as a works supervisor. In 1978, he established Maison Bouygues, specialising in the sale of catalogue homes. In 1987, he was appointed Vice-Chairman of the Bouygues Board of Directors, on which he has served since 1982. In September 1989, he took over from Francis Bouygues as Chairman and CEO of Bouygues. At Martin Bouygues' instigation, the Group pursued its development in construction as well as in media (TF1) and launched Bouygues Telecom in 1996. In 2006, Bouygues acquired an equity interest in Alstom (railway manufacturer) and in 2021 divested most of that equity interest. In February 2021, Martin Bouygues was appointed Chairman of the Bouygues Board of Directors. In 2022, Bouygues became a world leader in energies and services with the acquisition of Equans from Engie. Martin Bouygues is a Commander of the National Order of Merit and an Officer of the Légion d'Honneur.

Principal position outside Bouygues SA

Chairman of SCDM.

Other positions and functions in the Group

In France:

- Member of the Board of Directors of the Francis Bouygues Foundation.

Other positions and functions outside the Group

In France:

- Member of the supervisory board of Domaine Henri Rebourseau.

Former positions and functions during the last five years

2021:

- Chief Executive Officer of Bouygues [a].

2020:

- Director of TF1 [a].

2019:

- Member of the Board of Directors of the Skolkovo Foundation (Russia).

(a) Listed company.

Chief Executive Officer

Date of birth:
13 October 1964 (age: 59)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

OLIVIER ROUSSAT

Expertise/experience

Olivier Roussat is a graduate of INSA – Lyon. He began his career in 1988 at IBM, where he held a number of positions in data network services, service delivery and pre-sales. He joined Bouygues Telecom in 1995 to set up the network management centre and network processes. He then became head of network operations, and telecoms and IT service delivery. In May 2003, he was appointed network manager and became a member of the Executive Committee of Bouygues Telecom. In January 2007, Olivier Roussat took charge of the performance and technology unit which groups Bouygues Telecom's cross-disciplinary technical and IT departments, including networks, information systems, process engineering, purchasing, corporate services and property development. Olivier Roussat became Deputy Chief Executive Officer of Bouygues Telecom in February 2007 and was appointed Chief Executive Officer in November 2007. He was then Chairman and Chief Executive Officer of Bouygues Telecom from May 2013 to November 2018, before becoming Chairman of the Board of Directors of Bouygues Telecom until February 2021. He was Chairman of the Board of Directors of Colas from October 2019 until February 2021. In August 2016, Olivier Roussat was appointed Deputy CEO of Bouygues and in February 2021, he was appointed Chief Executive Officer of Bouygues. Olivier Roussat is a Knight of the Légion d'Honneur.

Principal position outside Bouygues SA

Director of Capgemini [a].

Other positions and functions in the Group

In France:

- Director of Bouygues Construction.
- Director of Colas.
- Director of Equans.
- Director of TF1 [a].
- Director of Bouygues Telecom.
- Member of the Board of Bouygues Immobilier.

Former positions and functions during the last five years

2021:

- Deputy CEO of Bouygues [a].
- Chairman of the Boards of Directors of Colas and Bouygues Telecom.

(a) Listed company.

Deputy CEO

Date of birth:
22 February 1961 (age: 62)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

PASCAL GRANGÉ

Expertise/experience

Pascal Grangé has a master's in management, a master's in law and a DESS postgraduate diploma in finance. He joined the Bouygues group in 1986 as finance manager of Dragages et Travaux Publics. In 1987, he moved on to the Bouygues group's International Finance Department, then joined Screg as Chief Financial Officer in 1995. From 1997 to 2003, he served successively as Chief Financial Officer of Stereau, of Saur France then of the Saur group. In 2003, he joined Bouygues Construction as Chief Financial Officer, before being promoted to Deputy CEO in 2008. In March 2015, he was appointed Deputy CEO with responsibility for Strategy and Finance, Information Systems, Concessions and Strategic Reflection on Property Development at Bouygues Construction. In October 2019, he was appointed Senior Vice-President and Chief Financial Officer of the Bouygues group. In February 2021, he was appointed Deputy CEO of Bouygues and continues to serve as Chief Financial Officer for Bouygues. On 17 September 2023, he was appointed Chairman of the Board of Directors of Colas.

Principal position outside Bouygues SA

Chairman of the Board of Directors of Colas.

Other positions and functions in the Group

In France:
- Standing representative of Bouygues on the Boards of Directors of Bouygues Construction, TF1 [a] and Bouygues Telecom; standing representative of Bouygues on the Board of Bouygues Immobilier.
- Director of Equans.

Outside France:
- Chairman of Uniservice (Switzerland).
- Director of Bouygues Europe (Belgium).

Former positions and functions during the last five years

2022:
- Standing representative of Bouygues on the Board of Directors of Alstom [a] and of Colas.

2021:
- Chairman of the Board of Directors of Bouygues Europe (Belgium).

2020:
- Director of Bouygues Construction.

2019:
- Deputy CEO of Bouygues Construction.

(a) Listed company.

Deputy CEO

Date of birth:
14 April 1984 (age: 39)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

EDWARD BOUYGUES

Expertise/experience

Edward Bouygues is a graduate of ESSCA, Angers (specialising in banking and finance) and holds an MBA from the London Business School. After having spent five years as a works supervisor and in sales at Bouygues Construction, he joined Bouygues Telecom in February 2014 in the Marketing department. He was then appointed as head of services, content and product design, before being appointed CEO of RCBT (Club Bouygues Telecom store network) in February 2017. Since 2019, he has been a member of the Bouygues Telecom Executive Committee. In February 2021, he was appointed Deputy CEO of Bouygues and Vice-President of Development at Bouygues Telecom. On 21 April 2022, he was appointed Chairman of Bouygues Telecom.

Principal position outside Bouygues SA

Chairman of Bouygues Telecom.

Other positions and functions in the Group

In France:
- Chairman of Bouygues Telecom Flowers.
- Chairman of Bouygues Telecom Initiatives.
- Chairman of Bouygues Développement.
- Chairman of the Bouygues Telecom Corporate Foundation.

Outside France:
- Chairman of the Board of Directors of Bouygues Europe (Belgium).

Other positions and functions outside the Group

In France:
- Chairman of Eole.
- Chairman of FI-Participations.
- Director of Heling.

Directors

Date of birth:
3 August 1957 (age: 66)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

First appointment to Board:
4 June 2020

Expiry of term of office: 2024

Attendance rate at Board meetings:

100%

Attendance rate at Selection and Remuneration Committee meetings:

100%

BERNARD ALLAIN

Director representing employees
Member of the Selection and Remuneration Committee

Expertise/experience

Bernard Allain holds diplomas in civil engineering, economics and information technology. He joined Bouygues Telecom in 1999, where he held various managerial positions within the information systems division up to 2005. In 2006, he was appointed head of technical projects within the operations division at Bouygues Telecom Entreprises. Between 2016 and 2022, he was Director of Information Systems Projects within the architecture governance projects division at Bouygues Telecom. Bernard Allain has also been involved in employee representative bodies for a number of years. He joined Bouygues SA's labour relations department in early 2022 as a Project Manager.

Date of birth:
23 July 1966 (age: 57)

Nationality: French

Professional address:
1 avenue Eugène-Freyssinet
78280 Guyancourt

First appointment to Board:
4 June 2020

Expiry of term of office: 2024

Attendance rate at Board meetings:

100%

BÉATRICE BESOMBES

Director representing employees

Expertise/experience

Béatrice Besombes joined the Bouygues group in 1991 as manager of the audiovisual department at Siemephone (a Bouygues Energies & Services subsidiary). Between 1993 and 2000, she was financial controller in the public works equipment department at Bouygues Travaux Publics. She then held various managerial positions within the finance departments of Bouygues Bâtiment Ile-de-France between 2000 and 2010. In 2010, she was appointed Deputy Director Financial Control, charged with reporting for Bouygues Bâtiment Ile-de-France. Since September 2016, she has been Deputy Director Financial Control, charged with reporting at Bouygues Construction.

Principal position outside Bouygues SA

Deputy Director Financial Control at Bouygues Construction.

OLIVIER BOUYGUES

Date of birth:
14 September 1950 (age: 73)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

First appointment to Board:
5 June 1984

Expiry of term of office: 2025

Shares held: 1,073,021
(103,525,300 via SCDM and
SCDM Participations)

Attendance rate at Board meetings:

100%

Expertise/experience

Olivier Bouygues is a graduate of École Nationale Supérieure du Pétrole (ENSPM) and joined the Bouygues group in 1974. He began his career in the Group civil works branch. From 1983 to 1988 at Bouygues Offshore [a], he held the posts of director of Boscam, a Cameroon subsidiary, then director of the France Works and Special Projects division. From 1988 to 1992, he was Chairman and CEO of Maison Bouygues. In 1992, he became Group Executive Vice President of Utilities Management, which grouped the international and French activities of Saur [b]. He has held a seat on the Bouygues Board of Directors since 1984. From 2002 to August 2020, he was Deputy CEO of Bouygues.

Principal position outside Bouygues SA

Chairman of SCDM Domaines.

Other positions and functions in the Group

In France:

- Director of TF1 [c].
- Director of Bouygues Telecom.
- Non-voting director of Bouygues Construction.
- Member of the Board of Bouygues Immobilier.

Other positions and functions outside the Group

In France:

- Chairman and director of Heling.

Outside France:

- Chairman and CEO, and director of Seci (Ivory Coast).

Former positions and functions during the last five years

2022:

- Chairman of Heling Invest-1.
- Director of Colas.

2021:

- Director of Alstom [c].
- Sole director of SCDM Energy Limited (United Kingdom).

2020:

- Deputy CEO of Bouygues.
- CEO of SCDM.
- Chairman of the Board of Directors of Bouygues Europe (Belgium).

(a) Bouygues' oil and gas services activity, sold to Saipem in 2002.
(b) Bouygues' utilities subsidiary, sold to PAI Partners in 2004.
(c) Listed company.

FÉLICIE BURELLE

Date of birth:
23 June 1979 (age: 44)

Nationality: French

Professional address:
Plastic Omnium
1 allée Pierre Burelle
92300 Levallois-Perret

First appointment to Board:
28 April 2022

Expiry of term of office: 2025

Shares held: 500

Attendance rate at Board meetings:

86%

Independent director

Expertise/experience

Félicie Burelle graduated from the ESCE Business School and holds a graduate degree in business and finance from London South Bank University, as well as an MBA from the Instituto de Empresa Business School in Madrid. After beginning her career at the Plastic Omnium group in 2001 as accounting manager at a subsidiary of the Intelligent Exterior Systems (IES) division in Madrid (Spain), Félicie Burelle moved to the Mergers & Acquisitions department of Ernst & Young Transaction Services in 2005. In 2010, she returned to Compagnie Plastic Omnium [a] and took over the Strategic Planning and Commercial Coordination department of the Intelligent Exterior Systems (IES) division. Félicie Burelle has been a member of the Burelle SA [a] board of directors since 2013. In 2015, she became Strategy and Development Director of Compagnie Plastic Omnium [a] and has since been a member of its Executive Committee. Félicie Burelle was appointed as Deputy Chief Executive Officer of Compagnie Plastic Omnium [a] on 1 January 2018 and then named Managing Director effective 1 January 2020.

Principal position outside Bouygues SA

Managing Director of Compagnie Plastic Omnium SE [a].

Other positions and functions outside the Group

In France:

- Director of Burelle SA [a].
- Director of Burelle Participations.
- Director of Compagnie Plastic Omnium SE [a].
- Director of CIC Lyonnaise de Banque.

Outside France:

- Director of Plastic Omnium New Energies SA (Belgium).
- Director of CFC (Belgium).

(a) Listed company.

Date of birth:
27 April 1972 (age: 51)

Nationality: French

Professional address:
1 Quai du Point du Jour
92100 Boulogne-Billancourt

First appointment to Board:
20 May 2014

Expiry of term of office: 2025

Shares held: 1,000

Attendance rate at Board meetings:

100%

Attendance rate at Ethics, CSR and Patronage Committee meetings:

100%

RAPHAËLLE DEFLESSELLE

Director representing employee shareholders
Member of the Ethics, CSR and Patronage Committee

Expertise/experience

Raphaëlle Deflesselle is an engineering graduate of École Polytechnique Féminine (EPF). She joined Bouygues Telecom in 1996. She took part in implementing network oversight tools in the network operations department. She then held various managerial positions in the technical departments from 1999 to 2009. In 2010, she was appointed head of the performance department within the Information Systems Division, before becoming head of IT infrastructures in 2013. She was then Director, IT Governance, Research and Transformation within the Information Systems Division at Bouygues Telecom until 2019 before being appointed Director of Operations and Projects at Bouygues Telecom Entreprises in June 2019. In June 2023, she was appointed Head of Technologies and Information Systems at TF1 [a].

Principal position outside Bouygues SA

Head of Technologies and Information Systems at TF1 [a].

Other positions and functions in the Group

In France:

- Chairwoman and CEO of Société d'exploitation du Multiplexe R6.
- Chairwoman of Multiplex Haute Définition 7.
- Chairwoman of TF1 One Innovation.

(a) Listed company.

Date of birth:
5 September 1958 (age: 65)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

First appointment to Board:
22 April 2021

Expiry of term of office: 2024

Shares held: 750

Attendance rate at Board meetings:

100%

Attendance rate at Selection and Remuneration Committee meetings:

100%

Attendance rate at Audit Committee meetings:

100%

PASCALINE DE DREUZY

Independent director
Chairwoman of the Selection and Remuneration Committee
Member of the Audit Committee

Expertise/experience

Pascaline de Dreuzy holds an EMBA from HEC and a company director diploma from Sciences Po-IFA, and has completed the financial analysis, corporate valuation and investment decision modules of the Corporate Finance Certificate at ICCF-HEC. She has worked in many different spheres, each of which tackles core human issues. By transposing her experience between sectors, she has created synergies between apparently unconnected fields. She was the Chair and founder of P2D Technology, a company that combines human and digital in preventive medicine for certain illnesses and the remote monitoring of vulnerable patients. She has built bridges between industry and healthcare by identifying new technologies and promoting the use of artificial intelligence. She has provided support and invested in innovative technology start-ups. From 2011 to 2013 she was a doctor-manager at strategy consulting firms (ANAP, Arthur Hunt). She was involved in the corporate world from an early age as a director of one of the family holding companies that controls the PSA group. She is extremely committed to corporate governance: at the end of her term of office on the Board of Institut Français des Administrateurs (French Institute of Directors) she joined the institute's expert groups on ESG, Integrated Reporting, Family Company Governance, the Role of Boards in Climate Issues and Corporate Social Responsibility; she also heads up one of the Institute's training modules. She was awarded a diploma in Corporate Governance and Climate at Université Dauphine-PSL in June 2022.

A doctor at Hôpitaux de Paris from 1986 to 2011, Pascaline de Dreuzy oversaw innovative and pioneering cross-functional projects at the Necker-Enfants Malades hospital group. She has taken part in crisis management seminars with SAMU de Paris (first responders), PGHM de Chamonix (mountain rescue) and GIGN (the French police elite tactical unit). She is a Knight of the Légion d'Honneur.

Principal position outside Bouygues SA

Company director.

Other positions and functions outside the Group

In France:

- Director, member of the CSR Committee and of the Investments and Shareholding Committee of Peugeot Invest.
- Member of the Expert Committee of the Innovation Investment Fund (life sciences, digital and ecotechnologies) at BPI France.
- Director of the Fondation Hugot of the Collège de France and of Fondation Mallet.
- Member of Cercle Charles Gide – Protestants pour une économie responsable.
- Director of Atelier Simon Marq.

Former positions and functions during the last five years

2023:

- Director of Séché Environnement [a].

2021:

- Director of TF1 [a].

2019:

- Director of Samu Social International.

(a) Listed company.

CLARA GAYMARD

Independent director
Member of the Audit Committee
Member of the Ethics, CSR and Patronage Committee

Date of birth:
27 January 1960 (age: 63)

Nationality: French

Professional address:
138 bis rue de Grenelle
75007 Paris

First appointment to Board:
21 April 2016

Expiry of term of office: 2025

Shares held: 500

Attendance rate at Board meetings:

100%

Attendance rate at Audit Committee meetings:

100%

Attendance rate at Ethics, CSR and Patronage Committee meetings:

100%

Expertise/experience

Clara Gaymard is a graduate of Institut d'Études Politiques de Paris (IEP). She was an administrative officer at the office of the mayor of Paris from 1982 to 1984, before joining École Nationale d'Administration (ENA). Graduating from ENA in 1986, she joined the Cour des Comptes state audit office as an auditor and in 1990 was promoted to public auditor. She was then appointed head of the European Union office at the External Economic Relations department (DREE) of the French Ministry of Finance. In 1995, she was named chief of staff at the Ministry of Intergenerational Solidarity. From 1996 to 1999, she served as deputy head in charge of support for small- and medium-sized businesses and regional initiatives at the DREE. In February 2003, she became Ambassador for International Investment and Chair of the French Agency for International Investments (AFII). She joined the General Electric group in 2006, where she was appointed Chair and CEO of GE France, then GE Northwest Europe in 2008. In 2009, she was appointed Vice-Chair of GE International responsible for key public accounts and in 2010 as Vice-Chair responsible for governments and cities. As Chair and CEO of GE France, she participated, from 2014 to 2016, in the acquisition of Alstom's [a] Energy business. She left the General Electric group in January 2016 to join on a full-time basis Raise which she founded in January 2014 with Gonzague de Blignières.

Principal position outside Bouygues SA

Co-founder of Raise.

Other positions and functions outside the Group

In France:

- Director of LVMH [a].
- Director of Veolia Environnement [a].
- Director of Sages.

Former positions and functions during the last five years

2022:

- Director of Danone [a].

2021:

- Chair of the RaiseSherpas Endowment Fund.

(a) Listed company.

BENOÎT MAES

Independent director
Chairman of the Audit Committee
Member of the Selection and Remuneration Committee

Date of birth:
30 July 1957 (age: 66)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

First appointment to Board:
23 April 2020

Expiry of term of office: 2026

Shares held: 2,500

Attendance rate at Board meetings:

100%

Attendance rate at Audit Committee meetings:

100%

Attendance rate at Selection and Remuneration Committee meetings:

100%

Expertise/experience

Benoît Maes is a graduate of École Nationale Supérieure des Mines de Paris and an engineer of the Corps des Mines. He started his career in 1982 at the French Industry Ministry, as head of industrial development for the French Department of Industry for the Central France region. He was assistant to the Secretary General before becoming Secretary General of the Observatoire de l'Énergie from 1985 to 1988, then technical adviser to the office of the Minister for Industry and Regional Development from 1988 to 1991. In 1991, he joined the Gan-Groupama group, where he held several operational and financial posts, notably within the group general audit and actuarial division at Groupama, as well as senior management positions at Gan Assurances and Groupama Gan Vie. From 2011 to 2017, he was group Chief Financial Officer of Groupama SA.

ALEXANDRE DE ROTHSCHILD

Date of birth:
3 December 1980 (age: 43)

Nationality: French

Professional address:
23 bis avenue de Messine
75008 Paris

First appointment to Board:
27 April 2017

Expiry of term of office: 2026

Shares held: 500

Attendance rate at Board meetings:

100%

Expertise/experience

Alexandre de Rothschild is a graduate of École Supérieure du Commerce Extérieur (ESCE). He began his career in 2004 as a financial analyst at Bear Stearns in New York. From 2005 to 2008, he was a manager for the Private Equity department of Argan Capital in London, then Deputy Head of Strategy at Jardine Matheson in Hong Kong. He joined the Rothschild & Co Group in 2008 to set up the Merchant Banking Division. Since 2011, he has been member of the Rothschild & Co Group Executive Committee. In 2013, he was appointed managing partner of Rothschild & Cie Banque (now Rothschild Martin Maurel) and of Rothschild & Cie and is a member of several boards and committees within the Rothschild & Co Group. In 2014, he joined the management board of Rothschild & Co Gestion, on which he became Executive Deputy Chairman in March 2017. He has been Executive Chairman of Rothschild & Co Gestion, managing partner of Rothschild & Co since May 2018.

Principal position outside Bouygues SA

Executive Chairman of Rothschild & Co Gestion, managing partner of Rothschild & Co.

Other positions and functions outside the Group

In France:

- Chairman of K Développement SAS.
- Chairman of Rothschild Martin Maurel Associés SAS.
- Chairman of Rothschild & Co Commandité SAS.
- Chairman of Aida SAS.
- Chairman of Cavour SAS.
- Chairman of Verdi SAS.
- Chairman of Financière de Tournon SAS.
- Chairman of the supervisory board of Rothschild & Co Wealth & Asset Management SAS.
- Chairman of Adanao SAS.
- Chairman of Pendjab SAS.
- Chairman of Financière 36 SAS.
- Director of Rothschild & Co Concordia SAS.
- Managing partner of RCB Partenaires SNC.
- Managing partner of Société Civile du Haras de Reux SC.
- Managing partner of SCI 38 Bac.
- Managing partner of Rothschild & Cie SCS.

Outside France:

- Chairman of the Board of Directors of Rothschild & Co Continuation Holdings AG (Switzerland).
- Member of the Board of Directors of Rothschild & Co Japan Ltd (Japan).

Former positions and functions during the last five years

2023:

- Chairman of SCS Holding SAS.
- Chairman of Financière Rabelais SAS.
- Managing partner of SCI 66 Raspail.
- General managing partner of Rothschild Martin Maurel SCS.
- Member of the supervisory board of Martin Maurel SA.
- Standing representative of Rothschild & Co Gestion SAS, managing partner of RMM Gestion SNC.

2019:

- Vice-Chairman and director of the Board of Directors of Rothschild & Co Bank AG (Switzerland).
- Member of the board of directors of Rothschild & Co Concordia AG (Switzerland).
- Member of the board of directors Rothschild Holding & Co AG (Switzerland).

ROSE-MARIE VAN LERBERGHE

Date of birth:
7 February 1947 (age: 76)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

First appointment to Board:
25 April 2013

Expiry of term of office: 2025

Shares held: 531

Attendance rate at Board meetings:

100%

Attendance rate at Ethics, CSR and Patronage Committee meetings:

100%

Independent director
Chairwoman of the Ethics, CSR and Patronage Committee

Expertise/experience

Rose-Marie Van Lerberghe is a graduate of École Normale Supérieure and École Nationale d'Administration, and holds the prestigious rank of "agrégée" teacher in philosophy. She is also a graduate of Institut d'Études Politiques de Paris (IEP) and INSEAD, and has a degree in history. After holding various positions at the French Ministry of Labour, in 1986 Rose-Marie Van Lerberghe joined the Danone [a] group, where she successively headed two subsidiaries before becoming Director of Human Resources of the Danone group from 1993 to 1996. In 1996, she became Delegate General for Employment and Vocational Training at the French Ministry of Labour and Social Affairs. She was then Chief Executive Officer of Altédia from 2000 to 2002, before becoming Director General of Assistance Publique – Hôpitaux de Paris from 2002 to 2006. From 2006 to 2011, she chaired the Korian [a] management board. From 2007 to 2008, she sat on the French Commission charged with drawing up proposals for the French Alzheimer's Plan. In 2009, she joined the KPMG strategy committee. From 2011 to 2015, she was a member of the Conseil Supérieur de la Magistrature (High Council for the Judiciary), appointed as a prominent figure from outside the Judiciary. She was Chairwoman of the Board of Directors of Institut Pasteur from 2013 to 2016 and Vice-Chairwoman of the supervisory board of Klépierre [a] from 2017 to 2022.

Principal position outside Bouygues SA

Company director.

Other positions and functions outside the Group

In France:

- Director of CNP Assurances.
- Director of Fondation Hôpital Saint-Joseph.
- Member of the supervisory board of Klépierre [a].
- Chairwoman of the Board of Directors of Orchestre des Champs-Élysées.

Former positions and functions during the last five years

2022:

- Vice Chairwoman of the supervisory board of Klépierre [a].

(a) Listed company.

MICHÈLE VILAIN

Director representing employee shareholders
Member of the Audit Committee

Date of birth:
14 September 1961 (age: 62)

Nationality: French

Professional address:
3 boulevard Gallieni
92130 Issy-les-Moulineaux

First appointment to Board:
29 April 2010

Expiry of term of office: 2025

Attendance rate at Board meetings:

100%

Attendance rate at Audit Committee meetings:

100%

Expertise/experience

Michèle Vilain joined Bouygues Immobilier in 1989, holding various positions in the IT and Office Automation department, including responsibility for customer services. She then took charge of customer relations within the Support Functions division before becoming Deputy Director supporting change management within the Residential Property France division for two years. She was then responsible for Human Resources digital projects and Opéra IT project roll-out. She is currently Director, Workplace Environment.

Principal position outside Bouygues SA

Director, Workplace Environment at Bouygues Immobilier.

Address:
32 avenue Hoche
75008 Paris
First appointment to Board:
22 October 1991
Expiry of term of office: 2025
Shares held: 103,425,300

SCDM, represented by Charlotte Bouygues

Other positions and functions in the Group

In France:
- Director of TF1 [a] and GIE 32 Hoche.

Other positions and functions outside the Group

In France:
- Chair of SCDM Participations.

(a) Listed company.

Date of birth:
29 July 1991 (age: 32)
Nationality: French
Professional address:
32 avenue Hoche
75008 Paris
First appointment to Board:
11 June 2018
Attendance rate at Board meetings:
57%

CHARLOTTE BOUYGUES

Expertise/experience

Charlotte Bouygues graduated from Babson College in the United States, where she specialised in strategic management. She was product marketing manager at L'Oréal in the United States for three years, before joining TF1 Publicité in September 2016 where she headed advertising for two years. She then joined the programming teams, in charge of programming for the TF1 channel, and was subsequently Director of E-Commerce at Aufeminin (a TF1 [a] subsidiary) from 2019 to 2021. Charlotte is currently launching a cosmetics brand, whilst ensuring oversight of B2C activities at the SCDM holding company.

Principal position outside Bouygues SA

Director of Strategy at SCDM.

Other positions and functions in the Group

In France:
- Director of Bouygues Construction.
- Director of Bouygues Telecom.
- Standing representative of SCDM on the Board of Directors of TF1 [a].

Other positions and functions outside the Group

In France:
- Chairwoman of Systerre.
- Chairwoman of Nhectar.
- Director of Heling.
- Director of Conseil des Grands Crus Classés du Médoc.

(a) Listed company.

SCDM PARTICIPATIONS, represented by William Bouygues

Address:
32 avenue Hoche
75008 Paris

First appointment to Board:
21 April 2016

Expiry of term of office: 2025

Shares held: 100,000

WILLIAM BOUYGUES

Date of birth:
2 July 1987 (age: 36)

Nationality: French

Professional address:
32 avenue Hoche
75008 Paris

First appointment to Board:
11 June 2018

Attendance rate at Board meetings:

100%

Expertise/experience

William Bouygues graduated from the London School of Economics and Political Science in Economics and Economic History. Following work experience in various construction businesses, he joined Bouygues Bâtiment Ile-de-France – Rénovation Privée in September 2011, where he held the post of works supervisor for two years. Drawing on this experience, he then joined the sales teams within the same entity until December 2016, when he moved on to Bouygues Bâtiment International in the structure and development teams. In March 2018, he became Smart Office services manager at Bouygues Energies & Services. In January 2019, he became property development manager at Linkcity (Bouygues Construction) for Paris and the Hauts-de-Seine department. In March 2021, he was appointed Deputy Executive Vice-President in charge of strategic projects in the commercial property division at Bouygues Immobilier, before becoming, in June 2022, Executive Vice-President, strategic projects in the commercial property division at Bouygues Immobilier.

Principal position outside Bouygues SA

Executive Vice-President, strategic projects in the commercial property division at Bouygues Immobilier.

Other positions and functions in the Group

In France:

- Director and member of the Equans Audit Committee.
- Non-voting director of Bouygues Construction.
- Member of the Board of Bouygues Immobilier.
- Member of the Board of Directors of the Francis Bouygues Foundation.

Other positions and functions outside the Group

In France:

- Chairman of SCDM Développement.
- Director of Heling.

2.3 BOARD OF DIRECTORS

2.3.1 Composition of the Board of Directors

2.3.1.1 Principles governing the composition of the Board

The importance of the role played by the Board of Directors means that the quality of its membership is key to the proper functioning of the company.

The Afep-Medef Code stresses that the composition of a company's Board should appropriately reflect the company's share ownership structure, the extent and nature of its operations, and the specific circumstances facing the company.

The composition of the Board of Directors of Bouygues takes account of the significant proportion of the share capital held by the Group's founding family and by employee shareholders.

The composition of the Board of Directors also complies with:

- legal requirements on:
  - gender balance: in accordance with Articles L. 225-18-1 and L. 22-10-3 of the Commercial Code, neither gender may account for less than 40% of the composition of the Board (excluding directors representing employees and directors representing employee shareholders),
  - representation of employees on company boards (Articles L. 225-27-1 and L. 22-10-7 of the Commercial Code),
  - inclusion of directors representing employee shareholders (Article L. 223-23 of the Commercial Code);
- the provisions of the Afep-Medef Code on independent directors.

According to the articles of association, the Board of Directors is made up as follows:

Type of director	Method of appointment	Term of office	Number of directors	Reference text
Directors appointed by the Annual General Meeting	Appointed by an Ordinary General Meeting	3 years, renewable	3 to 18	Article L. 225-18 of the Commercial Code
Directors representing employee shareholders	Elected by an Ordinary General Meeting on the recommendation of the Supervisory Boards of the employee share ownership funds [a]	3 years, renewable	Up to 2	Articles L. 225-23 and L. 22-10-5 of the Commercial Code
Directors representing employees	Nominated by the France Group Council governed by Articles L. 2331-1 et seq of the Labour Code [b]	2 years, renewable once	1 or 2	Articles L. 225-27-1 and L. 22-10-7 of the Commercial Code

(a) Candidates elected by a simple majority of votes by the Supervisory Boards of the employee share ownership funds. These Supervisory Boards consist of an equal number of members representing employees who own shares and of members nominated to represent the company. In the event of a tie, the Chair (a member representing employees) has a casting vote.
(b) Consisting of 33 employees nominated by the Group's trade unions.

The Rules of Procedure of the Board of Directors lay down other imperatives. No more than two directors or standing representatives of legal entities may come from outside companies in which a corporate officer of Bouygues holds office.

2.3.1.2 Composition of the Board of Directors at 31 December 2023

For a full career résumé of each director see section 2.2. Overview of Board members:

	Profile				Board membership			Committee membership			
Name	Age	Gender	Nationality	Number of shares held	Start first term [a]	End current term [a]	Length of service	Audit	Selection and Remuneration	Ethics, CSR and Patronage	Other offices held [b]
Directors representing the SCDM group											
Martin Bouygues Chairman of the Board	71	M	FR	479,297 (103,525,300 via SCDM)	1982	2024	41				
Olivier Bouygues	73	M	FR	1,073,021 (103,525,300 via SCDM)	1984	2025	39				
Charlotte Bouygues Standing representative of SCDM	32	F	FR	SCDM: 103,425,300	2018	2025	3 [c]				
William Bouygues Standing representative of SCDM Participations	36	M	FR	SCDM Participations: 100,000	2018	2025	3 [c]				
Independent directors											
Félicie Burelle	44	F	FR	500	2022	2025	1				2 Burelle SA, Compagnie Plastic Omnium SE
Pascaline de Dreuzy	65	F	FR	750	2021	2024	2				1 Peugeot Invest
Clara Gaymard	63	F	FR	500	2016	2025	7				2 LVMH, Veolia Environnement
Benoît Maes	66	M	FR	2,500	2020	2026	3				
Rose-Marie Van Lerberghe	76	F	FR	531	2013	2025	10				1 Klépierre
Other director											
Alexandre de Rothschild	43	M	FR	500	2017	2026	6				
Directors representing employee shareholders											
Raphaëlle Deflesselle	51	F	FR	1,000	2014	2025	9 [d]				
Michèle Vilain	62	F	FR	Unspecified	2010	2025	13				
Directors representing employees											
Bernard Allain	66	M	FR	Unspecified	2020	2024	3				
Béatrice Besombes	57	F	FR	Unspecified	2020	2024	3				

(a) Either in a personal capacity or as a standing representative.
(b) In listed companies outside the Bouygues group.
(c) Charlotte Bouygues and William Bouygues were the standing representatives of SCDM and SCDM Participations from June 2018 to June 2020, and were then reappointed on 31 May 2022.
(d) Raphaëlle Deflesselle was a director representing employees from May 2014 to May 2018. She was appointed as a director representing employee shareholders on 25 April 2019 and her term of office was renewed on 28 April 2022.

Chair Member

Experience and expertise of directors

The Board of Directors, in coordination with the Selection and Remuneration Committee, ensures it maintains an appropriate mix of experience, nationality and gender and that each director embraces the Group's core values.

During its annual evaluation, which pays special attention to its composition, the Board considers new priorities and strategies adopted by the company.

The directors have backgrounds in different sectors (construction, energy, telecoms, media, banking, etc.) and varied and complementary experience and skills.

A number of them also have senior executive experience in large groups and international projects.

The following charts provide an overview of the skills within the overall Board and the individual skills of each director.

VARIED AND COMPLEMENTARY EXPERIENCE AND SKILLS

SECTORS	EXPERTISE
Construction — Property	Senior executive in a large group
Energy — Transport — Utilities [a]	Finance — Strategy
Banking — Insurance	International
Media	Technology — Digital
Industry	CSR & Human Resources
Telecoms	Governance

(a) Water, electricity and other public services.

	Construction – Property	Energy – Transport – Utilities [a]	Banking – Insurance	Media	Industry	Telecoms	Senior executive in a large group	Finance – Strategy	International	Technology – Digital	CSR & Human Resources	Governance
Martin Bouygues	●		●	●	●	●	●	●	●			●
Olivier Bouygues	●	●		●	●		●	●	●		●	●
Benoît Maes		●	●		●		●	●				●
Bernard Allain	●					●				●		
Béatrice Besombes				●				●				
William Bouygues	●	●						●				
Félicie Burelle		●	●		●		●	●				●
Pascaline de Dreuzy	●	●		●	●			●		●	●	●
Charlotte Bouygues				●				●	●	●		
Rose-Marie Van Lerberghe	●		●		●		●	●			●	●
Michèle Vilain	●									●	●	
Clara Gaymard		●	●				●	●	●	●	●	●
Alexandre de Rothschild			●				●	●	●			●
Raphaëlle Deflesselle						●				●		
	43%	43%	43%	36%	43%	21%	50%	79%	36%	36%	36%	57%

(a) Water, electricity and other public services.

2.3.1.3 Changes in the composition of the Board of Directors

Changes in the composition of the Board of Directors in 2023

The Board meeting of 22 February 2023 considered, in light of a report from the Selection and Remuneration Committee, the changes in the composition of the Board that were put to a shareholder vote at the Annual General Meeting of 27 April 2023. The terms of office as directors of Benoît Maes and Alexandre de Rothschild expired at the end of that Annual General Meeting, and on a proposal of the Board of Directors, were renewed by that meeting.

The table below summarises the changes made to the composition of the Board of Directors in 2023:

Date	Departure	Appointment	Reappointment
27 April 2023			Benoît Maes Alexandre de Rothschild

At 31 December 2023, the Board of Directors thus had 14 members, of whom 50% are women and 50% are independent directors (excluding directors representing employees and employee shareholders).

Changes in the composition following the Annual General Meeting of 25 April 2024

The Board meeting of 26 February 2024 considered, in light of a report from the Selection and Remuneration Committee, the changes in the composition of the Board that will be put to a shareholder vote at the forthcoming Annual General Meeting on 25 April 2024.

The Board of Directors is asking the forthcoming Annual General Meeting to renew the terms of office of two directors Martin Bouygues and Pascaline de Dreuzy for three years.

At the conclusion of the Annual General Meeting on 25 April 2024, and subject to the approval of the resolutions to renew the terms of office of the two directors, the Board of Directors would still comprise 14 members and the percentage of women and independent directors would remain unchanged at 50% (excluding directors representing employees and employee shareholders).

2.3.1.4 Diversity policy applied to Board members

In accordance with the Afep-Medef Code, the Board periodically reassesses the preferred balance of its membership and of its committees, especially as regards diversity (gender balance, international experience, expertise, etc.). The objectives, procedures and outcomes of this diversity policy are presented below.

Criterion	Objectives	Procedures and outcomes in the 2023 financial year
Age limit and directors' length of service	In accordance with the articles of association, no more than one third of the members of the Board may be over 70 years old. Aside from directors' age, the Board takes steps to maintain a balanced profile in terms of their length of service.	Three of out of 14 directors are more than 70 years old, or 21.4% of the Board members. At 31 December 2023, the average age of members of the Board of Directors was 57.5. The average length of service of members of the Board of Directors was 10.2 years.
Gender balance	Neither gender may account for less than 40% of the members of the Board in accordance with Article L. 22-10-3 of the Commercial Code.	Excluding the directors representing employees and employee shareholders, five of the ten members of the Board of Directors were women at 31 December 2023. That represents 50% (unchanged). Of the seven total positions on the Board committees, five are held by women, who chair two of these committees (Selection and Remuneration Committee and the Ethics, CSR and Patronage Committee), excluding directors representing employees and employee shareholders.
Qualifications and professional experience, areas of expertise, compliance with Group values	Board members are drawn from a range of complementary backgrounds, and include the full range of expertise needed for the Board of a diversified group. Such diversity is particularly necessary given the broad range of activities carried on by Bouygues in construction, energies and services, media and telecoms.	The various skills and areas of expertise of the directors are shown above (see section 2.3.1.2). All members of the Board of Directors are French nationals, but several of them have extensive international experience. In addition, some directors have a bi-national culture. For a full career résumé of each director see section 2.2.
Independence of directors	At least 50% of directors on the Board are independent in accordance with recommendations of the Afep-Medef Code.	50% of members of the Board of Directors are independent, excluding directors representing employees and employee shareholders (see section 2.3.2 below).
Representation of employees and employee shareholders	The Board of Directors has two members representing employees as required by Articles L. 225-27-1 and L. 22-10-7 of the Commercial Code; and two members representing employee shareholders in accordance with Articles L. 225-23 and L. 22-10-5 of the Commercial Code.	The composition of the Board of Directors is compliant with these statutory requirements. See section 2.3.1.1 above.

2.3.1.5 Non-discrimination policy and gender balance on executive bodies

The Board regularly checks that the Executive Officers are implementing a non-discrimination and diversity policy.

Bouygues Group Management Committee

At 1 January 2024, the Bouygues Group Management Committee had 12 members, one of whom is a woman.

The main reasons for this are as follows:

- the preponderance within the Group of construction activities, which still employ a high proportion of men; and
- the fact that most positions of responsibility are filled preferably by promoting internal candidates.

The company has reiterated its determination to improve the gender balance of its executive bodies.

In 2021, a second Gender Balance Action Plan was launched across the Group and its business segments, with targets for 2023. It aims to improve the representation of women at every level and in particular in top-tier executive positions Group-wide. Two consolidated Group objectives had been set for 2023, to reach:

- 20% women managers;
- 30% of women on executive bodies.

The 2021-2023 Gender Balance Action Plan is one of the non-financial criteria used to determine the annual variable and long-term remuneration awarded to Executive Officers.

The plan's targets were met, with 22.9% of women managers within the Group and 30% women on executive bodies (excluding Equans).

New indicators have been added to the 2024-2026 Gender Balance Action Plan, including the goal of increasing the number of women on executive committees and of new female hires. It includes two consolidated Group targets for 2026:

- 21.5% of women managers (including Equans); and
- 30.5% of women on executive committees [a].

This Gender Balance Action Plan rests on four key pillars: effective progress metrics, design of suitable training programmes, roll-out and coordination of women's and mixed-gender networks and communication (see chapter 3, section 3.2.3.3 "Promote diversity – a source of creativity and performance" in the 2023 Universal Registration Document).

Gender balance in the 10% of positions with the greatest responsibility

Looking beyond the Group Management Committee and Senior Vice-Presidents, women hold 30.2% of positions with the greatest level of responsibility at Bouygues SA.

The proportion of women at department head level and higher is 44% at Bouygues SA (excluding members of the Group Management Committee).

2.3.2 Independent directors

In accordance with the recommendations of the Afep-Medef Code, after seeking the opinion of the Selection and Remuneration Committee, the Board of Directors at its meeting of 26 February 2024 reviewed each director's situation in light of each of the eight independence criteria as defined by the Afep-Medef Code.

Independence criteria of the Afep-Medef Code

Criterion 1: Employee or Executive Officer	Not being, or not having been within the previous five years: (i) an employee or Executive Officer of Bouygues; (ii) an employee, Executive Officer or director of an entity consolidated by Bouygues; (iii) an employee, Executive Officer or director of Bouygues' parent or of an entity consolidated by that parent.
Criterion 2: Cross-directorships	Not being an Executive Officer of an entity in which (i) Bouygues directly or indirectly holds a directorship or (ii) an employee of Bouygues is designated as a director or (iii) an Executive Officer of Bouygues (current, or who has held such office within the past five years) holds a directorship.
Criterion 3: Material business relationships	Not being directly or indirectly related to a customer, supplier, investment banker, commercial banker or consultant: (i) that is material to Bouygues or its Group; (ii) or for which Bouygues or its Group represents a significant proportion of its business.
Criterion 4: Family ties	Not being related by close family ties to a corporate officer.
Criterion 5: Statutory auditor	Not having been a statutory auditor of Bouygues within the previous five years.
Criterion 6: More than 12 years' service	Not having been a director of Bouygues for more than 12 years. Directors lose their independent status on the twelfth anniversary of their taking up office.
Criterion 7: Non-Executive Officer	Non-Executive Officers cannot be regarded as independent if they receive variable remuneration in cash or shares, or any remuneration related to the performance of Bouygues or its Group.
Criterion 8: Major shareholder	Directors representing major shareholders of Bouygues or of its parent may be regarded as independent provided those shareholders do not take part in the control of Bouygues. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board, upon a report from the Selection and Remuneration Committee, systematically reviews whether a director qualifies as independent in light of Bouygues' share ownership structure and the existence of any potential conflict of interest.

(a) Same scope as women on executive bodies.

Situation of directors in light of the independence criteria

The table below shows the classification chosen by the Board for each director (excluding directors representing employees and employee shareholders) following the review of the Selection and Remuneration Committee on 6 February 2024 and that of the Board of Directors on 26 February 2024.

	Employee or Executive Officer	Cross-directorships	Material business relationships	Family ties	Statutory auditor	More than 12 years' service	Non-Executive Officer	Major shareholder	Independent Director status
Martin Bouygues	x	✔	x	x	✔	x	✔	x	No
Olivier Bouygues	x	✔	x	x	✔	x	✔	x	No
Charlotte Bouygues (SCDM)	x	✔	x	x	✔	✔	✔	x	No
William Bouygues (SCDM Participations)	x	✔	x	x	✔	✔	✔	x	No
Félicie Burelle	✔	✔	✔	✔	✔	✔	✔	✔	Yes
Pascaline de Dreuzy	✔	✔	✔	✔	✔	✔	✔	✔	Yes
Clara Gaymard	✔	✔	✔	✔	✔	✔	✔	✔	Yes
Benoît Maes	✔	✔	✔	✔	✔	✔	✔	✔	Yes
Alexandre de Rothschild	✔	✔	x	✔	✔	✔	✔	✔	No
Rose-Marie Van Lerberghe	✔	✔	✔	✔	✔	✔	✔	✔	Yes

✔ Independence criterion met.
x Independence criterion not met.

As regards **criterion 3 (material business relationships),** the Board obtained assurance during its annual review that none of the directors likely to qualify as independent was (or was directly or indirectly related to) a customer, supplier, banker or advisor that is material to Bouygues or a Bouygues group company. Drawing on the work of the Selection and Remuneration Committee, the Board made a case-by-case assessment of any existing business relationships between Bouygues group companies and companies in which a director holds a professional position or corporate office.

In accordance with the recommendations of the AMF and the High Committee for Corporate Governance, the Board adopted a multi-criteria approach when considering material business relationships, while favouring a qualitative analysis. To this end, the Board took account of all the following criteria:

Qualitative criteria	**The extent of the business relationship for each of the entities concerned** (Potential economic dependence between the parties, size of transactions, specific characteristics of certain markets, direct interest of the legal entity in the business relationship).
	Organisation of the relationship, including the position of the director concerned in the co-contracting company (Length of directorship, whether the director has an operational role within the entity concerned, direct decision-making power over contracts, whether the director has a personal interest in the contracts or is entitled to remuneration linked to the contracts, etc.). In this respect, the Board referred to the definition contained in the Conflicts of Interest Compliance Programme implemented at Group level: *"There is a conflict of interest when the personal interests of an employee, senior executive or executive officer of the Group are in conflict with or compete with the interests of the Group company they work for. The concept of personal interests should be understood in the broadest sense of the term. It may involve the person's direct interests (material or simply moral) as well as the interests of a closely associated person (someone in their immediate entourage or entity with whom/which they have direct or indirect relationships)."* Additional information about how the Bouygues group manages conflicts of interest is given in section 2.3.5.2.
Quantitative criteria	**Sales** Sales generated by Bouygues group entities with entities of the group with which the director has a relationship, measured by comparing that sales figure with the total sales of the Bouygues group.
	Volume of purchases The volume of purchases made by Bouygues group entities from entities of the group with which the director has a relationship, measured by comparing that volume with the total volume of purchases of the Bouygues group.

Based on the above criteria, the Selection and Remuneration Committee reported to the Board as follows:

Félicie Burelle	**Félicie Burelle** is Managing Director of Compagnie Plastic Omnium SE and a director of Burelle SA, of Burelle Participations, Compagnie Plastic Omnium SE and of CIC Lyonnaise de Banque. She is also director of Plastic Omnium New Energies SA (Belgium) and CFC (Belgium).
	The Selection and Remuneration Committee took account of the following factors: • Business relationships exist between a Bouygues group entity and entities of the Plastic Omnium and CIC Lyonnaise de Banque groups, but the sales and volume of purchases generated by those business relationships represent only a very small proportion of the business of the groups in question. • There is no relationship of economic dependence, exclusivity or dominance in the sectors in which the groups in question have business relationships with the Bouygues group. • The business relationships arise in the normal course of business and in an ordinary competitive environment. • For the most part, those business relationships do not involve Bouygues SA directly, but only certain subsidiaries or sub-subsidiaries. • The Bouygues Board of Directors in no way interferes in those business relationships. • She receives no remuneration from and has no personal interest in the contracts in question. The Selection and Remuneration Committee determined that Félicie Burelle qualifies as an independent director in accordance with the Afep-Medef Code
Pascaline de Dreuzy	**Pascaline de Dreuzy** is a director of Peugeot Invest, of Fondation Hugot of the Collège de France, of Fondation Mallet and of Atelier Simon Marq.
	The Selection and Remuneration Committee took account of the following factors: • There are no business relationships between the Bouygues group entities and, respectively, the entities of the Peugeot Invest, Fondation Hugot of the Collège de France, Fondation Mallet and Atelier Simon Marq. • There is no relationship of economic dependence or exclusivity between the Bouygues group and these other entities. The Selection and Remuneration Committee determined that Pascaline de Dreuzy qualifies as an independent director in accordance with the Afep-Medef Code.
Clara Gaymard	**Clara Gaymard** is co-founder of Raise. She is a director (since 2016) of LVMH, Veolia Environnement and Sages.
	The Selection and Remuneration Committee took account of the following factors: • Business relationships exist between Bouygues group entities and entities of the LVMH, Veolia Environnement and Sages groups, but the sales and volume of purchases generated by those business relationships represent only a very small proportion of the business of the groups in question. • There is no relationship of economic dependence, exclusivity or dominance in the sectors in which the LVMH, Veolia Environnement and Sages groups have business relationships with the Bouygues group. • The business relationships arise in the normal course of business and in an ordinary competitive environment. • Those business relationships do not involve Bouygues SA directly, but only certain subsidiaries or sub-subsidiaries. • The Bouygues Board of Directors in no way interferes in those business relationships. • Clara Gaymard has no operational role within the LVMH, Veolia Environnement and Sages groups. • She has no decision-making power over the selection of service providers or the awarding, implementation or management of the contracts involved in the business relationships. • She receives no remuneration from and has no personal interest in the contracts in question. • In 2014, Bouygues decided to invest €9 million in the Raise investment fund and €1 million in the Raise endowment fund. These commitments were called between 2015 and 2018. In 2018, Bouygues decided to invest €4.5 million in the Raise Ventures fund and €0.5 million in the Raise endowment fund. These commitments were called between 2018 and 2022. In 2021, Bouygues decided to invest €2.2 million in the Raise investment fund. This commitment was called in 2021. • The Board of Directors takes the view that those investments do not undermine the independence of Clara Gaymard, given: ▪ the specific aims of those funds (support for innovative French businesses, and the existence of a philanthropic endowment fund dedicated to start-ups); and ▪ the immateriality of the interest held by Bouygues in the fund's capital. The Selection and Remuneration Committee determined that Clara Gaymard qualifies as an independent director in accordance with the Afep-Medef Code.
Benoît Maes	Apart from his directorship at Bouygues SA, **Benoît Maes** holds no other directorship or salaried employment within or outside the Bouygues group. The Selection and Remuneration Committee determined that Benoît Maes qualifies as an independent director in accordance with the Afep-Medef Code.

Rose-Marie Van Lerberghe	**Rose-Marie Van Lerberghe** chairs the Board of Directors of Orchestre des Champs-Elysées. She is also a director of Fondation Hôpital Saint-Joseph, a member of the supervisory board of Klépierre and a director of CNP Assurances.
	The Selection and Remuneration Committee took account of the following factors: • Business relationships exist between Bouygues group entities and entities of the CNP Assurances and Klépierre groups, but the sales and volume of purchases generated by those business relationships represent only a very small proportion of the business of the groups in question. • There is no relationship of economic dependence, exclusivity or dominance in the sectors in which the groups in question have business relationships with the Bouygues group. • The business relationships arise in the normal course of business and in an ordinary competitive environment. • Those business relationships do not involve Bouygues SA directly, but only certain subsidiaries or sub-subsidiaries. • The Bouygues Board of Directors in no way interferes in those business relationships. Rose-Marie Van Lerberghe has no operational role within the entities in question. She has no decision-making power over the selection of service providers or the awarding, implementation or management of the contracts involved in the business relationships. • She receives no remuneration from and has no personal interest in the contracts in question. The Selection and Remuneration Committee determined that Rose-Marie Van Lerberghe qualifies as an independent director in accordance with the Afep-Medef Code.

In light of the above, the Board takes the view that the business relationships described above are not of a material nature such as to create conflicts of interest or impair the independence of the five directors in question. In any event, if the Board were to examine a transaction involving any of the entities concerned, the director in question would refrain from taking part in the deliberations and voting on that matter (see section 2.3.5.2).

Proportion of independent directors

According to the Afep-Medef Code, at least 50% of Board members of a widely-held company without controlling shareholders should be independent.

Those proportions do not take into account directors representing employee shareholders or representing employees.

In light of the independence criteria presented above, five of the ten directors (50%) were independent as of 31 December 2023.

At the conclusion of the Annual General Meeting on 25 April 2024 the percentage of independent directors would (subject to approval of the resolutions to renew the terms of office of two directors) remain unchanged at 50%.

2.3.3 Conditions for preparing and organising the Board's work

14	50%	50%	2
Directors	Independent directors [a]	Women directors [a]	Directors representing employees

2	57.5	7	96%
Directors representing employee shareholders	Average age of directors	Number of Board meetings	Attendance rate at Board meetings

(a) Excluding directors representing employees and employee shareholders.

2.3.3.1 Rules of Procedure of the Board of Directors

Since 2002, the Rules of Procedure have clarified the conditions under which the work of the Board of Directors is prepared and organised. The Rules of Procedure are reviewed regularly and are amended to comply with:

- changes in laws and regulations and to the Afep-Medef Code;
- recommendations issued by the AMF;
- Bouygues' internal control principles.

The main provisions of the Rules of Procedure are summarised in the present report. The full text can be downloaded from the company's website www.bouygues.com under Group, Corporate governance, Articles of Association and Rules of Procedure.

2.3.3.2 Powers of the Board of Directors

The powers and remit of the Board of Directors are laid down by law and by the Afep-Medef Code. Alongside certain duties specifically provided for in the Rules of Procedure, the Afep-Medef Code summarises the remit of the Board of Directors as follows:

- the Board promotes the creation of long-term value by the company while taking account of the social and environmental issues relating to its activities;
- the Board, with the assistance of an ad hoc committee if needed, determines the company's strategic priorities including the Climate Strategy,
- the strategic priorities, business plans and financing policy for the business segments and the Group are presented to the Board for approval;
- in particular, the Board examines and makes decisions on major transactions;

- the Board must give its prior approval for any transaction regarded as being of major significance for the Group including investments, organic growth, external acquisitions, disposals, or internal restructuring, particularly where the transaction is outside the scope of the company's stated strategy;
- Board authorisation is required for major financing transactions within the framework of public offerings or private placements, as well as for the principal guarantees and major commitments;
- the Board exercises control over management and oversees the quality of the information supplied to shareholders and to the markets, in particular through the financial statements and in connection with major transactions;
- the Board performs regular reviews of opportunities and risks, including mainly risks of a financial, legal, operational, social or environmental nature, and assesses their impact on the strategy determined by the Board as well as initiatives taken as a consequence; to that end, the Board receives all the information necessary to fulfil its remit, especially from the Executive Officers;
- the Board determines, subject to the powers reserved by law for general meetings of shareholders, the remuneration of the Executive Officers;
- the Board deliberates annually on company policy on workplace equality and equal pay;
- the Board obtains assurance that mechanisms are in place to prevent and detect corruption and influence peddling, and receives all the necessary information to that end;
- acting on proposals from senior management, the Board sets gender balance objectives for the executive bodies, and includes in the Report on corporate governance a description of the gender balance policy applied to executive bodies; the objectives of that policy; how the policy is implemented, and the outcomes achieved in the last financial year; and where applicable, the reasons why the objectives have not been met, and steps taken to remedy the situation;
- acting on proposals from senior management, the Board sets multi-year corporate social responsibility-related strategic priorities and reviews how they are implemented. It is informed of the outcomes achieved on an annual basis. Precise climate objectives are set for various time horizons as part of these strategic priorities. The Board reviews whether the action plan or its objectives need to be adjusted;
- the Board also obtains assurance that senior management applies a policy of non-discrimination and diversity, especially in terms of gender parity on executive bodies;
- the Board approves regulated agreements under the conditions laid down by law; and
- the Board implements a procedure that regularly assesses whether ordinary agreements contracted on an arm's length basis meet those conditions.

2.3.3.3 Calling of meetings, quorum and majority rules

Under the articles of association:

- the Board of Directors meets as often as necessary in the interests of the company. Meetings are called by the Chairman and may take place at the registered office or any other venue and may be convened in any way;
- meetings are only quorate when at least half of the Board members are in attendance;
- decisions are taken by a majority of the directors present or represented;
- in the event of a tie, the Chairman of the meeting has the casting vote.

The Rules of Procedure stipulate that any director who participates in a Board meeting by video-conferencing, or any other telecommunications method with technical characteristics that allow directors to be identified and participate fully in the meeting, is deemed to be in attendance for the purposes of quorum and majority. This provision does not apply to decisions on the preparation of the full-year parent company and consolidated financial statements or the management report, except in the case of a legal waiver.

2.3.3.4 Board meetings

The Board of Directors meets in ordinary session at least five times a year:

- In January, the Board reviews the Group's estimated sales and earnings for the previous financial year, and the strategic priorities (including the Climate Strategy), business plans and the financing policy for the business segments and the Group that are presented to it for approval.
- In February, it closes off the financial statements for the previous financial year, and finalises the text of the reports and draft resolutions to be submitted by the Board to the Combined Annual General Meeting.
- In May, it closes off the first-quarter financial statements.
- In July, it closes off the first-half financial statements.
- In October/November, it closes off the nine-month financial statements.

Other Board meetings are held as the Group's business requires.

A separate session is held at least once a year at which no Executive Officers are present.

The statutory auditors are systematically invited to attend all meetings at which the Board reviews interim or full-year financial statements.

People who are not Board members, whether Bouygues group employees or not, may be invited to attend all or part of Board meetings.

2.3.3.5 Information and training

The Chairman must ensure that each director is provided with all the documents and information needed to perform their duties, including:

- information about market trends, the competitive environment and the main challenges facing the company, including corporate social responsibility issues;
- the information needed to monitor the progress of business activities and in particular sales figures and order books;
- the financial position, and in particular the company's cash position and commitments;
- any event that materially affects the Group's consolidated financial results or that may do so;
- material events in the human resources area and in particular trends in headcount;
- major risks to the company, any change therein, and the steps taken to control them.

Once each quarter, senior management reports to the Board of Directors on the previous quarter's operations and consolidated results.

Directors may obtain additional information on request. The Chief Executive Officer and the Deputy Chief Executive Officers, along with the General Counsel, are always at the Board's disposal to provide explanations and relevant information.

Directors may also meet with the company's principal senior executives, and may do so without the Executive Officers present provided that the latter have been informed beforehand.

Committees tasked by the Board of Directors with addressing specific issues help, through their work and reports, to keep the Board well informed and to prepare its decisions (see section 2.3.4).

Directors must always receive any document that the company and its subsidiaries have issued to the public, particularly information for shareholders.

Directors have access to a secure digital platform to make it easier for them to access relevant documents and information. This platform can also be accessed by the Economic and Social Committee representative on the Board.

Directors may request additional training relating to the company, its business segments and the sectors in which it operates, as well as in relation to its corporate social responsibility issues, and particularly climate issues.

In September 2021, directors were offered training on the relationship between energy, the economy and climate change. The work continued in January 2022 with training for directors presenting progress and future issues related to the Group's Climate Strategy ("carbon-free prosperity"). Directors also took part in a Fresque du Climat workshop in 2023.

In 2023, the challenges arising from the Corporate Sustainability Reporting Directive (CSRD), Country By Country Reporting (CBCR) and the worldwide minimum tax (Pillar 2) were brought to the attention of the members of the Audit Committee.

In January 2024, the directors attended a seminar on the challenges and impact of implementing the Corporate Sustainability Reporting Directive (CSRD), with a focus on the business model and the role of the Board of Directors and its senior executives.

As required by law, directors representing employees and employee shareholders also receive specific training.

2.3.4 Work of the Board in 2023

The Board met **seven** times during 2023. The only unscheduled meetings called were to discuss progress concerning the proposed public tender offer followed by a squeeze-out for Colas SA shares carried out on 22 December 2023, and the governance changes made at the helm of Colas SA. The average attendance rate at Board meetings was **96%**.

The table below shows the main issues that featured on the agenda of each meeting.

BOARD OF DIRECTORS

STRATEGY

- Implementation of strategic priorities.
- Proposed public tender offer followed by a squeeze-out for Colas SA shares.
- Continuation of the Equans integration plan.
- Overseeing CSR and Climate Strategy implementation.

GROUP'S PERFORMANCE

- Monitoring the Group's performance and business activities.
- Managing the impacts related to the international context.
- Active management of the Group's balance sheet and cash.

GOVERNANCE

- Changes to the composition of the Board of Directors and its committees.
- Review of the diversity policy for executive bodies.
- Internal evaluation of the Board.
- Succession plan.

AUDIT AND RISKS

- 2022 parent company financial statements.
- 2022 and first-half 2023 consolidated financial statements.
- Mapping of the Group's major risks.
- Internal control and internal audit.

REMUNERATION AND HUMAN RESOURCES

- Defining the remuneration policy for Executive Officers and directors for 2023.
- Evaluation of Executive Officers' 2023 objectives.
- Award of performance shares.
- Employee share ownership plan (Bouygues Confiance n°12).
- Review of implementation of the 2021-2023 Gender Balance Plan and implementation of the 2023-2025 targets.

ETHICS AND CSR

- Review of the Group's ethics- and compliance-related matters and initiatives.
- Review of the progress made under the Group's Climate Strategy.
- Monitoring of changes to CSR regulations (Taxonomy Regulation, CSRD, Carbon Border Adjustment Mechanism).

Report on the activities of the Chairman of the Board of Directors in 2023

In 2023, the Chairman actively continued to organise and lead the work of the Board of Directors.

Together with senior management, he decided on and made preparations for the strategic issues and priorities to be included on the Board's agenda and kept directors informed of any major events occurring between meetings.

In addition, Martin Bouygues continued to represent the Group vis-à-vis certain of its major customers and partners, institutions, public authorities and other stakeholders, acting in line with the specific duties entrusted to him under the governance framework that separates the office of Chairman from that of Chief Executive Officer and working closely with the Chief Executive Officer.

He also attended major events in the Group's affairs (including the 60th anniversary of the Minorange Guild in 2023) and in so doing helped champion the Group's values and culture, both internally and externally.

Thanks to his in-depth knowledge of the Group and its business segments, the Chairman was also consulted by senior management on major issues (strategic projects, societal matters, major financial transactions) and attended internal meetings with the Group's senior executives to provide his insights.

2.3.5 Board committees

The three committees of the Board of Directors examine issues submitted to them for an opinion by the Board or its Chairman as well as matters assigned to them by the Rules of Procedure or by law:

- Audit Committee;
- Selection and Remuneration Committee;
- Ethics, CSR and Patronage Committee.

Annexes to the Rules of Procedure, the content of which is indicated below, define the composition, remit and rules for the operation of the three committees. Executive Officers cannot sit on the committees. The committees are chaired by independent directors.

Each committee may, if it deems fit, commission technical research from third parties in areas within its competence, subject to the principles contained in the Afep-Medef Code.

The Board determines the membership and remits of the committees, which perform their activities under the Board's responsibility. The Board appoints the committee members from among the directors.

2.3.5.1 Audit Committee

4	100%	6	100%
Members	**Independent directors [a]**	**Number of meetings**	**Attendance rate at Committee meetings**

(a) Excluding directors representing employees and directors representing employee shareholders.

The Audit Committee comprises the following directors:

	CHAIRMAN	Benoît Maes	Independent director
	MEMBERS	Pascaline de Dreuzy	Independent director
		Clara Gaymard	Independent director
		Michèle Vilain	Director representing employee shareholders

During 2023, the composition of the Audit Committee remained unchanged.

Remit

In accordance with the provisions of applicable laws and regulations as well as the Afep-Medef Code, the Audit Committee, acting under the responsibility of the Board of Directors, is responsible for overseeing:

- the process for preparing accounting and financial information;
- internal control and risk management systems relating to accounting, financial and non-financial matters; and
- matters relating to the statutory auditors.

In accordance with paragraph 16.3 of the Afep-Medef Code, the company ensures that Committee members are supplied with the relevant files sufficiently far in advance of each Committee meeting for them to have time to examine those files properly before the Committee meeting. A digital platform makes it easier to access documents on a timely basis.

Three members of the Committee have particularly extensive skills and experience in financial matters:

- Benoît Maes has served as Chief Audit and Actuarial Officer at Groupama; Chief Executive Officer of Gan Assurances and Groupama Gan Vie; and Group Chief Financial Officer of Groupama SA.
- Clara Gaymard has been an auditor at the Cour des Comptes state audit office and has held executive functions in the General Electric group.
- Pascaline de Dreuzy has led cross-functional projects at the Necker-Enfants Malades hospital group for more than 25 years.

Operation

The Audit Committee reviews the section on internal control and risk management included in the draft Report on corporate governance, and communicates any observations it may have on that draft to the Board.

At the time of their appointment, Audit Committee members are provided with information concerning the company's specific accounting, financial and operational characteristics.

Audit Committee meetings are valid only if two or more of its members, including its Chairman, are in attendance. Meetings are called by the Chair of the Committee, or at the request of the Chairman of the Board of Directors. The Committee meets at least four times each year to examine the quarterly, first-half and full-year financial statements before they are submitted to the Board. The Committee Chairman draws up the agenda. The opinions issued by the Committee are approved by a simple majority of its members. In the event of a tie, the Committee Chairman has the casting vote.

In carrying out its duties, the Committee has access to all accounting and financial documents, as well as all non-financial information, that it deems useful. It must also meet with the statutory auditors, as well as with the General Counsel and with senior executives of the company responsible for legal affairs, finance, accounting, sustainable development, cash management and internal audit. If the Committee so requests, such meetings must be held without the company's senior management being present.

The Committee may also have recourse to external experts, as provided for in the Afep-Medef Code.

The statutory auditors present to the Audit Committee a summary of their work and of optional accounting treatments used at the accounting close.

The Committee meets with the statutory auditors at least once a year with no company representative present to ensure that they were given full access to information and that they have all the resources they need to fulfil their duties.

During the examination of the financial statements, the statutory auditors submit to the Audit Committee a report pointing out the essential aspects of the scope of consolidation, the findings of the statutory audit (in particular, any audit adjustments and, where appropriate, significant internal control weaknesses identified during their work), and the optional accounting treatments applied. The Chief Financial Officer provides the Committee with a memorandum describing the company's risk exposure and material off-balance sheet commitments.

The statutory auditors' main recommendations are incorporated in an action plan and a follow-up procedure that are presented to the Audit Committee and to senior management at least once a year.

The Audit Committee's discussions and the information provided to it are highly confidential and must not be disclosed outside the Board of Directors, without prejudice to the financial reporting obligations incumbent upon listed companies.

The Audit Committee reports on its work at the next subsequent Board meeting, indicating the specific actions it has taken, its conclusions, and any recommendations it may have. It informs the Board promptly of any difficulty encountered in performing its duties.

Work of the Audit Committee in 2023

The Audit Committee met **six** times in 2023. The attendance rate was **100%.**

The Audit Committee mainly reviewed the full-year parent company financial statements, the quarterly, first-half and full-year consolidated financial statements and the corresponding draft press releases, as well as the section of the management report on internal control and risk management procedures relating to the preparation and treatment of accounting and financial information.

The Committee paid particular attention to impacts related to merger and acquisition activity (purchase price allocation and monitoring of progress with the integration of Equans), the Group's most significant accounting estimates, cybersecurity, internal control assessment, internal audit plans, principal claims and litigation matters, insurance and mapping of the Group's material risks. Presentations were given about the draft Corporate Sustainability Reporting Directive (CSRD), Country By Country Reporting (CBCR) and the worldwide minimum tax (Pillar 2). The Committee also reviewed the budget for auditors' fees and approved the non-audit services requiring its prior authorisation. It was also kept informed of progress in areas not requiring its prior authorisation. The Committee also supervised the tender procedure for the selection of the Group's future statutory auditors.

In furtherance of its remit the Audit Committee interviewed Pascal Grangé, Deputy Chief Executive Officer and Chief Financial Officer of the Group, the Senior Vice-President, Innovation, Sustainable Development and Information Systems of the Group, the General Counsel, the Legal Affairs director, as well as the head of accounts and consolidation, and the statutory auditors, with and without representatives of the company being present. The statutory auditors reported to the Committee on the conduct of their engagement and the conclusions of their work, in particular at those meetings that dealt with the process of preparing financial information and with the examination of the financial statements.

2.3.5.2 Selection and Remuneration Committee

3	100%	7	100%
Members	**Independent directors** [a]	**Number of meetings**	**Attendance rate at Committee meetings**

(a) Excluding directors representing employees and directors representing employee shareholders.

The Selection and Remuneration Committee comprises the following directors:

CHAIRWOMAN	Pascaline de Dreuzy	Independent director
MEMBERS	Bernard Allain	Director representing employees
	Benoît Maes	Independent director

During 2023, the composition of the Selection and Remuneration Committee remained unchanged.

Remit

In accordance with the recommendations of the Afep-Medef Code, the remit of the Selection and Remuneration Committee is as described below:

Purpose	Detailed description
Composition of the Board of Directors	• Periodically reviewing issues related to the composition of the Board, and making proposals to the Board on the appointment or reappointment of directors, taking account of the principle of achieving a balance on the Board in terms of independent directors, gender, international experience, expertise, etc. • Organising a procedure for selecting future independent directors, and carrying out its own research on potential candidates before making any approach to them. • Examining regularly, and each time the term of office of Executive Officers comes up for renewal, (i) what governance arrangements to adopt (in particular, whether to combine or separate the offices of Chairman and Chief Executive Officer) and making recommendations on this, and (ii) changes in the Group's executive bodies, in particular by liaising with the Chairman to prepare succession plans for Executive Officers, especially in the event of an unforeseen vacancy. • Assessing, on a case by case basis, the situation of each director or candidate for a directorship with respect to the independence criteria, and recommending proposals to the Board. • Anticipating and examining any issues relating to potential conflicts of interest. • Reviewing proposals to set up Board committees, and suggesting lists of their remits and members. • Reviewing the draft Report on corporate governance, and informing the Board of any observations about that report. • Preparing the evaluation of the Board and of its specialised committees as specified in Article 7 of the Rules of Procedure of the Board of Directors, presenting the Board with a summary report on that evaluation, and making recommendations to improve the composition, organisation and operation of the Board and its specialised committees. • Examining the gender balance policy for executive bodies proposed by senior management, the objectives of that policy, how the policy is implemented, and the outcomes achieved in the last financial year, and making any relevant observations to the Board.
Remuneration	• Reviewing and submitting proposals to the Board on the remuneration policy for corporate officers, with a view to submission of that policy to the Annual General Meeting for approval. • Reviewing and submitting proposals to the Board of Directors on all components of the remuneration, indemnities or benefits due or likely to become due to the Executive Officers, and in particular: ▪ for variable remuneration components: - proposing methods for determining the objectives for variable remuneration, - checking each year that the rules for setting the variable portion have been correctly applied, and are consistent with the assessment of their performance and with the company's medium/long-term strategy; ▪ for long-term remuneration components: - proposing and setting the terms of long-term remuneration plans, - examining stock option plans and allotments of shares free of charge, and making proposals for awarding such plans to Executive Officers, - making proposals on and monitoring compliance with rules specific to Executive Officers (minimum holding of registered shares and prohibition on use of hedging). • Issuing recommendations on the overall amount of directors' remuneration, and the arrangements for allocating that remuneration between the directors. • Submitting proposals on remuneration and incentive arrangements for the principal senior executives of the company and the Group other than Executive Officers. • Proposing a general policy on share subscription or purchase options and on allotments of shares free of charge, and determining the frequency thereof for each category of beneficiary. • Submitting to the Board each year the draft reports on the remuneration of corporate officers, on the executive remuneration policy, and on stock options or allotments of shares free of charge.

Operation

Selection and Remuneration Committee meetings are called by the Chair of the Committee, or at the request of the Chairman of the Board of Directors. Committee meetings are valid only if two or more of its members, including its Chair, are in attendance. The Committee Chair draws up the agenda.

The opinions issued by the Committee are approved by a simple majority of its members. In the event of a tie, the Chair has the casting vote.

In the course of its work, the Committee may meet with the Chairman of the Board of Directors or any other person designated by him. In accordance with the Afep-Medef Code, the Committee may also have recourse to external experts.

The Committee reports on its work at the next subsequent meeting of the Board of Directors. No Executive Officer may be present when the report on the work of the Committee regarding remuneration is presented to the Board of Directors.

Work of the Selection and Remuneration Committee in 2023

The Selection and Remuneration Committee met **seven** times in 2023. The attendance rate was **100%.**

From a governance perspective, the Committee:

- issued recommendations concerning the composition of the Board of Directors including the renewal of the terms of office of Benoît Maes and Alexandre de Rothschild;
- led the internal evaluation of the Board;
- reviewed the independence of directors and absence of any conflicts of interest.

From a remuneration perspective, the Committee:

- reviewed the evaluation of the Executive Officers' performance in relation to the 2022 remuneration policy (ex post say on pay);
- issued recommendations on the 2023 remuneration policy for Executive Officers (ex ante say on pay);
- examined the terms for the allotment of stock options and performance shares;
- examined implementation arrangements for the Bouygues Confiance n°12 employee share ownership plan.

2.3.5.3 Ethics, CSR and Patronage Committee

3	100%	5	100%
Members	**Independent directors** [a]	**Number of meetings**	**Attendance rate at Committee meetings**

(a) Excluding directors representing employees and directors representing employee shareholders.

The Ethics, CSR and Patronage Committee was set up in 2001, and currently comprises the following directors:

CHAIRWOMAN	Rose-Marie Van Lerberghe	Independent director
MEMBERS	Raphaëlle Deflesselle	Director representing employee shareholders
	Clara Gaymard	Independent director

During 2023, the composition of the Ethics, CSR and Patronage Committee remained unchanged.

Remit

The remit of the Ethics, CSR and Patronage Committee is as follows:

Subject	Detailed description
Ethics	• Helping define rules of conduct and guiding principles to be followed by senior executives and other employees. • Issuing recommendations or opinions on procedures or initiatives aimed at promoting best practice. • Monitoring compliance with these values and rules of conduct. • Examining and giving an opinion on the system put in place by the Group to prevent and detect corruption.
CSR	• Examining, at least once a year, issues encountered by the Group in terms of environmental, corporate and social responsibility and giving an opinion on the corresponding multi-year strategic priorities, and in particular the climate action plans and the outcomes achieved. • Examining and giving an opinion to the Board on the non-financial compliance declaration required pursuant to Article L. 225-102-1 of the Commercial Code. • Examining and giving an opinion on the vigilance plan required pursuant to Article L. 225-102-4 of the Commercial Code.
Patronage	• Setting rules and making recommendations on patronage initiatives for Bouygues to follow. • Giving its opinion to the Chairman of the Board on patronage initiatives proposed by Bouygues when they represent a significant financial commitment. • Ensuring that its recommendations are implemented and that these initiatives are properly carried out.

Operation

Ethics, CSR and Patronage Committee meetings are called by the Chair of the Committee, or at the request of the Chairman of the Board of Directors. In the course of its work, the Committee may meet with the Chairman of the Board of Directors or any other person designated by him. The Committee reports on its work at the next subsequent meeting of the Board of Directors.

Work of the Ethics, CSR and Patronage Committee in 2023

The Ethics, CSR and Patronage Committee met **five** times in 2023. The attendance rate was **100%**.

The Committee paid particular attention to defining the non-financial criteria used to set the Executive Officers' annual and long-term variable remuneration in line with the Group's Corporate Social Responsibility policy, and implementing the Taxonomy and forthcoming entry into force of the Corporate Sustainability Reporting Directive (CSRD).

The Committee:

- monitored the implementation of the CSR/Climate Strategy, the Group's Taxonomy and the forthcoming application of the CSRD;
- issued its opinion on the Statement on Non-Financial Performance, the Group's vigilance plan and monitored the review of the methodology used to draw up the vigilance plan;
- reviewed various ethics-related matters and monitored the Group's ethics and compliance roadmap;
- issued an opinion on whether the non-financial criteria applicable the 2022 (ex post) variable remuneration of the Executive Officers was met, and on the non-financial criteria applicable to the 2023 (ex ante) variable remuneration of the Executive Officers;
- monitored Bouygues' patronage and sponsorship initiatives.

2.3.6 Ethical conduct

The directors of Bouygues are required to comply with all the rules of conduct in accordance with law and paragraph 21 of the Afep-Medef Code, and listed in the Code of Conduct appended to the Rules of Procedure of the Board of Directors. These documents are available on the Bouygues website.

The Code of Conduct includes detailed requirements regarding directors' duty to be informed, regular attendance, limitations on multiple directorships, preventing and managing conflicts of interest, holding shares in the company, confidentiality, and detailed measures for the prevention of insider dealing.

The compliance programmes approved in 2014 by the Board of Directors, then updated in 2017, include rules relating to ethical conduct in securities trading and the prevention of conflicts of interest.

2.3.6.1 Rules related to regular attendance and multiple directorships

The Code of Conduct states that directors must devote the necessary time and attention to their functions. They must attend and participate regularly in the meetings of the Board and of any committees of which they are a member. Remuneration paid to directors and committee members includes a variable portion of 70%, calculated on the basis of attendance at meetings (see section 2.4.1.3).

All directors are required to comply with the instructions set out in the Commercial Code governing multiple directorships in *Sociétés Anonymes* (public limited companies), as well as the recommendations of the Afep-Medef Code according to which:

- Executive Officers must not hold more than two other directorships in listed companies outside their group, including foreign companies, and must seek the opinion of the Board before accepting a new directorship in a listed company;
- directors must not hold more than four other directorships in listed companies outside their group, including foreign companies. This recommendation applies at the time of their appointment or of the renewal of their term of office;
- directors must inform the Board of directorships held in other companies, including their involvement in the board committees of those companies, whether French or foreign.

As far as the Board of Directors is aware, all of the directors are in compliance with all these rules.

Attendance rates of Board and committee members

The table below shows attendance rates of directors at Board and Committee meetings in 2023:

	Board of Directors	Audit Committee	Selection and Remuneration Committee	Ethics, CSR and Patronage Committee
Martin Bouygues (Chairman of the Board of Directors)	7/7 (100%)			
Olivier Bouygues	7/7 (100%)			
Charlotte Bouygues (standing representative of SCDM)	4/7 (57%)			
William Bouygues (standing representative of SCDM Participations)	7/7 (100%)			
Bernard Allain (director representing employees)	7/7 (100%)		7/7 (100%)	
Béatrice Besombes (director representing employees)	7/7 (100%)			
Félicie Burelle	6/7 (86%)			
Raphaëlle Deflesselle (director representing employee shareholders)	7/7 (100%)			5/5 (100%)
Pascaline de Dreuzy	7/7 (100%)	6/6 (100%)	7/7 (100%)	
Clara Gaymard	7/7 (100%)	6/6 (100%)		5/5 (100%)
Benoît Maes	7/7 (100%)	6/6 (100%)	7/7 (100%)	
Alexandre de Rothschild	7/7 (100%)			
Rose-Marie Van Lerberghe	7/7 (100%)			5/5 (100%)
Michèle Vilain (director representing employee shareholders)	7/7 (100%)	6/6 (100%)		
Average	**96%**	**100%**	**100%**	**100%**

2.3.6.2 Rules on preventing and managing conflicts of interest

The Code of Conduct for directors appended to the Rules of Procedure of the Board of Directors sets forth specific measures on conflicts of interest.

A compliance programme on conflicts of interest was adopted by the Board of Directors in 2014 and updated in 2017. The aim of this programme is to cover situations in which a Bouygues group employee or senior executive faces a conflict of interest in connection with his or her professional activity or office.

The provisions of the Conflicts of Interest Compliance Programme relating to directors and Executive Officers are as follows:

"Directors and Executive Officers of all Group companies are required to pay special care and attention to conflicts of interest."

"Specific regulations on so-called "regulated agreements" deal with conflicts of interest that may arise between the company and its senior executives — Chief Executive Officer, Deputy CEOs, directors, chairman of a simplified limited company (*Société par Actions Simplifiée* – SAS), etc. — or between the company and a shareholder with more than 10% of the company's voting rights (or an entity controlling such a shareholder) as a result of (i) agreements between them and the company; (ii) agreements in which the senior executive or shareholder may indirectly have an interest; or (iii) agreements between two companies with common senior executives."

"Those regulations must be strictly applied within the Group. Legal departments should make sure that the regulations on regulated agreements and the Bouygues group Internal Charter on Regulated Agreements are strictly observed."

"Directors and Executive Officers should inform their board of directors of any conflict of interest, even potential, between their duties to the company and their private interests. The chairman of a board may at any time ask directors and non-voting directors to provide a written statement confirming that they are not subject to a conflict of interest."

"Directors must refrain from voting on any issue that concerns them directly or indirectly. In some cases, this obligation to refrain from voting may even require the relevant person not to attend meetings and not to have sight of the documents about the issue in question."

"Directors and Executive Officers must not engage in any activity that would place them in a conflict of interest situation and must not hold an interest in a client, supplier or rival company if such an investment might influence their behaviour in the performance of their duties."

The Code of Conduct contains identical measures.

As of the date of this report, the company is aware of the following potential conflicts of interest:

- major shareholders of the Group (SCDM, SCDM Participations and Group employee shareholders) are directly or indirectly represented on the Board of Directors by Martin Bouygues, Olivier Bouygues, Charlotte Bouygues, William Bouygues, Raphaëlle Deflesselle and Michèle Vilain;
- Martin Bouygues, Olivier Bouygues, Charlotte Bouygues and William Bouygues have family ties with one another. The company is not aware of other family ties between Board members;
- Bernard Allain, Béatrice Besombes, William Bouygues, Raphaëlle Deflesselle and Michèle Vilain are bound by employment contracts with Bouygues or one of its subsidiaries;
- potential conflicts of interest exist because some of the directors hold functions or directorships in other companies. A list of those functions or directorships is set out above (see section 2.2);
- Olivier Bouygues, Charlotte Bouygues and William Bouygues hold directorships in Bouygues subsidiaries.

As far as the company is aware:

- as of the date of this report there are no other potential conflicts of interest between the duties of any member of the Board of Directors to the company and their private interests or other duties;
- none of the independent members of the Bouygues Board of Directors is linked to the company or any of its subsidiaries by a service agreement providing for benefits.

The auditors' special report (see section 7.3.1) details the regulated agreements authorised by the Board, and identifies the Board members who abstained from voting because of actual or potential conflicts of interest.

2.3.6.3 Regulated agreements and ordinary agreements

The Bouygues group Internal Charter on Regulated Agreements, approved by the Board of Directors, is available on www.bouygues.com. The Charter, which was updated in November 2019, makes it easier for Bouygues group companies to identify:

- agreements which must be subject to the regulated agreements procedure (prior authorisation from the Board of Directors, auditors' special report, approval by the Annual General Meeting);
- ordinary agreements contracted on an arm's length basis, which are not subject to the regulated agreements procedure.

In compliance with a requirement introduced by the Pacte law of 22 May 2019 on business growth and transformation, the Board meeting of 13 November 2019 approved a procedure to regularly assess whether ordinary agreements contracted on an arm's length basis meet the relevant conditions. The procedure, which is contained in the Internal Charter on Regulated Agreements published on the corporate website, is described below.

- The Legal Affairs department of the business segment involved and the Group Legal Affairs department – with support from the Finance department in some cases – assesses whether an agreement qualifies as regulated or ordinary. Where an agreement is entered into between Bouygues SA and one of the business segments, this assessment is conducted by the General Counsel of Bouygues SA. If there is uncertainty about whether an agreement qualifies as regulated or ordinary, the statutory auditors may be asked for an opinion.

Any new agreement is assessed with reference to a list drawn up by the Group, showing the various types of agreement that are presumed to be ordinary.

Once a year, the Board of Directors examines agreements entered into and authorised during previous financial years under which transactions continued in the most recent financial year. At the same meeting, a report is made to the Board on the application of the procedure, and the relevance of the criteria, for assessing ordinary agreements contracted on an arm's length basis.

Regulated agreements authorised by the Bouygues Board of Directors but not yet approved by the Annual General Meeting are described in the Board of Directors' report on the resolutions (see chapter 7, section 7.2) as well as in the auditors' special report (chapter 7, section 7.3.1). This report also mentions regulated agreements for which the effects continue over time.

The Board of Directors reviews such continuing agreements every year. Only new agreements are submitted to the Annual General Meeting for approval.

2.3.6.4 Declarations

As far as the company is aware, during the last five years no member of the Board of Directors has been:

- found guilty of fraud, incriminated or subject to official public sanction by any statutory or regulatory body;
- associated, in the capacity of senior executive, with any insolvency, compulsory administration or liquidation proceedings;
- prevented by a court from acting as a member of an issuer's administrative, management or supervisory body or from being involved in an issuer's management or the conduct of its business.

2.3.6.5 Restrictions agreed to by the members of the Board of Directors in relation to the sale of their shares in the company

The articles of association stipulate that each director, with the exception of the directors representing employees, must hold at least ten shares in the company. The Rules of Procedure recommend that each director own at least 500 shares in the company.

In addition, when awarding performance shares, the Board of Directors must determine the number of performance shares that Executive Officers are required to retain until they cease to hold office (see section 2.4.1).

Subject to the above, the members of the Board of Directors are not subject to any restriction in relation to the sale of their investment in the capital of the company, with the exception of the rules relating to the prevention of insider dealing.

2.3.6.6 Prevention of insider dealing

All Bouygues directors are required to comply with the Code of Conduct rules on the prevention of insider dealing. The Code of Conduct is set out in Annex 1 of the Rules of Procedure of the Board of Directors, accessible on the Bouygues website. The Financial Information and Securities Trading Compliance Programme, adopted by the Board in 2014 and updated in 2017, sets out and supplements those rules.

2.3.7 Evaluation of the Board of Directors

The Rules of Procedure of the Board of Directors stipulate that the Board should periodically evaluate its ability to meet shareholders' expectations by reviewing its composition, organisation and operation, and by undertaking a similar review of Board committees.

Consequently, every year the Board includes on its agenda a discussion on the way in which the Board operates.

In accordance with the recommendations of the Afep-Medef Code, this formal evaluation has three objectives:

- assess the way in which the Board and its committees operate;
- check that important issues are suitably prepared and debated;
- measure the actual contribution of each director to the Board's work through his or her competence and involvement in discussions.

Shareholders are informed each year in the Universal Registration Document that an evaluation has been performed and what action is being taken as a result.

On 30 October 2023, the Board of Directors, upon a report from the Selection and Remuneration Committee that met on 18 October 2023, carried out a formal evaluation of its organisation and operation, based on anonymous questionnaires completed by directors and committee members. In addition, meetings were held between the General Counsel and each director to discuss the evaluation on an individual basis, and in particular their contributions. The directors were also invited to contact the Chair of the Selection and Remuneration Committee or the Chairman of the Board of Directors if they wished to discuss other issues on a more informal basis.

The questionnaire response rate was 100%. The anonymised responses were reviewed by the General Counsel, in liaison with the members of the Selection and Remuneration Committee, and compared with those from previous years in order to assess what progress had been achieved and what still needed to be done.

The main conclusions of the evaluation were as follows:

General evaluation	• The composition of the Board and its committees was considered balanced and relevant. • The operation and organisation of the Board and its committees, in particular the quality of discussions, the frequency and arrangement of scheduled and unscheduled meetings, the in-depth work of the committees to meet Board agendas, were highly appreciated. • The full and detailed presentations of the Group's activities, their strategic priorities and their CSR issues were highlighted. • The quality of the induction process for new directors and the training provided, particularly in the field of CSR, on-site visits, was considered to be very positive.
Progress achieved	The observations or wishes expressed by directors in recent years have been taken into account in several areas: • The quality of information concerning strategic priorities and CSR issues. • Meetings held individually with directors as part of the evaluation of the Board of Directors. • The quality of the induction process for new directors and of the training provided.
Areas for improvement	• Adjust the length of Board meetings according to the complexity of the matters discussed. • Look into organising meetings, with business segment heads for example, during which matters related to the market environment and challenges faced by the business segments would be addressed. • Give directors more access to general information (press review, etc.). • Devote more time to providing information about the smooth operational implementation of the CSR and Climate Strategy ahead of the entry into force of the CSRD. • Arrange a one-off meeting between the Selection and Remuneration Committee and the Ethics, CSR and Patronage Committee about non-financial criteria (selection, weighting, follow-up) applicable to the variable remuneration of Executive Officers.

2.3.8 Delegations of authority to increase the share capital conferred on the Board of Directors

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 2023.

	Purpose	Maximum nominal amount	Expiry/Duration	Use in 2023
1	Purchase by the company of its own shares as part of a share buyback programme (AGM of 27 April 2023, Resolution 15) [a]	5% of the share capital	27 October 2024 (18 months)	9,432,972 shares were purchased as part of the share buyback programme (including under the liquidity contract). Under the liquidity contract: • 5,407,324 shares were purchased • 5,669,635 shares were sold
2	Cancel treasury shares (AGM of 27 April 2023, Resolution 16)	10% of the share capital in any 24-month period	27 October 2024 (18 months)	None
3	Increase the share capital with pre-emptive rights for existing shareholders maintained (AGM of 27 April 2023, Resolution 17)	Capital increase: €150 million Issuance of debt securities: €7 billion	27 June 2025 (26 months)	None
4	Increase the share capital by incorporating share premium, reserves or earnings (AGM of 27 April 2023, Resolution 18)	€4 billion	27 June 2025 (26 months)	None
5	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 27 April 2023, Resolution 19)	Capital increase: €85 million [b] Issuance of debt securities: €4 billion [b]	27 June 2025 (26 months)	None
6	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 27 April 2023, Resolution 20)	Capital increase: 20% of the share capital over 12 months and €75 million [b] Issuance of debt securities: €3.5 billion [b]	27 June 2025 (26 months)	None
7	Set the issue price in the event of a capital increase without pre-emptive rights for existing shareholders (AGM of 27 April 2023, Resolution 21)	10% of the share capital in any 12-month period	27 June 2025 (26 months)	None

	Purpose	Maximum nominal amount	Expiry/Duration	Use in 2023
8	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 2023, Resolution 22)	15% of the initial issue	27 June 2025 (26 months)	None
9	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 the capital of another company outside of a public exchange offer (AGM of 27 April 2023, Resolution 23)	10% of the share capital [b] Issuance of debt securities: €1.75 billion [b]	27 June 2025 (26 months)	None
10	Increase the share capital as consideration for securities tendered to a public exchange offer initiated by Bouygues (AGM of 27 April 2023, Resolution 24)	Capital increase: €85 million [b] Issuance of debt securities: €4 billion [b]	27 June 2025 (26 months)	None
11	Authorise the issuance by a Bouygues subsidiary of securities giving access to shares in Bouygues (AGM of 27 April 2023, Resolution 25)	Capital increase: €85 million [b]	27 June 2025 (26 months)	None
12	Increase the share capital for the benefit of employees or corporate officers who are members of a company savings scheme (AGM of 27 April 2023, Resolution 26)	5% of the share capital	27 June 2025 (26 months)	6,845,564 shares were issued as part of the 2023 employee share ownership plan, equating to a nominal amount of €6,845,564.
13	Grant stock subscription or stock purchase options (AGM of 27 April 2023, Resolution 27)	2% of the share capital (Executive Officers: 0.25% of the share capital)	27 June 2025 (26 months)	2,830,000 stock subscription options were granted to up to 750 beneficiaries at a subscription price of €31.081, as per the CEO's decision of 1 June 2023.
14	Allot existing or new shares free of charge (AGM of 27 April 2023, Resolution 28)	1% of the share capital (Executive Officers: 0.15% of the share capital)	27 June 2025 (26 months)	376,000 shares allotted free of charge to 11 beneficiaries, as per the Board of Directors' decision of 27 July 2023.
15	Allot existing or new shares free of charge as a retirement benefit (AGM of 27 April 2023, Resolution 29)	0.125% of the share capital	27 June 2025 (26 months)	None [c]
16	Issue equity warrants during the period of a public offer for the company's shares (AGM of 27 April 2023, Resolution 30)	Capital increase: €94 million in nominal value and 25% of share capital. The number of equity warrants is capped at one-quarter of the number of existing shares and at 94 million.	27 October 2024 (18 months)	None

(a) Share buybacks during the 2023 financial year, but before the Annual General Meeting of 27 April 2023, were carried out under Resolution 24 approved by the Annual General Meeting of 28 April 2022.
(b) Counts towards the overall ceiling specified in point 3.
(c) 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 in respect of that plan are delivered to the beneficiaries with effect from the date of their voluntary or compulsory retirement.

2.4 REMUNERATION OF CORPORATE OFFICERS OF BOUYGUES SA

2.4.1 Remuneration policy

The present remuneration policy has been prepared on the basis of the information required by Article L. 22-10-8 of the Commercial Code, and is aligned on the principles laid down in the 2023 remuneration policy.

It was approved by the Board of Directors on 26 February 2024, on a recommendation from the Selection and Remuneration Committee.

The Board of Directors ensures that the remuneration policy applied to corporate officers is in the interests of the company, is aligned on the Group's strategy (including its Climate Strategy), and helps promote performance and competitiveness over the long term in order to safeguard the company's future.

In addition to a presentation of the general principles of the remuneration policy applied to all corporate officers (section 2.4.1.1), the other sections below relate to:

- the remuneration policy applied to each Executive Officer (section 2.4.1.2); and
- the remuneration policy applied to directors (section 2.4.1.3).

The present remuneration policy is being submitted for approval by the Annual General Meeting of 25 April 2024 in the sixth, seventh and eighth resolutions.

2.4.1.1 Remuneration policy applied to all corporate officers

General principles for determining, reviewing and implementing the remuneration policy for corporate officers

Determining the remuneration policy

The remuneration policy determined by the Board of Directors, acting on the recommendation of the Selection and Remuneration Committee, incorporates incentivisation measures. Those measures reflect the Group's commercial and climate strategy, which is oriented towards profitable and sustainable growth pursued in a responsible manner consistently with the interests of the company itself and of its stakeholders.

COMPLIANCE

When analysing remuneration policy and making proposals to the Board of Directors, the Selection and Remuneration Committee pays close attention to the recommendations of the Afep-Medef Code, to which Bouygues refers.

COMPARABILITY AND BALANCE BETWEEN COMPONENTS OF REMUNERATION

In determining the remuneration policy, the Board of Directors takes account of the level and difficulty of the responsibilities placed on the corporate officers, in line with practices observed in groups carrying on comparable activities. The Board also seeks to achieve a balance between fixed, variable and long-term remuneration. The Group believes that this remuneration structure – determined in the corporate interest, and projected forward over time – has the virtue of aligning executive pay with the medium/long-term interests of shareholders, and of encouraging corporate strategies based on sustainable performance.

CONSISTENCY AND CLARITY OF RULES

The Board of Directors, acting on recommendations from the Selection and Remuneration Committee, seeks to ensure that the remuneration policy for Executive Officers is simple, comprehensible, and consistent with the policy applied to the Group's senior executives and employees.

COMPREHENSIVENESS

The incentivising remuneration structure is comprehensive and aligned with the corporate interest, and comprises:

- fixed remuneration;
- annual variable remuneration;
- long-term remuneration;
- limited benefits in kind;
- a supplementary pension scheme; and
- remuneration for serving as a director.

A termination benefit may be paid in respect of salaried positions within the Group, excluding any period of service as a corporate officer, in accordance with the Labour Code and the national collective agreement applied by the company.

Corporate officers are not paid any non-competition indemnity when they leave office.

Corporate officers of Bouygues may be awarded remuneration for holding corporate office within other Group companies. The decision on whether or not to award remuneration, and to set the amount of any such remuneration, rests with the governance bodies of the companies in which the office is held. Any such remuneration is disclosed as part of the ex-post remuneration disclosures.

PERFORMANCE AND HOW IT IS MEASURED

Precise, exacting quantifiable and/or qualitative performance criteria are set for both variable and long-term remuneration. The criteria used help maintain a link between the Group's performance and remuneration of corporate officers, with a short-, medium- and long-term perspective.

They also take account of the interests of Bouygues and its shareholders, and the practices applied by groups carrying on comparable activities.

REVIEWING THE REMUNERATION POLICY

The Group's remuneration policy is reviewed regularly by the Board of Directors, acting on a proposal from the Selection and Remuneration Committee, and in compliance with the principles laid down in the relevant legislation and in the Afep-Medef Code.

Every year, the Selection and Remuneration Committee proposes and checks the rules for setting the remuneration and benefits of all kinds of corporate officers, while ensuring consistency with the assessment of their performances and with the Group's medium/long-term strategy.

The remuneration policy review also takes account of the need to reinvest profits in employee benefits so as to attract and retain talent. That includes reinvesting, for, example, in high-quality health, death and disability cover; agreements that support work/life balance and quality of life in the workplace; supplementary pensions; and training.

IMPLEMENTING THE REMUNERATION POLICY

The Selection and Remuneration Committee submits a report to the Board on the work carried out, in accordance with the Rules of Procedure of the Board of Directors.

The Board of Directors is responsible for determining the fixed, variable and long-term remuneration and benefits in kind awarded to corporate officers, along with the terms of any pension arrangements and any other benefits or indemnities awarded to them.

The Board of Directors must have a rationale for its decisions, which must be taken on the basis of:

- proposals from the Selection and Remuneration Committee;
- an overall assessment of the remuneration of each corporate officer; and
- striking a fair balance between the corporate interest, market practices, and individual performance.

The Group seeks to ensure that its employees are fairly rewarded. The decision-making process for salary reviews involves all the relevant parties: local management, the head of Human Resources, employee representative bodies and senior executives. All the business segments follow remuneration processes that build performance criteria into their variable remuneration arrangements. Consequently, more than half of the performance criteria applied to Executive Officers are replicated in those applied to managers at business segment level (measured over the previous one, two or even three years).

TAKING ACCOUNT OF EMPLOYEE REMUNERATION TERMS

Bouygues is well aware that the mindset and skills of the people who make up the Bouygues group drive its success. That is why the Group seeks to implement, across all entities and in every country, a pay policy that aims to reward people for attaining or surpassing individual or collective objectives.

When determining, reviewing and implementing the remuneration policy, the objective is to ensure that employees have a stake in the results of our operations.

In France, 99% of Group employees are covered by statutory and/or voluntary profit-sharing schemes, and specific agreements to meet local requirements are in place outside France. In practice, such schemes are directly linked to surpassing economic performance targets, and the indicators used are also found in the variable component of executive remuneration within the Group.

In addition, capital increases reserved for employees are carried out regularly under share ownership plans. Approximately 68,000 Group employees are shareholders in Bouygues.

Finally, at least 700 senior executives and high-potential managers are awarded stock options every year.

MANAGING CONFLICTS OF INTEREST

To prevent any conflict of interest, half of the Board members are independent directors. Neither directors representing employees nor directors representing employee shareholders are taken into account when calculating the proportion of independent directors.

Various provisions on managing conflicts of interest are contained in the Code of Conduct appended to the Rules of Procedure of the Board of Directors, and in the Group's Conflicts of Interest Compliance Programme.

For more information, refer to sections 2.3.2 and 2.3.6.2 respectively of the 2023 Universal Registration Document.

Role of the Selection and Remuneration Committee

The Selection and Remuneration Committee, composed of independent directors and a director representing employees, has a central role in determining, reviewing and implementing the remuneration policy.

The remit of the Selection and Remuneration Committee is in line with the recommendations of the Afep-Medef Code.

For more information, refer to section 2.3.5.2 of the 2023 Universal Registration Document.

Evaluation of performance criteria

Every year, the Selection and Remuneration Committee reviews and evaluates the fixed remuneration of Executive Officers, and the rules for determining the variable remuneration awarded to Executive Officers.

The Committee refers to simple, transparent, objective and exacting criteria in evaluating the performance criteria applied to determine the annual variable and long-term remuneration awarded to Executive Officers. Those criteria are based on quantitative and qualitative performance criteria that are wholly consistent with the trajectory of the business plan.

For each financial criterion, the Board of Directors sets a formula for calculating the variable portion payable (subject to a cap), based on the value attained per the consolidated financial statements for the financial year relative to the objective set for that year. If actual performance exceeds the objective, the amount of variable remuneration is adjusted upwards, up to the cap set for each criterion. If actual performance is below the objective, no variable remuneration is awarded for that criterion.

Derogations from the remuneration policy

In exceptional circumstances, the Board of Directors, acting on a proposal from the Selection and Remuneration Committee, may (pursuant to Article L. 22-10-8 of the Commercial Code) derogate from the application of the remuneration policy provided that such derogation is temporary, aligned with the corporate interest, and necessary to safeguard the company's future or viability.

Such exceptional circumstances may include an unforeseen change in the competitive environment; a change in accounting policy; or a major event affecting the markets, the economy, and/or the sectors in which the Group operates.

In such cases the Board of Directors may, after obtaining the opinion of the Selection and Remuneration Committee, adjust the criteria and performance conditions for variable and long-term remuneration.

More generally, any amendments to the policy must be properly substantiated and strictly applied, and must ensure that the interests of the shareholders remain aligned with those of the beneficiaries.

Most recent shareholder votes

The Annual General Meeting of 27 April 2023 approved (with 98.07% of votes in favour) the eighth resolution, relating to the information specified in Article L. 22-10-9 of the Commercial Code regarding the components of remuneration paid or awarded to corporate officers in respect of the year ended 31 December 2022.

The same meeting also approved by a substantial majority the 2023 remuneration policy for corporate officers (fifth to seventh resolutions), and the fixed and variable components of the total remuneration and benefits paid during the year ended 31 December 2022 or awarded in respect of that year to each corporate officer (ninth to twelfth resolutions).

Amendment to the remuneration policy relative to the policy applied in respect of the previous financial year

The present remuneration policy was determined by the Board of Directors at its meeting of 26 February 2024, on the basis of the information required by Article L. 22-10-8 of the Commercial Code. It is aligned on the principles laid down in the 2023 remuneration policy.

The Board of Directors, acting on the recommendation of the Selection and Remuneration Committee and subject to approval by the Annual General Meeting of 25 April 2024, has:

- Altered the weighting between Executive Officer annual variable remuneration and Executive Officer long-term remuneration.

  The objective is to increase the exposure of Executive Officers to the company's capital, thereby giving closer alignment with the shareholders' interests. Consequently, the maximum number of performance shares awarded as long-term remuneration is higher than in previous awards: 150,000 performance shares for Olivier Roussat (versus 100,000 under the previous plan awarded in 2023 in accordance with the remuneration policy); 75,000 performance shares for Pascal Grangé (versus 50,000 under the previous plan awarded in 2023 in accordance with the remuneration policy); and 60,000 performance shares for Edward Bouygues (versus 40,000 under the previous plan awarded in 2023 in accordance with the remuneration policy).

  At the same time, the bounds assigned to annual variable remuneration objectives have been adjusted downwards, so as to prioritise long-term remuneration as a component of overall Executive Officer remuneration: the lower bound is set at 90% of fixed remuneration (versus the previous 102.5% for 2023 remuneration); the intermediate bound at 135% (versus the previous 150% for 2023 remuneration); and the upper bound at 160% (versus the previous 180% for 2023 remuneration).
- Altered the weighting of the non-financial criteria used in determining Executive Officer annual variable remuneration (non-financial criteria aligned at 7.5%, except for Climate/Environment at 10%), which gives the highest weighting to Climate while also increasing the weighting of Health & Safety and Gender Balance. Those changes are a logical progression from the adjustments previously made to the 2023 remuneration policy.
- Added a new biodiversity indicator within the Climate/Environment criterion, adapted as necessary to each of the six business segments.
- Proposed a new "Article 82" retirement benefit scheme that would replace from 1 January 2024 (subject to approval of the remuneration policy) the "Article L. 137-11-2" scheme in place since 1 January 2020.

Adjustment to the remuneration policy in the event of substantive change in the scope of the Group

The present remuneration policy was determined on the basis of the scope of the Bouygues group as of the date of the 2023 Universal Registration Document. To reflect any significant transactions, acquisitions or divestments that may arise subsequently, and the resulting changes to the scope of the Group that might arise as a result, the Board of Directors will be able, if it sees fit and on an exceptional basis, and on the recommendation of the Selection and Remuneration Committee, to adjust the objectives for one or more performance criteria for annual variable remuneration and/or long-term remuneration, and as the case may be the weighting of those components.

Any such adjustment must be properly substantiated and strictly applied, and must ensure that the interests of the shareholders remain aligned with those of the beneficiaries. For example, the Bouygues SA Board of Directors used its adjustment powers in November 2022 in light of the completion of the Equans acquisition, which had a substantive impact on the scope of the Bouygues group.

Application of the remuneration policy to newly appointed corporate officers

In the event of a change in governance structure or the appointment of a new Executive Officer in 2024, the principles, criteria and components of remuneration specified in the 2024 remuneration policy would apply to the appointee.

More specifically, if a new Chief Executive Officer were to be appointed, then the principles, criteria and components of remuneration specified in the remuneration policy for the Chief Executive Officer would apply.

If the offices of Chairman and Chief Executive Officer were to be recombined, then the principles, criteria and components of remuneration specified in the remuneration policy for the Chief Executive Officer would be adapted by the Board of Directors (acting on a recommendation from the Selection and Remuneration Committee) to take account of the change.

Similarly, if a new Deputy Chief Executive Officer were to be appointed, then the remuneration policy for Deputy Chief Executive Officers would apply.

If a new Chairman of the Board of Directors or a new director were to be appointed, then the remuneration policy applied would be in line with that applicable to the Chairman of the Board of Directors and to directors, respectively.

In any event, the Board of Directors (acting on a recommendation from the Selection and Remuneration Committee) may adapt the level and structure of remuneration to take account of the situation of the appointee, their experience, and the responsibilities they assume.

2.4.1.2 Remuneration policy specific to each individual Executive Officer

The Board of Directors, acting on a recommendation from the Selection and Remuneration Committee, has set the criteria and methods for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds of each Executive Officer for 2024.

The Board of Directors is asking the Annual General Meeting to approve a remuneration policy that is aligned on the principles laid down in the 2023 remuneration policy.

Remuneration policy applicable to the Chairman of the Board of Directors

In accordance with the Afep-Medef Code, the remuneration policy for the Chairman of the Board of Directors specifies that he is entitled solely to fixed remuneration; remuneration for serving as a director; benefits in kind; and continuing entitlement to the collective death, disability and health cover policies applied within Bouygues.

The remuneration policy excludes any annual or deferred variable remuneration, exceptional remuneration, or severance benefit on leaving office.

A. HOLDING OF OFFICE AND CONTRACT OF EMPLOYMENT

In accordance with Articles 13.7 and 17.1 of the articles of association, if the Chairman also serves as Chief Executive Officer, the continuation of his term of office is subject to annual confirmation by the Board of Directors once he reaches the age of 65. If the offices of Chairman and Chief Executive Officer are separated, the age limit for the Chairman of the Board of Directors is 85.

Martin Bouygues was confirmed in office as Chairman of the Board of Directors following the decision by the Board of Directors on 17 February 2021 to separate the office of Chairman of the Board of Directors from that of Chief Executive Officer.

His term of office as a director was renewed by the Annual General Meeting of 22 April 2021 for a three-year period, expiring at the end of the Annual General Meeting called to approve the financial statements for the year ended 31 December 2023. The Annual General Meeting of 25 April 2024 will be asked to renew his term of office as a director for a further three-year period.

Subject to approval of that renewal by the Annual General Meeting of 25 April 2024, the Board meeting of 26 February 2024 renewed the term of office of Martin Bouygues as Chairman of the Board of Directors for a three-year period, expiring at the end of the Annual General Meeting called to approve the financial statements for the year ended 31 December 2026.

The Chairman of the Board of Directors may be removed from office at any time by the Board of Directors.

Martin Bouygues does not have a contract of employment with Bouygues SA or with any other Group company.

B. TOTAL REMUNERATION AND BENEFITS OF ALL KINDS

Fixed remuneration

The rules used to determine fixed remuneration were established in 1999 and have been applied consistently ever since. Fixed remuneration is determined according to the level and complexity of the person's responsibilities, experience in the post and length of service with the Group, and practices followed by groups or companies carrying on comparable activities.

For the 2024 financial year, the gross annual fixed remuneration of Martin Bouygues is unchanged at €490,000.

In determining his remuneration, the Board of Directors has taken account of the additional roles conferred on the Chairman of the Board of Directors in its Rules of Procedure (acting on a recommendation from the Selection and Remuneration Committee), in light of his in-depth knowledge of the Group, experience, and expertise.

Remuneration for serving as a director

The Chairman of the Board of Directors receives remuneration for holding office as a director on the terms described in section 2.4.1.3 of the 2023 Universal Registration Document.

Benefits in kind

The Chairman of the Board of Directors is provided with a company car.

Bouygues also provides the Chairman of the Board of Directors, for his personal needs, with a part-time personal assistant and a chauffeur/security guard.

Collective death, disability and health cover

The Chairman of the Board of Directors is entitled to benefits under the collective death, disability and health cover policies applied within Bouygues.

The insurance policies relating to these schemes are subject to the same termination clauses as are standard under the ordinary law governing this type of policy.

Supplementary pension scheme

The Chairman of the Board of Directors was eligible for a defined-benefit supplementary pension scheme governed by Article L. 137-11 of the Social Security Code, which had been put in place to cover periods of service prior to 1 January 2020.

Due to the closure of the scheme and the freezing of scheme members' rights, the Chairman of the Board of Directors has been unable to accumulate any further rights under this pension scheme since 1 January 2020.

Pursuant to Article 5 of Order No. 2019-697 of 3 July 2019, Bouygues transferred the contingent rights under this scheme (governed by Article L. 137-11 of the Social Security Code) to a vested-rights contract (governed by Article L. 137-11-2 of the Social Security Code), the characteristics of which are identical to those of the vested-rights scheme.

The Chairman of the Board of Directors is not acquiring any further rights under that pension scheme, or under the new "Article 82" scheme that would be put in place with effect from 1 January 2024 (subject to approval by the shareholders at the Annual General Meeting of 25 April 2024) and that is described below in the section relating to the remuneration policy applicable to the Chief Executive Officer.

Remuneration policy applicable to the Chief Executive Officer and the Deputy Chief Executive Officers

Remuneration policy applicable to the Chief Executive Officer

A. HOLDING OF OFFICE AND CONTRACTS OF EMPLOYMENT

Olivier Roussat was appointed as Chief Executive Officer in February 2021 for a renewable three-year term of office. The Board meeting of 26 February 2024 decided to renew his term of office for a three-year period, expiring at the end of the Board meeting called to close off the financial statements for the year ended 31 December 2026.

The Chief Executive Officer may be removed from office at any time by the Board of Directors.

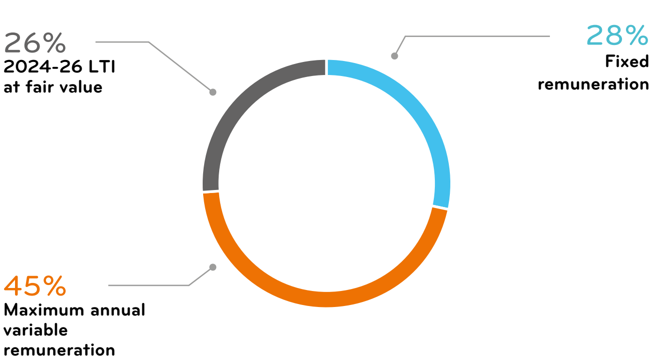
Olivier Roussat signed a permanent employment contract with Bouygues on 1 April 2007. That contract was suspended when he was appointed as a Deputy Chief Executive Officer on 30 August 2016. He therefore receives no remuneration under his employment contract.

B. TOTAL REMUNERATION AND BENEFITS OF ALL KINDS

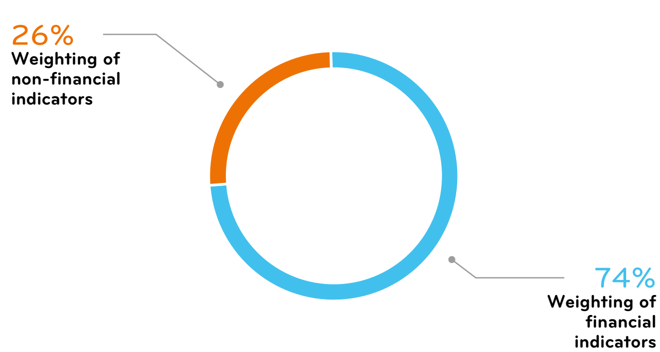
Presentation of the 2024 remuneration package of Olivier Roussat, Chief Executive Officer

Fixed remuneration	Annual variable remuneration		Objective lower bound (% fixed remuneration)	Objective intermediate bound (% fixed remuneration)	Objective upper bound (% fixed remuneration)
€1,500,000	P1 – Current operating profit from activities		15.0%	25%	30%
	P2 – Net profit attributable to the Group		20%	30%	40%
	P3 – Net surplus cash/(net debt)		10%	30%	40%
	P4 – Strategy		5%	10%	10%
	P5 – Non-financial		40%	40%	40%
	• *Compliance*		*7.5%*	*7.5%*	*7.5%*
	• *Health & Safety*		*7.5%*	*7.5%*	*7.5%*
	• *Climate & Environment*		*10%*	*10%*	*10%*
	• *Gender balance*		*7.5%*	*7.5%*	*7.5%*
	• *Management*		*7.5%*	*7.5%*	*7.5%*
	TOTAL		**90.0%**	**135%**	**160%**
	Long-term variable remuneration (LTI)		**Objective lower bound** (in number of shares)	**Objective intermediate bound** (in number of shares)	**Objective upper bound** (in number of shares)
	A1 – Group ROCE (2024-2026 average)		19,600	51,000	71,600
	A2.1 – TSR – Absolute Performance (Bouygues vs iBoxx)		9,100	9,100	9,100
	A2.2 – TSR – Relative Performance (Bouygues vs Benchmark)		14,700	22,900	27,300
	A3 – CSR (58% climate/42% gender balance)		42,000	42,000	42,000
	• *Climate*		*24,500*	*24,500*	*24,500*
	• *Gender balance*		*17,500*	*17,500*	*17,500*
	TOTAL		**85,400**	**125,000**	**150,000**
Benefits in kind	**Collective death, disability and health cover**	**Supplementary pension**	**Exceptional remuneration**	**Severance benefit**	**Non-competition indemnity**
See section below	See section below	See section below	None	None	None

2024 remuneration policy for Olivier Roussat (CEO)



Weighting of financial and non-financial indicators in maximum variable remuneration awarded in 2024 to Olivier Roussat (CEO)



Fixed remuneration

The rules used to determine fixed remuneration were established in 1999 and have been applied consistently ever since. Fixed remuneration is determined according to the level and complexity of the person's responsibilities, experience in the post and length of service with the Group, and practices followed by groups or companies carrying on comparable activities.

For the 2024 financial year, the gross annual fixed remuneration of Olivier Roussat is unchanged at €1,500,000.

Annual variable remuneration

The Board of Directors and the Selection and Remuneration Committee seek to ensure that the variable remuneration of the Chief Executive Officer is consistent with the company's performance objectives, so that it is aligned with the corporate interest and with the company's medium/long-term strategy.

Variable remuneration is expressed as a percentage of fixed remuneration (FR). The annual variable remuneration cap has been adjusted downwards. Variable remuneration awarded for a financial year is capped at 160% of FR (versus 180% in 2023).

Acting on a recommendation from the Selection and Remuneration Committee, the Board meeting of 26 February 2024 decided that the criteria for annual variable remuneration will be set as follows:

- Four quantifiable financial criteria, which could in total represent up to 120% of FR:
  - P1 = Current operating profit from activities (30% of FR);
  - P2 = Net profit attributable to the Group (40% of FR);
  - P3 = Net surplus cash/(net debt) (up to 40% of FR);
  - P4 = Strategy criterion (10% of FR); and
- Five non-financial criteria (P5) that can represent up to 40% of FR, with the weighting attached to each aligned on 7.5% of FR, except for Climate & Environment, which becomes the highest-weighted criterion at 10% of FR:
  - Compliance (7.5% of FR): Assessment of compliance, based on monitoring of (i) sanctions for compliance breaches, (ii) dissemination and promotion of the new whistleblowing facility, and (iii) raising employee awareness of ethics and compliance.
  - Health & Safety (7.5% of FR): reducing workplace accident rate versus 2023, based on a plan defined separately for each business segment.
  - Climate & Environment (10% of FR):
    - Obtaining or retaining SBTi accreditation for all business segments: correlation of greenhouse gas emission volumes with the Group's financial cycle.
    - Continuation of decarbonisation plan (example from Bouygues Construction: reducing the carbon intensity of concrete used within Bouygues Bâtiment France operations).
    - Monitoring of sustainable procurement indicators (example from Colas: percentage of B100 and HVO biofuels relative to total consumption of red diesel and standard diesel).
    - Monitoring of biodiversity strategy indicators (example across all business segments: inventory of biodiversity-related practices and impacts and dependence on ecosystem services, and actions needed to meet the compliance levels required by the new European Corporate Sustainability Reporting Directive (CSRD) and deliver on emerging stakeholder expectations).
  - Gender balance (7.5% of FR): to meet the ambitious targets set in the Gender Balance Plan, a common gender balance indicator across all business segments (percentage of women relative to total new hires) and a specific indicator applicable to each business segment (example: percentage of women in senior positions).
  - Managerial performance (7.5% of FR) assessed in terms of factors such as roll-out of employee engagement monitoring and staff mobility within the Group's business segments.

In the case of non-financial criteria, the Board of Directors reserves the right to correct the arithmetical result for each criterion to reflect any serious incident(s) that may occur during the year. Any such correction, regardless of circumstances, must be properly substantiated.

Method used to determine annual variable remuneration for 2024

The method for determining the variable remuneration of Executive Officers is based on the five separate components P1, P2, P3, P4 and P5, as defined above.

The determination of variable remuneration for 2024 is based on results computed with reference to three pre-determined "bounds" for each of the criteria (see above for the methodology and weighting applied to each criterion). Failure to meet any one of the objectives would make it impossible for the maximum amount of variable remuneration to be paid.

P1, P2, P3 and P4

Payment of each of the four variable components P1, P2, P3 and P4 is dependent on the performance achieved during the financial year, expressed as a percentage of fixed remuneration (FR).

For P4 (strategic objectives), performance will be measured by averaging the results obtained by each business segment.

For P1, P2 and P3, between each of the bounds the effective weight of each component is determined by linear interpolation. If the "lower bound" is not attained, P = 0.

P5

The Board of Directors determines the effective weight of P5, subject to a cap of 40% of FR.

For P5, performance will be measured by averaging the results obtained by each business segment.

Cap

The sum of the five components P1, P2, P3, P4 and P5 calculated according to the above method may never exceed a cap of 160% of fixed remuneration (versus 180% under the 2023 remuneration policy).

Pre-conditions for payment

Variable remuneration due for a given year is determined by the Board of Directors, acting on a recommendation from the Selection and Remuneration Committee, at the Board meeting that signs off the financial statements for that year. Consequently, as required by Articles L. 225-100 and L. 22-10-34 of the Commercial Code, payment of the variable remuneration due for 2024 is contingent on approval by the Annual General Meeting called in 2025 to approve the 2024 financial statements. It is paid after payment has been approved by the Annual General Meeting.

There is no other contingent deferral period.

Cessation of office

If the Chief Executive Officer leaves office during the financial year, his variable remuneration for that year will be apportioned on a pro rata temporis basis for the period during which he held office in that year, and on the basis of the Board's assessment of his actual performance level for each of the criteria initially adopted.

Long-term remuneration

The Chief Executive Officer is eligible for long-term remuneration, also known as the long-term incentive (LTI) plan.

Olivier Roussat is entitled to long-term remuneration in the form of a contingent, deferred, performance-related award of existing Bouygues shares free of charge; this is intended to align his interests more closely with those of the shareholders, in particular by taking account of the stock market performance of Bouygues shares.

On a recommendation from the Selection and Remuneration Committee, the Board of Directors has decided to specify a long-term remuneration package for Olivier Roussat under which he could be awarded a maximum of 150,000 shares, given (i) the ambitious trajectory of the Group's business plan and (ii) the reduced weighting of annual variable remuneration as part of the Chief Executive Officer's overall remuneration package (i.e. the downward adjustment of the bounds applicable to annual variable remuneration). The shares would be awarded at the end of a vesting period of three years (2024, 2025 and 2026), pursuant to the Commercial Code (Articles L. 225-197-1 et seq and L. 22-10-59 et seq).

Long-term remuneration would be awarded to the Chief Executive Officer in the form of shares, subject to and subsequent to approval by a general meeting of shareholders on the terms specified in Article L. 22-10-34 of the Commercial Code.

Delivery of the shares is contingent upon the fulfilment of a continuing employment condition and performance conditions at the end of the vesting period.

Performance conditions

A1 = ROCE – Return on Capital Employed. This criterion is intended to measure average value creation by the Bouygues group over the 2024, 2025 and 2026 period.

A2 = The "A2 – Bouygues TSR" criterion has been strengthened relative to the 2023-2025 long-term remuneration plan, and now applies a double approach:

- An absolute performance approach (A2.1), under which the Bouygues TSR (Total Shareholder Return) for the period is compared with the average borrowing rate for corporate issuers with a similar rating to that of Bouygues for the relevant maturity. The rate used is the iBoxx rate for corporate issuers with a rating of between A- and A+ for a maturity of between three and five years.
- A relative performance approach (A2.2), under which the Bouygues TSR is compared with the TSR of a basket of shares for the relevant period. The proposed basket is the same as that used for the previous long-term remuneration plan. Consequently, the performance of Bouygues shares is measured over a three-year period relative to sector indices that reflect the Group's principal business activities (STOXX® Europe 600 Construction & Materials, STOXX® Europe 600 Telecommunications, and STOXX® Europe 600 Media).

The performance measure is derived from Bloomberg data (for both Bouygues and the indices) and is computed on the assumption that dividends are reinvested.

A3 = CSR objectives:

- Climate:
  - Attestation, based on the 2026 carbon audit, that the reduction in scope 1 & 2 greenhouse gas (GHG) emissions is aligned on an annualised trajectory that would enable SBTi objectives to be attained between the SBTi baseline year and 2026.
  - Attestation, based on the 2026 carbon audit, that the reduction in scope 3 greenhouse gas (GHG) emissions is aligned on an annualised trajectory that would enable SBTi objectives to be attained between the SBTi baseline year and 2026.
- Gender balance:
  - Attainment by each business segment of the criteria defined in their gender balance plan (% of women on executive committees, % of women managers in succession pipelines).

Between the bounds, A1 and A2 vary on a straight-line basis. For A3, performance will be measured on the basis of the average of the results obtained by the business segments, and will vary accordingly. If the "lower bound" is not attained, A = 0.

Continuing employment condition

The beneficiary will have to be serving as a member of the Group Management Committee until the expiry of the vesting period, i.e. the date of the 2027 Annual General Meeting.

If that condition is no longer met, the beneficiary's entitlement to long-term remuneration will be forfeited on the date of cessation of office.

The Board of Directors reserves the right to derogate from that rule on a case by case basis based on advice from the Selection and Remuneration Committee.

As an exception to the above, the beneficiary will not forfeit entitlement to long-term remuneration in the following circumstances:

- incapacity;
- death;
- retirement, apportioned on a pro rata temporis basis to reflect time actually spent in office during the reference period;

in accordance with the terms of the long-term remuneration plan.

Cap

The Board of Directors, acting on the recommendation of the Selection and Remuneration Committee, has proposed altering the respective weighting of Executive Officer remuneration between annual variable remuneration and long-term remuneration. The objective is to increase the exposure of Executive Officers to the Company's capital, thereby giving closer alignment between their interests and those of the shareholders. Consequently, the previous cap of 100% of fixed plus variable remuneration of beneficiaries is removed.

Lock-up and hedging

In addition, acting in line with the recommendations of the Afep-Medef Code, the Board meeting of 20 February 2019 set a minimum quantity of shares that the beneficiary would be required to hold in registered form until he ceases to hold office within the Bouygues group. Consequently, the beneficiary would be required to hold in registered form a minimum quantity of shares representing the equivalent of 1.5 times his fixed annual remuneration. Until such time as that objective is reached, the beneficiary would on each delivery of shares have to set aside for that purpose 60% of the shares actually delivered.

As far as Bouygues is aware, no instruments have been contracted to hedge the shares awardable under this long-term remuneration package. In addition, the beneficiary has made a formal undertaking not to enter into hedging transactions to cover his risk.

Benefits in kind

The Chief Executive Officer is provided with a company car.

Bouygues also provides the Chief Executive Officer, for his personal needs, with a chauffeur/security guard; loss of earnings insurance; and a set number of hours of advice from a financial/wealth management consultant.

Social protection

The Chief Executive Officer is entitled to benefits under the compulsory collective retirement, death, disability and health cover policies applied within Bouygues on the same terms and conditions as Bouygues employees.

The insurance policies relating to these schemes are subject to the same termination clauses as are standard under the ordinary law governing this type of policy.

Supplementary pension schemes for periods prior to 1 January 2024

For the period from 1 January 2020 to 31 December 2023, the Chief Executive Officer benefited from a vested-rights pension scheme governed by Article L. 137-11-2 of the Social Security Code.

The Chief Executive Officer (being eligible for the scheme) was able to acquire rights to an annuity (0.92% of reference remuneration per year), subject to the performance conditions specified in the sub-section entitled "Remuneration policy applicable to the Chief Executive Officer and the Deputy Chief Executive Officers" within section 2.4.1.2 of the 2022 Universal Registration Document.

That supplementary scheme was governed by Article L. 137-11-2 of the Social Security Code, and was subject to a cap set by the Board of Directors at eight times the annual Social Security ceiling.

Given that the rights vested in Olivier Roussat had reached that ceiling (€329,088 in 2021), the Board of Directors then decided – acting on a recommendation from the Selection and Remuneration Committee – that the portion of pension rights exceeding eight times the annual Social Security ceiling would be awarded in the form of performance shares, on the terms set forth in Articles L. 225-197-1 et seq and L. 22-10-59 et seq of the Commercial Code, for the benefit of all members of the Group Management Committee who had reached that cap.

Consequently, the pension scheme had two components:

1. the first in the form of an insurance policy governed by Article L. 137-11-2 of the Social Security Code, giving entitlement to an annuity of between 0 and 8 times the annual Social Security ceiling; and
2. the second in the form of an award of performance shares, for the portion between 8 and 14 times the annual Social Security ceiling.

As a reminder, Bouygues had previously transferred the contingent rights acquired prior to 1 January 2020 under a scheme governed by Article L. 137-11 of the Social Security Code to this vested-rights contract governed by Article L. 137-11-2 of the Social Security Code.

"Article 82" equity-based retirement benefit scheme effective from 1 January 2024

"Article 82" retirement benefit scheme

The Board meeting of 26 February 2024, having reviewed the recommendations of the Selection and Remuneration Committee, decided to implement for members of the Bouygues Group Management Committee a discretionary, opt-in collective retirement insurance scheme governed by Article 82 of the General Tax Code, to replace the scheme governed by Article L. 137-11-2 of the Social Security Code.

Beneficiaries of the former vested rights scheme governed by Article L. 137-11-2 of the Social Security Code would retain all rights acquired prior to 1 January 2024, but would not acquire any further rights under that scheme.

The new scheme, which is more financially advantageous to the Group than the previous scheme, is intended to build up retirement savings for the benefit of members of the Bouygues Group Management Committee such that on retirement, those savings would be immediately available to them to an amount equivalent to what they would have acquired under the retirement scheme governed by Article L. 137-11-2 of the Social Security Code.

The new scheme reduces the financial burden on Bouygues.

The characteristics of the scheme are as follows:

1. Type of commitment: defined-contribution retirement benefit scheme.
2. Reference to legal provisions identifying the category of scheme: Article 82 of the General Tax Code.
3. Conditions for joining the scheme and other eligibility conditions: the beneficiary must be a member of the Bouygues Group Management Committee.
4. Method of determining the reference remuneration stipulated by the scheme and used to calculate the rights of beneficiaries: the contribution base consists of the basic fixed plus variable remuneration payable to the beneficiary in respect of the year in question and subject to Social Security contributions on the terms stipulated in Article L. 242-1 of the Social Security Code (but excluding any other component of remuneration, and specifically long-term remuneration plans).
5. Frequency of vesting of rights: annual.
6. Method of funding the rights available under the scheme:
   - Payment by the company of an annual contribution to a third-party insurance company, representing 14% of reference remuneration.
   - Payment by the company directly to the beneficiary of a supplementary amount equivalent to the annual contribution (14% of reference remuneration), to offset the negative impact of the scheme on the beneficiary's net remuneration as a result of the Social Security contributions and personal income taxes payable in respect of the annual contribution.
7. Performance condition:
   - Funding of the entire rights under the scheme is subject to a performance condition, namely attainment of at least the "lower bound" set for annual variable remuneration.
   - In addition, the basis for calculating rights is also contingent on the beneficiary's performance insofar as the basis used for calculating reference remuneration includes the annual variable remuneration payable (see point 4 above).
8. Existence and amount of any cap, and methods used to determine the cap: the scheme is by definition capped, in that it is calculated by reference to a percentage of reference remuneration.
9. Funding is contracted out to an insurance company, to which an annual premium is paid.
10. Tax and social security charges borne by the company: the annual contribution and supplementary amount paid by the company under Article 82 are deductible from taxable profits, and are liable in full to Social Security contributions and personal income tax.

Award in the form of performance shares

To align the long-term interests of the Chief Executive Officer with those of the shareholders, the Board of Directors has decided that the Chief Executive Officer would receive his rights under the above scheme solely in the form of performance shares. Opting for an equity-based retirement benefit scheme reflects a commitment to ensuring that the Chief Executive Officer has a continuing stake in the development and future of the company.

The benefit takes the form of a quantity of Bouygues shares equivalent to (i) the amount of payments that would have funded his rights, divided by (ii) the quoted market price of Bouygues shares on the day following the 2025 Annual Ordinary General Meeting, subject to attainment of the performance condition.

The shares will not vest in the Chief Executive Officer until he retires. In addition, the shares will have to be retained for 15 years, and they can only be sold off gradually in annual tranches of 5%.

Severance benefit on leaving office

No severance benefit is payable to the Chief Executive Officer on leaving office.

Non-competition indemnity

The Chief Executive Officer is not entitled to any non-competition indemnity.

Remuneration policy applicable to the Deputy Chief Executive Officers

A. HOLDING OF OFFICE AND CONTRACTS OF EMPLOYMENT

Acting on a proposal from Olivier Roussat as Chief Executive Officer, Edward Bouygues and Pascal Grangé were appointed as Deputy Chief Executive Officers in February 2021.

The Board meeting of 26 February 2024 decided to renew their terms of office for a three-year period, expiring at the end of the Board meeting called to close off the financial statements for the year ended 31 December 2026.

Deputy Chief Executive Officers may be removed from office at any time by the Board of Directors, acting on a proposal from the Chief Executive Officer.

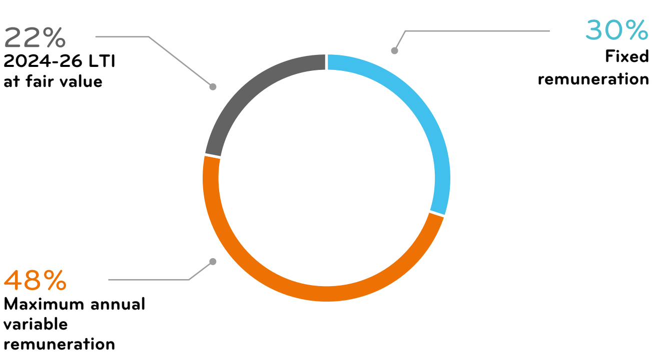
Pascal Grangé signed a permanent employment contract with the company on 9 September 2019. That contract was suspended when he was appointed as a Deputy Chief Executive Officer in February 2021.

Edward Bouygues does not have an employment contract.

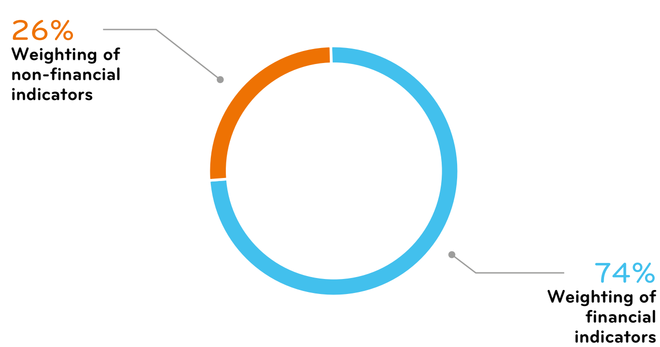
B. TOTAL REMUNERATION AND BENEFITS OF ALL KINDS

Presentation of the 2024 remuneration package of Pascal Grangé, Deputy Chief Executive Officer					
Fixed remuneration	**Annual variable remuneration**		**Objective lower bound** (% fixed remuneration)	**Objective intermediate bound** (% fixed remuneration)	**Objective upper bound** (% fixed remuneration)
	P1 – Current operating profit from activities		15.0%	25%	30%
	P2 – Net profit attributable to the Group		20%	30%	40%
	P3 – Net surplus cash/(net debt)		10%	30%	40%
	P4 – Strategy		5%	10%	10%
	P5 – Non-financial		40%	40%	40%
	• *Compliance*		*7.5%*	*7.5%*	*7.5%*
	• *Health & Safety*		*7.5%*	*7.5%*	*7.5%*
	• *Climate & Environment*		*10%*	*10%*	*10%*
	• *Gender balance*		*7.5%*	*7.5%*	*7.5%*
	• *Management*		*7.5%*	*7.5%*	*7.5%*
€950,000	**TOTAL**		**90.0%**	**135%**	**160%**
	Long-term variable remuneration (LTI)		**Objective lower bound** (in number of shares)	**Objective intermediate bound** (in number of shares)	**Objective upper bound** (in number of shares)
	A1 – Group ROCE (2024-2026 average)		9,800	25,500	35,800
	A2.1 – TSR – Absolute Performance (Bouygues vs iBoxx)		4,550	4,550	4,550
	A2.2 – TSR – Relative Performance (Bouygues vs Benchmark)		7,350	11,450	13,650
	A3 – CSR (58% climate/42% gender balance)		21,000	21,000	21,000
	• *Climate*		*12,250*	*12,250*	*12,250*
	• *Gender balance*		*8,750*	*8,750*	*8,750*
	TOTAL		**42,700**	**62,500**	**75,000**
Benefits in kind	**Collective death, disability and health cover**	**Supplementary pension**	**Exceptional remuneration**	**Severance benefit**	**Non-competition indemnity**
See section below	See section below	See section below	None	None	None

2024 remuneration policy for Pascal Grangé (Deputy CEO)



Weighting of financial and non-financial indicators in maximum variable remuneration awarded in 2024 to Pascal Grangé (Deputy CEO)



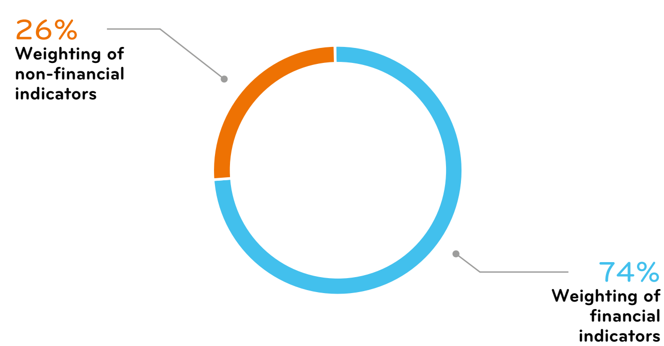
Presentation of the 2024 remuneration package of Edward Bouygues, Deputy Chief Executive Officer

Fixed remuneration	Annual variable remuneration	Objective lower bound (% fixed remuneration)	Objective intermediate bound (% fixed remuneration)	Objective upper bound (% fixed remuneration)
€650,000	P1 – Current operating profit from activities	15.0%	25%	30%
	P2 – Net profit attributable to the Group	20%	30%	40%
	P3 – Net surplus cash/(net debt)	10%	30%	40%
	P4 – Strategy	5%	10%	10%
	P5 – Non-financial	40%	40%	40%
	• *Compliance*	*7.5%*	*7.5%*	*7.5%*
	• *Health & Safety*	*7.5%*	*7.5%*	*7.5%*
	• *Climate & Environment*	*10%*	*10%*	*10%*
	• *Gender balance*	*7.5%*	*7.5%*	*7.5%*
	• *Management*	*7.5%*	*7.5%*	*7.5%*
	TOTAL	**90.0%**	**135%**	**160%**
	Long-term variable remuneration (LTI)	**Objective lower bound** (in number of shares)	**Objective intermediate bound** (in number of shares)	**Objective upper bound** (in number of shares)
	A1 – Group ROCE (2024-2026 average)	7,800	19,000	28,800
	A2.1 – TSR – Absolute Performance (Bouygues vs iBoxx)	3,700	3,700	3,700
	A2.2 – TSR – Relative Performance (Bouygues vs Benchmark)	5,700	7,800	11,000
	A3 – CSR (58% climate/42% gender balance)	16,500	16,500	16,500
	• *Climate*	*9,625*	*9,625*	*9,625*
	• *Gender balance*	*6,875*	*6,875*	*6,875*
	TOTAL	**33,700**	**47,000**	**60,000**

Benefits in kind	Collective death, disability and health cover	Supplementary pension	Exceptional remuneration	Severance benefit	Non-competition indemnity
See section below	See section below	See section below	None	None	None

2024 remuneration policy for Edward Bouygues (Deputy CEO)

Weighting of financial and non-financial indicators in maximum variable remuneration awarded in 2024 to Edward Bouygues (Deputy CEO)



Fixed remuneration

The rules used to determine fixed remuneration were established in 1999 and have been applied consistently ever since. Fixed remuneration is determined according to the level and complexity of the person's responsibilities, experience in the post and length of service with the Group, and practices followed by groups or companies carrying on comparable activities.

Gross annual fixed remuneration is unchanged at €950,000 for Pascal Grangé and €650,000 for Edward Bouygues.

Annual variable remuneration

The Board of Directors and the Selection and Remuneration Committee seek to ensure that the variable remuneration of the Deputy Chief Executive Officers is consistent with the company's performance objectives, so that it is aligned with the corporate interest and with the company's medium/long-term strategy.

The criteria for awarding annual variable remuneration are the same as those described above for the Chief Executive Officer (section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Annual variable remuneration).

Method used to determine annual variable remuneration for 2024

The method for determining the annual variable remuneration of Executive Officers is based on five separate components: P1, P2, P3, P4 and P5, as described above (section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Method used to determine annual variable remuneration for 2024).

Cap

The sum total of the five components P1, P2, P3, P4 and P5 may never exceed a cap of 160% of fixed remuneration for Pascal Grangé and Edward Bouygues.

Pre-conditions for payment

The pre-conditions for payment are identical to those described above for the Chief Executive Officer (section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Annual variable remuneration).

Cessation of office

If a Deputy Chief Executive Officer leaves office during the financial year, his variable remuneration for that year will be apportioned on a pro rata temporis basis for the period during which he held office in that year, and on the basis of the Board's assessment of his actual performance level for each of the criteria initially adopted. Payment of that remuneration will be submitted for approval by a general meeting of shareholders on the terms set forth in Article L. 22-10-34 of the Commercial Code.

Long-term remuneration

Deputy Chief Executive Officers are eligible for long-term remuneration, also known as the long-term incentive (LTI) plan.

Pascal Grangé and Edward Bouygues are entitled to long-term remuneration in the form of a contingent, deferred award of existing Bouygues shares free of charge; this is intended to align their interests more closely with those of the shareholders, in particular by taking account of the stock market performance of Bouygues shares.

The terms of this long-term remuneration package specify the award of no more than 75,000 Bouygues shares to Pascal Grangé and 60,000 Bouygues shares to Edward Bouygues at the end of a three-year period (2024, 2025 and 2026). The award of shares is contingent upon the fulfilment of a continuing employment condition and performance conditions at the end of that period.

The conditions for long-term remuneration are identical to those described above for the Chief Executive Officer (section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration).

Performance conditions

The criteria for awarding long-term remuneration are the same as those described above for the Chief Executive Officer (section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration).

Continuing employment condition

The continuing employment condition for the award of long-term remuneration is the same as that described above for the Chief Executive Officer (section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Continuing employment condition).

Cap

The Board of Directors, acting on the recommendation of the Selection and Remuneration Committee, has proposed altering the respective weighting of Executive Officer remuneration between annual variable remuneration and long-term remuneration. The objective is to increase the exposure of Executive Officers to the Company's capital, thereby giving closer alignment between their interests and those of the shareholders. Consequently, the previous cap of 100% of fixed plus variable remuneration of beneficiaries is removed.

Lock-up and hedging

The lock-up period for shares awarded to the beneficiaries as long-term remuneration is the same as that described above for the Chief Executive Officer (section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Lock-up and hedging).

Benefits in kind

The Deputy Chief Executive Officers are each provided with a company car and a chauffeur/security guard, and a set number of hours of advice from a financial/wealth management consultant.

Social protection

The Deputy Chief Executive Officers are entitled to benefits under the compulsory collective retirement, death, disability and health cover policies applied within Bouygues on the same terms and conditions as Bouygues employees.

The insurance policies relating to these schemes are subject to the same termination clauses as are standard under the ordinary law governing this type of policy.

Supplementary pension schemes for periods prior to 1 January 2024

For the period from 1 January 2020 to 31 December 2023, the Deputy Chief Executive Officers benefited from a vested-rights pension scheme governed by Article L. 137-11-2 of the Social Security Code.

The Deputy Chief Executive Officers (being eligible for the scheme) were able to acquire rights to an annuity (0.92% of reference remuneration per year), subject to the performance conditions specified in the sub-section entitled "Remuneration policy applicable to the Chief Executive Officer and the Deputy Chief Executive Officers" within section 2.4.1.2 of the 2022 Universal Registration Document.

Given that the supplementary pension scheme governed by Article L. 137-11-2 of the Social Security Code was capped at eight times the annual Social Security ceiling, the Board of Directors decided – acting on a recommendation from the Selection and Remuneration Committee – that the portion of pension rights exceeding eight times the annual Social

Security ceiling would be awarded in the form of performance shares, on the terms set forth in Articles L. 225-197-1 et seq and L. 22-10-59 et seq of the Commercial Code, for the benefit of members of the Group Management Committee.

Consequently, the pension scheme had two components:

1. the first in the form of an insurance policy governed by Article L. 137-11-2 of the Social Security Code, giving entitlement to an annuity of between 0 and 8 times the annual Social Security ceiling; and
2. the second in the form of an award of performance shares, for the portion between 8 and 14 times the annual Social Security ceiling.

As of 31 December 2023, the rights acquired by the Deputy Chief Executive Officers had not reached the cap of eight times the annual Social Security ceiling (€351,936 in 2023).

As a reminder, Bouygues had previously transferred the contingent rights acquired prior to 1 January 2020 under a scheme governed by Article L. 137-11 of the Social Security Code to this vested-rights contract governed by Article L. 137-11-2 of the Social Security Code.

The Deputy Chief Executive Officers will not be able to acquire any further rights under the scheme governed by Article L. 137-11-2 of the Social Security Code from 1 January 2024 onwards.

"Article 82" equity-based retirement benefit schemes effective from 1 January 2024

As indicated above for the Chief Executive Officer, the Board meeting of 26 February 2024, having reviewed the recommendations of the Selection and Remuneration Committee, decided to implement for members of the Bouygues Group Management Committee a discretionary, opt-in collective retirement insurance scheme governed by Article 82 of the General Tax Code, to replace the scheme governed by Article L. 137-11-2 of the Social Security Code.

The new scheme, which is more financially advantageous to the Group than the previous scheme, is intended to build up retirement savings for the benefit of members of the Bouygues Group Management Committee such that on retirement, those savings would be immediately available to them to an amount equivalent to what they would have acquired under the retirement scheme governed by Article L. 137-11-2 of the Social Security Code.

The Deputy Chief Executive Officers are entitled to benefit under this scheme on the same terms and conditions as those described in the section on the remuneration policy applicable to the Chief Executive Officer, with their rights being contingent on the same performance condition.

However, unlike the Chief Executive Officer, the Deputy Chief Executive Officers would not have their rights converted into shares.

Severance benefit on leaving office

No severance benefit is payable to the Deputy Chief Executive Officers on leaving office.

Non-competition indemnity

The Deputy Chief Executive Officers are not entitled to any non-competition indemnity.

2.4.1.3 Remuneration policy applicable to directors

A. HOLDING OF OFFICE AND CONTRACTS OF EMPLOYMENT

Directors hold office for a term of three years except for the director representing employees, who holds office for a term of two years.

For more information about the directors, refer to section 2.2 (Information on corporate officers at 31 December 2023).

Directors may be removed from office at any time by a general meeting of the shareholders.

Directors representing employees may be removed from office for misconduct in office. The term of office of a director representing employees ends automatically ahead of the normal expiry date if the individual's employment contract is terminated, or if the company employing the individual leaves the Bouygues group.

B. REMUNERATION

The Annual General Meeting of Bouygues shareholders of 27 April 2017 set the overall amount of remuneration awarded to directors for holding office at €1,000,000 per financial year.

In accordance with Article L. 225-45 of the Commercial Code, the Annual General Meeting of 25 April 2024 will be asked to approve a proposal to increase the overall amount of remuneration awardable to directors annually to €1,100,000 (fifth resolution).

The amount of remuneration received by directors is decided by the Board of Directors (within the overall amount approved by the shareholders at the Annual General Meeting), based on allocation rules set by the Board. The actual amount depends on their attendance rate and the time they spend on their duties, including as a member of Board committees.

Directors could also receive remuneration in respect of specific duties that may be assigned to them by the Board; this would fall within the regulated agreements procedure, and as such would be submitted to a vote at a general meeting of shareholders.

Remuneration comprises a fixed portion of 30% and a variable portion of 70% calculated on the basis of attendance, determined in proportion to the actual participation of each director in the five periodic Board meetings held each year and (for committee members) in committee meetings.

In February 2024, the Board of Directors decided (subject to approval of the sixth resolution at the Annual General Meeting) to increase the fixed and variable remuneration of directors by 15%, to align more closely on practices adopted by comparable companies.

The maximum amounts of directors' remuneration are:

• Chairman of the Board of Directors	€80,500
• Director	€55,200
• Chair of the Audit Committee	€43,700
• Member of the Audit Committee	€21,850
• Chair of other committee (Selection and Remuneration; Ethics, CSR and Patronage)	€34,500
• Members of other committee (Selection and Remuneration; Ethics, CSR and Patronage)	€17,250

Some directors receive remuneration for serving as directors within other Bouygues group companies.

Directors representing employees and directors representing employee shareholders

Under their employment contracts within the Group, directors representing employees and directors representing employee shareholders receive salaries that have no link with their office as a director of Bouygues.

Consequently, their salaries are not disclosed.

2.4.2 Remuneration of corporate officers in 2023

The information below is required under Articles L. 22-10-8 and L. 22-10-34 paragraph II of the Commercial Code, and reiterates the principles and criteria approved by the fifth, sixth and seventh resolutions of the Annual General Meeting of 27 April 2023. The Board of Directors has consistently applied the successive changes to the Afep-Medef Code concerning executive remuneration, and the application guidance issued by the High Committee for Corporate Governance.

The principles and criteria for annual and long-term variable remuneration were determined by the Board of Directors on 22 February 2023 and approved by the Annual General Meeting of 27 April 2023 (seventh resolution). The Board meeting of 26 February 2024 evaluated the 2023 performance of the Executive Officers.

Compliance with the most recent shareholder vote

The Annual General Meeting of 27 April 2023 approved (with 98.07% of votes in favour) the eighth resolution, relating to the information specified in Article L. 22-10-9 of the Commercial Code regarding the components of remuneration paid or awarded to corporate officers in respect of the year ended 31 December 2022.

Suspension of remuneration paid to directors

Because the composition of the Board of Directors complies with the requirements of Article L. 225-18-1 of the Commercial Code, payment of the remuneration allocated to directors has not been suspended.

Other information on remuneration

The remuneration of Martin Bouygues, as determined by the Bouygues Board of Directors, is paid by SCDM. SCDM then invoices Bouygues this remuneration and the related Social Security charges, pursuant to the agreement governing relations between Bouygues and SCDM (which is subject to the regulated agreements procedure). That invoicing strictly reflects the amounts of remuneration as determined by the Bouygues Board of Directors. The agreement between Bouygues and SCDM for 2024 is subject to approval by the Annual General Meeting of 25 April 2024 (fourth resolution) under the regulated agreements procedure.

2.4.2.1 2023 remuneration of Martin Bouygues

Presentation of the remuneration package of Martin Bouygues in respect of 2023				
Fixed remuneration	**Remuneration for serving as a director**	**Benefits in kind**	**Health cover**	**Supplementary pension**
€490,000	**€70,000**	**€27,405**	**€1,320**	**No entitlement in respect of 2023**

A. Total remuneration and benefits of all kinds

FIXED REMUNERATION

For the 2023 financial year, Martin Bouygues received gross annual fixed remuneration of €490,000.

OTHER COMPONENTS OF REMUNERATION

Social protection

Martin Bouygues benefited under the collective health cover policy applied within Bouygues SA.

Contributions paid under those policies amounted to €1,320 in respect of the 2023 financial year.

Supplementary pension schemes

Martin Bouygues has been unable to acquire any supplementary pension rights since 2019, as the vested rights he has accumulated to date have reached the cap set by the Board of Directors (eight times the annual Social Security ceiling).

OTHER FORMS OF REMUNERATION

Martin Bouygues received benefits in kind consisting of the use of a company car and the assignment of a part-time personal assistant and a chauffeur/security guard for his personal needs.

Those benefits amounted to €27,405 based on the valuation method used.

REMUNERATION FOR SERVING AS A DIRECTOR

Martin Bouygues received annual remuneration of €70,000 for serving as a director.

B. Executive pay ratio and trends in performance

Pay ratio between the remuneration of the Chairman of the Board of Directors and the average and median remuneration of Bouygues SA employees

In implementing the executive pay ratio disclosure requirements, Bouygues applied the provisions of Article L. 22-10-9 I 6° and 7° of the Commercial Code, and the guidance issued by Afep on 28 January 2020 and updated in February 2021. Both the corporate officer's remuneration, and average and median remuneration, were calculated on the basis of remuneration paid during the year.

In accordance with Article 26.2 of the Afep-Medef Code, the scope used covered more than 80% of the Group's workforce in France.

Table of ratios pursuant to Article L. 22-10-9 I 6° and 7° of the Commercial Code (year-on-year change)

Martin Bouygues Chairman	2019	2020	2021	2022	2023
Change in remuneration (%)	**(1)%**	**(6)%**	**(39)%**	**(48)%**	**(26)%**
Information for Bouygues SA scope (head office)					
Change in average employee remuneration (%)	(3)%	(9)%	3%	18%	(7)%
Ratio to average employee remuneration	14	15	9	4	3
Year-on-year change in ratio (%)	0%	7%	(40)%	(56)%	(25)%
Ratio to median employee remuneration	40	37	23	11	8
Year-on-year change in ratio (%)	3%	(8)%	(38)%	(52)%	(27)%
Additional information for Bouygues France scope (nearly 98% of the workforce)					
Change in average employee remuneration (%)	3%	0%	3%	(0)%	5%
Ratio to average employee remuneration	56	52	31	16	14
Year-on-year change in ratio (%)	(3)%	(7)%	(40)%	(48)%	(13)%
Ratio to median employee remuneration	69	64	38	20	11
Year-on-year change in ratio (%)	(4)%	(7)%	(41)%	(47)%	(45)%
Company performance					
Financial criterion	Net profit	Net profit	Net profit	Net profit	Net profit
Year-on-year change (%)	(10)%	(41)%	62%	(14)%	4%

- Only employees in post for all 12 months of the year in question were included when calculating these ratios. Note that the construction and roads activities, which account for the majority of the workforce, include a high proportion of site workers and of clerical, technical and supervisory staff.
- In accordance with the recommendations of the Afep-Medef Code, the scope used is the Bouygues group in France, which represents nearly 98% of the workforce (improvement of 6 points versus the workforce used to calculate the 2022 executive pay ratio).

Explanations:

- Because variable remuneration in respect of a given year is not paid until the following year, trends in annual executive remuneration and in the executive pay ratio for any one year should be compared with trends in company performance for the previous year.
- 2019/2018: 2019 net profit attributable to the Group was down due to a lower level of non-current income, mainly at Bouygues Telecom.
- 2020/2019: the reduction in net profit was attributable mainly to the Covid-19 crisis.
- 2021/2020: Martin Bouygues was appointed as Chairman of the Board of Directors in February 2021.

C. Compliance with remuneration policy

The components of Martin Bouygues' remuneration comply with the arrangements determined by the Board of Directors on the recommendation of the Selection and Remuneration Committee, which together constitute the company's remuneration policy approved by the Annual General Meeting on 27 April 2023 (sixth resolution, approved with 99.94% of the votes cast).

The company has not deviated from the procedure for implementing the remuneration policy approved by the shareholders at the General Meeting mentioned above.

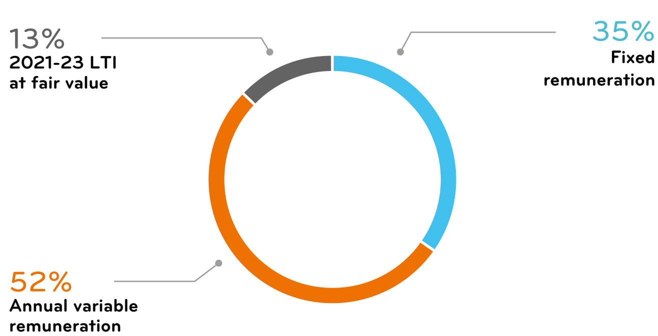
The company has not made any exceptions in applying the remuneration policy.

2.4.2.2 2023 remuneration of Olivier Roussat

Presentation of the remuneration package of Olivier Roussat in respect of 2023					
Fixed remuneration	**Annual variable remuneration**	**Objective lower bound** (% fixed remuneration)	**Objective intermediate bound** (% fixed remuneration)	**Objective upper bound** (% fixed remuneration)	**2023 outcome** (% fixed remuneration)
€1,500,000	P1 – Current operating profit	12.5%	25%	35%	28.2%
	P2 – Net profit attributable to the Group	20%	40%	50%	36.8%
	P3 – Net surplus cash/(net debt)	15%	30%	40%	40.0%
	P4 – Strategy	15%	15%	15%	13.5%
	P5 – Non-financial [a]	40%	40%	40%	33.7%
	• *Compliance*	*10%*	*10%*	*10%*	*10.0%*
	• *Health & Safety*	*5%*	*5%*	*5%*	*2.2%*
	• *Climate & Environment*	*10%*	*10%*	*10%*	*8.5%*
	• *Gender balance*	*5%*	*5%*	*5%*	*4.6%*
	• *Management*	*10%*	*10%*	*10%*	*8.4%*
	TOTAL	**102.5%**	**150%**	**180%**	**152.2% i.e. €2,282,500**
	Long-term variable remuneration (LTI) [b]	**Objective** (number of shares)		**2021-2023 outcome** (number of shares)	
	A1 – Group ROCE 2021-2023	40,000		40,000	
	A2 – Bouygues Share Price (TSR) 2021-2023	20,000		0	
	A3 – Climate and gender balance	20,000		17,250	
	• *Climate & Environment*	*10,000*		*8,000*	
	• *Gender balance*	*10,000*		*9,250*	
	TOTAL	**80,000**		*57,250*	
Benefits in kind	**Collective death, disability and health cover**	**Supplementary pension**		**Remuneration for serving as a director**	
€40,478	**€39,091**	**0.92% of reference remuneration in respect of 2023 (equivalent in shares)**		**€60,500**	

(a) See below for non-financial criteria and the attainment levels achieved.
(b) The performance share plan put in place by the Board of Directors on 25 August 2021, in accordance with the 2021 remuneration policy applicable to Executive Officers as approved by the Annual General Meeting of 22 April 2021, has expired.

2023 ex post remuneration of Olivier Roussat (CEO)



A. Total remuneration and benefits of all kinds

FIXED REMUNERATION

For the 2023 financial year, Olivier Roussat received gross annual fixed remuneration of €1,500,000.

ANNUAL VARIABLE REMUNERATION

The criteria for variable remuneration, and their relative weights and attainment levels, are shown in the summary table above.

As a reminder, the non-financial objectives for 2023 were:

- **Compliance** (maximum 10% of FR): the objectives applied were (i) personal commitment via traceable pronouncements on compliance issues; (ii) imposition of appropriate sanctions for known breaches of ethical standards; and (iii) dissemination and promotion of the new whistle-blowing facility.

  Attainment level: The compliance objective was determined as being attained in full, giving entitlement to 10% of fixed remuneration for the 2023 financial year.
- **Health & Safety** (maximum 5% of FR): reducing workplace accident rate versus 2022.

  Attainment level: This objective was determined as being partially attained, to a level of 2.2% of fixed remuneration. The workplace accident rate improved. However, there was a serious accident at Bouygues Construction during 2023 which caused 20 fatalities, of which 19 were Group employees.
- **Climate & Environment** (maximum 10% of FR): obtaining or retaining SBTi accreditation, and contribution to preparation and implementation of the action plan for securing an A or A- Carbon Disclosure Project (CDP) ranking in 2024. Correlation of the volume of greenhouse gas emissions with the Group's financial/process cycle, and environmental/carbon reduction objectives for each business segment.

  Attainment level: All of the Group's business segments made progress on implementation of the Climate Plan: all trajectories (apart from Equans) received SBTi accreditation, and climate issues were embedded in the management cycle including (i) instigation of focused strategic dialogue and (ii) attainment of decarbonisation objectives specific to each business segment. However, the Bouygues group's Carbon Disclosure Project (CDP) rating remained at B.

  Consequently, the attainment level for the 2023 financial year for the Climate & Environment objective was determined as equivalent to 8.5% of fixed remuneration.
- **Gender balance** (maximum 5% of FR): as part of the Gender Balance Plan and to attain the Group's ambitions, a gender balance indicator for all business segments (% of women in senior positions or equivalent in France and abroad), plus a specific indicator for each business segment (promotion rate for women, % of women managers, % of women hired for certain technical roles, % of women on executive bodies, inclusivity training).

  Attainment level: The Bouygues group is continuing with efforts to meet the ambitious objectives set in the 2021-2023 Gender Balance Plan. As of 31 December 2023, over 90% of objectives had been met across all the business segments (hirings for technical roles, % of women in senior positions, inclusivity training, etc.).

  The attainment level for the 2023 financial year for the gender balance objective was determined as equivalent to 4.6% of fixed remuneration.
- **Management** (maximum 10% of FR): managerial performance objective assessed in terms of (i) roll-out of employee engagement monitoring and (ii) the principle of systematically implementing investigations and sanctions in established cases of bullying, psychological or sexual harassment.

  Attainment level: The attainment level for this objective, based on an average of outcomes across all the business segments, was determined as the equivalent of 8.4% of FR.

In light of the assessment of all these objectives, the Board meeting of 26 February 2024, acting on a recommendation from the Selection and Remuneration Committee, determined that the level of attainment of non-financial criteria gave entitlement to variable remuneration equivalent to 33.7% of fixed remuneration.

Olivier Roussat is therefore eligible for gross annual variable remuneration of €2,282,500 in respect of 2023.

The company did not seek any clawback of variable remuneration.

LONG-TERM REMUNERATION

Award of performance shares under the 2023-2025 long-term remuneration plan

The Annual General Meeting of 27 April 2023 approved, as part of the 2023 remuneration policy, the principle of awarding long-term remuneration in the form of contingent, deferred awards of performance shares free of charge to Executive Officers, to strengthen the alignment between their interests and those of the shareholders.

The Board meeting of 27 July 2023, acting on the recommendation of the Selection and Remuneration Committee, awarded Olivier Roussat a maximum of 100,000 shares, subject to continuing employment and performance conditions measured over three years, and valued at a total of €925,960 on the date of the award. Those conditions are described in the 2022 Universal Registration Document (section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration).

Vesting of performance shares under the 2021-2023 long-term remuneration plan

In addition, the Board meeting of 25 August 2021, acting on a recommendation from the Selection and Remuneration Committee and in accordance with the remuneration policy as approved by the Annual General Meeting of 22 April 2021 (fifth resolution), awarded Olivier Roussat a maximum of 80,000 shares subject to continuing employment and performance conditions measured over three years (2021, 2022 and 2023).

To take account of the impacts of the Equans acquisition on the 2021-2023 long-term remuneration plan, in November 2022 the Board of Directors – acting on a recommendation from the Selection and Remuneration Committee – made the adjustments described below, as indicated in section 2.4.2.2 A of the 2022 Universal Registration Document.

The performance conditions (and the adjustments, limited to the ROCE and TSR criteria) are:

- **A1 = ROCE – Return on Capital Employed.** This criterion is intended to measure average value creation by the Bouygues group over the 2021-2023 period. It is determined by comparing average actual ROCE for those three years with the following bounds:
  - A lower bound, corresponding to the new weighted average cost of capital for the Bouygues group.
  - An intermediate bound, corresponding to the level of ROCE achieved by the Bouygues group in 2019 prior to the Covid pandemic.
  - An upper bound, representing outperformance relative to the intermediate bound.

  Adjustment to bounds following the Equans acquisition:

  In the medium term, the acquisition of Equans is expected to make a positive contribution to the ROCE of the Bouygues group.

  However, in the first years the acquisition is expected to have a dilutive effect on the Bouygues group's average ROCE for 2021-2023.

That effect has been estimated, and although it was decided to leave the lower bound unchanged, the intermediate and upper bounds were adjusted downwards by 50 basis points, equivalent to 70% of the estimated impact of the Equans acquisition.

Attainment level on expiry of the plan:

Because attainment of the ROCE objective reached the upper bound, 100% of the shares allocated to this criterion have vested.

- **A2 = TSR.** This criterion is intended to measure, over the three-year period, the performance of Bouygues shares relative to sector indices that reflect the Group's principal business activities (STOXX® Europe 600 Construction & Materials, STOXX® Europe 600 Telecommunications, and STOXX® Europe 600 Media):
  - Lower bound: Bouygues share price performance equal to the benchmark.
  - Intermediate bound: Bouygues share price performance 0.5 of a point above the benchmark.
  - Upper bound: Bouygues share price performance 1 point above the benchmark.

Adjustment to weighting of indices to reflect the Equans acquisition:

The weighting of the sector indices within the benchmark has been adjusted to better reflect the business mix of the Bouygues group subsequent to the Equans acquisition.

The weighting of the STOXX® Europe 600 Construction & Materials index was increased, and the weightings of the STOXX® Europe 600 Telecommunications and STOXX® Europe 600 Media were reduced.

The bounds were not adjusted.

Attainment level on expiry of the plan:

Because attainment of the TSR objective failed to reach the lower bound, none of the shares allocated to this criterion have vested.

- **A3 = Equally weighted climate plan and gender balance objectives:**
  - **Climate:**
    - Capex plans supportive of the levers for action in the Climate Strategy.
    - Analysis of the levers for achieving carbon neutrality in 2050.
    - Common methodology for calculating avoided carbon in commercial offerings.

Attainment level on expiry of the plan:

On expiry of the 2021-2023 plan, levers for action and capex spend contributing to the strategy were identified, and a methodology for calculating avoided carbon had been fine-tuned across some of the Group's operations. However, senior management believes that the priority is to provide stakeholders with tangible proof that the Group's decarbonisation trajectory to 2030 is credible before formally committing to a carbon neutrality contribution objective. Consequently, the attainment level for this criterion was determined as 80%.

  - **Gender balance:**
    - Attainment by each business segment of the criteria defined in the 2021-2023 Gender Balance Plan (% of women in senior positions, % of women managers, % of women classed as "top talents", % of women on executive bodies).
    - Attainment of Group objectives in the "global" scope (% of women managers, % of women on executive bodies).

Attainment level on expiry of the plan:

On expiry of the 2021-2023 plan, the percentage of women managers (objective: 20.6%) had reached 23% (excluding Equans). The percentage of women on executive committees across the business segments (objective: 29.7%) had reached 30% (excluding Equans). However, a third indicator for this criterion (measured on the average of gender balance objectives within the business segments) was only partially met. Consequently, the attainment level for this criterion was determined as 92.5%.

Acting on a recommendation from the Selection and Remuneration Committee, the Board meeting of 26 February 2024 evaluated the performance conditions for the plan, as indicated above. The Board determined that 57,250 performance shares had vested in Olivier Roussat under the terms of the plan, subject to approval by the next Annual General Meeting.

The total value of those shares at the date of the award was €544,917.

In accordance with the recommendations of the Afep-Medef Code, Olivier Roussat will be required to hold in registered form until he ceases to hold office within the Bouygues group a minimum quantity of shares representing the equivalent of 1.5 times his fixed annual remuneration. Until such time as that objective is reached, 60% of the shares actually delivered to him would be subject to a lock-up condition.

As far as Bouygues is aware, no instruments have been contracted to hedge the shares awardable under this long-term remuneration package. In addition, the Chief Executive Officer has made a formal undertaking not to enter into hedging transactions to cover his risk.

OTHER COMPONENTS OF REMUNERATION

Social protection

Olivier Roussat was entitled to benefits under the compulsory collective retirement, death, disability and health cover policies applied within Bouygues on the same terms and conditions as Bouygues employees.

Contributions paid under death, disability and health cover policies amounted to €39,091 in respect of the 2023 financial year.

Supplementary pension schemes

Contingent-rights pension scheme governed by Article L. 137-11 of the Social Security Code (rights for periods of service prior to 1 January 2020)

Olivier Roussat was eligible for this pension scheme.

Due to the closure of the scheme and the freezing of scheme members' rights, Olivier Roussat cannot accumulate any further rights under this pension scheme from 1 January 2020 onwards.

Vested-rights pension scheme governed by Article L. 137-11-2 of the Social Security Code

Olivier Roussat was eligible for this scheme, the characteristics of which were described in section 2.4.1.2 of the 2022 Universal Registration Document (Remuneration policy applicable to the Chief Executive Officer – Total remuneration and benefits of all kinds – Supplementary pension schemes), and which is subject to the performance conditions described below.

In respect of the 2023 financial year, the Board meeting of 26 February 2024 determined that the average of the actual figures for consolidated net profit (CNP) attributable to the Group for 2021, 2022 and 2023 was above the amount forecast in the business plans for those years, and consequently considered that Olivier Roussat had acquired pension rights equivalent to 0.92% of his reference remuneration.

The estimated amount of his annuity under the scheme as of 31 December 2023 is €32,816.

However, because rights under that scheme cannot exceed eight times the annual Social Security ceiling and the rights acquired by Olivier Roussat have reached that ceiling (€329,088 in 2021), he will not be able to take the rights he acquired in respect of 2023 in the form of cash and an annuity.

Retirement benefit scheme in the form of performance shares

In place of the aforementioned annuity, the Board meeting of 26 February 2024 approved an award to Olivier Roussat of a number of performance shares equal to an amount representing (i) the cost of funding his rights divided by (ii) the quoted market price of Bouygues shares on the day after the Annual General Meeting of 25 April 2024.

The shares will be awarded in accordance with the principles applicable to the supplementary pension scheme, with entitlement to the benefit accruing gradually. The delivery of shares will take place on the date of his voluntary or compulsory retirement, subject to approval by the aforementioned Annual General Meeting.

From the date of the Chief Executive Officer's voluntary or compulsory retirement, the shares acquired will be subject to exacting lock-up conditions, which require the beneficiary to sell off the acquired shares only gradually and in tranches, and to retain some of the shares for a period of up to 15 years.

In addition, Olivier Roussat – who was already a beneficiary under this scheme in respect of his 2022 pension rights – was awarded 30,124 shares on the day after the Annual General Meeting of 27 April 2023 that approved the award; those shares will not vest until he retires, and are subject to the same terms and conditions as the shares mentioned above.

The table below summarises the method used to determine pension rights for 2023:

Annual cap on vesting of pension rights = 0.92% of 2023 reference remuneration (fixed + annual variable)		
Performance conditions		
Objective = Plan averages - 10% (average CNP forecast per the 2023, 2022 and 2021 plans)	If the average of actual CNP figures for 2023, 2022 and 2021 is more than 10% below the Objective, Pension rights = 0	If the average of actual CNP figures for 2023, 2022 and 2021 is equal to or greater than the Objective, Pension rights = 0.92%
	Linear interpolation between 0% and 0.92%	

NB: Overall cap on pension rights = eight times Social Security ceiling (giving a cap of €351,936 in 2023).

OTHER FORMS OF REMUNERATION

Olivier Roussat received benefits consisting of the use of a company car with chauffeur/security guard for business purposes, loss of earnings insurance, and a set number of hours of advice from a financial/wealth management consultant.

Those benefits amounted to €40,478 based on the valuation method used.

REMUNERATION PAID BY ENTITIES INCLUDED IN THE SCOPE OF CONSOLIDATION

Olivier Roussat received remuneration of €60,500 for serving as a director with Group subsidiaries.

B. Executive pay ratio and trends in performance

Pay ratio between the remuneration of the Chief Executive Officer and the average and median remuneration of Bouygues SA employees

In implementing the executive pay ratio disclosure requirements, Bouygues applied the provisions of Article L. 22-10-9 I 6° and 7° of the Commercial Code, and the guidance issued by Afep on 28 January 2020 and updated in February 2021. Both the Executive Officer's remuneration, and average and median remuneration, were calculated on the basis of remuneration paid during the year.

In accordance with Article 26.2 of the Afep-Medef Code, the scope used covered more than 80% of the Group's workforce in France.

Table of ratios pursuant to Article L. 22-10-9 I 6°and 7°of the Commercial Code (year-on-year change)

Olivier Roussat **Chief Executive Officer**	**2019**	**2020**	**2021**	**2022**	**2023**
Change in remuneration (%)	**(1)%**	**12%**	**(6)%**	**52%**	**17%**
Information for Bouygues SA scope (head office)					
Change in average employee remuneration (%)	(3)%	(9)%	3%	18%	(7)%
Ratio to average employee remuneration	14	17	16	20	26
Year-on-year change in ratio (%)	0%	21%	(6)%	25%	30%
Ratio to median employee remuneration	39	44	42	59	66
Year-on-year change in ratio (%)	3%	13%	(5)%	40%	12%
Additional information for Bouygues France scope (nearly 98% of the workforce)					
Change in average employee remuneration (%)	3%	0%	3%	(0)%	5%
Ratio to average employee remuneration	55	61	56	85	95
Year-on-year change in ratio (%)	(4)%	11%	(8)%	52%	12%
Ratio to median employee remuneration	67	75	68	104	113
Year-on-year change in ratio (%)	(6)%	12%	(9)%	53%	9%
Company performance					
Financial criterion	Net profit	Net profit	Net profit	Net profit	Net profit
Year-on-year change (%)	(10)%	(41)%	62%	(14)%	4%

- Only employees in post for all 12 months of the year in question were included when calculating these ratios. Note that the construction and roads activities, which account for the majority of the workforce, include a high proportion of site workers and of clerical, technical and supervisory staff.
- In accordance with the recommendations of the Afep-Medef Code, the scope used is the Bouygues group in France, which represents nearly 98% of the workforce (improvement of 6 points versus the workforce used to calculate the 2022 executive pay ratio).

Explanations:

- Because variable remuneration in respect of a given year is not paid until the following year, trends in annual executive remuneration and in the executive pay ratio for any one year should be compared with trends in company performance for the previous year.
- 2019/2018: 2019 net profit attributable to the Group was down due to a lower level of non-current income, mainly at Bouygues Telecom.
- 2020/2019: the reduction in net profit was attributable mainly to the Covid-19 crisis. Olivier Roussat's remuneration package changed in order to reflect governance changes that took place in 2020 (the departure of two Deputy Chief Executive Officers, Olivier Bouygues and Philippe Marien).
- 2021/2020: Olivier Roussat was appointed as Chief Executive Officer in February 2021.

C. Compliance with remuneration policy

The components of Olivier Roussat's remuneration comply with the arrangements determined by the Board of Directors on the recommendation of the Selection and Remuneration Committee, which together constitute the company's remuneration policy as approved by the Annual General Meeting of 27 April 2023 (seventh resolution, approved with 91.35% of the votes cast).

The company has not deviated from the procedure for implementing the remuneration policy approved by the shareholders at the General Meeting mentioned above. The company has not made any exceptions in applying the remuneration policy.

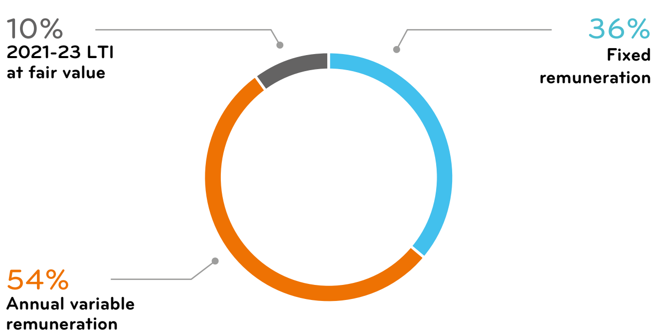
The remuneration paid contributes to the company's long-term performance insofar as (i) a portion of the remuneration is contingent on long-term performance and (ii) the criteria for variable and long-term remuneration are designed to support sustainable growth and a sound financial position, and hence are consistent with the Group's long-term strategy.

2.4.2.3 2023 remuneration of Pascal Grangé

Presentation of the remuneration package of Pascal Grangé in respect of 2023					
Fixed remuneration	**Annual variable remuneration**	**Objective lower bound** (% fixed remuneration)	**Objective intermediate bound** (% fixed remuneration)	**Objective upper bound** (% fixed remuneration)	**2023 outcome** (% fixed remuneration)
€945,536	P1 – Current operating profit	12.5%	25%	35%	28.2%
	P2 – Net profit attributable to the Group	20%	40%	50%	36.8%
	P3 – Net surplus cash/(net debt)	15%	30%	40%	40.0%
	P4 – Strategy	15%	15%	15%	13.5%
	P5 – Non-financial [a]	40%	40%	40%	33.7%
	• *Compliance*	*10%*	*10%*	*10%*	*10.0%*
	• *Health & Safety*	*5%*	*5%*	*5%*	*2.2%*
	• *Climate & Environment*	*10%*	*10%*	*10%*	*8.5%*
	• *Gender balance*	*5%*	*5%*	*5%*	*4.6%*
	• *Management*	*10%*	*10%*	*10%*	*8.4%*
	TOTAL	**102.5%**	**150%**	**180%**	**152.2% i.e. €1,438,791**
	Long-term variable remuneration (LTI) [b]	**Objective** (number of shares)		**2021-2023 outcome** (number of shares)	
	A1 – Group ROCE 2021-2023	20,000		20,000	
	A2 – Bouygues Share Price (TSR) 2021-2023	10,000		0	
	A3 – Climate and gender balance	10,000		8,625	
	• *Climate & Environment*	*5,000*		*4,000*	
	• *Gender balance*	*5,000*		*4,625*	
	TOTAL	**40,000**		**28,625**	
Benefits in kind	**Collective death, disability and health cover**	**Supplementary pension**		**Remuneration for serving as a director**	
€9,945	**€23,323**	**0.92% of reference remuneration in respect of 2023**		**€93,477**	

(a) The non-financial criteria, and the attainment levels achieved, are as described above for the Chief Executive Officer.
(b) The performance share plan put in place by the Board of Directors on 25 August 2021, in accordance with the 2021 remuneration policy applicable to Executive Officers as approved by the Annual General Meeting of 22 April 2021, has expired.

2023 ex post remuneration of Pascal Grangé (Deputy CEO)



A. Total remuneration and benefits of all kinds

FIXED REMUNERATION

For the 2023 financial year, Pascal Grangé received gross annual fixed remuneration of €945,536 for serving as a Deputy Chief Executive Officer.

ANNUAL VARIABLE REMUNERATION

The criteria for variable remuneration, and their relative weights and attainment levels, are shown in the summary table above (and also in the section relating to the Chief Executive Officer).

Following an assessment of the non-financial criteria, the Board meeting of 26 February 2024 determined that the level of attainment of non-financial criteria was 33.7% of fixed remuneration (see above for a reminder of the criteria).

Pascal Grangé is eligible for gross annual variable remuneration for 2023 of €1,438,791.

The company did not seek any clawback of variable remuneration.

LONG-TERM REMUNERATION

Award of performance shares under the 2023-2025 long-term remuneration plan

The Annual General Meeting of 27 April 2023 approved, as part of the 2023 remuneration policy, the principle of awarding long-term remuneration in the form of awards of shares free of charge to Executive Officers, also referred to as the long-term incentive (LTI) plan; the aim is to strengthen the alignment between the interests of the Executive Officers and those of the shareholders.

The Board meeting of 27 July 2023, acting on the recommendation of the Selection and Remuneration Committee, awarded Pascal Grangé a maximum of 50,000 shares, subject to continuing employment and performance conditions measured over three years, and valued at a total of €462,980 on the date of the award. Those conditions are described in the 2022 Universal Registration Document (section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration).

Award of performance shares under the 2021-2023 long-term remuneration plan

In addition, the Board meeting of 25 August 2021, acting on a recommendation from the Selection and Remuneration Committee and in accordance with the remuneration policy as approved by the Annual General Meeting of 22 April 2021 (fifth resolution), awarded Pascal Grangé a maximum of 40,000 shares subject to continuing employment and performance conditions measured over three years (2021, 2022 and 2023).

Acting on a recommendation from the Selection and Remuneration Committee, the Board meeting of 26 February 2024 evaluated the performance conditions for that plan, as described above in the section relating to the Chief Executive Officer. The Board determined that 28,625 performance shares had vested in Pascal Grangé under the terms of the plan, subject to approval by the next Annual General Meeting.

The total value of those shares at the date of the award was €272,458.

The vesting and lock-up conditions applicable to those shares are identical to those described above for the Chief Executive Officer (see section 2.4.2.2 A – Long-term remuneration).

OTHER COMPONENTS OF REMUNERATION

Social protection

Pascal Grangé was entitled to benefits under the compulsory collective retirement, death, disability and health cover policies applied within Bouygues on the same terms and conditions as other Bouygues employees.

Contributions paid under death, disability and health cover policies amounted to €23,323 in respect of the 2023 financial year.

Supplementary pension schemes

Vested-rights pension scheme governed by Article L. 137-11-2 of the Social Security Code

Pascal Grangé was eligible for this scheme, the characteristics of which were described in section 2.4.1.2 of the 2022 Universal Registration Document (Remuneration policy applicable to the Chief Executive Officer – Total remuneration and benefits of all kinds – Supplementary pension schemes), and which is subject to the performance conditions described above in the section on the Chief Executive Officer.

In respect of the 2023 financial year, the Board meeting of 26 February 2024 determined that the average of the actual figures for consolidated net profit (CNP) attributable to the Group for 2021, 2022 and 2023 was above the amount forecast in the business plans for those years, and consequently considered that Pascal Grangé had acquired pension rights equivalent to 0.92% of his reference remuneration.

The estimated amount of his annuity under the scheme as of 31 December 2023 is €20,362.

Retirement benefit scheme in the form of performance shares

Pascal Grangé is not eligible for this scheme because the vested rights he has accumulated to date have not yet reached the cap, set at eight times the annual Social Security ceiling.

OTHER FORMS OF REMUNERATION

Pascal Grangé received benefits consisting of a company car with chauffeur/security guard for business purposes, and a set number of hours of advice from a financial/wealth management consultant.

Those benefits amounted to €9,945 based on the valuation method used.

REMUNERATION PAID BY ENTITIES INCLUDED IN THE SCOPE OF CONSOLIDATION

Pascal Grangé received annual remuneration of €93,477 for serving as a standing representative of Bouygues on the Boards of Directors of Group subsidiaries.

B. Executive pay ratio and trends in performance

Pay ratio between the remuneration of the Deputy CEO and the average and median remuneration of Bouygues SA employees

In implementing the executive pay ratio disclosure requirements, Bouygues applied the provisions of Article L. 22-10-9 I 6° and 7° of the Commercial Code, and the guidance issued by Afep on 28 January 2020 and updated in February 2021. Both the Executive Officer's remuneration, and average and median remuneration, were calculated on the basis of remuneration paid during the year.

In accordance with Article 26.2 of the Afep-Medef Code, the scope used covered more than 80% of the Group's workforce in France.

Table of ratios pursuant to Article L. 22-10-9 I 6° and 7° of the Commercial Code (year-on-year change)

Pascal Grangé **Deputy CEO**	**2019**	**2020**	**2021**	**2022**	**2023**
Change in remuneration (%)	**N/A**	**N/A**	**N/A**	**126%**	**34%**
Information for Bouygues SA scope (head office)					
Change in average employee remuneration (%)	(3)%	(9)%	3%	18%	(7)%
Ratio to average employee remuneration	N/A	N/A	6	12	18
Year-on-year change in ratio (%)	N/A	N/A	N/A	100%	50%
Ratio to median employee remuneration	N/A	N/A	17	36	45
Year-on-year change in ratio (%)	N/A	N/A	N/A	112%	25%
Additional information for Bouygues France scope (nearly 98% of the workforce)					
Change in average employee remuneration (%)	3%	0%	3%	(0)%	5%
Ratio to average employee remuneration	N/A	N/A	22	51	65
Year-on-year change in ratio (%)	N/A	N/A	N/A	132%	27%
Ratio to median employee remuneration	N/A	N/A	27	62	78
Year-on-year change in ratio (%)	N/A	N/A	N/A	130%	26%
Company performance					
Financial criterion	Net profit	Net profit	Net profit	Net profit	Net profit
Year-on-year change (%)	(10)%	(41)%	62%	(14)%	4%

- Only employees in post for all 12 months of the year in question were included when calculating these ratios. Note that the construction and roads activities, which account for the majority of the workforce, include a high proportion of site workers and of clerical, technical and supervisory staff.
- In accordance with the recommendations of the Afep-Medef Code, the scope used is the Bouygues group in France, which represents nearly 98% of the workforce (improvement of 6 points versus the workforce used to calculate the 2022 executive pay ratio).

Explanations:

- Because variable remuneration in respect of a given year is not paid until the following year, trends in annual executive remuneration and in the executive pay ratio for any one year should be compared with trends in company performance for the previous year.
- 2019/2018: 2019 net profit attributable to the Group was down due to a lower level of non-current income, mainly at Bouygues Telecom.
- 2020/2019: the reduction in net profit was attributable mainly to the Covid-19 crisis.
- 2021/2020: Pascal Grangé was appointed as a Deputy Chief Executive Officer in February 2021, leading to a change in his remuneration package.
- 2023/2022: The gross annual fixed remuneration of Pascal Grangé was increased to €950,000 (previously €920,000), in line with practices observed in groups carrying on comparable activities.

C. Compliance with remuneration policy

The components of Pascal Grangé's remuneration comply with the arrangements determined by the Board of Directors on the recommendation of the Selection and Remuneration Committee, which together constitute the company's remuneration policy approved by the Annual General Meeting on 27 April 2023 (seventh resolution, approved with 91.35% of the votes cast).

The company has not deviated from the procedure for implementing the remuneration policy approved by the shareholders at the General Meeting mentioned above.

The company has not made any exceptions in applying the remuneration policy.

The remuneration paid contributes to the company's long-term performance insofar as (i) a portion of the remuneration is contingent on long-term performance and (ii) the criteria for variable and long-term remuneration are designed to support sustainable growth and a sound financial position, and hence are consistent with the Group's long-term strategy.

2.4.2.4 2023 remuneration of Edward Bouygues

Presentation of the remuneration package of Edward Bouygues in respect of 2023

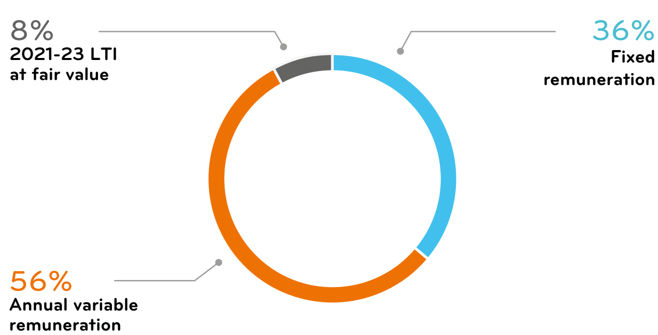
Fixed remuneration	Annual variable remuneration	Objective lower bound (% fixed remuneration)	Objective intermediate bound (% fixed remuneration)	Objective upper bound (% fixed remuneration)	2023 outcome (% fixed remuneration)
€642,560	P1 – Current operating profit	12.5%	25%	35%	28.2%
	P2 – Net profit attributable to the Group	20%	40%	50%	36.8%
	P3 – Net surplus cash/(net debt)	15%	30%	40%	40.0%
	P4 – Strategy	15%	15%	15%	13.5%
	P5 – Non-financial [a]	40%	40%	40%	33.7%
	• *Compliance*	*10%*	*10%*	*10%*	*10.0%*
	• *Health & Safety*	*5%*	*5%*	*5%*	*2.2%*
	• *Climate & Environment*	*10%*	*10%*	*10%*	*8.5%*
	• *Gender balance*	*5%*	*5%*	*5%*	*4.6%*
	• *Management*	*10%*	*10%*	*10%*	*8.4%*
	TOTAL	**102.5%**	**150%**	**180%**	**152.2% i.e. €977,762**

Long-term variable remuneration (LTI) [b]	Objective (number of shares)	2021-2023 outcome (number of shares)
A1 – Group ROCE 2021-2023	10,000	**10,000**
A2 – Bouygues Share Price (TSR) 2021-2023	5,000	**0**
A3 – Climate and gender balance	5,000	**4,313**
• *Climate & Environment*	*2,500*	***2,000***
• *Gender balance*	*2,500*	***2,313***
TOTAL	**20,000**	**14,313**

Benefits in kind	Collective death, disability and health cover	Supplementary pension	Remuneration for serving as a director	Remuneration from Bouygues Telecom [c]
€2,867	**€6,400**	**0.92% of reference remuneration in respect of 2023**	**€12,500**	**€100,000**

(a) The non-financial criteria, and the attainment levels achieved, are as described above for the Chief Executive Officer.
(b) The performance share plan put in place by the Board of Directors on 25 August 2021, in accordance with the 2021 remuneration policy applicable to Executive Officers as approved by the Annual General Meeting of 22 April 2021, has expired.
(c) In respect of his office as Chairman of the Board of Directors of Bouygues Telecom.

2023 ex post remuneration of Edward Bouygues (Deputy CEO)



A. Total remuneration and benefits of all kinds

FIXED REMUNERATION

For the 2023 financial year, Edward Bouygues received gross annual fixed remuneration of €642,560 for serving as a Deputy Chief Executive Officer.

ANNUAL VARIABLE REMUNERATION

The criteria for variable remuneration, and their relative weights and attainment levels, are shown in the summary table above (and also in the section relating to the Chief Executive Officer).

Following an assessment of the non-financial criteria, the Board meeting of 26 February 2024 determined that the level of attainment was 33.7% of fixed remuneration (see above for a reminder of the criteria).

Edward Bouygues is eligible for gross annual variable remuneration for 2023 of €977,762.

The company did not seek any clawback of variable remuneration.

LONG-TERM REMUNERATION

Award of performance shares under the 2023-2025 long-term remuneration plan

The Annual General Meeting of 27 April 2023 approved, as part of the 2023 remuneration policy, the principle of awarding long-term remuneration in the form of awards of shares free of charge to Executive Officers, also referred to as the long-term incentive (LTI) plan; the aim is to strengthen the alignment between the interests of the Executive Officers and those of the shareholders.

The Board meeting of 27 July 2023, acting on the recommendation of the Selection and Remuneration Committee, awarded Edward Bouygues a maximum of 40,000 shares, subject to continuing employment and performance conditions measured over three years, and valued at a total of €370,384 on the date of the award.

Those conditions are described in the 2022 Universal Registration Document, in section 2.4.1.2 B – Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration).

Award of performance shares under the 2021-2023 long-term remuneration plan

In addition, the Board meeting of 25 August 2021, acting on a recommendation from the Selection and Remuneration Committee and in accordance with the remuneration policy as approved by the Annual General Meeting of 22 April 2021 (fifth resolution), awarded Edward Bouygues a maximum of 20,000 shares subject to continuing employment and performance conditions measured over three years (2021, 2022 and 2023).

Acting on a recommendation from the Selection and Remuneration Committee, the Board meeting of 26 February 2024 evaluated the performance conditions for that plan, as described above in the section relating to the Chief Executive Officer. The Board determined that 14,313 performance shares had vested in Edward Bouygues under the terms of the plan, subject to approval by the next Annual General Meeting.

The total value of those shares at the date of the award was €136,234.

The conditions applicable to this award are identical to those described above for the Chief Executive Officer (see section 2.4.2.2 A – Long-term remuneration).

OTHER COMPONENTS OF REMUNERATION

Social protection

Edward Bouygues was entitled to benefits under the compulsory collective retirement, death, disability and health cover policies applied within Bouygues on the same terms and conditions as other Bouygues employees.

Contributions paid under death, disability and health cover policies amounted to €6,400 in respect of the 2023 financial year.

Supplementary pension schemes

Vested-rights pension scheme governed by Article L. 137-11-2 of the Social Security Code

Edward Bouygues was eligible for this scheme, the characteristics of which were described in section 2.4.1.2 of the 2022 Universal Registration Document (Remuneration policy applicable to the Chief Executive Officer – Total remuneration and benefits of all kinds – Supplementary pension schemes), and which is subject to the performance conditions described above in the section on the Chief Executive Officer.

In respect of the 2023 financial year, the Board meeting of 26 February 2024 determined that the average of the actual figures for consolidated net profit (CNP) attributable to the Group for 2021, 2022 and 2023 was above the amount forecast in the business plans for those years, and consequently considered that Edward Bouygues had acquired pension rights equivalent to 0.92% of his reference remuneration.

The estimated amount of his annuity under the scheme as of 31 December 2023 is €12,743.

Retirement benefit scheme in the form of performance shares

Edward Bouygues is not eligible for this scheme because the vested rights he has accumulated to date have not yet reached the cap, set at eight times the annual Social Security ceiling.

OTHER FORMS OF REMUNERATION

Edward Bouygues benefited from a company car.

That benefit amounted to €2,867 based on the valuation method used.

REMUNERATION PAID BY ENTITIES INCLUDED IN THE SCOPE OF CONSOLIDATION

Edward Bouygues received remuneration of €112,500 for the offices he held within Bouygues Telecom

B. Executive pay ratio and trends in performance

Pay ratio between the remuneration of the Deputy CEO and the average and median remuneration of Bouygues SA employees

In implementing the executive pay ratio disclosure requirements, Bouygues applied the provisions of Article L. 22-10-9 I 6° and 7° of the Commercial Code, and the guidance issued by Afep on 28 January 2020 and updated in February 2021. Both the Executive Officer's remuneration, and average and median remuneration, were calculated on the basis of remuneration paid during the year.

In accordance with Article 26.2 of the Afep-Medef Code, the scope used covered more than 80% of the Group's workforce in France.

Table of ratios pursuant to Article L. 22-10-9 I 6° and 7° of the Commercial Code (year-on-year change)

Edward Bouygues Deputy CEO	2019	2020	2021	2022	2023
Change in remuneration (%)	**N/A**	**N/A**	**N/A**	**216%**	**4%**
Information for Bouygues SA scope (head office)					
Change in average employee remuneration (%)	(3)%	(9)%	3%	18%	(7)%
Ratio to average employee remuneration	N/A	N/A	3	7	8
Year-on-year change in ratio (%)	N/A	N/A	N/A	133%	14%
Ratio to median employee remuneration	N/A	N/A	7	21	22
Year-on-year change in ratio (%)	N/A	N/A	N/A	200%	5%
Additional information for Bouygues France scope (nearly 98% of the workforce)					
Change in average employee remuneration (%)	3%	0%	3%	(0)%	5%
Ratio to average employee remuneration	N/A	N/A	9	30	31
Year-on-year change in ratio (%)	N/A	N/A	N/A	233%	3%
Ratio to median employee remuneration	N/A	N/A	11	36	37
Year-on-year change in ratio (%)	N/A	N/A	N/A	227%	3%
Company performance					
Financial criterion	Net profit	Net profit	Net profit	Net profit	Net profit
Year-on-year change (%)	(10)%	(41)%	62%	(14)%	4%

- Only employees in post for all 12 months of the year in question were included when calculating these ratios. Note that the construction and roads business, which account for the majority of the workforce, include a high proportion of site workers and of clerical, technical and supervisory staff.
- In accordance with the recommendations of the Afep-Medef Code, the scope used is the Bouygues group in France, which represents nearly 98% of the workforce (improvement of 6 points versus the workforce used to calculate the 2022 executive pay ratio).

Explanations:

- Because variable remuneration in respect of a given year is not paid until the following year, trends in annual executive remuneration and in the executive pay ratio for any one year should be compared with trends in company performance for the previous year.
- 2019/2018: 2019 net profit attributable to the Group was down due to a lower level of non-current income, mainly at Bouygues Telecom.
- 2020/2019: the reduction in net profit was attributable mainly to the Covid-19 crisis.
- 2021/2020: Edward Bouygues was appointed as a Deputy Chief Executive Officer in February 2021, leading to a change in his remuneration package.
- 2022/2021: In accordance with the 2022 remuneration policy approved by the Annual General Meeting on 28 April 2022, the gross annual fixed remuneration of Edward Bouygues was increased to €600,000 following the ending of his employment contract with Bouygues Telecom in April 2022. In addition, the components of his annual variable remuneration were aligned on those of Pascal Grangé.
- 2023/2022: The gross annual fixed remuneration of Edward Bouygues was increased to €650,000, in line with practices observed in groups carrying on comparable activities.

C. Compliance with remuneration policy

The components of Edward Bouygues' remuneration comply with the arrangements determined by the Board of Directors on the recommendation of the Selection and Remuneration Committee, which together constitute the company's remuneration policy approved by the Annual General Meeting on 27 April 2023 (seventh resolution, approved with 91.35% of the votes cast).

The company has not deviated from the procedure for implementing the remuneration policy approved by the shareholders at the General Meeting mentioned above.

The company has not made any exceptions in applying the remuneration policy.

The remuneration paid contributes to the company's long-term performance insofar as (i) a portion of the remuneration is contingent on long-term performance and (ii) the criteria for variable and long-term remuneration are designed to support sustainable growth and a sound financial position, and hence are consistent with the Group's long-term strategy.

2.4.2.5 Directors' remuneration for 2023

A. Total remuneration and benefits of all kinds

a. Components of remuneration

The remuneration paid to directors in respect of the 2023 financial year is described below in Table No. 3 within section 2.4.2.7 – Overview of remuneration of corporate officers.

DIRECTORS REPRESENTING EMPLOYEES AND DIRECTORS REPRESENTING EMPLOYEE SHAREHOLDERS

The salaries paid to directors representing employee shareholders (who have an employment contract with Bouygues or one of its subsidiaries), and to directors representing employees, are not disclosed.

b. Remuneration paid by entities included in the scope of consolidation

Remuneration paid by entities included in the scope of consolidation to Executive Officers has been described above.

Remuneration paid to directors representing employees or directors representing employee shareholders is not disclosed.

The other directors who receive remuneration from an entity included in the scope of consolidation are listed below

Charlotte Bouygues	Director	Remuneration paid by a subsidiary	€35,458
Olivier Bouygues	Director	Remuneration paid by a subsidiary	€36,917

c. Relative weight of components of remuneration

The directors did not receive any variable or exceptional remuneration in respect of the 2023 financial year.

B. Compliance with remuneration policy

The components of the directors' remuneration comply with the arrangements determined by the Board of Directors on the recommendation of the Selection and Remuneration Committee, which together constitute the company's remuneration policy approved by the Annual General Meeting on 27 April 2023 (fifth resolution, approved with 99.92% of the votes cast).

2.4.2.6 Components of remuneration paid or awarded in respect of 2023 and submitted to a vote at the Annual General Meeting of 25 April 2024 pursuant to Article L. 22-10-34 III of the Commercial Code

Components of the remuneration of Martin Bouygues, Chairman of the Board of Directors, paid or awarded in respect of the 2023 financial year and submitted to the Annual General Meeting of 25 April 2024 for approval (Resolution 10)

	Amount/ accounting value €	**Comments**
Fixed remuneration	490,000	
Annual variable remuneration	N/A	No annual variable remuneration.
Multi-year variable remuneration	N/A	No multi-year variable remuneration.
Deferred variable remuneration	N/A	No deferred variable remuneration.
Exceptional remuneration	N/A	No exceptional remuneration.
Stock options, performance shares or any other long-term remuneration awarded in respect of the year	N/A	No stock options, performance shares or other long-term remuneration awarded in respect of the year.
Remuneration for serving as a director	70,000	
Valuation of benefits in kind	27,405	Company car with chauffeur/security guard and part-time personal assistant.
Severance benefit	N/A	No severance benefit.
Non-competition indemnity	N/A	No non-competition indemnity.
Social protection scheme	1,320	The company paid a contribution of €1,320 into this scheme.
Supplementary pension scheme	N/A	The pension scheme to which Martin Bouygues was entitled is described in section 2.4.1.2 of the 2023 Universal Registration Document.

N/A: not applicable.

Components of the remuneration of Olivier Roussat, Chief Executive Officer, paid or awarded in respect of the 2023 financial year and submitted to the Annual General Meeting of 25 April 2024 for approval (Resolution 11)

	Amount/ accounting value €	Comments
Fixed remuneration	1,500,000	
Annual variable remuneration	2,282,500 (paid in 2024 in respect of 2023)	The criteria, and the attainment levels achieved, are described in section 2.4.2.2 A above. Olivier Roussat is eligible for gross annual variable remuneration of €2,282,500 in respect of the 2023 financial year. That variable remuneration will be paid subject to approval by the Annual General Meeting of 25 April 2024.
Multi-year variable remuneration	N/A	No multi-year variable remuneration.
Deferred variable remuneration	N/A	No deferred variable remuneration.
Exceptional remuneration	N/A	No exceptional remuneration.
Stock options, performance shares or any other long-term remuneration awarded in respect of the year	925,960 (measured at fair value as of the date of the award) 544,917 (measured at fair value as of the date of the award)	Award of performance shares under the 2023-2025 long-term remuneration plan The Board meeting of 27 July 2023, acting on a recommendation from the Selection and Remuneration Committee, awarded Olivier Roussat a maximum of 100,000 shares, subject to continuing employment and performance conditions measured over three years, as described in section 2.4.1.2 of the 2022 Universal Registration Document. Vesting of performance shares under the 2021-2023 long-term remuneration plan In addition, the Board meeting of 25 August 2021, acting on a recommendation from the Selection and Remuneration Committee, awarded Olivier Roussat a maximum of 80,000 shares subject to continuing employment and performance conditions measured over three years (2021, 2022 and 2023), in accordance with the 2021 remuneration policy approved by the Annual General Meeting of 22 April 2021. Following an evaluation of the performance criteria at the Board meeting of 26 February 2024, Olivier Roussat will receive 57,250 shares.
Remuneration for holding corporate office within Group subsidiaries	60,500	Remuneration decided on and paid by the subsidiary in which the office is held.
Valuation of benefits in kind	40,478	Company car with chauffeur/security guard, loss of earnings insurance, set number of hours of advice from tax/wealth management consultant.
Severance benefit	N/A	No severance benefit.
Non-competition indemnity	N/A	No non-competition indemnity.
Social protection schemes	39,091	The company paid a contribution of €39,091 for death, disability and health cover.
Supplementary pension scheme	0.92% of reference remuneration (equivalent in shares)	Olivier Roussat belongs to a supplementary vested-rights pension scheme governed by Article L. 137-11-2 of the Social Security Code, which entitles him to an annual pension of up to 0.92% of his reference remuneration. That scheme is subject to performance conditions and is capped at eight times the annual Social Security ceiling (giving a cap of €351,936 in 2023). The Board meeting of 17 February 2021 introduced a supplementary pension scheme in the form of an award of performance shares, which applies to beneficiaries under the vested-rights pension scheme who have reached eight times the Social Security ceiling and is subject to the same performance conditions. Because the rights acquired by Olivier Roussat had reached the cap of eight times the annual Social Security ceiling, his supplementary pension rights accrued under the second scheme. In respect of the 2023 financial year, the Board meeting of 26 February 2024 determined the level of attainment of the performance conditions and considered that Olivier Roussat had acquired pension rights equivalent to 0.92% of his reference remuneration. The Board meeting approved the award to Olivier Roussat of a number of performance shares equal to an amount representing (i) the cost of funding his rights divided by (ii) the quoted market price of Bouygues shares on the day after the Annual General Meeting of 25 April 2024. The delivery of shares will take place on the date of his voluntary or compulsory retirement, subject to approval by that Annual General Meeting.

N/A: not applicable.

Components of the remuneration of Pascal Grangé, Deputy Chief Executive Officer, paid or awarded in respect of the 2023 financial year and submitted to the Annual General Meeting of 25 April 2024 for approval (Resolution 12)

	Amount/ accounting value €	Comments
Fixed remuneration	945,536	Pascal Grangé received gross annual fixed remuneration of €945,536 in respect of the 2023 financial year.
Annual variable remuneration	1,438,791 (paid in 2024 in respect of 2023)	The criteria, and the attainment levels achieved, are described in section 2.4.2.2 A above. Pascal Grangé is eligible for gross annual variable remuneration of €1,438,791 in respect of the 2023 financial year. That variable remuneration will be paid subject to approval by the Annual General Meeting of 25 April 2024.
Multi-year variable remuneration	N/A	No multi-year variable remuneration.
Deferred variable remuneration	N/A	No deferred variable remuneration.
Exceptional remuneration	N/A	No exceptional remuneration.
Stock options, performance shares or any other long-term remuneration awarded in respect of the year	462,980 (measured at fair value as of the date of the award) 272,458 (measured at fair value as of the date of the award)	Award of performance shares under the 2023-2025 long-term remuneration plan The Board meeting of 27 July 2023, acting on a recommendation from the Selection and Remuneration Committee, awarded Pascal Grangé a maximum of 50,000 shares, subject to continuing employment and performance conditions measured over three years, as described in section 2.4.1.2 of the 2022 Universal Registration Document Vesting of performance shares under the 2021-2023 long-term remuneration plan In addition, the Board meeting of 25 August 2021, acting on a recommendation from the Selection and Remuneration Committee, awarded Pascal Grangé a maximum of 40,000 shares subject to continuing employment and performance conditions, in accordance with the 2021 remuneration policy approved by the Annual General Meeting of 22 April 2021. Following an evaluation of the performance criteria at the Board meeting of 26 February 2024, Pascal Grangé will receive 28,625 shares.
Remuneration for holding corporate office within Group subsidiaries	93,477	Remuneration decided on and paid by the subsidiary in which the office is held.
Valuation of benefits in kind	9,945	Company car with chauffeur/security guard, set number of hours of advice from tax/wealth management consultant.
Severance benefit	N/A	No severance benefit.
Non-competition indemnity	N/A	No non-competition indemnity.
Social protection schemes	23,323	The company paid a contribution of €23,323 for death, disability and health cover.
Supplementary pension scheme	0	Pascal Grangé, on the same basis and subject to the same conditions as the other members of the Bouygues Group Management Committee, belongs to a vested-rights supplementary pension scheme governed by Article L. 137-11-2 of the Social Security Code, which entitles him to an annual pension of up to 0.92% of his reference remuneration. That scheme is subject to performance conditions and is capped at eight times the annual Social Security ceiling (giving a cap of €351,936 in 2023). In addition, the Board meeting of 17 February 2021 introduced a supplementary pension scheme in the form of an award of performance shares, which applies to beneficiaries under the aforementioned vested-rights pension scheme who have reached eight times the Social Security ceiling (giving a cap of €351,936 in 2023). To date, the rights accumulated by Pascal Grangé have not reached that ceiling. In accordance with a decision made at the Board meeting of 26 February 2024 determining the level of attainment of the performance conditions, Pascal Grangé has acquired rights to an annual pension equal to 0.92% of his reference remuneration under the scheme governed by Article L. 137-11-2 of the Social Security Code, representing an estimated annuity of €20,362 per year.

N/A: not applicable.

Components of the remuneration of Edward Bouygues, Deputy Chief Executive Officer, paid or awarded in respect of the 2023 financial year and submitted to the Annual General Meeting of 25 April 2024 for approval (Resolution 13)

	Amount/ accounting value €	Comments
Fixed remuneration	642,560	Edward Bouygues received gross annual fixed remuneration of €642,560 in respect of the 2023 financial year.
Annual variable remuneration	977,762 (paid in 2024 in respect of 2023)	The criteria, and the attainment levels achieved, are described in section 2.4.2.2 A above. Edward Bouygues is eligible for gross annual variable remuneration of €977,762 in respect of the 2023 financial year. That variable remuneration will be paid subject to approval by the Annual General Meeting of 25 April 2024.
Multi-year variable remuneration	N/A	No multi-year variable remuneration.
Deferred variable remuneration	N/A	No deferred variable remuneration.
Exceptional remuneration	N/A	No exceptional remuneration.
Stock options, performance shares or any other long-term remuneration awarded in respect of the year	370,384 (measured at fair value as of the date of the award) 136,234 (measured at fair value as of the date of the award)	Award of performance shares under the 2023-2025 long-term remuneration plan The Board meeting of 27 July 2023, acting on a recommendation from the Selection and Remuneration Committee, awarded Edward Bouygues a maximum of 40,000 shares, subject to continuing employment and performance conditions measured over three years, as described in section 2.4.1.2 of the 2022 Universal Registration Document. Vesting of performance shares under the 2021-2023 long-term remuneration plan. In addition, the Board meeting of 25 August 2021, acting on a recommendation from the Selection and Remuneration Committee, awarded Edward Bouygues a maximum of 20,000 shares subject to continuing employment and performance conditions, in accordance with the 2021 remuneration policy approved by the Annual General Meeting of 22 April 2021. Following an evaluation of the performance criteria at the Board meeting of 26 February 2024, Edward Bouygues will receive 14,313 shares.
Remuneration for holding corporate office within Group subsidiaries	112,500	Remuneration decided on and paid by the subsidiary in which the office is held, including €100,000 received for holding office as Chairman of the Board of Directors of Bouygues Telecom and €12,500 for serving as a director.
Valuation of benefits in kind	2,867	Edward Bouygues benefited from a company car.
Severance benefit	N/A	No severance benefit.
Non-competition indemnity	N/A	No non-competition indemnity.
Social protection schemes	6,400	The company paid a contribution of €6,400 for death, disability and health cover.
Supplementary pension scheme	0	Edward Bouygues, on the same basis and subject to the same conditions as the other members of the Bouygues Group Management Committee, belongs to a vested-rights supplementary pension scheme governed by Article L. 137-11-2 of the Social Security Code, which entitles him to an annual pension of up to 0.92% of his reference remuneration. That scheme is subject to performance conditions and is capped at eight times the annual Social Security ceiling (giving a cap of €351,936 in 2023). In addition, the Board meeting of 17 February 2021 introduced a supplementary pension scheme in the form of an award of performance shares, which applies to beneficiaries under the aforementioned vested-rights pension scheme who have reached eight times the Social Security ceiling (giving a cap of €351,936 in 2023). To date, the rights accumulated by Edward Bouygues have not reached that ceiling. In accordance with a decision made at the Board meeting of 26 February 2024 determining the level of attainment of the performance conditions, Edward Bouygues has acquired rights to an annual pension equal to 0.92% of his reference remuneration under the scheme governed by Article L. 137-11-2 of the Social Security Code, representing an estimated annuity of €12,743 per year.

N/A: not applicable.

2.4.2.7 Overview of remuneration of corporate officers

Summary table: remuneration, stock options and shares awarded to each Executive Officer (Afep-Medef Code Table No. 1)

	Martin Bouygues (Chairman)		Olivier Roussat (CEO)		Pascal Grangé (Deputy CEO)		Edward Bouygues (Deputy CEO)	
€	in 2023	in 2022	in 2023	in 2022	in 2023	in 2022	in 2023	in 2022
Remuneration awarded in respect of the year (see Table No. 2 for details)	587,405	591,685	3,921,249	3,692,636	2,509,422	2,353,792	1,741,435	1,531,441
Valuation of options awarded during the year [a]								
Valuation of performance shares awarded during the year [b]			925,960	2,299,154	462,980	1,440,315	370,384	363,880
TOTAL	**587,405**	**591,685**	**4,847,209**	**5,991,790**	**2,972,402**	**3,794,107**	**2,111,819**	**1,895,321**

(a) No options were awarded to the Executive Officers in 2022 or 2023.
(b) In accordance with the 2022 remuneration policy, Olivier Roussat, Pascal Grangé and Edward Bouygues were awarded shares free of charge subject to performance conditions; for details of those awards, see below.

Summary table: remuneration awarded to each Executive Officer (Afep-Medef Code Table No. 2)

Office held and length of service with the Group	Remuneration	2023 (€) Awarded	2023 (€) Paid	2022 (€) Awarded	2022 (€) Paid
Martin Bouygues Chairman (49 years)	Fixed	490,000	490,000	490,000	490,000
	Annual variable				204,289
	Multi-year variable [a]				
	Remuneration for serving as a director [b]	70,000	70,000	70,000	70,000
	Benefits in kind	27,405	27,405	31,685	31,685
	TOTAL	**587,405**	**587,405**	**591,685**	**795,974**
Olivier Roussat CEO (28 years)	Fixed	1,500,000	1,500,000	1,500,000	1,500,000
	Annual variable	2,282,500	2,067,000	2,067,000	2,432,047
	Multi-year variable [a]	925,960	556,920	2,299,154	109,065
	Remuneration for serving as a director [b]	60,500	60,500	60,500	60,500
	Benefits in kind	78,249	78,249	65,136	65,136
	TOTAL	**4,847,209**	**4,262,669**	**5,991,790**	**4,166,748**
Pascal Grangé Deputy CEO (38 years)	Fixed	945,536	945,536	920,000	920,000
	Annual variable	1,438,791	1,267,760	1,267,760	1,311,577
	Multi-year variable [a]	462,980	477,360	1,440,315	
	Remuneration for serving as a director [b]	93,477	93,477	132,410	132,410
	Benefits in kind	31,619	31,619	33,622	33,622
	TOTAL	**2,972,402**	**2,815,751**	**3,794,107**	**2,397,609**
Edward Bouygues Deputy CEO (15 years)	Fixed	642,560	642,560	538,889	538,889
	Annual variable	977,762	742,589	742,589	467,070
	Multi-year variable [a]	370,384		363,880	
	Remuneration for serving as a director within Group companies	100,000	100,000	209,632	209,632
	Remuneration for serving as a director [b]	12,500	12,500	31,897	31,897
	Benefits in kind	8,613	8,613	8,434	8,434
	TOTAL	**2,111,819**	**1,506,262**	**1,895,321**	**1,255,922**

(a) Since 2021, Executive Officers have been awarded performance shares each year, subject to a continuing employment condition and to performance conditions assessed over at least three years.
(b) Remuneration awarded for serving on the Board of Directors of Bouygues SA and/or its subsidiaries.

Table showing remuneration for serving as a director in respect of the 2023 financial year (Afep-Medef Code Table No. 3)

€		Source (Notes 1 & 2)	2023	2022
Martin Bouygues	Chairman	Paid by Bouygues	70,000	70,000
Olivier Bouygues	Director	Paid by Bouygues	48,000	48,000
		Paid by subsidiaries	35,458	40,797
Raphaëlle Deflesselle	Director	Paid by Bouygues	63,000	63,000
Charlotte Bouygues	Director	Paid by Bouygues	34,560	28,642
		Paid by subsidiaries	36,917	38,750
William Bouygues	Director	Paid by Bouygues	48,000	28,642
Félicie Burelle	Director	Paid by Bouygues	41,280	29,944
Pascaline de Dreuzy	Director	Paid by Bouygues	97,000	92,058
Clara Gaymard	Director	Paid by Bouygues	82,000	82,000
Benoît Maes	Director	Paid by Bouygues	101,000	101,000
Béatrice Besombes	Director	Paid by Bouygues	48,000	48,000
Bernard Allain	Director	Paid by Bouygues	63,000	63,000
Alexandre de Rothschild	Director	Paid by Bouygues	48,000	48,000
Rose-Marie Van Lerberghe	Director	Paid by Bouygues	78,000	78,000
Michèle Vilain	Director	Paid by Bouygues	67,000	67,000
Total		**Paid by Bouygues**	**888,840**	**847,286**
		Paid by subsidiaries	**72,375**	**79,547**
		TOTAL	**961,215**	**926,833**

Note 1: Remuneration paid by Bouygues = remuneration paid for presence on the Bouygues Board of Directors. The first line shows remuneration paid in respect of Board meetings. The second line shows remuneration paid in respect of membership of one or more committees.

Note 2: Remuneration paid by subsidiaries = remuneration paid by Group companies, within the meaning of Article L. 233-16 of the Commercial Code (Colas, TF1 and Bouygues Telecom).

Table showing performance shares awarded during the year to each Executive Officer (Afep-Medef Code Table No. 6)

	Plan No.and date	Number of shares awarded during the year	Valuation of shares using method adopted in the consolidated financial statements	Vesting date	Date available for sale	Performance conditions
Oliver Roussat	2023 Plan	100,000	€925,960	2026 AGM	N/A	See 2022 URD, section 2.4.1.2
Pascal Grangé	2023 Plan	50,000	€462,980	2026 AGM	N/A	See 2022 URD, section 2.4.1.2
Edward Bouygues	2023 Plan	40,000	€370,384	2026 AGM	N/A	See 2022 URD, section 2.4.1.2

N/A: not applicable.

Shares that became available during the year for each Executive Officer (Afep-Medef Code Table No. 7)

	Plan No. and date	Number of shares becoming available during the year [a]	Vesting conditions
Oliver Roussat	Plan No. 2/2022 (Tranche 1)	35,000	See 2022 URD, section 2.4.2.2
Pascal Grangé	Plan No. 2/2022 (Tranche 1)	30,000	See 2022 URD, section 2.4.2.2

(a) In accordance with the recommendations of the Afep-Medef Code, the Board has set a minimum quantity of shares that each Executive Officer would be required to hold in registered form until he ceases to hold office, representing the equivalent of 1.5 times his fixed annual remuneration. Until such time as that objective is reached and at each delivery, 60% of the shares will remain subject to a lock-up obligation.

Past awards of performance shares (Afep-Medef Code Table No. 9)

Plan	2023 Plan	Plan No. 2/2022	Plan No. 2/2022	2021 Plan
Date of AGM	27 April 2023	28 April 2022	28 April 2022	22 April 2021
Date of Board meeting	27 July 2023	16 November 2022	1 August 2022	25 August 2021
Total number of shares awarded	376,000	200,000	304,000	229,000
• of which to Olivier Roussat	100,000	120,000	100,000	80,000
• of which to Pascal Grangé	50,000	80,000	50,000	40,000
• of which to Edward Bouygues	40,000	-	40,000	20,000
Vesting date of shares	Post 2026 AGM	Tranche 1: post 2023 AGM Tranche 2: post 2025 AGM Tranche 3: post 2027 AGM Tranche 4: post 2029 AGM	Post 2025 AGM	Post 2024 AGM
End of lock-up period	N/A	N/A	N/A	N/A
Performance conditions	See 2022 URD, section 2.4.1.2	See 2022 URD, section 2.4.1.2	See 2021 URD, section 2.4.1.2	See 2020 URD, section 5.4.1.2
Number of shares vested as of 26 February 2024	-	65,000	-	155,523
Price per share on the date of the award (€)	31.96	30.72	29.54	35.55

N/A: not applicable.

Summary table: commitments in favour of Executive Officers (Afep-Medef Code Table No. 11)

Executive Officer	Contract of employment	Supplementary pension scheme	Indemnities or other benefits due or liable to become due on cessation or change of office	Non-competition indemnities
Martin Bouygues Chairman of the Board of Directors	No	Yes	No	No
Olivier Roussat Chief Executive Officer	Suspended	Yes	No	No
Pascal Grangé Deputy Chief Executive Officer	Suspended	Yes	No	No
Edward Bouygues Deputy Chief Executive Officer	No	Yes	No	No

2.5 OTHER INFORMATION

2.5.1 Factors likely to have an impact on any public tender offer price

Pursuant to Article L. 225-37-5 of the Commercial Code, the factors likely to have an impact on the offer price in any potential tender offer or public exchange offer relating to Bouygues' shares are set out below:

- **Capital structure:** information relating to Bouygues' capital structure and voting rights is set out below (sections 5.2 and 5.3 of the 2023 Universal Registration Document). The main shareholders of Bouygues are SCDM and company employees. In view of their respective weight, the votes of these shareholders could have an impact on the outcome of any public tender offer for the capital of Bouygues.
- **Restrictions in the articles of association on the exercise of voting rights and the transfer of shares:** Article 8.2 of the articles of association, summarised below in section 5.1.2.5, makes provision to suspend the voting rights of shareholders who fail to declare that they have crossed a threshold of at least 1% (or a multiple of 1%) of the capital or voting rights. This restriction could have an impact in the event of a public tender offer.
- **Direct or indirect holdings in the share capital** of which Bouygues is aware, pursuant to Articles L. 233-7 and L. 233-12 of the Commercial Code: the relevant information is set out below in section 5.3.1.
- **A list of owners of any security with special control right, with a description of those rights:** in accordance with law, double voting rights are granted subject to the conditions stipulated by law to shares that can be shown to have been registered for at least two years in the name of the same shareholder.
- **Control mechanisms stipulated within employee share ownership plans:** the regulations of the various employee share ownership funds created by Bouygues stipulate that voting rights are exercised by the Supervisory Boards of those funds and not directly by employees. Those employee share ownership funds held 30.8% of the voting rights at 31 December 2023.
- **Agreements between shareholders** of which Bouygues is aware and which could result in restrictions on the transfer of shares and in the exercise of voting rights: not applicable.
- **Rules applicable to the appointment and replacement of members of the Board of Directors:** see above in section 2.3.1.
- **Rules applicable to changes in the company's articles of association:** Article L. 225-96 of the Commercial Code specifies that only an extraordinary general meeting has the power to change the articles of association. Any clause to the contrary is deemed null and void.
- **Powers of the Board of Directors with respect to issuance of shares:** refer to the table summarising financial authorisations in section 2.3.8. It is specified that the Combined Annual General Meeting of 27 April 2023 (Resolution 30) delegated powers to the Board of Directors to issue equity warrants during a public tender offer for the company's shares. The Combined Annual General Meeting of 25 April 2024 will be asked to renew this authorisation (see section 7.2).

  In addition, the Board of Directors is authorised by law, during the period of a public tender offer, to take any measures that are within its prerogative and in the interest of the company to frustrate such an offer.
- **Powers of the Board of Directors with respect to share buybacks:** the Combined Annual General Meeting of 27 April 2023 (Resolution 15) authorised the Board of Directors to trade in the company's shares, including during a public tender offer for the company's shares, representing up to 5% of the company's share capital at the date on which the authorisation is used. The Combined Annual General Meeting convened for 25 April 2024 will be asked to renew this authorisation for a period of eighteen months (see section 5.2.4.2).
- **Agreements entered into by Bouygues, which will be modified or expire in the event of a change of control of Bouygues:** the sterling bond issue and all euro-denominated bond issues of Bouygues include a change of control clause providing for the early redemption of the bonds in the event of a change of control of Bouygues, accompanied by a rating downgrade (see chapter 6, section 6.1, Note 8.1).

In addition:

- a change in the capital structure of Bouygues could potentially jeopardise TF1's licence to operate a national terrestrial television broadcasting service. Article 41-3-2° of the Act of 30 September 1986 governing audiovisual media specifies that any natural or legal person who controls, within the meaning of Article L. 233-3 of the Commercial Code, any company that holds such a licence, or that has placed a company holding such a licence under its authority or dependency, is deemed to be the holder of that licence. Article 42-3 adds that the licence may be withdrawn without notice if there is any substantive change in the circumstances on the basis of which the licence was granted, including changes in capital structure;
- all the decisions and orders licensing Bouygues Telecom to establish and operate its wireless network and provide services to the public (the decision of 5 November 2009 relating to the 900 and 1800 MHz bands, the order of 3 December 2002 relating to the 2.1 GHz band, and the decisions of 11 October 2011 relating to the 2.6 GHz band, of 17 January 2012 relating to the 800 MHz band, of 8 December 2015 relating to the 700 MHz band and of 12 November 2020 relating to the 3.5 GHz band) stipulate that Arcep (the French telecommunications regulator) must be informed immediately of any change to any of the information contained in the licence application, so that the regulator can check whether that change is compatible with the terms of the licence. The information contained in the licence application includes the share ownership structure of the company (or companies) that directly or indirectly controls (or control) the licence-holder. In addition, any change in the capital or voting rights of Bouygues that results in a single individual or entity controlling the combined bandwidth of two operators could lead Arcep to re-examine the validity of the licences awarded to Bouygues Telecom.

- **Agreements entitling members of the Board of Directors or employees to compensation if they resign or leave the company without real and serious cause, or if their employment comes to an end as a result of a public tender offer:** not applicable.

2.5.2 Rules on shareholder participation in general meetings of shareholders

As required by Article L. 225-37-4 of the Commercial Code, the rules on shareholder participation in general meetings as contained in Article 19 of the Bouygues articles of association are reproduced below.

Article 19: Holding general meetings of shareholders

19.1 Ordinary and extraordinary general meetings, and any special meetings, shall be convened and held and shall deliberate on the conditions stipulated by law.

Meetings shall be held in Paris or at Challenger, 1 avenue Eugène-Freyssinet, 78280 Guyancourt (France).

Meetings shall be chaired by the Chairman of the Board of Directors or, in his absence, by a director specially empowered for the purpose by the Board of Directors. Failing that, the meeting shall elect its own Chairman.

19.2 Any shareholder may attend meetings on the conditions stipulated by law.

19.3 Any shareholder satisfying the conditions required for attendance at meetings may alternatively choose to be represented on the conditions stipulated by law.

19.4 Any shareholder may alternatively vote by correspondence on the conditions stipulated by law. Postal vote forms shall be accepted only if actually received by the company at its registered office or at an address determined in the Notice of Meeting and the Convening Notice published in the *Balo (Bulletin des Annonces Légales Obligatoires)* no later than the third day preceding the meeting.

If the Board of Directors so decides, shareholders may take part in the meeting by videoconference or any other means of telecommunication that enables them to be identified on the conditions stipulated by the applicable regulations. In such cases the company will accept electronic remote vote forms that must be received no later than 3.00pm (CET) on the day preceding the general meeting.

19.5 Owners of company shares who are not resident on French territory may be shareholders of record and may be represented at general meetings by any intermediary registered on their behalf and holding a general authorisation to manage securities, provided that such intermediary has declared that it was acting as an intermediary holding securities for third parties when it opened its account either with the company or with the account-holding financial intermediary, in accordance with the applicable law and regulations.

The company shall be entitled to ask intermediaries that are registered on behalf of shareholders not resident on French territory and that hold a general authorisation to manage securities to provide a list of the shareholders they represent and whose voting rights may be exercised at the meeting.

Votes or proxies shall not be counted if they are cast by an intermediary that has failed to declare itself as such in accordance with the applicable law and regulations or with the present articles of association or that has not disclosed the identity of the owners of the securities.

2.5.3 Agreements entered into by senior executives or shareholders of Bouygues with subsidiaries or sub-subsidiaries

Under Article L. 225-37-4 of the Commercial Code, the Report on corporate governance must disclose any agreements (other than those covering day-to-day operations carried out under normal business conditions) entered into directly or through a third party between:

- a corporate officer of Bouygues or a shareholder with more than 10% of the voting rights of Bouygues; and
- a company of which Bouygues controls within the meaning of Article L. 233-3 of the Commercial Code.

The company is not aware of any such agreements.

However, in the interests of full disclosure, shareholders are hereby informed that in April 2012, Actifly (in which SCDM holds an indirect interest of 85%) entered into an agreement with Airby (a subsidiary in which Bouygues holds an indirect interest of 85%) setting out the conditions under which Actifly can use an aircraft owned or operated by Airby on the same financial terms as Bouygues and its subsidiaries. This agreement is renewable automatically from year to year.

Amounts (before taxes) invoiced by Airby to Actifly under this agreement during the last three financial years:

- 2023: €189,582
- 2022: €488,250
- 2021: €267,750

3

STATEMENT ON NON-FINANCIAL PERFORMANCE (SNFP)

3.1 THE BOUYGUES GROUP'S CORPORATE SOCIAL RESPONSIBILITY POLICY

Chapter 3 of this Universal Registration Document contains the Bouygues group's key CSR indicators and related information. Further information can be found by visiting bouygues.com or consulting the CSR sections of the websites of the Group's six business segments[a].

3.1.1 Group CSR policy

For the Bouygues group, Corporate Social Responsibility (CSR) is a combination of putting people first, protecting the environment and being socially responsible.

It lies at the heart of the Group's strategy as it adapts its business models in order to offer customers solutions that drive progress, while working to reduce the negative impact of its activities on the environment and society.

The practices applied by each of the Bouygues group's business segments in the human resources, environmental and social spheres are more tangible proof of this commitment. Initiatives are coordinated with the help of verified indicators that are audited on a regular basis for purposes of compliance and continuous improvement (see the Independent Verifier's Report in section 3.6).

The Group has for the sixth year running complied with the requirements of the Statement on Non-Financial Performance (SNFP), which is based on the transposition of the EU NFRD (Non-Financial Reporting Directive).

Updated in late 2019, the Bouygues group's materiality matrix ranks its main CSR challenges according to their importance to external and internal stakeholders and their impact on its business operations. Consolidation was possible at Group level following the materiality analysis by each business segment (see below). Due to the arrival of Equans within the Group and the new CSRD (Corporate Sustainability Reporting Directive) regulatory framework, this matrix will have to be updated for the 2024 financial year with dual materiality. However, the risks associated with the energies and services activities are covered for the 2023 financial year as these were present within the Group before the acquisition of Equans.

The analysis of risks and opportunities – from HR-related, environmental, and social angles – has been broadened to encompass the entire value chain. This is also used to collate the core Group CSR challenges addressed by the policies of its six business segments.

The Group is getting ready for implementation of the Corporate Sustainability Reporting Directive (CSRD). This year, it started working on updating its materiality matrix to show where the main priorities lie from the dual angle of impact materiality and financial materiality. Indeed, double materiality as a principle ensures that companies subject to the new regulatory requirements not only determine the impacts of ESG risks on their economic performance but also show how their business in turn impacts the environment and society. Bouygues, in its business activities, factors in the United Nations Sustainable Development Goals (SDGs) and helps to attain them by:

- reducing the negative externalities from its business activities; and
- maximising the positive effects, mainly through internally developed solutions as well as best practices.

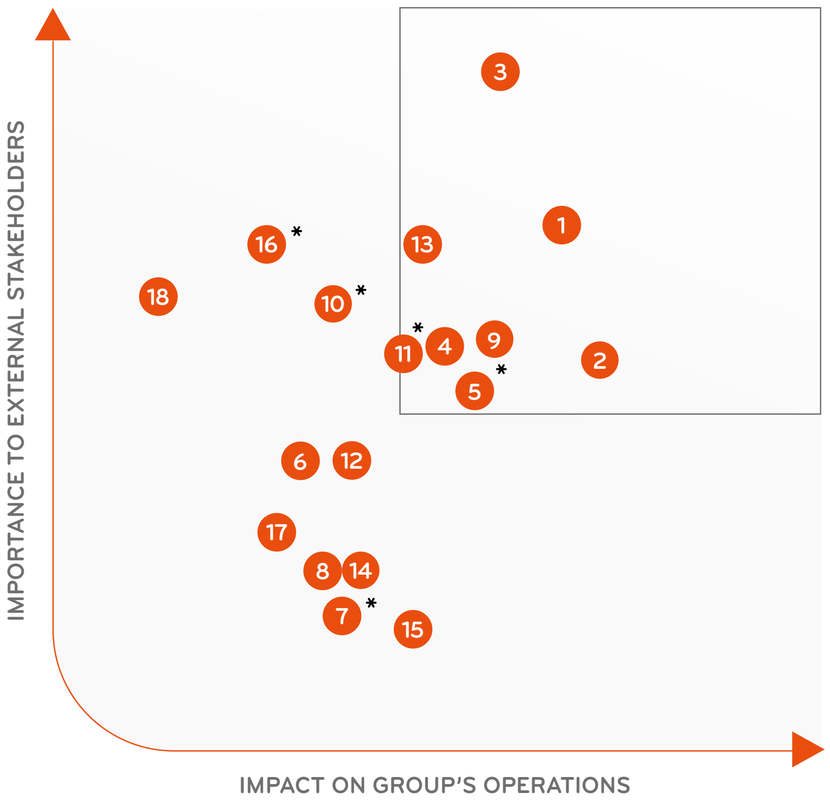
Given the nature of its business activities, the Group focuses on SDGs linked to urban environments, infrastructure, climate change and decent employment opportunities. This chapter outlines some of the flagship initiatives conducted by the Group and its business segments in the fulfilment of SDGs.

The policies and associated indicators relating to these issues are described hereafter. A table correlating the Group's most significant CSR challenges with quantitative indicators is shown together with the other concordance tables at the end of this report.

On the following page, the challenges marked in bold type correspond to the priority challenges identified in the materiality matrix.

(a) bouygues-construction.com, bouygues-immobilier-corporate.com, colas.com, equans.fr, groupe-tf1.fr, corporate.bouyguestelecom.fr

The Bouygues group's materiality matrix[a]



Challenges marked with an asterisk (*) are those whose impact is set to increase in the coming years.

1. **Business ethics, respect for human rights and compliance**
2. **Climate risk**
3. **Quality of customer and user experience**
4. **Health and safety, and quality of working life**
5. The circular economy, raw materials and waste management*
6. Water
7. Climate change adaptation*
8. Responsible purchasing and relations with economic partners
9. Innovation capacity
10. Impact of digital technology and integration into products and services*
11. New uses and adaptability of business models*
12. Health impact of products and services
13. Use of personal data and cybersecurity
14. Local presence and socio-economic development in the geographies
15. Environmental impact of business activities
16. Skills and employability*
17. Diversity, equality and social cohesion
18. Employee dedication and intrapreneurship

(a) System used to identify and rank CSR challenges based on importance to stakeholders and their impacts on the Group's business segments.

	Themes suggested by the matrix	SDG
Governance challenges Section 3.4	**Business ethics, respect for Human rights and compliance (1)** Section 3.4.1	16 PEACE, JUSTICE AND STRONG INSTITUTIONS
	Use of personal data and cybersecurity (13) Section 3.4.1	
	Responsible purchasing and relations with economic partners (8) Section 3.4.5	8 DECENT WORK AND ECONOMIC GROWTH
Environmental challenges Section 3.3	**Climate/Energy risk (2)** Section 3.3.2	13 CLIMATE ACTION
	Adjustment to climate change (7) Section 3.3.1	9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
	The circular economy, raw materials and waste management (5) Section 3.3.4	12 RESPONSIBLE CONSUMPTION AND PRODUCTION
	Water (6) Paragraph 3.3.4.2	
	Environmental impact of business activities (15) Section 3.3.3.	13 CLIMATE ACTION
Prospecting-related challenges Sections 3.3 and 3.4	Innovation capacity (9) Paragraphs 3.3.2.5, 3.4.4.3 and 3.4.3.1	9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
	New uses and adaptability of business models (11) Section 3.3.2	
	Impact of digital technology and integration into products and services (10) Paragraphs 3.3.1.3 and 3.4.2.3	
Stakeholder-related challenges Section 3.4	**Quality of customer and user experience (3)** Section 3.4.2 and paragraph 3.4.4.1	11 SUSTAINABLE CITIES AND COMMUNITIES
	Health impact of products and services (12) Section 3.4.2	11 SUSTAINABLE CITIES AND COMMUNITIES
	Local presence and socio-economic development in the geographies (14) Section 3.4.3 and paragraph 3.4.4.1	8 DECENT WORK AND ECONOMIC GROWTH
Human resources challenges Section 3.2	**Health and safety, and quality of life at work (4)** Section 3.2.2	
	Skills and employability (16) Section 3.2.4	
	Diversity, equality and social cohesion (17) Section 3.2.3	5 GENDER EQUALITY
	Employee dedication and intrapreneurship (18) Section 3.2.3 and paragraph 3.2.4.4	

The above summary highlights the non-financial risks and opportunities across the Group's diverse sectors of activity (before Equans), from construction and energies and services to media and telecommunications, as identified by updated research in 2019.

3.1.2 CSR oversight

The direction of travel for CSR is set at the level of Bouygues SA, the parent company.

The Group's long-term strategy is examined at least once a year by the Ethics, CSR and Patronage Committee (a board committee) and by the Bouygues group's Board of Directors itself. In addition, at each Bouygues group Annual General Meeting, Martin Bouygues presents the most significant sustainable development targets, actions and indicators of the previous year.

Within Bouygues SA, the Group Sustainable Development-QSE department oversees general policy, in conjunction with all the support departments of Bouygues' business segments, and disseminates best practice information.

Inter-business segment committees have been set up to promote dialogue, including the sharing of industry best practices and the consideration of economic issues related to sustainable development. They also monitor the Group's policies and actions:

- The Sustainable Development Committee, chaired by Edward Bouygues (Deputy CEO of the Bouygues group), has the Sustainable Development and CSR directors of the Group's six business segments as its members. It coordinates intra-Group policies and looks to the future, with the aim of inspiring business segment representatives to harness underlying sustainable development trends to develop evolving business models and support innovation, in line with the industry-specific issues facing each one.
- The non-financial reporting committee, comprising representatives of sustainable development departments from the six business segments, assists in the preparation of the Bouygues group's Universal Registration Document. It does this by identifying major Group-wide sustainability challenges and designing the relevant non-financial indicators. It also oversees and ensures the reliability of the data collection and consolidation process.
- The Group Climate Strategy and Biodiversity committee comprises the Environment departments of the six business segments. This committee monitors progress on action plans and tracks achievements in reducing greenhouse gas emissions and protecting biodiversity.

Bouygues is also a member of Collège des Directeurs du Développement Durable (C3D), which is chaired by Fabrice Bonnifet, the Group's QSE and Sustainable Development director.

Within each of the six business segments, CSR is coordinated centrally and overseen respectively by:

- the Human Resources and Transformation departments (Bouygues Construction);
- the Communication, Brand and CSR department (Bouygues Immobilier);
- the Responsible Development and Innovation department (Colas);
- the Strategy, Development and CSR department (Equans);
- the HR and CSR department (TF1); and
- the CSR and Corporate Engagement department (Bouygues Telecom).

Each of the Group's business segments coordinates a network of liaison officers that, for example, sit on Group-wide committees. Each business segment implements its own strategy and monitors its CSR policies.

They implement initiatives addressing the HR, environmental and social issues that relate most closely to their business.

In the field, the HR, QSE and Purchasing functions, as well as the whole network of operational liaison officers from the Sustainable Development teams of each business segment, spearhead the Group's CSR policies, with a focus on keeping risks under control. Bouygues Construction continued to roll out its "Greenlight" strategy.

In 2020, Bouygues Immobilier released its CSR strategy, "Positive Impact", covering the 2020-2025 period. This roadmap aims to meet the major CSR challenges by minimising negative impacts on the environment (climate change, biodiversity and natural resources) and maximising positive impacts in the places where it operates through renewed business practices. The five key commitments of Bouygues Immobilier's CSR strategy set out the corporate policy for monitoring the long-term transformation of its business activities.

In 2023, Colas continued ACT (Act and Commit Together), which embodies its eight CSR pledges out to 2030. The Colas CSR department is responsible for coordinating and supporting this project throughout the Colas group of companies. Every single CSR pledge is overseen at Colas group level by a project manager, who manages their roadmap in conjunction with a network of liaison officers in the operating units. Since 2022, each entity (business units and segments) has put in place official sustainability oversight, specifically by appointing a CSR officer responsible for coordinating implementation of ACT and monitoring its progress within their remit. For each pledge, the key actions to be implemented within each entity were defined at Colas group level. Entities then determined their CSR action plan, aligned to these key considerations, supplemented by grassroots actions implemented to solve issues and meet the expectations of local stakeholders. Progress with these actions is tracked by a specific tool, and the CSR performance data that it produces are collated every year in the non-financial reporting system and evaluated.

3.1.3 CSR reporting methodology

CSR reporting is one of the preferred ways through which the Bouygues group monitors and coordinates its CSR policies.

In the same way that the roll-out of these policies and initiatives is itself delegated to the individual business segments so that they can deal with the distinctive challenges they face, each one is responsible for getting this reporting process up and running within the framework defined by Bouygues SA.

To ensure the CSR reporting procedure and the qualitative and quantitative information published by the Group is both uniform and reliable, a reporting protocol covering non-financial information is updated annually in consultation with each business segment. The protocol is then updated to take account of the committees' findings.

The protocol specifies the methodology to be used when collecting data for HR-related, environmental and social indicators – namely definition, scope, units, computation formula and contributors. It is the handbook used by all participants in the Group reporting procedure.

Coverage rates of HR reporting indicators in 2023

To factor in the various challenges faced by the business segments as well as local constraints, human resources reporting has six different scopes:

- Global - including Equans (1), which covers 100% of the workforce. In 2023, 24% of indicators had this scope;
- Global - excluding Equans (1 bis), which covers 56% of the workforce. In 2023, 5% of indicators had this scope;
- France - including Equans (2), which covers 46% of the workforce. In 2023, 59% of indicators had this scope[a];
- France - excluding Equans (2), which covers 28% of the workforce. In 2023, 2% of indicators had this scope;
- Non-France companies with over 300 employees, including Equans (3), comprising 63 firms representing 47% of the Group headcount and 87% of the international workforce. In 2023, 3% of indicators had this scope; and
- France companies and non-France companies with over 300 employees (4), comprising 93% of the workforce. In 2023, 7% of indicators had this scope.

Social and environmental reporting in 2023

Two types of indicator comprise the Group's environmental and social reporting:

- Group-wide consolidated indicators. These indicators can apply to all the Group's business segments, for which all, or most, business segments provide their own quantitative data.
- indicators specific to a business segment or to a line of business therein.

Indicator coverage rate for Bouygues Construction

All subsidiaries of Bouygues Construction have to report environmental and social information. Companies that are fully consolidated and those in which the equity interest is 50% or more are consolidated on a 100% basis in the non-financial reporting. However, the following are excluded from this reporting:

- companies in which the equity interest is below 50%;
- companies accounted for by the equity method; and
- companies acquired or formed within the past two years.

There are also specific rules for certain entities:

Bouygues Bâtiment International:

In terms of its operating units, structures where the headcount is less than 10 and/or without a production activity are not included in the non-financial reporting; operating and maintenance contracts within projects are not included in the non-financial reporting.

Linkcity data will be consolidated directly by the relevant operating units (OU).

Bouygues Travaux Publics:

Projects meeting the following criteria are excluded from the reporting of Bouygues Travaux Publics:

- projects lasting strictly less than six months over the reporting period,
- those that are more or equal to 90%-completed by October of the previous year,
- construction project company/consortium projects in which the stake is less than 30%; If the total share of all Bouygues Travaux Publics operating units represents over 30% of the construction project company, each operating unit reports its own share,
- maintenance contracts,
- survey projects and/and or projects with no production activity,
- call-off contracts,
- projects worth less than €3 million.

The starting date of a project is the date of the notice to proceed with works.

Furthermore, in the interests of consistency, the Concessions division is not included in the sustainable development reporting because it is not consolidated in the financial reporting either.

In 2023, the coverage rate of Bouygues Construction's reporting is 96.9%.

Indicator coverage rate for Colas

Environmental, energy-related and social indicators are global and cover the entities within the financial reporting scope, namely:

- Entities that are fully consolidated.
- Entities that are proportionally consolidated in the financial reporting.

Since 2022, the following have been excluded:

- Companies accounted for by the equity method.
- Entities below financial materiality thresholds (e.g. sales below €2 million in the financial year).

Additionally, "virtual" entities (intermediate consolidations, holding companies, branches, etc.) with no physical presence are excluded from the non-financial scope as their activities are not relevant for environmental reporting.

Indicator coverage rate for Bouygues Immobilier

Environmental and social indicators cover the full scope of Bouygues Immobilier in France and abroad and are aligned to the financial reporting scope. The scope of consolidation includes the parent company, companies over which it has exclusive control and jointly controlled companies. In 2023, at Bouygues Immobilier, the reporting coverage rate as a proportion of sales was 94% when overseas subsidiaries (Belgium, Spain and Poland) are excluded. This rate drops to 86% when the French subsidiaries (Loticis, Wojo, Patrignani, SLC and Urbis) are also excluded.

(a) The France scope includes French overseas territories (French Polynesia, Saint Barthélemy, Saint Martin, Saint-Pierre-et-Miquelon, and Wallis and Futuna), mainland France and the French overseas departments (Guadeloupe, French Guiana, Martinique, Mayotte and Reunion Island). Clipperton Island, the French Southern and Antarctic Lands and New Caledonia are therefore excluded.

Indicator coverage rate for Equans

The environmental and social indicators for Equans are governed by the following integration rules:

- Fully consolidated entities (100%) are covered by environmental reporting. This category also includes joint ventures and other types of partnerships to which full consolidation applies from an accounting standpoint
- Proportionally consolidated entities and other types of partnerships
- Equity-accounted entities and other types of partnerships are excluded: Examples: Special-purpose companies set up for PPP contracts, or companies accounted for using the equity method
- Companies and other types of partnerships outside the consolidation are also excluded from non-financial reporting.

Where there has been a business disposal: further to the above integration rules, companies disposed of are covered by the reporting scope until the effective date of sale. If a company is divested to another group entity, the Finance departments confer with each other to decide where the environmental reporting should be carried out.

If there has been an acquisition: companies acquired or formed within the past two years are excluded from data reporting for the year used for CSR reporting. From year one of the acquisition, however, they must participate in the reporting campaign and enter their data into the internal system as a way of preparing themselves.

Lastly, for the HR part, only France was included within the Talent Manager scope in 2023.

Indicator coverage rate for TF1

The scope applied by TF1 is the following:

- activities: all Broadcast, Production and Diversification activities including Newen,
- degree of control: exclusion of companies in which TF1's shareholding is less than 50%,
- joint ventures: included depending on the breakdown of equity.

Indicator coverage rate for Bouygues Telecom

By default, this is the "Bouygues Telecom group" scope, in accordance with the consolidation rules below. An exception to this is the "Bouygues Telecom SA" scope, which corresponds to Bouygues Telecom without its subsidiaries. Furthermore, some indicators have certain exclusions from their scopes (e.g.: "administrative sites excluding branches", or "Bouygues Telecom group, excluding Bouygues Telecom stores").

Consolidation rules:

- companies considered to be "controlled": consolidation is by the full consolidation method, i.e. consolidated on a 100% basis,
- Jointly-controlled companies: consolidation is based on the percentage of control,
- Joint ventures or companies over which significant influence is exercised: these are not consolidated,
- acquired companies: acquired companies are excluded from the reporting scope for the entire year of their acquisition. Their data is therefore not taken into account for this financial year. Acquired companies must be included in the reporting scope from the financial year following the year of acquisition,
- divested companies: divested companies are excluded from the reporting scope for the year in which they are divested. Their data is therefore not taken into account for this financial year.

3.1.4 Main components of the SNFP

SNPF Because it meets specific criteria, Bouygues SA has to publish a statement on non-financial performance. This current statement outlines and ratifies the Group's entire CSR policy in keeping with the new legislation, which has four pillars (indicated by an "SNFP" pictogram outside of this chapter):

- a presentation of the business model (see section 1.1 of Chapter 1);
- a summary table of the key CSR challenges for the Group's diversified business activities (see section 3.1.1);
- a presentation of policies (see sections 3.2 to 3.4 below);
- a presentation of performance indicators (see sections 3.2 to 3.4 below); and
- The Taxonomy report[a] published in connection with the Taxonomy Regulation (EU) 2020/852.

Scan this QR code (internet connection required). Select 2023/"Universal Registration Document" in the menu in order to read the PDF

LEARN MORE

Additional HR indicators can be found on bouygues.com.

(a) Regulation (EU) 2020/852 of the European Parliament and of the European Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088.

3.2 HUMAN RESOURCES INFORMATION

"At the Bouygues group, people are our most important resource. Their mindset and skills are key to our success and progress. The quality of human interaction is fundamental..." (Taken from the Group Human Resources Charter).

Operating in over 80 countries, Bouygues is a diversified industrial group with a modus operandi underpinned by trust. Bouygues' people enjoy a great degree of independence. They are empowered to take action and make decisions locally, within the framework defined by the Group, in order to help Bouygues' customers address the challenges of the energy, digital and industrial transitions. The Group formally defines human resources policies and roadmaps, drawing from its HR ethics policy, and communicates the fundamentals of its strong and distinctive corporate culture, of which IMB[a] is an exemplary expression. Employees have access to Group resources to guide them in their duties, from the Code of Ethics and the Anti-Corruption Code of Conduct to Compliance[b] programmes, the Gifts and Hospitality Policy, the Human Resources Charter, the CSR Charter for Suppliers and Subcontractors and the Diversity-Inclusion Policy.

In 2023, the Bouygues group had employees in 88 countries (including France). The headcount breakdown by sector of activity was as follows: construction businesses (49%), energies and services (44%), media (2%) and telecoms (5%). International business accounted for 54% of the Group's headcount.

The Bouygues group promotes the fundamental conventions of the ILO and human rights in the countries where it operates. Every year since 2006, it has reaffirmed its commitment to the UN Global Compact, which includes upholding freedom of association, recognising the right to collective bargaining and contributing to the elimination of discrimination, forced labour and child labour.

For a correct interpretation of 2023 human resources indicators in this report, it should be noted that the employees of Bouygues Energies & Services (formerly a subsidiary of Bouygues Construction) were added to the headcount on 4 January 2023, when Equans acquired all the share capital of the Bouygues Group's energies and services entities.

Group headcount by region at 31 December 2023

Scope[a]: Global	Bouygues SA[b] and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total	2022 Group total
France	**540**	**12,154**	**1,360**	**29,514**	**35,713**	**2,903**	**9,925**	**92,109**	**92,049**
Europe (excl. France)	18	4,392	99	12,606	41,019	619	549	**59,302**	59,031
Africa and the Middle East	85	6,058		7,809	251		66	**14,269**	13,035
North America	3	142		13,424	3,037	19	3	**16,628**	11,432
Central and South America	56	378		391	7,275			**8,100**	9,228
Asia Pacific	28	9,346		941	764	11		**11,090**	11,379
International	**190**	**20,316**	**99**	**35,171**	**52,346**	**649**	**618**	**109,389**	**104,105**
France + International	**730**	**32,470**	**1,459**	**64,685**	**88,059**	**3,552**	**10,543**	**201,498**	**196,154**

(a) Coverage rate: 100% of the Group's headcount (Scope 1) (b) O/w Holding company: 200
Indicators available at bouygues.com: Number of temporary and occasional workers as full-time equivalents (France), Headcount by type of contract (permanent and temporary – France), Headcount by job category (France)

International business represented 54% of the Group's headcount. In France, the decrease seen at Bouygues Immobilier (-13% relative to 2022) was connected with the poor conditions in the French property market. In the United Kingdom, the lower headcount at Equans was due to business disposals. In South America, the completion of construction projects in Chile and Colombia account for the 1,085 reduction in headcount. In North America, recognition in 2023 of "dormant" employees (employees under contract but furloughed because of seasonal business downswings) explains the 5,000 fewer employees relative to 2022.

Employee safety is the Group's top priority. Furthermore, Bouygues believes that all its employees should be supported in their career and personal development, in a respectful and supportive working environment. Under the leadership of Jean-Manuel Soussan, the Group's Senior Vice-President and Director of Human Resources, the HR function (representing some 3,200 people around the globe) plays a pivotal role in the Group's organisation and processes. It has four main goals that apply to all the Group's operations:

- promote and communicate the fundamentals of the Bouygues group's business culture (respect, trust, imparting expertise, and creativity).
- Ensure that HR ethics and employment rights are respected in all its locations.
- Enhance the Bouygues employer brand among potential applicants, and retain talent.
- Understand prevailing trends to make the Bouygues group a driving force for sustainable change.

HR policies and roadmaps are developed through best-practice sharing and by consulting and collaborating with the liaison officers present in the six business segments. Bouygues SA has Group-wide committees on issues such as employee share ownership and diversity-inclusion. These meet regularly and can bring in representatives from other functions such as Sustainable Development-QSE and Finance when needed.

Following the integration of Equans in late 2022, the Group held an onboarding day for the Equans HR function (France/international) on 23 February 2023 at its flagship Challenger site in the Paris region. The Group and its businesses were presented on this occasion, along with the fundamentals of its business culture and its priorities. Equans employees also took part in brainstorming workshops with HR managers from the Group's five other business segments.

(a) Training programme aimed at managers and high-flyers from all our business segments, designed to support the Group's transformation.
(b) Compliance programmes relating to competition, embargoes and export restrictions, conflicts of interest, financial information and securities trading.

More generally, 2023 was a transformational year for the Group, which has grown and gained access to new opportunities since acquiring Equans[a]. Following a research and internal/external consultation phase, the Group's Human Resources department presented its People First strategy to the 580 managers of the business segments (France and international) on 8 September 2023. People First expresses the Group's ambition for "an attractive employer promise that reflects a successful employee experience that encourages retention through skills enhancement, internal job mobility and individual and collective success in an inclusive, forward-looking environment". By incorporating HR ethics, it provides the foundation for fair and equal treatment, and it underpins all the Group's HR policies and actions.

3.2.1 Base labour relations on constant and constructive dialogue

Revised in 2015, the Bouygues group's Human Resources Charter states that *"good labour relations should lead to a good understanding and integration of individual and collective aspirations, […] which is key to smooth human relations".*

In observance of the ILO's fundamental conventions, high-quality labour relations within the Bouygues group are founded on a constructive approach in which trade unions and other employee representative bodies make an active contribution. In the Group's European Social Charter of 2001, based on respect for people in their personal, professional, civic and social dimensions, senior management and trade unions reaffirmed their commitment to the Group's values of respect and trust. In addition, the Group's labour relations agreement, signed in 2005, stipulates that extra resources should be made available to trade union bodies in addition to the support from each business segment. Having strong labour relations is a major asset for the Bouygues group's business segments in their respective industries.

The Group's Labour Relations department coordinates relations with employee representatives via two grassroots bodies:

- the **France Group Council**, comprising 30 representatives from various works councils and ESC around the Group; and
- **the European Works Council**[b] **(EWC),** which oversees information, dialogue and collective bargaining at the European level. Since September 2023, the EWC has comprised 42 representatives from 20 countries[c] following the inclusion of Ireland.

The France Group Council and European Works Council hold forthright discussions with Group senior executives on overarching matters such as the Group's strategy and its businesses, sustainable development and human resources.

Labour relations, a key factor in helping employees at all levels to work in harmony, were strengthened in Europe last year with the formation of local committees (see 3.2.1.2 "Listening and talking to representatives").

Of the international subsidiaries that have over 300 employees, more than 80% have an employee consultation body. In all countries, including those where ILO conventions governing trade union rights and freedoms have not been ratified, the Bouygues group's business segments and their entities aim to set up mechanisms that facilitate relations with employees (see 3.2.1.4 "Employee engagement surveys").

3.2.1.1 The role of the site worker guilds

The Minorange Guild[d] was created by Francis Bouygues, founder of the Group, in 1963 and was introduced to Equans in 2023, after having been adopted by Colas and Bouygues Telecom as well. Today, the guild is active throughout the Group, reflecting the value that has been placed on outstanding employees in recognition of their technical expertise, interpersonal skills and exemplary attitudes.

The Bouygues group today has 16 separate guilds, including 10 for employees in French overseas departments and territories and in other countries worldwide. They each have their own governing bodies and have a representative role in relation to senior management. Here are some of the highlights from 2023:

- For the **60th anniversary of the Minorange Guild** in June, 500 guests joined Bouygues Construction for three days in central France, in the company of Group Chairman Martin Bouygues, his sons and daughter as well as senior executives of the Bouygues group. As part of this major celebration, guild members were also able to take part in strategic workshops on topics such as health and safety, climate change, digital technology and new construction methods.
- In New Caledonia, a **Pacific Workers' Guild** was formed and became the eleventh regional branch to join the Colas Guild.
- The **Energies Guild** has undergone changes following the integration of Bouygues Energies & Services within Equans.On 27 November 2023, 318 site workers, including electrical, air-conditioning, electronics and automation technicians, were inducted into the guild at a ceremony at the Vélodrome National in the Paris region, in the company of William Bouygues, Olivier Roussat (CEO) and Jérôme Stubler (President of Equans). The Energies Guild will be introduced to Belgian and Swiss operations in 2024.

3.2.1.2 Listening and talking to representatives

The positive effects resulting from the high quality of the Group's labour relations include:

- **A strong sense of dedication among representatives in France,** with an average turnout of 75.3% in workplace elections[e]. In France, the Group has 386 Economic and Social Committees and 4,733 elected representatives for a total headcount of 92,109 employees.
- **Strong grassroots employee representation.** In 2023, the Group's European Works Council (EWC) grew through the formation of local committees in two of the Group's major[f] countries of operation (United Kingdom and Switzerland).

(a) Equans acquired all the share capital of the Bouygues group's energies and services entities on 4 January 2023.

(b) A minimum of 250 employees must be working in the given country in order for it to have a representative.

(c) Austria, Belgium, Croatia, Czech Republic, Denmark, Finland, France, Germany, Hungary, Ireland, Italy, Luxembourg, Netherlands, Poland, Portugal, Romania, Slovakia, Spain, Switzerland and United Kingdom.

(d) The guild at Bouygues Construction.

(e) In France, the national average turnout was 38.24% in March 2021 according to the latest figures from France's national council on labour relations.

(f) "Major" refers to countries in which at least three of the Group's business segments operate, with a minimum total headcount of 5,000 employees.

The BYCare parental leave package – an initiative of senior management – is being coordinated by the EWC (see details about “social protection” under paragraph 3.2.4.1 “Fair and evolving remuneration, employee benefits”). This initiative resulted in a collective agreement being signed in Geneva on 28 September 2023. In 2024, the EWC will take part in negotiations regarding the collective agreement on the Group’s policy on older workers.

3.2.1.3 Agreements

Because each of the Group’s businesses is so different and distinctive, collective bargaining has naturally evolved in line with the six business segments, with the aim that agreements will reflect their respective needs and constraints as closely as possible.

Group-wide agreements

In 2023, an amendment to the Group savings scheme (Perco) was signed with the unanimous support of the negotiating parties (see 3.2.4.1 “Fair and evolving remuneration, employee benefits”).

All in all, 288 agreements (an increase of 38% relative to 2022) were negotiated and signed (or renewed) within the Group last year:

- Remuneration, employee benefits and/collective bargaining arrangements: 113.
- Labour relations, right to organise and/or right to vote: 107.
- Quality of life at work, diversity and/or gender balance: 18.
- Workplace and/or worktime arrangements: 17.
- Jobs and career management: 14.
- Other areas: 19.

Other key agreements were signed in 2023:

Construction businesses

- **Bouygues Construction:** a jobs and career management agreement was signed in reference to all its entities. This agreement has four components: managing jobs for the future, developing skills, building and improving career paths, and supporting employees in their union roles.
- **Bouygues Immobilier:** on 4 October 2023, an agreement on the mutually agreed resignation scheme (MARS) was signed in response to the business slowdown (see Chapter 1 of this report). Under the terms of this agreement, employees who take redundancy receive financial support to help them find new employment, start their own business or undertake training leading to a diploma or other qualification. To encourage voluntary internal mobility, the agreement also provides for the payment of a mobility bonus if a person takes up another job within Bouygues Immobilier or the Bouygues group, or if they are willing to continue in the same job but in another region. In December 2023, the scheme was enhanced with an action plan based on communication from the management teams, webinars showcasing the Group’s other business segments and an information forum held in January 2024 – with a target of 100 employees moving to new roles by June 2024.
- **Colas:** group-wide roll-out of an agreement on diversity, inclusion and equal opportunity signed with unanimous support. The validity of the agreement on long-term part-time working (APLD), which had become necessary because of the geopolitical situation and inflationary context, was extended through an amendment. Ongoing negotiations about jobs and career management and trade union resources continued. A new agreement on time savings accounts is due to be signed in early 2024, coming into effect from 1 January 2024. For more details, see 3.2.3.3 “Employing people with disabilities”.

Energies and services

Equans: the European consultative Works Council, formed in late 2022 with 28 representatives from eight countries (Austria, Belgium, France, Germany, Luxembourg, Netherlands, Switzerland and United Kingdom), continued its deliberations during the year. An inter-union labour relations body was established within Equans France following the integration of Bouygues Energies & Services in January 2023.

Media

TF1[a]: an amendment to the jobs and career management agreement was signed, with unanimous support, to facilitate implementation of TF1’s digital acceleration plan (see Chapter 1 of this report). At the Newen Studios (France) subsidiary, an agreement was signed with unanimous support to recognise Newen Studios as a separate economic and corporate entity. Elections were held in late 2023 to provide for broad representation from among the French workforce and to harmonise and improve human resources practices, starting from 2024.

Telecoms

Bouygues Telecom: an agreement on labour relations and trade union resources was signed on 11 April 2023. A four-year agreement on job and career management was signed on 6 October, now with arrangements for the second half of people’s careers (age 45 and over).

3.2.1.4 Employee engagement surveys

The business segments design and conduct regular and ad hoc engagement surveys in the countries in which they operate, offering another channel for listening constructively to employees. In France, for example, 90% of employees[b] have recently received a satisfaction survey from their respective entities.

As part of its People First scheme, Bouygues SA last year commissioned DisRHupt to conduct a quality survey in ten countries representative of its labour markets. Nearly 650 employees (43% of the sample group) responded to the survey, 48% of whom were based outside France and 31% of whom were women. This enabled the collection of 4,000 opinions about the Group, its culture, strengths and where it can do better, with a view to implementing the appropriate actions from 2024 onwards. A notable finding was that the Group’s business culture was a key feature in the eyes of respondents and fosters a strong sense of belonging. Following the integration of Equans, non-French employees have been keen to get to know the Group and learn about Group-wide career opportunities, local cooperation between the business segments, and the universal approach to human resources.

In France, Statista surveyed 20,000 employees[c] in the autumn of 2023 about their company and its direct competitors (which they knew either from having worked there or by reputation) as well as employment-related criteria (such as pay, benefits, workplace atmosphere and career development).

(a) See TF1’s 2023 Universal Registration Document available at https://groupe-tf1.fr/en
(b) Permanent employees, in 2023 or in the two previous years.
(c) Working in a company with a workforce of more than 500. Online survey (with marks from 0 to 10), with respondents allowed to name the company of their choice. Indicative list provided by Statista. Thirty business sectors analysed. Source: *Capital magazine*, February 2024.

- In the building and civil works sector, Colas was ranked first out of 14 (and 17th out of 30, all sectors), and Bouygues Construction was ranked seventh.
- Bouygues Immobilier was ranked top among 15 in the property industry.
- TF1 was ranked first out of 14 in the media industry (print media, TV, cinema and advertising).
- Bouygues Telecom was ranked twentieth out of 36 in the high-tech sector (hardware, software, video games, telecoms operators).

2023 highlights

- **Bouygues Construction:** its first global engagement survey was conducted between 10 and 27 October 2023 among 16,000 employees (excluding site workers) in 30 countries and in 12 languages. The results from this survey, which garnered a response rate of 73%, will be shared with Economic and Social Committees and employees in the first quarter of 2024. Early findings include that well-being in the workplace is highlighted by 81% of respondents, while 8.5 out of 10 said they were proud to be part of the company.
- **Colas:** the global annual Dialogue survey was conducted between 19 September and 17 October 2023 to gauge broad employee engagement and measure the impact of previous actions. In 2023, more than 45,000 employees participated, representing approximately 80% of the global workforce (see "Health in the workplace"). Employee engagement achieved a score of 83%, up one point relative to 2022. Likewise, the indicator measuring well-being in the workplace increased by one point to 84% of respondents.
- **Equans:** its first global engagement survey, called "Echo", was run between 2 and 20 October 2023, covering Equans in its new enlarged form, to gather information on employees' perceptions of their company, its strategy, management, working conditions and career development. The response rate was 45%, representing a significant improvement on the previous survey in mid-2022 (21%), bearing in mind that 27% of employees are not "connected"[a]. The main highlight was that 89% of respondents are proud to work for Equans. They also have a strong commitment to cybersecurity (96%), safety (95%) and ethics (91%), all of which are core Equans values. According to the survey, more than 50% of respondents expect still to be working for the group in five years' time or more. More than 6,000 comments were recorded and analysed, allowing the expectations of respondents to be identified and action plans to address their main concerns to be drawn up. In France, Pulse surveys are conducted regularly throughout the year on specific issues such as the "Together" integration drive and the "Impact" ESG[b] programme.
- **TF1:** following the launch of the new strategic digital acceleration plan (see TF1 in Chapter 1 of this report) presented to the Economic and Social Committees in May 2023, surveys are being conducted three times a year to measure employees' engagement, understanding of issues, and commitment. According to the most recent survey, conducted in September 2023, 86% of respondents feel confident in the decisions taken by management, 88% support TF1's strategy and 9.5 out of 10 are proud to work for TF1.

3.2.2 Ensure respect for human rights

It is Bouygues' firmly held belief that meeting day-to-day needs with an ethical and responsible attitude helps make life better for society as a whole. Respect, the Group's paramount value, is the cornerstone of this culture. Bouygues is committed to continuous monitoring and to seeking solutions through dialogue with its stakeholders, wherever it operates and along its various value chains. Given its global footprint, the Group has a duty to take extra care over compliance with human rights standards in the more than 80 countries where it operates. In sometimes complex circumstances, operational managers have a duty to prevent any infringement of human rights in their business activities. Its suppliers and subcontractors are also required to uphold ILO conventions. The CSR charter for Bouygues suppliers and subcontractors is appended to purchasing contracts.

Bouygues works in partnership with RH Sans Frontières, a non-profit organisation under the umbrella of the French Ministry of Foreign Affairs. On 12 December 2022, the Group – represented by Edward Bouygues – pledged its commitment to the 8.7 Accelerator Lab initiative, which will develop measures to prevent forced and child labour. Signatories make a three-year commitment to supporting this joint effort and thereby contribute to the development of innovative and easily applicable solutions based on grassroots experience. Bouygues is also a member of the Entreprises pour les Droits de l'Homme (EDH)[c], a non-profit organisation. See also section 4.3, Vigilance plan, in Chapter 4 of this document.

In 2023, Bouygues rolled out several initiatives:

- **It updated the methodology used to draft its vigilance plan,** which is provided in this report and identifies the risks associated with its business activities and purchasing categories, along with the associated action plans.
- **A human rights policy was drafted** in conjunction with the six business segments and is due to be finalised in 2024.
- **Human rights training** was designed for the Group's purchasing, legal affairs, CSR and HR experts. In 2024, this training will be made available to all eligible employees in other functions.

Under its Code of Ethics, Bouygues actively encourages freedom of expression. The whistleblowing facility (see 3.4.1.1 "Ethics and initiatives in place to guard against corruption" and 4.3 "Vigilance plan" in this report), which was last updated in 2022, is freely available to employees (internal, external and occasional workers) and outside parties (suppliers, subcontractors, business partners, customers, non-profits and local communities) and can be used to report any type of unethical conduct, anonymously or otherwise.

To promote sustainability best practices worldwide, the Group distributed a special edition of its in-house magazine *Le Minorange* in four languages to 117,000 employees in late 2023, focusing on its CSR commitments and initiatives, including human rights.

For its employees worldwide, **Bouygues Construction** applies 12 basic principles of health and safety at work, implements best practices on construction sites and ensures a basic standard of living quarters for site workers – in compliance with occupational health and safety regulations and the human rights of workers.

(a) People with no work e-mail address of their own (e.g. site workers).
(b) Environment, Social, Governance.
(c) A forum for discussions, collaboration and propositions by global companies to improve the integration of human rights into corporate policies and practices through implementation of due diligence procedures" (source: EDH).

As part of its duty of care and respect for human rights, Bouygues Construction created an internal audit scorecard focusing on the human rights of employees and subcontractors in 2023. This scorecard assesses risks from two angles:

- working conditions (freedom of association, employment contracts, etc.) founded on core human rights;
- accommodation conditions for site workers, on the basis of a questionnaire, site visits, on-site interviews (including with those most directly affected) and document analysis.

In the autumn of 2023, Bouygues Construction drew up an initial human-rights risk map in collaboration with around 50 representatives from its various regions and entities. It covers a range of issues, including raising awareness of core human rights, child labour, forced labour, non-discrimination, working conditions and worker accommodation. An action plan has been implemented to drive continuous improvement. The risk map will be presented to Bouygues Construction's Executive Committee in early 2024.

Audits are also planned to ensure Bouygues Construction's practices are up to standard. In 2023, two audits were carried out in a number of risk-prone countries identified. Action plans are in place to address any issues that arise and include rigorous monitoring and reporting of findings to the Executive Committee.

With regard to suppliers, Bouygues Construction uses Ecovadis, amongst others, to carry out corporate audits of orders in business-critical purchasing categories. These audits apply to orders of €0.5 million or more in risk-prone countries.

Colas operates mainly in OECD countries (95% of sales in 2023), which enjoy high standards in terms of human rights protection, particularly freedom of association, and stringent laws against discrimination and modern-day slavery. Moreover, group managers remain vigilant in these areas and apply the recommendations found in the Bouygues group's Code of Ethics and Charter for Suppliers and Sub-contractors.

Equans continues to run worldwide mandatory training courses. One module concerns business ethics and can be taken via the Equans learning hub (a digital platform). The goal is to achieve a 100% pass rate.

3.2.3 Provide an inclusive and welcoming working environment

The Group operates in a global context of labour shortages, with a need for access to very specific skill sets to address the climate emergency, and digital and other technological changes. In 2023, Bouygues conducted external surveys with the help of Ipsos (brand) and Universum (drawing power), as well as an internal survey with DisRHupt, to measure brand attractiveness and recognition, and identify the paths to follow in order to achieve its operational objectives.

In France, the Bouygues group is well known among students and young professionals for its commitment to sustainability. Already in its third year, the CSR Index (corporate social responsibility) compiled from a survey of students and young professionals in France, conducted by Universum and published in *Les Echos Start* on 26 January 2024, ranked Bouygues 13th [a] among the most committed companies (up 3 points relative to the 2022 CSR Index). The corporate part of the Index gauges how the company and its actions are viewed in relation to education and young people's access to jobs, safety and well-being in the workplace, mutual respect, diversity and equal opportunity, and fair and equal pay.

As embodied in its People First HR policy (see introduction to section 3.2), the Bouygues group has set three new objectives:

- **Harmonise** its recruitment processes in order to deliver a better applicant experience.
- **Leverage** its pool of work/study trainees, interns and former employees with a view to encouraging and easing their transition back into the Bouygues group.
- **Create** a single, global, Group-wide talent and applicant pool to help the Group's business segments source the backgrounds with the skills they need.

3.2.3.1 Attract and recruit people in all their diversity

In 2023, the Bouygues group recruited 57,000 people worldwide across all categories. This included 15,057 people in France, where it is a leading recruiter (fourth out of 100 companies in the rankings[b] published by *L'Usine Nouvelle*, as at 1 January 2024).

34% **increase in recruitment in France in 2023** (versus 2022)

Most of the business segments have dedicated talent acquisition units that support line and HR managers in attaining their respective targets. Extensive use is made of web resources and social media to find both experienced professionals and new graduates.

The business segments work together as often as possible when sourcing candidates at university job fairs. In 2023, in addition to their own initiatives, business segment recruiters were present at the Bouygues stands on the campuses of HEC Paris and Paris-Dauphine, at the Viva Technology trade fair (17 June) and at the ESTP[c] Forum (5 December) for engineering undergraduates.

Another of the Group's roles is to provide ideas to HR employees and encourage synergies to be unlocked. In 2023, the Group HR Development Department held two seminars in Paris for sharing innovative practices and arrangements based on input from different companies (roundtable discussion entitled "Recruitment: a Copernican Revolution?") and start-ups (a "HR Innovation Morning").

(a) source: Universum 2023 CSR Index. Survey conducted in France, in September and October 2023, among a representative sample of 1,215 students and young professionals with postgraduate qualifications and up to five years' professional experience in France. Ranking of 61 companies (CAC 40 and scale-up companies)

(b) Survey conducted between 30 October and 24 November 2023 (questionnaire-based) among 120 industrial and services companies.

(c) A leading engineering school and benchmark for sustainable construction.

Business segment highlights

- **Bouygues Construction:** an alumni strategy targeting former employees was introduced, following encouraging results from the recruitment of former employees during the pilot phase conducted with Bouygues Construction Australia, Bouygues UK and Linkcity. This new alumni network will also have a regular community role, for example by providing news and organising events.
- **Colas:** a quantitative indicator called "Time to Hire" was introduced. It is used by senior management and ensures that applications are processed within a certain time frame, with the aim of giving applicant, recruiter and manager a smoother recruiting experience.
- **Equans:** in November 2023, a network of 1,000 dedicated employee ambassadors was launched. Known as Equans Ambassadors, they are playing a pivotal role in enhancing the reach of the Equans brand, which was created in 2021, and strengthening its business culture. They also have the opportunity to learn new communication skills and expand their professional network. At the same time, Equans is continuing to improve the applicant experience, whereby the recruitment process should take less than three weeks – from initial contact to job offer, with every single applicant receiving some form of response.
- **Bouygues Telecom:** a new recruitment plan was launched last year with the aim of harmonising processes so that applicants enjoy a smooth experience and their expectations are met. This plan has three pledges:
  - A two-week response time for all applications, whether internal or external.
  - No more than three interviews.
  - No more than two weeks between initial phone contact and the final decision.

By July 2023, the number of applications that had not been processed two weeks after being received had fallen from 25,000 to less than 1,000. This was possible thanks to robust training provided to HR staff and managers. The goal is to have 1,300 managers trained in fast application processing by the end of 2024.

Group recruitment and departures

External recruitment by job category

Scope[a]: Global	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total	2022 Group total[b]
France	**103**	**1,381**	**123**	**3,880**	**6,340**	**644**	**2,586**	**15,057**	**11,229**
Senior positions	81	554	108	706	1,421	359	748	3,977	3,402
Clerical, technical & supervisory	22	530	15	1,216	3,588	285	1,838	7,494	5,158
Site workers		297		1,958	1,331			3,586	2,669
International	**42**	**6,466**	**12**	**11,182**	**17,102**	**167**	**314**	**35,285**	**28,593**
Staff[c]	42	2,368	12	2,364	4,987	167	314	10,254	9,739
Workers[d]		4,098		8,818	12,115			25,031	18,854
France + International	**145**	**7,847**	**135**	**15,062**	**23,442**	**811**	**2,900**	**50,342**	**39,822**

(a) Coverage rate: 100% of the Group's headcount (Scope 1)
(b) Excluding Equans.
(c) Supervisory, managerial and technical employees
(d) Site workers (see definition in the Glossary)

Departures[a]

Scope[b]: Global	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total	2022 Group total[c]
France	**101**	**1,466**	**350**	**4,037**	**5,866**	**708**	**2,504**	**15,032**	**n.a.**
Senior positions	75	634	217	705	1,529	359	617	4,136	n.a.
Clerical, technical & supervisory	26	454	133	1,141	3,126	349	1,887	7,116	n.a.
Site workers		378		2,191	1,211			3,780	n.a.
International	**43**	**5,944**	**15**	**10,013**	**17,999**	**182**	**195**	**34,391**	**n.a.**
Staff[d]	43	2,051	15	2,453	5,480	182	195	10,419	n.a.
Workers[e]		3,893		7,560	12,519			23,972	n.a.
France + International	**144**	**7,410**	**365**	**14,050**	**23,865**	**890**	**2,699**	**49,423**	**35,856**

n.a.: not available.
(a) Excluding transfers, change of contract type and disposals of companies.
(b) Coverage rate: 100% of the Group's headcount (Scope 1)
(c) Excluding Equans
(d) Supervisory, managerial and technical employees
(e) Site workers (see definition in the Glossary)

Indicators available at bouygues.com: Reason for departure (France), Voluntary turnover (France)

Consolidation of Equans led to an increase in new hires and people leaving the Group. The large share of this in the international operations, which represented two-thirds of hires and departures, was mainly due to the high proportion of short-term-project contracts. The net increase in hiring in the international operations was due to the strong momentum at the construction and energies and services businesses.

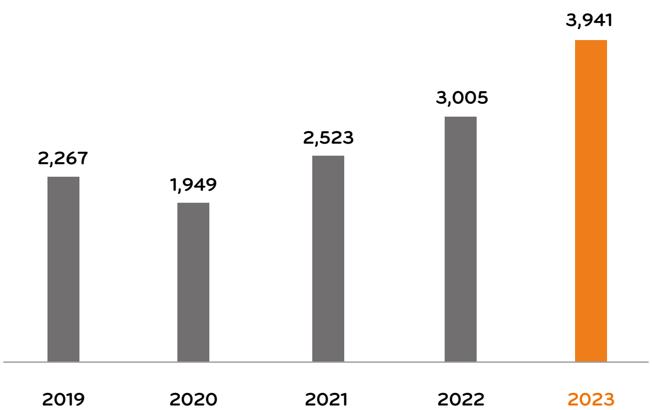
Work-study contracts/internships: a steady source of new talent

Imparting expertise is one of the four fundamentals of the Group's culture. Work/study trainees and interns are a valuable recruitment resource for all business segments of the Bouygues group, which is a key provider of vocational learning opportunities for secondary school and university students in France. Last year in France, the Group:

- recruited 1,947 former Group work/study trainees and interns on permanent or fixed-term contracts;
- trained 3,941 young people on a work/study[a] basis, representing an increase of 31% relative to 2022;
- hosted 3,969 interns.

People on work/study contracts represented 6.5% of the Group's headcount at 31 December 2023.

Number of people on work/study[a] contracts hosted by the Group in France



Business segment highlights

- **Bouygues Construction:** in France, a target was set to recruit 10% of young trainees on internships, work/study contracts and so forth, subsequently as employees. Internationally, since last autumn, the target has been that 10% of new hires (all contract types) should be young people under 25. The methods used vary depending on the subsidiary and the local context.

  In March 2023, "Le Trophée des Bâtisseurs" event was held in partnership with vocational schools and university technology institutes specialising in civil engineering and public works. Second and third year students were able to find out about Bouygues Construction's many areas of expertise and attend interviews to be considered for a permanent contract, a work/study placement or an internship (see B. United at 3.2.3.3 under "Promote diversity").
- **Bouygues Immobilier:** 75 young people were hosted on apprenticeship and professional training contracts.
- **Colas:** 2,000 work/study trainees and interns were hosted worldwide, through specifically designed programmes in the US, Poland and Finland (where over 300 were supported in this way). In France, over half of the intake through the Colas graduate programme[b] were previously work/study trainees or interns within the company.
- **Equans:** nearly 4,000 apprentices and employees on professional training contracts are trained annually (2,620 people in France or 8% of the headcount on permanent contracts). In France, 35% are offered a contract upon completion of their training. By 2026, Equans hopes to employ one apprentice out of every two.
- **Bouygues Telecom:** the company ran its first recruitment drive on TikTok, attracting 7 million views. A live chat was held to allow external candidates to talk to employees about what it is like to work for Bouygues Telecom on a work/study contract (279 questions and answers).

Number of apprenticeship and professional training contracts

Scope[a]: France	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total	2022 Group total[b]
Number of apprenticeship contracts during the year	9	469	35	854	1,469	219	304	3,359	2,281
Number of professional training contracts during the year	4	67	1	114	215	20	161	582	724
TOTAL	**13**	**536**	**36**	**968**	**1,684**	**239**	**465**	**3,941**	**3,005**

(a) Coverage rate: 46% of the Group's headcount (Scope 2)
(b) Excluding Equans
The indicator is specific to France and thus excludes international data.

Indicators available on bouygues.com: Number of internships during the year (France), Number of people formerly on work/study contracts hired during the year (France)

People on work/study contracts (apprenticeships or professional training contracts) represented 6.5% of the Group's headcount in France at 31 December 2023, up from 3.9% at 31 December 2022.

Nurture relations with the academic world

Part of Bouygues' appeal as an employer stems partly from its close ties to higher education establishments and leading academic institutions (see 3.4.4.2 "Patronage and academic partnerships"). The Group has more than 30 academic partnerships, making it a useful reference on all issues related to innovation and sustainable development. The Bouygues group is a partner of the Global Circular Economy Chair at Essec[c].

(a) Apprenticeship and professional training contracts.
(b) Induction programme enabling recent graduates to build up experience across a range of activities while benefiting from training and personalised support.
(c) Essec is joint-second in the 2024 ranking of France's leading business schools at masters level (source: *L'Étudiant*).

Wherever they operate, the Group's business segments are active locally through university forums, presentations to students, academic partnerships and/or student associations, worksite visits and more besides, right down to lower secondary school level (see "Promote diversity – a source of creativity and performance").

Business segment highlights

- **Bouygues Construction:** in partnership with Dassault Systems and ESTP, a school of civil engineering, Bouygues Construction helped set up the "Construction and Infrastructure Digital Twins in their Environment" research chair.
- **Bouygues Immobilier:** a sponsorship agreement was signed concerning the 2023-2024 intake for the Master 2 programme in Real Estate Investment Management and Real Estate Development (GESIIC-RED) at the University of Paris 1 Panthéon-Sorbonne.
- **Colas:** seven Finnish partnerships were renewed, as were 12 with universities and colleges in Canada; participation in 30 university forums a year in France. In Canada, Colas also attended the one-day Toronto Metropolitan University Engineering event as well as the York University Career Fair. In France, the Colas Guild was extremely active in schools and higher education institutions to promote their professions and attract young people.
- **Equans:** in France, ties with REP +[a] secondary schools were strengthened to promote construction and industry occupations as well as work/study opportunities. In April 2023, a workshop on low-carbon behaviour was organised by employees for students at Ensam[b].
- **Bouygues Telecom:** The company took part in disability-focused events on the campuses of University of Paris-Dauphine, of the major business schools of Essec and Edhec, and the EPF engineering school in collaboration with these institutions' disability units.

Pivotal role played by the Gustave Eiffel training centre

Bouygues has been strongly committed to the Gustave Eiffel training centre since it was founded in 1997 on the Group's initiative. The centre, which in 2022 was awarded the Excellence label in construction and civil works training[c] for a three-year period, offers in-service training as well as providing expertise in inducting and training people on work/study or occupational-integration contracts. It is focused on education and training for the construction and energy industries.

The Bouygues group's commitment takes several different forms:

- Paying the vocational training tax so that its partner secondary schools can improve their support apparatus and teaching facilities.
- Hosting 35% of trainees on work/study contracts. The Group's construction (building and civil works) and energies and services activities are pivotal to the life of the centre, facilitating job creation and the onboarding of interns by mentoring them throughout their training.
- Developing inclusive certificate or diploma courses (e.g. in electricity, formwork, construction management, wood and bio-based material construction methods, and external works) by offering mixed or women-only classes. Its objectives are to:
  - attract more women to these professions; and
  - encourage employees to retrain for work in the construction or energy industries.

Young refugees are enrolled in apprenticeships leading to vocational qualifications or vocational baccalaureates in plumbing or electricity.

Highlights

In June 2023, the centre achieved an exam pass rate of 88%. In total, 30% of the trainees hosted joined one of the Group's companies. The centre took on 560 people on work/study contracts for the new school year starting in September 2023.

From its base south of Paris, the centre opened a new campus north of the capital in September 2023 to be far closer to some of its trainees.

In June 2023, three representatives from the centre were invited to the Bouygues stand at Viva Technology in Paris, on the day it was open to the public, to promote retraining – particularly for women. A roundtable discussion entitled "Women can be electricians too and actually enjoy it!" was held with representatives from Electra, the first all-female training course developed by Bouygues Energies & Services (Equans).

A wide range of professional integration/retraining ventures were run in 2023:

- Third yearly all-female intake for the building equipment electrician qualification, for those changing career.
- Two intakes leading to the site supervisor qualification for whose wanting to change career, in mixed classes.
- Development of courses for formworkers to promote the social inclusion of people living in disadvantaged urban areas or refugee populations, and courses for multi-technical construction agents, in partnership with Humando.

In February 2023, **Colas** helped launch an external masonry course, exclusively for women who would benefit from help getting on the job ladder.

3.2.3.2 Ensure health, safety and well-being in the workplace

The Bouygues group is highly exposed to potential workplace accidents through its operations. Within Bouygues SA, the Group Sustainable Development-QSE department oversees general CSR policy, in conjunction with the support departments of the business segments, and disseminates best practice information, including in relation to health and safety (see 3.1.1 in this report).

The Group's business segments devote significant resources, including spending on R&D, to prevent and reduce the number (and severity) of accidents in its most exposed construction operations. At the Viva Technology trade fair in Paris (14-17 June 2023), the Group presented innovations that have been tested or are already in use to ensure the safety of workers on construction sites. In addition to safety measures, the Group's business segments are introducing initiatives to foster well-being among their employees.

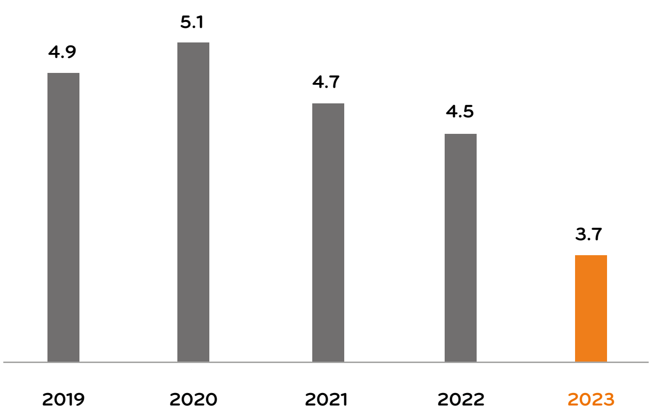
(a) Priority education network.
(b) Arts et Métiers ParisTech.
(c) Awarded by the French national public works federation to promote vocational training institutions in the public works sector and as a seal of quality for recruiters.

Safety in the workplace

Employee safety is a priority for the Group. The business segments work actively to improve the safety of all persons working on site. Health & safety is one of the factors determining the variable remuneration of the Executive Officers of Bouygues SA (see 2.4.1.2 in this report) and the executives in the business segments.

The Group Health and Safety Committee, under the auspices of the Sustainable Development and QSE Department of Bouygues SA, brings together the health & safety officers of each of the six business segments three to four times a year. The purpose of this committee is to share best practices from inside and outside the Group and make progress on these issues, including through fact-finding visits. In July 2023, for example, a trip was organised to Lyon for a team-working session on the multidisciplinary topic of accident prediction.

Workplace accident frequency rate[a] (Global)



(a) Number of workplace accidents (excluding accidents subsequent to faintness) x 1,000,000/number of hours worked. Excluding Equans

In France, policies on health, safety and working conditions are implemented within each business segment in consultation with employee representative bodies. The ISO 45001 standard is applied by the Group's construction[a] and energies and services[b] businesses, especially in countries that have accredited certification bodies. As physical well-being is at stake, these businesses require their suppliers and subcontractors to be especially vigilant in terms of work safety requirements when operating on Group sites. In that regard, it is each subcontractor's responsibility to bring any identified anomaly to the attention of the director of the Bouygues group site where it is working (extract from the Group's CSR Charter for Suppliers and Subcontractors, which is appended to procurement contracts).

To implement this policy in the construction businesses, senior executives of the business segments concerned have for many years drawn on a global network of health & safety officers as well as a broad range of safety resources, including training (on safety, eco-driving techniques and first aid) and 15-minute "starter" sessions on safety basics. Other resources include awareness-raising initiatives, accident analysis, best-practice sharing, cross-subsidiary challenges and half-yearly rankings.

Construction and energies and services businesses

Throughout the year, **Bouygues Construction**, **Colas** and **Equans** organise accident prevention events (e.g. Safety Days and Safety Weeks and, at Colas, "Stop pour la vie"), during which site workers down tools to receive training and briefings on occupational hazards and health and safety at work and on the road.

At **Bouygues Construction,** health and safety policy is based on three pillars:

- prevent serious accidents;
- strengthen the safety culture; and
- protect employee health.

Bouygues Construction's Health & Safety function reports directly to the company's Chairman and CEO.

In 2023, the "Safety Academy"[c] for employees working in this function ran three rounds of training, two of which were in English, enabling some 40 such employees to be trained, both remotely and in person, on the requirements of Bouygues Construction's health and safety culture.

Bouygues Construction last year identified six major hazards common to all its operations. These are mechanical lifting and handling, working at heights, stability of structures and storage facilities, collisions involving machinery and workers, plant facilities and hazardous forms of energy. These six risks represented 80% of serious accidents occurring in 2021 and 2022 within Bouygues Construction. To achieve the target of zero serious accidents by 2027, efforts therefore need to be focused on these risks. Against this backdrop, a training programme was launched in 2023 for site supervisors and managers at both Bouygues Bâtiment France and Bouygues Travaux Publics, specifically for those who specialise in and supervise lifting operations. This programme was originally implemented by Bouygues Bâtiment International, which has extended it to include the use of mobile lifting equipment.

To evaluate the number of incidents related to these six major risks and the effectiveness of prevention measures, Bouygues Construction has designed two new indicators: Major Risk Accident (MRA) and Major Risk Near Miss (MRN). Other initiatives were implemented in 2023:

- A new health and safety strategy was introduced at Losinger Marazzi in Switzerland, including clearer rules and a simplified documentation system to make information more accessible, with the aim of achieving zero serious accidents.
- A Safety Day was organised in the spring at Bouygues Travaux Publics sites in France and abroad to promote the health and safety culture that underpins its policy. A one-day seminar was held at Bouygues Bâtiment Ile-de-France, in partnership with Codes Rousseau[d], on life-saving rules and road safety. The Safety Leadership Programme LiHS[e] was extended to site workers and temporary workers at Bouygues Bâtiment France.
- An interactive immersive room was set up at the Hinkley Point C site (BYLOR joint venture) near Bristol, in the United Kingdom, with the purpose of facilitating staff onboarding and dispensing health and safety training. This pioneering concept, sponsored by Laing O'Rourke and Bouygues Travaux Publics UK, was shortlisted for the "Victoires du Capital Humain 2023" award for HR innovation.

(a) Bouygues Construction, Bouygues Immobilier, Colas.
(b) Equans.
(c) Exists to promote and embody the values and requirements connected with Bouygues Construction's health and safety culture.
(d) A leading publisher of driving-licence training materials in France.
(e) This programme ensures that managers (in operational and support roles) adopt the right managerial attitudes to promote safe behaviour within their area of responsibility. It was launched by Bouygues Construction in early 2022 across all its entities (initially for clerical, technical and supervisory staff and senior positions). LiHS stands for Leadership in Health and Safety.

- In May 2023, CBNA/Americaribe in the US participated in a series of events, training/educational sessions, and lectures on health and safety.

Since December 2022, **Bouygues Immobilier** has been carrying out QSE spot checks on its operations, combined with the recruitment of a QSE Safety auditor. In 2023, Bouygues Immobilier also trained its staff on road hazards to mark the annual World Day for Safety and Health at Work on 28 April, which applies to its offices and operational sites, and the annual Road Safety Week in May.

At **Colas,** the One Safety culture-change programme (known as Goal Zero in North America), in force since 2019 and now managed locally, reached a key milestone thanks to the one millionth Managerial Routine[a] logged in August 2023 as it strives towards a goal of zero fatal accidents.

The tenth Colas Safety Week, on the topic of machinery/worker collisions, took place from 12 to 16 June 2023. This topic was selected after consultation with the worldwide HPS[b] department.

Colas has introduced a range of new initiatives:

- As part of each induction programme, new employees were briefed on Colas' safety standards (video message from the Chairman and presentation of the safety rules). Since 1 July last year, multilingual access has been available, adapted to the needs of the different roles (clerical, technical and supervisory staff/senior positions, French-speaking site workers and temporary workers, and non-French-speaking site workers and temporary workers).
- Initiatives to prevent road accidents continued, with common accident-reduction targets for all subsidiaries. Considerable progress has been made over the last 20 years (2004-2023), in which time the road accident rate has fallen by 60%.
- Initiatives to prevent and manage potential health-related emergencies remained in place, with a focus on employee protection and business continuity.

Equans has set itself the goal of eradicating workplace accidents and seeks to protect the physical and mental integrity of its employees. This is based on a common framework shared by all its businesses and on 12 Golden Rules, which were defined in early 2023 following approval by teams in each national market. Equans is professionalising its health and safety function after mapping its skills and needs. At the same time, the expertise of the new health & safety officers is being enhanced through participation in the Equans "Safety Academy", a company-wide training module with five key moments: the launch session, three e-learning sessions, and a wrap-up meeting. This module will be made widely available in 2024 and tailored to the required skills and operations at Equans.

Equans also held a Safety Week from 23 to 27 October 2023 in over 20 countries. All employees were invited to take part. Information was provided on initiatives to reduce the number of fall-related accidents, many of which are more stringent than the national regulations:

- Banning of ladders and stepladders.
- Raising awareness of this danger, which can take many forms, through memorable communication campaigns.
- Holding health and safety weeks with real-life simulations on worksites and in workshops.

To improve road safety, Equans France on 22 May 2023 signed the "Seven commitments for safer roads" to mark the beginning of the nationwide road safety at work campaign. Its employees in France cover 450 million kilometres annually in 20,000 cars and vans. A new e-learning module on road hazards was also provided. Equans runs local awareness campaigns focusing on two-wheeled vehicles. Several of the countries in which it operates are trialling a system to monitor behaviour behind the wheel, such as braking and speed. These monitoring[c] initiatives aimed at preventing road accidents can be found in Canada, Chile, Peru and in some French entities. In Chile, Equans is also trialling the use of anti-fatigue detection cameras in fleet vehicles.

ADAPTING TO EXTREME TEMPERATURES

For working in extreme heat and during heatwaves, **Bouygues Construction**'s health and safety teams in France ran a campaign last summer to highlight best practice in terms of hydration, protection, breaks and how to respond to heatstroke. Bouygues Bâtiment France supplements these periodic reminders with organisational measures specific to each of the weather warnings issued by Météo France (levels 1 (green) to 4 (red)). This means that each worksite can respond to the specific alert levels by shielding the vulnerable, providing special protective equipment, installing water fountains near work locations and adapting working hours. Teams are also trained in identifying high-risk activities:

- Working in the sun, e.g. on top floors of developments, on terraces, on building façades or on roads.
- Working in closed environments, with no ventilation.
- Physical exertion, such as lifting heavy loads repetitively.
- Isolated workers.

In response to these measures, high-risk work was stopped at one site in the summer of 2023 once alert level 4 was reached.

In 2023, **Colas** informed its health and safety teams worldwide about the importance of addressing these risks as early as possible as well as sharing information resources, identifying experts and implementing a common warning system. In France, during the heatwave last year, Colas circulated a memo to its operational departments setting out the measures to be taken, the specific resources available and work arrangements.

Within **Equans,** a special programme that includes ultra-violet ray protection (essential in South America and Australia) was implemented. The heatwave safety programme includes a handful of easy-to-implement solutions depending on the weather alert level. One solution has been to make it compulsory – at the first meeting on site each day – to check whether any of the teams are suffering from heat exhaustion, in the interests of health and safety on the site.

(a) Formal discussions between a manager and their colleagues, covering safety feedback, specific issues, site preparation and one-to-one meetings.

(b) Health, Prevention & Security.

(c) The cameras record vehicle information, particularly fuel consumption in order to promote eco-driving techniques such as smoother acceleration, earlier braking and calmer driving, which have benefits for health, safety and the environment.

Workplace accidents

Scope[a]: Global	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1[b]	Bouygues Telecom	2023 Group total	2022 Group total[c]
Frequency rate[d] of workplace accidents among employees	3.6	2.51	2.07	3.89	n.d.	2.57	7.58	3.7	4.51
Severity rate[e] of workplace accidents among employees	0	0.3	0	0.32	n.d.	0.2	0.59	0.33	0.32
Number of fatal accidents among employees[f]	0	19	0	3	1	0	0	23	3

n.d.: (not disclosed): as the process of harmonising definitions and protocols with those of the Group is ongoing, 2023 data for Equans have not been reported. These will be consolidated and reported with effect from the 2024 financial year.

(a) Coverage rate: 56% of the Group's headcount (Scope 1 bis), except for the figure for fatal accidents, which covers 100% of the workforce.

(b) Excludes occasional workers.

(c) Excludes Equans.

(d) Number of workplace accidents (excluding accidents subsequent to faintness) involving time off work x 1,000,000/number of hours worked. The auditor states that it has obtained reasonable assurance for the 2023 indicator

(e) Number of days off work as a result of a workplace accident (excluding accidents related to faintness) x 1,000/number of hours worked

(f) Excluding fatal accidents related to faintness Equans included

The workplace accident frequency rate has been declining over the long term (-24% since 2019). Throughout the year, the Group's business segments carried out an increasing number of educational and training measures in the area of safety (see paragraph 3.2.4.1 Safety in the workplace). Sadly, however, the Group recorded the loss of 23 employees.

A tragic accident in India on the Nagpur-Mumbai viaduct project caused the death of 18 employees of VSL India, a subsidiary of ***Bouygues Construction,*** *in its capacity as a subcontractor of the lead firm. Bouygues Construction acted immediately to support the families of the victims. The investigation is ongoing. Bouygues Construction continues to raise awareness, provide training and strengthen policies, action plans and procedures to protect the lives of its employees and others who are active on its worksites.*

Within ***Colas,*** *three employees were involved in road accidents caused by third parties, in France and Canada. Road accident prevention initiatives in all countries where Colas operates include campaigns to encourage people to be careful, reminders of the rules and awareness training for supervisory staff.*

Equans *has set the goal of eradicating all workplace accidents, even those not resulting in time off work. In Canada, an employee sadly died after falling from a forklift truck while trying to help a customer. In all countries where Equans is active, awareness and information campaigns (such as "Safety Stand Down") were organised, lasting from one day to one month, in addition to the usual actions.*

At ***Bouygues Telecom,*** *the accident frequency rate is mainly related to minor falls, handling of cardboard boxes etc. within its RCBT subsidiary. The level of time off work due to assault or verbal abuse was stable. In contrast, workplace accidents before 2023, mainly due to assault or verbal abuse, accounted for one-third of the severity rate in 2023.*

Media and Telecoms businesses

In the first quarter of 2023, **TF1** implemented a new workplace accident management system to monitor the frequency and severity of accidents more accurately and to adjust occupational risk assessments where needed.

Bouygues Telecom had two health and safety highlights last year: the quality of life and working conditions week (19-23 June) on the topic of workplace transitions, and prevention week (2-6 October 2023) featuring seminars, workshops and role-playing exercises. A road accident prevention e-learning module was also made available to itinerant employees (network technicians and sales staff). Where possible, video conferencing is to be preferred to offsite meetings, and employees travelling more than 200 kilometres are encouraged to use public transport.

Health in the workplace

A company is, above all, a human endeavour. The women and men who make up the Group have a right to a safe and positive working environment. Satisfaction surveys and annual appraisals carried out by the Group's companies are among the ways in which feedback is collected from employees (about matters such as working arrangements and resources) and solutions proposed (see 3.2.1.4 "Engagement surveys").

Psychosocial risks

In January 2023, under the patronage of Isabelle Rome, the then Minister responsible for Gender Equality, Diversity and Equal Opportunities, the Bouygues Group signed the #StOpE undertaking alongside other companies. This commits the Group and its six business segments to reduce casual sexism[a] in the workplace. Started in 2018 and coordinated by the AFMD[b] since 2021, #StOpE has 200 signatories who are committed to pooling their resources and disseminating actions and best practice to promote well-being at work for all.

Bouygues Construction continued to fight hostile and sexist behaviour and all other types of harassment through its Speak Up prevention and reporting initiative. More than 150 employees, from all grades and roles (including Economic and Social Committee representatives), were trained in 2023. Employees also received a new *Speak Up* guide, outlining the policy overall plus contacts, stages of referral, procedures for handling alerts, and risks). In Australia, AW Edwards launched the "Elker – Tell me anything" platform, enabling employees to share their concerns, observations or ideas with the human resources department, anonymously or otherwise.

(a) Attitudes, comments and behaviours based on gender stereotypes that are directed against a person or group, either directly or indirectly, because of their gender. These behaviours can undermine, devalue or even exclude women and men in the workplace, and can sometimes lead to self-censorship (Source: AFMD).

(b) French association of diversity managers.

At the Safety Week in June 2023, when worksites came to a standstill (see Safety in the workplace, above), the various Bouygues Construction entities encouraged discussions by organising online workshops with occupational health experts on how to identify and manage psychosocial risks to help employees protect their health, covering well-being at work, sleep patterns, nutrition and screen time.

Bouygues Immobilier continued to implement BI Well, which was introduced in 2019 to prevent, detect and address stress incidents in the workplace. Stress management training was provided to 23 employees, representing a total of 161 hours of training.

Findings from the 2023 annual Dialogue survey at **Colas** included a two-point increase in satisfaction in the areas of diversity and inclusion. Questions touching on the promotion of these issues within entities, the provision of a work environment free from discrimination and harassment, and the respectful treatment of employees irrespective of their position, received a more favourable assessment than in 2022.

On 23 May 2023, Colas was appointed to the board of the AFMD, placing it at the centre of deliberations on diversity and inclusion. In addition, Colas has been a signatory to the #StOpE initiative since 2022 (see p.144), and continues to distribute its booklet *Gender Discrimination: See it, Name it, Stop it*. It is available in 11 languages to meet the needs of the countries in which Colas operates, all of which are committed to tackling inappropriate behaviour.

In December 2023, a national meeting of the sexual harassment and behaviour network of officers was held for the first time, organised by Colas' Social Innovation and Diversity Department. This one-day event, dedicated to combating inappropriate behaviour, provided the latest legal information and gave participants the opportunity to discuss the procedures in place within Colas. With the help of a social psychologist, participants were also given a clearer understanding of the psychological mechanisms at work in alleged victims and the support methods to help them speak out, amongst other behavioural considerations.

In France, the mixed-gender "We" network organised an online conference in December 2023 entitled "Defining and cultivating harmony together at Colas", led by a behavioural coach and aimed primarily at members of the network. The aim was to educate the 300 participants about the importance of respect, attentiveness, empathy and tolerance in workplace relations.

These initiatives strengthen the company's overall well-being policy, which is regularly disseminated to its 27,200 employees in mainland France through posters, films and other media. This policy was also covered in the first Colas group agreement on Quality of Life and Working Conditions of 30 May 2022 and in the agreement on Diversity, Inclusion and Equal Opportunities, signed on 18 November 2022, the principles are which are adapted and applied to non-French operations.

On 21 November 2023, Colas was awarded the "Mieux Vivre en Entreprise" prize by RH&M[a] for its Caring, Sharing and Daring project, which highlights all its initiatives for the well-being of its employees.

Last year, **Equans** continued promoting employee health with the help of its network of occupational therapists, who identified the most urgent organisational measures or resources needed in four areas: work/life balance and nutrition; physiological and psychological health monitoring; work organisation; and ergonomics and work adaptation.

TF1 has been training its war correspondents since the start of the conflict in Ukraine. This includes training on how to use a first-aid kit, regular dialogue with management, a 24-hour mental health hotline (operated by Stimulus), specific feedback arrangements focused on safety in the field, dedicated contact with a human resources officer and a mandatory medical and, for video journalists, the possibility of consulting a trauma specialist.

Bouygues Telecom is taking measures (such as stress management and systems to detect signs of aggressiveness) to prevent psychosocial and physical risks amid the increase in rude behaviour and acts of violence affecting various parts of the company (sales, customer relations and network maintenance) in all its online and customer-facing activities in France. In 2023, the training module on managing customer emotions in retail settings was extended to advisers in customer relations centres. A hotline is available for employees who have had to handle an aggressive customer in their store, with a set procedure for analysing the situation and implementing appropriate prevention and remedial measures. If required, counsellors from Preventis are on hand to provide psychological support.

Ergonomics

Ergonomics is a central plank of **Bouygues Construction**'s health and safety policy, based on analyses by occupational therapists to systematise the constraints imposed by workplaces and prioritise remedial initiatives. Its innovative approach to floor formwork is founded on selecting the three most ergonomic and high-performance items of equipment. In 2023, with the aim of choosing the safest and most ergonomic models for the health of its site workers, Bouygues Construction's research was focused on portable formwork using two technologies, Moten Technologies (motion data capture) and Captiv (musculoskeletal disorder risk analysis. Work on the compendium of physical assistance devices (including ZeroG arms and tool support systems) continued last year.

In 2023, the Health, Prevention & Security community at **Colas** focused on the following:

- Production sites: ergonomics training, breaks and rotation of repetitive tasks, and regular posture risk assessments with corrective actions.
- Offices: furniture ergonomics; awareness-raising; and regular comfort and well-being surveys.

Concerning equipment, the Health, Prevention and Security department at Colas, in conjunction with the purchasing department, produced and distributed a guide for local units on equipping employees with connected headsets, following a successful trial in agencies in Iceland. A partnership was also formed last year with a manufacturer of plant equipment to improve in-vehicle fainting detection.

(a) RH&M is an independent think-tank founded in 1998, which specialises in training and development for human resources professionals and managers.

TF1 introduced solutions for making video equipment (such as cameras, bags and cases) lighter and easier to use. War correspondents were also trained to use the personal protective equipment that TF1 provides to them, such as bullet-proof vests, helmets and NRBC[a] suits).

Working arrangements in the Group

Working from home became a widespread practice in the Group with the onset of the pandemic. Across all business segments, teleworking agreements were negotiated or renegotiated in 2021 to ensure the preservation of cohesive working units. The number of teleworking days is capped at two per week. Teleworking excludes as a matter of principle those jobs and activities that need to be carried out on the company's premises, either because of the equipment used or because people must simply be there in person. This also includes worksites, storage facilities and workshops/quarries/industrial sites, all of which are interdependent. Consequently, site workers are unable to work from home.

Further initiatives within the business segments were undertaken in 2023:

- **Bouygues Construction:** in Africa, DTP Mining set up a new roster system at remotely located mines. Bouygues Bâtiment France organised a satisfaction survey of more than 5,000 employees to assess the implementation of teleworking.
- **Colas:** around 60 employees eligible for teleworking worked from home at least one day per week at the end of 2023. For implementation in international operations, Colas laid down guidelines on flexible working hours and practices, providing a framework that can then be adapted to national markets in accordance with prevailing employment rights.
- **Equans:** training modules were made available to employees to help them understand the principles of remote working and ensure smooth team collaboration.
- **TF1:** a new teleworking agreement came into force on 1 August 2023, offering a clearer framework and increased flexibility, for example by allowing for possible exceptions to the principle of three on-site days per week in cases of force majeure or for family carers. Efforts were also made to improve quality of life in the workplace. An additional working-from-home day was granted to employees working in IT, digital activities and adtech[b].

Four-day week

Equans France has been trialling the four-day week exclusively for shift workers working on outdoor infrastructure, within its subsidiary Bouygues Energies & Services and its VTC division. This trial is based on fundamental principles concerning notice periods, weekly worktime arrangements and consultation with the relevant Economic and Social Committees. In the compulsory annual negotiations for 2024, it was agreed that a feedback session would be held under the auspices of the Economic and Social Committees in the first half of this year. If the results are positive, other Equans France areas could be invited to trial this worktime arrangement in 2024 using the same process.

A pilot test was carried out by the RCBT subsidiary in a handful of **Bouygues Telecom** stores. The outcome was not as expected and the trial was halted on 31 December 2023. At Tisseo, a subsidiary of Bouygues Telecom, all technicians and managers (85% of the workforce, or 500 employees) have been working four days a week since 2018. This has been combined with an annualised calculation of worktime. Employees work four consecutive days a week, with weekly worktime ranging from 25 to 40 hours. The annual average is 35 hours.

Relations with temporary employment agencies and subcontractors

"Inclusive", as the Group's health and safety policy is called, includes initiatives to educate and train temporary workers and subcontractors. The CSR Charter for Suppliers and Subcontractors, which is supplemented by business segments' individual policies, is the reference document for the whole Bouygues group. Outside France, Bouygues requires its suppliers and subcontractors to uphold ILO conventions.

For temporary workers in France, the Group encourages the use of the temporary worker safety passport (PASI), which trains workers in safety basics on construction sites. The aim is to ensure that the high standards of its construction activities are applied at all times and to encourage temporary employment agencies to increase the level of professionalism among their staff. The PASI, which is promoted and overseen by the Federation of French construction and civil works companies (EGF-BTP), certifies that a temporary worker has successfully completed two days of basic site-safety training in line with industry standards[c].

In France, **Bouygues Construction** and **Colas** give priority to personnel who have completed PASI training. Bouygues Construction entities support temporary employment agencies in this joint agreement, which includes reviews and annual evaluations. The proportion of temporary workers assigned to Bouygues Construction who have completed PASI training is measured and monitored annually (and potentially more frequently in the future). Once the annual evaluation is completed, Bouygues Construction circulates a health and safety bulletin among its entities. In 2023, the Health, Prevention & Security department at Colas audited a PASI training course in the Paris region to provide expertise and feedback for improvement. As a result, in 2024, temporary workers will be educated about the hazards associated with certain types of tools. A list of high-risk procedures is also being finalised and will be made available to agency and site managers to enable more targeted communication, leading to an increased impact on worksites.

Wherever it operates, **Equans**' commitment can be seen in the range of specific measures it takes. As with employees, unionised[d] and temporary workers receive health and safety training on arrival, are provided with personal protective equipment, and receive advice and support on site.

In its dealings with subcontractors (see 4.3 "Vigilance plan"), **Bouygues Construction** lays down its requirements in contracts and monitors and adapts them regularly. Internationally, TopSite – the in-house worksite certification process covering five areas, including health and safety and human resources – was extended further in 2023. TopSite applies to construction projects lasting more than six months and costing more

(a) Nuclear, radiological, biological and chemical.

(b) New division now housing TF1's Data, CRM, Analytics and Adtech departments, with the aim of implementing a range of interwoven technologies to provide a service tailored to advertisers' needs and to the development of MYTF1.

(c) Site rules and emergency situations (rescue) – Energy – Movement and access – Machinery, vehicles: person/machine interaction – Collapse (excavation work, embankments) – Stabilisation in provisional phase – Work near traffic routes – Cordless power tools – Transporting heavy loads using cables.

(d) Employees who are trade union members on a voluntary basis.

than €3 million. In certain subsidiaries, Bouygues Bâtiment International is introducing a special version of its LiHS (see Safety in the workplace) adapted to subcontractors (Bouygues Thai, AW Edwards) or co-contractors (Saudi Arabia).

At **Colas**, standards relating to personal protective equipment[a] and the Rules for Living Well and the 10 Rules that Save Lives are included in the legally required health and safety documentation.

Temporary worker safety

Scope[a]: France	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total	2022 Group total[b]
Number of temporary workers (full-time equivalent)	9	1,868	18	2,630	9,024	4	18	13,571	6,142
Number of workplace accidents involving temporary workers	0	110	0	116	n.d.	0	0	226	312
Number of fatal accidents among temporary workers	0	0	0	0	0	0	0	0	0

n.d.: (not disclosed): as the process of harmonising definitions and protocols with those of the Group is ongoing, 2023 data for Equans have not been reported. These will be consolidated and reported with effect from the 2024 financial year.
(a) Coverage rate: 46% of the Group's headcount (Scope 2)
(b) Excluding Equans.

3.2.3.3 Promote diversity – a source of creativity and performance

The Bouygues group's Code of Ethics states that it *"seeks to apply a fair human resources policy, with no distinction in terms of gender, ethnic origin, religion or beliefs, disability, age, sexual orientation or nationality. It promotes gender equality in all areas (training, job grade, promotion, internal job mobility, pay, etc.) and diversity of backgrounds and qualifications."* The Human Resources Charter, in its revised 2015 version, adds that: *"We are an equal opportunity employer. No applicant or employee receives less favourable treatment because of gender, ethnic background, religion, beliefs, disability, age, sexual orientation or nationality. This is a moral obligation as well as a corporate priority."*

Diversity-Inclusion Policy

When we create a workplace environment where everyone feels included and respected, people are then able to achieve their full potential and contribute to the success of the business. Bouygues believes that everyone should have the same opportunities regardless of their age, educational attainment, or social and cultural background.

A Group Diversity Committee, made up of Diversity-Inclusion officers from the six business segments and the parent Bouygues SA, meets several times a year to share best practice and define joint actions at global and local levels.

Challenges and objectives

The Diversity-Inclusion Policy has five pillars, each with its own targets:

- **Gender balance**
  - Ramp-up the promotion of women at all levels within the Group, with a particular focus on executive committee and management committee positions.
  - Combat exclusion and sexual orientation discrimination by fostering inclusive practices and a welcoming attitude towards individual differences in all their forms.
- **Disability**
  - Demonstrate the Group's commitment to supporting the occupational integration of people with disabilities, by raising awareness and sharing information and messages on this subject.
- **Diverse social and cultural backgrounds**
  - Incorporate diversity considerations into recruitment, training and other HR processes as a way to encourage upward social mobility and build a more diverse workforce at all levels.
- **Generational diversity**
  - Make generational diversity a key strength within the Group by encouraging a diverse workforce and promoting career opportunities for all employees regardless of age.

  In line with its corporate culture, the Group views generational diversity as essential to effective collaboration and the imparting of expertise within the workforce. For this reason, the Bouygues group started discussions in 2023 to find ways to ensure the integration and retention of employees, with a focus on keeping skills up to date and adding expertise, especially in the second half of people's careers (see 3.2.1.2 "Listening and talking to representatives").
- **Inclusion**

  To offer more inclusive conditions for the women and men who are part of the Group, Bouygues makes reference to its Diversity Charter, which was signed with its six business segments in 2022 and is supported by the network "Les entreprises pour la Cité". In January 2023, Bouygues also became a signatory to the #StOpE initiative to fight casual sexism in the workplace, which applies to all business segments (see 3.2.3.2 "Health in the workplace"). Training and awareness-raising initiatives, spearheaded by the Bouygues Management Institute (IMB) and the women's and men's networks, support the Group in helping to create a fairer and safer society.

  In 2021, **Bouygues Construction**, **Bouygues Immobilier**, **TF1** and **Bouygues Telecom** signed the new Parenting Charter, initiated by l'Observatoire de la qualité de vie au travail. Similarly, Bouygues UK (a Bouygues Construction

(a) Personal protective equipment (including gloves, jackets, overalls, safety shoes, hard hats and goggles, hearing protection and in some cases a safety harness for working at heights). They are compulsory for all types of work, regardless of trade subsidiary) last year increased paternity leave to eight weeks on full pay, effective from 1 May of that same year (see 3.2.4 "Career and personal development in the Group"). In March Bouygues UK also updated its absence policy to include leave requested for fertility treatment (up to six medical appointments per year).

Awareness-raising and training

Managers are pivotal to diversity and inclusion. In December 2023, the Bouygues group participated for the first time in the Diversité SBF120 survey of major French groups, conducted by Club 21e Siècle in conjunction with McKinsey. This survey provides an independent and factual view of the representation of diversity in terms of background and socio-economic status among senior executives. On the basis of these observations, the Bouygues Group will be able to initiate targeted actions to promote diversity in management in all its dimensions.

Aimed at members of the Group Management Meeting especially (comprising 580 senior managers), the Inclusive Management seminar run by the IMB[a] is a step towards fighting stereotypes and prejudice. It does this by drawing lessons from real-life management situations and by contrasting and comparing different practices. A total of 239 managers (including 100 in 2023) have been trained since its launch in 2020.

Resources are also provided within the business units to raise awareness and educate on diversity and inclusion issues.

Bouygues Construction has a three-pronged approach:

- The "Acteur de l'égalité de la chance" course, which is mandatory for all HR personnel in the business every five years. It provides training on how to achieve discrimination-free recruitment.
- The "Ulysse" course, aimed at high-potential employees, which has a module on diversity.
- "Together different/Diversity", an e-learning training course available on ByLe@rn and accessible to everyone.

Bouygues Bâtiment France runs a 90-minute inclusion workshop to demonstrate to managers the risks of inaction as well as the solutions and opportunities available to them. Bouygues Bâtiment International, which celebrated the tenth anniversary of its Diversity Label in 2022, held its second Diversity Game last year in which teams tackled a range of diversity issues, including backgrounds and disabilities. In Switzerland, Losinger Marazzi has teamed up with Réalise to benefit from the New Intake project, which aims to help people from migrant backgrounds enter the world of work, especially those whose qualifications are not recognised in the country. As a partner of the non-profit Orif (based in Western Switzerland), Bouygues Construction's Swiss subsidiary recruits people with health and other issues into apprenticeship positions.

By partnering with Edflex, **Bouygues Immobilier** can provide free access to awareness-raising resources on its BI Learn training platform.

At **Colas,** the "Living together in diversity" educational module is compulsory in France for all senior positions and HR personnel. It is also available outside France for those who wish to take it. Accessible via the Colas Campus platform, it is provided in both in French and English and has seven modules corresponding to the seven most common types of discrimination. In addition, recruitment staff at Colas are trained in these risks through the "Successful recruitment" course.

In 2023, at its global HR conference, Colas reported on its global policy to combat inappropriate behaviour in the workplace, which was launched in 2022 and includes universally applicable standards and procedures. In the UK, Colas achieved the Strategic 4/5 level of the Be Fair certification, which is awarded by the Supply Chain Sustainability School and organised by Construction Industry Training. Be Fair certification recognises a commitment to fairness, inclusion and mutual respect. In North America, Colas Canada's new training opportunities last year included how to identify unconscious biases.

The extremely local footprint of its operations and the nature of its business mean that diversity within teams is a hallmark of **Equans** and one of its HR priorities. Diversity is also one of the key pillars of its CSR manifesto entitled "Impact". Diversity and inclusion are fully integrated into Equans' global sustainable performance goals by means of two pledges:

- Pledge 5: *We engage in our communities' development,* to create jobs, encourage inclusion and offer professional qualifications in the regions where Equans operates.
- Pledge 6: *We provide fair & equal opportunities for all,* so that all employees at Equans have the same chances to develop their potential and pursue fulfilling careers.

The people who work at Equans are highly valued within the corporate strategy, specifically through the Our Teams HR policy, which has three priorities: attracting, developing and nurturing. This policy reflects the proactive efforts of all subsidiaries to combat discrimination in all its forms and to promote diversity at every stage of the employee lifecycle. It also ensures that no one receives less favourable treatment because of gender, ethnic background, religion, beliefs, disability, age, sexual orientation or nationality.

In 2023, Equans' Coordination Committee (CoCor), made up of 121 senior executives, undertook compulsory training in sexist behavioural awareness. General attendance (98% in 2023) was one of the non-financial indicators used in calculating the remuneration of the CEO of Equans. Attending this training was also one of the eligibility criteria for the voluntary profit-sharing scheme at Equans Executive Management, which includes all managers based in France, whether or not they are members of the CoCor.

TF1 offers a training course entitled "Recruitment without discrimination" for all HR staff and managers. It also supports the various initiatives within its companies to promote diversity and combat discrimination in all its forms. TF1 was a corporate partner for the 2023 Grand Prix Diversity and Inclusion Awards, organised by AFL Diversity under the patronage of the Minister for Gender Equality, Diversity and Equal Opportunities and for Combating Discrimination. It was also symbolically important for TF1 to endorse the results of the first Diversity and Inclusion Survey (of the arts and media industries) carried out by PFDM (For Women in the Media) in partnership with Audiens, Mozaik RH and BVA XSight. The results of the survey were presented to the Ministry of Culture on 1 December 2023, along with a symbolic toolbox to encourage concrete action.

Managers at **Bouygues Telecom** receive mandatory training in recruitment. This includes e-learning training modules on key issues such as discrimination, cognitive biases and no-go questions, as well as offering guidance during the recruitment process. Bouygues Telecom also introduced the "Fresque de la Diversité" workshop created by Essec, which trained 130 employees on these issues, and an e-learning module on diversity to ensure inclusive behaviour in management practices.

(a) The Bouygues Management Institute.

Gender balance

The Diversity-Inclusion Policy aims to erase gender inequality and ensure equal career opportunities for all. Gender balance is a major driver of performance and can help accelerate the transformation of the Bouygues group. Because of its roots in the construction industry, the Group has historically had more men than women in its workforce. The same holds true for its new business segment Equans (formerly Engie), an industrial energy and services specialist acquired in late 2022. The Group therefore operates a proactive gender balance policy.

With this aim in mind, we intend to do more to showcase the skills and talent of women, who tend to be under-represented in some professions, and to encourage them to advance in their careers. The concept of gender balance therefore includes ensuring equal opportunities for all irrespective of gender identity, gender expression or sexual orientation.

Gender equality index

Out of 70 French companies in the Bouygues group covered by the Gender Equality Index[a] for 2022, which was published on 1 March 2023 and addresses remuneration and internal promotions among other criteria, it should be noted that (out of a maximum score of 100):

- 28 had a score equal to or above 85;
- 28 had a score below 85.

The 10 companies with an index score below 75, which is the minimum to qualify for the index, have all undertaken remedial measures. In 14 cases it was not possible to calculate a score because there was an insufficient proportion of women.

Gender balance plan

Diversity – as promoted by the Bouygues group's Diversity Plan – is one of the factors determining the variable remuneration of the executive officers of Bouygues SA (see 2.4.1.2 in this report) and top managers in the business segments.

Its 2021-2023 Gender Balance Action Plan aimed to accelerate inroads by women at all management levels, especially in the higher pay grades (see 2.4 in this report).

It set two quantitative targets for the Group, namely to increase the proportion of women on executive bodies[b] to 30% and the proportion of women managers to 20% by 2023. It also has targets for each business segment, adapted to their specific circumstances.

New indicators have been added to the 2024-2026 **Gender Balance Action Plan**, including the goal of increasing the number of women on executive committees and of new female hires. It includes two Group targets[c] for end-2025:

- 30.5% of all executive committee positions held by women
- 21.5% of all managerial positions held by women

More generally, the Gender Balance Action Plan rests on four key pillars:

- **Effectively measuring progress** against four key indicators for the Group's global workforce: % of women in senior positions, % of women managers, % of "high-flyer" women, and % of women on executive bodies Targets are set for each of the four indicators in respect of each business segment.
- **Designing suitable training programmes** to support the advancement of women to managerial positions, both in France and worldwide. To help achieve this, IMB[d] has designed a specific curriculum (Trajectoire), which prepares high-flyer women in the Group to take on broader responsibilities. The long-standing Group-wide mentoring programme for women welcomed its sixth intake in 2023 (see section on "Career support" below).
- **Coordinating the efforts of women's and mixed-gender networks** in all Group business segments through B.Together, an umbrella organisation which works to raise awareness about gender balance, fight gender stereotypes and contribute to women's advancement in the business. Members of these networks can benefit from regular talks and presentations, networking opportunities and "Talent Canvas" personal development workshops, where participants learn to harness their skills, build their self-confidence and clarify their career plans. Last year, more than 110 women participated in Talent Canvas.
- **Running communication campaigns** as a way to attract more female applicants, raise awareness about gender balance among the workforce, in France and worldwide, and inspire younger generations. To achieve these goals, the Bouygues group relies on external partnerships, such as with the non-profit Elles Bougent[e] and the Women's Forum for Economy & Society.

Group workforce by gender

Scope[a]: Global	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total	2022 Group total
Women	28.2%	20.6%	50.6%	12.5%	18.5%	56.2%	37.9%	18.9%	19.0%
Men	71.8%	79.5%	49.4%	87.5%	81.5%	43.8%	62.1%	81.1%	81.0%

(a) Coverage rate: 100% of the Group's headcount (Scope 1)

(a) The five criteria in the index are: gender pay gap, gender pay gap in individual pay increases, gender pay gap in promotions (companies with over 250 employees only), number of employees receiving a pay increase when returning from maternity leave, and pay equality among the ten highest-paid employees (source: French Ministry of Labour, Employment and Integration).

(b) Target renamed in 2023 to "Women on executive committees".

(c) See also Chapter 2, paragraph 2.3.1.5.

(d) The Bouygues Management Institute.

(e) Its aim is to increase gender balance in companies operating in the industrial and technological sectors by helping schoolgirls and female students learn more about the wealth of scientific and technological courses and careers available (Source: Elles bougent).

Awareness and recruitment

The Bouygues Group's initiatives for women start with school-age girls, helping them to find their vocation through inspiring role models. Later on, women who decide to change careers are given specific support.

Bouygues has for many years partnered with the Women's Forum for the Economy & Society. In 2023, the Group participated in three such events, one in Berlin and others in Washington and Paris. On 29 and 30 November, a delegation of 100 French and non-French employees attended the Forum's talks and presentations, enabling a growing number of them to become familiar with the challenges relating to gender equality.

Bouygues showcased the Girls@tec initiative on its stand at the Viva Technology trade fair in June 2023, with the aim of inspiring women. Under the auspices of Bouygt'Elles, Bouygues Telecom's women's network, Girls@tec promotes technical and digital job profiles among female secondary-school students each year (see "Role of female and mixed-gender networks" below). Women who have retrained and gone into so-called "male" professions also tell their stories (see 3.2.3.1 "Pivotal role played by the Gustave Eiffel training centre"). Bouygues was particularly intentional about highlighting the role of women of all generations on the open day for the general public, with women accounting for 59% of all those involved in pitches and roundtable discussions. Last but not least, six female employees of the Bouygues Group were among the 100 female tech pros who accompanied 100 secondary school girls on an educational treasure hunt organised inside the trade fair one morning to inspire them to consider these future-oriented careers. This event – organised in partnership with Les Intrépides de la Tech – was part of the action plan of NetExplo Observatory's We Are The Future in Tech network.

On 7 December 2023, **Bouygues Construction** held B. United, its first-ever hybrid global event (in English) for around 100 students from its partner engineering schools on the subject of gender balance in the world of work. The aim of this event was to encourage meetings and discussions between students from five continents through a collective, dynamic thought process informed by escape games and presentations by international experts. Students from the 12 countries represented (Australia, France, Ivory Coast, Hong Kong, Malaysia, Morocco, Singapore, Spain, Switzerland, United Kingdom, United States and Vietnam) had the opportunity to visit the various national head offices. Recruitment officers from Bouygues Construction were also in attendance at this half-day event.

Bouygues Bâtiment International launched a cross-mentoring scheme last year to create career opportunities for high-potential women and men. The purpose of this scheme is to combat prejudice. In the Asia-Pacific region, Dragages Hong Kong has specific training initiatives for women and promotes an all-female mentoring scheme. In Sydney, the Women's Forum brought together 60 employees for a presentation on career opportunities at AW Edwards, Bouygues Construction's Australian subsidiary. In the Africa-Middle East region, female engineering students from Rabat (Morocco) were able to visit a worksite and attend a presentation about job opportunities on International Women's Day (8 March). In Saudi Arabia, an event bringing together locally recruited female employees and local management highlighted the importance Bouygues Construction attaches to gender balance in the workplace.

Bouygues Immobilier took part in "Trophées au féminin", organised by the ESTP[a] engineering school to underline the key role played by its female employees. It also signed a partnership agreement with the non-profit Elles Bougent[b] that should take form in February 2024.

Last year, **Colas,** which is an Elles Bougent partner in France, Europe and Africa, renewed its commitment to the Happy Men Share More initiative, enabling employees worldwide to access audio and video content on themes around gender balance. Colas also relaunched WE Colas, its gender balance and diversity network, which any employee can join. On this occasion, WE Colas presented its roadmap, with the support of the senior management team.

During the Smart City Week organised by Elles Bougent in October 2023, **Equans** opened its doors to several hundred school-age girls across France to encourage them to consider a career in industry. They were welcomed by 180 mentors drawn from female members of staff as well as by local liaison personnel. In July 2023, Equans France's Fire Safety division launched the Sprinkl'Her scheme, available to its entire workforce, to improve gender balance and harmonious living through a series of talks, workshops, awareness-raising campaigns, coaching and joint development opportunities.

Within the scope of its partnership with 50in tech[c], **TF1** exceeded the 22% target that it set itself for 2023 with women accounting for 35% of all hires into digital and IT jobs.

Bouygues Telecom marked International Women's Day in March with a week dedicated to gender balance, featuring a series of talks and workshops and organised in conjunction with Bouygt'Elles, the company's women's network.

(a) An engineering school that is a benchmark in sustainable construction.

(b) Its aim is to increase gender balance in companies operating in the industrial and technological sectors by helping schoolgirls and female students learn more about the wealth of scientific and technological courses and careers available (Source: Elles bougent).

(c) A solution and community entirely dedicated to supporting women in tech careers.

Female employees in the Group by job category

Scope[a]: Global	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans[b]	TF1	Bouygues Telecom	2023 Group total	2022 Group total
Women on executive committees[c]		20%	22.2%	13.3%	16.7%	50%	43.8%	23.8%	19%
Women "High-Flyer" managers[d]	40%	22.2%	39.2%	16.4%	19.4%	51.5%	37.6%	23.7%	22.3%
Women with Manager status[e]	23.3%	18.5%	37.5%	13.2%	16.5%	48.7%	32.3%	21.4%	20.6%
Women in senior positions and in equivalent positions in the international activities	36.2%	28.3%	46.8%	20.4%	18.7%	54.9%	34.6%	25%	26.7%
Women with Staff status[f]	28.2%	29%	49.8%	24%	19.8%	56.2%	37.9%	25.5%	25.3%
Women with Worker status[g]	n.a.	7.9%	n.a.	4%	16.5%	n.a.	n.a.	9.7%	10.3%

n.a.: not applicable.
(a) Coverage rate: 100% of the Group's headcount (Scope 1) Excluding Equans, see (b).
(b) High-flyer women managers: managers identified as High Potential in the internal "Nine Box" repository. Equans data concerns France only
(c) Business segment executive committees or general management committees, excluding business segment CEOs
(d) Female employees meriting specific monitoring by virtue of their advancement prospects and current performance
(e) Indicator redesigned for the international scope to harmonise definition with France. Managers are employees who are department heads or higher in France or have an equivalent status internationally
(f) Supervisory, managerial and technical employees
(g) Site worker

Three-year trend in women managers by business segment

Scope[a]: Global	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier[b]	Colas	Equans[c]	TF1	Bouygues Telecom	2023 Group total[d]
Change in the share of women managers since December 2020	+ 4.4 pts	+ 4.3 pts	+ 10.3 pts	+ 4.3 pts	+ 4 pts	+ 1.1 pt	+ 2.7 pts	+ 3.9 pts

(a) Coverage rate: 100% of the Group's headcount (Scope 1)
(b) Methodology change in 2022 at Bouygues Immobilier: "Manager" corresponds to the grade of deputy manager and above.
(c) Change since December 2022 (Group's acquisition of Equans in October 2022)
(d) In December 2022, the Group total did not include Equans.

Increasing the number of women at all levels remains a priority for the Group as it expands (see section on "Gender balance"). The Women managers indicator in the Group's 2021-2023 Gender Balance Action Plan not only exceeded the 20% target but was also 0.7 points higher than in 2022. The indicator "Women on executive committees", calculated before the acquisition of Equans at the end of 2022, was 4 points higher, although the plan target was not reached. Not only have considerable efforts been made in the Media and Telecommunications sectors for more than a decade, but the proportion of female managers in construction increased significantly in 2023 (+5.7 points).

Pay increases by gender

Scope[a]: France	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total	2022 Group total[b]
% of women having received an increase in salary	98.6%	95.8%	77.5%	93.2%	87.5%	80.6%	90%	89.6%	91.3%
% of men having received an increase in salary	94.5%	95.5%	66.2%	92.3%	87%	80.2%	88.5%	89.8%	88.5%

(a) Coverage rate: 46% of the Group's headcount (Scope 2)
(b) Excluding Equans

Career support

The Group has robust systems in place to support female employees in their career development. In 2023, its second year, "Trajectoire", the training programme dedicated to women set up by IMB[a] in 2021, has so far supported 67 female high-flyers from as many as ten countries. The aim of this programme is to prepare them to take on a wider role (executive and management committees), develop their personal and collective impact, support them in their career plans, and help them expand their networks and gain a higher profile.

The Group-wide mentoring scheme for women, managed by Bouygues SA since 2018, has coached 225 women since launching. A sixth intake was welcomed in 2023, with mentoring provided by both men and women from the six business segments. For the first time, a global intake was welcomed online, alongside intakes in France/Europe.

Bouygues Construction continued its women's co-development programme (Empow'her) in 2023, adding an English-speaking class alongside the 12-member French-speaking class. Other than that, Bouygues Travaux Publics ran its fifth round of mentoring.

(a) The Bouygues Management Institute.

To nurture talent, **Colas** last year introduced a range of global resources available to managers and HR personnel, including career-focused appraisals plus global partnerships with Coach Hub (for assessments, feedback and coaching) and Korn Ferry (manager assessments).

In 2023, **Equans** UK launched the Women in Leadership career-development scheme. It ran for eight months and gave 43 women managers (in operations or in more senior roles) access to workshops, mentoring, networking and discussion opportunities. The second round comprised 60 women.

Following the launch in late 2022 of **Bouygues Telecom**'s co-development programme aimed at its high-flyer women, 17 women managers divided into two groups were given support from an external coach.

Role of female and mixed-gender networks

B.together is the umbrella organisation for the six female and mixed-gender networks within the Bouygues group (including "Ensemble" at Bouygues SA) and it exists to raise awareness about diversity and inclusion. At end-2023 B.together comprised over 3,000 members from 14 countries.

At **Bouygues Construction,** the Welink network (1,000 active members) promotes construction professions to female audiences. In March 2023, it helped extend "Girls on the move", an initiative of the non-profit Elles Bougent[a], to non-French operations. Welink, covering the Asia-Pacific region, was set up in 2022 and last year had 360 members.

With more than 1,600 active members worldwide, the **Equans** women's and men's networks provide a place to discuss and hear from each other, as well as acting as a catalyst for initiatives to support and empower women.

Organised by Bouygt'Elles since 2013, the 2023 Girls@tec event on 29 November brought together nearly 180 school-age girls in the Paris region, Bordeaux and, for the first time, Nantes – on **Bouygues Telecom** premises. The aim of the event was to educate them about careers in the digital and technology industries to help redress the gender balance. To mark the 10th year of this event, Carole Grandjean, then Minister for Education and Vocational Training, and Prisca Thevenot[b], then Secretary of State for Youth and Universal National Service, were present to encourage girls to consider technical and scientific careers.

Employment of people with disabilities

In France, the Bouygues group has a long-standing policy of actively hiring, hosting and promoting people with disabilities. This disability-friendly policy, which is backed by tangible initiatives, aims to ensure that people with disabilities can access the full range of career opportunities on offer within the Group, and that they are included in all its business activities. The policy also covers the accessibility of all applications and information systems used within the Group.

Knowing how to onboard and offer long-term support to those with disabilities is a key priority. The Bouygues group's disability-friendly policy constitutes a learning framework that aims to change attitudes towards differences.

In 2019, Martin Bouygues signed the *Manifesto for the occupational integration of people with disabilities*, a charter of practical commitments with the aim that people with disabilities are better catered for in the world of work.

One way of ensuring this is to have disability officers and disability task forces in the business segments. A Group Disabilities Committee meets several times per year to launch joint actions and exchange best practices in the area of recruitment, job retention, awareness-raising and collaboration with the sheltered sector.

Awareness and recruitment

In 2023, Bouygues renewed its financial support for the parasports athletes Nantenin Keita, Gwladys Lemoussu, Typhaine Soldé and Claire Supiot. These four ambassadors are helping to change attitudes towards disability among employees and the general public. Through three new podcasts[c] in its series available on major streaming platforms such as Spotify since 2022, the Group last year gave a platform to each of these inspiring employees: Alexis Hanquinquant (**Bouygues Construction**), Jean-Christophe Rambeau (**Equans**) and Audrey Cayol (**Bouygues Telecom**) are multiple medal-winning Parasport champions in triathlon, sitting volleyball and wheelchair basketball, respectively. Internal and external campaigns were conducted by the Group in November 2023 to announce the renewal of the sports partnership and the launch of these three podcasts. The Group's commitments were also highlighted through an event-driven website[d] accessible on the internet.

In 2023, Bouygues and its six business segments took part for the first time in the "Hello Handicap" digital job fair (handicap.fr), which kicked off on 16 February 2023. Over 1,000 permanent, fixed-term and apprenticeship positions were on offer to potential applicants, who had the chance to clinch a job interview with one of the 100 Group recruitment officers taking part in the online event.

In France, the European Disability Employment Week and DuoDay[e] were the two main highlights of the year.

Bouygues Construction is a signatory of an agreement to promote the employment of people with disabilities, which builds on the Group's core commitments. In November 2023, Bouygues Construction took part in the Forum for Disability-Friendly Companies during the 27th annual European Disability Employment Week, which also provided the setting for ten DuoDay opportunities in its Bouygues Bâtiment France subsidiary. At the head office and on worksites in the Paris region, Bouygues Construction organised a wide range of activities, from cooking workshops to fun learning events, sports competitions with a disability awareness dimension and webinars promoting the use of sheltered workshops. Bouygues Construction also launched a video miniseries with stories from employees who live and work with a disability.

Colas instigated an all-round action plan to manage its internal and external measures and initiatives. Internationally, it took part in the Handi-Emploi 2023 forum in Ivory Coast. Another example was in Chile, where external partnerships were set up with the social security body Mutual de Seguridad. In France, a collective agreement on disability is being drawn up with a view to starting negotiations with the trade unions in 2024.

(a) Its aim is to increase gender balance in companies operating in the industrial and technological sectors by helping schoolgirls and female students learn more about the wealth of scientific and technological courses and careers available (Source: Elles bougent).

(b) Appointed France's Minister for Democratic Renewal and Government Spokesperson in January 2024.

(c) Shorthand link to various streaming platforms: http://bit.ly/3tKGXll.

(d) https://www.bouygues.com/starting-b/

(e) A nationwide operation under the auspices of France's Secretary of State for the Disabled that gives disabled people the opportunity to work alongside an employee to learn about their job and immerse themselves in their working day (Source: DuoDay 2023). In 2023, DuoDay took place on 23 November.

Equans France organised disability awareness activities (with game-based, themed and sports workshops and a focus on well-being) at its head office and in all its branches, in connection with European Disability Employment Week (20 to 26 November). Equans also offered digital training courses for all its employees (and employee representatives) under the name "Learning together differently".

For the sixth straight year, the **TF1** group supported DuoDay by hosting people with disabilities in its offices and on its TF1 and LCI TV channels. Some were given the opportunity to go on air at key times of the day, such as the weather forecast or the 8pm news, standing or sitting alongside the regular presenters.

TF1 has also signed the Cancer@Work Charter[a]. In 2023, TF1 designed and distributed a practical guide, "How to reconcile work and illness", to its employees. In December, in an internal film, Human Resources Director Valérie Languille alongside TF1 weather presenter Evelyne Dhéliat[b] described how employees can better reconcile having a chronic illness and working. Another of its goals was to make those who work with them (managers, colleagues and assistants) aware of how to support people with chronic conditions.

TF1 also developed a new e-learning course in two versions, one for managers (compulsory) and another for ordinary employees, to help them learn more about disability through key figures, legal texts, procedures for obtaining disabled worker status, and specific contacts.

Bouygues Telecom hosted a series of events for European Disability Employment Week, including a disability roundtable discussion, a virtual reality event and an introduction to sign language, to give employees a broader understanding of what it is like to live with a disability. As part of DuoDay, it also gave people with disabilities an insight into the careers it offers.

Disabled employees and subcontracting to the sheltered sector

Scope[a]: France	Bouygues SA and other	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total	2022 Group total[b]
Number of employees with disabilities[a]	13	408	22	762	859	116	374	2,554	1,993
Number of employees with disabilities hired during the year[a]	1	7	0	13	74	31	28	154	123
Sales with sheltered workshops and disability-friendly companies during the year (in thousands of euros)	2	2,116	219	1,588	n.d.	782	649	5,356	4,130

(a) Coverage rate: 46% of the Group's headcount (Scope 2)
(b) Excluding Equans.

The indicator is specific to France and thus excludes international data.

The sharp increase in sales generated with sheltered workshops and disability-friendly companies should be noted. This is thanks to the proactive policy of Bouygues Construction and Bouygues Immobilier in this area.

Keep the disabled in employment

In the Group's business segments, job retention actions involved supporting those employees concerned, adapting workstations, providing specialist equipment and improving access to premises.

Bouygues Construction operates a job retention unit that can organise workstation adjustments (including teleworking) and changes to working arrangements where necessary, find alternative employment (where adaptation is not possible) and arrange for Universal Employment Service Vouchers to be issued. In 2023, 13 employees of Bouygues Bâtiment International were voucher recipients. **Bouygues Immobilier** signed its fifth agreement on the occupational integration and ongoing employment of disabled people, which strengthens the process for requesting disabled worker status. Changes were made to the HR management system at **Colas** to monitor employees at risk of incapacity.

TF1 signed its sixth three-year disability agreement, paving the way for continued recruitment and retention efforts in this area. This was preceded by an employee survey in which 88% of respondents said that TF1's commitment and actions to date had made it easier to accommodate people with disabilities in the workplace.

At **Bouygues Telecom,** specific measures are in place to support teleworking for disabled employees, benefiting more than 100 people. It is also taking steps to manage the risk of employees losing their jobs, by regularly monitoring episodes of sick leave lasting more than three months and contacting employees who are off work.

Outsource to the sheltered and disability-friendly sector

The Group's business segments continue to use the services of sheltered workshops and disability-friendly companies – a key ongoing commitment.

29.7%

increase in sales generated with sheltered workshops and disability-friendly companies in France in 2023
(excluding Equans, versus 2022)

In October 2023, **Bouygues Immobilier** and **Equans** signed a manifesto for a more inclusive procurement policy, in association with the "Collectif d'entreprises pour une économie plus inclusive". By 2025, signatories have pledged to increase purchases from the sheltered and disability-friendly sector and the welfare-to-work sector by 30%. The Collectif wants to set a minimum level of inclusive procurement of €200 million per year by 2025.

(a) First network of companies aiming to support the integration, job retention and quality of life at work for cancer sufferers.

(b) Evelyne Dhéliat was one of France's top 50 favourite celebrities in 2023 (Ifop survey on behalf of Le Journal du Dimanche. Survey conducted from 14 to 18 December among a representative sample of 1,000 people in France aged 15 and over).

Colas promotes the *Le marché de l'inclusion*[a] website among its buyers and purchasing advisers and works directly with the functions most concerned, such as purchasing, communications and basic services.

Inclusive purchasing by **Bouygues Telecom** in 2023 exceeded its annual target of €300,000 before VAT.

3.2.4 Career and personal development in the Group

People are the Bouygues Group's most valuable asset, and it recognises their contribution by sharing the value created. By being shareholders, employees can profit just as the Group does. Employee shareholders are represented in general meetings by two directors, for voting on resolutions, and on the Board of Directors (see Chapter 2 of this report). Four directors of the 14 are themselves employees, representing employee shareholders (two) or employees in general (two). Each may avail themselves of specific training for these roles if they so wish.

In addition to fair and evolving remuneration plus employee benefits, the Group is committed to training its employees, supporting them in their careers and preparing them for the jobs of the future. Its People First policy stipulates new targets, especially for encouraging internal job mobility within the Bouygues group.

3.2.4.1 Fair and evolving remuneration, employee benefits

The Group has a proactive remuneration policy that rewards employees collectively and individually for their merits, commitment and performance. This approach, which is a marker of respect, underpins how we recognise each person's skills and potential.

This policy is also nimble: since late 2021, Bouygues has made it a priority to mitigate as far as possible, or even offset entirely, the negative impacts of the rising cost of living for its people – especially those in the lowest wage brackets. In addition to their salary, employees also receive a high-quality package of benefits that includes personal risk coverage, healthcare and a pension. In coordination with its business segments, Bouygues implements salary measures to maintain the purchasing power of its employees. These include special one-off bonuses, successive salary increases in a single year and the early application of other salary measures.

Every year the Group takes part in pay surveys conducted by Deloitte, Mercer and WTW to ensure that its employees are doing well comparatively speaking. For each employee, remuneration comprises a basic salary and, where appropriate, variable bonus payments (determined by country and occupation). In 2023, the Group began a global rethink on the subject of "adequate wage"[b] as defined in the CSRD[c] glossary. From January 2024, the Fair Wage Network's Living Wage database will be used to obtain a precise benchmark for each country and world region.

On 6 December, RH&M[d] presented the Bouygues group with the 2023 Compensation & Benefits (C&B) Award in the "Remuneration - a strategic HR policy" category for its new internal training course on the Group's remuneration policy. This was developed in close collaboration with the C&B representatives within the six business segments, thus ensuring that Bouygues HR professionals are proactive ambassadors for the Group's ambitious remuneration policy and the related attractive benefits that it offers. Another goal last year was to foster cohesion within the HR function concurrent with the addition of Equans HR personnel in late 2022.

68,000 employee shareholders

Encouraging employee share ownership has always been high on the Bouygues group's agenda. As early as 1989, the Group set up a company savings scheme (PEE)[e], with the level of employer top-up contributions raised on regular occasions.

Over the past 20 years or so, the Group has implemented several employee-reserved capital increases. At end-2023, the Group counted 68,000 employee shareholders, making Bouygues the leading CAC 40 company in terms of employee share ownership, at a level of 21.9% (see Chapter 1).

Bouygues is rolling out more employee share ownership schemes outside France. Specific agreements have been signed, including the ShareBY Share Incentive Plan (SIP) at Bouygues Construction, Bouygues Energies & Services (Equans) and Colas in the United Kingdom, and the International Group Savings Plan (PEGI) in Hong Kong and Switzerland.

Share value

The Group operates a voluntary profit-sharing scheme that includes financial rewards for performance against operational targets. Bouygues continues to develop employee share ownership and HR-related solutions and services while taking into account its global presence.

In France, 96% of Bouygues group employees benefit from compulsory and/or voluntary profit-sharing, which gives them a stake in the financial results of their entity.

A new capital increase

Last year Bouygues once again gave employees in its French entities (including Equans) the opportunity to participate in the Group's development and performance over the long term by launching a leveraged employee savings scheme in April. The Bouygues Confiance no. 12 capital increase, for a maximum of €150 million (inclusive of share premium), enabled subscribers (on permanent or fixed-term contracts no later than 31 March 2023) to benefit from a 30% discount on the share price, with each share costing them €21.912. The capital increase was oversubscribed,

(a) Aimed at buyers in the private and public sectors and used to identify inclusive suppliers in France.

(b) A wage that provides for the satisfaction of the needs of the worker and his/her family in the light of national economic and social conditions.

(c) Corporate Sustainability Reporting Directive. European directive aimed at harmonising corporate sustainability reporting while improving the availability and quality of the data reported from 2024 onwards.

(d) Think-tank specialising in training and development for human resources professionals and managers.

(e) Company Savings Scheme: in addition to the contributions paid in by employees, the employer makes top-up contributions, which directly increase the level of the savings capital. The company savings scheme is also tax-efficient. Employees are eligible to join once they have worked at one of the Group's participating French companies for at least three months.

attracting 30,056 subscribers and demonstrating the high level of employee confidence in the Group's future.

New green transition funds

Bouygues has continued to develop share ownership to a high standard as it seeks to meet the new expectations of its employees. On 30 October 2023, following signature of an amendment to the collective retirement savings scheme (PERCOL) by employee representatives, Bouygues added three new funds supporting the green transition to its leveraged employee share ownership fund (FCPE)[a] under self-directed arrangements based on stringent criteria:

- Article 9 of the European SFDR (Sustainable Finance Disclosure Regulation) on investment products that pursue sustainable objectives through strategies that have a direct, positive and measurable environmental or social impact.
- ESG certification for responsible and sustainable investment products, including Greenfin[b].
- The UN Sustainable Development Goals (SDG)[c], which are covered in this report.

Supporting collective retirement savings

The retirement savings plan (PER) was instigated in 2021 as part of a Group-wide agreement[d] to help employees build up savings capital for later in life. Under this scheme, savers benefit not only from a top-up contribution from the Group, but also from the tax incentives associated with this type of collective investment. Depending on the applicable legislation, similar arrangements are in place at the Group's main international locations. In 2023, 35,000 employees in France benefited from a retirement savings plan (PER).

Remuneration in 2023

Average annual gross salary[a] by job category and trend

Scope[b]: France (in euros)	Bouygues SA [c] and other	Bouygues Construction[d]	Bouygues Immobilier[e]	Colas[f]	Equans	TF1[g]	Bouygues Telecom
Senior positions	**73,394**	**68,418**	**80,625**	**68,013**	**62,122**	**76,322**	**65,792**
Change vs 2022	0.9%	3.2%	5.2%	2.8%	0.8%	5.7%	3.2%
Clerical, technical & supervisory	**34,502**	**39,899**	**37,391**	**42,040**	**35,506**	**43,877**	**29,373**
Change vs 2022	1.7%	4.5%	2.6%	3.6%	2.3%	2.4%	3.9%
Site workers		**32,713**		**30,413**	**29,242**		
Change vs 2022		4.8%		4.2%	2.9%		

(a) Permanent employees in France
(b) Coverage rate: 46% of the Group's headcount (Scope 2)
(c) Excluding Group senior management and the senior management of the six long-established business segments (i.e. excluding Equans)
(d) To facilitate comparability between financial years, 2022 data from Bouygues Construction have been recalculated (Bouygues Energies & Services was acquired by Equans in January 2023).
(e) Excluding sales staff.
(f) The method of calculating remuneration was changed in 2023 and was therefore also applied to the 2022 financial year for comparison purposes.
(g) Including journalists.

Indicators available at bouygues.com: Total gross top-up contribution by employer to the company savings scheme (France), Total gross top-up contribution by employer to the collective retirement savings scheme (France), Total amount of profit-sharing (paid in 2023 in respect of 2022) and Percentage of employees promoted (France).

To minimise the negative impact of the rising cost of living, the Bouygues Group continued to pay particular attention to employees in the lowest wage brackets.

In the face of global inflation, **Bouygues Construction** launched a bonus campaign last year in eight countries, including Hong Kong, Morocco and the United Kingdom. In France, the lowest wage brackets as well as young people who had recently joined the payroll benefited from an exceptional pay review. Profit-sharing arrangements continued at Bouygues Construction.

Bouygues Immobilier reviewed salaries from a positive standpoint, keen to mitigate the effects of inflation. In all, the average increase was 3.18% in 2023, despite the tough economic conditions. In April, the basic salaries of customer advisers, which are not normally reviewed because their income is commission-based, were increased.

Colas, which operates in 53 countries, has been flexible in the face of widespread inflation. A number of initiatives were rolled out in its main employment catchment areas: in the United States, an exceptional pay review was held in the summer of 2023 to help retain key talent categories and address gender pay gaps, particularly in operations. As a result, in the United States, the total budget allocated to these pay increases was close to 7% over the full year. Salaries in central and eastern Europe, for example, were increased by an average of close to 10% in 2023. In France, after payment of special one-off bonuses to almost 70% of employees in 2022, a total budget of 5% was mobilised in 2023 for pay reviews in the interests of fairness and retention at all levels of the organisation. Colas France negotiated a new calculation agreement linked to the voluntary profit-sharing agreement signed in 2022 to improve the scope for potential gains.

(a) Collective investment fund used for employee savings schemes. Payments by employees are transformed into units. Through this collective arrangement, unitholders' interests can be aligned, and they can have a say in management by electing members to represent them on the fund supervisory board.

(b) This certification attests to the green credentials of investment funds and is aimed at financial players who act in favour of the common good using transparent and sustainable practices (source: French government).

(c) Shorthand link to the list on UN website: https://bit.ly/3UeUhJi.

(d) The Group-wide agreement on the single plan was entered into on 29 September 2020.

Employees of **Equans** in France were given the chance to become Bouygues SA shareholders. In the United Kingdom, employees in the lowest wage bracket were awarded a £500 bonus over and above the usual pay increase. Some 60% of Equans employees (Belgium, France, Germany and the Netherlands) also became eligible for various profit-sharing schemes.

In 2023, **TF1** rewarded the efforts of employees, including those on fixed-term contracts, through compulsory and voluntary profit-sharing. A new three-year agreement on voluntary profit-sharing was signed with trade unions in early 2023. On average, an employee on the payroll for the whole of 2022 received a bonus equivalent to around 1.5 months of net salary excluding top-up contributions (two months on average over the three years covered by the previous agreement).

In October 2023, **Bouygues Telecom** finalised and enhanced the increases negotiated in March (4% of the total payroll of eligible employees) for gross monthly salaries below €3,500. Employees hired after March 2023 also benefited from an exceptional pay increase.

Employee benefits

Bouygues provides its employees with a welfare safety net, both in France and in other countries. This is based on strong labour relations, in keeping with the Group's mission to make life better every day.

In France, all employees benefit from personal risk coverage (incapacity, long-term disability and death) and healthcare insurance, in accordance with the minimum requirements of the relevant collective agreements. The Group personal risks scheme covers the employees of Bouygues Construction, Bouygues Energies & Services[a], Bouygues Immobilier, Bouygues Telecom and the parent Bouygues SA. Colas, Equans and TF1 each have their own schemes covering personal risks and healthcare costs.

In addition, the Welfare Committee, a French non-profit organisation set up in 1969 by the Group's founder, Francis Bouygues, assists employees facing temporary or unforeseen hardship, such as illness or temporary financial difficulties. Financial assistance may take the form of either a loan or a grant.

International[b]: expansion of BYCare

Founded in 2019, BYCare aims to guarantee a common core of harmonised and universal benefits available in the Group's various international operations. It covers all the Group's employees outside France, equating to 109,300 employees. In each country where it operates, BYCare places the Group, in terms of best practice, at least on the same level as a benchmark panel of companies operating in its sectors of activity in that country.

BYCare includes all-causes death coverage and work-related death coverage and, since 1 January 2024, parental leave cover. New elements are due to be added to BYCare, focusing on social protection (long-term disability cover).

BYCARE: INTRODUCTION OF PARENTAL LEAVE COVER

Plans to extend cover to include parental leave were driven forward by trade unions alongside senior management, culminating in the signing of a Group-wide agreement at the European Works Council (EWC) meeting in Geneva on 28 September 2023. This meeting was attended 40 representatives from member countries (including France) and a representative of the European Federation of Building and Woodworkers (see 3.2.1 "Base labour relations on constant and constructive dialogue").

Since 1 January 2024, generous parental leave benefits have been available to Group employees outside France. This BYCare parental leave package offers employees a period of leave to care for their child(ren) whilst remaining on full salary. This has resulted in:

- First caregiver leave for those who have chosen to prioritise caring for their child; or
- Second caregiver leave for those who wish to care for their child alongside the primary parent.

The BYCare parental cover package ensures that all employees will remain on full salary for:

- 1st caregiver: at least 14 weeks (98 calendar days).
- 2nd caregiver: at least 1 week (7 calendar days).

BYCare parental cover applies to:

- all births, including adoptions, on or after 1 January 2024;
- regardless of the length of service, for employees recruited locally outside France on a permanent contract; and
- irrespective of the number of hours worked, for employees recruited locally outside France for a fixed term.

3.2.4.2 Promote career development within the Group

Internal job mobility

Internal job mobility is a natural by-product of the Bouygues group's culture, which is founded on the values of trust and imparting expertise. With the support of its six business segments, the Group held Moby Days, a week-long internal mobility online event, from 27 to 31 March 2023. Over 1,000 employees in France logged on, with the initiative achieving an overall satisfaction score of 8.4 out of 10. The six business segments were able to draw on Group-wide resources such as the MobyClic extranet, to contribute to common initiatives and to apply them specifically to their own subsidiaries.

On 8 September, Olivier Roussat reminded the 580 managers attending the Group Management Meeting of the importance of facilitating job mobility within the Group. Internal job mobility is common practice within each of the Group's business segments, but more needs to be done. Bouygues plans to showcase potential pathways for employees to move between its six business segments, including international mobility opportunities. As part of its "People First" action plan, the Group aims to:

- set consistent, Group-wide rules that encourage internal job mobility;
- roll out a state-of-the-art information system through which employees can access all opportunities to take their career within the Group to the next level; and
- work towards quantified targets, with progress monitored closely by senior management. Increase the number of people moving between business segments from 150 to 600 annually.

In 2023, **Bouygues Construction** disseminated its Internal Mobility Charter via Smart Moovin, its internal job mobility platform available in both French and English. Bridges – an innovative scheme in place within Bouygues Travaux Publics and VSL International – promotes careers within Bouygues Construction by seconding employees to two international locations over a two-year period. From February 2023, 20 experienced employees from the

(a) Equans subsidiary since January 2023.

(b) Excluding France and French overseas departments and territories.

two entities were hosted in a new country (such as Dubai, the United States or the United Kingdom) before moving on in January 2024. The first intake for Bridges was 45% female and represented 13 different nationalities as well as a range of professions, including production personnel. Added to that, within Bouygues Bâtiment France, 130 people attended the various Moovin Days held throughout the year and open to all.

Bouygues Telecom's mobility policy was taken to the next level, with almost one in two positions requiring experience filled through internal mobility last year.

Support for high-flyers

The Group's employees are trained at all levels of the organisation, through common management training curricula and other courses delivered by the six business lines. There is also a robust programme to enable women and men to develop their skills and advance their careers within the Bouygues group. For affairs within its remit, the Group relies on the IMB[a]:

- to disseminate the fundamentals of the Bouygues group's culture and its pledges;
- to create a space for participants to interact directly with senior management on strategic issues;
- to help foster strong networks between managers in the six business segments through peer sharing sessions.

The IMB's initiatives aim to unite the Group's managers around the Group's mindset. Its "Campus", "Perspective" and "Trajectoire" courses (see 3.2.3.3 "Promote diversity – a source of creativity and performance", paragraph on Awareness and Training) include a number of mandatory training modules on topics such as business ethics, decarbonisation and inclusive management. "Campus" is for all permanent members of Group Management Meetings (580 members) and guest managers, as well as for managers from support departments (such as Finance and Legal). It focuses on the following: "Culture and values", "Sustainable development pledges & Tomorrow" and "Leadership and management". In January 2023, participants had the opportunity to go on a one-week fact-finding mission to Sweden and Denmark to learn about and deepen their knowledge of best practices (on issues such as environment and energy) from local companies and institutions.

In addition to the new managerial culture that underpins all new training programmes, **Bouygues Construction** last year held its first international Périclès course, aimed at directors of very large projects. In this course, which is taught in English, participants learn how to manage ambitious projects and also gain insights into how others work by going on a field trip. Eighteen employees, including four each from **Colas** and **Equans,** undertook this training in 2023. To give new managers the keys to success, Bouygues Construction also introduced a new promotion system for Director and Deputy Director job profiles. Any employee who is promoted is encouraged to attend a personal development course within the next 12 months and to participate as a guest in Group-wide assignments to experience more than just their usual duties. This new promotion system concerned 169 employees in 2023. In the summer of 2023, Bouygues Construction also launched ByCamp in France and internationally. Over the course of two weeks, 1,800 employees were trained in relevant issues linked to corporate strategy, from climate and innovation to teamwork. Sessions were available in French or English.

On a worldwide basis, **Colas'** training budget represents 2% of payroll (3.71% in France). Over half of all training hours are dedicated to safety.

Equans runs 40 on-line Equans Academies by area of expertise to train employees in the basics, from culture to organisational design and management organisation.

Founded in partnership with HEC Paris and the Collège des Ingénieurs, the Equans Leadership Programme (beginning in 2023 and consisting of two four-day on-site modules) supports current and future managers in their role as change agents within the company by providing them with the necessary skills to meet the constant challenges they face.

The pilot session of the Engineering curriculum took place in November 2023 and was a resounding success. It was repeated in early 2024 for all design office and engineering managers, with the aim of increasing the contribution of this category of staff to project teams, particularly in the area of creative collaboration.

For its profit centre managers, Equans in 2023 introduced the Business Profit Centre (BPC) curriculum, which is delivered remotely on a residential basis. It focuses on management principles, business conduct, management practices, risk management, tools and practical applications. In France, 230 senior managers have received this training.

Equans' PM1 and PM2 training courses have been available since 2022 to support employees in the core aspects of project management, with an emphasis on performance culture, operational excellence and Equans fundamentals. The PM2 curriculum was designed to develop the skills of those managing large-scale projects, in close collaboration with the Operational Excellence department. Learning is based on the *Principles of Project Management* handbook (see section on Equans under Skills development).

Long-term career management

Identifying and developing talent within the Group is the cornerstone of the arrangements put in place by the six business segments.

As part of the talent retention policies managed by the HR departments of each business segment, career committees exist to address the specific development needs of their employees and operations.

In 2023, the Group:

- purposefully monitored and developed the talent identified in specific departments (such as finance and IT);
- prepared the organisation of Talent Committees by country to identify high-potential profiles and cross-reference needs between the business segments active locally.

Group-wide committees also meet annually, bringing together HR managers and operational executives from the cross-company functions such as legal, IT and HR to analyse career opportunities within all entities and promote internal job mobility.

Skills development

Bouygues invests in training to support its people, contributing to their employability and the development of new skills, at a time of increasingly fast-paced climate, behavioural and technological change.

Within the Group, the average number of training hours per employee trained was 22.6 in 2023, an increase of 23.5% compared to 2022. Overall, 47.6% of the training provided focused on safety, 36.4% on operational skills and 16% on management, personal development and language learning.

(a) The Bouygues Management Institute.

Preparing employees for the emerging job categories through training is a priority for the Bouygues group, which also means harnessing their creativity and innovative potential. To give job opportunities within the Group a more international dimension, the business segments are developing training in the geographies where they operate. This represents a considerable advantage for developing skillsets, internal job mobility and opening new horizons up to employees.

As part of its "People First" action plan, the Group aims to do the following by 2025:

- establish an inclusive and innovative training model
- take steps to boost the employability of its employees, and
- develop training programmes suitable for the professions of the future through specific programmes in conjunction with specialist partners.

In support of the Bouygues group's Climate strategy, employees are informed about and trained in environmental transition issues, including the protection of biodiversity (see section 3.3.1.3 in the Environment section). Thanks to a network of 580 in-house trainers, almost 27,000 employees in the 30 countries where the Bouygues Group operates have been trained in "La Fresque du Climat", which was also offered on the Bouygues stand at the Viva Technology trade fair on 17 June 2023 to raise awareness of climate-related issues.

As part of its digital transformation, the Bouygues Group operates a network of around 3,200 IT and digital employees, called ByTech. In 2023, ByTech set up a data science community to accelerate the sharing of expertise within the group. Through special theme days and hackathons in which students can take part, ByTech gives employees the opportunity to grow by sharing experience and skills. It also provides a forum to explore career opportunities within the Bouygues Group.

Bouygues Bâtiment France, part of **Bouygues Construction**, last year overhauled its training programme for worksite supervisory and operations staff. In Switzerland, Losinger Marazzi is helping employees to acquire new skills-based qualifications, such as the Certificate of Advanced Studies in Timber Construction. In Africa, DTP Mining (part of Bouygues Travaux Publics) trained 26 cohorts of trainees last year, bringing the total number of trainees to 317, with the aim of recruiting young talent – 66 were hired from this training programme – and training them up to the grade of quarry manager.

Since introducing "La Fresque du Climat" in 2020, more than 14,000 **Colas** employees have been trained by 280 workshop coordinators. Colas has adapted this workshop to its own imperatives, focusing on its business lines to include high carbon-emitting areas and short-term remedial actions. To develop the expertise of teams on the ground, Colas has since last year offered training in environmental engineering and re-meandering[a] of waterways. Other technical courses are planned to help teams market low-carbon solutions. A module has also been developed to improve acceptance of worksites by local residents.

To support the development of large-scale-project managers as part of a wider drive for operational excellence, **Equans** has created the PM2 Learning Journey, which since 2022 has so far trained 189 such project managers in France and abroad, across all entities and areas of expertise. The findings of working groups were presented to the Equans Executive Committee at an annual event with the entire intake (PM2 Day). At Equans Belux, candidates without the required skill sets are helped through the Create Our Technicians (COT) project. Added to that, technical managers in the Programmes sector now receive training to take better account of biodiversity in their work planning.

TF1 is committed to training every single member of staff on green transition issues by the end of 2024. In 2023, initiatives were focused on journalism (Journalism and climate), technology (Responsible digital use), production (Ecoprod) and business purchases (Responsible purchasing).

Give training a global dimension

Training is also dispensed through country-specific schemes. Efforts are made to standardise training so as to facilitate mobility in terms of both profession and geographical location within the Bouygues group, both in France and internationally.

ByLe@rn, **Bouygues Construction's** e-learning platform, offers a catalogue of over 900 training opportunities, of which 45% are available in English. In addition, ByLe@rn offers a catalogue of online content from external providers which is available in over 15 languages. As part of its new Greenlight strategy, Bouygues Construction trained more than 400 teams online and 350 in the field (including worksites) through the "Experience your values" workshop, available in several languages. The purpose of this workshop was to streamline processes and improve communication by looking at the big picture with the help of brainstorming activities. A comprehensive range of language learning opportunities are also available, from private and group lessons to coaching sessions. Its self-service Gofluent platform, available as a mobile app since 2022, gives access to free courses.

Bouygues Immobilier opened up training opportunities to employees in Poland by introducing modules in English and Polish.

In 2023, **Colas** set up a Managers portal accessible from all its countries, offering 12,000 items of content in various languages, covering support services and cross-disciplinary expertise.

At **Bouygues Telecom,** all new managers are invited to attend training courses which explain what is expected of managers and introduce them to the HR meetings that they have to hold for their reports. This hybrid module is taken by over 150 managers each year, 60% of whom represent internal promotions.

Training initiatives

Scope[a]: France - International (companies with more than 300 employees)	2023 Group total	2022 Group total[b]	2021 Group total[b]
Number of trained employees	107,106	84,831	76,087
Number of training hours	2,425,877	1,552,069	1,215,131
Average number of training hours per trained employee	22.6	18.3	16.0

(a) Coverage rate: 93% of the Group's headcount (Scope 4)
(b) Excluding Equans

Indicator available at bouygues.com: Training by type in France

(a) Technique that consists of lengthening the course and reducing the slope of a river to make it more winding and thus better able to support life (source: France Terme).

3.2.4.3 Innovation through intrapreneurship

Since going live in 2017, the Bouygues group's intrapreneurship programme has constantly evolved, helping the Group's internal innovation culture become firmly established. For 2023/2024, efforts will focus on fast-tracking existing projects that have shown sizeable potential but which have so far been held back by a lack of resources. The Group's aim is to be a catalyst for these initiatives, in close collaboration with their sponsors, for rapid and significant impact.

The selection process will focus on five or six promising projects, which will undergo an intensive fast-tracking phase. An initial announcement was made at Viva Technology 2023, followed by a call for submissions, which ran until the end of July. Projects were assessed at an action tank in September, resulting in the drawing up of a shortlist.

Key fast-tracking phases

- Kickstarter (October 2023): teams begin their incubation period at the Group's E-lab, including in-depth training in agile methods. Here they dedicate 25% of their time to the project.
- Fast-tracking (November 2023 - April 2024): intensive period of focus for the teams (50% of their time) accompanied by personalised, logistical and financial support from the E-lab.
- Evaluation and investment: regular assessments lead to investment decisions, ranging from €0.5 million to €1 million.
- A follow-up action tank will be held in May 2024 to review the progress of the various projects and determine whether these should be integrated into the Group or set up as independent entities.

This programme represents an entirely new way of proceeding by focusing on fast-tracking high-potential projects to broaden the scope of innovation and maximise the impact of intrapreneurship initiatives within the Group.

3.3 ENVIRONMENTAL INFORMATION

Further information can be found by visiting bouygues.com or consulting the CSR documentation of the individual business segments available on their respective websites.

3.3.1 General environmental policy

3.3.1.1 Environmental policy

The climate emergency is one of the major social and environmental challenges facing the Bouygues group's business segments. Bouygues' Climate strategy is based on three pillars:

- developing a portfolio of solutions that make a positive contribution to the green and energy transitions,
- reducing direct and indirect greenhouse gas (GHG) emissions and
- implementing a robust agile strategy. Consistent with its Climate strategy, the Group is enacting indicator-driven initiatives to limit and then reduce the environmental impact of its operations.

The environmental policies of the Group's business segments cover the various phases of their activities.

All Group business segments factor environmental issues into some of their ranges of products and services from the design phase. At the construction businesses, this is embodied by:

- environmental labels and certifications for their products (BREEAM®, HQE™, BiodiverCity, Minergie[a], BBCA[b], etc.);
- promoting the circularity;
- optimising and maximising recycling on worksites; and
- lifecycle assessments being used systematically in new builds in France and in projects under development internationally, with eco-friendly alternatives being proposed.

Research into environmental solutions is a key focus of innovation for the Bouygues group's business segments, which are developing a portfolio of solutions to address the green and energy transition, particularly Equans.

Concerning Group operations (primarily worksites and fixed locations), management of environmental impacts chiefly relies on the use of environmental management systems (ISO 14001) as well as certifications (such as HQE™ BREEAM®).

In addition, the Bouygues group's construction businesses have developed their own methods for assessing environmental performance that factor in the specific features of their respective activities: TopSite (see 3.3.1.2) at Bouygues Construction; and/or environmental self-assessment checklists for production activities[c] at Colas (covering 93% of Colas' sales before inter-company eliminations relating to materials production activities) and the Unicem[d] environmental charters covering extractive industries at Colas.

(a) Minergie® is a pan-European performance label originating from Switzerland. It is mainly prescribed by Losinger Marazzi, Bouygues Construction's Swiss subsidiary.

(b) The BBCA low-carbon building label certifies that a building has an exemplary carbon footprint and factors in circularity criteria, such as new selective deconstruction methods and the "Booster du Réemploi" (Boost re-use) initiative, throughout a building's lifecycle.

(c) Mixing plants, extraction sites, binder plants, bitumen deposits, concrete batching plants, recycling platforms, waste storage installations.

(d) France's national association of quarry and construction materials industries.

With regard to the construction and operation of its own buildings, the Bouygues group has an environmental certification policy: the headquarters of Bouygues SA, Bouygues Construction (HQE, LEED, BREEAM), Bouygues Telecom's Technopôle, Printania (a customer relations centre) and the data centre sites, all carry ISO 50001 certification.

Given the type of products and services offered by the Group, environmental-performance policies and initiatives applied when structures are in the operating phase are crucially important. For example, Bouygues Construction and Equans support customers in managing and limiting their final energy use. Their offers include performance commitments in the form of Energy Performance Contracts (EPC) for commercial and residential properties (see paragraph 3.3.4.2).

Environmental certifications relating to the operation of buildings (HQE™ Exploitation, BREEAM in use) prescribed by the business segments carry requirements in energy and resource management in the areas of operations and maintenance.

3.3.1.2 Environmental risk prevention

Risk analysis

In general, prevention requires early-stage analysis that maps or assesses the environmental risks connected with production sites or fixed business-related locations.

The main environmental risks are identified in Chapter 4 of this document, in sections 4.1 Risk factors and 4.3 Vigilance plan.

Environmental Management Systems

To reduce environmental hazards on Bouygues Construction worksites and at locations operated by Colas, both business segments rely on environmental management systems largely based on ISO 14001. At **Colas**, certification may apply to the entities as a whole or to individual industrial sites or worksites.

Bouygues Construction indicator

Indicator	Scope (activity or region)	Coverage	2023	2022	Remarks
Proportion of sales covered by an ISO 14001-certified EMS[a]	Global	97% of Bouygues Construction's consolidated sales	97%	92%	Management of environmental impacts in Bouygues Construction's operations is enhanced by a risk prevention policy based on an ISO 14001-certified environmental management system used almost universally. Saudi Arabia is now covered, bringing the total to 97%.

(a) Environmental Management System.

At Colas, management of environmental impacts is based partly on environmental certification and partly on self-assessment of industrial materials production activities using the Colas environmental checklist; 93% of sales before inter-company eliminations relating to industrial sites are covered by at least one of these two systems. Annual cross-audits of subsidiaries in Belgium, mainland France and Switzerland, conducted by specially trained internal auditors, serve to evaluate facilities and reinforce prevention. This measure was rolled out to Canada in 2022 with the training of 18 auditors in the various national subsidiaries. Since 2022, 18 cross-audits have been carried out in Canada. This measure will continue to be rolled out in other geographical areas internationally during 2024.

Environmental checklists, used by Colas for over 20 years, target ten different types of permanent facilities: mixing plants, extraction sites, binder plants, bitumen deposits, concrete batching plants, recycling platforms, waste storage installations, workshops, storage facilities and laboratories. All such units conduct an annual self-assessment using the checklist specific to their operations. In total, that represents over 2500 checklists with respect to the business activities concerned. The findings from the checklists are used to:

- determine the level of environmental safeguarding for operations, and
- pinpoint areas of non-compliance that could have a negative impact on the environment.

Actions are then defined to improve environmental management for these operations.

Bouygues Construction continued rolling out the internal TopSite label, three years after it went live. In total, in 2023 45% of worksites have been labelled TopSite and 82% were assessed during the reporting period or beforehand. TopSite covers environmental, social and HR-related issues as well as innovation. This scorecard, which covers construction operations, has started to be applied to infrastructure. All themes are weighted proportionally. Earning the TopSite label reflects a determination to deliver excellence in almost every aspect of CSR. TopSite also drives improvements in CSR progress for national markets such as Australia (AW Edwards), where all eligible projects have been assessed since the certification was launched there. As with Bouygues Construction's CSR strategy, TopSite has been revised and its new version will come into force in 2024.

Colas indicators

Indicator	Scope	Coverage	2023	2022[c]	Remarks
Materials production activities that control their environmental impacts (Colas environmental checklist[a] and/or environmental certification[b]) as a % of sales before inter-company eliminations	Global	100% of sales before inter-company eliminations at materials production activities	93%	80%	In 2023, the ratio of materials production activities controlling their environmental impacts was up sharply thanks to improved environmental management as a result of nearly 300 additional environment checklists (ECHO).

(a) Activities to which the checklist applies: Pre-cast concrete units industry, ready-mix concrete industry, plant, asphalt mixing plants, cold-mix plants, emulsion factories, hot-mix plants, landfill, borrow pits, quarries/gravel pits, recycling platforms, laboratories, bitumen depots.
(b) In 2023, "Workshop" and "Laboratory" activities were removed from the reporting tool CeS@R (although they are still monitored in ECHO), and the recording of sales before inter-company eliminations was automated. The figures for 2022 have therefore been recalculated.
(c) The 2002 figures have been restated following the divestment of Branscome.

3.3.1.3 Train and raise awareness to help protect the environment

The Bouygues group runs a wide range of training and awareness-raising programmes for employees and externals on the importance of protecting and restoring the environment.

Raise public awareness

The **TF1 group**, Bouygues' media subsidiary, is the Group's channel for raising awareness about environmental issues among the public throughout the year, via:

- its Ushuaïa TV theme channel;
- the many shows aired by its TV channels and platforms. These include TV news reports, in particular a section dedicated to answering viewers' questions and *Terre Augmentée*, under the *Notre Planète* label. There are also the *Génération Ushuaïa* and *Impact Positif* programmes and special operations such as '24 hours for Biodiversity';
- cartoon series aimed at children;
- its digital platforms, such as the *Impact Positif* section on TF1Info.fr and the "Ushuaïa TV For Change" range of documentaries on MYTF1.fr; and
- its "*Impact Positif*" podcast.

In addition, the News department's new environmental roadmap was unveiled in November 2023. New initiatives included a waste prevention week on TF1's 1pm news bulletin, aimed at highlighting waste prevention, recycling and re-use. Furthermore, this was backed up supplemented by a week devoted to COP28 on TF1's 8pm news bulletin, covering numerous a range of items including the "Terre augmentée" climate-related segment with Yani Khezzar.

Since January 2022, TF1 PUB has been operating EcoFunding, an advertising fund with an environmental focus that is fully financed by the TF1 group. EcoFunding finances the broadcasting of campaigns that raise public awareness of the environmental impact criteria recommended by Ademe. Each advertising campaign by an advertiser that meets the Ademe criteria triggers a contribution by the TF1 group to the EcoFunding programme, in proportion to the media budget assigned by the advertiser.

So far 31 eligible campaigns have resulted in a gross contribution of €3.9 million to the fund. This fund enabled four awareness campaigns, each lasting at least two weeks, to be broadcast in 2023 over the TF1 group's channels, with the spotlight on the following criteria:

- environmental labels;
- the "Énergie" label;
- repairability index.

In 2023 the EcoFunding programme also introduced a mentoring system, and a fourth film was produced and aired on the subject of repairing and extending the life of products.

The TF1 group's ad sales arm continued taking steps to raise awareness within the profession via "Fresque de la Publicité", a resource aimed at all advertising market stakeholders, which was co-created with the company *Youmatter* and Mathieu Jahnich, an ecological transition consultant.

As co-founder of Ecoprod, a non-profit whose aim is support the broadcasting sector (cinema, advertising, TV, etc.) in jointly assessing and reducing its environmental impact, the TF1 group also participates in training broadcasting industry personnel on environmentally friendly production techniques. In 2023 it helped upgrade the "Carbon'Clap" carbon calculator, which measures the impact of audiovisual productions.

Lastly, "Ensemble pour la planète", an on-demand offer dedicated to the planet, showcases a selection of programmes from Ushuaïa TV throughout the year, to inform, raise awareness of and highlight issues related to climate, biodiversity and the environment, in a positive way and with a focus on everyday life.

It is free to Bbox customers in the form of a regularly updated playlist that provides practical and facts-based information on environmental issues, while taking account of the latest consumer habits and trends.

Training and awareness-raising at Group level

The Group Sustainable Development-QSE department holds seminars to train Group managers to self-assess their own practices and situate themselves in relation to best practice as defined by the EFQM (European Foundation for Quality Management) model and ISO 26000. The seminar programme – called "Abby" – has organised a total of 111 sessions (with an average of around 12 participants per session) since its launch in 2006.

Since October 2019, "La Fresque du Climat" climate workshops have been available throughout the Group. Dovetailing with the Group's Climate strategy, this educational workshop enables participants to grasp the main climate change mechanisms and the impacts that business has on the planet and people's health. At 31 December 2023, 27,000 employees had taken part in this workshop with the help of an internal network of 580 facilitators. In 2023, the "2 Tonnes" workshop continued to be run, with 1,500 employees taking part in 145 workshops.

The Responsible Digital Technology initiative that the Group launched in 2021 continued its commitment to tackling climate challenges; in October 2023 this included a morning event organised by the ByTech community (the Group's IT and digital function, which has 3,500 employees). The main themes discussed by the six business segments were "Green IT" and "IT for Green", with particular emphasis on ideas connected with carbon accounting, re-use, accessibility and the negative externalities relating to digital technology.

Initiatives of the Group's business segments

In conjunction with these Group-wide initiatives, the six business segments organise and run training and awareness-raising exercises so that the specific challenges relating to their respective activities can be taken into account. For example, their training programmes contain several modules that are partially or wholly devoted to such issues.

On Bouygues Construction and Colas worksites, teams regularly participate in 15-minute QSE starter meetings, thereby raising awareness about the quality, safety and environmental issues specific to the work in progress. The environmental themes covered during these meetings can include waste and pollution hazards.

The **Colas** CSR department has developed a range of training and awareness-building resources based on its ACT (Act and Commit Together) corporate sustainability drive and CSR initiative (including webinars, educational module and a self-assessment). In 2023, the CSR department rolled out "Starter ACT", a motion-design video that explains Colas' eight CSR commitments. This is addressed to all staff, including worksite employees. The video has been translated into the various languages of the Colas group and has been viewed more than 11,700 times.

- In 2023, Colas held its third annual Environment Day to raise employee awareness of issues connected with water (water stress, impact of Colas' activities, microplastics). This took the form of a 15-minute Environment "starter" session on the worksites as well as conferences, webinars and grassroots discussions. Factsheets with practical actions for worksite personnel were also circulated. Additionally, the Environment department also trains staff year round through in-house programmes (Colas University and the Colas Campus training platform with online modules focusing on environmental topics).
- Furthermore, various awareness initiatives were rolled out throughout the year, including:
  - the "Low Carbon Way" workshops, at which employees learn about the Group's activities, their impacts and carbon footprint, while highlighting the low-carbon solutions used at Colas. At end-2023, over 300 employees in France, the United States and Switzerland had attended these workshops.
  - Colas USA organised its annual convention which showcased ACT, with presentations on low carbon solutions, health and safety, and community action. CSR awards were also presented at this event.
- During Mobility Week in September 2023, Colas promoted its innovative mobility solutions (Wattway, Flowell and Moov'hub) internally and on social media.

In 2023, Colas relaunched its EOCE programme to ramp up the skills of its environment officers. This programme is based on brainstorming and on enabling the participants to share their experience. The objective is to explore topics of particular importance to the entity, and to capitalise on shared ideas within the network. To date, 21 of the 68 environment officers have participated in the programme.

To get each employee on board with the Climate strategy, **Bouygues Construction** last year introduced an online training module called "Agir pour le climat", which provides a clearer overview of the construction industry's carbon footprint and how employees can reduce it.

Bouygues Bâtiment International continued to roll out the "Let's Clim'Act, the Game", a learning workshop along the same lines as "La Fresque du Climat" but focusing on construction activities. Bouygues Bâtiment France continued rolling out the training module for project managers on regulations relating to water legislation and the protection of biodiversity.

Bouygues Immobilier continued boosting the skills of its internal teams and external stakeholders as regards the challenges of the transition, by means of a number of training courses, webinars, conferences and trade fairs (MIPIM, SIBCA and SIMI). In 2023, 85% of employees completed the module "Bouygues Immobilier face aux enjeux climatiques", while "La Fresque des Nouveaux Récits" was offered to all new employees.

In 2023, aside from running the "La Fresque du Climat" workshop, **Bouygues Telecom** continued rolling out training and awareness-raising in the following ways:

- an e-learning programme available to all employees, covering themes such as carbon footprint, climate change and eco-design;
- organising "2 tonnes" workshops, conferences on the environment and broadcasting documentaries to all employees;
- organising workshops addressed to specific employees according to their job;
  - "La Fresque du Numérique" digital workshops addressed to employees in the Information Systems division;
  - monthly breakfasts on the theme of sustainable development for buyers;
  - conferences and workshops for employees in the Networks division.

Bouygues Telecom, like TF1, has teamed up with mobility specialist Betterway to launch the sustainable mobility plan, which helps employees who want to reduce their carbon footprint when commuting.

At **TF1**, an ambitious training project was set up with several organisations to raise awareness about the challenges of the green transition and to involve and empower all employees in relation to the group's climate strategy. Since 2021, training on environmental and climate issues has been delivered as closely as possible to the people whose work touches on these issues (journalism and climate, responsible purchasing, advertising and climate, eco-production, digital sustainability, etc.). Two-thirds of the TF1 group's permanent employees have been trained since the launch of this course in 2021 (over 3 years), of which a third in 2023, and all permanent employees will have taken a training course on the green transition by 2024. Above and beyond this overall objective, in 2023 the business segments kept to their undertakings to provide the following training:

- 50% of editorial teams completed the journalism and climate course on the challenges of the green transition;
- 70% of technology department employees completed the programme on awareness of digital responsibility;
- 50% of the TF1 Production teams were trained on the green transition and eco-production;
- 100% of buyers based in operating units were trained on responsible purchasing.

Equans is providing workshops for its employees throughout the world, such as the "Fresque du Climat", to boost awareness of climate challenges as well as presenting the group's Climate strategy and the actions that have been taken. In France, for example, the workshop "Inventons nos vies bas carbone" aims to make each and every employee aware of how to adopt a low-carbon lifestyle. Internationally, “Our Fundamentals” presents how Equans aims to respond to environmental challenges.

Raise awareness among the general public

The Bouygues group works to build awareness about environmental protection and climate change among external stakeholders.

This includes taking part in international events to promote its initiatives and innovations for making urban environments more sustainable and making progress become reality.

- In June 2023, Bouygues showcased the Group’s innovations and its ecosystem at the Viva Technology event (14-17 June 2023). The innovations on display and the events held focused on issues such as the climate, smart cities and mobility.
- In October 2023, Bouygues took part in the Pollutec trade show (9 to 13 October 2023), where at its stand and during talks, it presented all its solutions aimed at tackling current environmental challenges.
- Bouygues, together with other participants, contributed to “50°C in Paris”, which aims to raise awareness and prepare this region and its inhabitants for extreme temperatures.

In September 2023, **TF1** PUB published a low carbon guide proposing various solutions to help its customers reduce the carbon footprint of their campaigns on MYTF1.

Bouygues Telecom continued to develop “Mon empreinte Smartphone”, a free app that can be downloaded from the Apple App Store and the Google Play Store. The app gives users – customers and non-customers alike – a detailed picture of their 4G/5G and WiFi data usage and the equivalent footprint in grammes of CO_2 Bouygues Telecom also raised awareness about the options available for repairing, recycling and trading in smartphones under the “Sustainable Smartphone Solutions” programme.

Bouygues Telecom boosted its customers’ awareness of eco-friendly behaviour by signing the Ecowatt charter and expanding its communication channels: newsletters, a section on eco-friendly behaviour on the TV interface, and regular publication of educational content in the digital magazine *le Mag*.

Awareness-raising workshops were also organised for external audiences. For example, on Global Recycling Day the teams at Bouygues Telecom held two “La Fresque du Numérique” workshops in partnership with the City of Lille.

In addition, Bouygues Telecom is continuing to develop “Source”, the first mobile plan to promote digital sustainability and social responsibility. The concept: the plan comes with 10 GB of monthly data - any unused data remaining at the end of each month is automatically converted into “droplets”, which customers can donate to the non-profit of their choice directly via the app. Furthermore, in 2023 over 50% of the droplets collected were donated and 63% of customers have already supported non-profits, representing around 700 projects.

To raise awareness among its B2B customers, in 2023 Bouygues Telecom Entreprises (BTE) launched a CSR ecoportal to advise businesses on their CSR initiatives.

Colas raises awareness of environmental issues related to its activities among external stakeholders through local dialogue activities, which help increase acceptance of its permanent facilities among local residents. Colas also holds Innovation Days for its customers, showcasing its low-carbon solutions and raising awareness of safety and environmental issues. Colas regularly updates its corporate website, www.colas.com, which gives pride of place to external sustainability policy and presents its eight CSR commitments (ACT project) in a dedicated section.

At the beginning of 2023, a video recalling the main events of 2022 was broadcast on social media. This video highlighted the key achievements relating to Colas’ eight CSR commitments. Sustainability policy also features prominently in the internal magazine, *Routes*, which is also available on the intranet, and in the magazines produced by its subsidiaries (e.g. *L’Échangeur*, in France). Colas provides regular information to highlight its CSR commitments and initiatives and those of its employees around the world. In 2023, Colas presented its sustainable solutions at various trade fairs, including World Road Congress in Prague, Pollutec in Lyon and Highways UK in Birmingham.

In June 2023, **Bouygues Construction** welcomed 250 customers to a conference at which the teams were able to share news of Archisobre, a building concept that makes more economical use of natural resources and energy.

Bouygues Immobilier has been helping three schools with an art and education initiative relating to the Étoile project. More than 300 students were able to work on sustainable development topics thanks to workshops organised by the subsidiary UrbanEra. In 2023, at the launch of its “Jardin rafraichissant” concept of gardens to combat heat islands, Bouygues Immobilier was able to raise awareness among visitors to the “Jardins jardin” event, as well as on social media.

At **Equans**, Bouygues Energies & Services is taking part in the “Better Together Supply Chain Sustainability School” programme. Based in the United Kingdom, the aim of the programme is to help suppliers and subcontractors improve their environmental, social and economic performance. It provides training, resources and advice to assist companies with implementing sustainable practices in their business.

3.3.1.4 Provisions and guarantees set aside for environmental risks

The direct pollution risks to which **Bouygues Construction** is exposed in the course of its business are carefully assessed using risk analysis procedures applied to all operations. Since the risks are limited in nature and strictly controlled, there is no cause to set aside a material amount of provisions.

Pollution risk is included in **Bouygues Immobilier**’s major-risk map, under the heading of climate risk and environment. Land-purchasing procedures include preliminary soil testing. Obtaining a report certifying the absence of any soil or subsoil pollution is a necessary precondition before signing a contract for the purchase of land. An exemption may only be granted upon prior authorisation of the vetting committee. In this specific case, cost overruns from decontamination, assessed on a case-by-case basis, are folded into the total cost of the transaction, prior to signature of the land-purchase contract.

Colas makes provisions for clean-up expenses on contaminated land when the amounts have been determined using an assessment by an independent firm and when a date for site rehabilitation has been set (e.g. by the competent authority) or is otherwise known (e.g. date of lease termination). With regard to financial guarantees and provisions for rehabilitation, a large number of quarries and other sites worldwide are subject to specific regulatory requirements when they are no longer operated and require provisions to cover environmental risks during operation. This entails a wide variety of guarantees and practices (such as performance bonds, insurance, escrow accounts and provisions) that depend on national laws. Colas’ provisions for on-site rehabilitation commitments totalled €199 million in 2023. To date, there is nothing to indicate that these comprehensive measures are insufficient, either during internal or external audits, or during the investigation of insurance claims.

In the course of its activities, **Equans** is exposed to limited environmental risks. These risks are carefully assessed using risk analysis procedures applied to all operations and do not result in a material amount of provisions needing to be booked.

There are no business-related environmental risks at TF1 and Bouygues Telecom that would warrant the booking of provisions.

3.3.2 Help fight climate change

Notwithstanding the Paris Agreement, greenhouse gas emissions (GHG) are continuing to increase worldwide. The Sixth Assessment Report of the IPPC, published in March 2023, underscores the need to take immediate action in all industries. With this in mind, the Bouygues group is continually improving and adapting its solutions in order to reduce the carbon intensity of its activities and value chain.

In response to the climate emergency, each of the Group's business segments has drawn up targets for reducing their greenhouse gas emissions in line with the Science Based Targets initiative (SBTi). By the end of 2023, five of the six business segments already had SBTi-certified targets in place, while Equans, which joined the Group in 2022, plans to submit its application in early 2024. SBTi certification encourages the Bouygues group's business segments to become increasingly efficient and ambitious in reducing their emissions, and substantiates the need to switch to less carbon-intensive production processes and activities.

In 2023, the roll-out of the climate strategy in the Bouygues group's business segments picked up speed. Action plans with tangible solutions were drawn up to reduce the impact of the activities of each business segment as well as their customers' business. When making investment decisions, each of the Group's business segments gives preference to equipment and technical solutions that reduce its carbon footprint, while diversifying its portfolio of activities towards operations with lower GHG emissions. Bouygues Construction, for example, is increasing the proportion of renovation work compared with new builds, while Colas Rail accounts for an increasing share of Colas' sales. There was also the launch of Bouygues Immobilier's Nouveau Siècle subsidiary.

Each business segment's climate strategy is based on several complementary pillars, in compliance with the methodological framework of the Net Zero Initiative, which is to:

- Prioritise the rapid reduction of direct and indirect greenhouse gas emissions, in line with the targets set by SBTi.
- Support customers by offering products and services that:
  - avoid greenhouse gas emissions. The range of solutions offered by the Bouygues group's business segments already include products and services designed to avoid increasing, or help reduce, GHG emissions on behalf of the company and its customers (renewable energy production units in a geography with a carbon-intensive energy mix, public transport solutions such as tram lines and underground trains with the reuse of materials).
  - help develop carbon sinks, over the long term, that will cover residual emissions, thus making a fair contribution to carbon neutrality, and provide financial support to initiatives that capture carbon naturally by using voluntary market mechanisms. Rejeneo was created within the Group to support each entity in these complex market and financing mechanisms. The idea is not to offset emissions, but to help revitalise degraded natural areas (e.g. forests, wetlands, mangroves, etc.).

In late 2020, Bouygues officially affirmed its support for TCFD[a] principles by signing up to this ad hoc platform. In respect of the four main reporting themes, the Group follows the recommendations in four areas (governance, strategy, metrics and targets). The risk management theme is being further developed in connection with the implementation of the Group's climate roadmap, as part of the efforts on the duty of care.

The Bouygues group has been a firm supporter of The Shift Project since it began in 2010. In 2023, Bouygues specifically contributed to designing a research project on resilience strategies in the post-carbon transition. In 2023 the Bouygues group helped the "Convention des Entreprises pour le Climat" (CEC) to fund resources for accelerating the green transition and monitoring new economic models. The CEC's aim is to transform what are currently our extractive economies into regenerative ones.

3.3.2.1 Measure greenhouse gas emissions to assess the material impacts of business activities and products on climate change

The Bouygues group's business segments audit their carbon emissions pursuant to Article 75 of the Grenelle II law (Law 2010-788 of 12 July 2010 on France's national commitment to the environment). In response to regulatory developments, the Group has expanded its carbon reporting to include Scope 3b, which also covers indirect emissions downstream of its value chain (use of products and services). Various methods are used in carbon accounting. In 2022, Colas introduced a new method for calculating its carbon footprint based on physical flows and on expenditure data contained in its accounting systems. This new methodology is based on calculating emissions by Colas' major purchasing categories, thus making it easier to identify emissions-reduction measures in order to assess their impact.

In line with the recommendations of the "Guide to reporting against the Green House Gas Protocol for construction companies" produced by the European Network of Construction Companies for Research & Development (ENCORD), Colas does not publish CO_2 emissions relating to the use of its products, such as roads and railway lines in this instance.

(a) Task Force on Climate-related Financial Disclosures, which was set up at the behest of the G20 leaders. It exists to encourage companies and organisations to communicate transparently on climate-related financial risks so that investors can take them into account in decision-making (definition by EcoAct).

Bouygues group greenhouse gas emissions (millions of tonnes of CO_2 eq.)

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total
Coverage as a percentage of sales	97%	86%	100%	100%	86%	100%	
Scope 1	0.1	<0.1	1.5	0.5	<0.1	<0.1	2.2
Scope 2 (Location-based)	0.1	<0.1	0.1	<0.1	<0.1	<0.1	0.2
Scope 2 (Market-based)	<0.1	-	0.1	n.c.	<0.1	<0.1	0.1
Scope 3a	1.9	0.2	9.0	3.1	0.1	0.7	15.0
Scope 3b	2.8	0.2	n.c.	0.4	0.3	0.1	3.8
TOTAL SCOPE 1 TO 3B (LOCATION-BASED)	**4.9**	**0.4**	**10.6**	**4.1**	**0.4**	**0.8**	**21.2**
TOTAL SCOPE 1 TO 3B (MARKET-BASED)	**4.9**	**0.4**	**10.6**	**4.1**	**0.4**	**0.8**	**21.2**
CARBON INTENSITY (TONNES OF CO_2 EQ./€ MILLION)	**504**	**249**	**661**	**218**	**166**	**107**	**379**

n.m. = non-meaningful: indicates all figures below 0.05% or 0.05.
n.c.: = not calculated: indicates any item that is not yet calculated.

Bouygues group greenhouse gas emissions (%)

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total
Coverage as a percentage of sales	97%	86%	100%	100%	86%	100%	
Scope 1	1%	0%	7%	2%	0%	0%	10%
Scope 2 (Location-based)	0%	0%	0%	0%	0%	0%	1%
Scope 3a	9%	1%	42%	15%	1%	3%	71%
Scope 3b	13%	1%	n.c.	2%	1%	0%	18%
TOTAL SCOPE 1 TO 3B (LOCATION-BASED) (MILLIONS OF TONNES OF CO_2 EQ.)	**23%**	**2%**	**50%**	**19%**	**2%**	**4%**	**21.2**

n.m. = non-meaningful: indicates all figures below 0.05% or 0.05.
n.c.: = not calculated: indicates any item that is not yet calculated.
Figures are rounded down to the nearest integer.

Measuring greenhouse gas emissions (based on the GHG Protocol® since 2023) is useful for providing ideas of scale and identifying areas for improvement, but cannot be considered a reliable performance indicator because of the inherent uncertainties. Additionally, this exercise is tightly correlated with yearly sales volumes, which can limit the use of this analysis on its own. Instead, it produces orders of magnitude and pinpoints areas in which action can be taken.

*At **Bouygues Construction**, greenhouse gas emissions decreased for scopes 1 and 2 as a result of the continued rolled out of the following initiatives: an increase in the proportion of biofuels, an increase in the proportion of green electricity purchased, an increase in the proportion of hybrid or electric vehicles and digital monitoring of energy use, which has reduced electricity consumption. For scope 3a, the slight rise is due to the increase in the proportion of products with a higher carbon content than housing, such as hospitals and data centres, while the fall in scope 3b is due to the shift in order intake towards countries with a less carbon-intensive energy mix.*

*At **Colas**, direct emissions from fixed combustion sources (scope 1) remained relatively stable in 2023 due to growth and an increase in asphalt mix production, offset nonetheless by the use of lower-emission sources of energy (mainly the replacement of heavy fuels with natural gas and the use of biofuels). Indirect emissions related to electricity used (scope 2) remained relatively stable in 2023. The use of low-carbon electricity continued. Scope 3a greenhouse gas emissions fell by 5%. This reduction was due to the following: purchase of less carbon-intensive materials (mainly less carbon-intensive concrete and cement in France, etc.), more reliable input data for calculation and for emissions factors compared with the cautious approach adopted in 2022 (main cause), the determination and application of emissions factors for the US/Canada and the possibility of breaking them down for each lead reporting entity.*

***Equans** carried out its first worldwide audit in 2023. Scopes 1 and 2, representing around one fifth of the audit, were calculated on the basis of physical flows. Scope 3, mainly represented by purchasing, was calculated on the basis of commodity groups (80% based on expenditure and 20% estimated). Similarly, scope 3b relating to energy performance contracts and fixed assets was calculated on the basis of physical flows. Equans is continuing to roll out its plan for vehicles and buildings, and is currently working on the purchasing categories with the highest emissions (cables, coolants and repurposing).*

*At **TF1**, the scope of the carbon audit in 2023 included the Tour TF1 and Atrium buildings in Boulogne-Billancourt (just outside Paris), the TMC subsidiary in Monaco and all head office activities of the Newen subsidiary in France. The electrification of the vehicle fleet resulted in lower fuel consumption and a reduction in scope 1. The significant reduction in the carbon impact of scope 3a is mainly due to the following methodological changes: the switch from "Bilan Carbone" methodology to the GHG Protocol one, the integration of more reliable carbon data from suppliers involved in the decarbonisation process, the use of Boavizta emissions factors to make the calculation of the carbon impact of IT equipment more reliable, and the transfer of the carbon impact of broadcasting service providers to scope 3b. In addition, scope 3b was assessed for the first time in 2023, and takes into account the broadcasting and viewing of content on all of the TF1 group's channels and platforms.*

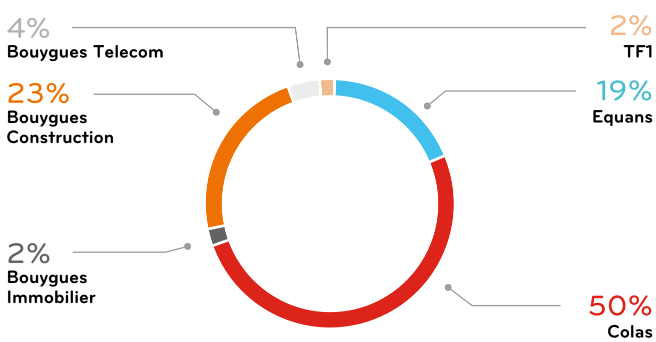
*At **Bouygues Telecom**, network capacity improvements and the increased use of digital services led to a rise in indirect energy-related emissions, while the reduced use of fuel oil by power generators in the network, together with the "greening" of the vehicle fleet, resulted in a fall in direct greenhouse gas emissions. Furthermore, the slowdown in capital expenditure compared with 2022 led to a drop in Scope 3 emissions.*

Generally speaking, the Group's business segments continue to work hard to develop the most accurate forms of carbon accounting possible, taking a broad-based approach. Offering low-carbon solutions to customers is a priority for the Group. This includes timber constructions, the use of lower-emission materials (such as low-carbon concrete) and consideration of usage behaviour as well as maximising energy efficiency, implementing circular-economy initiatives and pooling telecoms infrastructure.

Bouygues group greenhouse gas emissions by GHG Protocol source (tonnes of CO_2 eq.)

GHG Protocol categories	Scope	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total
1. Purchased goods and services	3a	1.7	0.2	7.2	2.4	0.1	0.5	12.1
2. Capital goods	3a	<0.1	<0.1	0.4	0.2	<0.1	0.1	0.8
3. Fuel- and Energy-Related Activities	3a	<0.1	<0.1	0.3	0.1	<0.1	-	0.4
4. Upstream Transportation and Distribution	3a	<0.1	-	0.9	-	-	-	0.9
5. Waste generated in operations	3a	0.1	<0.1	0.1	<0.1	<0.1	-	0.2
6. Business travel	3a	<0.1	<0.1	<0.1	0.1	<0.1	-	0.1
7. Employee commuting	3a	<0.1	<0.1	0.1	0.1	<0.1	-	0.2
8. Upstream Leased Assets	3a	-	<0.1	-	-	-	-	<0.1
9. Downstream Transportation and Distribution	3b	-	-	-	<0.1	0.1	-	0.1
10. Processing of Sold Products	3b	-	-	-	-	-	-	-
11. Use of Sold Products	3b	2.8	0.2	-	0.4	0.2	<0.1	3.6
12. End-of-Life Treatment of Sold Products	3b	-	<0.1	-	-	-	-	<0.1
13. Downstream Leased Assets	3b	-	-	-	-	-	0.1	0.1
14. Franchises	3b	-	-	-	-	-	-	-
15. Investments	3b	-	-	-	<0.1	-	-	<0.1

GHG emissions by business segment (scopes 1,2,3a and 3b)



Measuring the Group's digital carbon footprint

As part of the Responsible Digital Technology initiative (managed by the Information Systems division of Bouygues SA, which assists the various IT departments of the business segments with this task), the Group reviewed and revised the calculation of its carbon footprint in 2023. Recent publications on the impact of digital technology show that unless steps are taken to save energy and increase efficiency, CO_2 emissions in the sector will grow exponentially. In this respect, having undertaken to "Comprendre, Mesurer et Agir" ("Understand, Measure and Act"), the Group was keen to bring the measurement of its carbon footprint under the aegis of the IT departments of the six business segments. The main preparatory work consisted in taking an inventory of the digital equipment pool in order to define the scope of measurement. Using these elements, which constitute the main physical data, it was possible to calculate emissions, particularly by linking them to specific emission factors (supplier lifecycle analysis for each product). The study also took account of infrastructure elements (network and data centres) and the main cloud applications. Employee travel was also taken into consideration in order to comply with the methodology of the GHG Protocol® and cover the various categories. A shared methodology was used to calculate the emissions of the six business segments, resulting in better consolidation. This measure will give rise to internal action plans in 2024.

The Paris Agreement recognises the motivational virtues of carbon pricing instruments for achieving the climate goals. The Bouygues Group is keen to get ahead of any regulations that may be introduced in connection with the implementation of a carbon cost, and has therefore turned to financial consultants Axylia.

Axylia's Carbon Score® uses a scale from A to F to assess a company's ability to pay its carbon bill, taking account of all its CO_2 emissions in Scopes 1, 2 and 3. The Bouygues group obtained a Carbon B score in 2024 on the basis of 2023 data. This score has also been validated by the Bouygues group's admission to Axylia's Vérité40® index, which contains the top-40 French companies able to afford their carbon bills.

3.3.2.2 Implement the Group's climate roadmap

Bouygues believes it has an important part to play in decarbonising the building and civil works sector, responsible for around 30% of global greenhouse gas emissions[a]. The construction and energies & services businesses alone account for over 90% of the Group's greenhouse gas emissions. Bouygues has therefore set itself four objectives:

- respond to the climate emergency by contributing to the target of global carbon neutrality (2015 Paris Agreement);
- meet the growing expectations of its stakeholders (customers, employees, the financial community, suppliers and subcontractors, civil society);
- transform climate change constraints into business opportunities and create differentiating factors;
- enhance its reputation as a socially responsible enterprise.

The nature and diversity of Bouygues' activities mean that the consolidation of a Group-wide Climate target is not appropriate. Nonetheless, all the business segments have used the same methodology to frame their Climate strategy. This shared methodology has eight pillars:

1. Defining a forward-looking scenario-based analysis.
2. Adapting business models to climate changes.
3. Setting GHG emission reduction targets for the three scopes (direct and indirect upstream/downstream emissions) in compliance with the 1.5°C 2030 target, and then in the long term.
4. Designing policies for helping customers (B2B and B2B2C) to reduce greenhouse gas emissions under Scope 3b.
5. Stepping up development of low-carbon commercial solutions as well as solutions for adapting to climate change.
6. Rolling out in-house initiatives to reduce the Group's carbon footprint.
7. Starting to list and assess the financial and human resources required for the implementation of the Climate strategy.
8. Fleshing out the governance structure of the Climate strategy.

The above methodology was developed in 2020 in conjunction with Carbone 4, an environmental consultancy, with particular reference to forward-looking scenario-based analysis. In that respect, two types of 1.5°C scenario resulting in a low-carbon company were developed based on research from the IEA[b]:

- The first scenario, focused on technology, postulates that the social and environmental transition will mainly rely on technological innovation capable of maintaining GDP growth while significantly reducing environmental impacts, through a kind of 'decoupling'.
- The second, focused on restraint, postulates that the social and environmental transition will rely on the notions of resilience and societal change through the adoption of a new concept of prosperity.

The analysis then sought to predict how the current activities of each business segment would fare in each low-carbon scenario. Also examined was how the new business paradigm arising from each would impact operations, either positively or negatively.

The risks and opportunities pinpointed through this exercise furnish an understanding of the stress resistance of each business segment's strategy against the backdrop of the different decarbonisation trajectories. As a result, each of Bouygues' business segments (except Equans) defined:

- the physical and transition risks, the factors which determine the scope of its activities and the markets which could be materially affected by climate change and the low-carbon transition, and
- targets for reducing their greenhouse gas emissions in accordance with the reference framework of the Science Based Targets initiative (SBTi) across the three scopes in the short term (from 2027 to 2030).

Carbon reporting became more reliable in 2023, which enabled the progress made to be gauged and also paved the way for more precise measurement based on physical flows. In addition, certain business segments set up processes to correlate the financial management cycle with the cycle for updating the carbon audits. Ultimately, the strategic plans must be consistent with the decarbonisation targets, and environmental performance will need to be managed in the same way as financial performance.

Greenhouse gas emissions reduction targets by 2030 (in absolute terms)

Scope	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom
Reference year	2021	2021	2019	Global carbon footprint audit for all scopes completed in 2023, SBTi application submitted in 2024	2021	2021
Scope 1 and 2	-40%	-42%	-30%		-42%	-29,4%
Scope 3	Building: -30% in physical intensity Civil works: -20% in absolute terms	-28%	-30%		-25%	-17,5%

(a) UNEP/GlobalABC.

(b) International Energy Agency.

The targets published by the business segments, which have been endorsed by the SBTi, will not be met unless the following areas are further addressed:

- Governance (see section 3.3.1 and paragraph 3.3.1.2).
- Decarbonisation of legacy activities and development of new commercial solutions (see paragraph 3.3.1.3).
- Responsible purchasing (see section 3.4.5).
- Raising awareness (see paragraph 3.3.1.3).
- Partnerships (see section 3.3.1).

The Climate strategy is managed at several levels. A Group Climate Strategy and Biodiversity Committee, representing all the business segments, meets quarterly. This committee brings together Sustainable Development Directors tasked with monitoring the roadmaps. This subject area is overseen by the Ethics, CSR and Patronage Committee of the Board of Directors of Bouygues, which meets several times per year to review these three themes on behalf of the Board of Directors (see section 2.3.5 of this report, Board Committees). The Board of Directors is also kept up to date on environmental issues, which are overseen by a director specially appointed to oversee this task. In addition, the Group's directors received training on climate issues in September 2022. They attended presentations on sustainable finance and the transition to a low-carbon future from three experts: Jean-Marc Jancovici (founder of Carbone 4 and The Shift Project), Laurent Babikian (director at the CDP) and Fabrice Bonnifet (Group Sustainable Development and QSE Director at Bouygues). Group executives and top managers are also kept regularly informed through Group Management Meetings targeting specific issues. The Climate strategy is also administered at business-segment level, tailored to each one's features.

At Colas, for example, the Low Carbon roadmap is overseen by the Environment department, specifically through a low-carbon strategy committee made up of carbon officers appointed for the regional business units. They meet four times a year and help to define the actions to be taken. They are also responsible for adapting the initiatives locally in the different regions. Representatives from the following support departments also sit on this committee: Equipment, Purchasing, Business Development, Technical R&D/Innovation and CSR. They are responsible for the issue at group level. This committee keeps the various stakeholders apprised about how the roadmap is progressing, and provides an opportunity for the officers to share best practice. Environment managers are also involved in the roll-out of the roadmap, particularly in relation to boosting awareness of the use of the carbon accounting tools and rolling them out locally.

Each business segment has identified avenues for achieving the targets, which were defined using SBTi-approved methods. There are similar actions common to all business segments, ranging from:

- for scopes 1 and 2 (direct GHG emissions): the gradual switch to renewable energy and the greening of the vehicle fleet (electric and hybrid) to the installation of EV charge points at offices and selected worksites;
- for Scope 3 (indirect GHG emissions): eco-design, helping the Group's suppliers and customers collectively to reduce their carbon footprint and use of resources, raising awareness among users, updating the Group's current products and services to be more energy-efficient and adapted to tomorrow's climate.

Bouygues also reaffirmed its commitment to the work of the Net Zero Initiative (NZI), a benchmark for collective carbon neutrality. This has focused on two other decarbonisation pillars: reducing others' emissions (Pillar B) and storage in carbon sinks (Pillar C). Every Bouygues group business segment has designed a methodology for calculating the volume of carbon emissions avoided by certain products and services. Bouygues is also part of Carbone 4's IF initiative, which aims to create a system for modelling the competing use of resources in a finite world, with the ultimate aim of helping to guide business strategies. Rejeneo, an initiative launched in 2023 and supported by Bouygues SA and Elan (the consulting subsidiary of Bouygues Construction), aims to create a consistent approach to preserving and restoring natural carbon sinks for all the Group's business segments. Its goal is to encourage the business segments and their customers to contribute to the development of carbon sinks through participation in voluntary carbon markets, covering only their residual and irreducible emissions. This provides another way of helping the drive towards worldwide carbon neutrality without detracting from the requirement to reduce emissions – which has been in progress for several years. The initiative focuses on the engineering for establishing carbon sinks, in association with a meticulously selected ecosystem of business partners, and is made available to each business segment in support of their long-term climate strategies. Information about the Bouygues group's Climate strategy is available at bouygues.com.

3.3.2.3 Contribute and promote climate-positive solutions

The effects of climate change are already observable. The Bouygues group must therefore develop ways of adapting and building resilience to climate change. New activities being developed include urban planning measures to combat heat islands and flooding, the rewilding of cities and the reversal of land take.

The recognised expertise of its business segments (construction, energies & services, media and telecommunications) has enabled the Bouygues group to design a multi-service offer to help urban communities reduce their carbon impacts. For several years, the Group has been innovating to make quantifiable progress in energy and carbon, offering solutions in the areas of low-carbon construction, eco-neighbourhoods, soft mobility and urban services, plus energy management and efficiency solutions.

The Group's 2023 Integrated Report[a], published on 27 February 2023, provides more information and examples of the low-carbon solutions that it has developed for customers.

The integration of Equans in 2023 enriched the range of solutions that the Group can provide to combat climate change.

- consuming less: monitoring, LED plan, free cooling, recovering waste heat;
- consuming better: heat pumps, ATES, BTES and natural coolants in buildings;
- consuming more flexibly: BACS, energy storage, smart grids.

Low-carbon infrastructure and buildings

11 SUSTAINABLE CITIES AND COMMUNITIES

Low-carbon buildings are an economic and environmental profit centre. The Bouygues group (Bouygues Construction, Bouygues Immobilier) and its business partners market scalable offers, beginning at the design stage and going all the way through to when buildings are up and running. These offers use traditional and bio-based materials that can be re-used or recycled, along with smart systems for optimised building management as well as renewable energy coupled with storage systems.

(a) bouygues.com

Colas is developing a broad portfolio of tangible solutions to climate-related challenges based on:

- promoting and increasing the share of lower temperature and semi-warm asphalt mixes and the use of cold asphalt mixes to reduce emissions from aggregate heating;
- the wider use of in-place pavement recycling techniques using emulsions, to reduce emissions from asphalt production and transport of virgin materials;
- increasing the integration of materials from recycling, or from external platforms, in the products manufactured on the group's industrial sites;
- the use of plant-based binders as a substitute for bitumen to reduce the carbon footprint of finished products;
- the inclusion of metakaolin and organo-mineral binders, which are low-carbon hydraulic binders;
- the use of low-binder concrete, resulting in lower emissions depending on use in road-building activities;
- concrete production with lower CO_2 emissions on Colas sites using optimised processes.

In March 2023, Bouygues Bâtiment Grand Ouest, a subsidiary of **Bouygues Construction**, handed over the Isabelle Autissier primary school under the terms of a global building performance contract. This high-performance positive-energy project is the first building in Brittany to achieve the E4C1 label, thanks in particular to its bioclimatic design, wood-fired heating plant and the installation of 192 photovoltaic panels. Half of the electricity produced by these panels is used by the school, and the other half is distributed to a dozen municipal buildings in a collective self-consumption grid.

In May 2023, Bouygues Construction inaugurated the former Airbus HQ in Suresnes, which has become a benchmark for the reversibility of an existing building. It makes extensive use of recycled materials, and was designed to be multi-purpose from the outset.

Align, a joint venture in which Bouygues Travaux Publics is a partner, won a prize at the annual Green Apple Environment Awards. It manages the Section C1 worksite of the HS2 high-speed rail line in the UK. The most recent lifecycle assessment (LCA) carried out in September 2023 forecasts a 42% drop in carbon emissions for the project.

At MIPIM 2023, Bouygues Construction unveiled the Archisobre building concept, the result of an unprecedented initiative to steer construction towards a very low-carbon future, and thus reduce the impact of commercial properties by a factor of three. Archisobre sets a threshold 40% below the targets of the RE2031 thermal regulation.

The first Loji construction project by **Bouygues Immobilier**, Les Lofts du Lac in Bordeaux, obtained "Objectif Biosphère" certification for the environmental credentials of its residential properties as well as the "NF Habitat HQE profil Taxonomie" certification. The Loji range, which is based on a prefabricated construction method, reduces not only the duration of projects and the disturbance caused, but also the quantity of raw materials used. These dwellings will have a lower environmental impact (carbon and biodiversity).

In 2023, Bouygues Immobilier stepped up its rehabilitation efforts by launching its new subsidiary Nouveau Siècle.

Soft mobility and urban services

Bouygues helps local authorities introduce sustainable mobility solutions. It develops transport infrastructure (tram lines, cycle paths, etc.) and designs soft mobility solutions for its eco-neighbourhoods. This includes links to public transport networks, vehicle sharing, electric vehicle charge points, shared parking spaces and e-bikes.

In 2022, **Colas** set up a business line dedicated to soft mobility within the Corporate Business Development department. Its job is to survey the soft mobility market, then identify opportunities, design solutions and support private and public bodies, thereby positioning the group in this fast-growing segment in many countries.

- Colas is developing low-carbon alternative transport infrastructures (such as tram lines and cycle paths) and designing soft mobility solutions that are connected to public transport networks, including electric vehicle charge points and shared car parks (including Moov'hub as used in the Parkin' Saclay app). In addition, innovative urban solutions are being offered to local authorities, including optimising truck traffic in built-up areas (Qievo, from Mobility by Colas) and a dynamic road marking solution to encourage calmer driving (Flowell).
- Qievo, under the Reguly brand name, has been used for the past four years to manage traffic around worksites in the Part-Dieu district of Lyon. The solution, also under the Fluideo brand name, is being used to regulate logistics deliveries for the construction of the Athletes' Village for the Paris Olympic Games. In 2023, Mobility by Colas won two calls for projects in the Paris region as part of its freight and logistics strategy for 2022-2027.
- Having obtained the requisite approvals from the French Ministry of Transport in July 2023, Colas is ready to market its Flowell pedestrian-crossing technology. The Flowell interactive luminous roadmarking system that improves safety at pedestrian crossings has been the subject of trials at 18 locations since 2019. It is the first dynamic roadmarking system to be approved under French regulations. Installing luminous pedestrian crossings has several objectives: slowing down vehicles, channelling the flow of pedestrians in the crossing area, encouraging cyclists to give way to pedestrians, and improving the safety of dense multimodal road junctions. Pedestrian crossings in France are the priority, but Flowell is also rolling out its products internationally via its partners Royal BAM Group in the Netherlands and TOA Road in Japan. Raised crosswalks, cycle path crossings and dynamic parking are also being studied by Colas and its business partners.
- In new forms of mobility, Colas – through its participation in the Horizon 2020 INCIT-EV project (in three stages: upstream through R&D, then during the construction of the demonstration site itself, and downstream through formulating the final recommendations) – has actively contributed to the design and production of a demonstrator for the dynamic charging of electric vehicles by induction, which will be developed over several years. From a broader perspective, the Colas group has continued to monitor and assess the technological options available for the development of electric mobility on road infrastructures.

Bouygues Immobilier is adding in soft mobility infrastructure to its Cœur de Vie developments, including electric vehicle charge points and bicycle parking. Urban services and mobility are also avenues for decarbonisation pursued by UrbanEra, a subsidiary of Bouygues Immobilier. UrbanEra has developed ELIOTH, a calculator that aims to reduce the carbon footprint of residents in relation to their habits (transport and housing).

Colas Carbon Counter

Colas' Environment department has developed a resource that automatically calculates the carbon footprint of a worksite as it progresses. Upon completion, a report can be sent to the customer, showing the confidence index indicating the accuracy of the calculation. This tool consists of a database updated by the carbon methodology officer using databases of national and international emission factors that are recognised and certified. A data analysis chart is used to make the calculation by automatically collecting the worksite expenditure data and matching this information with the adapted emissions factors. The tool is now available in France, Belgium, Switzerland, Morocco and the United Kingdom. In due course, it will be able to perform quantitative analysis of GHG emissions by type of worksite.

Manage energy performance: sustainability and efficiency for customers

The environmental certifications that the Group promotes for adoption include energy-saving targets. Energy Performance Contracts (EPC) give occupants guarantees on the energy use of their premises, for the duration of the contract. More and more residential properties and offices are being handed over with EPCs.

The Bouygues group's business segments offer customers innovative but competitively priced services for optimising energy use. In addition to expertise gained in designing passive-energy and positive-energy buildings and carrying out rehabilitation work, Bouygues Construction and Bouygues Immobilier are strongly committed to various initiatives and labels such as BBCA and 2,000 Watts.

- **BBCA**: at the second low-carbon property fair (SIBCA) in September 2023, Bouygues Immobilier was ranked third for the number of property developments completed during the year that met the BBCA low-carbon building standard. It also took third spot for the number of qualifying developments overall since the BBCA label's creation in 2016.
- **2000 Watts:** this Swiss certification recognises urban developments that commit to climate protection and show evidence of using resources sustainably. Losinger Marazzi, a Swiss subsidiary of Bouygues Construction, was the first to obtain this distinction.

The acquisition of **Equans** makes Bouygues a global leader in the fast-growing multi-technical services market. Teams at Bouygues Energies & Services and Equans provide services spanning different areas of expertise and services for managing building energy from regulation and balancing to metering. The installation of more efficient equipment combined with maintenance and/or operating contracts can ensure a sustainable reduction in energy use in commercial and industrial buildings, thereby reducing their carbon footprint.

In 2023, Equans installed new, energy-efficient street lighting in Washington D.C. (United States) and Villarrica (Chile). The upgrades have improved visual comfort while reducing the associated carbon footprint.

Equans designed, installed and operates a district heating network at Les Rives Ardentes, an eco-neighbourhood in Liège. The system supplies low-carbon heat to 1,350 homes.

At the RichesMonts cheese factory in France, Equans has installed a hybrid heat pump that recovers waste heat, thereby reducing gas use by 20-25%.

Renewable energy development solutions

Whenever possible, the Bouygues group's business segments use renewable energy sources as a way of reducing the energy footprints of their activities and the products they use. It is becoming vital to tap new renewable sources of energy in the context of rising prices.

Positive-energy buildings produce more energy – much of which is solar, biomass or geothermal – than they consume. Some of Bouygues Construction's and Bouygues Immobilier's developments carry this designation.

Colas has continued developing Wattway, firstly with the introduction of the Wattway Pack, which can be used to generate, supply and store renewable energy for roadside equipment as a self-contained system (electric bike charging point, pedestrian-crossing safety lighting, camera, bike counter, etc.). To bring this solution to market more quickly, Wattway has forged alliances with makers of this equipment, including Signify, the leading producer of smart lighting, and TagMaster, which manufactures bike counters.

In 2022, a partnership was signed between Toa Road and Colas Japan to market Wattway Pack in Japan, with the aim of powering roadside equipment and making it standalone in the event of a natural disaster. In Göppingen, Germany, business partner Leonhard Weiss set up its first site producing energy for own-consumption. Furthermore, the partnership with Royal BAM Group remains a success with the commissioning of two cycle paths, each of 1,000m², following a joint call for tenders by two provinces for equipping cycle paths (of which there are 35,000 km in the Netherlands) with traffic-resistant photovoltaic surfacing. Concurrently, Colas is launching Wattway into a second market: the production of renewable electricity for own-consumption by industrial or commercial businesses that have large car parks, in response to the regulatory objectives of the renewable energy acceleration law.

At SIBCA 2023, **Bouygues Immobilier** signed a partnership agreement with Equium to move faster in the energy transition. Equium specialises in the design, manufacture and marketing of a new generation of compressor-less heat pumps, which make use of the thermo-acoustic effect. Bouygues Immobilier will initially trial this technology near Angers, on a development that is due to be delivered in 2026 and which aims to meet the "2031 level" of the RE2020 regulations.

In addition, Bouygues Immobilier has introduced a system for measuring the level of carbon emissions avoided, which it has tested on the new Loji project: each new Cœur de Vie residence will come equipped with a heat pump to save on energy and allow occupants to optimise their consumption.

Since 2012, **Equans** has been developing bespoke projects around the globe for renewable power generation, from photovoltaic to thermal and wind power.

To tackle the intermittency of renewable energy, Equans has conducted 600 seasonal heat storage projects in the Netherlands. In Belgium, the company set up one of these systems for the head office of BNP Paribas Fortis.

In partnership with several manufacturers, Bouygues Energies & Services has developed a solution to replace internal combustion generators with a low-carbon solution fuelled by green hydrogen for use in remote or temporary locations.

Since 2022, **Bouygues Telecom** has had a contract in place enabling it to use hydrogen-powered generators for temporary telephony installations, thanks to a partnership with Bouygues Energies & Services.

Furthermore, several mobile telephony sites awaiting permanent electricity connections have been fuelled by green hydrogen power generators, thus avoiding the use of fossil fuels.

Business energy strategy: use less, use greener

Sustainable energy use within the business segments

The six business segments of the Bouygues group have all signed the EcoWatt charter applicable in France and committed themselves to implementing measures to limit energy use, as part of the broader Group Climate strategy, by contributing to GHG reduction targets under Scope 1 and 2. Colas and TF1 have also signed the GRTgaz EcoGaz Charter.

The aim of these actions is a 10% reduction in the Group's energy use in France by 2024 versus 2019. To ensure the correct roll-out of these actions and to verify the expected outcomes, a specific governance has been set up based on a network of "energy efficiency" officers.

The energy-saving measures taken by the business segments fall into several categories:

- **general energy efficiency measures**: for example, mobile network equipment is switched to energy-saving mode at night to limit consumption, with no impact on users;
- **energy flexibility measures** designed to avoid overloading the grid: Bouygues Construction, for instance, has a contract in place at Challenger, its headquarters, that reduces electricity demand by 400 kW through thermal inertia, load management and ground source heat pumps;
- **webinar and poster campaigns** to raise employee awareness about eco-friendly behaviour, the responsible use of digital technology, and the extra steps they can take in the event of a selective power cut. EcoWatt is also promoted internally.

In 2023 the TF1 group's News department renewed a major partnership with RTE in October to raise awareness of energy issues among viewers:

- by passing on EcoWatt and EcoGaz alerts in weather forecasts; and
- by regularly informing viewers about the risks of supply shortages on the power grid.

At Colas, an Energy liaison officer has been appointed in each branch in France to monitor consumption and order remedial action where necessary since 2022. Consumption patterns will be monitored and adjusted in France at senior management level.

The Group's business segments are implementing programmes to help limit or reduce energy use arising from their operations (most notably TopSite at Bouygues Construction).

Colas is rolling out renewable power generation systems as part of its low-carbon strategy. Examples include solar panels on quarry sites (France and Czech Republic), wind turbines (Belgium), worksite cabins that are self-sufficient in water and electricity (French Guiana) and the hydrogen generating set to replace a diesel set (French subsidiary Spac).

Colas also continues to transition to low carbon by investigating alternatives to fossil fuels (electricity, biogas, energy storage using green hydrogen, etc.) as a means of reducing direct emissions linked to the energy usage of its plant, vehicles and production facilities. In France, storage tanks for Oleo 100, a bio-based fuel produced exclusively from French rapeseed, were installed at several Colas sites in 2023, with the potential to fuel 700 trucks.

Colas moreover continues to work on several fronts to keep fuel and power consumption in check:

- at mixing plants, where specific software is used to track energy use and the temperatures of asphalt mix production in real time, using the internet and smartphones to send notifications and report data;
- through the "My Equipment" digital solution for recording and analysing the energy use of almost 6,300 specially equipped site machines and 9,000 vehicles. The goal is to improve average utilisation rates, cut idling rates and drive down energy use;
- by involving employees through the use of these tools to monitor the consumption of site machinery, as well as training on eco-driving.

Colas is also implementing the following techniques to save on energy:

- lower temperature asphalt mixes, which save some 15% in production-related energy relative to hot mixes;
- in-place recycling, via Recycol, which also saves energy by reducing the need for materials and transport.

Other than that, for its own transport requirements, Colas also uses rail and inland waterways as an alternative to road haulage.

Equans has undertaken to electrify 80% of its vehicle fleet by 2030 in countries where the energy mix has been largely decarbonised.

The **TF1 group** successfully renewed its ISO 50001 certification. This is in recognition of the 33% reduction in energy use since 2011 at the Tour TF1 site, exceeding the original target of 30% by 2025. As a result, a new 35% reduction target has been set for 2025.

Bouygues Telecom is implementing a purchasing policy for renewable energy. In 2021, it signed a supply contract containing a power purchase agreement (PPA), which will gradually cover up to 10% of its electricity use by 2024. Concluding the PPA ensures that the electricity is derived from renewable sources, in this case wind and hydro power backed by certificates of origin.

Colas indicators

Indicator	Scope (activity or region)	Coverage	2023	2022	Remarks
Energy use for drying in an asphalt mixing plant per tonne of asphalt mix sold (kWh per tonne)	Global	Asphalt mix production activities	82	80	Energy use for drying per tonne of asphalt mix sold varies according to the following criteria: • Using lower temperatures; • Controlling aggregate humidity levels; • Reducing consumption (through the use of telematics). In 2023, the rise in this indicator was due mainly to more energy-intensive production of hot asphalt mixes, caused by a fall (-8%) in sales of asphalt mix (particularly in France, the USA and Canada), which in turn led to a loss of efficiency in the mixing plants.
Greenhouse gas emissions from drying in an asphalt mixing plant per tonne of asphalt mix sold Kt. of CO_2 eq. per tonne	Global	Asphalt mix production activities	20	19	In 2023, the slight rise in GHG per tonne of asphalt mix sold was due to an increase in industrial activities in the countries where production is more carbon-intensive (particularly Poland and Australia), together with a fall in production in those where it is less carbon-intensive (particularly France, the USA and Canada).

Bouygues Telecom has implemented energy management systems and now has three ISO 50001-certified (energy management system) sites: Technopôle, in Meudon-la-Forêt, near Paris, the Printania customer relations centre and the Montigny-le-Bretonneux data centre (near Paris). At the data centre, a self-managing free-cooling system was installed on cooling units.

Widespread use of cold corridors reduces energy costs by 18% while helping to manage temperatures within the rooms. Other best practices are also being implemented, including regulating air-conditioning units and shutting down some units whenever weather conditions permit. Cooling represents 40% of a data centre's overall power drain

Group energy consumption (in MWh)

	MWh from renewable sources	MWh from non-renewable sources	2023 Group total
Gas consumption	15,853	4,067,786	4,083,639
Coal consumption	-	95,226	95,226
Gasoline consumption	281	447,907	448,188
Diesel consumption	113,090	4,441,158	4,554,248
Consumption of other types of fuel	4,280	695,425	699,705
Electricity consumption	1,069,647	707,459	1,777,106
Heat consumption	40,662	2,305	42,967
Steam consumption	-	1,364	1,364
Cold consumption	-	-	-
Other (hydrogen, etc.)	2	5,752	5,754
TOTAL	**1,243,815**	**10,464,381**	**11,708,196**

Energy consumption is split between the business segments as follows: Bouygues Construction (6%), Bouygues Immobilier (<1%), Colas (57%), Equans (20%), TF1 (10%) and Bouygues Telecom (7%).

Roll out solutions adapted to climate change

Climate change is having an impact on how the Group operates. Climate hazards have been classified according to the Taxonomy regulation, distinguishing between extreme and chronic hazards and between the elements (water, wind, temperature).

Coastal areas – which tend to be heavily populated – are at risk from rising sea levels and more extreme weather, accompanied by possible erosion and flooding. To gain public acceptance, protective structures in built-up coastal areas must blend in as much as possible. This is prompting the Bouygues group to develop innovative concepts, especially at Bouygues Travaux Publics' Technical department.

In 2023, Colas continued with its R&D initiatives on adapting to climate change. This included starting work on solutions to encourage the creation of "cool islands" and pathways in urban environments.

Colas has also invested in setting up a demonstrator in south-east France, which will produce a comprehensive systemic approach to addressing the issue of urban heat islands and sustainable management of urban water resources. At the same time, expertise in microclimate modelling and instrumentation is still being developed to assess the in-situ performance of its urban cooling solutions.

In relation to the effects of climate change, Colas is developing expertise in environmental engineering, focusing on the conservation and rehabilitation of natural areas or the restoration of degraded environments. This work includes improving drainage, creating habitats, reconnecting watercourses to wetlands and deculverting watercourses.

3.3.2.4 Reduce the Group's carbon footprint

Whether on worksites, at headquarters or in regional offices, the Group's business segments work hard to reduce the carbon footprints. The Group's priorities include the implementation of the RE2020 environmental regulation and the promotion of timber construction (see paragraph 3.3.2.4).

Within Bouygues Bâtiment France (Bouygues Construction), the "Building Differently" unit has three main priorities:

- limiting the environmental impact of projects by reducing GHG emissions, cutting the use of resources and preserving resources;
- building differently with the assistance of new digital tools, using prefabricated structures and building outside normal cycles;
- placing architecture and users at the forefront of concerns.

Bouygues Bâtiment France has to date built over 150 timber buildings. It has now launched WeWood, which places timber and bio-based construction at the heart of its strategy by encouraging the use of timber in construction projects. WeWood has four main objectives:

- to reduce carbon emissions by using timber wherever possible;
- to leverage timber as a means of speeding up alternative building methods (prefabricated structures, modular construction and scaling-up);
- to enhance the experience for customers, employees and local residents;
- to occupy a long-term position in the timber construction field through innovation and R&D.

The Le Berlier construction project at the heart of the 13th arrondissement of Paris sets ambitious environmental targets and uses several different materials (wood, concrete and metal). The combination of wood and concrete reduces the building's carbon footprint, saving 400 tonnes of CO_2 emissions, compared with all-concrete construction.

Bouygues Bâtiment France's target is that 30% of all projects will be timber-based by 2030.

To reduce the carbon footprints of projects, Bouygues Construction and Colas choose materials using eco-friendly alternatives and metrics to track energy savings. Lifecycle assessments are used thanks to systems such as SustainEcho (Bouygues Bâtiment France) and One Click LCA (Bouygues Bâtiment International).

The partnership contract between **Bouygues Construction** and Hoffmann Green Cement Technologies aims to design and test concrete mixes incorporating a new technology, H-EVA, developed by Hoffmann Green Cement Technologies.

The concrete is tested in precast mode, in lab conditions, to reduce climate-related variability. Trials have been conducted on some worksites. Bouygues Bâtiment International recently launched a major campaign among all its operating units to review existing solutions and current and past practices regarding low-carbon cements, to produce a summary guide and then help these operating units in their search for solutions.

Bouygues Immobilier is continuing its partnerships for the use of decarbonised concrete (Néolithe, Hoffmann Green Cement Technologies, Ecocem and CCB Green Tech). In 2023, the Empreinte project in Angers was one example of what these partnerships have achieved. The worksite combined technology from Hoffmann Green Cement Technologies with their clinker-free cement and an innovative contribution from Néolithe, which makes aggregates by fossilising non-recyclable waste into slabs with a very small carbon footprint. The project has been awarded the BBCA Excellence label.

Colas has set targets for reducing the carbon intensity of its direct emissions by 2030, with dedicated programmes for:

- reducing energy use at mixing plants. Energy intensity per tonne of asphalt mix produced is monitored worldwide;
- innovating with the firing process, and
- replacing high-emission fuels.

There are two interim targets: to equip 100% of road and plant vehicles with on-board data collection devices; and to ensure that vehicles equipped with these devices have their engines idling less than 20% of the time.

Energy efficiency is already taken into account when choosing which machines to buy. The target to increase average utilisation by 2% results in the least efficient equipment being automatically removed from the fleet.

The main achievements at Colas in 2023 were:

- roll-out of the Végéroad binder at various worksites, such as the Templeville Road site in Dublin, Ireland.
- use of the Recycol solution in Gabon for the in-place resurfacing of 43 km of road between Nsilé and Bifoun.
- introduction of a scale for classifying asphalt mixes from A to F according to their CO_2 emissions as calculated by Seve® eco-comparison software, at the Industrial and Technical departments in France. The classifications will be entered on the asphalt mix data sheets, and a digital tool is being introduced to track emissions at each mixing plant.

In addition, as part of its low carbon strategy, **Colas** continued its R&D efforts to identify and test solutions to reduce the carbon footprint of its operations. New applications for the bio-based binder Végécol are being tested, and the development of a range of solutions to reduce the carbon footprint of road surfaces has been initiated and is currently being evaluated on several worksites. This "low carbon emissions" concept was added to the Colas product ranges in France and Morocco.

In 2023, **Colas** developed its Colas Carbon Footprint tool, which displays the carbon footprint of the Group's entities in real time. This tool, which is based on the same methodology as the Colas Carbon Counter for worksites, makes use of physical and financial data. The roll-out of the tool at the entities has been supported by initiatives led by environment managers and carbon officers to improve the reliability of the physical data.

In the Group's telecommunications activities, operating fixed and mobile networks is **Bouygues Telecom'**s largest area of consumption. Even though energy use per site has been rising on an absolute basis owing to increased geographical coverage, government-required quality standards and customer usage, it has decreased significantly per terabyte carried and relative to number of customers (which is growing strongly). To make its mobile network more energy-efficient, Bouygues Telecom:

- regularly invests in new generations of more energy-efficient equipment;

- uses smart meters to improve monitoring of energy use and identify opportunities to reduce consumption; and
- is rolling out software to optimise energy use.

In practical terms, these actions are complemented by switching some equipment to standby mode during demand troughs at night, or in areas where traffic is sufficiently low. Nearly 12,300 of its mobile network sites are now equipped with these features (relative to the 154,000 meters).

3.3.2.5 Build partnerships to search for sustainable solutions

In order to achieve a better understanding of the future impacts of climate change on its business activities, the Bouygues group has become a partner and active member of The Shift Project (theshiftproject.org). This think tank works towards the decarbonisation of the economy. It comprises a multidisciplinary network of scientists and industry representatives acknowledged for their experience in energy and climate change issues. The purpose of this think-tank is to issue economically viable and scientifically sound proposals to policymakers.

The Bouygues group is part of a collaborative forward-looking venture bringing together over 15 large companies and organisations from various industries as well as several research institutes (UGA, Cirad, EM Lyon, Paris University, ESCP Europe, Georgetown University).

Coordinated by Carbone 4, the purpose of this research is to:

- develop forecasting tools and common, binding and rigorous methodologies that allow companies to develop strategies based on physically realistic transformations and collectively anticipate the disruptions likely to result from natural resource scarcity and climate change;
- work together to develop methodological semantics to structure and facilitate stakeholder discussions on forward-looking issues such as the future of mobility in a context of limited resources or changing lifestyles.

To ensure the widest possible dissemination and uptake, all deliverables will be open source.

As a founding member of the initiative, the Bouygues group works with representatives from other companies and an expert panel to help construct scenarios (e.g. defining assumptions). After a preliminary phase in 2022, the work – divided into three one-year periods – began in January 2023.

The Bouygues group is also a partner in Ideas Laboratory®, a think-tank bringing together experts, business leaders and researchers to carry out intelligence monitoring on the theme of the city of the future. Hosted by the CEA[a] in Grenoble, Ideas Laboratory® works to develop innovative projects meeting the societal challenges of tomorrow.

For the third year in a row, in 2023 the Group worked with Essec's Global Circular Economy chair, the first international academic chair dedicated to the circular economy. The purpose is to train the Chief Circular Economy Officers of the future, who will support the circular transformation of their organisations.

Bouygues Immobilier and Bouygues Bâtiment Île-de-France, both members of the Low-Carbon Building Association (BBCA), are participating in the development of the BBCA label, which promotes low-carbon buildings, by submitting candidate projects.

3.3.3 Minimise the environmental impact of business activities

3.3.3.1 Avoid waste

Pollution arising from the Bouygues group's business activities is diverse and varied, involving air, water and soil. This is mainly generated by the Group's building and civil works sites or related to the industrial activities at certain fixed locations.

On the Group's worksites and fixed locations, certifications (ISO 14001) and/or in-house standards (Bouygues Construction's TopSite label and Colas' checklists) are the main resources available to operating units for preventing pollution.

Bouygues Construction places these subjects within the criteria to be eligible for the TopSite label (see paragraph 3.3.1.2). Emergency procedures exist in the event of pollution incidents that put in place the appropriate remedial action. In addition, a database keeps a list of hazardous materials and the associated preventive measures. Worksites must implement procedures for controlling environmental impacts on local residents.

As part of its ACT corporate project, Colas has developed a roadmap relating to the impacts and acceptability of its activities with two objectives:

- prevent and limit all types of pollution (water, soil, air, odours, dust, waste, noise, vibrations) across all of its operations, whether fixed locations or worksites.
- increase public acceptance of business activities at a local level, by analysing the local ecosystem, training site managers and supervisors in dialogue with local communities and providing the tools for facilitating these conversations.

In 2023, **Colas** renewed its commitment to environmental action with a charter outlining its goals and targets for reducing the environmental footprint of its operations.

All environmentally certified sites have an environmental analysis, dashboards and action plans. In 2023, the environmental checklist was reviewed from A to Z to adapt and tighten up environmental risk management requirements on site. This review identified priority requirements for the industrial sites as well as environmental standards, enabling the prioritisation, by activity, of areas where environmental excellence is expected.

In addition, as required by the regulations, major projects are routinely subject to specific arrangements (e.g. environmental protection plans). This applies to the Bus Rapid Transit system project in French Guiana, for example.

The environmental certifications used by Bouygues Construction and **Bouygues Immobilier** also contain points to watch during the construction phase. For example, an HQE™ project must ensure that all kinds of pollution (air, water and soil) are kept to a minimum. The Clean Worksite Charter aims to prevent and reduce air, water and soil pollution. Lastly, the quality benchmarks (e.g. HQE™, BREEAM® and LEED®) promoted by Bouygues Construction and Bouygues Immobilier comprise obligations for the design and operational phases that reduce air, water and soil pollution.

Air, water and soil pollution arising from the operations of TF1 and Bouygues Telecom are very low and, moreover, immaterial on the scale of the entire Bouygues group.

(a) The French Alternative Energies and Atomic Energy Commission.

3.3.3.2 Reduce other disturbances

The other forms of disturbances to which the Group's activities may give rise are mainly exposure to noise (either day or night-time), odours, night-time lighting or vibrations. Its media and telecoms businesses are affected by the issue of exposure to electromagnetic waves generated by their activities.

Acceptance of production sites and worksites by local residents is a sensitive question for the Group's business segments. In addition to the measures set out in the ISO 14001 environmental certification, disturbances to local residents are among the points monitored by internal standards such as the TopSite label, Clean Worksite Charter and Colas checklists. One of the components of **Bouygues Construction**'s TopSite initiative addresses the management of noise pollution in consultation with project stakeholders. Bouygues Immobilier checks noise levels on sites covered by the Clean Worksite Charter. Where necessary, remedial measures can be taken to reduce disturbances resulting from excessive noise or vibrations.

Colas offers solutions for curbing noise pollution in and around worksites. For example:

- Qievo limits disturbances in dense urban areas by regulating the logistics of supplying urban worksites. In particular, this involves directing construction site trucks to dedicated routes by setting up temporary parking areas and coordinating the overall flows by means of a control centre.
- Aximum also markets its own solution, which displays real-time journey times for alternative routes around worksites, in order to streamline traffic and limit the impact on local traffic conditions, thus reducing vehicle emissions.

Colas works to promote public acceptance of industrial facilities, particularly those related to the use of bituminous binders. Solutions are implemented to eliminate the odours arising from the production process (charcoal filters, reduced temperatures for storage or production, etc.). Systems have also been developed to collect feedback and complaints from local residents, if any. The aim is to correlate these with potential sources of disturbance in order to understand and reduce the impacts more effectively.

Road traffic generated by the transportation of materials may also be a source of disturbance to residents. Colas therefore favours reusing materials at the worksite itself to avoid transporting them for external disposal, and it offers its customers eco-friendly alternatives. Industrial activities are also making greater use of backloading to optimise haulage.

Bouygues Telecom is especially attentive to exposure to waves emanating from its masts (see section 4.1.5.5, Effects of Electromagnetic waves). Bouygues Telecom has a specially constituted team that closely monitors changes in the French and European regulations on radio frequency exposure. It is responsible for implementing procedures for the application of these rules.

3.3.4 Draw inspiration from the principles of the circular economy

Since 2020, France's Energy Transition for Green Growth law has dictated that 70% of the waste produced by the construction and public works industry must be recycled. In 2020, the Bouygues group's business segments identified several potential angles – environmental and business-oriented – for rising to this challenge and are continuing their efforts to develop exemplary practices and operations in each of their activities. Various initiatives are already in place within the Group to take into account the guiding principles of the circular economy and eco-design. These include:

- selecting sustainable materials in design phases;
- using less resources in the building of deliverables and making more use of renovation and rehabilitation;
- recovering and recycling materials, whereby waste is reintroduced into the production cycle as a secondary raw material, and
- using innovation to lengthen product lifecycles.

The Group organised a masterclass on the circular economy in 2023 attended by several senior executives from the Group's business segments. At this event, the research undertaken by students from the circular economy department at Essec was presented by the Bouygues employees who had been monitoring their work.

Bouygues Bâtiment France's zero-waste worksite policy has two foundations: acting early, from the design phase, to reduce waste (eco-design), and supporting the process afterwards by improving management of residual worksite waste.

Bouygues Bâtiment France's objective is to implement the policy across all its projects, or at the very least have one worksite per operating unit that is implementing the policy.

Bouygues Bâtiment France last year updated its environmental standards, giving them the status of official guidelines. In all operations, waste must be systematically sorted into seven types of waste. Skips for the collection of recyclable unsorted waste are no longer permitted, except in special cases. Non-recyclable waste skips are kept to a minimum and monitored as part of the goal to achieve zero final waste.

Bouygues Immobilier, Bouygues Bâtiment France and Linkcity are now partnering with around 30 project owners, having launched – in 2020 – "Booster du réemploi" (Boost Re-use), a collective initiative for promoting the reuse of materials. At the moment, there is no shortage of such materials, but demand channels are disorganised. "Looping", an on-line platform, provides snapshots of demand and forecasts trends. Every year, each signatory must commit five worksites to supplying themselves with materials reclaimed from deconstructed buildings.

LinkCity has pledged to conduct at least one project using reclaimed materials per year. Other Bouygues group solutions further the aims of the circular economy by making use of contributions from:

- the collaborative economy, which leads to optimised use of the goods and services offered, e.g. shared spaces in the eco-neighbourhoods built by Bouygues (car parks, gardens, third places, etc.);
- scalable building design principles that increase the scope for reversibility, as well as extensions and changes in use over the lifecycle of the building or infrastructure.

In order to raise awareness among its employees, **Colas** implements the schemes made available by the Essec Circular Economy department, which it supports via Bouygues: a MOOC on applying circularity to organisations was provided for all Colas' employees. In 2023, Colas also partnered the launch of the Essec Circular Economy chair in Rabat, offering the students an opportunity to study how worksite plant is reconditioned at the Colas Morocco workshops and arranging a visit during which employees and students were able to share their experiences.

Colas also raises awareness among its employees through everyday actions such as limiting single-use plastics, collecting litter in the vicinity of worksites, and other community initiatives (Clean-up Days, community collections of second-hand clothing, etc.).

3.3.4.1 Produce less waste: reuse, recycle and repurpose

Recycle and reuse construction-related waste

Environmental management systems (e.g. ISO 14001), as well as internal standards (TopSite label, Clean Worksite Charter and Colas checklists), make provision for responsible waste management. For example, one of the prerequisites for obtaining the TopSite label (which is awarded to **Bouygues Construction**'s worksites) is sorting waste into at least three separate channels (inert waste, non-hazardous waste and hazardous waste) or more where required by applicable legislation.

The Group's business segments, working with the construction industry as a whole, aim to limit the amount of waste generated by construction activities and to promote recycling through a number of programmes. For example:

- Bouygues Immobilier signed a partnership agreement with Tri'n'collect for the optimised sorting of worksite waste for improved recycling.
- Bouygues Construction rolls out programmes for reducing and recycling waste on construction sites, especially for civil works activities.
- As part of the Grand Paris Express major infrastructure programme, nearly 200 kilometres of tunnels are being dug, producing 45 million tonnes of spoil to be removed. To monitor environmental impact and ensure traceability, Société du Grand Paris has set up a special web platform and a process for managing and recycling waste. The platform, called TrEx, is aimed at firms that produce waste as well as transport firms and storage-site managers. Each digital form contains about 40 fields to fill in including the quality of the spoil, the transport firm's identification number, and the origin and destination of the spoil. The platform has been available since January 2017 and is now made obligatory by Société du Grand Paris under the terms of all its civil engineering contracts.

Bouygues Bâtiment France ran several initiatives in support of the Greenlight policy objective of zero final waste:

- setting up a waste disposal site equipped with a weighing area and a baling press for cardboard and paper, to handle about a dozen different types of waste in total;
- 97% of 22,000 tonnes of demolition waste recycled;
- 98% of 7,000 tonnes of reconstruction waste recycled.

In July 2023, Bouygues Construction formed Cyneo, a subsidiary that will help develop companies involved in the re-use of materials while keeping them independent. Cyneo focuses on assisting companies considering the industrial development of their businesses and/or which require substantial storage capacity for materials derived from repurposing.

In late 2023, Cyneo opened its first processing centre immediately outside Paris, at which dedicated spaces can be rented and adapted to the requirements of individual companies (storage, production, prototyping and showroom facilities).

In its role as facilitator, Cyneo offers the companies a digital platform with full support: technical and regulatory intelligence, training programme, experience sharing, etc.

Whenever possible, **Equans** reuses – for the same purpose – the material from temporary high-voltage lines previously installed.

Six Degrés: a building exemplifying re-use

Built by **Bouygues Construction,** this six-storey building immediately south of Paris is due to be handed over in the first quarter of 2024. It will include offices, food services, a children's nursery, shops, an auditorium, a sports hall and 7,000 m² of greened outdoor space. Various certifications are being applied for, including BBCA, BiodiverCity, Biosourcé level 2, HQE Sustainable Building and BREEAM International.

This project generates significant added value from the re-use of certain types of material (false ceilings, sanitary ware and flooring, particularly through the use of raised floors and carpeting) and of technical equipment such as extractor fans, electrical equipment, circuit breakers and mounting frames, as well as a selection of pumps and control valves.

Recycling and the circular economy are of vital importance to **Colas**, a major producer and user of building materials. Colas is one of the world's biggest recyclers by virtue of its recycling of heavy construction materials in most of the countries where it operates. It recycles and reuses some of the waste and deconstruction materials from its own infrastructure projects, turning them into gravel, aggregate and asphalt. Colas' recycling strategy also makes use of waste from other industries (clinker, glass, porcelain and scrap rubber). Through these efforts, it helps to conserve resources while reducing the number of new quarries opened, the amount of construction-site waste disposed of as landfill, and haulage of materials. Because materials are located closer to worksites, it also saves on energy. As a result, Colas is closer to becoming self-sufficient in materials in each region. With over 800 recycling plants worldwide (permanent and mobile recycling platforms), its recycling is as near as possible to the infrastructure worksites.

In France, Colas has developed a network of material recovery platforms to give materials a second lease of life in civil works projects. Some figures:

- 11.2 million tonnes of material recycled, which is more than in 2022 despite a smaller market for materials and asphalt mixes;
- Colas' hot and cold asphalt mixes contain an average of 18.7% recycled asphalt mixes, representing a rise of 17.8% since 2022 and demonstrating improved management of reclaimed asphalt pavement.

In 2022, Colas launched its nationwide network of 160 Valormat and Ecotri platforms in France, offering two new services to construction companies, with the aim of increasing its production of recycled materials by 50% by 2026. The aim of this measure is to make the use of recycled materials, which is already well advanced in France in particular, even more common throughout the industry.

Colas is a shareholder in Ecominero, which helps to implement extended producer responsibility under the Agec anti-waste law. The goal is to increase the inert waste recycling rate to over 90% by promoting waste sorting and free disposal.

Colas also uses in-place recycling, by which reclaimed millings can be added to new asphalt mixes. This technique is used in France, under the Recycol brand name, and internationally, for example in North America by the Canadian subsidiary Miller. In 2023, the Group recycled six million m² of road pavement, mainly in France and Canada.

Colas has also developed specific worksite tools such as BlaBlaMat, for managing and exchanging soil between worksites to facilitate re-use, limit the use of natural raw materials and reduce the haulage of materials.

Colas indicators

Indicator	Scope (activity or region)	Coverage	2023	2022[b]	Remarks
Volume of recycled materials[a] millions of tonnes	Global	Asphalt mix and aggregate production activities, and rail worksites	11.2	10.3	In 2023, the increased quantity of materials recycled was due to more recycling (in France, Canada and Western Europe), despite a smaller market for materials and asphalt mixes.
Percentage of recycled asphalt aggregate in hot and cold asphalt mixes sold	Global	Materials production activities	18.7%	17.8%	The percentage of recycled asphalt aggregate in hot and cold asphalt mixes rose by 1 point in 2023 because the quantity of asphalt aggregate added remained unchanged while total asphalt mix production declined (-8%). This reflects improved management of used asphalt pavement (particularly Western Europe (29%), Northern Europe (24%), France and USA (23%)).

(a) Volume of aggregates recycled (by sifting, crushing and processing) and quantities of reclaimed asphalt aggregate.
(b) The figure for 2022 has been restated following the disposal of Branscome (5% of the indicator) and material errors identified in 2022 (US).

Bouygues Construction indicators

Indicator	Scope (activity or region)	Coverage	2023	2022	Remarks
Proportion of non-hazardous waste that is recycled (not disposed of in landfill)	Global	90.1% of Bouygues Construction's consolidated sales	60%	72%	Bouygues Construction is committed to the recycling of non-hazardous waste and ensures that traceability solutions are used. This encourages all parties in the process to take responsibility for the conditions in which non-hazardous waste is collected, transported and recycled. Despite the increased level of waste in 2023, its coverage rate decreased.
Proportion of recycled non-hazardous waste – Materials[a]	Global	90.1% of Bouygues Construction's consolidated sales	57%	86%	The fall in the proportion of recycled non-hazardous waste – Materials is explained by a larger scope than in 2022, with Bouygues Bâtiment International and VSL being included this year. The coverage rate, which was 40% in 2022, only included France. Furthermore, international regulations vary greatly and do not have the same requirements as in France.
Proportion of spoil recycled	Global Civil works activity	63.7% of Bouygues Construction's consolidated sales	83%	80%	Spoil represents most of the waste produced by Bouygues Travaux Publics through excavation, tunnelling and earthworks. This activity generated over 70% of the total spoil resulting from Bouygues Construction's projects, with the rest mostly generated by Bouygues Bâtiment International. In 2023, the volume of spoil recycled increased with the help of the Quality and Environment teams.

(a) Recycling of materials is defined as the re-use of waste as a substitute for other materials or substances. However, this excludes all waste-to-energy processes and reprocessing into materials for use as fuel (source: Ademe).

Soil decontamination

The Bouygues group offers soil decontamination solutions through its subsidiaries Colas Environnement (Colas) and Brézillon Environnement (Bouygues Construction).

Colas Environnement is a major player in the rehabilitation of derelict land and decontamination. With over 40 years' experience and a track record in the full range of decontamination techniques, this subsidiary combines conventional techniques with tailored innovative solutions for managing environmental liabilities. Colas Environnement is also active in innovation and R&D, partly to reduce the costs of decontamination and boost the re-use of derelict land, thereby speeding up the Zero Net Land Take plan, and partly to provide solutions for managing emerging pollutants such as per- and polyfluoroalkyl substances (PFAS) (e.g. via the EU's PROMISCES project).

Expertise in landfill management, particularly in terms of operations and traceability, enables Colas to provide solutions for managing other specific types of waste. For example, it is authorised to bury asbestos-containing materials at some of its sites in France.

Brézillon Environnement, Bouygues Construction's decontamination specialist, holds four patents for on-site decontamination and five certifications (ISO 14001, ISO 9001, ISO 45001, MASE, and LNE Polluted sites and soils, areas B and C). Its expertise in decontamination has opened the door to both land and water remediation. Since 2018, it has branched out into air and effluent treatment on behalf of businesses.

Measures for preventing or re-using other types of waste

Whenever it has to dismantle sites, **Bouygues Telecom**'s first action is to analyse the on-site hardware closely and, where possible, assign it for re-use. For network roll-out and maintenance, Bouygues Telecom, whenever possible and appropriate, buys used network equipment. In 2023, Bouygues Telecom used over 14,900 items of reconditioned equipment and exercised its preemption right over some 25,000 items of equipment in order to re-use or recycle them. Over 92% of the hardware from this dismantling has been re-used or recycled.

Bouygues Telecom promotes the circular economy through several channels. In 2023, Bouygues Telecom continued to run awareness campaigns about these issues as part of the "Sustainable Smartphone Solutions" programme, which promotes the repair, recovery, refurbishing or recycling of used handsets. In addition to the rapid repair service launched in 2022, in 2023 Bouygues Telecom introduced a mobile rental service for B2B customers. It prioritises the re-use of routers and the recycling of waste, and works with a number of partners specialising in the refurbishment of electronic products and the recycling of end-of-life items.

Bouygues Telecom makes use of closed-loop recycling, transforming used TV remote controls into brand new ones. Since September 2023, 100% of the cases of new remote controls have been made from plastic recycled from used remotes, without the addition of any new plastic. This reduces the carbon footprint per remote while limiting the use of raw materials.

From their administrative offices, the Group's six business segments produce waste electrical and electronic equipment (WEEE), which is collected then re-used or recycled. Processing WEEE is therefore a challenge common to the whole Group. In France, this has for many years been entrusted to ATF Gaia, a disability-friendly company, and Olinn. Since the start of these contracts, this initiative has collected 212,782 items of equipment (of which 11,999 between October 2022 and September 2023). Over the period, 68% of materials were repurposed.

Bouygues Telecom indicator

Indicator	Scope (activity or region)	Coverage	2023	2022	Remarks
Handsets collected for recycling or re-use (units)	France	100% of Bouygues Telecom's consolidated sales	254,724	296,189	

3.3.4.2 Use resources sustainably

Energy, raw materials (such as timber and aggregates) and water are the natural resources that are vital to the Bouygues group's construction businesses.

So that requirements can be calculated precisely and utilisation optimised, digital technology such as BIM[a] and specific Lean Management[b] procedures are being steadily deployed in Group entities.

Renovation

The millions of poorly-insulated buildings are a target market for the Group. Its business segments have developed solutions and recognised expertise in energy renovation for residential property, offices and public amenities. These offers improve the business models of property renovation and save on natural resources, while respecting the architectural heritage of buildings.

Bouygues Bâtiment Île-de-France oversaw the renovation of the former Airbus headquarters at Suresnes, a 22,000 m² commercial property. The refurbishment of the existing building, together with the implementation of circularity measures, reduced the project's carbon footprint significantly, with 93.5% of the deconstruction materials being re-used or recycled.

(a) Digital model of a building structure that allows geometric and technical data to be shared and updated during the design, construction and operational phases, and even in connection with demolition.

(b) Methods for optimising the construction process.

Bouygues Construction has introduced a solution called BYSprong in response to the challenge of renovating the building stock as part of the EU initiative *Energiesprong*. This allows customers to transform an energy-intensive building into a positive-energy building while taking account of the occupants' comfort by scheduling the work at the optimal time.

Colas has developed expertise and solutions to extend the lifetime of infrastructures. Road pavement repair techniques such as crack bridging and pothole filling are used to prevent deterioration.

Colas has developed the Infracare service to help local authorities optimise the management of their road network. The objective is to set up a more efficient multi-year maintenance programme that prioritises preventive upkeep in order to reduce the carbon impact of the works over the long term, while optimising budgets and improving the level of service received by users. Some 30 local authorities now have access to the service, with over 200 surveys carried out by the end of 2023 and more than 4,000 km of road registered.

Rehabilitation

Bouygues Construction and Bouygues Immobilier have also perfected rehabilitation methods.

Bouygues Construction offers a service for rehabilitating maintained-occupancy or empty accommodation. It has three main aims:

- to help build harmonious communities;
- to enhance the value of property; and
- to boost the appeal of rural communities.

Roll-out of Nouveau Siècle, a Bouygues Immobilier subsidiary

In November 2022, Bouygues Immobilier launched Nouveau Siècle, a new subsidiary specialising in the rehabilitation of heritage buildings and sites. Refurbishing a historic building produces a carbon footprint 30-70% lower than demolishing it and building a new building of equivalent size. In 2023, the subsidiary had four developments in the marketing phase.

These included an exceptional conversion covering over 20,000 m^2 which Nouveau Siècle had been working on since 2018. This project was handed over in September 2023. It consists of both residential and commercial property and has 98 housing units (60 for owner-occupiers, 18 for the social housing sector and 20 for joint ownership), a senior citizens' residence, 2,400 m^2 of offices, and an eatery.

The entire existing building was insulated to the standards of the BBC Effinergie Rénovation label, and includes several innovations (such as bioclimatic design and a triple glazed breathing façade) to ensure greater, more environmentally friendly thermal comfort.

As regards biodiversity, a rooftop garden was installed on the new office building, and special arrangements were made to protect a species of bat which was found to be living under the building's arches before work commenced.

Particular attention was paid to re-use to safeguard the heritage aspects as well as the environment.

Select and manage raw materials

The business segments have pinpointed two main avenues for limiting their impact on the extraction of natural resources: optimising resource utilisation (through eco-design and recycling) and prioritising the use of responsible resources (certified products, for example).

Additionally, the Group dialogues with customers to ensure that secondary raw materials, i.e. those derived from recycling or re-use, are used as much as possible in buildings and infrastructure.

When new materials have to be obtained, the Group works to make sure its supply chains are reliable and responsible.

Bouygues Construction is trialling alternative construction methods and has boosted its expertise in the use of timber – the material with the smallest carbon footprint – in its projects.

Bouygues Construction is consequently buying more and more timber products for its construction sites. The partnership signed with WWF France continued in 2023, aiming to ensure that timber purchases do not threaten the world's forests, the individuals who depend on them and the biodiversity they shelter. Bouygues Bâtiment France has pledged to use 30% French-source timber. It has signed an agreement supporting the timber sector in France with the national timber federation (Fédération Nationale du Bois – FNB) and the Bois de France certification body. It has also signed a master agreement with Piveteaubois, which will provide cross-laminated timber (CLT) panels carrying the Bois de France label.

When designing the Bus Rapid Transit (BRT) project in Cayenne, **Colas** chose to use angelique, a species of wood native to French Guiana.

For the first time, **Bouygues Immobilier** incorporated re-used bricks in the Opaline project at Pierrefitte-sur-Seine. The 1,000 m^2 façade, designed entirely from re-used bricks, avoided 127 tonnes of waste. This pioneering French housing project abides by the environmentally responsible measures introduced by Bouygues Immobilier in order to reduce construction waste and promote re-use.

Promote eco-friendly alternatives to optimise use of raw materials

Bouygues Construction and Colas offer eco-friendly alternatives to customers for lessening the impact on the environment. Eco-friendly alternatives save on materials and have better energy efficiency and lower greenhouse gas emissions than basic solutions.

Considered an important avenue for differentiation in international operations, eco-friendly alternatives are used by Bouygues Bâtiment International in its projects. Catalogues by business line (e.g. airports) are being finalised to guide sales representatives and designers in proposing eco-friendly alternatives for design-build tenders.

Since 2010, **Colas** has been using Seve®, the French construction industry's eco-comparison software, which is also available to customers. Seve® compares the environmental impact of proposed solutions in terms of different indicators, such as energy consumption, CO_2 emissions, tonnes of material transported, and preservation of resources. In 2022, the proportion of greenhouse gas emissions avoided increased by 60%, in line with the number of eco-friendly alternatives selected. Within the profession, Colas is involved in efforts to invigorate eco-friendly alternatives, especially as

Seve® (the system used in France) is attracting interest across Europe. A number of training courses have been delivered since 2022 to train the staff of design offices responsible for tender submissions. An English version has been developed by Route de France, a trade federation, and this is currently being used by Colas UK.

Bouygues Telecom has set up a decarbonisation unit within its Network Operation and Roll-out division, with the aim of using lifecycle analysis to evaluate the carbon impact of fixed and mobile infrastructures. It is thereby enabled to investigate what drives decarbonisation, and to study the innovations and processes that could reduce this impact. For example, input materials that have less impact, such as low-carbon concrete, are used on new telecoms sites. The size of the blocks holding the masts is being reduced or optimised to use less concrete and reinforcement. Other studies are being conducted to identify new and innovative solutions.

Eco-design

To reduce the need for raw materials, which draw on the ecosystem, the Bouygues group's business segments are conducting research and using a variety of techniques for the eco-design of products.

With regard to its low-carbon strategy, the major R&D avenues explored by **Colas** are the circular economy, eco-design, and products and solutions that reduce the carbon footprint of operations. Colas' R&D projects are divided into groups, each of which relates to one or more of Colas' strategic objectives:

- sustainable materials;
- cold-mix technologies;
- reducing the carbon footprint of concrete;
- adapting to climate change (urban cool islands and rainwater management);
- improving the performance of roads;
- eco-design of products: in 2023 the CORE Center (Colas' R&D centre) enhanced its project management process in order to achieve better integration of the various stakeholders at each stage of the process and strengthen the integration of eco-design principles. These key principles will also be applied to incremental innovation projects being developed across the globe.

Given the increasingly rapid obsolescence of office buildings and based on the growing need for housing throughout the country, Linkcity is investigating the idea of resilient urban environments and the concept of building reversibility. To keep up with rapid changes in urban environments, **Bouygues Construction** has developed "Office Switch Home", a concept for easily repurposing office space as accommodation.

Bouygues Bâtiment Ile-de-France – Habitat Social renovated 4,400 m^2 of office space in the 15th arrondissement of Paris and made it into a 139-room student residence. Its facades are made from prefabricated wooden panels, with bio-based straw insulation sourced from the countryside around Paris. Compressed straw bales were used to fill the wooden caissons, representing a pioneering, environmentally friendly method that thus far had only been used on single-family houses.

Bouygues Telecom home gateways include sustainable development specifications for facilitating end-of-life recycling. Routers entering the after-sales service channel have been refurbished in France since 2012, in partnership with Cordon Electronics. These products are only recycled if they cannot be refurbished and re-used. Recycling services are provided by RSB, a circular economy firm operating in France.

The new Wifi 6 Bbox router is eco-designed and bears the Green Product Mark awarded by TÜV Rheinland. Made from 90% recycled plastic, it is designed to be repairable and easier to refurbish thanks to its dark colour and scratch-resistant surface. Its weight (-37%), power consumption (-18%) and carbon footprint are lower than the previous home gateway.

The new 5G box is designed to be easily refurbished and re-used. Made from 95% recycled plastic, it is halogen-free for improved recycling. To extend its life, it has a scratch-resistant surface and is coloured black to mitigate the signs of ageing.

Bouygues Telecom has made the following design-related commitments for its new fixed-line products:

- inclusion of a minimum of 90% halogen-free recycled plastic;
- improvements to energy performance between each new generation of products (with equivalent technology);
- reductions in carbon footprint between each new generation of products (with equivalent technology);
- environmental labelling or certification.

Since 2017, **TF1** subsidiary Newen has been applying eco-production methods to the entire production chain for TV drama *Plus belle la vie*. In 2020, the Green Newen committee was set up to apply this methodology to other productions.

Based on the 2020 carbon audit, Newen has committed to reducing its carbon impact in France by:

- 20% by 2024;
- 30% by 2030.

To achieve these goals, the action plan is pursuing four different avenues:

- energy efficiency at Newen's new headquarters;
- reducing the carbon footprint of productions;
- tools and indicators to collect data on waste, transportation and energy use in regard to productions;
- optimising the use of digital technology in production processes.

In 2023, Newen's newly appointed carbon manager became responsible for drafting and distributing an eco-production charter for each of the genres produced by Newen (drama, documentaries, light entertainment, animation, corporate films, etc.) that must be taken into consideration from the outset of production.

Accordingly, Newen Studios launched its eco-production charter on 20 September 2023. In addition, ASKIP, a documentary series for Okoo, the children's platform of France Télévisions, obtained the Ecoprod Pionnier label based on the common reference framework for best eco-production practice created by the Ecoprod collective.

Furthermore, the TF1 group is committed to raising producers' awareness via an eco-production clause which has been compulsory in all purchasing contracts for audiovisual programmes since spring 2023, as well as through meetings about eco-production with its principal production partners.

In 2023, following the announcement of the Digital Acceleration Strategy and the overhaul of the TF1+ platform, several options to promote sustainability were included in the design, such as a new section on digital sustainability in practice which can be accessed from the platform, and encouraging people to connect to the WiFi network when it is available.

Water consumption in accordance with local conditions

The issue of water consumption varies in importance from one part of the world to another, depending on whether operations are situated in arid or temperate regions. Generally speaking, business segments within the Bouygues group are responsible for taking local water constraints into consideration. How water is managed is one of the criteria of the ISO 14001 standard and is contained in internal standards (TopSite and checklists).

Because of its water consumption in drought-prone areas, **Bouygues Construction** is implementing specific measures to safeguard water resources through the use of special equipment, water re-use, consumption tracking and awareness-raising among employees and business partners.

Colas has introduced new indicators to measure and limit the stress placed on water resources by its operations in regions where water is extremely scarce. Colas ensures that its sites implement action plans to increase water self-sufficiency, encourage recycling and reduce waste.

The methodology used to assess the Colas zones concerned is based on the interactive Overall Water Risk – Baseline Water Stress map, published on the website of the World Resources Institute.

Colas has put in place a surface water and groundwater indicator to guard against the impact of accidental or everyday pollution at its permanent production and maintenance sites. This policy follows strict guidelines, built upon Colas checklists, to ensure that these sites are or can be completely isolated from the surrounding environment.

Additionally, Bouygues Construction and **Bouygues Immobilier** actively promote environmental building certifications (NF HQE™ Bâtiments tertiaires - new or renovated office space, HQE™ and NF Habitat HQE™), which have a section on responsible water management in a building's operational phase – covering drinking water management, rainwater recovery as well as wastewater and rainwater management.

Colas indicators

Indicator	Scope (activity or region)	Coverage	2023	2022[d]	Remarks
Permanent activities located in extremely water-stressed areas[ab] as a % of sales before inter-company eliminations	Global	100% of the sales before inter-company eliminations of the permanent activities	6%	10%	In 2023, permanent activities located in extremely water-stressed areas as a % of sales before inter-company eliminations were directly included in the environmental checklists (ECHO) and were therefore recorded more efficiently (providing a better understanding of issues relating to water).
Percentage of sales before inter-company eliminations in extremely water-stressed areas where an action plan has been implemented[abc]	Global	100% of the sales before inter-company eliminations of the permanent activities	41%	64%	

(a) In 2023, "Workshop" and "Laboratory" activities were removed from the reporting tool CeS@R (although they are still monitored in ECHO), and the recording of sales before inter-company eliminations was automated. The figures for 2022 have therefore been recalculated
(b) Indicator included in the ECHO environmental management tool in 2023
(c) Unlike in 2022, an action plan could be announced only in extremely water-stressed areas in 2023
(d) The figures for 2022 were restated following the disposal of Branscome in 2023

3.3.5 Preserve biodiversity

The Group's business segments are considering how best to reconcile their operational requirements with the preservation of biodiversity, at a time when France has published its National Biodiversity Strategy for 2030 and IPBES has identified the construction industry as one of the most significant sources of pressure on nature.

Aware that the Group's activities have direct and indirect impacts on biodiversity (alteration of natural areas, land take, habitat fragmentation, spread of invasive alien species, various types of pollution: water, air, soil, light and noise), the business segments implement measures to protect and restore habitats and species.

In 2023, the Group continued pursuing the activities instigated by its Biodiversity committee, which organised themed workshops run by Elan, with a focus on identifying the relevant internal resources, including strengths, weaknesses, threats and opportunities within the Group. It also launched a programme of impact and dependence assessments by business segment.

Colas carried out an analysis of impacts and dependence on ecosystem services in 2023. As part of its Low Carbon and Biodiversity roadmap, Colas is implementing measures in the following areas:

- Mobilising employees through an awareness-raising programme: in 2023, the Colas Environment Day was dedicated to issues connected with water (water stress, impact of Colas' activities, microplastics). This took the form of 15-minute Environment "starter" sessions at the worksites as well as conferences, webinars and grassroots discussions. Factsheets with practical actions for worksite personnel were also circulated.
- Being proactive in protecting and restoring habitats and species:
  - Continue the "Biodiversité Carrières" (Quarry Biodiversity) scheme for quarry and gravel pit facilities in the following stages:

- developing and nurturing ecological niches on extraction sites by preserving noteworthy species and setting up beehives.
- involving scientists such as environmental engineers and setting up educational trails for employees and local residents, particularly through local partnerships such as France's National Forestry Office for tree planting and the LPO (the French bird protection league) for monitoring specific bird species such as the sand martin.

This type of support was extended to several industrial sites in France and is set to continue in 2024.

In addition, Colas actively contributes to the work of the French Environmental Engineering Federation (UPGE). As a result, its quarries and gravel pits are favourable environments for the development of ecological niches (rewilding and restoring waterways and wetlands, installing facilities to restore ecological corridors, etc.), serving as refuges for pioneer or threatened species. In France, it trialled a new training programme in conjunction with ESA Angers, a prestigious agronomy and agriculture college, to equip employees from different backgrounds with advanced environmental engineering skills.

- Preventing the loss of greenfield sites: rolling out and promoting rewilding methods, as well as alternative techniques such as drainage ditches, infiltration basins, Urbalith and other water management solutions.
- Fighting the spread of invasive alien species: Colas may be an unintentional propagator of invasive alien plant species at the locations where it operates. To counter such damage, it has undertaken inventory and monitoring initiatives as well as specifically training employees. It also reviews the scientific literature to keep abreast of the latest techniques for dealing with these species. Colas (via subsidiary Tersen) is also trialling treatments for some invasive species such as Japanese knotweed.

In addition, the global patronage partnership with Kinomé, France's National Forestry Office and Impactum continued in 2023 with tree-planting initiatives in France and Ivory Coast, as part of an innovative educational project to raise children's awareness about biodiversity issues.

Colas Indicator

Indicator	Scope (activity or region)	Coverage	2023[b]	2022[c]	Remarks
Share of aggregates production sites working to promote biodiversity[a] as a % of sales before inter-company eliminations	Global	100% of the sales before inter-company eliminations of the permanent aggregates production sites	41%	28%	In 2023, there was a marked rise in the ratio of aggregates production sites working to promote biodiversity, thanks to the implementation of the Low Carbon and Biodiversity roadmap.

(a) In 2023, "Workshop" and "Laboratory" activities were removed from the reporting tool CeS@R (although they are still monitored in ECHO), and the recording of sales before inter-company eliminations was automated. The figures for 2022 have therefore been recalculated
(b) Destia integrated in 2023 following its acquisition in the 2022 reporting period
(c) The figures for 2022 were recalculated following the divestment of Branscome in 2023

Keen to include biodiversity considerations in its urban planning projects, **Bouygues Construction** helped design BiodiverCity, the first global label recognising construction and renovation projects that take account of urban biodiversity. BiodiverCity is currently managed by IBPC[a], an organisation bringing together builders, developers, users and trade federations. Bouygues Construction is also helping to design new iterations of this label: BiodiverCity *Life* and BiodiverCity *Ready.* While the current label assesses the inclusion of biodiversity in projects during design and construction phases, these new benchmarks will broaden the spectrum to include existing buildings and biodiversity at the neighbourhood level. Furthermore, 31% of projects took long-term measures in favour of biodiversity in 2023, and 34% took one-off measures.

Bouygues Construction and Bouygues Immobilier have already used this label with several certified structures.

Bouygues Immobilier is actively promoting the use of BiodiverCity within its own projects. In 2023, there were 43 projects that had obtained or were in the process of obtaining labels.

15 LIFE ON LAND

Bouygues Construction's commitment to biodiversity is reflected by the inclusion of preservation measures (wildlife), beehives, vegetable allotments and the maintenance of ecological continuities in operational projects.

In its civil works activities, teams at Bouygues Construction have been implementing a range of ambitious environmental engineering initiatives. For example, in 2022, at the HS2 project that will provide the UK's future high-speed rail link, the entity responsible for the works restored 127 hectares of grassland with 70 plant species as part of plans to create woodland meadows. It is also carrying out bat radio-tracking surveys to protect the species and relocate vulnerable roosts to suitable sites.

Its property development activities in Europe (Linkcity) and building activities continued implementing the biodiversity and wildlife roadmap, which enhances the quality of outdoor spaces by fostering knowledge, reversing land take, developing nature-driven solutions and offering ecosystem services such as reducing urban heat islands. By doing so, Bouygues Construction is keeping pace with the future requirements of the European Taxonomy. Bouygues Bâtiment France has implemented the Building Differently programme, which uses biodiversity to create a paradigm shift by integrating wildlife into projects.

(a) International Biodiversity and Property Council

In January 2023, Bouygues Bâtiment France organised Biodiversity Meetings so that everyone could play a part. The seven sessions cover topics ranging from the relationship between property development, construction and biodiversity and biodiversity basics to the impact of regulations, wildlife-friendly building design and bioinspiration.

Bouygues Construction has a long-term commitment to major non-profit organisations including the WWF (sustainable timber) and the LPO in Club U2B (a space for getting feedback on urban planning, construction and biodiversity). It is a founding member of the International Biodiversity and Property Council (IBPC), for which its subsidiary Elan coordinates the technical working group.

Within the Grand Paris Express rapid transport link programme, Bouygues Travaux Publics has to deal with invasive plant species: preventing them from spreading as a result of the construction work and eliminating affected areas wherever possible. Environmental engineers are called in to draw up inventories of invasive species and determine their precise location.

In 2023, Bouygues Travaux Publics produced a MOOC on the topic of biodiversity at civil works sites. In France, as part of the Port-la-Nouvelle harbour extension project, the experimental use of accropodes with a rougher surface than the usual blocks is helping to establish benthic communities (molluscs, crustaceans and seagrass), thereby increasing biodiversity.

Bouygues Bâtiment International wrote and distributed a biodiversity handbook comprising 17 factsheets, 7 of which must be followed in the context of TopSite, to all its entities worldwide. This handbook will be continuously updated with grassroots-level solutions.

At the GreenSide worksite in Lyon, Bouygues Bâtiment Sud Est is building 138 housing units for LinkCity at the heart of a wooded area. Special attention is being paid to enriching the landscape through planting 118 additional trees by the time the buildings are handed over at the end of 2026, thus emphasising the protection of biodiversity. Their partner Parcs & Sport has already planted 25 trees since the beginning of 2023. The project also involves an ecologist and special arrangements have been put in place to protect the fauna and flora. It is aiming to obtain the BiodiverCity label as testimony to its commitment to the local environment.

At **Equans**, within Bouygues Energies & Services, facility management teams offer customers the opportunity to participate in biodiversity reintroduction projects. A guide to integrating biodiversity into worksites has been written and approved by WWF. Webinars on the subject are held in the UK.

For many years **Bouygues Immobilier** has been committed to protecting biodiversity and integrating wildlife into its urban development projects. In 2020, Bouygues Immobilier joined the board of the IBPC. It was appointed vice-chair in 2022. Bouygues Immobilier's Director of Sustainable Development and CSR was elected president of the IBPC in 2023. Bouygues Immobilier is also strengthening its commitment to limiting urbanisation, increasing soil permeability and developing outdoor spaces to promote biodiversity and allow people to experience nature on all its developments. The first flagship initiative was the design of a biodiversity calculator that can be used to grade all developments in progress. Specifically, this is used to encourage project design teams to increase the amount of surface area conducive to biodiversity. If a project contains more nature post-development than it did in its initial state, it is rated "biodiversity-positive". Target: 25% of projects (by surface area) to be biodiversity-positive by 2025.

Bouygues Immobilier also teamed up with Omnes Capital to create the Geophoros fund, whose mission is to facilitate residential property developments in low housing supply areas by building on brownfield sites. To qualify for funding, developments must be low-carbon and promote urban wildlife.

Three key actions have applied to all projects since 2022:

- setting up emergency ecological diagnostics:
- maximising biodiversity-supporting spaces: from the vetting committee stage of a project, biodiversity-supporting spaces on the initial sites and projects are measured and targets set. A special calculator is used to compare and monitor land take and soil permeability on projects;
- systematically applying the specifications of the new Garden concept, which provides a home for biodiversity and serves as a means of experiencing nature.

An internal 100-page handbook has been distributed to Bouygues Immobilier teams to help them take responsibility for and implement biodiversity commitments, all the way from project design to completion. Webinars explaining the Bouygues Immobilier Garden concept were held for employees and partner landscaping companies. Lastly, TF1 and Bouygues Immobilier have joined the "Entreprises Engagées pour la nature" (EEN) programme, and Bouygues Construction has signed up to the Act4nature International alliance. This initiative was launched by the French Ministry for the Environmental and Inclusive Transition in conjunction with the French Biodiversity Authority or the French Business Federation for the Environment (for international projects). Act4Nature brings together companies that have pledged to incorporate biodiversity issues into their business strategies.

In 2023 the **TF1** channel Ushuaïa TV broadcast around 2,800 hours of content on biodiversity topics, such as wildlife or the protection of flora and fauna – almost a third of its programming schedule. This content included programmes such as a documentary series on the secrets of evolution (6x52'), which looked at biomimicry, a programme on urban wildlife in Paris, and another on the importance of mud as a living element. The channel also dedicated particular months of the year to topics with an accent on biodiversity, including a month on animal intelligence (February), a month on birds (April) and a month on oceans (June).

In 2023, **Bouygues Telecom** conducted an assessment of its impacts and dependence on biodiversity. For some projects, Bouygues Telecom offers towers whose masts favour biodiversity. These towers are made partly from bio-based materials and may include plants, nesting boxes and shelters for insects or bats. They consist of a traditional telecommunications structure with a metal frame but include a key innovation: instead of being made solely of steel, the structure is covered with a material called earth-based concrete.

The Bouygues group continues to support the work of the Organization for Biodiversity Certificates, which is developing an international biodiversity certification scheme. This will assess and certify the positive impact on biodiversity of actions taken on the ground (restoration, conservation, changes in farming practices) and enable the resulting certificates to be traded on a dedicated market, in a similar way to carbon credits.

Furthermore, Bouygues SA and Bouygues Construction are active members of Orée, an NGO which enables them to measure their progress in this respect against that of other major companies. Since the end of November 2023, the Bouygues group's Director of Sustainable Development and QSE has played a key role in the "Building and Construction" working group, which is part of the "Roquelaure Companies and Biodiversity" initiative of the Ministry of Ecological Transition and Territorial Cohesion. The aim of this scheme is to push for proposals that favour biodiversity within the various sectors.

No net land take

Bouygues and its business partners offer French local authorities integrated solutions to recycle brownfield sites – combining sustainable construction, energy efficiency, land-use diversity, soft mobility, biodiversity and new technologies adapted to residents' needs. The Group has several developments in France, such as La Maillerie (Lille), a project for rehabilitating a former logistics hub, and La Distillerie (between Villeneuve d'Ascq and Sainghin-en-Mélantois in northern France), a "no net land take" showcase aimed at revitalising and restoring nature to polluted areas.

Redeveloping brownfield sites has an important role to play in achieving the 2050 target of "no net land take" as defined in the Climate and Resilience Law. Bouygues is a key player in the rehabilitation of derelict land, providing both deconstruction and decontamination services. Examples include the regeneration of the Neyrpic wasteland, as part of a large urban redevelopment project in the Grenoble area, which was deconstructed by Premys and then decontaminated by Colas Environnement.

Bouygues Immobilier is encouraging its teams to secure land assets that support urban renewal, with the aim of making 25% of the surface area of its projects biodiversity-positive by 2025. In 2023, Bouygues Immobilier launched or continued rehabilitation activities that form part of the "no net land take" target:

- Coverso: converting offices into housing in response to growing demand for accommodation in cities;
- Nouveau Siècle: a new subsidiary specialising in the renovation of heritage buildings.

Installing photovoltaic power plants presents a challenge in terms of the loss of greenfield sites. In response, Equans is installing solar shading systems, floating photovoltaic panels and agrivoltaic farms.

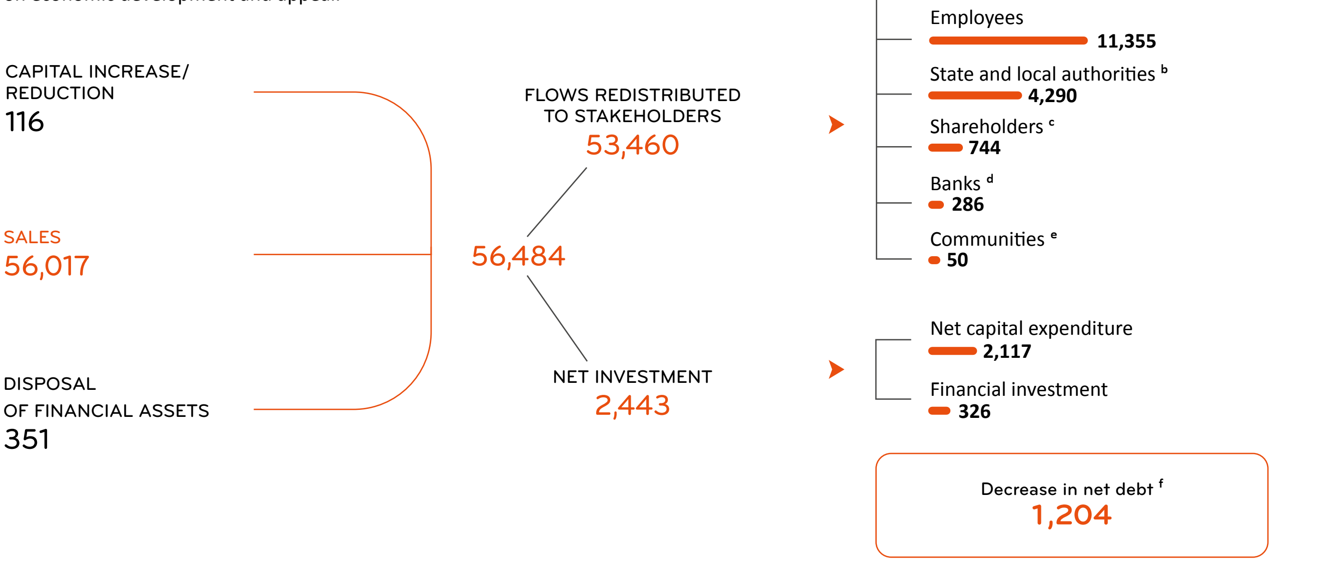
3.4 SOCIAL INFORMATION

Further information can be found by visiting bouygues.com or consulting the CSR pages of the individual business segments available on their respective websites.

Financial flows generated by the Bouygues group in 2023

€ million

The redistribution of the financial flows generated by the Bouygues group has a positive impact on economic development and appeal.



(a) Purchases and other external expenditure.
(b) Corporation tax, social security contributions, sectoral taxes, other taxes (o/w 3,105 in France).
(c) 2022 dividends paid in 2023, of which €110 million paid to employees.
(d) Cost of net debt.
(e) Donations, patronage and sponsorship (from October 2022 to September 2023)
(f) After factoring in non-detailed items (changes in the working capital requirement (WCR), currency effects, litigations, subsidies, etc.).

3.4.1 Responsible practices

3.4.1.1 Ethics and initiatives in place to guard against corruption

For many years, the Bouygues group has taken care to promote ethical conduct as a fundamental value in the course of its activity.

Code of Ethics

In 2006, the Group published a Code of Ethics which acts as a point of reference for all its employees. The Code was updated in 2022 to take account of legislative and regulatory developments and make it more accessible to staff in general. This document calls on all senior executives and employees to undertake their professional duties within the framework of a set of impeccable professional principles and values which they must abide by under all circumstances and in all the geographies where the Group operates. To this end, the Code has been disseminated widely within the Group and is published on its corporate website[a] and intranet.

The values and principles enshrined in the Code of Ethics are applied operationally by means of an Anti-Corruption Code of Conduct and four compliance programmes covering the following:

- competition;
- conflicts of interest;
- embargoes and export restrictions; and
- financial information and securities trading.

Commitment by senior executives

The commitment of the Group's senior executives and managers is vital to ensure that ethics-related documents are circulated and embraced by all employees. As a result, senior executives and key managers in each business segment are required to make a properly documented commitment to ethics and compliance.

In 2023, this pledge was signed by:

- over 2,400 Bouygues Construction employees, after the transfer of Bouygues Energies & Services;
- 169 Bouygues Immobilier employees
- over 4,600 Colas employees in 2022 and 2023;
- 3,500 Equans employees;
- 150 TF1 employees (in 2021) pending a renewed pledge in 2024;
- 670 Bouygues Telecom employees.

Governance

The designated ethics officer within each business segment is responsible for disseminating and implementing the Group's Code of Conduct, supported by a compliance officer. A network of ethics and compliance liaison officers also serves business segments that have an international dimension. These arrangements help guide employees on the best actions to take in each business activity.

Each business segment also has an ethics committee that meets regularly to review ethics issues and to assess the corruption prevention and detection arrangements in place.

The Bouygues Board of Directors also has an Ethics, CSR and Patronage Committee, which is responsible for: defining the rules of conduct and principles of corporate behaviour applicable to senior executives and employees; making recommendations or giving an opinion on initiatives to promote exemplary professional behaviour; ensuring compliance with the values and rules of conduct thus defined; and giving an opinion on arrangements to prevent and detect corruption and influence peddling.

To ensure the same high standards throughout the Group, regular discussions are held between the Group's and the business segments' ethics officers, as well as between Bouygues SA's and the business segments' compliance officers four times a year, within the Compliance Committee.

The Anti-Corruption Code of Conduct

The Anti-Corruption Compliance programme, adopted in 2014, was updated in 2022 and renamed the Anti-Corruption Code of Conduct on that occasion, in accordance with the provisions of the Sapin 2 law. It corresponds to the code of conduct covered by article 17, paragraph II, point 1, of the law. The Code of Conduct, prefaced by Martin Bouygues, Chairman, and Olivier Roussat, CEO of the Group, outlines the Bouygues group's zero-tolerance stance on corruption and its position as to the duty of care that everyone must exercise, along with the resulting responsibilities – especially for senior executives.

The Anti-Corruption Code of Conduct contains the measures in respect of information, training, prevention, control and penalties that are to be implemented within each business segment. It lays down specific rules applicable to various practices that may give rise to corruption, namely gifts and hospitality, the financing of political parties, patronage, sponsorship, the use of intermediaries and lobbying. In early 2020, the Group also published a policy to guide its employees on when and how they are allowed to offer or accept gifts and hospitality, including the quantity/value, type and frequency of gifts and hospitality permitted. The roll-out of this policy is supported by measures that ensure that all gifts and hospitality, both received and offered, are traceable and monitored.

Prevention

The Group's Anti-Corruption Code of Conduct requires all senior executives with operational responsibility for a Group entity (subsidiary, branch, division, etc.) to implement appropriate corruption prevention and detection measures. They must also ensure that these measures are effectively applied, with support from the business segment's Ethics officer. The following corruption prevention and detection measures are implemented in each business segment:

- ensuring that information is properly disseminated and implementing training that deals appropriately with the risk of corruption in the entity concerned;
- drawing up a risk map to identify, analyse and rank the risks of its entities' exposure to external solicitations of corruption. This map should factor in the business sectors and geographical areas in which the entities operate;

(a) bouygues.com

- assessing business compliance with applicable legislation and with the Anti-Corruption Code of Conduct:
  - when launching a major project;
  - when launching a new business activity;
  - when starting up in a new country;
- implementing procedures to assess its customers, suppliers, intermediaries, target company (during acquisitions) and, more generally, its business partners, based on the corruption risk map. These assessments must be effective, detailed, documented and updated to reflect the third-party risk level and the progress of the relationship;
- the Group has strict financial and accounting procedures in place, designed and implemented by its entities and aimed at mitigating its exposure to risk, particularly by preventing the use of payment systems for fraudulent or corrupt purposes.

Training

Since the early 2000s, the Bouygues group has promoted key values such as business ethics, respect and responsibility through a range of seminars for managers. The purpose of each seminar is to create space for dialogue and discussion in which each participant not only learns more about the Group's positions but also must take a personal stance and clarify their own beliefs as a way of guiding their behaviour and management style.

At Group level, a special two-day seminar on business ethics, focusing on corruption and collusive practices, is delivered to corporate officers, senior executives and all employees most exposed to these risks. In 2023, 12 training sessions were held in French and 3 in English, with senior executives and managers from Equans also attending. An additional 323 employees were trained last year. A total of 867 employees have been trained in this way since the seminar was launched.

At other levels, each business segment designs and implements training adapted to the corruption risks specific to their operations and the regions in which they are active.

Bouygues Construction

Bouygues Construction has set up a corporate university called Bouygues Construction University, which designs, develops and dispenses cross-disciplinary training courses to the entire company.

The special ethics and compliance training plan has been implemented within each Bouygues Construction entity through training modules targeting specific categories of employees.

In May 2023, Bouygues Construction launched a new on-line training module called "ByCompliant 2023". It is available in several languages and covers all employees in France and abroad with access to ByLe@rn, Bouygues Construction's digital training platform: i.e. almost 20,000 individuals. Of the 5,000 employees who completed the training by 30 September 2023, some 3,153 are considered to be particularly exposed because of their post or function. Participation is mandatory for these individuals.

In addition to this initial programme, modules about the anti-corruption policy are included in other, more general, in-person training programmes:

- "Marco Polo" and "Ulysse", which are aimed respectively at managers promoted to executive roles and those with high development potential. The "Marco Polo" course is delivered approximately twice a year and "Ulysse" five times a year (in either French and English).
- "Mercure 1", which is designed for senior sales and marketing employees, is delivered once or twice a year.
- The Legal/Purchasing training course, which is aimed at employees in the purchasing function and is held two times a year.
- "Day One", for employees likely to be posted or seconded abroad, is delivered once a month.
- Training courses delivered locally by the legal departments of Bouygues Construction entities.

Bouygues Immobilier

Bouygues Immobilier has taken steps to ensure that an ethical business culture is promoted throughout the company.

First of all, line managers explain Bouygues Immobilier's rules of ethical conduct, and the need to comply with them, to every new employee before the end of their trial period. Furthermore, new employees are required to complete two online training modules on ethics. These modules, which are compulsory for all employees of Bouygues Immobilier, are accessed from BI Learn, the on-line training platform.

New recruits also participate in induction seminars known as "BI Quest", either locally or remotely. These provide an opportunity to remind all new employees of the importance of ethics in business. A member of the General Management Committee attends these seminars to remind participants of the company's commitment to ethical business conduct.

Alongside these initiatives, this body has set up and approved a multi-annual 2021-2023 training plan covering the Sapin 2 law, criminal law and the anti-corruption arrangements implemented at Bouygues Immobilier. In 2023, as part of this plan:

- two new online modules were introduced to train employees on the anti-corruption arrangements implemented at Bouygues Immobilier: a compulsory module for the managers, exposed personnel and purchasers (156 individuals) and a second module for the other employees;
- in-person training courses continued to be delivered;
- eight widely distributed videos which are permanently available on the corporate intranet continued to be used to make the entire workforce aware of the main points of the Sapin 2 law and of how to act if a case of corruption arises.

Furthermore, the Compliance Department regularly attended management committees to inform employees of the progress of the anti-corruption arrangements at Bouygues Immobilier. Every two months it also publishes a newsletter about the compliance system at Bouygues Immobilier and court rulings relating to breaches of probity.

Lastly, modules specific to Bouygues Immobilier's areas of activity have been developed. These include classroom-based sessions on property development projects involving public authorities. The objective is to raise employee awareness of the ways in which such activities may lead to breaches of probity.

The Compliance Department is active in this respect through the Development Academy and the Programme Academy.

Colas

The "Applied ethics and compliance" module was updated in 2023 to take the latest cases into account. On 4 December 2023, 9,803 employees completed this training worldwide.

The "Fair Play" course was available online throughout the year. It is available in 16 languages and is mandatory for all senior positions and for all audit, legal or purchasing personnel. In 2023, 2,866 employees undertook this training.

In addition to these initiatives, various Colas entities ran training courses. For example, Colas Rail repeated its interactive online quiz about compliance programmes and applicable procedures, available in eight languages. This was completed by 1,267 managers in 2023. A further 143 managers undertook the "Ethics and practical issues" training course in 2023.

Colas France continued its legal roadshows, which address real-life ethical issues. In 2023, 757 managers received such training.

Colas Inc. (USA) delivered the "Colas Code of Conduct" online training to 875 employees.

In November 2023, Colas held its first Compliance Day on the topic of managing conflicts of interest. This included a filmed speech by the CEO, an animated video with audio in French and English, with subtitles in all group-supported languages, as well as handouts of screensavers and posters depicting potential conflicts of interest.

Equans

To raise awareness among the workforce as a whole, Equans ran an online training module called "Our group, our ethics", available in five languages. This is one of three mandatory training modules for all Equans employees, together with "health & safety" and "cybersecurity".

At 31 December 2023, 95% of Equans SAS employees on the payroll for six months or longer had taken this module.

The Legal and Compliance Department at Equans ran two training sessions, in French and English, attended by around 300 employees deemed particularly exposed to ethical risks because of their position or the functional area to which they belong (France and International), including members of the Equans senior management team.

The Legal and Compliance Department at Equans relies on a network of ethics officers and ethics representatives to raise awareness among the workforce about these risks in the course of their duties.

TF1

The online training programme launched in 2020 has been used to train 86% of employees on permanent contracts at the TF1 group.

In parallel, training sessions with specialist compliance lawyers were offered to those employees who are considered most exposed to the risks of corruption and influence peddling. In total, 84% of the members of the Management Committee, who had not followed the business ethics seminar run by the Bouygues group, were trained through these sessions.

A video featuring Chairman and CEO, Rodolphe Belmer, was also distributed to staff to raise awareness about the need to uphold ethical principles and combat corruption.

Bouygues Telecom

Three new online training modules (on business ethics, anti-corruption and fair competition) were launched in June 2023 to help Bouygues Telecom employees assimilate ethical principles and values.

In all, since online training was launched in 2018, 6,089 employees out of the total of 8,000 have been trained, including on the Ethics and Anti-Corruption modules. These modules were repeated for employees who had not taken or not yet completed them. The reminder mechanism was revised to enable wider dissemination and involve managers in monitoring the completion of these training courses by employees.

In addition, some 15 specific modules on gifts and hospitality policy were dispensed to Bouygues Telecom sales teams.

More generally, face-to-face sessions on anti-corruption, ethics and competition law were delivered to specific employees (in particular purchasing, commercial relations, Bouygues Telecom Entreprises and external relations) to support them in their duties.

The corporate whistleblowing facility

The Group's whistleblowing platform has been overhauled to facilitate and encourage the raising of alerts. This new platform, released in early 2023 and accessible to all the business segments, still takes the form of a website (https://alertegroupe.bouygues.com/). For employees who do not have a computer, the site can be accessed simply by scanning the QR code opposite with a smartphone. All employees (internal, external and occasional) and all third parties are thus able to identify the business segment concerned and report any problems. The whistleblower may raise the alert anonymously. They may choose to alert the business segment Ethics officer or, if they believe that the situation goes beyond the scope of the business segment, they may raise the matter directly with the Group Ethics Officer. These officers are subject to a heightened duty of confidentiality.

Furthermore, the Group – which has already communicated broadly and raised awareness about the whistleblowing facility – continued its efforts in 2023, most notably to promote use of the new whistleblowing platform. This included through its various social media, specific articles in the Group's internal magazine, inclusion in various internal training initiatives and a specific page on the Group's Intranet.

The Group's procedure for the receipt and processing of whistleblowing alerts was also updated in 2022 to take account of the provisions of the law implementing the European directive on the protection of whistleblowers and its enforcement decree. This procedure, appended to the Code of Ethics, is published on the Group's corporate website. Employee representative bodies were consulted about this update, and it is appended to the internal regulations along with the Code of Ethics.

Lastly, an Internal Investigation Charter defines a core set of principles applicable to the Group's internal investigations.

Between December 2022 and December 2023, more than 430 reports were received inside the Group.

Bouygues Construction

In 2022, Bouygues Construction updated its practical guide, which is issued to Bouygues Construction employees during their induction and is also available on the intranet. This guide has a chapter on whistleblowing that was updated following the entry into force of the law implementing the European directive on the protection of whistleblowers.

All alerts are accessible to Bouygues Construction's Ethics and Compliance Officers, as well as to the relevant compliance personnel, depending on the scope and nature of the alert. Bouygues Construction also complies with the requirements in force in the countries where it operates, and may therefore need to introduce specific local measures.

An internal communication campaign was conducted in 2023 to promote the new whistleblowing facility.

Bouygues Immobilier

A permanent notice about the corporate whistleblowing facility may be found on the Bouygues Immobilier intranet. A banner is visible on the intranet home page. A reminder of the existence of the whistleblowing facility is also included in the two mandatory on-line training modules rolled out in 2023. In addition, the whistleblowing mechanism is described in the practical guide issued to employees of Bouygues Construction during training courses or on the intranet.

Colas

In 2023, a video memo from the CEO was sent to all employees. The campaign also included a motion design video and posters in all premises, including a QR code directing users to the whistleblowing facility.

Colas also distributed an internal investigation handbook to inform responders about their scope for action, their responsibilities, timelines, best practices and the next steps in any internal investigation.

Equans

Since April 2023, Equans has used the whistleblowing facility described in the Bouygues group's Code of Ethics.

Its Legal and Compliance Department operates an open-door policy, publicised through an awareness campaign in all countries where Equans operates.

Videos made for this purpose were regularly disseminated on internal media, particularly by means of dynamic digital signage at the company's various sites and on its corporate intranet.

The procedure for using the whistleblowing facility has been explained on several occasions by the Chairman and the Human Resources Director in training sessions available on the Equans intranet.

TF1

In 2023, the new platform was given a higher profile by increasing the number of access points, both internally and externally, and through communication campaigns aimed at employees.

Bouygues Telecom

The launch of the new platform at Bouygues Telecom and its subsidiaries was accompanied by an extensive poster campaign to increase awareness about the facility.

Communication efforts were also strengthened on the intranet and videos were disseminated on internal media (especially by means of dynamic digital signage at the company's sites).

Risk mapping

Under article 17.II.3, I of the Sapin 2 law, each business segment maps its risks of exposure to corruption.

This risk map calls for a thorough knowledge of the internal processes of the Group's business segments. Each business segment has therefore drawn up its own map in conjunction with its operating entities in order to cover the specific features of each sector of activity.

Bouygues Construction

In 2021, Bouygues Construction updated its risk mapping. Over 90 risk maps were drawn up across the geographies where Bouygues Construction operates (around 60) and its entities, covering its entire operations.

These maps, created by several hundred Bouygues Construction employees, were approved and signed by the operational managers of the entities concerned.

In 2023, Bouygues Construction continued implementing the first action plans aimed at reducing the major risks identified in the maps updated in 2021.

Bouygues Immobilier

Bouygues Immobilier updated its risk maps for corruption in 2021, with the assistance of a representative panel of employees and their managers.

The methodology used for updating the maps, the mapping itself and the resulting action plans were approved by its executive body in 2022.

In 2022, senior management informed all employees that the risk maps for corruption had been updated, and drew their attention to the importance of these documents and the risk prevention measures described in them.

The updated risk maps are permanently posted on the corporate intranet site.

Colas

In May 2023, a working group added four new risk scenarios related to prohibited practices such as fraud, collusion, obstruction and coercion, and these were presented to senior management. The purpose of this exercise was for Colas to increase its ability to mitigate risks, including the use of risk maps for corruption, bribery and compliance risks.

In 2024, the Colas entities will conduct the usual biennial review of their risk assessments. At the time of writing, Colas had 75 maps, three of which were drawn up in 2023 as the group expanded into new geographies.

Equans

In 2023, Equans updated the methodology underpinning its risk mapping for Equans SAS and Equans France, requiring the contribution of several dozen Equans employees to define new risk scenarios. The updated risk maps were approved by senior management.

TF1

In 2021, TF1 updated its risk mapping and extended the scope to encompass subsidiaries Muzeek One and Newen. All of these documents were then submitted to the Chairman and CEO of the TF1 group for approval in 2022.

In 2023, the Compliance Department continued rolling out the anti-corruption facility in line with the action plans set out in the risk maps referred to above.

Bouygues Telecom

In 2021, Bouygues Telecom updated its risk maps by conducting a new series of interviews with the managers of Bouygues Telecom and the subsidiaries.

In 2023, Bouygues Telecom continued implementing the action plans identified when the risk maps were updated.

Assessment of third parties

Owing to the diversity of its activities and its international presence, the Bouygues group uses the services of a very large number of third parties.

The business segments take great care when selecting their partners, service providers, suppliers and other third parties. Their objective is to ensure that the quality of the people and the nature of the services comply with the applicable legislation (sanctions, embargoes, money laundering, corruption) and with the Group's rules of ethical conduct and compliance programmes.

To this end, the business segments have set up processes for assessing the integrity of third parties whenever a business relationship is under consideration.

Tools were therefore introduced throughout the Group to enable all the business segments to assess counterparties presenting a risk. They have also brought in questionnaires on the anti-corruption rules, including questionnaires aimed at third parties exhibiting specific risks (such as intermediaries or third parties connected with merger and acquisition transactions).

Finally, various digital databases and external service providers are used to assist with internal processes, depending on the characteristics of the relationship or transaction under consideration.

Once the assessments have been completed, the entity concerned may decide to enter into a relationship with a counterparty, continue with a current relationship or alternatively terminate it.

Bouygues Construction

Bouygues Construction has developed several methods for assessing third parties, and these were updated in 2023: (i) systematic, graded checks on all clients and partners; (ii) systematic checks on all new suppliers/subcontractors originating from a list of countries defined by Bouygues Construction with regard to international sanctions and its corruption risks maps (the "Scrutiny" tool); (iii) checks on suppliers/subcontractors presenting a higher corruption risk because of their sector of activity, using a system of internal questionnaires (probity check); (iv) systematic assessments of the beneficiaries of patronage/sponsorship and partners in mergers and acquisitions or disposals; and (v) ad hoc surveys.

Bouygues Immobilier

Bouygues Immobilier assesses third parties in relation to the high-risk situations listed in its risk maps for corruption.

Procedures were systematised to cover sponsorship and patronage activities, as well as partnerships with property developers or other partners.

The assessment process for third parties was changed in 2022 following the updating of the corruption risk maps. A partnership with an external assessment specialist was set up.

Colas

Colas implemented a third-party assessment process, which is based on an examination of the risks that may arise when dealing with third parties. In the framework, operational staff conduct a first assessment. If at least one risk is identified, the legal and compliance department of the subsidiary concerned conducts an in-depth analysis using special screening software.

In addition, the Legal and Compliance Department of each subsidiary concerned systematically conducts a thorough investigation for the following third parties: beneficiaries of patronage and sponsorship; business intermediaries; co-contractors (such as joint ventures and consortia); acquisition and equity investment targets; and professional organisations for which membership or renewal of membership is under consideration.

Equans

Equans has several methods for assessing third parties, depending on the risks and the type of transaction being considered: (i) systematic, graded checks on all project clients and partners; (ii) systematic assessments of the beneficiaries of patronage/sponsorship operations and of partners in mergers and acquisitions or disposals; and (iii) systematic checks on all new suppliers/subcontractors via Ecovadis (or equivalent system depending on country). The kind of assessment carried out depends on the third-party risk level, which is mainly determined by the entity's corruption risk mapping.

TF1

In 2022, the TF1 group published its policy on the assessment of third parties. This enables its employees to carry out the appropriate checks on a third party identified as potentially presenting a risk, with the assistance of the compliance, legal and finance departments.

In 2023, a test phase was conducted to accompany policy implementation, making it possible to:

- assess a sample of 200 third parties already on the books;
- simplify policy implementation by employees identified as key through access to dedicated tools (e.g. use of Sharepoint and automation of various process stages in Excel);
- test process efficiency, including reliability of the accompanying flowchart.

Bouygues Telecom

Bouygues Telecom exercises due diligence in the selection of its business partners, service providers, suppliers and customers, and ensures that their integrity and probity can be demonstrated. The most important aspect is to have a broad overview of the ethical and CSR risks that are likely to arise in relationships with suppliers and business partners. To achieve this, Bouygues Telecom relies on the knowledge and expertise of its business line managers.

In 2023, Bouygues Telecom implemented the assessment procedures designed in 2022, specifically:

- assessing all its suppliers by means of a dedicated team within purchasing. Some mission-critical or high-risk partners are subject to more rigorous assessment using due diligence resources. If the assessment triggers an alert, independent investigations are launched and in-depth analysis is conducted by Compliance. For example, supplier assessments were conducted to ensure they were upholding their obligations with regard to minorities (plight of the Uyghurs);

- assessing business customers by Compliance with the help of Sales;
- assessing upstream of acquisitions or strategic alliances;
- systematically assessing patronage and sponsorship beneficiaries under this policy within Bouygues Telecom;
- conducting other assessments as and when needed.

In 2023, Bouygues Telecom conducted over 3,200 assessments.

Internal control and assessment

The Sapin 2 law requires companies to run internal assessments to evaluate the measures in place.

Combating corruption is a theme of the Group's Internal Control Reference Manual. A business segment may add specific provisions to this manual where necessary to make the compliance programme more effective.

Its effectiveness is monitored regularly by means of a self-assessment of the internal control principles implemented in the business segments and their subsidiaries. Should the self-assessment reveal deficiencies in the implementation of the compliance programme, an action plan must be drawn up and implemented promptly.

Audit departments, assisted by the ethics officers, may be periodically asked to check that the activities comply with the principles of the compliance programme and the Internal Control Reference Manual of the Group and its business segments.

External audit firms may be appointed by the Group or a business segment to investigate presumed cases of corruption, especially when the Group or the business segment has reliable indications suggesting that there has been wrongdoing.

Disciplinary sanctions

The Sapin 2 law requires that companies implement disciplinary sanctions that will apply to its employees in the event of a breach of the company's code of conduct.

It stipulates that when a company discovers an act of corruption, it should take the legal steps and actions available to it, including filing a complaint with the legal authorities if necessary. Senior executives or employees who breach the provisions of the compliance programme or engage in bribery or corruption will be liable to punishment, which may include termination of their executive office, disciplinary action or dismissal. Senior executives and employees are responsible for paying any fines and other financial sanctions imposed on them by a court of law.

3.4.1.2 Personal data protection

The protection of personal data was strengthened following enactment of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the General Data Protection Regulation, or GDPR).

Bouygues Construction

Bouygues Construction has established a set of rules to safeguard the personal data processed in the course of its activities. This applies to all its entities. The rules cover the IT systems used to process human resources, health and safety data and data relating to occupants (such as in connection with housing renovations), customers, suppliers and subcontractors.

Bouygues Construction has entrusted the governance of personal data protection to the company's compliance, legal and IT departments. Data privacy is overseen by Bouygues Construction's Data Protection Officer (DPO), with the assistance of DPOs and Privacy Managers situated throughout the entities of the business segment, in France and internationally.

With regard to applications that contain personal data, for example, regular reviews are conducted, according to the risks identified, to ensure compliance with regulatory principles such as privacy by design[a] and privacy by default[b]. Personal data processing files were reviewed by the group's support services in 2023.

Requests for rights mentioned in GDPR (the right to access, amend, object, etc.) are managed via specific electronic addresses for use by employees and external applicants, including candidates, occupants, customers, suppliers and subcontractors.

Training is provided to employees who process personal data to make them aware of the issues at stake and assist them in their work. In 2023, for example, Bouygues Construction set up a programme for personal data protection awareness for employees via its e-learning platform.

Compliance support documents (practical recommendations, training materials, information models and contractual clauses) are issued to the network of DPOs/Privacy Managers and to all employees.

Given the large number of locations around the world, the network of DPOs/Privacy Managers must also be familiar with the growing number of foreign regulations on personal data protection.

Bouygues Immobilier

In 2023, Bouygues Immobilier continued strengthening its data protection policy by:

- strengthening security in information system authentication mechanisms;
- improving cyberattack-detection capabilities at information systems level;
- running selective awareness-raising initiatives on data privacy in connection with the use of document-sharing tools;
- upgrading systems for analysing the indicators used to monitor the bouygues-immobilier.com website so as to meet the latest regulatory requirements;
- running a new GDPR learning campaign among staff using two online training modules.

(a) Protection of personal data taken into consideration right from the project design stage.

(b) Protection of data by default.

Colas

Colas has established a set of rules to safeguard the personal data processed in the course of its activities. This applies to all its entities.

Personal data protection is managed by the Data Protection Officer (DPO) at Colas SA, who is supported by a network of local DPOs and Privacy Managers due to the different geographical locations and specific national regulations.

Colas continued to implement its compliance drive in 2023. This included (i) a review of existing procedures by a consultancy firm and the design of new procedures that can be adapted to local entities, and (ii) the development of training materials to be rolled out in 2024 to optimise governance and raise awareness of day-to-day issues among business managers.

Furthermore, since November 2021, Colas' compulsory training programme has included a module on GDPR, to ensure that all its employees are knowledgeable about the topic. This on-line training course has been translated into all the working languages used at Colas (18 in total). In 2023, 5,029 employees undertook this training. A total of 12,11 employees have completed the course since it launched.

Applications containing personal data are subject to regular reviews by DPOs or Privacy Managers in conjunction with IT, according to the risks identified, to ensure compliance with regulatory principles such as privacy by design and privacy by default.

Requests for rights mentioned in GDPR (the right to access, erase, rectify, object, etc.) are managed via a single electronic address for centralising requests.

Compliance support documents are issued to the network of DPOs/Privacy Managers and are accessible to all employees via the intranet under the GDPR heading.

Equans

Equans last year further tightened its data protection policy, which has become applicable to all Equans entities.

At Equans, the Data Privacy Manager has a network of Data Privacy Managers (DPMs) responsible for compliance within each Master Business Unit (MBU).

The DPMs meet monthly as a committee to discuss data protection issues and address the compliance of projects involving the processing of data within Equans, in accordance with the privacy by design principle.

Last year, the Legal and Compliance Department at Equans implemented a compliance management solution to share the system for managing registers, conducting data protection impact assessments (DPIAs), and managing data breaches and access requests.

An intranet page on ethics and data protection was made available to Equans employees in 2023.

Most MBUs within Equans have an online awareness module and run communication initiatives locally.

Privacy Managers work closely with cybersecurity departments within Equans. An online cybersecurity module is mandatory for all employees. In 2023, Equans continued strengthening capabilities for detecting cyberattacks, including by expanding teams at the operational security centre.

TF1

TF1 has set up a specific organisation based on a data protection officer (DPO) and a network of 54 data, operational, IT and legal officers from each of the departments or subsidiaries of TF1 and Newen.

TF1 has introduced a general GDPR policy that all TF1 employees must comply with, comprising 15 general internal regulations, business factsheets, procedures (management of personal rights, management of personal data breaches, etc.) and guidelines (personal data retention periods, etc.).

The internal regulations, business factsheets, procedures and various standards are available on the corporate intranet under a section on GDPR in order to make it easier for employees to access the necessary documentation.

An on-line training module on personal data has been rolled out and is compulsory for all TF1 group employees.

Access requests (right of access, erasure, rectification, objection, etc.) are managed using a software tool that centralises and tracks all requests received so that they can be processed within the legal deadlines.

Bouygues Telecom

In 2023, Bouygues Telecom continued with the initiatives it had brought in to ensure compliance with the personal data protection regulations.

Internal data management was strengthened by overhauling the network of internal liaison officers, reviewing a number of processes, including the introduction of a process for systematic referral to the DPO in the event of a new processing operation or changes to an existing processing operation, and providing the network of liaison officers with checklists to identify watch points for issues, using the cloud and AI checklists, for example. The full range of useful documents was made available to employees on the intranet to make it easier for them to access the required documentation.

Bouygues Telecom also carried out a document audit involving several of its service providers and appointed a DPO in two of its subsidiaries (Keyyo and OnCloud).

All new employees are required to complete an online training module and attend a meeting at which DPO staff explain the importance of data protection.

Further initiatives were also continued to ensure data security. The Cyber Security and Resilience Department, which centralises security resources and activities, raises awareness about emerging security threats throughout the year.

3.4.1.3 Ethical reporting

Upholding its public commitments in the area of ethical news coverage is of central importance to TF1 as it strives to ensure that its news department acts responsibly and independently and that its programmes meet broadcasting standards, under the guidance of channel controllers and the General Counsel.

The TF1 News department is tasked with ensuring that ethical principles common to the industry are followed in its newsrooms.

In France, the main journalist trade unions have adopted an ethical charter setting out professional standards for the industry. It can be consulted on the website of the Syndicat National des Journalistes (SNJ).

The ethical charter specifically for TF1 journalists was signed on 28 January 2019 and sent to them on 13 February 2019. Every newly employed journalist receives a copy of the charter when they sign their employment contract.

In 2017, a committee of leading independent experts was set up to ensure compliance with the principles of honesty, independence and diversity of viewpoints in news gathering and related programmes on TF1 channels. This committee met twice in 2022, in June and September. The TF1 News department pays close attention to image sources and prohibits the use of amateur video clips when their origin cannot be accurately ascertained. When amateur videos that can be cropped and edited are used, the channel inserts the message "amateur video", wherever possible specifying the date on which the images were recorded.

3.4.2 Quality, safety and comfort of products and services

At the Bouygues group, respect for customers and users is a core value common to all its activities. This mindset is especially prominent in the commitments that it upholds for protecting the health and safety of its people, as well as the requirements that it imposes on the quality and user comfort of its products.

3.4.2.1 Protect consumer and user health and safety

Road safety

With regard to road safety, **Colas** is developing its R&D in several areas by:

- extending the scope of application of its Flowell dynamic road-marking solution in order to improve the visibility of road signs and increase user safety. Several pilot sites were set up to test the solution in real-life conditions. Use cases revealed better concentration, leading to calmer driving, greater awareness of risks and enhanced safety for pedestrians. Flowell pedestrian-crossing technology was approved by France's Transport Ministry in July 2023;
- deploying Anais[a] both in France and in the United Kingdom, which improves road safety on a permanent basis by helping infrastructure managers identify accident hotspots on their networks;
- developing skid-resistant road surfaces to reduce the risk of accidents, and
- Colas designs and manufactures road safety equipment.
- Its agencies in France include Infracare in their maintenance bids for public contracts, knowing this will help customers assess their road assets, plan preventive maintenance more effectively on a multi-year basis, control budgets and reduce the environmental impact of maintenance work. In short, road managers are given the keys to improve safety and the level of service in their networks.

Colas has developed and patented the SAVE (approaching vehicle evacuation system) solution, which is fitted to trailer-mounted illuminated emergency and directional arrow signs to alert employees working in the vicinity of high-speed roads when there is an imminent risk of a collision. This solution has been marketed by Aximum since 2023.

Other systems to detect people in the vicinity of machinery are also being tested by independent building equipment manufacturers, with a view to inclusion in the existing multibrand fleet.

An increasing number of vehicles are set to be fitted with on-board data collection devices in the future, within the limitations of each country's laws and regulations (e.g. CNIL in France and GDPR in the EU). Positive results, such as a significant reduction in speeds, have already been obtained at Colas Rail Ltd (UK) following data-supported discussions with drivers about the risks of speeding. Colas has set a cross-subsidiary target to reduce the overall accident rate, benefiting employees, their families (sharing of best practice) and road users in general. This objective is based on a policy of regularly bringing road safety issues to the attention of employees. Such a policy has been implemented by various units for many years at the behest of the group and its subsidiaries, and takes the form of road safety training, post-accident analysis, driver audits and communication tools (comic strips, videos, posters). These different tools emphasise that accidents are preventable. They remind people of the steps they can take to avoid them: maintaining safe speeds and distances, not using a mobile phone while driving, not using alcohol or drugs, and parking in the direction of travel.

Electromagnetic fields

Bouygues Telecom continued to distribute the French Telecoms Federation's information leaflet, entitled *Mon mobile et ma santé* ("My mobile phone and my health"), to all new customers and anyone changing their SIM card.

Moreover, the specific absorption rates (SAR) of the head, trunk and limbs from telecommunications equipment are now displayed by all Bouygues Telecom's distribution channels and in its advertisements for telecommunications equipment. Bouygues Telecom closely monitors changes in French and European regulations, ensuring that each telecommunications device distributed (mobile telephone or router) complies with the European Radio Equipment Directive (RED).

3.4.2.2 Quality of products and services in use

The Bouygues group's aim is for quality and user comfort to be the distinguishing features of its products and services provided by its business segments.

Better urban living

Bouygues Construction's "NewCare" offer aims to place health and well-being at the centre of urban projects. NewCare offers solutions for:

- making urban planning more supportive of people's health by including prevention measures in projects;
- improving the flexibility of the care pathway by developing care homes, 'medihotels', residences for senior citizens and solutions enabling people to remain in their own homes;
- making healthcare facilities more comfortable and functional for patients and carers.

(a) A French acronym for Acquire, Digitise, Analyse, Inform and Make Safe.

In 2023, Innovapresse's ranking of developers named **Bouygues Immobilier** as the winner in the Living environment – Mixed-use category for its Hôtel Dieu development in Clermont-Ferrand, in the centre of France. This development has three ways of enhancing quality of life in urban environments: nature, renovated architectural heritage and giving the public access to the neighbourhood.

Protect young viewers

Lastly, the Bouygues group's media and telecoms businesses are working to protect younger viewers from the risks of television and the internet. Since TF1 introduced its youth programming slot, all purchased series aimed at young people are viewed by the creative teams and/or a child psychologist. If the psychologist considers images unsuitable for children, this person will suggest cuts, or will occasionally judge episodes to be unacceptable for broadcasting. When the production chain permits, this report is presented as early as possible to ensure the programme complies with the rules and to avoid the possible destruction of content.

Bouygues Telecom educates parents and children on how best to use the internet.

The operator supplies a first-level parental control feature free of charge to protect children from inappropriate content, and also offers a new premium parental control feature. In collaboration with members of the French Telecoms Federation, Bouygues Telecom has co-authored a guide called "*Jeunes et Internet*" (Young People and the Internet) aimed at teenagers as well as parents, containing advice and educational tools to help them browse the internet with more confidence. Furthermore, a document entitled "*Enfants et usages du digital: on vous accompagne*" (Children and digital use: we're here to help you) is available on the Bouygues Telecom website. It offers practical advice to help address digital risks in areas such as social media and cyber-bullying and gives tips on how to use devices sensibly.

In November 2023, Bouygues Telecom launched Reconnectés, an innovative content series that uses a board game to raise awareness of the dangers of digital technology. It was developed in partnership with a psychologist specialising in children's and young people's development. The first episode was released on 7 November and addresses the issue of cyber-bullying through the words of Léna Situations, a youth influencer.

In 2023, Bouygues Telecom also supported Safer Internet Day and became a partner of the #BienvenueLes6e campaign to help pupils (and their parents) understand the issues connected with digital technology as they enter secondary school.

3.4.2.3 Accessibility of products and services

The Bouygues group aims to make its products and services widely accessible, especially those of its media and telecoms businesses.

With New Deal for Mobile, **Bouygues Telecom** has pledged to bring 4G to everyone in France. This landmark agreement between operators and the French government aims to provide high-quality mobile coverage throughout the country. The aim is to speed up roll-out of 4G in areas where network coverage is poor, focusing on so-called not-spots.

During the year, Bouygues Telecom received a number of awards, reflecting its deliberate policy of making its mobile plans available to as many people as possible:

- for the 10th year running, ranked second for best mobile network by Arcep (the French telecoms regulator);
- leading operator for WiFi performance for the fourth time in a row according to nPerf;
- rose to top spot for fixed-line performance according to nPerf.

Since its 5G coverage went live in December 2020, Bouygues Telecom has continued investing in this roll-out by signing new alliances:

- with Alten and Siemens France to promote and extend 5G services;
- with 16 other partners in the 5G Open Road project for developing new mobility solutions.

Bouygues Telecom offers a "Keep Connected service", which guarantees Bbox customers an internet connection at all times, right from the start of their contract. Customers are provided with a 4G dongle in the shop, enabling them to connect all their devices to Wi-Fi immediately. Bouygues Telecom has continued running "Bbox Asso" to help non-profits speed up their digital transition. This internet service is designed specifically to meet their connectivity needs.

Additionally, Bouygues Telecom has been working to help people with disabilities access electronic communications services in a number of ways:

- making its telephone and interpersonal communication services accessible to people who are deaf, hard of hearing, blind or aphasic. The Rogervoice mobile app, made by a Bouygues Telecom partner, enables these individuals to use the telephone by relaying their calls. Since 2021, Bouygues Telecom has increased the credit granted to such customers from one hour of communication per month to three hours;
- raising internal awareness of accessibility issues and arranging workshops with employees with disabilities to gain a better understanding of their needs and improve products;
- improving access to its websites, starting with better access to its corporate website;
- continuing various initiatives such as:
  - engaging with non-profits that represent persons with disabilities in order to achieve a better understanding of their expectations and take account of their needs when designing new products and services;
  - offering information and billing in Braille and large print in partnership with HandiCapZéro, and providing Braille text on new products (Bbox Internet and Bbox TV);
  - making client services accessible to people with total or partial hearing loss, in partnership with Acceo.

The **TF1** main TV channel ensures that its programmes are accessible, especially to people with impaired hearing or vision by using subtitling and audio description. The other channels operated by TF1 also exceed the statutory requirements as regards subtitling and the provision of audio description. As regards the accessibility of digital content, the programmes on the various channels that are broadcast with subtitles or audio description are offered on the MYTF1 catch-up service with the same level of accessibility as that available on the live channels. Furthermore, FACIL'iti (a solution which can adapt how a website is displayed to suit the reader's visual, motor and cognitive requirements) has also been installed on the websites of TF1 and LCI. TF1's teams have received training on accessibility issues.

3.4.3 Socio-economic impacts worldwide

The Bouygues group provides solutions that drive progress and support changes within society. Its business activities have an impact on regional and local development through the construction and maintenance of road and rail transport infrastructure and buildings as well as through the expansion and operation of a telecommunications network.

3.4.3.1 Stimulate economy and social ties

Develop the means of communication

The roll-out of superfast technology (4G and fibre) to urban and more sparsely populated areas is helping local and regional economic development and extending digital services to as many people as possible, including in rural areas.

Fibre-optic networks add to the appeal of many towns, cities and regions, and this is helping to fuel innovation. The high speeds available and the stability of the signal are encouraging the boom in e-learning, working from home and e-health. **Bouygues Telecom** has announced ambitious plans to invest in fibre to meet the rising demand from households for fixed superfast broadband. As well as laying fibre in urban areas, Bouygues Telecom distributes its services on Public Initiative Networks (PINs). Agreements have been signed with the PINs of Axione, Covage, Altitude Infrastructure, TDF, Orange and SFR. In 2023, Bouygues Telecom had 33.4 million households eligible for its fibre connection (+ 4.9 million premises marketed year-on-year, of which almost 80% in PIN areas).

Since launching, the *New Deal for Mobile* has been a catalyst for investment in extending coverage nationwide. Since end-2022, all Bouygues Telecom's sites have been 4G equipped and over 99% of the French population is now covered by Bouygues Telecom's 4G network.

Support start-ups and SMEs

In the belief that open innovation between start-ups, SMEs and large firms can yield benefits, Bouygues launched a Group-wide initiative in this area.

This is run in each business segment by a team responsible for conducting co-development projects in tandem with start-ups. Bouygues Développement, a subsidiary of Bouygues SA, is contacted by business segments that have selected start-ups relating to their key innovation areas. It analyses the funding applications received from the start-ups, issues a recommendation on plans to acquire a minority stake, and sees the investment process through to completion. The Group Open Innovation committee, coordinated by the Group's Innovation department, oversees the whole process and ensures that best practices are shared between the business segments. At the VivaTech trade fair in June, Olivier Roussat awarded prizes to the most successful collaborations between Group companies and start-ups.

In April 2023, Bouygues and ISAI incepted an investment fund with a seed capital of €80 million for start-ups in the construction industry.

The purpose of **Bouygues Construction'**s investment fund (Construction Venture) is to invest in and support strategic start-ups.

To help drive the green energy transition and decarbonisation, Bouygues Construction signed the SME Charter to help thousands of such companies reduce their environmental footprints. Thanks to a tailored support scheme, these SMEs can benefit from personalised support to help them adopt more sustainable practices, reduce their carbon emissions and play an active role in promoting a greener future.

Bouygues Immobilier renewed its partnership with *Ticket for Change*, a programme that supports business leaders committed to civil society and the environment. In September 2023, a discussion was held between the social entrepreneurs who had joined the Bouygues Immobilier Lab and the employee ambassadors active in the partnership, giving them an opportunity to exchange advice and gather feedback on the key issues affecting these business leaders.

The **Colas** investment fund, CIB Développement, invests in start-ups that promote the rapid adoption of pivotal technologies. Since 2023, the portfolio has had four equity investments including XXII, a computer vision specialist, and Geoflex, which has developed hypergeolocation by satellite.

In addition, the innovation department at Colas is leading collaborations with start-ups that are developing innovative infrastructure solutions to meet environmental challenges. One example is the partnership initiated in 2023 with Purple Alternative Surface, which produces permeable car-park paving slabs from hard plastic waste.

Colas is also developing its own digital Cim[a] platform, known as "2IN". This is a platform for safeguarding and managing various Colas resources (sites, soil data, project data, Bim and CAD models, point clouds, and monitoring and maintenance data). "2IN" was developed on the basis of MapBox, with the assistance of the integrator Vectuel. It will facilitate the project design process and offer customers road-as-a-service options such as predictive maintenance, the calculation of urban heat islands, use of the circular economy and soil decontamination. 2IN is an internal platform within Colas but can also be made available to local authorities, developers, urban planners and operators.

As a representative of the media sector at Station F, the start-up campus in Paris, **TF1** launched an incubator programme in January 2018 that will trial and mass produce innovative solutions and services, in line with new market practices and changes within the professions. During this six-month programme, start-ups are supported by professional experts and sponsors from TF1. Since its launch, the Media Lab incubator programme has supported 50 start-ups, 60% of which have signed a contract with the TF1 group.

Bouygues Telecom has supported open innovation since 2009. Through its support programme (Bouygues Telecom Initiatives), over 3,000 start-ups have been analysed, 130 co-development projects turned into start-ups and 15 investments made in start-ups. Some examples:

- Recommerce: a specialist in high-end smartphone refurbishing and a partner of Bouygues Telecom in the area of recovery and recycling for the past ten years;
- Evina: a Parisian start-up specialising in cybersecurity which safeguards telecoms operators from fraudulent transactions;
- DataGalaxy: a data governance tool that enables an organisation to obtain an overview of its own data and guarantee it is used correctly.

(a) City Information Modelling. This solution expands BIM's scope of application to the scale of a neighbourhood, city or region.

Support for the non-profit sector

Since 2015, **Bouygues Immobilier** has supported LPO, a non-profit that works to protect nature in three ways: knowledge and conservation of biodiversity; preservation and management of natural areas; and environmental education and buy-in from society. In 2023, Bouygues Immobilier expanded the scope of the partnership by:

- incorporating LPO modules on nature into the training offered to technical and programme teams;
- organising grassroots meetings with LPO teams in various agencies.

In 2020, **TF1** Pub became the first multi-media advertising sales house to team up with Goodeed[a]. Since then, over €752,000 in donations has been raised for a number of charitable projects supported by Goodeed. In 2023, 17 campaigns were broadcast on TV and on MyTF1, highlighting the positive initiatives of more than 12 non-profits in a variety of areas (environment, inclusion, education and poverty).

Since 2021, TF1 Pub has supported Vinted to promote second-hand goods and prolong their useful life by selling outfits worn by actors and artists from the TF1 group on its platform. Each year, the profits from the sale of these outfits are donated to La Cravate Solidaire, which supports people in social integration programmes and works to combat against discrimination in job interviews, particularly concerning appearance-based biases.

The scheme addresses both economic and environmental issues, and by teaming up with a major mover in the second-hand sector, TF1 Pub is demonstrating its commitment to promoting responsible consumption among the general public.

Bouygues Telecom works alongside non-profits with the intention of becoming their go-to partner for digital technology.

Whether it is to run their operations, recruit volunteers, post on social media or raise funds, non-profits need access to digital resources and a reliable internet connection. For that purpose, Bouygues Telecom has set up several ways to help support the development of the volunteer sector in France,

- including “Bbox Asso”, the only discount internet package for charities.
- It has also developed a voluntary work platform offering over 15,000 volunteer assignments across France.
- Launched in late 2020, the Donate A Gigabyte community action scheme helps bridge the digital divide by giving customers and employees the opportunity to donate gigabytes to partner charities.

Through #WeCare, Bouygues Bâtiment France (**Bouygues Construction**) offers its employees the opportunity to spend a day volunteering for a chosen cause, either individually or as a team.

Support for France’s military reserve policy

On 5 July 2023, the Bouygues group renewed its partnership with the French Ministry of the Armed Forces to support its military reserve policy through an agreement signed in Paris. With this corporate citizenship initiative, the Group is joining a CSR initiative that harnesses the talents of its employees for the common good. Since 2018, Bouygues has been a National Defence Partner by supporting Group female and male employees who wish to join the military reserve. The Bouygues group supports this mutual commitment between nation and armed forces by ensuring:

- a comfortable level of remuneration for reservist employees during reserve periods;
- the rapid availability of reservist employees when called up. Greater flexibility is given to these employees in notifying their superiors of their impending absence.

Bouygues shared its experiences at the Garde Nationale stand at the Mayors and Local Government trade fair in Paris on 21-23 November 2023. In October 2023, **Bouygues Construction** and **Equans** held internal events that were streamed on external social media to encourage employees to join the military reserve. On 6 October, Bouygues Construction held an awareness-raising event for 3,000 employees at its head office in the Paris region, during which reservist employees told their stories with members of the Garde Nationale office and other reservists in attendance, each giving their own insight into what it means to defend one’s country and serve as a citizen. Bouygues Construction manages its reservist community year round through an internal social network.

3.4.3.2 Housing for people

Help provide access to housing and urban services

Bouygues is committed to meeting the needs of first-time buyers and social housing tenants with a wide range of offers. It sells part of its production to social landlords and develops housing for senior citizens as well. Furthermore, UrbanEra eco-neighbourhoods offer a multi-modal package of soft and shared mobility solutions, a concierge service and digital tools that promote interaction and community life.

At **Bouygues Construction**, the “Socially Responsible Housing” programme, which arose from an innovation partnership between the action tank Entreprise et Pauvreté and Bouygues Bâtiment Île-de-France Habitat Social, is committed to building affordable housing for low-income households and those which do not qualify for social housing in their local area.

The Bouygues group welfare committee was set up in 2004 to allocate loans and grants to employees who run into financial difficulties.

Fight fuel poverty

Bouygues Construction’s programme provides energy renovation for social housing, without the need to decant the occupants, and helps social landlords reduce fuel poverty among low-income households. The company has signed the “EnergieSprong” charter, the purpose of which is to support the mass roll-out of energy renovations in social housing. This Europe-wide initiative is based on a high-grade level of specifications: zero-energy renovation[b] guaranteed over 30 years; one-week renovations without decanting residents; cost overruns funded by the resale of renewable energy and energy cost reductions; and a focus on occupant satisfaction.

(a) Goodeed is a social entrepreneurship initiative raising funds for NGOs through advertising revenue.

(b) Thermal renovation aiming for a passive energy score.

3.4.3.3 Employ local people

The presence of the Group's activities in a given place helps to develop and sustain employment. Its business segments, whether in France or elsewhere, use local labour as a priority and encourage the development of local subcontractors.

France

The Group's companies span all of France (60% of sales and 92,109 employees). As such, the Group operates at the heart of regional economies and is a driving force for local employment. Colas has a positive impact on employment and regional development where it operates, through its workforce of 64,685 employees worldwide and network of long-standing local units. As customer proximity is a priority, jobs cannot be relocated abroad. **Equans** likewise has large global operations, with 88,000 employees worldwide working for local brands historically rooted in each of their markets.

The Group's business segments are drivers of occupational integration. In France, public procurement contracts include occupational integration clauses. To apply these criteria as effectively as possible, so that people remain in employment for the long term, Bouygues Construction and Colas forge partnerships with local and national specialised organisations.

At **Colas**, local partnership agreements have been signed with GEIQs (groups of employers promoting occupational integration and vocational training) to facilitate the integration of people who are having difficulty entering the job market or returning to work. The GEIQs recruit people from the target groups and then place them with member businesses, arranging a mixture of theory and hands-on work experience.

Since the signing of an agreement in 2016 with GEIQ IDF (a GEIQ operating in and around Paris), and occasionally with other regional GEIQs, Colas France has regularly arranged specific recruitment and training activities related to contractual clauses.

Meanwhile, the French subsidiary Spac is working on occupational integration by offering apprenticeships to unskilled refugees/young people with the aim of teaching them a trade, helping them integrate, and then offering them a job. This scheme has links with local access points for housing and employment.

Colas Rail is also continuing to collaborate with a number of GEIQs in France, such as GEIQ BTP IDF and GEIQ BTP 38. Activities are also arranged with temporary employment agencies, either continuously or for the duration of the project (Id'ées intérim, Janus, Humando, Intervalle intérim, and temporary employment agencies specialising in the placement of offenders under the supervision of the prison integration and probation services).

In addition, the external masonry course exclusively for women, organised with the Gustave Eiffel training centre at its suggestion, finally came to fruition in 2023 (see section 3.2.4 of this report), providing a means for occupational integration trainees to earn a qualification and potentially join Colas as employees. Because the training is all-female, it helps the group achieve its gender balance targets in respect of women's representation in front-line occupations.

Colas Projects is working to enhance and maximise its local impact, particularly as regards employment. At the Bus Rapid Transit worksite in Cayenne (French Guiana), for example, professional training and support contracts have been signed for occupational integration trainees, representing 30,000 hours of work on the project carried out by occupational integration personnel: i.e. 10% of the hours worked.

The initiatives of the **TF1** Corporate Foundation focus on diversity and helping young people find employment. Each year it uses a competitive process to recruit young people between the ages of 18 and 30 from disadvantaged areas. Additionally, the foundation each year organises an inter-company internship scheme aimed at 14/15-year-olds. In 2023, the TF1 Corporate Foundation welcomed its 16th intake. Since its launch, the foundation has supported 177 young people, some of whom are now well-known journalists on TF1's TV channels.

TF1's patronage initiatives placed particular emphasis on occupational integration, working with organisations such as Sport dans la Ville – a major partner which helps young people from disadvantaged urban areas. This partnership covers the mentoring of young people and financial support for "L dans la Ville", a sub-programme that promotes the occupational integration of girls. The TF1 group is also a partner with the Sports Commentator scheme for young people, which shines a light on the professions of sports commentator and journalist. In April 2023, a group of young people from central France were introduced to news reporting by the journalist Thomas Mekhiche, by being allowed to attend the 8pm news editorial meeting and visit the studios. Furthermore, the TF1 group is supporting a non-profit called "La Chance pour la Diversité dans les Médias", which aims to increase diversity in the media by preparing grant-holders to compete for places at journalism schools.

Under the impetus of **Bouygues Immobilier**, the "Collectif d'entreprises pour une économie plus inclusive" opened an office in Nice to help respond to the needs of local people in terms of employment and social inclusion.

Bouygues Construction indicators

Indicator	Scope (activity or region)	Coverage	2023	2022	Remarks
Number of hours devoted to occupational integration and the corresponding FTE[a] (France)	France	45.3% of Bouygues Construction's consolidated sales	935,151	1,665 017	
Portion of expenditure going to local companies	Global	96.9% of Bouygues Construction's consolidated sales	93%	93%	The purchasing policy seeks to develop the local economic and social fabric by buying locally, assisting SMEs and making purchases from sheltered workshops and disability-friendly companies

(a) Full-time equivalent.

International

The Group endeavours to source site workers and senior employees locally, which strengthens its position in terms of direct and indirect employment, fosters the transfer of expertise and supports local communities.

In Canada, all **Colas** subsidiaries (Colas Western Canada Inc., NPA, Sintra, The Miller Group) are working for "Truth and Reconciliation" with the Canadian indigenous peoples (First Nations, Métis and Inuit). They are participating in the Progressive Aboriginal Relations (PAR) programme run by the Canadian Council for Aboriginal Business (CCAB). This programme encourages the participating businesses to invest in the development and growth of the indigenous economy throughout Canada. Colas' subsidiaries in Canada are implementing processes in four areas (Leadership, Jobs, Business Development and Community Relationships). Their performance will be assessed by the CCAB with a view to obtaining certification: 'Committed' after three years, and then 'Certified' after five years. In 2023, to continue the process of uncovering Aboriginal culture and to mark the Reconciliation, 242 employees from Colas Canada and its subsidiaries took part in the Indigenous Cultural Awareness Training, provided by Holly Fortier.

In the UK, Colas continues to work with agencies supporting different sections of the community, such as veterans' employment services and agencies supporting ex-offenders, disabled people and the long-term unemployed, to provide employment opportunities and boost diversity both within the company and in the industry in general.

AW Edwards, Bouygues Bâtiment International's subsidiary in Australia, part of **Bouygues Construction**, has for several years implemented a series of specific measures (apprenticeship programme, support from mentors who are themselves Aboriginal Australians) as part of Reconciliation Australia, the major national programme which seeks to achieve reconciliation with Aboriginal and Torres Strait Islander people and to recognise their "culture in the day-to-day life of the company", based on 20 key actions (see section on Human rights in section 3.2 of this report).

3.4.4 Relations with people and organisations affected by the company's business activity

3.4.4.1 Dialogue with stakeholders

At Bouygues, dialogue with stakeholders is conducted at three levels: Group, business segment and at the local level.

The Group dialogues with stakeholders, including non-financial ratings agencies, the investor community, trade unions, government departments and NGOs in an effort to take their expectations increasingly into account.

Bouygues publishes an Integrated Report[a] as a summary of the Group's vision, strategy (and that of its business segments) and corporate culture, showing how it creates value for its stakeholders.

Each business segment maps out its respective stakeholders and liaises with them regularly on their own specific issues to identify areas for improvement and the associated relevant actions.

Listen to customers and fulfil their requirements

Ever since the Bouygues group was founded, being attentive to customers and ensuring their satisfaction have been regarded as key success factors. Measuring customer satisfaction is a basic requirement of ISO 9001 (quality management system). Bouygues Immobilier encourages the carrying out of customer surveys at the end of each commercial phase, as does Bouygues Construction at the end of each commercial and operational phase.

Worksite customers play a central role in **Bouygues Construction**'s TopSite label certification process, which can only be granted with their involvement.

When new structures and structural renovations are completed, **Colas** Bâtiment uses audits and surveys to measure the satisfaction of customers and project coordinators. Over the past two years, 92.6% of the criteria assessed (for all operations combined) scored "very good" (maximum mark).

Since 2017, Colas France has adopted a uniform approach to measuring customer satisfaction and the Net Promoter Score (NPS), based on a Qualtrics tool which enables each branch office to survey its customers on completion of a project, and follow up the results.

Bouygues Telecom continues to improve customer experience and satisfaction through two initiatives:

- A complete overhaul of its on-line support: the way users interact with help tools was redesigned, particularly through the use of terms and actions adapted to novice customers.
- The creation of a practical guide: articles in plain language, high quality content, expert guidance, to help prospects choose the right products.

Bouygues Telecom launched a new and innovative video advice service called "Visio Conseiller". Customers and prospects can go on the Bouygues Telecom website and launch a video call with an in-store adviser equipped with a camera, who can then guide and assist them.

"Be Progress", a tool designed to optimise feedback from customer advisers and sales employees in direct contact with customers, helps manage the customer experience more effectively. It simplifies the process so that complaints and errors affecting the customer experience can be sent and resolved more easily as part of a team effort. The Customer Committee set up in 2016 was renewed in 2023. It consists of around 30 customers who are in direct contact with the teams at Bouygues Telecom. This enables them to put forward ideas and suggestions for improving the experience of all customers. Employees can consult the Customer Committee about the offers, products and services they are working on, either early in the process or after launch, with a view to optimising them.

In its role as a property developer, **Bouygues Immobilier** attaches a great deal of importance to listening to its customers and ensuring they are satisfied. Bouygues Immobilier won the "Élu Service Client de l'Année 2024" for the first time for its customer service in the property development category. In 2023, several initiatives highlighted the importance of customer relations:

- The "Allô Demain ? Ici la ville !" survey, which invited local councillors to express their views on how to shape the urban spaces of the future in the face of climate change;
- The second Customer Day, which was devoted to customer satisfaction;
- A 28-point increase in the company's NPS since 2021.

(a) On the home page of bouygues.com, and on its "Investors" and "Publications" pages.

At **Equans**, Bouygues Energies & Services has automated the Net Promoter Score (NPS) since 2022, enabling it to improve customer experience. This method determines whether customers are "passive", "detractors" or "promoters", allowing the company to then act accordingly.

The **TF1** group's news ombudsman receives opinions, queries and any complaints about news broadcasts on TF1 and LCI, via the Viewer Relations section on the TF1 Info website. The news ombudsman provides explanations about how television news is produced and the rules by which it must abide. This person also notifies the newsrooms whenever several similar opinions are voiced by viewers.

Constant dialogue

External social media are an excellent channel for exchanging ideas with stakeholders. Several of the Group's entities run blogs discussing current and future trends on which users can comment: BouyguesDD (www.bouyguesdd.com), Bouygues Innovation (www.bouygues-innovation.com), *L'innovation partagée* (www.bouygues-construction.com/blog), the forward-looking blog *Demain la Ville* (www.demainlaville.com), *Le Mag* (www.blog.bouyguestelecom.fr).

Each of **Bouygues Immobilier's** flagship projects is accompanied by comprehensive online content, posted on a dedicated website or on social media, for the purposes of informing and exchanging information with project stakeholders.

At Bouygues Immobilier, the quality-enhancement strategy is a constant way of exchange with customers, albeit indirectly. Satisfaction surveys carried out at the time of purchase and handover, together with the results of the Net Promoter Score[a], provide information about customer expectations and ensure the continuous improvement of services and construction quality. Bouygues Immobilier's NPS increased by 20 points versus 2023.

With the assistance of its customer advisers, **Bouygues Telecom** develops and monitors customers' digital experience on its own forums ("Customer Area" app) as well as on social media such as Facebook and Twitter. Bouygues Telecom supports all its customers in their digital lives through its help forum.

Bouygues Construction routinely supports its customers through certification programmes such as HQE™, BREEAM®, BiodiverCity Life, ISO 50001 and CEE to address their needs and expectations.

Close, high-quality relations with its audience is a priority for **TF1,** which keeps permanently in touch with viewers through social media and the "TF1&Vous" page. Audiences can interact about shows and presenters at any time.

The editorial teams of TF1 and LCI set up "Les Vérificateurs" ("the fact checkers"). This team of journalists specialises in fact-checking to combat fake news and disinformation. "Les Vérificateurs" routinely fact-check for the various channels within TF1: the teams responsible for TF1's news bulletins continued their training with an update session in late 2023. The objective is to remain up-to-date on the latest fast-checking practices, particularly for verifying videos – vital skills when covering the conflicts in Ukraine, Israel and in other places. As a result, the teams develop real expertise, especially in geolocation and the origin of images, while simultaneously carrying out efficient monitoring of social media by infiltrating groups. The News department continued its partnership with the French National Institute for Health and Medical Research (Inserm), airing a number of stories about so-called alternative medicine and participating in its autumn conference, the theme of which was fake news and scientific disinformation.

Furthermore, the TF1 group regularly organises "Meet the news team" events, chaired by the news ombudsman in partnership with Clemi, the centre for media and information literacy. These meetings demonstrate TF1's willingness to continue strengthening its close and trust-based relations with viewers, and to make news production more transparent in order to create a better understanding of news journalism.

Consultation exercises and local dialogue

At the local level, procedures have been introduced to encourage grassroots dialogue between site and worksite managers and local residents, thus fostering public acceptance of the Bouygues group's construction businesses (Bouygues Construction, Bouygues Immobilier and Colas).

Giving local residents advance warning of disturbances and enabling them to report them are ways of making worksites more acceptable.

- UBY, a start-up that emerged from the Bouygues SA intrapreneurship programme, offers an eponymous mobile app for use by the general public. It enables residents to obtain advance warning when potentially disruptive events are planned and to report disturbances, which are then correlated with the data from the sensors. A cloud platform analyses the real-time data collected by smart sensors installed around the worksite. Site managers then receive a real-time alert if any of the authorised levels are exceeded.
- The "Hello Travaux" app from **Colas** is a professional networking site used to communicate in real time with local residents affected by neighbouring worksites. Information on the works (roads closed, diversions, etc.) is communicated each week and the app's users can ask questions and report problems themselves. This app was rolled out in late 2019 at over 250 sites in France and abroad (including Switzerland and the United Kingdom).

Acceptance of production sites by local residents is a social responsibility issue of paramount importance to Colas worldwide. Its activities can affect the environment and/or people's health in the surrounding areas in various ways (odours, dust, traffic, noise, other forms of pollution). Colas has established action plans focused on two areas:

- **exemplary production sites** – each site must implement progress measures that go beyond mere compliance with administrative or regulatory requirements. A system for registering complaints is set up at each site so that they can be followed up (response and resolution);
- **regular dialogue with local residents and authorities** – maintaining an open dialogue with local communities makes it possible to better understand their expectations, explain the reality and constraints of production sites, and promote mutual understanding to prevent crisis situations. This dialogue may be formalised via local committees which bring the various stakeholders together.

At Colas, a "Local Dialogue" indicator has been added to the Environment checklist of previous actions in order to assess the extent of local dialogue and improve public acceptance of Colas' activities. In 2023, 46% (in terms of sales before inter-company eliminations) of Colas' Materials activities rolled out various local dialogue initiatives.

(a) Used to measure customer satisfaction and the likelihood someone will recommend a brand, product or service. Corresponds to the percentage of customers likely to recommend the brand, product or service (promoters), minus the percentage of dissatisfied customers (detractors).

Colas Indicator

	Scope (activity or region)	Coverage	2023	2022[c]	Remarks
Materials production activities covered by a local dialogue structure[ab] as a % of sales before inter-company eliminations	Global	100% of the sales before inter-company eliminations of the materials production sites	46%	29%	In 2023, there was a significant increase in the proportion of materials production activities participating in local dialogue, thanks to a better understanding of the ECHO environmental management tool (awareness campaign led by the Environment department) as well as greater use of it.

(a) Activities that can justify (through a specific report) during the reporting period that they have genuinely interacted with local residents, elected representatives and government through meetings and proper responses to complaints. Supporting documentation must be kept on file.
(b) In 2023, "Workshop" and "Laboratory" activities were removed from the reporting tool CeS@R (although they are still monitored in ECHO), and the recording of sales before inter-company eliminations was automated. Figures for 2022 have therefore been recalculated.
(c) 2022 figures were restated following the divestment of Branscome in 2023.

For selected property-related and urban development projects, **Bouygues Construction and Bouygues Immobilier** listen to local people and stakeholders via interviews, digital co-creation platforms and vox pops with passers-by as part of their operations.

Bouygues Telecom takes care to develop and maintain ongoing dialogues with local authorities and their representatives, starting with the municipalities and their mayors. External relations teams are active throughout the country as the company develops its network infrastructures. More broadly, they also relay information on all the topics that could affect the business to elected representatives, local authority departments and decentralised state services.

Local relations liaison officers hold numerous meetings to raise awareness about digital issues, particularly the development of next-generation mobile networks and superfast fixed broadband networks. This working relationship rests on two pillars: trust between the parties involved, and a desire to collaborate on the development of our projects. These meetings comply with the need to ensure transparency and provide information, as required by the Abeille law, but they go even further because they are designed to reflect the company's values by favouring interpersonal contact on the ground.

As an extension of the tasks entrusted to them, and in order to ensure that the company's interests are defended locally, the external relations teams and their representatives regularly disseminate Bouygues Telecom's CSR policy, with particular regard to the environmental issues that frequently spark questions from representatives and their constituents, as well as the Foundation's activities. Attending local and national meetings, trade fairs and conventions provides excellent opportunities to speak about these themes.

3.4.4.2 Patronage

Patronage policy is implemented at Bouygues group level, within the six business segments and through community initiatives.

The patronage policy of Bouygues SA, the parent company of the Bouygues group, focuses on the themes of education, healthcare, humanitarian and environmental initiatives. The Group's parent company helps and supports all kinds of initiatives, small-scale or otherwise. It gives priority to long-term actions and focuses mainly on projects that have a demonstrable impact.

Each of the Group's five business segments also carries out its own patronage initiatives through their own corporate foundations.

Each year, the Francis Bouygues Foundation provides high-achiever grants to motivated school leavers facing financial barriers to further study. During their course, each grant-holder is supported by a mentor, who will be either a Bouygues group employee or a former foundation grant-holder. Since it was set up, the foundation has assisted 1,289 students.

€ million	The Francis Bouygues Foundation	Bouygues SA	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	2023 Group total	2022 Group total
Cash spending on patronage and sponsorship	1,909	2,753	1,963	1,145	3,020	191	3,007	1,505	15,493	22,338
Spending in kind on patronage and sponsorship (value)					1,341		33,662	292	35,295	63,127
TOTAL	**1,909**	**2,753**	**1,963**	**1,145**	**4,361**	**191**	**36,669**	**1,796**	**50,788**	**85,465**

Figures are shown for the period between 1 October 2022 and 30 September 2023

Focus on skills-patronage programmes and donations in kind

TF1 donates airtime to a wide variety of causes and charitable organisations, including medical research and helping people who are ill or destitute (Les Pièces Jaunes, Les Restos du Cœur, le Sidaction, ELA[a]). It also assists by donating game-show winnings, making spots and short programmes about appeals for donations, and boosting the visibility of charitable activities with the help of its well-known journalist presenters. In June 2023, for the first time, the TF1 group organised the "Mobilisation Cancer, Tous ensemble avec les chercheurs" campaign, a special week-long appeal for donations to fund cancer research. To complement this unprecedented event, the TF1 group partnered with two key organisations in the fight against cancer: Gustave Roussy, the leading centre for cancer treatment, research and teaching in Europe, ranked third in the world, and the Fondation ARC for cancer research, a major funder of cutting-edge research.

(a) The European Leukodystrophy Association.

In addition, the TF1 group publicised an appeal for support from Les Restos du Cœur in late summer 2023, including through an interview with its president, Patrice Douret, on the TF1 news.

Whenever possible, the Group's business segments give tangible expression to their societal commitment by volunteering their knowledge and expertise.

The employees of **Bouygues Immobilier**, its subsidiaries (Valorissimo, Urbis, SLC and Patrignani Group) and its three subsidiaries abroad (Belgium, Spain and Poland) assist local charities during the Solid'R corporate community action day.

Instead of doing their usual job, each employee spends a day working for a local campaign aligned with the company's sustainable development strategy: climate change, biodiversity, social and local impact, or the circular economy.

Meanwhile, in France and Ivory Coast, **Colas** participated in the "Forest and Life" educational programme founded by Kinomé. The objective is to engage in reforestation projects and educate children on the challenges of sustainable development. Primary school pupils spend a year learning about the challenges of sustainable development with their teacher, before planting trees on a nearby piece of land identified by specialist organisations (France's National Forestry Office and Impactum), with the assistance of forestry technicians. The pupils in France and Ivory Coast have the chance to converse several times a year. An arboretum was created in Ivory Coast in 2023, with more than 2,000 trees being planted. Furthermore, the Colas Rail CSR department supports the development of the social economy sector by offering skills patronage, particularly in the REC Innovation network and the non-profit organisation ESS Factory, and was also chosen by two charities, "La France s'engage" and the FACE network, to assist them with their calls for projects and community action events.

The aim of the "Solidarités Urbaines" Lab, which the Bouygues Immobilier Corporate Foundation co-created in partnership with Ticket for Change, is to assist entrepreneurs with projects promoting community action, through a support programme lasting six months. Since 2017, a total of 63 projects have been supported, including eight new ones in 2022.

This year, Bouygues Immobilier joined the 39 signatory companies of "Collectif pour une économie plus inclusive", a non-profit that works for a more inclusive economy. Bouygues Immobilier is thereby committing itself to taking action in three priority areas:

- providing access to employment and training for young people;
- fighting poverty;
- making greater use of inclusive purchasing.

Bouygues Construction indicator

Indicator	Scope (activity or region)	Coverage	2023	2022	Remarks
Number of partnerships[a] carried out by the entity during the year with non-profits supporting education, healthcare and occupational integration or in response to emergency situations	Global	96.9% of Bouygues Construction's consolidated sales	207	220	Thanks to its international reach and strong desire to forge partnerships with charities across all the geographies where Bouygues Construction operates, the company is boosting the vitality of these areas. In addition to organising a community action day, Bouygues Bâtiment France Europe is steadily rolling out the #WeCare community action platform to help employees get involved in schemes organised by its partner charities.

(a) A partnership contract, a long-term commitment to a charity, a one-time transaction committing to minimum funding of €1,000.

Environmental patronage

The patronage policy was redefined in line with the Climate strategy. Since 2021, initiatives to help the environment have been included among those eligible for financial support from Bouygues in the future. Targeted projects fall within the scope of research activities, grassroots climate support initiatives and awareness-raising about the ecological transition. In 2023, non-profits were selected by the Ethics, CSR and Patronage Committee of the Bouygues group. Among them were:

- Created in 2000, "Planète Urgence" is a public-interest, non-profit body that promotes international cooperation and aid to development. It now employs 80 people and is active in eight countries. Its mission is to help women and men take positive action to preserve and restore forests and biodiversity. This request for support relates to providing funding for a reforestation project to plant 40,000 tapias (trees native to Madagascar) in the Itasy region of Madagascar.
- "Planteurs" is a non-profit founded in 2022 which works to support sustainable agroforestry practices. Its mission is to create a network of participatory local tree nurseries that will work with farmers to plant and cultivate trees, manage hedgerows and forests, and create urban cool islands. Its request for support relates to financing the creation of an initial participatory tree nursery just outside Bordeaux, to kick-start the cycle of growing and planting trees.
- "Fondation de la Mer", which was founded in 2015, helps those who act to protect the oceans and ensure they are exploited sustainably. It currently supports hundreds of local campaigners and implements its own programmes to protect marine biodiversity, fight against the pollution of the sea, and keep everyone – especially young people – informed. Its request for support relates to funding for "Un Geste pour la Mer", a programme with several different components: on the one hand, organising litter collections and raising awareness of the amount of waste that ends up in the sea, and on the other, getting fishing ports and fishers involved with removing plastic waste from the sea. The objective is to recycle the waste, repurpose it and transform it into a usable resource.
- The "Convention des Entreprises pour le Climat" (CEC) aims to transform the extractive economy into a regenerative economy by 2030. Its request for support relates to funding new tools for accelerating the green transition, including a means of analysing and monitoring new economic models, and a tool for constructing and managing the roadmap for transforming organisations.

Bouygues Immobilier has not only supported the LPO[a] since 2015, but is also a member of "Club Urbanisme, Bâti et Biodiversité" (U2B), a think-tank which focuses on the inclusion of biodiversity in urban planning and development. Bouygues Immobilier is supporting Noé, a nature conservation charity which runs programmes to protect biodiversity both in France and abroad.

Bouygues Immobilier and several urban and regional authorities are acting to preserve biodiversity and have launched the Biodiversity Impulsion Group (BIG) – an applied research programme and series of collective actions. Launched by Gecina and coordinated by l'Observatoire de l'Immobilier durable, BIG aims to create a consensus benchmark of indicators and measurement tools to define and improve the biodiversity footprint of property development projects, facilitate decision-making for project owners and investors, and help local and regional authorities achieve a better balance between urban and ecological priorities.

Bouygues Immobilier is also actively participating in the Convention des Entreprises pour le Climat (CEC), a corporate convention which aims to put forward proposals for the ecological transition.

Ever since it was set up, the **Bouygues Telecom** Corporate Foundation has supported the creation of environmental and welfare charities. Since 2007 it has worked alongside Surfrider, an NGO which combats plastic pollution in the sea, supporting two of its programmes involving the general public last year: "Initiatives Océanes" and "Plastic Origins". The other major environmental partner is Planète Mer, which takes action to preserve marine life; the partnership relates to the roll-out of BioLit, a participative science programme to protect biodiversity.

As well as these two major partners, the Foundation supports environmental projects through its annual call for projects and its Incub'Asso programme. The projects supported seek to involve the public and cover a variety of topics: planting trees and gardens in neighbourhoods (Pousses Ô Abris), combating food waste and discarded clothing (Les Robin.e.s des Bennes) and workshops to encourage travelling by bicycle (Pont & Pignons).

Encourage employee involvement

Several of the Group's business segments have made arrangements so that employees can take part in community action initiatives during worktime.

At **Colas**, participation in the life of local communities takes place by means of patronage and sponsorship actions covered by the Colas compliance policy. Donations were chiefly in the areas of community action and humanitarian work, reflecting its active involvement in supporting local populations, especially at international level.

Since 2022, all patronage activities have been geared towards initiatives to help children and young people integrate into society and the world of work through education, economic activity, sport and culture. In conjunction with the Colas Foundation, the Colas Team Cup, an international sports and arts challenge organised by the group in 2023 for its employees, supported four charities.

Colas also uses its expertise to support heritage projects. Under a skills patronage agreement, the Group worked with the Louvre Museum in summer 2023 on the project to improve access to the horseshoe ramps in the Tuileries Gardens.

Since its launch, the **Bouygues Telecom** Corporate Foundation has run a programme enabling its employees to spend some of their working hours volunteering for the community initiatives it organises. Given that its mission is to promote wide-ranging community involvement in social and environmental causes, the Foundation is keen for Bouygues Telecom employees to participate, whether through local community actions, sharing their skills, or helping to select the projects it supports.

In December 2022, the six major partners for the 2023-2025 period were chosen by Bouygues Telecom's employees. These are: Aïda, Association Petits Princes, Break Poverty Foundation, La Cravate Solidaire, Planète Mer and Surfrider Europe.

The Bouygues Telecom Foundation has 1,530 volunteers, i.e. employees who have taken part in at least one voluntary activity.

In 2023, nearly 40 volunteers served on a jury that assessed the applications received in the annual call for projects, and then nominated the 21 prize-winners for 2023; nearly 800 volunteers, throughout France, took part in the special annual Solidaires Ensembles community action days in October; several skills patronage assignments were carried out by volunteers who worked with Benenova, En avant toute(s) or Association Petits Princes, for example; and 11 volunteers mentored charities participating in the Incub'Asso programme.

The Facility Management IDF division at Bouygues Construction enlists its employees to help with the Odysséa charity.

In 2023 the **Bouygues Immobilier** Corporate Foundation launched an internal call for projects to identify community projects in all the regions with a specific goal: to make urban living more agreeable. It will provide financial support for 10 projects selected from all the applicants. Furthermore, Bouygues Immobilier has devised a scheme for its employees that promotes opportunities for getting involved within the company.

Committed to urban planning and urban environments

The **Bouygues Immobilier** Corporate Foundation aims to help make urban environments more people-friendly through forward planning and community action initiatives. Via the forward-thinking blog *Demain la Ville,* the Bouygues Immobilier Corporate Foundation showcases future-oriented articles about sustainable cities and urban environments. Through its partnerships and own research, the Bouygues Immobilier Corporate Foundation is in constant dialogue with all types of stakeholders involved in shaping the city of the future.

Since March 2021, Bouygues Immobilier has been a signatory of the "1 building, 1 artwork" charter, in its capacity as a patron of contemporary art. A total of 61 artworks have been recorded since then. The Group also won the "1 building, 1 artwork" prize for 2023 for "Beautiful View", as work by Swiss artists Sabina Lang and Daniel Baumann, which was installed in the Nanterre Cœur Université eco-neighbourhood.

As a patronage partner of the Palladio Foundation, Bouygues Immobilier helps develop the Foundation's projects in support of those who face the major challenges connected with building the cities of tomorrow.

(a) The French bird protection league.

3.4.4.3 Academic partnerships

The Bouygues group has set up partnerships with the academic world in an effort to meet major environmental and social challenges more effectively.

Bouygues worked with le Centre Michel Serres and HESAM[a] to set up a project on how local energy lifestyles will develop by 2030. This looks at usage scenarios in relation to imagined social, political and technological changes.

The Bouygues group is a partner of the Global Circular Economy Chair – the first international academic programme in this field. The programme is for students of Essec Business School, and the first cohort graduated in September 2022. Bouygues also supports the Smart City and the Common Good academic chair at HEC Paris (see section 3.2.1.2).

Colas is developing several partnerships in France and abroad. Academic partnerships have been forged with universities and elite business schools. These include ESTP, Gustave Eiffel University (road instrumentation), the national institute for applied sciences Insa and the University of La Réunion. Other collaborations have also been formed with organisations such as Ineris, CEA and Ademe, as well as industrial partners such as Nynas, Soprema, Michelin and Orano, for example.

Bouygues Telecom is sponsoring the 2024 intakes of students at the higher education establishments Telecom Paris and Efrei[b] The purpose of this sponsorship is to highlight careers in Bouygues Telecom's network and information systems professions, which students often overlook.

Two academic chairs have also been signed off:

- one research chair on responsible digital use at Télécom Paris in partnership with Thalès;
- one chair entitled "Networks of the future for the services of tomorrow" at Télécom Sud Paris, along with CNS Communications, SNCF Réseau and SPIE ICS.

At TF1, the partnership with Clemi[c] (see section 3.4.4.1), inviting a large number of secondary school pupils to "Meet the news team" events, enables the group to make contact with young audiences and give them an opportunity to speak directly to members of the news teams at TF1.

3.4.5 Partners, suppliers and subcontractors

Bouygues' overall performance, and its ability to adapt its activities to the Earth's finite resources, are intrinsically linked to those of its suppliers and subcontractors, and to collaborating with this end in view. Bouygues and its business partners share an overarching objective: to find solutions that are low-carbon, respectful of living beings, more efficient and more responsible. It is by co-creating such solutions that Bouygues will meet its objective of decarbonising Scope 3a (emissions mainly related to purchasing) of its carbon footprint by 30%.

Multi-stakeholder cooperative arrangements of various forms emerged across the Group's business segments in 2023:

Bouygues Construction became the second business segment, alongside **TF1,** to obtain the "Responsible Supplier Relations and Purchasing" label, which is awarded jointly by the French Purchasing Ombudsman and the French National Purchasing Council (CNA) to organisations that demonstrate responsible purchasing practices in 12 key areas and commit to implementing an improvement plan. The label is awarded for a period of three years.

Equans and Bouygues Immobilier are members of the "Collectif d'entreprises pour une économie plus inclusive", a non-profit that works to promote a more inclusive economy. In this capacity, they actively support initiatives in the organisation's three focus areas: providing access to employment and training for young people, fighting poverty, and promoting inclusive purchasing.

Bouygues Telecom works with the Joint Alliance for CSR (JAC) alongside other telecoms operators from around the world aiming to transform their value chains by assessing the CSR performance of their key suppliers, including through pooled social audits and remedial measures.

As a signatory of the "Pacte PME" alliance charter, Bouygues Construction has pledged to share its decarbonisation experience with the small and medium-sized companies with which it does business.

Integrate CSR and "low carbon" criteria into the purchasing policy

For a number of years, Bouygues has undertaken to comply with the Corporate Social Responsibility (CSR) principles defined in the UN Global Compact, and to integrate them into the purchasing processes of its subsidiaries both in France and abroad. To achieve this, it relies on a Purchasing and CSR Committee, which brings together the Purchasing Directors of the business segments on a quarterly basis.

In accordance with the Duty of Vigilance law in France, in 2023 the Group published its sixth vigilance plan covering its supply chains as well as its own activities. This sets out the measures taken by its subsidiaries to prevent and mitigate the main risks to human rights, and health and safety and the environment, while also detailing how these measures are monitored (see section 4.3 Vigilance plan). This policy is helping to achieve the Group's goals as defined in the CSR Charter for Suppliers and Subcontractors, which is appended to purchasing contracts and subcontracts, and/or included in the T&Cs[d].

In 2022 the Bouygues group updated its CSR Charter for Suppliers and Subcontractors, which was introduced in 2009 and applies worldwide. The charter sets out the key commitments that suppliers and subcontractors must meet in order to do business with the Group. This document is appended to orders and/or contracts managed by the parent company and by the purchasing functions of its six business segments. The charter imposes certain requirements, and failure to comply can lead to measures that may go as far as contract termination. In the foreword to the updated version, Martin Bouygues and Olivier Roussat emphasise two priorities: mitigating environmental harm and preventing the risks of serious human rights abuses.

(a) Hautes Écoles Sorbonne Arts et Métiers.

(b) École française d'électronique et d'informatique.

(c) The French centre for media and information literacy.

(d) Purchasing terms and conditions.

In 2023, the Group's business segments made further progress with rolling out their responsible purchasing policies as part of the Climate strategy in particular. The Bouygues group's Purchasing departments are the key players in its responsible purchasing policy, which they implement in three main ways:

- an increased focus on assessing their subcontractors and suppliers;
- careful selection of products and materials for their operations;
- responsible purchasing behaviour, with particular emphasis on meeting payment deadlines.

Colas has set out its commitment to responsible purchasing in a document called "Building a responsible supply chain based on sustainable performance", as part of the roll-out of its eight CSR commitments. The commitment to "responsible purchasing" covers four areas of action:

- training all buyers in CSR and making them accountable;
- drawing up a "Purchasing & CSR" action plan in collaboration with its entities, with particular reference to the Group's Low Carbon and Biodiversity strategy;
  - ensuring that suppliers are committed to abiding by CSR principles, based on the CSR "purchasing" risk maps;
  - ensuring that Colas complies with its CSR commitments to suppliers.

This roadmap is applied to each purchasing unit within the Colas group.

Since 2022, Colas has introduced two e-learning modules for its purchasing units, one training buyers on responsible purchasing methods and the other detailing the roadmap for responsible purchasing and the progress expected, particularly in line with regulations such as the Duty of Vigilance law. By the end of 2023, over 90% of purchasing personnel had taken these two modules.

Bouygues Construction continued to roll out its responsible purchasing policy in 2023, revised to aligned with the corporate Greenlight strategy. Now called "Committed Supply Chain", the policy has four main objectives: reducing the environmental impact of purchasing; local economic development; human rights; and building sustainable fair partnerships with suppliers and subcontractors. To accompany this shift, the responsible purchasing training course (attended by 250 purchasers to date) was updated. So far, more than 50 employees have taken the updated course. Online training in French and English is still available. Annual appraisal objectives have been adjusted to reflect this change and apply to the entire purchasing function. They include integrating CSR objectives into consultations, assessing and guiding the CSR performance of business partners and systematically sharing sustainability best practice across the purchasing network. A Purchasing and CSR committee, in place since 2018, continued to manage Responsible Purchasing Ambassadors and involve them in operational assignments such as total cost comparisons, improving the interface with the design and marketing teams, social value initiatives (use of micro businesses/SMEs, sheltered workshops and disability-friendly companies) and integrating CSR criteria into the purchasing process. In 2023, Bouygues Construction did even more to solicit stronger commitments from suppliers and subcontractors, by:

- joining the SME Charter alliance to help French SMEs reduce their carbon intensity;
- cooperating more actively with business partners so that all parties can move forward together. The Committed Supply Chain conference in November 2022 raised suppliers' and subcontractors' awareness of Bouygues Construction's sustainability targets and helped them bolster their commitment to achieving them.

In late December 2022, **Bouygues Telecom** sent a memo to 16 of its key suppliers, asking them to notify it of their emissions-reduction targets and join the Science Based Targets initiative (SBTi).

This decarbonisation strategy continued in 2023, with Bouygues Telecom holding around 40 additional one-on-one meetings with the suppliers that contribute the most to its environmental impact. These events were divided into two stages, with the suppliers being given the opportunity to describe their overall climate strategy at the first meeting. Subsequently, they are asked to respond to more detailed requests from Bouygues Telecom: a carbon footprint audit (or lifecycle assessment) for whatever they supply to Bouygues Telecom, targets for reducing this footprint, and an action plan for achieving them.

The Purchasing department also played an active part in the application of article 13 of France's anti-waste law AGEC, which requires telecoms operators to disclose the environmental impact of their data consumption to their customers.

Its environmental clause is being progressively added to key supplier contracts. The aim is to ensure that suppliers take tangible steps within their own businesses (responsible purchasing, governance, renewable energies, monitoring processes, carbon audit), carry out lifecycle assessments (LCA) on their products or services, define reduction targets and develop new reduction methods.

In 2022, Bouygues Telecom joined the Joint Alliance for CSR (JAC), the main objective of which is to pool information from key supplier audits among participating telecoms operators. Since 2023, the Purchasing department has also been part of the JAC working group on climate change and circularity.

In skills training, buyers received more in-depth training, including a course on the environmental topics assessed during calls for tenders and training on environmental lifecycle assessments. At the same time, a series of awareness-raising workshops for the Purchasing department were continued, examining a range of environmental themes. They included the "2 tonnes" workshops, "La Fresque du Climat" and an introduction to eco-design and circularity. The Purchasing department also acquired a high-level LCA software application.

Specific human rights training for buyers is being developed for 2024 and will be introduced in stages throughout the year.

Responsible purchasing commitments continue to become official policy, with a focus on reducing carbon intensity in sourcing. In 2023, the CSR risk maps were supplemented with social and environmental commitments, including impacts on climate change and greenhouse gas emissions. These efforts helped identify and prioritise the main purchasing categories in terms of carbon footprint, spending and avenues for action for the **TF1** group. Nine purchasing categories were earmarked as priorities and will be addressed by a roadmap for reducing greenhouse gas emissions. These are intellectual IT services, equipment hire, cloud hosting, transport and vehicle rental, broadcasting equipment, IT hardware, broadcasting services, multi-technical maintenance and facilities management.

This roadmap was part of a wider corporate duty of care action plan led by Bouygues as the parent company in 2023.

For the past year, the Purchasing department has been soliciting a commitment from 70 suppliers as a matter of priority (representing 33% of the purchasing carbon footprint excluding programmes) through the contractual "carbon clause". This means that TF1 monitors its suppliers' carbon footprint reduction actions throughout the contractual relationship, including – where appropriate – annual progress reports and a carbon impact reporting dashboard for services and products purchased by TF1 (57 clauses signed as of end-September).

TF1 asked them to contribute by providing qualitative and quantitative data on the services and products ordered, so that these data could be added incrementally in the next carbon audits.

An initial audit was carried out to assess the progress of these suppliers to date:

- 34% of suppliers did not yet have a formalised approach and did not measure the carbon footprint of their activities;
- 10% were in the initial stages of carbon emissions management (i.e. tracking scopes 1 and 2);
- 12% did not have reduction targets or partial targets in respect of scopes 1 and 2 (scope 3 measurement: employee commuting, capital goods);
- 25% have action plans in place including several categories within scope 3 (measuring several considerations within scope 3);
- 14% have a carbon-reduction strategy, plus pinpointed initiatives and governance processes (scope 3 measurement of impact of purchased goods and services);
- 5% are extremely advanced and capable of producing carbon footprints for services and some products.

TF1 also intends to continue including CSR and low carbon requirements in its specifications and taking these criteria into consideration when selecting suppliers. The CSR weighting is now set at a minimum of 15% in the overall score within the call for tender. This process enables the selection of suppliers whose approach is most in line with the corporate values, and it can also be used as a tie-breaker between bidders: 1) that provide products/services of a similar quality and/or at a similar cost, or 2) that are similar in terms of compliance with minimum requirements (eco-design, recyclability, energy consumption).

Since late 2022, the Group has been adding low-carbon purchasing to its supplier selection criteria, adding minimum requirements to the terms of reference for eligible cases, and commitments to reducing greenhouse gas emissions.

In 2023, **Equans** held a meeting with several of its main suppliers to present its Impact manifesto, which addresses the climate commitments in its purchasing policy.

Assessment of suppliers and subcontractors

Bouygues Construction, Bouygues Immobilier, Colas, Equans, TF1 and Bouygues Telecom map CSR risks by purchasing category. These six business segments use external assessment tools to evaluate and monitor the social and environmental performance of their suppliers and subcontractors over the long term. All business segments conduct supplier audits. At TF1, these consist of CSR audits.

Bouygues Construction, for example, has commissioned three external companies – SGS, Intertek and Bureau Veritas – to carry out supplier CSR audits for countries and purchasing categories classified as high risk. The Ecovadis platform is also used to evaluate the CSR performance of partner suppliers and subcontractors and allow them to access a progress plan. In parallel, an internal third-party assessment module is used to evaluate suppliers and subcontractors in a single database according to six criteria, one of which is sustainability. Since 2019 Bouygues Construction has also produced a suppliers' newsletter addressed to its supply chain (around 20,000 third parties targeted).

Bouygues Immobilier is evaluating the majority of its high-risk suppliers and subcontractors. The company has set itself the target of using EcoVadis to assess all of its suppliers that have signed master service agreements. Small, medium-sized and micro businesses are self-assessed digitally via the SRM software platform to improve monitoring of their CSR performance. As part of its new Works Purchasing policy, Bouygues Immobilier is developing partnerships with the microbusinesses and SMEs that score highest, particularly in terms of sustainable development criteria.

As part of its vigilance plan, and following on from previous years, **Bouygues Telecom** conducted a new campaign of on-site CSR audits of its major suppliers of products and services for the Bouygues Telecom brand in 2023.

Joining the JAC also led to more active auditing in the year under review. For the first time, Bouygues Telecom participated in on-site audits with the 27 other operators.

As a result, the Purchasing department was able to contribute to the various JAC working groups on human rights and the environment, with the aim of pooling efforts in a number of directions: bringing on board key suppliers who are reluctant to undergo external assessment, sharing best practice and promoting sustainability in global supply chains.

Documentary CSR audits via EcoVadis continued for all categories of suppliers linked to Bouygues Telecom tenders who are eligible based on the CSR risk map by purchasing category. The minimum acceptable score was raised from 35 to 45/100 and action plans are requested systematically from suppliers falling short of this score. For suppliers bidding for tenders in high-risk and medium-risk purchasing categories or in a business relationship, the results of the documentary CSR audit are systematically requested.

With regard to human rights, Bouygues Telecom includes a questionnaire on conflict minerals in all bid invitations for electrical and electronic equipment. In 2023, the company analysed responses to the conflict minerals questionnaire sent in 2022 to its main suppliers of electrical and electronic equipment, as well as responses to the letters on forced labour affecting the Uyghur minority in the Xinjiang region that were sent in 2022 to its main suppliers of handsets and IT/telecoms equipment cited in the Australian Strategic Policy Institute report. These measures gave Bouygues Telecom a clearer picture of suppliers' progress in designing and implementing a risk management plan.

Within the scope of its decarbonisation strategy, Bouygues Telecom is continuing to assess its suppliers when they bid for tenders, using its environment questionnaire. This questionnaire, designed to provide a more detailed picture of suppliers' environmental performance, is part of a continuous improvement process. Bouygues Telecom also implemented a system for conducting internal critiques of the lifecycle assessments carried out by suppliers. The aim is to differentiate between the methodological variations caused by the use of different parameters in these assessments, in order to establish the real environmental benefits of each assessment.

CSR assessments by Ecovadis, an independent third party, based on global sustainability standards, are used to measure supplier progress in consultation and contract performance to ensure compliance with CSR issues. Priority will be given to assessing major suppliers as soon as the value of the potential business exceeds €200,000, and to assessing suppliers flagged by the CSR risk map as soon as sales generated with the TF1 group exceed €70,000. TF1 requires its suppliers to commit to making continuous progress, and encourages those that are identified as at risk (overall score equal to or less than 35 out of 100) to take remedial measures. At end-September 2023, 246 suppliers had been assessed via Ecovadis in the previous three years. Of the companies assessed, 30% employ between 100 and 999 people; 13% between 26 and 99 people, 9% fewer than 25 people and 48% more than 1,000 people. The average score from the roster of suppliers who were approached and assessed was 61.8/100 (overall Ecovadis average: 45.7/100). A total of 79% of these suppliers had their head office in France. In addition to the Ecovadis assessment, the Purchasing department includes a CSR questionnaire, based on ISO 26000, in all its consultations, enabling it to learn more about the supplier in question and identify its sustainability issues simply by going through the response to the questionnaire. In the fourth quarter of 2022, sections on environmental protection, business ethics and governance were added to the questionnaire.

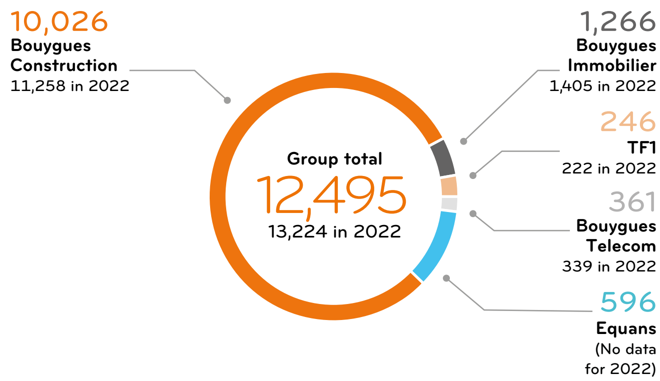
Supplier assessment comes under priority area 3 of **Colas**' commitment to responsible purchasing. In 2023, Colas introduced its supplier CSR assessments, a process which it defined in 2022: 650 critical suppliers were identified from the list of top suppliers to Colas entities or identified as high risk from a sustainability perspective. These suppliers are now required to undergo a CSR assessment on the Ecovadis platform. As of end-September 2023, 20% of these key suppliers had been or were in the process of being assessed. Depending on the score, action plans can be put in place jointly with the supplier to improve their performance.

In 2023, **Equans** used several initiatives to assess its suppliers:

- A climate commitment form mailed to 95 suppliers in late 2023 which had three parts: measurement, pledges and climate initiatives;
- CSR assessment providers, including Ecovadis. Some 350 suppliers had been questioned as of end-June 2023.

Number of CSR assessments carried out on suppliers and/or subcontractors

over the past two years



Share of business segment expenditure targeted by CSR criteria or covered by CSR assessments

€ million

	Bouygues Construction	Bouygues Immobilier[a]	Equans	TF1[b]	Bouygues Telecom[c]	2023 Group total	2022 Group total
Total expenditure	7,875	844	12,275	353	6,788	28,135	17,590
Expenditure that can be addressed using CSR criteria	7,763	783	10,311	353	5,795	25,005	16,531
Expenditure covered by CSR assessments	3,133		2,262	217	4,561	10,172	10,365

(a) For Bouygues Immobilier, expenditure/costs arising from property sales (rental guarantees and notary fees) and finance charges (GFA and capitalised interest) are not targeted.
(b) For TF1, expenditure relating to the purchasing of programmes is not targeted.
(c) For Bouygues Telecom, expenditure does not include Arcep licences, and the expenditure that is "targeted" and "targetable" by CSR criteria excludes leases and roaming. Following a methodological adjustment, expenditure has since 2021 been expressed in amounts invoiced at the accounting date. The figures for 2020 were recalculated using this new method for purposes of comparability.

The Group indicators provide a snapshot, based on the overall scope of expenditure, of the proportion that is potentially targetable by CSR criteria and that which is actually covered.

Some types of expenditure (e.g. expenditure relating to rental guarantees, notary fees and financial expense) are labelled as "non-targetable" because sustainability requirements cannot be realistically attributed to them.

Furthermore, a distinction is drawn between expenditure that is targeted by CSR criteria and expenditure that is covered by CSR assessments, the latter being more ambitious. On the one hand, CSR criteria include all types of possible action, such as expenditure that is covered by a responsible purchasing policy, contracts with a CSR charter or clause, and suppliers selected with help from CSR criteria and/or having undergone a CSR assessment or audit over the past three years. On the other, the "Expenditure covered by CSR assessments" indicator can be used to assess the initiatives that involve suppliers the most (solely using questionnaires and internal/external CSR audits), thereby potentially giving rise to improvement plans.

Select responsibly sourced products and materials

The Bouygues group's business segments are also developing policies for identifying more responsibly sourced products and materials, and supporting their development. The steps they take are based on risk analysis and identifying the most appropriate action to take with regard to key purchasing categories and strategic partners.

For example, **Bouygues Construction's** commitment to responsible purchasing of all-important timber is reflected in its measures to fight the illegal timber trade, identify and eliminate all sourcing of threatened wood-based products, and increase the proportion of eco-certified timber purchases. The partnership signed with WWF France, renewed in 2021, continued in 2023.

Bouygues Construction has also started to take concrete steps to promote circularity. These include a dedicated purchasing guide and the exploration of innovations that promote circularity in materials.

The responsible purchasing policy includes the application of a carbon strategy across the purchasing function, with a focus on the most carbon-intensive categories such as concrete and steel, so that specific criteria can be integrated into the tender process.

In 2022, a number of actions were conducted on electricity-related issues, from fuel to vehicle fleets, demonstrating an unwavering commitment to initiatives that promote sustainability and reduce carbon footprints.

Bouygues Immobilier, as part of its drive to improve air quality in its buildings and reduce pollutants responsible for VOCs (volatile organic compounds), only selects those products whose health labelling is A+. This concerns materials and products, listed in nationwide catalogues, in direct contact with indoor air. At the Paris low-carbon property fair in 2023, Bouygues Immobilier formalised several commitments in favour of:

- SORIBA, to deploy prefabricated concrete staircases with very low carbon footprints;
- Néolithe, to transform non-recyclable waste into aggregates for use with cement;
- WASTERIAL, to reuse and recycle local waste materials;
- The Climate Company, to prepare for exposure to climate risk at the level of UrbanEra neighbourhoods.

Bouygues Telecom is intensifying its eco-design and circular economy efforts. It continued to collaborate on co-design with suppliers of its fixed B2C devices, with the shared objective of reducing the environmental impact of these products. Eco-design remains an important selection criterion during calls for tenders.

The environmental assessment questionnaire drawn up in 2021 has now been split into major types of purchasing category. For each category, questions are asked about every stage of the life cycle of the goods purchased, and practical examples of actions or possible solutions are given, so that suppliers are made aware of steps they can take.

This concerns especially fixed devices, whereby all new products are certified by a third-party organisation (mainly TÜV). New products systematically contain recycled plastics, and closed-loop plastic reuse procedures have been implemented with one supplier.

As part of its commitment to comply with the SBTi decarbonisation target, Bouygues Telecom must reduce scope 2 carbon emissions by 29.4% by 2027 relative to 2021. This objective is being pursued on two fronts: energy efficiency (by activating green features to optimise network consumption) and renewable energy sourcing.

Its renewable-energy purchasing policy gives priority to PPAs (greenfield or, failing that, brownfield sites) with French origin certificates. At the very least, renewable energy volumes must correspond to a decarbonisation target in line with those of the SBTi. Since 2021, 100% of Bouygues Telecom's direct consumption has complied with these targets.

Use of the disability-friendly and sheltered-workshop sector

The use of companies in the disability-friendly and sheltered-workshop sector, coupled with an effort to broaden the range of activities outsourced to this sector, is a key element of the Group's responsible purchasing policy (see section 3.2.3.2).

In 2023, **Bouygues Construction** designed an e-learning training module, available to all employees, on using the services of sheltered workshops, disability-friendly companies and self-employed persons with disabilities. The module covers the fundamentals of these sectors in France, the advantages of inclusive purchasing and how to put this policy into practice.

Bouygues Telecom regularly trains its buyers on socially responsible procurement, with the objective of raising awareness of the challenges facing the disabled and identifying ways to boost purchasing from this sector. In 2023, new agreements with disability-friendly companies were signed for refurbishing routers.

Social responsibility falls under priority area 2 of Colas' commitment to responsible purchasing. Further efforts were made last year to make this even more central to its policy.

Innov&Co, a disability-friendly consultancy company, contributed significantly to boosting procurement from the disability sector by 54%. This is the result of Purchasing approving three partners for intellectual IT services.

Under its disability policy, the Colas group continued working nationally with Handiprint (a communications agency and print shop) and is testing a pilot project in Brittany with Up Interim, a disability-friendly temporary employment agency.

In 2023, **Bouygues Immobilier** jointly signed the manifesto for a more inclusive procurement policy, undertaking to increase purchases from the sheltered and disability-friendly sector and the welfare-to-work sector by 30% by 2025.

Lastly, for more than ten years the **TF1** group has been committed to promoting the occupational integration of people with disabilities. The signature of the "Manifesto for the occupational integration of people with disabilities" in late 2019 gave a boost to the group purchasing department's action plan (excluding programmes): incorporation of social criteria relating to inclusion and disability in all calls for tenders, and, where the type of purchase allows, a social clause may also be implemented and compliance with social responsibility may be defined as a criterion for candidates' admissibility. The Group's 2023-2025 collective agreement for the integration and retention of disabled employees contains clauses on purchasing and the use of the sheltered and disability-friendly sector. The Purchasing department has committed to minimum sales of €800,000 over the lifetime of the agreement.

Equans has set a target for 30% inclusive sourcing by 2025.

Responsible purchasing and meeting payment deadlines

The Group's business segments uphold responsible purchasing principles in accordance with the pledges set forth in the Bouygues "Conflicts of interest" compliance programme. This commitment is also enshrined and promoted in codes of ethical conduct followed by buyers at Bouygues Construction, Colas, TF1 and Bouygues Telecom, and by Bouygues Construction's signature of a charter for major accounts and SMEs as well as the SME Charter. The Bouygues group's worker health & safety requirements at its locations apply equally to employees, subcontractors and suppliers (see section 3.2.2). Meeting payment deadlines was identified as an important objective by all business segments.

The move to paperless billing was accelerated. As a result, the proportion of paperless correspondence achieved by Top courrier, managed by **Bouygues Construction'**s purchasing function, reached 90% by the end of 2023. Bouygues Construction has an email address that can be used by suppliers (mediation@bouygues-construction.com). Lean management initiatives were conducted in several entities (Bymaro, Bouygues Travaux Publics, Bouygues Energies & Services and Bouygues Bâtiment Ile-de-France) to improve payment times for suppliers and business partners.

In 2022, Colas continued the digitisation of the expenditure commitment process, which included moving over to paperless billing and payments in order to simplify the process, speed up administrative tasks and reduce payment deadlines.

Bouygues Telecom uses companies with a strong regional presence to roll out its networks (fixed, mobile and transport).

Newly recruited buyers sign a letter of ethical commitment which emphasises the rules of good conduct in Bouygues Telecom's business ethics guide and the Group's compliance programmes, to ensure that they implement and uphold such behaviour on a daily basis. Furthermore, a training course on improving ethical awareness took place in 2023.

In 2023, **TF1** continued its Supplier Relations & Responsible Purchasing label, which is based on ISO 20400:2017 (TF1 activities excluding programme purchases and Newen Studio). This included the first follow-up audit following the renewal of the label in 2022. This label, awarded by the French Purchasing Ombudsman (which comes under the French Ministry of Finance) and the French National Purchasing Council, recognises tangible commitments to responsible purchasing and continuous improvement.

The group had also committed to halving, by 2023, the percentage of invoices paid late by implementing specific action plans such as speeding up digitalisation of orders and payments (using an automatic system for sending orders and invoice reminders to suppliers, which went live in 2023), and strengthening dialogue and support for operational staff and suppliers, through the creation of a specific email address for dialoguing with suppliers. At the time of writing, 87% of invoices were being received electronically. As part of this action plan, the TF1 group acquired a system for analysing the process from start to finish. TF1 also made an Invoicing charter available (by visiting www.groupe-tf1.fr, then Commitments > Responsible purchasing > Supplier information). Its aim is to share best practice and facilitate the exchange of administrative information with the Group's supplier partners.

Colas strives to ensure that the vast majority of its purchases are made locally, including aggregates, vehicle rental with driver, worksite subcontracting and equipment maintenance. Bouygues Construction aims to continue to make a high proportion of purchases from local businesses in order to promote the development of the areas in which it operates. For France, this rate stood at 95% at the latest count. This is also a prerequisite for obtaining the in-house TopSite label. Bouygues Telecom uses companies with a strong regional presence to roll out its networks (fixed, mobile and transport).

3.5 INFORMATION PUBLISHED IN CONNECTION WITH THE TAXONOMY REGULATION (EU) 2020/852

3.5.1 General framework of the EU's Green Taxonomy

In this section Bouygues publishes the annual information required by the Taxonomy Regulation (EU 2020/852). As an integral part of the EU's sustainable finance policy, the aim of the Regulation is to direct capital flows and investment towards what the European Commission considers to be sustainable activities.

3.5.1.1 Regulatory background

The following publication has been drawn up in compliance with the texts listed below describing the implementing rules for the EU Taxonomy:

- Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 establishing a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088.
- Commission Delegated Regulation (EU) 2021/2139 of 4 June 2021 supplementing Regulation (EU) 2020/852 of the European Parliament and of the Council (Climate Delegated Act).
- Commission Delegated Regulation (EU) 2022/1214 of 9 March 2022 amending Delegated Regulation (EU) 2021/2139 as regards economic activities in certain energy sectors (nuclear and gas).
- Commission Delegated Regulation (EU) 2023/2485 of 27 June 2023 amending Delegated Regulation (EU) 2021/2139 on the climate annexes (amendment of Appendix C in particular).
- Commission Delegated Regulation (EU) 2023/2486 of 27 June 2023 supplementing Regulation (EU) 2020/852 of the European Parliament and of the Council introducing the four new environmental targets.

The following reference documents are also relevant:

- The various question & answer (FAQ) documents published by the European Commission since February 2022 to clarify the contents of the delegated acts and facilitate implementation thereof.
- The reports published by the Platform on Sustainable Finance in 2022 on the EU Taxonomy with regard to the four objectives and the minimum safeguards.

3.5.1.2 General principles/method of functioning

The Taxonomy Regulation proposes a classification method for determining which economic activities may be said to be environmentally sustainable. The activity must meet four conditions: be eligible (description in the delegated regulations), make a substantial contribution to one of the six objectives listed below, do no significant harm ("DNSH") to the five others, and meet the minimum safeguards.

The six environmental objectives are as follows:

1. Climate change mitigation (CCM);
2. Climate change adaptation (CCA);
3. Sustainable use and protection of water and marine resources (WAT);
4. Transition to a circular economy (CE);
5. Pollution prevention and control (PPC);
6. Protection and restoration of biodiversity and ecosystems (BIO).

In this context, and for the financial year under consideration, companies must disclose the proportion of their turnover (referred to as "sales" in this report), capital expenditure (CapEx) and operational expenditure (OpEx) associated with economic activities deemed "eligible" for the six environmental annexes, as well as the proportion deemed "aligned" with the climate annexes only: climate change mitigation and adaptation.

Detailed analysis of all the Group's activities was carried out in close cooperation with the CSR, finance, legal and tax departments and the operational staff of each business segment. The review of Taxonomy-eligible activities and their alignment was carried out in accordance with the above delegated acts. The Taxonomy ratios are based on the figures in the consolidated financial statements for the financial year ending 31 December 2023, which were prepared in conformity with the international financial reporting standards adopted by the European Union (see the section on methodology below). They are presented for the Group as a whole and for each business segment separately.

These ratios should be considered in conjunction with the commitments and resources that the Group is mobilising for its environmental strategy, as described in section 3.3 of Chapter 3 of this Universal Registration Document.

3.5.2 The Bouygues group's eligibility and alignment

3.5.2.1 Sales

a. Eligibility result

The Group's eligibility ratio increased 17 points (from 36% to 53%) in 2023. One of the two main reasons was the acquisition of Equans, which significantly increased the eligibility of activities related to the energy sector (activities 7.3 and 4.9). Last year, the taxonomic analysis was not carried out by the seller. It was therefore deemed preferable to exclude Equans from the numerators and denominators of all the ratios.

Taxonomic activities (in € millions)	Eligible sales	% eligible sales	Year-on-year change	Aligned sales	% aligned sales	Year-on-year change
CCM 7.3/CCA 7.3 Installation, maintenance and repair of energy efficiency equipment	**6,898**	**12%**	**+7pts**	**6,845**	**12%**	**+12pts**
CCM 7.1/CCA 7.1/CE 3.1 Construction of new buildings	6,655	12%	-2pts	325	1%	-1pt
CE 3.4 Maintenance of roads and motorways	4,899	9%				
CCM 6.14/CCA 6.14 Infrastructure for rail transport	**2,125**	**4%**	**-1pt**	**1,673**	**3%**	**+1pts**
CCM 7.2/CCA 7.2/CE 3.2 Renovation of existing buildings.	1,854	3%	+1pt	269	0%	=
CCA 8.3 Programming and broadcasting activities	1,745	3%	-1pt	74	0%	=
CCM 4.9/CCA 4.9 Transmission and distribution of electricity	**1,497**	**3%**	**+2pt**	**1,106**	**2%**	**+2pts**
CCM 6.15/CCA 6.15 Infrastructure supporting low-carbon road and public transport	**1,266**	**2%**	**+1pt**	**882**	**2%**	**+1pt**
Other eligible activities	2 858	10%	+2pts	601	1%	+1pt
TOTAL ACTIVITIES	**29,797**	**53%**	**+17pts**	**11,776**	**21%**	**+16pts**
BOUYGUES TOTAL CONSOLIDATED SALES	**56,017**	**100%**				

As part of the regulatory inclusion in the reporting of new activities relating to the other environmental objectives, CE 3.4, Maintenance of roads and motorways (concerning Colas), raised the Group's eligibility by nine points, representing most of the increase between the 2022 results and this year.

Over 90% of eligibility is attributable to eight activities (see table above).

b. Alignment result

In total, 89% of eligibility is attributable to four activities (see bold type in above table).

The alignment ratio is also up 16 points, rising to 21% this year. The increase in alignment is largely due to the integration of Equans in the scope this year, as seen with CCM 7.3 Installation, maintenance and repair of energy efficiency equipment and CCM 4.9 Transmission and distribution of electricity.

To a lesser extent, CCM 6.14 Infrastructure for rail transport rose slightly compared with 2022 thanks to several adaptation analyses resulting partly from customer demand and partly from the increased significance of the topic within the Group.

It should be noted that, in accordance with the regulations, there is no alignment calculation this year for newly eligible activities, particularly maintenance of roads and motorways, which represents eligibility of 9% of sales.

Details of the activities are given in part 3. Results for the business segments.

3.5.2.2 CapEx

In 2023 the amount of CapEx, at €3,581 million, fell sharply compared with the figure for 2022 (-39%), which included the total amount of CapEx as at 31 December 2022 for Equans following its acquisition by Bouygues. Once the effects of the acquisition of Equans are eliminated, the amount of CapEx is stable.

a. Eligibility result

Apart from CapEx directly associated with sales-generating activities (type a) whose eligibility and alignment evolve in line with sales, those activities that are individually eligible and aligned (type c) are mainly linked to the premises and vehicle fleets owned or leased by the various entities.

b. Alignment result

As with sales, the alignment ratio rose in 2023 to 7% (+6 points compared with 2022), driven by the inclusion of Equans.

3.5.2.3 OpEx

Since total taxonomic OpEx was immaterial compared with total OpEx for the Group (€2,091 million versus €56,199 million for the Group, or 4%), the Group is activating the OpEx non-materiality clause again this year and will not report alignment in relation to this KPI.

3.5.3 Results by business segment

3.5.3.1 Equans

The denominator for the sales ratios is Equans' consolidated sales for 2023, amounting to €18,661 million.

Eligibility

Eligible sales came to €11,983 million (64%). This figure consists mainly of CCM 7.3 Installation, maintenance and repair of energy efficiency equipment (57% of the eligible total, €6,845 million); as well as CCM 4.9 Transmission and distribution of electricity (12%, €1,497 million); CCM 7.1 and 7.2 Construction of new buildings and Renovation of existing buildings (8%, €952 million) and CCM 6.14 and 6.15 Transport activities (7%, €810 million).

The activities that are eligible for sales are also eligible for the related CapEx.

Following analysis of the new annexes, Equans is eligible for two new activities in the Circular Economy annex, CE 3.1 Construction of new buildings and CE 3.2 Renovation of existing buildings.

The eligibility of Equans has increased markedly in absolute terms since 2022 (+€1,242 million) but its eligibility rate remains stable (+1 point). This is principally due to an internal reorganisation and the merging of Bouygues Energies & Services, formerly part of Bouygues Construction, with Equans following its acquisition by the Group.

Alignment

Aligned sales amounted to €9,138 million, or 49% of the total.

The main activities contributing to the alignment of Equans' sales are the following: CCM 7.3 and 4.1, for which all operations comply with the taxonomic criteria, and CCM 4.9 and 6.14, for which the operations complying with the criteria are those located in the European Union.

Outlook

Equans is reviewing its segmentation to make it easier to orient business as measured by sales towards taxonomic activities.

3.5.3.2 Colas

The denominator for the sales ratios is Colas' consolidated sales for 2023, amounting to €15,962 million.

Eligibility

Eligible sales came to €6,613 million (41%). This figure, like the previous year's, refers to Colas Rail's activities (€1,233 million, 19% of the eligible total) and to the construction and renovation of buildings activities (€362 million, 5%). Colas' eligibility ratio rose significantly in 2023 thanks to the integration of the Circular Economy annex into the scope for analysis, especially CE 3.4 Maintenance of roads and motorways, representing eligible sales of €4,899 million (74% of the eligible total).

The activities that are eligible for sales are also eligible for the related CapEx.

Alignment

Aligned sales amounted to €1,039 million, or 6.5% of the total. Only some of Colas Rail's operations under taxonomic activities CCM 6.14 and 6.15 are aligned with the Taxonomy, at €675 million and €364 million respectively.

It should be noted that, in accordance with the regulations, there is no alignment calculation this year for newly eligible activities, particularly maintenance of roads and motorways, which represents eligibility of 9% of sales.

Outlook

In 2024 Colas will analyse the alignment of the two eligible activities in the Circular Economy annex. CE 3.4 Maintenance of roads and motorways presents a considerable challenge because of its significant weight in the Group's eligibility ratios (16% of the Group's eligible total).

Colas also plans to strengthen its methodology for defining eligibility for this activity and set a ratio specific to its operations. For Colas, the income and expenditure associated with the maintenance of roads and motorways are in fact difficult to isolate from construction activities from an accounting standpoint. Colas therefore relies on a sector proxy derived from a study by the French national public works federation (FNTP) to define eligibility for the activity. The FNTP assumes that 50% of sales for roads relates to maintenance. Applied to Colas, this assumption appears to be realistic or even somewhat conservative.

3.5.3.3 Bouygues Construction

The denominator for the sales ratios is Bouygues Construction's consolidated sales for 2023, amounting to €9,635 million.

The main development since the previous year is the change in scope connected with the transfer of Bouygues Energies & Services to Equans.

Eligibility

Eligible sales came to €7,198 million (74%). This figure consists mainly of building construction and renovation activities (56% of the eligible total, €5,503 million), and transport infrastructure construction activities (15%, €1,439 million). The activities that are eligible for sales are also eligible for the related CapEx.

Following analysis of the new annexes, Bouygues Construction is eligible for two new activities in the Circular Economy annex, CE 3.1 Construction of new buildings and CE 3.2 Renovation of existing buildings, as well as CCA 14.2 Flood risk prevention and protection infrastructure in the Adaptation annex.

Moreover, the termination of a project in the eligible activity Wind infrastructure inevitably led to a reduction in eligibility.

Alignment

Aligned sales amounted to €1,267 million, or 13% of the total.

The principal activities contributing to the alignment of Bouygues Construction's sales are as follows:

- Activities CCM 6.14 and CCM 6.15 Infrastructure for rail transport and Infrastructure enabling urban public transport, especially the Grand Paris Express rapid transport link, the HS2 high-speed line in the United Kingdom and the Cairo metro. Following pressure from some customers and the increasing importance attached to adaptation analysis, it proved possible to align a number of projects this year, including the Melbourne metro.
- Activities CCM 7.1 and CCM 7.2, which cover new construction projects and building renovations not only in France but also in the wider European Union, such as flagship projects like the Riviera Tower in Greece.

Outlook

Bouygues Construction plans to continue using its management system and internal processes, while further enhancing their robustness and coverage. Consideration is being given to integrating certain criteria into the new version of the in-house TopSite label. Bouygues Construction has prioritised a list of countries that will undergo more in-depth analyses of regulations during 2024, to facilitate alignment analysis.

3.5.3.4 Bouygues Immobilier

The denominator for the sales ratios is Bouygues Immobilier's consolidated sales for 2023, amounting to €1,738 million.

Eligibility

Eligible sales came to €1,646 million, or almost all of its sales (95%). This figure remained stable compared with the previous year. It covers new construction and building renovation activities.

Eligible CapEx is not a material figure for the 2023 financial year. This is due to the nature of Bouygues Immobilier's activities. Given its role as a property developer (rather than builder), the capital expenditure needed to carry out the business (e.g. purchase of machinery) is borne by its suppliers.

Following analysis of the new annexes, Bouygues Immobilier is eligible for the Circular Economy annex in relation to new build and renovation activities. Bouygues Immobilier is not eligible for the other annexes studied (biodiversity, circularity, water, pollution).

Alignment

Alignment as a percentage of sales rose by seven points (7% increase in alignment in 2022 to 14% in 2023, i.e. €240 million).

Alignment in terms of number of projects also rose significantly, from 3 to 7 for commercial property and from 0 to 12 for housing.

Outlook

For 2024, Bouygues Immobilier will report on its alignment with the Circular Economy annex since it has been deemed eligible in relation to new construction and renovation activities. Bouygues Immobilier will continue automating its processes and reporting, and will provide additional training for operational staff in its branches and subsidiaries.

3.5.3.5 TF1

The denominator for the sales ratios is TF1's consolidated sales for 2023, amounting to €2,256 million.

Eligibility

Eligible sales came to €2,160 million (96% of total sales). This figure is composed mainly of television programming under taxonomic activity CCA 8.3 Programming and broadcasting activities (81% of the eligible total), the production of broadcasting content eligible under taxonomic activity CCA 13.1 (19%); and CCA 13.1 Creative, arts and entertainment activities (1%).

No new eligible activity was identified by TF1 in the new annexes.

The eligibility results for 2023 are higher than those for 2022 (+3 points). This change is largely due to the disposal of subsidiary Unify, which reduced the amount of non-eligible activities as a proportion of total sales.

Alignment

Aligned sales came to €92 million. Only programmes broadcast and produced by TF1 that are deemed "green" as defined by the French broadcasting authority Arcom are aligned under taxonomic activity CCA 8.3. These are programmes about the environment or the ecological or climate transition as proposed in the media climate contract concluded with Arcom.

The proportion of TF1 programmes and productions aligned with the Taxonomy therefore corresponds to the percentage of green programme hours broadcast by the TF1 group's TV channels out of all the programmes aired between 6am and midnight. These programmes amount to 4% of sales for all the group's TV channels.

Activities CCA 8.3 and CCA 13.3 that are eligible for sales are also eligible for the related CapEx. The ratio used to obtain the percentage of aligned sales was also applied to CapEx. CapEx relating to activity CCM/CCA 7.7, corresponding to rights of use under IFRS 16, was added to this ratio.

Outlook

The TF1 group continues to use its editorial line to raise public awareness of environmental issues and the green transition, in the same spirit as the climate contract it signed with Arcom.

3.5.3.6 Bouygues Telecom

The denominator for the sales ratios is Bouygues Telecom's consolidated sales for 2023, amounting to €7,697 million.

Eligibility

Eligible sales came to €197 million (2.6% of total sales). This figure refers to operations for the construction of data centres and data hosting, in relation to taxonomic activities CCM 7.1 and CCM 8.1. Following analysis of the new annexes, Bouygues Telecom is eligible for two new activities in the Circular Economy annex: CE 5.4 Sale of second-hand goods and CE 5.5 Product-as-a-service and other circular use- and result-oriented service models.

The majority of Bouygues Telecom's activities, which relate to telecommunications services and fixed and mobile networks, do not currently fall within the scope of the EU Taxonomy, which explains the low eligibility rate (3%). Its CapEx also has a low eligibility rate of 13%.

Alignment

Bouygues Telecom presents an alignment ratio for sales and CapEx of zero.

3.5.4 Analysis of minimum safeguards

The Bouygues group addresses the four topics identified in the report by the Platform on Sustainable Finance (human rights, taxation, bribery/corruption and fair competition) by means of the procedures and tools described in the section on methodology. Furthermore, it has not been legally convicted of anything that would justify the non-alignment of its eligible operations.

3.5.5 Note on methodology

An assessment of the alignment of Bouygues' eligible activities and an analysis of all the technical criteria were conducted for each business segment in relation to the activities described in the Taxonomy Regulation. Nevertheless, the Group took care to ensure the consistency of the analysis within the different business segments.

In particular, a check was carried out in order to avoid double counting with regard to sales and capital expenditure.

3.5.5.1 Definition of financial ratios

a. Sales

Definition

The proportion of turnover (sales) referred to in Article 8 of Regulation (EU) 2020/852 is calculated as the part of the net turnover derived from products or services associated with eligible Taxonomy-aligned economic activities (numerator), divided by the net turnover (denominator) as defined in Article 2, point (5) of Directive 2013/34/EU. Turnover includes the revenue recognised pursuant to International Accounting Standard (IAS) 1, paragraph 82(a), as adopted by Commission Regulation (EC) No. 1126/2008.

Reconciliation

The total sales figure used is €56,017 million and corresponds to the amount stated in the Group's consolidated income statement, as shown in section 6.1 of the 2023 Universal Registration Document.

b. CapEx

Definition

The eligible and aligned numerators are equal to the capital expenditures included in the denominator that meet any of the following conditions:

- These expenditures relate to assets or processes that are associated with eligible Taxonomy-aligned economic activities (type a);
- These expenditures are part of a plan to expand Taxonomy-aligned economic activities or to allow Taxonomy-eligible economic activities to become Taxonomy-aligned (type b);
- These expenditures relate to the purchase of output from eligible Taxonomy-aligned economic activities and to individual measures enabling the target activities to become low-carbon or to produce greenhouse gas reductions or make a contribution to the four environmental objectives (type c).

The denominator corresponds to the increase in the gross value of property, plant and equipment and intangible assets and of the right of use of leased assets, and includes companies newly consolidated in the financial year.

Reconciliation

These investments are presented in Note 3.1.2 to the consolidated financial statements and amount to €3,581 million.

c. OpEx

Definition

The operational expenditures applied in the Taxonomy are defined as direct non-capitalisable costs and include the costs of research and development, building renovation measures, maintenance and repair, leases recognised in the income statement, and any other direct expenditures relating to the day-to-day servicing of assets. The definition of operational expenditures applied to both the denominator and the numerator do not include expenses relating to research & development. Payroll expenses relating to the maintenance and repair of assets are included in the denominator but excluded from the numerator. These specific types of payroll expenses are not tracked separately in the Group's reporting system. The Group's consolidated OpEx is defined as all the expenditures included in the operating profit which are not non-current operating or financial expenses.

Reconciliation

As at 31 December 2022, the Group's total operational expenditure as defined in the Taxonomy Regulation amounted to €2,091 million, corresponding to short-term contracts and expenditure on research and development, maintenance and renovation.

Since total taxonomic OpEx was immaterial compared with consolidated Group OpEx (€56,199 million), the Group is activating the OpEx non-materiality clause and will not report eligibility in relation to this indicator.

3.5.5.2 Methodology for assessing eligibility

a. Preferred Group-wide methodological choices

Definitions of eligible CapEx

CapEx was calculated using an allowance based on sales.

Reminder of methodology for Nuclear activities

This year, in accordance with regulations and different national rules, nuclear activities operating within the European Union, as specified in the Regulation, are included in the Group's eligibility rate, corresponding to the business segments Equans and Bouygues Construction. By contrast, the exclusion of operations located in the United Kingdom negatively impacts the Group's eligibility in relation to investments made in the Hinkley Point project.

b. Choices by each business segment

Colas

In line with industry practice and Colas' position in 2022, the portion of activity CCM 6.15 of the Mitigation objective relating to "road infrastructure" operations was excluded from eligibility, since the infrastructures considered under economic activity 6.15 in the Taxonomy must be intended for the use of road transport with zero exhaust emissions in order to be aligned and sustainable within the meaning of the Regulation. Colas decided that it would be more in keeping with the Regulation if activities that cannot be aligned according to the text were not considered eligible, since its infrastructures are not intended solely for electric and hydrogen vehicles. However, the portion relating to "Infrastructure enabling low-carbon road transport and public transport" remains eligible and aligned, and is reported in Colas' indicators.

Bouygues Construction

The portion of activity CCM 6.15 of the Mitigation objective relating to “road infrastructure” operations was excluded from eligibility, for the same reasons as those explained above in relation to Colas. However, all operations relating to urban and suburban transport have been counted in this activity.

3.5.5.3 Methodology for assessing alignment

a. Scope applied

The scope concerned as at 31 December 2023 is the same as that described in section 3.1.3 CSR reporting methodology.

b. Overall methodology

Where the technical criteria are not particularly complex (such as when alignment is automatic as a result of the regulations in force) or there is a widely shared consensus within the industry regarding their interpretation, it has not been deemed useful to discuss the subject again in the present report. By contrast, interpretations that are not covered by regulations or for which there is no clear consensus, together with methodological trade-offs specific to Bouygues or one of its business segments, are described in this section.

Group-wide DNSH:

DNSH 2 Analysis of Appendix A (climate change adaptation)

In order to standardise analysis of the DNSH criterion concerning climate change adaptation, the Group distinguishes between two cases:

- Where Bouygues is the designer, analysis of the physical risks relates to the building itself, over an expected lifetime of 30 years, taking into account the IPCC scenarios.
- Where Bouygues is the builder, analysis of physical risks relates to the worksites themselves (personnel, equipment, materials, etc.), over an expected period of less than 10 years, therefore not taking into account the IPCC scenarios. The design of the completed building is not taken into account in the adaptation analysis.

DNSH 5 Analysis of Appendix C (chemicals)

The group launched discussions with the Purchasing and Legal departments of each business segment to consider introducing systematic clauses to the purchasing process and sampling the product categories most at risk from this year onwards at the level of each project, depending on the progress of the operation and in line with the industry consensus that has emerged on this subject, while awaiting more detailed guidelines from the European Commission.

DNSH 6 Analysis of Appendix D (environmental assessment)

All projects located in the European Union are automatically aligned as regards this criterion thanks to the transposition of Directive 2011/92/EU into the national law of the Member States. For international projects, the analysis is based on ad hoc studies.

Activity CCM 7.1 and CCM 7.2

DNSH 3 Water flow – Checking water flow in sanitary equipment was carried out for each operation individually.

DNSH 4 Design note – A methodological checklist was drawn up to give more details on the four aspects: conserving resources, adaptability, flexibility and ease of disassembly.

DNSH 6 Construction in biodiversity zones – Bouygues bases itself on the FAQ of December 2022 no. 126 and considers that once a building permit has been obtained, the project complies with this criterion through the regulations in force on the basis of local urban development plans.

c. Key assumptions by business segment

Equans

Activity CCM 7.3:

Substantial contribution – All light sources installed by Equans are LED. However, following the introduction of a new energy label in 2020, the best energy classifications available on the market are currently C or even D. As yet, there is no lamp on the market that meets the criterion of the top two energy classes (>185 lumens/W).

The plumbing fixtures installed by Equans are immaterial (<1% of sales for activity 7.3).

Colas

Group-wide DNSH:

Appendix A – As regards the DNSH criterion on climate change adaptation, this year Colas assessed the exposure of its permanent sites (quarries, industrial sites, branches). The analysis was carried out in respect of the 28 climate-related hazards cited in the EU Taxonomy, taking account of two IPCC scenarios and various time frames. This study identified potentially exposed sites; their vulnerability will be analysed in the course of 2024.

With regard to its construction sites, Colas considers that the materiality of the risk is diluted for its activities. This is because the worksites are limited in time (duration less than 10 years).

Bouygues Construction

The analysis was based on three data inputs: by taxonomic activity, by entity and by region. “Having this division made it possible to consider the specific nature of each entity as faithfully as possible while making it easier for everyone to understand each criterion”.

For Bouygues Bâtiment France (“BBF”), the volume of operations made it impossible to carry out an individual analysis of operations for the 2023 financial year. The evaluation of the alignment of eligible activities was therefore conducted on a representative sample using three differentiating elements: financial segments based on value at the end of the worksite’s operations, types of operation and breakdown by region (11% of BBF’s total sales). The result obtained for this sample was then extrapolated to the remaining operations. For each operation (activities CCM 7.1, CCM 7.2 and CCM 6.15), the analysis comprised a systematic, careful and rigorous study of compliance with the “substantial contribution” and DNSH criteria. This method, validated by the statutory auditors, applies only to BBF. No extrapolation was made for the other entities of Bouygues Construction.

Group-wide DNSH:

Appendix A – Bouygues Construction bases itself on the Group’s usual practice for this criterion. For aligned operations and those for which Bouygues Construction is the builder, the analysis was carried out using the Environment reference framework and that of TopSite. For the designer scope, it uses the Bat-ADAPT tool or ad hoc studies. For operations where vulnerabilities are identified, adaptation measures are planned.

Appendix B – Compliance with ISO 14001 for all Bouygues Construction operations fulfils the requirements of the DNSH criteria on the risk of degrading the environment with reference to preserving water quality and preventing water stress.

Appendix C – The Group’s position is adopted by Bouygues Construction.

DNSH 4 and 5 – The TopSite worksite evaluation label and the Environment reference framework, developed and rolled out by Bouygues Construction in the 60 countries where it operates, enable the assessment of criteria that also feature in the Taxonomy in relation to DNSH4 (waste management, limiting the production of waste in the construction and demolition processes) and DNSH 5 (reducing noise, dust and pollutant emissions during construction work). This applies to construction and renovation activities (7.1 and 7.2) as well as to transport infrastructure activities (6.14, 6.15).

Activity 7.1 and 7.2

Substantial contribution: To validate compliance with the energy performance criterion (7.1) for operations located outside the European Union, the operation must be certified Edge -40%, a position taken in consultation with the Edge foundation.

The widespread use of lifecycle analysis has resulted in automatic alignment with this criterion for projects relating to the RE2020 regulations as well as for all operations within Bouygues Bâtiment France and Bouygues Bâtiment International.

Activity 6.14 and 6.15

DNSH 5 Noise and vibration abatement measures – This criterion is covered by the national regulations in EU countries because it stems from an EU directive. For operations outside the European Union, this criterion is considered to be non-applicable when Bouygues Construction is not responsible for the specifications of the building work (responsibility of project owner client).

DNSH 6 Biodiversity – For projects located outside the European Union, compliance with the criterion is automatic thanks to the application of environmental standards and the risk analysis conducted as part of ISO 14001 certification.

DNSH 6 Wildlife collisions – This criterion is considered to be non-applicable in urban and suburban areas (absence of wild animals). It is moreover the responsibility of the project owner (i.e. the client).

Bouygues Immobilier

For operations relating to Commercial Property (CP), an exhaustive analysis was conducted. The evaluation of the alignment of the eligible Property Development activities was performed on a sample representing 50% of Bouygues Immobilier's total sales, i.e. 127 projects. This sample was segmented according to two differentiating criteria: financial segments based on value at the end of the worksite's operations, and a breakdown by region. The result obtained for each segment was then extrapolated to the remaining operations.

For each operation (CP and Property Development), the analysis comprised a systematic, rigorous and documented study of compliance with all the "substantial contribution" and DNSH criteria.

In view of the difficulty of distinguishing between renovation projects and new construction projects in IT systems, it was deemed acceptable to combine them under activity CCM 7.1 / CE 3.1 Construction of new buildings, since the technical criteria are identical or more stringent in activity CCM 7.1 Construction of new buildings than in activity CCM 7.2 Renovation of existing buildings. Combining them in this way therefore did not result in an over-estimate.

Activity 7.1

Bouygues Immobilier undertook a number of measures as regards these aligned operations, including:

- Having a lifecycle assessment performed by a consultancy firm or via an internal tool that complies with RE2020,
- Studying and considering the resilience of its structures to climate events using the Bat'Adapt tool, and implementing remedial solutions from an internal checklist.

d. Methodology for minimum safeguards

Analysis of compliance with the minimum safeguards was conducted by the Group's CSR and Legal departments, with reference to the entire Group. Compliance with the minimum safeguards criterion is based on Bouygues complying with and implementing the UN Guiding Principles on Business and Human Rights, the OECD Guidelines for Multinational Enterprises, and the principles and rights specified by the eight Fundamental Conventions cited in the ILO Declaration on Fundamental Principles and Rights at Work.

The procedures implemented by the Group in order to comply with its commitments are based in part on the obligations relating to France's Duty of Vigilance and Sapin II laws. Information about the associated risk mapping, the mitigation measures taken and the arrangements for monitoring the measures implemented can be found in Chapter 4 of this Universal Registration Document. The risks relating to taxation and fair competition are also covered by the risk-based management required for the Group's activities. Information about the internal control and prevention of these risks may be found in Chapter 4 of this Universal Registration Document. The Group's tax policy may be found on bouygues.com.

3.5.5.4 Methodological outlook

The Group has identified five improvements to introduce over the next few years:

- Analysing and publishing for the first time its alignment with the four other environmental objectives from 2024 onwards;
- Making greater use of CapEx category b in line with the recommendations made in the AMF report;
- Further improving the precision with which CapEx is allocated to eligible and aligned activities;
- Continuing to roll out action plans to improve Taxonomy performance and alignment percentage, so that these can be used as a lever for transformation;
- Continuing to make Taxonomy reporting more reliable and standardised, with a view to changing the status of the verification by the statutory auditors to a 'moderate' level of assurance as of 2024.

3.6 INDEPENDENT VERIFIER'S REPORT ON THE CONSOLIDATED STATEMENT ON NON-FINANCIAL PERFORMANCE PRESENTED IN THE MANAGEMENT REPORT (YEAR ENDED 31 DECEMBER 2023)

This is a free translation into English of the original report issued in the French language and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the General Assembly,

In our quality as an independent third party, accredited by COFRAC under the number n° 3-1681 (scope of accreditation available on the website www.cofrac.fr), and as a member of the network of one of the statutory auditors of your entity (hereinafter "Entity"), we conducted our work in order to provide a conclusion expressing a limited level of assurance on the compliance of the consolidated non-financial statement for the year ended on the 31 December 2023 (hereinafter the "Statement") with the provisions of Article R. 225-105 of the French Commercial Code (Code de commerce) and on the fairness of the historical information (whether observed or extrapolated) provided pursuant to 3° of I and II of Article R. 225-105 of the French Commercial Code (hereinafter the "Information") prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), included in the management report document pursuant to the requirements of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

It is also our responsibility to provide, at the request of the Entity and out of the scope of accreditation, a conclusion of reasonable assurance on the indicators selected by the Entity and identified by the sign * in Annex 1 (hereinafter the "Selected Indicators").

Conclusion of limited assurance on the Statement and on the Information

Based on the procedures performed, as described in "Nature and scope of the work on the Statement and on the Information", and on the elements we have collected, we did not identify any material misstatements that would call into question the fact that the consolidated non-financial statement is presented in accordance with the applicable regulatory requirements and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

Opinion of reasonable assurance on the Selected Indicators

In our opinion, the Selected Information has been established, in all material respects, in accordance with the Guidelines.

Preparation of the Statement

The absence of a generally accepted and commonly used framework or established practices on which to base the assessment and measurement of the Information allows for the use of different, but acceptable, measurement techniques that may affect comparability between entities and over time.

Therefore, the Information should be read and understood with reference to the Guidelines, the significant elements of which are presented in the Statement.

Limitations inherent in the preparation of the Information and Selected Indicators

As mentioned in the Statement, the Information may be subject to uncertainty inherent in the state of scientific or economic knowledge and the quality of external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates made in preparing it and presented in the Statement.

The Entity's responsibility

It is the responsibility of the company's management to:

- select or establish appropriate criteria for the preparation of the Information and Selected Indicators;
- prepare a Statement in accordance with legal and regulatory requirements, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied regarding these risks as well as the results of these policies, including key performance indicators and, in addition, the information required by Article 8 of Regulation (EU) 2020/852 (Green Taxonomy);
- prepare the Statement and the Selected Indicators applying the Entity's Guidelines as mentioned above;
- and to implement the internal control procedures it deems necessary to ensure that the Information and Selected Indicators is free from material misstatement, whether due to fraud or error.

The Statement has been prepared by the Board of Directors.

Responsibility of the independent third party

Based on our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Statement with the requirements of Article R. 225-105 of the French Commercial Code;
- the fairness of the historical information (whether observed or extrapolated) provided pursuant to 3° of I and II of Article R. 225-105 of the French Commercial Code, i.e., the outcomes of policies, including key performance indicators, and the measures implemented considering the principal risks.

It is also our responsibility to provide, at the request of the Entity and outside the accreditation scope, an opinion of reasonable assurance on the fact that the Selected Indicators have been established, in all material respects, in accordance with the Guidelines.

As it is our responsibility to form an independent conclusion or opinion on the Information and Selected Indicators as prepared by management, we are not permitted to be involved in the preparation of the Information and Selected Indicators, as this could compromise our independence.

It is not our responsibility to comment on:

- the Entity's compliance with other applicable legal and regulatory requirements, in particular the information required by Article 8 of Regulation (EU) 2020/852 (Green Taxonomy), the French duty of vigilance law and anti-corruption and tax avoidance legislation;
- the fairness of the information required by Article 8 of Regulation (EU) 2020/852 (Green Taxonomy);
- the compliance of products and services with the applicable regulations.

Regulatory provisions and applicable professional standards

The work described below was performed in accordance with the provisions of Articles A. 225-1 et seq. of the French Commercial Code, with our verification work programme elaborated with our own procedures (Verification Work Programme of the Statement on Non-Financial Performance of 7 July 2023), as well as with the professional guidance of the French Institute of Statutory Auditors ("CNCC") applicable to such engagements, in particular the professional guidance entitled "Intervention du commissaire aux comptes – Intervention de l'OTI – Déclaration de performance extra-financière" and with ISAE 3000 (revised)[a].

Independence and quality control

Our independence is defined by the requirements of Article L. 821-28 of the French Commercial Code and the French Code of Ethics (*Code de déontologie*) of our profession. In addition, we have implemented a quality control system, which includes documented policies and procedures to ensure compliance with applicable legal and regulatory requirements, ethical requirements and professional guidance.

Means and resources

Our verification work mobilised the skills of twenty-four people and took place between July 2023 and February 2024 for a total duration of about twenty-five weeks.

We called upon our specialists in sustainable development and social responsibility to assist us in our work. We undertook around thirty interviews with the people responsible for the preparation of the Statement representing, in particular, the following departments: senior management, administration and finance, innovation, human resources, health and safety, environment and purchasing.

Nature and scope of the work on the Statement and on the Information

We planned and performed our work taking into account the risks of material misstatement of the Information.

In our opinion, the procedures we have performed in the exercise of our professional judgment enable us to provide a limited level of assurance:

- we obtained an understanding of all the consolidated entities' activities and the description of the principal risks associated;
- we assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;
- we verified that the Statement includes each category of human resources and environmental information set out in Article L. 225-102-1 III of the French Commercial Code as well as compliance with human rights and anti-corruption and tax avoidance legislation, and includes, where applicable, an explanation for the absence of the information required under Article R. 225-102-1 III, paragraph 2 of the French Commercial Code;
- we verified that the Statement provides the information required under Article R. 225-105 II of the French Commercial Code, where relevant with respect to the principal risks;
- we verified that the Statement presents the business model and a description of principal risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with its business relationships, its products or services, as well as its policies, measures and outcomes, including key performance indicators associated with the principal risks;
- we referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented;
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Annex 1. For some risks (local employment), our work was carried out at the level of the consolidating entity. For other risks, our work was carried out at the level of the consolidating entity and in a selection of entities listed below: Newen, Habitat social, Dragages Hong-Kong, Mines RTA, Losinger Marazzi, Barrett, USA, IDFN, Colas Rail, Hungary, Equans Energies Solar & Storage, Equans Switzerland (in 2023, Equans and Bouygues Energies & Services entities in Switzerland), Equans France – Buildings, Infrastructures and Services (BIS) Division;
- we verified that the Statement covers the scope of consolidation, i.e. all the consolidated entities in accordance with Article L. 233-16 of the French Commercial Code;
- we obtained an understanding of internal control and risk management procedures the Entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Annex 1, we implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes (excluding Equans) in those data;
  - at the level of the three most contributing business segments in terms of environmental and human resources impacts (Colas, Equans and

(a) ISAE 3000 (revised) - Assurance engagements other than audits or reviews of historical financial information.

Bouygues Construction), tests of details, using sampling techniques and other methods, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out on a selection of contributing entities listed above and covers on average 25% of the consolidated data relating to the key performance indicators and outcomes selected for these tests (21% of sales and 29% of employees);

- at the level of TF1, we carried out detailed tests at Newen and TF1 headquarters, covering 94% of TF1's workforce;
- at the level of the two other business segments (Bouygues Immobilier and Bouygues Telecom), supporting documents available at their headquarters cover most of the activities;

- we assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

The procedures implemented in the context of a limited assurance engagement are less extensive than those required for a reasonable assurance according to professional doctrine; a higher level of assurance would have required us to carry out more extensive procedures.

Nature and scope of the work on the Selected Indicators

Concerning the Entity's Selected Indicators, we carried out work of the same nature as those described in the section "Nature and scope of the work on the Statement and Selected Information" above for the key performance indicators and other quantitative results that we considered the most important, but in greater depth, in particular with regard to the scope of the tests.

The selected sample thus represents between 30% and 100% of the Selected Indicators.

We believe that this work allows us to express a reasonable assurance on the Selected Indicators.

Paris-La Défense, 26 February 2024

Independent third party

EY & Associés

Éric Mugnier

Partner, Sustainable Development

Annex 1: Information considered the most important (conclusion of limited assurance) and indicators selected by the Entity and identified by the sign * (opinion of reasonable assurance)

HUMAN RESOURCES INFORMATION

Quantitative information (including key performance indicators)	Qualitative information (actions or results)
Total headcount	The results of the Health and Safety at work policy
Percentage of women in senior positions (France and outside France)*	The results of the policy to promote diversity and equal opportunities
Percentage of women managers*	The results of the skills development and talent management policy
Percentage of "High-flyer" women managers* (excluding Equans)*	
Percentage of "High-flyer" women managers in France at Equans	
Percentage of women on executive committees*	
Percentage of women in the headcount at TF1	
COCOR training at Equans on sexist gender biases	
Headcount at each Equans geography	
Number of apprenticeship contracts or professional training contracts signed during the year at Equans	
Number of departures at Equans	
Number of external recruitments at Equans	
Frequency rate of workplace accidents resulting in time off work among employees* (excluding Equans)	
Number of fatal accidents among employees*	
Severity rate of workplace accidents among employees	

ENVIRONMENTAL INFORMATION

Quantitative information (including key performance indicators)	Qualitative information (actions or results)
Total greenhouse gas emissions (scopes 1 to 3a)	The Climate strategy
Total greenhouse gas emissions at Colas (scope 1 to 2)*	Share of renewable energy at Bouygues Telecom
Share of TF1 group employees trained in ecological transition issues*	The circular economy at Bouygues Construction and Colas
Greenhouse gas emissions from drying in the asphalt plant per tonne of hot mix sold at Colas	Environmental value-added content at TF1
Volume of recycled materials at Colas	Responsible advertising at TF1
Percentage of recycled asphalt aggregate in hot and cold asphalt mixes sold at Colas*	Training and awareness-raising at TF1 and Bouygues Immobilier to support environmental protection
Share of Bouygues Construction worksites with the TopSite label	Environmental policy
Share of Bouygues Construction worksites assessed for the TopSite label*	The prevention of environmental risks at Bouygues Construction
Percentage of projects with sustainable biodiversity measures at Bouygues Construction	
Percentage of projects with temporary biodiversity measures at Bouygues Construction	
Proportion of aggregates production activities working to promote biodiversity as a % of sales before inter-company eliminations at Colas	
Proportion of materials production activities that control their environmental impacts as a % of sales before inter-company eliminations at Colas	
Share of sales covered by an ISO 14001-certified EMS at Bouygues Construction	
Share of non-hazardous waste that is recycled (not disposed of in landfill) at Bouygues Construction	
Share of recycled non-hazardous waste at Bouygues Construction	
Share of spoil recycled at Bouygues Construction	
The number of handsets collected for recycling or re-use at Bouygues Telecom	
Total electricity consumption (in GWh) at Bouygues Telecom and Equans	

SOCIAL INFORMATION

Quantitative information (including key performance indicators)	Qualitative information (actions or results)
Proportion of Colas materials production sites working to promote dialogue with local communities as a % of sales before inter-company eliminations	Responsible purchasing
Number of partnerships during the year supporting integration, education, healthcare or emergency response systems at Bouygues Construction	Access to housing and municipal services at Bouygues Immobilier
Share of expenses assigned to local companies at Bouygues Construction	Local employment at Bouygues Construction
Percentage of employees who completed the online training module ByCompliant at Bouygues Construction	Dialogue with stakeholders at Colas
	Patronage and academic partnerships at Bouygues Construction

4

RISKS AND RISK MANAGEMENT

4.1 RISK FACTORS

This section describes the principal risks to which the Bouygues group believes it is exposed, and which, if they materialise, could have an adverse effect on its operations, financial position, reputation, future prospects, or on its stakeholders.

First, we present the risks to which the entire Group, and several of its business segments, are exposed. The risks are then described separately for each of the Group's different sectors of activity. Within each category, the most important risk factors are described first. The importance of each risk is determined on a yearly basis at Group level, according to an assessment that takes account of their estimated impact and probability, after factoring in the measures taken to manage these risks.

In addition, other risks may exist or arise that are not yet identified at the date of this document, or that are not regarded at that date as likely to have a significant adverse effect if they materialise.

Risks that are not mentioned in this document, because they are currently regarded as being of low importance, are nonetheless factored into the risk management procedures operated within each of the Bouygues group's business segments. For a description of the Group's main internal control and risk management procedures, see section 4.4 of this document.

The Bouygues group is not directly impacted by the conflict between Russia and Ukraine, since it did not operate in these two countries in 2023. Nevertheless, the Group remains very vigilant regarding the changing situation and the consequences of this conflict on the world economy and financial markets.

Category	Risk	Importance [a]
Group	Operational risks on major projects	■■
	Cybersecurity	■■
	Erosion of skills and appeal	■■
	Geopolitical risk	■■
	Non-compliance with the law and regulations	■
	Risks associated with climate change	■
Construction businesses	Risks related to the economic context and to the supply chain	■■
	Competition risks	■
	Risks associated with cycles in the property market	■
Energies and services	Risks related to the economic context	■
Media	Risks related to the emergence of new players and behaviour	■
Telecoms	Competitive environment and market trends	■■
	Dependence on major suppliers	■
	Continuity of service	■
	Risks related to current and future regulations	■
	Effects of electro-magnetic waves	■
Bouygues SA	Risk of impairment in value of equity holdings	■
	Erroneous choice of business segment CEO	■

(a) estimated impact and probability of occurrence, on a scale of 1 (■) to 2 (■■), from moderate to significant importance.

4.1.1 Group

4.1.1.1 Operational risks on major projects

The complexity, size and duration of the projects undertaken by Bouygues Construction and Colas may expose them to risk both in the studies and design phase, and in the execution phase.

If such risks materialise, they may lead to cost overruns (repair works, penalties, etc.), litigation and significant losses for the Group, as well as damage to its brand image.

Bouygues Construction and Colas both have specific organisational structures in place to ensure maximum control over project studies, selection, design and execution.

Internal audits are regularly conducted on major projects to obtain assurance of adequate control over emerging risks.

4.1.1.2 Cybersecurity

Cyberattacks on networks and information systems can have a variety of impacts, including:

- information systems becoming unavailable resulting in disruption or a complete shut-down of activity;
- disclosure of sensitive data, in particular private data relating to customers; and/or
- interruption of certain services such as a slowdown in order intake, delays in implementation, difficulties for customers in connecting to the telecoms network, and disruption to in-store sales or to customer relations services.

If a cyber-attack were to occur, the Group would be exposed to potential negative impacts on its financial results, operations and image.

To protect themselves, each business segment has set up a security policy adapted to its specific risks. This policy is regularly updated and reinforced. It is based on the following:

- access controls to information systems;
- permanent anti-intrusion systems;
- a monitoring system to detect security incidents;
- the boosting of cybersecurity measures, both at the Group and business-segment level (appointment of local officers) and the roll-out of dedicated resources;
- regular campaigns to raise security awareness among the Group's employees, suppliers and partners, and
- response and back-to-work plans.

Internal and external audits are also carried out annually in order to ensure that IT security arrangements are fit-for-purpose. The Group has specific cyber-risks insurance policies in place.

4.1.1.3 Erosion of skills and appeal

The activities of Bouygues Construction and Colas are dependent on the skills, know-how, dedication and expertise of their employees, especially as regards the delivery of construction projects.

The jobs market for senior staff and engineers is very tight and the construction businesses must also meet the expectations of new generations of workers in terms of empowerment, digitalisation, flexibility and remuneration drawing power.

So the risk is that those companies may be unable to attract and retain the most suitable people in terms of their know-how and/or potential; to train and build the skills of its employees effectively or to allocate resources appropriately. This risk could lead to a reduction in the quality of the design and construction of the works.

This risk is heightened, on the one hand, by the fact that ambitious infrastructure programmes are being developed in certain geographies in short times and, on the other, by the highly seasonal nature of business activity in some areas of the world, which increases competition in the jobs market for certain very sought-after professions.

If this risk were to materialise, it would:

- reduce the overall level of expertise within the business segments involved, potentially weakening their market position;
- make it difficult to plan the availability of certain resources, leading to internal disruption;
- impair the quality and lead times of project design and/or execution, leading to cost overruns (reworking, post-delivery interventions), and
- reduce customer satisfaction and adversely affect the image and reputation of the business segments involved.

Preventive and corrective measures are applied. These relate to spotting skills and talent, providing training and support to management, and to highlighting the appeal of the construction sector (raising awareness of the employer brand among potential candidates, presence on social media, continuation and/or creation of academic partnerships worldwide, boosting of apprenticeships etc.)

For more information, see section 3.2 "Human resources information" in this document.

On top of this, the Group regularly carries out surveys amongst its people across the globe to better understand and manage its risks stemming from labour relations, staff turnover, well-being in the workplace (psychosocial risks), skills management, and recruitment.

4.1.1.4 Geopolitical risk

The construction businesses may be exposed to the increased global instability experienced over the past few years (the war in Ukraine and conflict in the Middle East) and the rising protectionism in several countries. The measures that may result (stricter regulations, taxation, embargoes, trade wars) may have economic consequences such as the closing of markets to foreign companies, restrictions on foreign investment, disruption to trade and supply chains, inflation, and restrictions on the freedom of movement for foreign workers.

The construction businesses' diverse activities and geographical locations, their overwhelming presence in Europe, North America and Australia, and the procedures for selecting new geographies are the first measures used to control this risk. The Group's geographical location strategy focuses on expansion into stable countries. In countries where the construction businesses' presence is more itinerant through one-off specific projects, their flexible organisation allows resources to be adapted in exceptional circumstances under the least damaging conditions possible. In addition, an analysis of the local environment is carried out upstream in order to implement rigorous contract management and appropriate legal, financial and insurance preventive measures.

The size of the construction businesses' backlog offers a clear view of their short and mid-term business prospects. They use forecasts to prepare for adverse trends, which gives them a satisfactory ability to react and reallocate production resources to more buoyant markets or activities.

4.1.1.5 Non-compliance with the law and regulations

The Bouygues group's business segments are present in many different countries and are subject to a variety of constantly changing laws and regulations, particularly in the areas of competition law, anti-corruption legislation, export restrictions and embargoes, data protection measures, and regulations relating to the health and safety of employees, environmental law, etc.

Non-compliance by the Group with the laws and regulations to which it is subject, in the countries where it operates, whether in France or abroad, may result in different types of sanctions, fines or other types of penalty that might have an adverse effect on the Group's activity, sales, results and reputation.

More specifically, the construction businesses are exposed to risks relating to breaches of ethics given the international nature of their projects, the high proportion of public procurement contracts and the number of people involved in operations, in both the commercial and operational phases.

Furthermore, the activities of certain business segments, such as Bouygues Telecom and TF1, are highly regulated, which means they have to adjust continually to regulatory changes within their respective sectors.

The Group has published specific compliance programmes and run campaigns to raise awareness amongst employees to comply with laws and regulations. All employees the most exposed to these risks receive regular training. It is enhancing the expertise of its legal teams who work at Group-wide and business-segment level to provide advice to operational staff. Finally, the Group takes disciplinary action against any compliance breaches without fail.

4.1.1.6 Risks associated with climate change

The consequences of climatic disturbances (higher temperatures, drought and floods, coastal erosion, rising sea levels, etc.) may impair the resilience of more and more infrastructure. The greater incidence of heatwaves and extreme weather events (hurricanes, floods, fires, etc.) is disrupting implementation on some projects, with impacts on productivity, operating costs and insurance premiums.

Today, all geographies where we are present are exposed to this risk, although the exposure varies from region to region. If this type of risk were to materialise, it would lead to activity being interrupted in production sites in the geographies concerned (caused by a cyclone in the Indian Ocean, for example) or to a shortened season during which activity could be carried out (e.g. the length of winter in Canada).

In addition, the production and building processes associated with the construction businesses, and the use of the assets and infrastructure constructed, as well as their eventual deconstruction, generate greenhouse gases. Given the Paris Agreement objective of keeping the rise in temperature by 2100 below 1.5°C, Bouygues is also exposed to transition risks, in other words risks relating to the consequences of transitioning towards a lower-carbon business model. These include:

- **Carbon taxation:** the adoption of a carbon border adjustment mechanism could have financial impacts such as increased taxes and costs for high grey energy materials, the obligation to acquire emissions rights and greater project operating costs, etc.
- **Supply risks:** the highly carbon-intensive nature of the extractive industries and building materials manufacturing sector means they are having to adapt and this is affecting the cost of access to some primary raw materials such as petroleum products, sand and metals. Delays or interruptions in supply and fluctuations in the cost of such raw materials, potentially have direct and indirect financial impacts for the construction industry.
- **Regulatory requirements** intended to replace some existing techniques with solutions that generate fewer greenhouse gas emissions. Failure to anticipate developments in this area could lead to a drop in demand for certain products and services offered by Bouygues.
- **Societal demands**: certain activities could be deemed by civil society to be incompatible with the imperatives of the ecological transition.
- **Loss of opportunity**: adapting too late to new construction methods or new regulations in response to the challenges posed by climate change could result in a loss of opportunity for the Group, given the growing expectations of customers and external stakeholders.

In addition to the efforts made to propose techniques and materials to protect existing infrastructures or to design new infrastructure that can cope with climate change, the Group is striving to adapt its business model to the changing situation, which can create both risks and opportunities.

In particular, the Group's business segments are working to factor in and counter all those risks by developing solutions that contribute to the energy transition (such as infrastructures for decarbonised energy production) and circular economy solutions, and by adopting sustainable construction strategies: low-carbon buildings and purchasing, active and passive energy efficiency in both renovated and new buildings, creation of eco-neighbourhoods, developing partnerships and commercial solutions to promote soft mobility, etc. Our priorities, and the main initiatives taken as part of our climate strategy, are described in Chapter 3 of this document (section 3.3, environmental information).

4.1.2 Construction businesses

4.1.2.1 Risks related to the economic context and to the supply chain

If interest rates continue to rise or remain at a high level, which will have an impact on the financial equilibrium of projects, this could lead to a slowdown in the new-build property development market, particularly in the private sector, thereby limiting the sector's business prospects.

The current unfavourable economic context increases the risk of default by certain suppliers and subcontractors, which is likely to lengthen project completion times (additional costs, penalties).

Against this backdrop, supply chain disruptions linked to energy price inflation, volatile material prices and the scarcity of raw materials (iron, steel and aluminium) are increasing manufacturing and delivery times, impacting construction costs and potentially compromising the profitability of projects.

In response to the downturn in the new-build property development market, Bouygues Construction is strengthening its position in the renovation, public facilities and industrial (data centres, logistics) markets.

Measures to control inflation and supply chain risks have been implemented, including:

- limiting the period of validity of commercial offers and updating reference prices more quickly for project costing;
- more frequent contracting in the form of reviewable or partially reviewable contracts;
- securing supplies, flexible sourcing of strategic purchases according to the economic, geopolitical and health contexts in the countries concerned, and the forging of nationwide or local partnerships;
- improvement of monitoring systems (construction index, raw materials prices, etc.).

4.1.2.2 Competition risks

The arrival of new entrants in France (in the renovation and infrastructure sectors) and internationally (China, Turkey), or of competitors taking advantage of the boost in the roll-out of new construction methods thanks to the use of new technologies (generative AI, a shift towards robotics, new materials), could have a negative impact on the company's market share or profitability.

To reduce these risks, Bouygues Construction has implemented a number of measures, including:

- specialisation by product and key account to better identify market trends and develop new commercial offers in line with new customer expectations (energy-efficient buildings, durability of materials, new uses);
- rolling out new construction methods (prefabrication, mass production) and investment in research and development (low-carbon materials, recycling, reuse) to boost productivity and seize opportunities to develop new markets;

- setting up special purpose entities to acquire land with investors and operators and continue to move up the property development value chain;
- strengthening links with start-ups in the construction sector.

4.1.2.3 Risks associated with cycles in the property market

Bouygues' property development business activities, which are mainly present in France, are exposed to external economic factors and to risks associated with the cyclical nature of property markets. Fluctuations in the property market and the general economic climate can have a significant impact on our business and profitability. The impact of these market fluctuations on financial results, whether positive or negative, is delayed due to the time taken to carry out operations.

Factors that can affect the property market include:

- international and domestic economic conditions, namely trends in inflation, interest rates and purchasing power, all of which exert a strong influence on the residential property market;
- hesitation by investors and tenants on the commercial property market, related to changes in working methods and the increased level of teleworking;
- the difficulty in obtaining building permits from local authorities which impacts the ability to carry out property development programmes, and
- sales, which may also be significantly impacted by changes in administrative measures and in tax policies affecting segments of the property market. In France, incentives for first-time home buyers and tax breaks for buy-to-let investors are a particular issue: the Pinel buy-to-let incentive scheme changed in January 2023 and this could cause disruption in the new build market.

4.1.3 Energies and services

4.1.3.1 Risks related to the economic context

The high volatility in energy markets, as well as the general economic and geopolitical context, particularly the recessions in certain sectors and countries, may have an impact on the sales and profitability of energies and services. The negative impact of these market fluctuations on financial results is delayed due to the time taken to carry out operations.

Factors that can affect Equans include:

- inflation that can squeeze margins, if it cannot be passed on to sales prices or if this is delayed;
- currency volatility that can impact the contribution of international activities to consolidated financial statements, and
- the slowdown in the construction of office buildings, which could have a significant impact on Equans' installation business activities in this market segment, but this is partly offset by the renovation of existing buildings activity.

4.1.4 Media

4.1.4.1 Risks related to the emergence of new players and behaviour

The TF1 group operates in a competitive environment that is undergoing constant and rapid change, characterised by changes in consumer behaviour: growth in the consumption of non-linear television (connected television and video content on smartphones and tablets), the boom in on-line video content (platforms such as YouTube and TikTok or free video-on-demand services) and growth in the viewing of SVOD[a] content (Netflix, Amazon Prime Video, Disney +, etc). Changing consumption patterns are leading to a structural decline in the amount of time the public spends watching linear television (a fall in individual viewing time). After a lull between 2020 and 2021, linked to the positive effects of lockdowns on the consumption of televisual content, the downward trend in daily viewing time per individual has resumed.

A continuation of this trend, as well as a possible deterioration in the economic situation, could affect the linear television advertising market.

In response to these structural changes, the TF1 group has launched its new free TF1+ platform, which offers a wide range of catch-up and pre-release content, as well as exclusive content and complementary viewing options (in particular AVOD[b] and streaming), with the aim of reaching a wide audience.

Competition from the global platforms in the digital advertising market and in access to content is likely to affect the development of TF1+.

In this context, TF1 is focusing on consolidating its market leadership position by:

- building a comprehensive offering based around its free-to-air channels and through its powerful programming schedule;
- staking out a position as a major DTT player with its portfolio of one premium TV channel (TF1) and four complementary TV channels (TMC, TFX, TF1 Séries Films and LCI);
- by positioning its free TF1+ platform as a key digital player in the French media sector and seeking to maximise its visibility;
- optimising the acquisition of programmes for its premium TF1 TV channel, its DTT channels and its digital offers by adopting a cross-disciplinary organisational structure that provides the best fit between each TV channel's needs and programme purchases on the one hand, and acquiring, exploiting and circulating acquired rights (subject to the TF1 group's undertakings) on the other;
- tightening its control over the value chain by using its in-house production subsidiaries (TF1 Production and Newen Studios) for part of its content output; and
- adapting its commercial policy to the new competitive landscape.

(a) Subscription Video on Demand.

(b) Advertising Video on Demand.

4.1.5 Telecoms

4.1.5.1 Competitive environment and market trends

Bouygues Telecom sells its products and services exclusively in the French market. France is a mature market, where in recent years competition has been particularly fierce in both the B2C and B2B segments.

Very intense competition in mobile and fixed prices could have a negative impact on the results expected by Bouygues Telecom in a market that requires major investment in terms of infrastructure and frequencies.

Bouygues Telecom is developing offers tailored to the needs of its customers, against a backdrop of tight household budgets.

4.1.5.2 Dependence on major suppliers

In order to maintain a high level of competitiveness, Bouygues Telecom pursues an ambitious purchasing policy that enables it to reconcile innovation and tight cost control.

However, developments affecting the market may thwart efforts to establish the broadest possible competition between suppliers as part of this policy, for example, a reduction in the number of potential infrastructure suppliers or a growing proportion of cloud and SAAS solutions, which could have a negative impact on costs and delay the introduction of emerging, more competitive solutions.

Faced with these risks, Bouygues Telecom is pursuing its systematic competitive bidding policy and diversifying its supplies.

4.1.5.3 Continuity of service

Service interruption, or a deterioration in service quality, may be caused by technical equipment breakdown, an on-site incident affecting the network or information systems, complex equipment upgrades or the technical failure of a business partner in a joint operation.

Such incidents could have a negative impact on Bouygues Telecom's disaster recovery, image and financial results.

Bouygues Telecom addresses these risks through:

- security measures at key sites including restricted access, fire prevention, air conditioning, power supplies, etc.;
- a business continuity plan for critical mobile and fixed-line technical systems, maintained in a state of operational readiness at all times;
- training, and a crisis management plan, based on keeping certain employees on call in order to ensure a fast, co-ordinated response to major incidents;
- cooperating with the authorities in suppressing acts of vandalism against its telecoms sites.

Bouygues Telecom also carries out regular crisis simulation exercises. Regular audits of these procedures are commissioned, in conjunction with Anssi[a].

4.1.5.4 Risks related to current and future regulations

Bouygues Telecom operates in a highly regulated sector and is subject to many French and European regulations in areas such as electronic communications, consumer protection, compliance, and data protection.

New national and European regulations, or changes in the way they are applied by regulators or courts, may lead to additional constraints for Bouygues Telecom and impact its marketing methods in particular.

4.1.5.5 Effects of electro-magnetic waves

Exposure to electro-magnetic waves is an issue of ongoing concern in France due to lobbying by various organisations.

A perceived consumer health risk could have various adverse impacts such as reduced usage per customer, shrinkage of the customer base, and increased leadtimes and/or costs in installing and operating sites. In its final report published in February 2022, Anses (the French Agency for Food, Environmental and Occupational Health and Safety) concluded that there were no new health risks posed by the roll-out of 5G in the 3.5GHz frequency band.

Bouygues Telecom has had a team dedicated to this issue ever since it was founded. This team is responsible for ensuring that the regulations are rigorously applied, and for carrying out a conscientious risk assessment based on collective experience. Bouygues Telecom contributes to independent research and releases all of its scientific publications on this subject.

4.1.6 Bouygues SA

4.1.6.1 Risk of impairment in value of equity holdings

The principal risk facing Bouygues SA as the parent company of a diversified group is a significant impairment in the value of one or more of its equity holdings at one of its business segments. As required by accounting standards, the main equity holdings are tested for impairment at least once a year.

4.1.6.2 Erroneous choice of business segment CEO

Since the Bouygues group is comprised of six business segments that enjoy genuine freedom to act, the choice and renewal of their CEOs can expose it to risks relating to this type of decision.

(a) The French Agency for IT Systems Security.

4.2 CLAIMS AND LITIGATION

Bouygues group companies are involved in a variety of litigation and claims in the normal course of their business. Risks are assessed on the basis of past experience and analysis by the Group's in-house legal departments and external counsel. To its knowledge, there is at present no exceptional event, dispute or claim likely to have a significant negative impact on the business, assets and liabilities, results or financial structure of the Group as a whole. Disputes and claims are subject to regular review, especially when new facts arise. The provisions recorded in the financial statements appear to be adequate in light of these assessments. The Group uses all legal means to defend its legitimate interests. Details about which claims are or are not covered by provisions have not been disclosed, since such disclosure might affect the outcome of some ongoing claims.

4.2.1 Bouygues Construction

4.2.1.1 France – Île-de-France Regional Authority Contracts

Following a Competition Council (now the Competition Authority) ruling on 9 May 2007, the Île-de-France Regional Authority (the "Region") filed a compensation claim in 2008 for losses it claimed to have incurred as a result of the anti-competitive practices by construction companies in connection with the award of public works contracts for the renovation of secondary school buildings in the region.

After the Conflicts Court ruled, on 16 November 2015, that this dispute came within the jurisdiction of the Administrative Courts, the Region seized the Paris Administrative Court on 28 March 2017 with several claims for damages (one for each school) and for the joint defendants to be ordered to jointly and severally pay an indemnity totalling €293.3 million, excluding interest.

The Paris Administrative Court ruled that the indemnity claims were barred by limitation in several judgements dated 29 July 2019.

The Region appealed and the Administrative Court of Appeal, held in a judgement on 19 February 2021, that the Region's claims were not barred by limitation and ordered the loss to be assessed by a court-appointed expert.

In two judgements dated 17 May 2023, the *Conseil d'Etat* (the French Supreme Administrative Court) dismissed the appeals lodged by the Group's companies involved against the judgements handed down by the Administrative Court of Appeal and confirmed that the claims were not barred by limitation.

The appraisal by the expert appointed by the Administrative Court of Appeal in 2021, which was suspended pending the judgements of the *Conseil d'Etat*, has therefore now resumed.

4.2.1.2 Miami – Brickell City Centre

On 2 July 2013, Brickell City Centre LLC (the "Client") entrusted the construction of a multi-purpose property complex in Miami (Florida) to a joint venture comprising Americaribe (a Bouygues Construction subsidiary) and John Moriarty Associates of Florida.

The last phase of the works to this building was accepted in February 2016.

Problems of water seepage, waterproofing and finishing appeared after acceptance.

The Client seized Miami Civil Court on 22 January 2021 with an action to determine liability for the problems and the associated quantum of damage. The experts' investigations are in progress.

4.2.1.3 Hong-Kong – Shenzhen Western Corridor

A joint venture comprising VSL Hong Kong and Gammon Management Services Ltd (the "VSL JV") was the holder of two sub-contracting contracts entrusted by the Gammon – Skanska – MBEC joint venture (the "lead JV") relating to the Shenzhen Western Corridor project, initiated by the Hong Kong Expressways Department (the "Client"').

On 15 February 2019, the Client established that an external prestressed cable had failed. A dispute ensued between the parties concerning the reason for the broken cable and the possible defects which could affect all the other cables.

Several arbitrations were therefore started in May 2020 and September 2021: (i) between the Client and the lead joint venture, (ii) between the lead joint-venture and the VSL joint-venture, (iii) between the Client and the VSL joint venture and (iv) between the Client and the design office. In 2023, the Client enlarged its claim to all the prestressed cables. The overall estimation is in the process of being finalised.

The exchange of statement of cases is now complete, and the hearings are expected during 2024.

4.2.1.4 France - Tax procedures

Following audits on the financial years 2018 and 2019, the Directorate of National and International Audits of France's Public Finances Directorate ("DVNI") notified Bouygues Construction of two proposed adjustments in respect of corporation tax, the contribution on added value and withholding tax. The French tax authorities consider that the amount of royalties received by Bouygues Construction from its subsidiaries in respect of brand licences should be increased. Bouygues Construction is disputing the grounds and the quantum of this revaluation, and has referred the dispute to the National Commission for Direct Taxes and Sales Taxes. In December 2023, Bouygues Construction was notified of a new proposed adjustment in respect of 2020, with the same purpose as the two aforementioned proposed adjustments. Bouygues Construction has contested this proposed adjustment.

4.2.2 Colas

4.2.2.1 France – Urssaf reassessments

All the ongoing Urssaf controls and associated disputes and arguments concerning the reductions in social security contributions connected to the "TEPA" and "Fillon" regimes have been comprehensively valued by Colas. The total potential amount of the readjustments relating to the above, including lateness penalties, is estimated at €55 million.

These disputes have been referred to the Social Security section of the Judicial Courts.

4.2.2.2 Tax dispute in Canada relating to technical assistance invoiced by Colas to its subsidiary Colas Canada Inc.

The Canadian Revenue Authorities are disputing the deductibility of the technical assistance costs which the Colas parent company invoiced to its subsidiary Colas Canada Inc. They claim that the amount of these costs is excessive and the supporting documentation is insufficient. The dispute for the years 2008 to 2016, where Colas Canada Inc. was challenging the rate adopted by the Canadian Revenue Authorities under the dispute resolution procedure, was settled in 2023.

There are ongoing tax audits for the 2018, 2019 and 2020 financial years. The amounts involved total CA 29 million.

4.2.2.3 International – Colas Rail files a complaint in relation to an international project

In 2017, an internal audit and an external investigation requested by Colas Rail, a subsidiary of Colas, revealed that suspicious payments in euros and in local currency had been made to local consultants.

Colas Rail filed a complaint in France. The contracts with these consultants were terminated and all payments prohibited. In agreement with the customer, Colas Rail transferred the construction contract, with no major economic impact on the Colas group.

The investigation that followed the complaint filed by Colas Rail is ongoing.

4.2.3 Equans

4.2.3.1 Ireland – Belfast biomass plant

On 3 November 2015, Bouygues E&S Contracting UK Limited ("BYES Contracting") and Full Circle Generation Ltd (the "Client") entered into a (i) Design-and-Build contract (the "DBC") and (ii) an Operation-Maintenance contract (the "OMC") to construct a biomass plant (Energy from Waste) in the port of Belfast.

The plant was handed over on 26 March 2020. Given that the Client considered that the performance tests carried out from that date were inconclusive, it terminated the DBC for fault on 5 July 2021, and the OMC for fault on 6 July 2021. BYES Contracting disputes the Client's right of termination.

The Client began arbitration proceedings on 28 March 2022 claiming damages for the plant's failure to attain its performance targets, which it valued in a quantum statement to the court dated 30 June 2023, at GBP277.5 million for the DBC and GBP75.8 million for the OMC (excluding interest). Bouygues E&S filed defence pleadings, as well as a counter-claim for GBP13.9 million in December 2023. The case is continuing.

4.2.3.2 Chile - Santiago Hospital

In January 2021, Ima Industrial ("Ima"), a subsidiary of Equans in Chile, was contracted by Constructora de Infraestructura de Chile SPA ("CICH"), the main contractor for the construction of Salvador hospital, to carry out the HVAC package. On 13 December 2022, CICH notified Ima of the early termination of the contract, citing breach of contractual specifications. Arbitration proceedings have been initiated before the Arbitration and Mediation Centre of the Santiago Chamber of Commerce. On 5 June 2023, Ima filed a claim for around €13 million to indemnify the loss caused by the early termination of the contract. CICH has not quantified its claim at this stage. The case is continuing.

4.2.3.3 US - Solar farm

This dispute arose after Sterling & Wilson Solar Solutions ("S&W") terminated, in June 2022, a sub-contracting contract which had been awarded to Conti (a subsidiary of Equans) to build a solar farm in the State of Washington. Conti has brought arbitration proceedings against S&W for wrongful termination, alleging the late delivery of equipment, defective equipment, and the non-payment of requests to accelerate operations. Conti is alleging a loss of USD19 million. S&W has filed a counter-claim for USD95 million.

4.2.4 TF1

4.2.4.1 Molotov TV litigation

Complaint to the Competition Authority against TF1 and M6 for cartel and abuse of collective dominant position

Seized with this complaint on 12 July 2019, the Competition Authority rejected Molotov TV's application as well as the associated preventative measures. The Paris Court of Appeal rejected the appeal lodged by Molotov TV against the Authority's decision in a judgement dated 30 September 2021. Molotov TV has appealed to the *Cour de cassation*.

Complaint against TF1, M6 and France Télévisions to the Competition Authority for failure to respect the commitments made in the context of the authorisation for the Salto platform, and its claim for a penalty

The Competition Authority was seized with this complaint on 16 June 2020. This procedure was followed by an application to the *Conseil d'État* on 16 October 2020 to cancel the rejection decision which was implicit from the Authority's silence. These proceedings are ongoing.

Summons against TF1 before the Paris Commercial Court

Molotov TV served proceedings on 10 November 2020 on TF1 and TF1 Distribution in the Paris Commercial Court claiming damages and fines. Molotov TV's argument is that TF1 Distribution's offer of distribution allegedly subjects it to imbalanced obligations, with the aim of obtaining an unfair advantage, and is claiming damages of €100 million. The proceedings are currently pending before the *Cour de Cassation*.

4.2.5 Bouygues Telecom

4.2.5.1 Mobile handset litigation

In October 2019, Free Mobile sued Bouygues Telecom before the Paris Commercial Court for unfair competition because some of Bouygues Telecom's former mobile telephony offers combining a phone plan and the purchase of a handset were allegedly consumer credit transactions and misleading practices. On 9 February 2023, this court ordered Bouygues Telecom to pay Free Mobile the sum of €308 million in damages and stated that there was to be immediate execution of the ruling. Free Mobile then decided to enforce the immediate execution of the ruling. As a result, Bouygues Telecom paid Free Mobile the sum of €308 million, plus legal interest on 16 May 2023. Bouygues Telecom disputes the judgement handed down by the Commercial Court and has appealed. Free Mobile has also lodged a cross-appeal against this judgement and has increased its claim for damages to €742 million.

4.2.5.2 Access to the local loop

In April 2021, Bouygues Telecom sued Orange in the Paris Commercial Court for damages for its loss, assessed at €84 million, resulting from Orange's breaches of its fundamental obligations concerning providing access to the local copper loop, for which Arcep had given it formal notice for in its decision n° 2018-1596-RDPI.

4.2.5.3 Access to FTTH infrastructure

- On 30 January 2020, Bouygues Telecom seized Arcep with a claim to settle the disputes over the financing terms for access to the FTTH (Fibre to the Home) lines rolled out by SFR FTTH (now XP Fibre) in certain zones of France. Arcep (the French telecoms regulator), in a decision on 5 November 2020, compelled XP Fibre to restore the applicable co-financing rates which were in force before 1 February 2020 and to offer Bouygues Telecom a maximum rental price of €13.20 ex. VAT/month/line. After an appeal by XP Fibre, the Paris Court of Appeal, upheld Arcep's decision in a judgement dated 20 April 2023. XP Fibre then lodged an appeal with the *Cour de Cassation* on 17 May 2023.
- On 14 October 2021, Bouygues Telecom seized Arcep with a claim concerning the disputes over the financial terms for reimbursing the activation fee for connecting end-customers within the scope of the contract of access concluded with Orange in its capacity as an FTTH infrastructure operator in the Very Dense Areas of France. On 29 March 2022, Arcep granted Bouygues Telecom's claims, directing Orange to modify the provisions in its contract concerning returning contributions for connection costs. Orange has lodged an appeal against this decision with the Paris Court of Appeal. These proceedings are ongoing.
- On 24 February 2023, Bouygues Telecom and Société de Développement pour l'Accès à l'Infrastructure Fibre (SDAIF), in which Bouygues Telecom is the majority shareholder, brought an action against Orange before the Paris Commercial Court seeking repayment of the connection fees due to them in respect of FTTH lines terminated in the Very Dense Area (for the period prior to that covered by the dispute referred to in the previous paragraph) and in the Less Dense Area (since 1 January 2018). Bouygues Telecom and SDAIF are claiming around €124 million. Orange has applied for a stay of proceedings pending the decision of the Court of Appeal in the dispute referred to in the previous paragraph. Bouygues Telecom opposes this request.

4.2.5.4 Free Mobile roaming

On 1 March 2021, Bouygues Telecom appealed the judgement of the Paris Administrative Court dated 30 December 2020 which dismissed its claim to order the French State to pay it €2.285 billion as damages for its loss between 2011 to 2015 caused by the failure to regulate the roaming agreement between Free Mobile and Orange. Bouygues Telecom lodged an appeal with the *Conseil d'Etat* on 29 August 2023, after the Administrative Court of Appeal upheld the Administrative Court's judgement.

4.2.5.5 Tel and Com c/Bouygues Telecom

Tel and Com, a specialised distributor whose contract was not renewed when it expired, filed a claim against Bouygues Telecom in the Paris Commercial Court on 10 November 2015 alleging the sudden break off of an established business relationship. Tel and Com claimed that Bouygues Telecom had not given a sufficient period of notice and claimed damages of €125.7 million for its loss. In a judgement dated 20 December 2019, the Paris Court of Appeal held that the periods of notice given by Bouygues Telecom had been sufficient. Following an appeal lodged by Tel and Com, the *Cour de Cassation* partially reversed the judgement and returned the case to the Paris Court of Appeal. The distributor is claiming an indemnity of €120 million before the Court of Appeal to which the case was transferred. In a decision dated 31 March 2023, the Court of Appeal ruled that the notice period had been insufficient and ordered an expert appraisal to assess the loss claimed by Tel and Com. In June 2023, Bouygues Telecom and Tel and Com each lodged an appeal with the *Cour de Cassation* against the Court of Appeal's judgement.

4.2.5.6 Impact of 5G frequencies

In May 2020, a collective of 500 natural persons served summonses in summary proceedings on the four mobile network operators (Orange, SFR, Bouygues Telecom and Free Mobile) before the Paris Judicial Court requesting the appointment of a judicial expert to assess the impact of 5G on health, the environment and privacy. The Paris Judicial Court and the Paris Court of Appeal held that they lacked jurisdiction to order a general investigation into 5G. Some of the initial claimants appealed to the *Cour de Cassation* in November 2022.

4.2.5.7 Patent disputes

A third party has sued Bouygues Telecom for the infringement of three patents. The claims total €60 million. The cases have now gone to appeal after judgements were handed down in Bouygues Telecom's favour at first instance.

4.3 VIGILANCE PLAN

France's corporate Duty of Vigilance law no. 2017-399 passed on 27 March 2017 requires certain companies, including Bouygues SA, to draw up and implement an effective vigilance plan setting out the reasonable duty of care measures taken to identify risks and prevent serious violations of:

- human rights and fundamental freedoms;
- health and safety of people;
- the environment;

resulting from the operations of the company and its subsidiaries and those of subcontractors or suppliers with which they have an established business relationship.

The Bouygues SA vigilance plan covers all companies controlled by the Bouygues group[a] and, therefore, the operations of its five business segments (Bouygues Construction, Bouygues Immobilier, Colas, Equans, TF1 and Bouygues Telecom). The plan also covers the operations of suppliers and subcontractors that work with the Bouygues group and with which it has an established business relationship.

The Group's business activities are diverse and have a broad geographical reach, with operations in over 80 countries. In addition, its construction business worksites are temporary. These worksites involve a large number of people and use supply chains that can be very complex. Its activities therefore involve a large number of people and its supply chains can be very complex, which necessarily limits the overall visibility it is possible to have over them. This vigilance plan is therefore complemented by more systematic approaches developed in conjunction with the various stakeholders and/or sectors with which the Group is involved.

The vigilance plan for each business segment is presented below. It describes the key gross risks, the key prevention or mitigation measures already in place and any additional measures to be taken, which together constitute the appropriate actions required by the law to mitigate the risks or prevent serious violations.

The references in Chapter 3 (SNFP) of this URD are provided where certain prevention or mitigation measures are described in more detail.

Governance

The Group's vigilance policy is overseen by Bouygues SA and coordinated by representatives from the Legal, CSR and Human Resources Departments.

To ensure risks are identified at the local level, the vigilance plan has been developed by the Group's six business segments. Each business segment has set up a committee made up of representatives of their respective CSR, Legal, Purchasing, Human Resources, Health & Safety, and Internal Audit and Control departments.

The "Duty of Care" Committee established at Group level facilitates inter-business segment work. This committee met quarterly in 2023. Some specific matters covered in the vigilance plan were also addressed by other specialised committees, such as the Climate and Biodiversity, Responsible Purchasing, QSE, Sustainability and Non-financial Reporting committees.

Lastly, the vigilance plan is submitted to the executive body or senior management of each business segment for its own scope.

The Group's vigilance plan is submitted to Bouygues' senior management, to the Ethics, CSR and Patronage Committee, which is a special committee of Bouygues SA's Board of Directors, and to the Bouygues group's Board of Directors.

Group-wide commitments and initiatives

The Bouygues group has defined and rolled out a number of Group-wide commitments and initiatives in response to a number of issues covered by the duty of care.

Code of Ethics

Respect, integrity and responsibility are fundamental core values at the Bouygues group. The Group's Code of Ethics, updated in 2022, states that employees and senior executives of the Group are expected to embrace these values, in particular as regards respect for human rights, the environment, health and safety, prevention of corruption, influence peddling and fraud, and compliance with personal data protection rules. It is available on the websites and Intranet sites of both Bouygues SA and the business segments. It has been translated into the Group's main working languages.

UN Global Compact and Sustainable Development Goals (SDGs)

Signed by the Group in 2006, the UN Global Compact recognises freedom of association and the right to collective bargaining while seeking to eliminate discrimination and forced and child labour. Each year, the Group renews its commitment to this worldwide initiative.

Bouygues takes the United Nations' Sustainable Development Goals (SDGs) into account in its business activities and contributes to achieving them, particularly the SDGs that focus on cities, infrastructure, climate change and decent work.

Human Resources Charter

The Bouygues Human Resources Charter focuses on the health and safety of employees, fair pay and equal opportunity, a guaranteed minimum standard of employee benefits for all going beyond the minimum requirements in each country, and continued high-quality labour relations. In this vein, the Group has rolled out its BYCare programme which aims to provide those standard minimum benefits for all employees working internationally.

CSR Charter for Suppliers and Subcontractors

Bouygues SA, the parent company, has also established a Group-wide CSR Charter for Suppliers and Subcontractors, which sets out the key commitments that must be upheld by companies wanting to do business with the Group. It was updated in 2022 to further reinforce compliance with the Group's vigilance obligations and, more particularly, to explicitly require supplier partners to implement low carbon solutions. It also includes the "employer pays" principle. This principle, which was developed by the Institute for Human Rights and Business, provides that all recruitment costs (passport, visa, insurance, travel, etc.) must be paid by the employer and not the employee.

A master agreement was signed in 2022 by the Bouygues group and EcoVadis entitling the six business segments to use the EcoVadis platform to assess the CSR performance of their suppliers and subcontractors.

(a) The concept of "control" is that defined in the provisions of Articles L. 233-3 and L. 233-16 of the French Commercial Code and accordingly covers both de jure and de facto control.

Work on human rights issues

The Group is working on adopting a formal policy to protect human rights and in connection with its operations.

In June 2023, employees of the Human Resources, CSR and Legal Departments received training that provided them with a better understanding of human rights issues, legal requirements, stakeholder expectations, and their implications for the company.

Health and Safety policy

Health and safety is also one of the Group's priorities. Each business segment has developed a specific health and safety policy tailored to the specific risks associated with its activities, and health and safety outcomes are factored into the variable remuneration policy for senior executives.

Group’s issue-based commitments and initiatives

More specific action on each of the duty of care issues has also been taken at Group level.

- Regarding Human rights[a]

The Group participates in the Lab 8.7 programme that RH Sans Frontières operates under the aegis of the French Ministry of Foreign Affairs, which experiments approaches in the field to combat child and forced labour.

In the sphere of labour relations and working conditions, Bouygues adopted a Diversity and Inclusion policy in July 2023. This policy sets out the Group's inclusiveness goals in five key areas: gender diversity, disability, diversity of social and cultural origins, generational diversity, and inclusion. This undertaking takes the form of charters and commitments (Diversity Charter, Manifesto for the Inclusion of People with Disabilities in Economic Life, #StOpE initiative to combat casual sexism), partnerships (Women's Forum, Starting B.), and training programmes and networks ("Trajectoire" programme of the Bouygues Management Institute (IMB), B. Together, the umbrella organisation for the Group's female and mixed networks, training on inclusive management offered by the IMB, mentoring programmes, and career and talent committees).

- Regarding the environment[b]

The climate emergency and the necessity of preserving biodiversity and natural resources require swift changes to business models and consumer habits. In response to this major risk, the Bouygues group has rolled out its climate strategy and committed to reduce its greenhouse gas emissions in line with the Paris Agreement. To ensure that these objectives are consistent with IPCC recommendations, short-term reduction targets for all business segments were validated by the SBTi between 2021 and 2023, with the exception of Equans, which joined the Group in late 2022 and for which the validation process is underway.

2030 greenhouse gas emissions reduction targets (in absolute terms)

Scope	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom
Reference year	2021	2021	2019	Global carbon footprint audit for all scopes completed in 2023, SBTi application submitted in 2024	2021	2021
Scope 1 and 2	-40%	-42%	-30%		-42%	-29.4%
Scope 3	Building: -30% in physical intensity Civil works: -20% in absolute terms	-28%	-30%		-25%	-17.5%

In addition to the efforts made to propose techniques and materials to protect existing infrastructure or to design new infrastructure that can cope with climate change, the Group is striving to adapt its business model to the changing situation, which can create both risks and opportunities. An internal audit was conducted in 2023 to verify that the climate strategy and decarbonisation actions were implemented within each business segment. This provided an opportunity to ensure that deployment was effectively underway and to stress the need for a comprehensive oversight system. Building and engineering structure projects are analysed to model the local impacts of climate change so that structures can be designed that are resilient over the medium and long term.

In addition, and in line with the Paris Agreement, which recognises the incentive value of carbon pricing instruments in achieving climate objectives, the Bouygues group has engaged the financial consultancy Axylia to calculate the Group's Carbon Score®[c]. The Carbon Score® rates, on a scale from A to F, a company's ability to pay its carbon bill by taking into account all its CO_2 emissions. In 2023, based on 2022 data, the Group obtained a Carbon Score of B, thus demonstrating its ability to pay its carbon bill. This positive score is confirmed by the inclusion of the Bouygues group in Axylia's Vérité40® index of the top 40 French companies.

Finally, the Bouygues group is a partner and active member of The Shift Project (theshiftproject.org). This think tank works towards the decarbonisation of the economy.

On the issue of biodiversity, an inter-business segment working group coordinated by Bouygues SA has mapped (i) the impacts of the Group's operations in terms of the five erosion factors listed by the IPBES[d] and (ii) the dependence of each business segment's value chains on the ecological services inventoried by the IPBES. In addition, the business segments have established or renewed partnerships with the following recognised nature conservation organisations: Noé, Orée, WWF[e], UPGE[f] and LPO[g].

(a) These actions are described in section 3.2.3 of this document.

(b) These actions are described in section 3.3.2 of this document.

(c) https://www.axylia.com/score-carbone-axylia

(d) Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services.

(e) World Wildlife Fund.

(f) The French Environmental Engineering Federation.

(g) The French bird protection league.

For several years, Bouygues Construction, Bouygues Immobiier and TF1 have been members of the Act4Nature initiative (Companies Committed to Nature/Act4Nature International) and have pledged to incorporate biodiversity issues into their business strategies. Bouygues Construction and Bouygues Immobilier are founding members of IBPC[a], which Bouygues Immobilier has chaired since September 2023.

In the area of resource use and waste management, the Group sponsors the work of Carbone 4's "IF Initiative" research project, which aims to develop economic scenarios adapted to the increasing scarcity of resources and the potential conflicts over their use. Bouygues is also a founding member of the Global Circular Economy Chair at Essec Business School, which trains future Chief Circular Economy Officers to lead organisations towards a circular economy.

Lastly, on 18 January 2024, a training session on the Green Deal, jointly facilitated by speakers from the European Parliament, EFRAG, the French Accounting Standards Authority and Deloitte, was held at Bouygues SA's head office to raise the awareness of Bouygues employees and directors about energy and climate constraints and potential new business models and solutions.

Dialogue with stakeholders

Stakeholder committee meetings have taken place three times, in 2018, 2021 and 2022, to build an open dialogue between the Group and the representatives of its stakeholders and to determine areas for improvement to the vigilance plan and its implementation in the business segments. The committee is made up of persons from outside the Group chosen for their diversity and expertise, including investors, civil society organisations, experts and employee representatives. The recommendations they made have served as a source for the revision of the current vigilance plan.

Stakeholders' expectations included publicising the Group's goals; raising awareness among Board of Directors members; using a binding methodology to map risks; drawing on the Guiding Principles of the United Nations; identifying risks more precisely and, if necessary, refining them by geographical area; taking into account the climate vigilance demands of civil society; and involving front-line teams more closely in the exercise.

In line with these expectations, a common Group method was adopted in 2023 (see "Revision of methodology" below) and new actions were also initiated (see "Group-wide commitments and initiatives" and "Group's issue-based commitments" above).

Bouygues is also a member of Entreprises pour les Droits de l'Homme, a non-profit that helps companies to embed human rights vigilance measures into their operations.

Finally, in connection with the Lab 8.7 research and action programme, the signatories meet once a year to present the results obtained, share best practices and identify future priority actions.

Revision of methodology

In 2023, the Group decided to revise its vigilance policy in keeping with its commitment to continuous improvement. It was assisted in this task by A2 Consulting.

In line with this change, a new method for mapping third-party risks was adopted and applied by the Group's six business segments.

The Group's new risk-mapping method uses a common reference framework of seven risk groups that covers the entire duty of care scope:

Risk groups	Description of general risks identified at both Group and business segment level
Human rights and fundamental freedoms	
Modern slavery, human trafficking, forced labour, child labour	Illegal labour, forced labour, abusive recruitment practices, illegal child labour (age and conditions), modern slavery (work under duress or threat and deprivation of freedom of movement)
Labour relations and working conditions	Excessive working hours, sub-decent wages, discriminatory practices, workplace harassment, inadequate housing, food and health conditions, non-existent labour relations, failure to respect freedom of association or assembly, lack of collective bargaining, lack of social benefits, personal data breaches
Rights of local communities and indigenous peoples	Violation of the right to land, security, access to resources and water, and cultural rights. Lack of consultation or free and informed prior consent
Health and safety	Workplace accidents, occupational diseases, psychosocial risks, workplace safety, safety of people
Environment	
Climate change	Contributing to climate change through greenhouse gas emissions
Pollution and biodiversity	Water, air and/or soil pollution Destruction and/or deterioration of biodiversity and ecosystems
Use of resources and waste management (circular economy)	Depletion of natural resources, limited or impossible recovery or reuse of waste, overwhelmed waste treatment facilities

For each of these risk groups, net risk has been calculated based on two assessments:

- An assessment of the gross risk inherent in the targeted own activity or purchasing category, but independent of the business segment;
- An assessment of the risk management system set up by the business segments to reduce net or residual risk.

(a) International Biodiversity and Property Council.

Assessment of gross risk

Gross risk was first assessed, both for the business segments' own activities and for their main purchasing categories, on the basis of several external risk factors that are independent of any measures the business segments may implement and which, when aggregated, increase the impact and probability that the risk will occur:

- Risk factors common to all risk groups:
  - Risks associated with the countries in which the Group does business or procures supplies (existence of robust laws, supervisory institutions, countervailing powers, etc.), which are assessed using databases of recognised organisations:
    - *Global Slavery Index* (of the Walk Free Foundation);
    - *Global Right Index* (of the International Trade Union Confederation);
    - *Fragile State Index* (of the Fund for Peace);
    - *Environmental Performance Index* (of Yale University).
  - The financial volume associated with the activity or the purchase of products or services, which can increase the probability of a risk occurring (e.g. the volume of concrete may impact greenhouse gas emissions and the number of working hours may impact the probability of accidents).
  - The complexity of the activity (number of sites and subsidiaries, widely scattered sites, existence of joint ventures, etc.) or of the subcontracting or supply chain (number of suppliers, number of links in the chain, use of intermediaries, cascading subcontracting, recruitment agencies, etc.), which increases the difficulty of tracing and controlling the origin of products or services and the conditions under which they are sourced, and which is assessed using recognised external sources.
- Risk factors specific to each risk group, which are assessed using recognised external sources:
  - use of vulnerable workers who are unable to defend their rights: low-skilled workers, recent migrants, socio-economic status, etc;
  - invisible workforce that is difficult for the company to control;
  - working conditions specific to the activity (arduous work, workload peaks, culture of the sector, lack of collective agreements, etc.);
  - vulnerability of communities and their economic dependence on the activity;
  - existence of a health and safety risk department;
  - sources of greenhouse gas emissions;
  - contact with sensitive natural areas (ecosystem, fauna, flora);
  - quantity and toxicity of pollutant emissions generated by the activity (soil, air, water);
  - quantity of renewable and non-renewable natural resources used;
  - quantity and toxicity of waste generated by the activity.

Assessment of extent to which risks are controlled

The extent to which these risks are controlled was then assessed, taking into account the full range of prevention and mitigation measures applied by the business segments, which fall into three categories:

- Organisational measures, such as:
  - policies, charters, codes of conduct;
  - risk monitoring or oversight committees;
  - operating methods and procedures;
  - implementation of a management system based on continuous improvement;
  - system oversight measures.
- Human resources, such as:
  - specifically dedicated staff;
  - setting goals and training teams;
  - management of teams' skills;
  - use of external service providers.
- Technical resources, such as:
  - risk management tools;
  - information systems and software: risk monitoring, employee engagement, supplier engagement, etc;
  - inclusion of CSR clauses in contracts, ranging from general to highly specific clauses;
  - self-assessment questionnaires for suppliers and subsidiaries;
  - partnerships with qualified on-site audit providers.

Particular attention has also been paid to actions that specifically address the major risk factors for each targeted own activity and purchasing category, such as:

- in the event of high country risk: changing the country from which supply is sourced, using local experts, etc.;
- if a supply chain is complex: traceability of the supply chain, understanding the key links in the chain to be influenced, etc;
- in the event of high on-site environmental impacts: implementation of an ISO 14001 or equivalent management system, review of production processes.

Relevant internal and external information sources (audit reports, accident and environmental incident statistics, NGO reports on gross risks, responses to assessment questionnaires) were used to justify the rating and supplement the knowledge of the teams responsible for the targeted activities and purchasing categories.

This method has been applied by all six business segments and, if necessary, has been supplemented by a more global approach that has been implemented since 2017. This method is described for each business segment in the section devoted to each one.

4.3.1 Bouygues Construction

Governance

Bouygues Construction's governance is the responsibility of the Ethics Officer and comprises the CSR, Environment, Health & Safety, Purchasing, Legal & Compliance, Internal Audit and Control, and Human Resources departments. A duty of care steering committee comprising representatives from those departments meets twice a year.

The work described below was presented to the relevant members of the Bouygues Construction Executive Committee in January 2024.

Summary of gross risks

This summary is the product of an ongoing assessment carried out over the past several years, based on the following sources:

- consultation with teams with expertise in third-party risks and operational staff responsible for risk management, through internal health and safety and fundamental human rights audits in the countries where the company operates, draft environmental analyses, internal environmental audits, and a questionnaire on fundamental human rights;
- performance indicators, such as accident rate and environmental incident metrics;
- consultation of a number of trusted external sources (e.g. Environmental Performance Index);
- use of the new third-party risk mapping methodology, which was applied to a significant scope of activities and purchasing categories exposed to risk (see "Revision of methodology" above).

The main gross third-party risks are listed and described below.

Summary of main gross risks

Main gross third-party risks	Risk groups	Own activities and sensitive purchasing categories
Disregard for the human rights and health and safety of teams and contractors at building and civil works construction sites	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions 2 Health and safety	• On-site teams and contractors for construction projects (buildings and civil works)
Infringement of the fundamental rights of workers in the construction products supply chain	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions 2 Health and safety	• Purchases of supplies, in particular concrete and steel (Hong Kong, Turkmenistan, Ivory Coast amongst others)
Personal data breaches	1.2 Labour relations and working conditions	• All employees and contractors
Climate risk related to the construction businesses	3.1 Climate change	• On-site teams and contractors for construction projects (buildings and civil works) • Purchases of supplies, in particular concrete and steel (Hong Kong, Turkmenistan, Ivory Coast amongst others)
Construction-related environmental risks, on worksites or in surrounding areas	3.2 Pollution and biodiversity 3.3 Use of resources and waste management (circular economy) 1.3 Rights of local communities and indigenous peoples	• Teams and contractors for construction projects (buildings and civil works)
Environmental risks associated with the purchase of building supplies (steel and concrete)	3.2 Pollution and biodiversity 3.3 Use of resources and waste management (circular economy) 1.3 Rights of local communities and indigenous peoples	• Purchases of supplies, in particular concrete and steel (Hong Kong, Turkmenistan, Ivory Coast amongst others)

Bouygues Construction takes specific company-wide actions to mitigate these risks or prevent serious breaches. The company-wide actions lay a foundation and aim to address all gross risks specific to Bouygues Construction's operations. Specific actions supplement this approach for each of these risks (see "Risks and specific actions" below).

Company-wide actions

Own activities

Documentary database

- Practical Guide EDC 10 – Ethics and Compliance, which is available to all employees and contains a section on the duty of care.

Training and awareness-raising

- In 2023, Bouygues Construction key managers (nearly 2,400 after the transfer of Bouygues Energies et Services) signed an ethics pledge including a section on the vigilance plan;
- Responsible Purchasing training course to raise awareness of duty of care issues among buyers (attended by nearly 250 buyers and, since it was updated, by 50 employees)[a].

Prevention measures

- In-house TopSite label covering five areas: (i) health and safety, (ii) the environment, (iii) human resources, (iv) social issues and (v) quality and customer satisfaction, which are assessed on the basis of around twenty criteria. This label concerns all construction worksites lasting over six months and worth more than €3 million, and targets assessing 100% of projects. To be awarded the label, a project must comply with all criteria; and
- Environmental audits under the TopSite labelling programme based on five criteria: (i) environmental analysis, documented for each site, identifying the site's environmental risks and associated prevention plans, (ii) analysis of the site's greenhouse gas emissions, (iii) analysis of water consumption, (iv) waste monitoring and (v) monitoring impacts on surrounding areas (noise pollution, air pollution, biodiversity and local residents).

Purchasing categories

Supplier and subcontractor assessment

Bouygues Construction uses around 40,000 active suppliers and subcontractors (for services such as engineering design, temporary staff, subcontracting, structural work and building contractors, etc.), who are located primarily in France, the UK, Hong Kong, Switzerland and Australia.

Bouygues Construction has taken three actions in response to issues involving human rights and fundamental freedoms, health and safety and the environment:

- Use of the EcoVadis solution aimed at partner suppliers and subcontractors, i.e. 366 suppliers and subcontractors in total:
  - suppliers, subcontractors and partners are assessed on the basis of a questionnaire and an analysis of their strengths and areas for improvement in the environmental, social impact, respect for human rights, ethics and responsible purchasing fields;
  - access provided to advice and action plans to focus efforts on sustainability and improving CSR performance;
  - accessed provided to benchmarking studies by business sector: internal and external benchmarks;
  - management and oversight of the supply chain's CSR performance to promote continuous improvement.

In 2023, 125 partner suppliers and subcontractors submitted an EcoVadis assessment conducted within the last three years, representing 31% of targeted partners.

- Social audits performed by three service providers (SGS, Intertek and Bureau Veritas) of suppliers and subcontractors located in high-risk countries, covering "high-risk" purchasing categories for orders over €500,000. Since 2019, nearly 120 audits have been performed, including 34 in 2023. The purpose of these audits, which are valid for three years, is to:
  - check compliance with contractual clauses on human rights. The areas assessed are child labour, forced labour, recruitment conformity, health and safety, freedom of association, discrimination, disciplinary practices, working hours, pay and benefits, working environment, compliance and anti-corruption control;
  - assess the company's health and safety policies. The points assessed are work facilities, readiness for emergency situations, workplace accidents, machine safety, safety risks, chemicals and hazardous materials, and dormitories and canteens; and
  - check that the impact of suppliers' activity is not harmful to their environment.
- Ethics clause included in contracts, as well as the Group's CSR Charter for Suppliers and Subcontractors as an appendix. The charter imposes certain requirements, and failure to comply can lead to measures that may go as far as contract termination.

(a) See also Chapter 3, section 3.4.5.

Risks and specific actions

Disregard for the human rights and health and safety of teams and contractors at building and civil works construction sites

Description of gross risk

- Fundamental freedoms: forced labour, illegal work by contractors on construction sites, abusive recruitment practices, illegal child labour (employment of workers under the legal working age on construction sites), modern slavery;
- Working conditions: excessive working hours, sub-decent wages, workplace harassment, inadequate housing, food and health conditions;
- No staff representative body: failure to respect the freedom of association and effective recognition of the right to collective bargaining guaranteed by the ILO Declaration on Fundamental Principles and Rights at Work;
- Discrimination: employee evaluations at the time they are hired or considered for promotion;
- Health, safety and security: workplace accidents, occupational diseases, psychosocial risks, workplace safety, safety of people.

Gross risk factors

- Forced labour: increased risk that workers who are employed under forced labour conditions will be obliged to work in dangerous circumstances;
- Complex projects: risk of delayed or unpaid wages, thus increasing the vulnerability of workers and the potential for abuse, and projects involving hundreds of subcontractors, including employment agencies, with high employee turnover;
- Remote construction worksites: worksites that are remote or difficult to reach, which increases employer control over workers; workers face the risk of greater restrictions on movement and may be unable to seek assistance if they are subjected to forced labour;
- Use of recruitment agencies: risk of delayed or unpaid wages; use of imported labour (greater vulnerability of migrant workers); risks in relation to workers' housing conditions and the difficulty in monitoring them;
- Peaks in activity: off-hours work and fluctuating use of subcontracted labour, thus increasing the risk of unauthorised workers at worksites and making it difficult to verify identities. Difficulties due to the failure to fully control access to worksites, particularly open-air construction sites;
- Local context: some countries where the company operates lack mature institutions for dealing with human rights issues (forced labour or modern slavery) and ensuring compliant working conditions: weak laws, weak regulatory authorities, weak countervailing powers (e.g. trade unions). Depending on the geographical location, acts of terrorism, violence, banditry, natural disasters and wars may require emergency evacuations, including medical evacuations;
- Health and safety: fatal or disabling accidents on construction worksites: dangerous machinery, falls from height, burns, electrocution; exposure to hazardous chemicals;
- Illnesses due to accidents during manual handling operations on worksites may lead to musculoskeletal disorders;
- Dust- and noise-related illnesses on construction worksites;
- Security risks to on-site employees and contractors;
- Hazardous working conditions: use of machines by contractors or subcontractors who have not received adequate training; risk of accidents that can also lead to occupational illnesses; excessive working hours (employees or contractors who are less concentrated and overly tired).

Prevention and mitigation measures	
Health and safety arrangements	**Human rights and fundamental freedoms arrangements**
Documentary database	
• Implementation of a Health, Safety and Security policy focusing on five priorities: controlling major risks; developing a safety culture; protecting health; including security issues in prevention initiatives; and performing audits and controls; • Health and Safety requirements reference manual (organisational, technical and managerial requirements); • Living quarters standards reference manual (see "Prevention measures" below); • Security rules; • Operational implementation of health and safety measures in line with the geographical context (policies, ISO 45001-compliant management system).	• Revised internal guide to preventing illegal labour in France. Available in Bouygues Construction entities since 2009 (wider circulation since 2017), it sets out the key principles, procedures, roles and responsibilities of the legal, human resources and operational functions; • Living quarters standards reference manual (see "Prevention measures" below); • Work-Life Balance Agreement; • Introduction of an "HR Index", which defines the recommended human resources standards to be implemented in due course in all Bouygues Construction operations. The index is used to assess the maturity of the Human Resources policy based on objective assessment criteria. The HR Index covers five themes: (i) (ii) resource management, (iii) career development, (iv) pay and employee benefits, and (v) the HR core model and quality of working life.

Training and awareness-raising

- The 12 fundamental health and safety principles and the TopSite label deployed on construction worksites;
- Awareness-raising actions in Bouygues Construction entities on safety culture (Safety Leadership program and Fairness Culture);
- Continued "Safety leader 1, 2 and 3 training" aiming to instil safety principles and behaviours and roll-out of a level 4 training programme in some entities for top management of operating units;
- Training provided on controlling lifting risks (major risk)[a];
- Actions to raise awareness among managers and work teams in the Bâtiment France scope about the risks of violent radicalisation;
- Safety Academy training courses continued for Health & Safety staff, developed jointly by Bouygues Construction University and the Health & Safety officers of each group entity: hybrid modules combining virtual classes, distance and in-person training and e-learning;
- Training continued on preventing occupational illnesses:
  - morning warm-up sessions before starting work on-site to prevent musculoskeletal problems;
  - "health workshops" to raise site worker awareness about looking after their health and preventing musculoskeletal disorders;
  - ergonomic risk prevention training provided to the Methods and Organisation department and the Health & Safety departments.
- "Day One" training (security, ethics) for first-time expatriates and employees on assignment.
- Stressing the importance of maintaining high-quality labour relations through regular dialogue with local employee representatives in each subsidiary or with local external or employee representative offices in the countries where the company operates;
- Human Resources teams and safety officers on site at all locations and on major construction worksites;
- Training campaign on the prevention of illegal labour in all French entities. Circulation by the HR function of a guide setting out the minimum legal working age for the countries where Bouygues Construction operates.

Prevention measures

- Preventing silica risks:
  - in the UK, Australia, Hong Kong and France: measures taken to comply with exposure thresholds (construction methods modified, collective and individual protective equipment provided, worker training);
  - in France, participation in “silica” risk mapping work with institutions, such as the OPPBTP (the French professional body for the prevention of occupational hazards in the construction and civil works sectors).
- Research and development on improving ergonomics to reduce risk exposure from posture and efforts;
- Reporting tools rolled out across the entire Bouygues Construction scope, enabling in-depth cause analysis and oversight of remedial measures following workplace accidents and near-accidents;
- Employees on business trips monitored: positions and movements tracked by the Security department and itineraries approved by management;
- Security risks in sensitive areas analysed during the business development phase when choosing projects;
- Database of high-risk areas, active country watch carried out by the Security department;
- Roll-out of status reports drawn up by the Security department on the various group head offices in France to check that they have a security plan and a system to escalate security-related issues. An action plan is implemented if necessary.
- Living quarters standards in compliance with ILO standards, setting out the minimum quality and comfort requirements for housing facilities provided to workers. They cover the design, management, operation and maintenance of living quarters. Compliance with these standards is systematically checked during TopSite audits;
- Fundamental human rights risks mapped in 36 countries where Bouygues Construction operates based on the analysis of a questionnaire submitted to human resources departments in the countries concerned, inquiring about risks and risk management measures in the areas of child labour, preventing forced and illegal labour, eliminating workplace discrimination, and ensuring good and fair working conditions (decent pay, working hours) and quality of life and health conditions[a];
- Internal human rights audits performed in countries identified as high risk[b];
- In France, guidelines and audit checklists to verify that the internal guide to preventing illegal labour is properly applied at worksites. Systematic check-in required to gain entry (for closed worksites and other sites): identity checks using a specific tool ("e-checkin" in France) and a mandatory criterion for the TopSite label;
- Whistleblowing systems set up (Speak UP - anti-harassment) and psychological support (Preventis) available at all our sites;
- Standardized hiring procedures: signature of an employment contract, identity checks, hiring reported to the appropriate government authorities;
- International: checks on pay arrangements for employees, drawing up employment contracts, compliance with working hours, provision or not of housing (respect for living quarters standards where applicable).

(a) See also Chapter 3, section 3.2.3.
(b) See also Chapter 3, section 3.2.2.

Disregard for the fundamental rights and health and safety of workers in the construction products supply chain

Description of gross risk

- Fundamental freedoms: Illegal labour, forced labour, abusive recruitment practices, illegal child labour, modern slavery;
- Working conditions: excessive working hours, sub-decent wages, discriminatory practices, workplace harassment, inadequate housing, food and health conditions, non-existent labour relations, failure to respect freedom of association or assembly, lack of collective bargaining, lack of social benefits, personal data breaches;
- Health and safety: poisoning, burns, electrocutions, slip-and-fall accidents, falls from height.

Gross risk factors

- Purchases of products manufactured by vulnerable workers in countries with weak human rights laws, regulatory authorities and countervailing powers;
- Use of supply chains that are difficult to trace and influence due to the involvement of numerous intermediaries and multiple subcontracting tiers in different countries;
- Low-skilled work, which may include cascading subcontracting and, potentially, undeclared labour in raw material extraction operations;
- Peaks in activity: off-hours work and unforeseen use of subcontracting platforms that are difficult to control, which can increase the risk of unauthorised workers at worksites;
- Industry practices that may increase risk: short lead times without compensation, price negotiations, imprecise technical specifications.

Prevention and mitigation measures
Documentary database
• Code of Ethics and CSR Charter for Suppliers and Subcontractors appended to Bouygues Construction contracts and orders.
Training and awareness-raising
• Awareness-raising and training for purchasing staff in human rights compliance issues in the supply chain and, more generally, the duty of care; and • Training of subcontractors: each entity defines its own rules depending on the country, project size and duration, etc.; For example, Bouygues Bâtiment has set up a system for assessing its subcontractors.
Prevention measures
• Social audits of high-risk suppliers and subcontractors (see "Supplier and subcontractor assessment" above).

Personal data breaches

Description of gross risk

- Personal data leaks (employee, customer, supplier, subcontractor data), confidentiality breaches, cyberattack.

Gross risk factors

- The group's high profile exposes it to cyberattack risk;
- Fraud attempts by accessing data including personal data, e.g. identity theft, CEO fraud.

Prevention and mitigation measures
Documentary database
• Formal procedures updated in line with regulatory changes.
Training and awareness-raising
• Training programme rolled out (primarily e-learning) and a new Intranet space dedicated to personal data protection for employees.
Prevention measures
• Specific organization through the appointment of Data Protection Officers (DPO) or Privacy Managers; • Tool for managing GDPR-related regulatory requirements • Monitoring contractual commitments, both internal (intra-group contracts) and external (contracts with subcontractors) • Internal memos sent to employees to raise awareness about personal data protection issues: managing projects that include personal data, standard language in the event of a data breach; • Annual reviews of data processing that includes sensitive data, as defined by law.

Climate risk due to the design of construction and operating activities (supplies, equipment, design, use, etc.)

Description of gross risk

- Significant greenhouse gas (GHG) emissions from construction activities: use of machinery, lorries and construction equipment on worksites, high energy consumption;
- Significant GHG emissions from gold and bauxite mining;
- Significant GHG emissions from steel and concrete production.

Gross risk factors

- The building and civil works sector is emissions-intensive (nearly a third of global emissions in 2021): transport of construction materials, energy for machinery, lighting, heating and cooling of buildings during construction;
- The mining sector is CO_2 emissions-intensive, mainly due to the consumption of electricity (indirect source) and thermal power (direct source) for the operation of machinery;
- The manufacture of building materials is GHG and CO_2 emissions-intensive: for example, steel emits CO_2 through the production and transformation of the metal; 85% of these emissions are due to the use of blast furnaces. The concrete sector also generates significant greenhouse gas emissions during the manufacture of cement, which is needed to make concrete, by firing clinker (calcined mixture of silicic acid, alumina, iron oxide and lime).

Prevention and mitigation measures

Documentary database

- A group-wide "Responsible and Committed" CSR policy, with twelve commitments covering the risks identified, including four on the environment (carbon strategy, biodiversity, responsible timber sourcing, and the circular economy).
- ISO 14001 certification providing assurance that the company has an effective environmental management system for its business activities and that environmental risks are identified and managed.
- Data structuring, requirements collection and setting up monitoring and support tools;
- Measuring the CSR performance of (EcoVadis self-assessment – see above);
- SBTi certification obtained in 2023.

Training and awareness-raising

- Continued roll-out of the "Acting for the Climate" (*Agir pour le climat*) e-learning module available on ByLe@rn, which was launched in 2021 to help better understand the carbon impact of the construction sector and the drivers that can be activated;
- Awareness-raising and training for purchasing staff in environmental issues in the supply chain;
- “Fresque du Climat” collaborative workshops held to raise participants' awareness of climate risks.

Construction-related environmental risks, on worksites or in surrounding areas

Description of gross risk

- Biodiversity loss: risk of land take due to construction, risk of deforestation from building and civil works operations (mining);
- Pollution: risk of dust emissions, industrial pollution, oil spills during oil changes, washing water discharges, etc;
- Consumption of natural resources: consumption of renewable resources (water, energy) and non-renewable resources (cement, concrete, steel);
- Waste management: risk that construction sites may generate large quantities of waste, which in some cases may be hazardous: special industrial waste (paper, plastic, cardboard and wood produced by industrial and commercial activities), asbestos waste, soiled packaging waste, polluted soil and water, oils, solvents, batteries and accumulators.

Gross risk factors

- Biodiversity loss: construction activities and infrastructure installed may impact natural ecosystems and lead to the disappearance of species;
- Pollution: emission of various types of pollution (dust, NOx, COv) by machinery and equipment on construction worksites; use of certain building materials and chemical products, generation of building waste; water run-off from construction worksites;
- Consumption of resources: natural resources that are scarce in certain regions (e.g. water);
- Waste management: ecosystems impacted by inadequate or non-existent industrial waste management. Moreover, contractors at construction worksites may be less rigorous about waste management.

Prevention and mitigation measures
Documentary database
• Implementation of a group-wide "Responsible and Committed" CSR policy, which includes a carbon strategy, protecting biodiversity, responsible timber sourcing, and the circular economy, and covers the risks identified; • ISO 14001 certification providing assurance that the company has an effective environmental management system for its business activities and that environmental risks are identified and managed; • Data structuring, requirements collection and setting up monitoring and support tools.
Training and awareness-raising
• Roll-out of webinars and training modules on biodiversity for all employees.
Prevention measures
• As regards biodiversity, in 2021 Bouygues Construction signed individual commitments within the framework of Act4Nature International Diagnostic work by ecologists on certain sites to define positive actions for biodiversity; • Roll-out of the TopSite label; • Use of biotope area factors to measure the level of biodiversity at worksites before and after construction.

Environmental risks associated with the purchase of building supplies (steel and concrete)

Description of gross risk

- Loss of biodiversity: risk of land take due to the extraction of raw materials for the manufacturing stage;
- Pollution: risks due to discharges from manufacturing plants;
- Impact on local populations: adverse impact on the health of local communities due to the location of steel manufacturing sites (water and air pollution);
- Consumption of natural resources due to the purchase of building supplies that consume renewable resources (water, energy) and non-renewable resources (sand, coal, etc.);
- Waste management: risk of generating large volumes of construction waste (but that is often recyclable).

Gross risk factors

- Loss of biodiversity: adverse impacts on ecosystems from the steelmaking process: discharge of pollutant emissions, contaminated water from blast-furnace smelting, waste and chemical substances;
- Pollution: discharge of pollutant emissions containing chemical substances and heavy metals that can impact local populations;
- Consumption of natural resources: extraction of raw materials in natural areas (e.g. sand and quarries for concrete); supply chain traceability difficulties for certain rare raw materials, such as sand;
- Waste management: varying maturity of building materials recycling systems, depending on the country.

Prevention and mitigation measures
Documentary database
• Implementation of a central "Responsible and Committed" CSR policy, which includes a carbon strategy, protecting biodiversity, responsible timber sourcing, and the circular economy, and covers the risks identified; • ISO 14001 certification providing assurance that the company has an effective environmental management system for its business activities and that environmental risks are identified and managed. • Data structuring, requirements collection and setting up monitoring and support tools; • SBTi certification obtained in 2023.
Training and awareness-raising
• Awareness-raising and training for purchasing staff in environmental issues in the supply chain.
Prevention measures
• As regards timber construction (a major driver for reducing the carbon footprint): ▪ 36 timber projects identified in 2023; French timber sourcing has been made more reliable with the signature of partnerships with PiveteauBois and Stora Enzo for CLT [a], in association with the French Building Federation (35% of timber used in 2021 carried the "Bois de France" label, with a target of 50% in 2025); and ▪ Linkcity has pledged that 30% of its building permit applications will be for timber projects in 2027 and 50% by 2030. Linkcity has signed the Fibois Grand Est, Île-de-France and Auvergne-Rhône-Alpes pledges (20% of the surface area of all projects to comprise bio-sourced timber). • Commitment to use low-carbon concrete and steel; and • In 2023, Bouygues Bâtiment France inaugurated Cynéo, a technical repurposing centre that aims to accelerate the development of new circular products [b].

(a) Cross-laminated timber.
(b) See also Chapter 3, section 3.3.4.

Action plans and areas for improvement

As regards company-wide actions:

Own activities

- Incorporate Bouygues Construction's Climate strategy and group-wide "Responsible and Committed" CSR policy into the revamped TopSite label, and expand monitoring of fundamental human rights and socially responsible supply chain metrics.
- Continuation of internal human rights audits focusing on high-risk countries and expansion of audits to subsidiaries.

Purchasing categories

- Monitor and oversee the performance of counter-audits (by an external service provider) to ensure suppliers and subcontractors who have implemented remedial plans following critical audits are in compliance;
- Increase traceability of raw materials in conjunction with suppliers and distributors (concrete, rebar);
- Include a module on the duty of care in the responsible purchasing training course;
- Provide feedback on social audits at Duty of Care Committee meetings and adopt decisions as necessary.

As regards risks relating to human rights, fundamental freedoms and health and safety:

Own activities

- Set up a fundamental human rights governance system overseen by Bouygues Construction's Human Resources department and a network of human rights officers in each entity and high-risk country;
- Set fundamental human rights priorities and incorporate them into the company's policies (HR, purchasing, subcontracting, etc.);
- Establish a partnership with Fair Wage Network to define decent and fair wages by geographical area;
- Develop an e-learning module for the Human Resources department and managers of major projects;
- Greater focus on "major risks": lifting, working at height, energy management, circulation of machinery and pedestrians, stability of structures and compliance of production equipment[a];
- Continue actions taken to promote a "safety culture" and develop new awareness-raising programmes;
  - extend the occupational health initiatives carried out in France to other countries (ergonomics, silica dust);
- Establish an audit and control process executed by health, safety and job satisfaction officers who are independent of the areas audited (cross-audits).

Purchasing categories

- Tighten up the general terms and conditions of standard contracts (subcontracting, service providers and suppliers), fundamental human rights and health and safety clauses, and associated verification and enforcement measures, and include these issues in assessments and audits;
- Increase internal audits and on-site inspections, as well as external audits of subcontractors (focusing, in particular, on working conditions and living quarters managed by third parties) and service providers;
- Initiate a dialogue with suppliers on fundamental human rights and health and safety concerns in relation to the extraction of raw materials.

As regards environmental risks:

Own activities

- Continue to expand the use of recycled steel, low-carbon concrete and bio-sourced materials (wood, straw, compressed-earth bricks, etc.);
- Use of biofuels for construction equipment and launch of electrification and hydrogen conversion initiatives for construction equipment and the vehicle fleet;
  - incorporate carbon footprint optimisation and monitoring into all phases of each project, from design to handover;
  - finalise the revamp of TopSite and roll out the updated version;
  - post the database of catalogues of low-carbon (or low-impact) products on a single site;
  - use components sourced from the circular economy;
  - more in-depth analysis of climate-related risks that could impact construction sites (bad weather, heatwaves, extreme weather events, etc.);
  - develop partnerships with environmental organisations in France and internationally.

Purchasing categories

- Continued awareness-raising of suppliers about the importance and benefits of conducting product lifecycle analyses;
- Expand assessments and internal and/or external audits to include pollution and biodiversity issues for rebar and concrete purchases;
- Incorporate more sustainable solutions upstream of operations.

(a) See also Chapter 3, section 3.2.3.

4.3.2 Bouygues Immobilier

Governance

Bouygues Immobilier has a vigilance plan monitoring committee comprising representatives from the Compliance, CSR and Internal Control departments, as well as risk contributors and managers (Purchasing, Human Resources, Climate, QSE and DPO[a]). The work on risks and prevention or mitigation measures was presented to Bouygues Immobilier's Executive Committee and Ethics and Patronage Committee in January 2024.

Summary of gross risks

This summary is the product of an ongoing assessment carried out over the past several years, based on the following sources:

- consultation with teams with expertise in third-party risks and operational staff responsible for risk management;
- performance indicators, such as accident rate and environmental incident metrics;
- use of the new third-party risk mapping methodology, which was applied to a significant scope of activities and purchasing categories exposed to risk (see "Revision of methodology" above).

The main gross third-party risks are listed and described below.

Summary of main gross risks

Main third party risks	Risk groups	Own activities and sensitive purchasing categories
Disregard for the fundamental rights, working conditions and health and safety of workers, worksite contractors and local populations. Pronounced risk in the case of undeclared labour or illegal posting of workers	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions 1.3 Rights of local communities and indigenous peoples 2 Health and Safety	• Own activities during all phases of a project • Purchases of work and intellectual services
Infringement of the fundamental rights of workers in the construction products supply chain	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions 2 Occupational Health and safety	• Purchases of building supplies
Health and safety risks for occupants of structures and neighbouring communities	1.3 Rights of local communities and indigenous peoples 2 Health and safety	• Own activities in the structuring/design, site work and use phases • Purchases of work and intellectual services
Personal data breaches	Impact on consumers	• Own activities
Climate risk due to construction (supplies, equipment, design, use, etc.) and purchasing operations	3.1 Climate change	• Own activities in the structuring/design and site work phases • Purchases of work and intellectual services • Purchases of building supplies
Risks of soil pollution and biodiversity collapse in neighbouring sites or areas due to construction operations	1.3 Rights of local communities and indigenous peoples 3.2 Pollution and biodiversity 3.3 Use of resources and waste management (circular economy)	• Own activities in the structuring/design and site work phases • Purchases of work and intellectual services • Purchases of building supplies

Bouygues Immobilier takes specific company-wide actions to mitigate these risks or prevent serious breaches. The company-wide actions lay a foundation and aim to address all gross risks specific to Bouygues Immobilier's operations. Specific actions supplement this approach for each of these risks (see "Risks and specific actions" below).

(a) Data Protection Officer.

Company-wide actions

Own activities
Prevention measure • Unannounced inspections carried out by the Prevention, control and safety manager (almost 250 inspections carried out in France since mid-December 2022); • Three audits carried out by the QSE department on specific topics.
Purchasing categories
Documentary database • Contractual framework (with the Group Code of Ethics as an appendix) for tier-one suppliers (civil works contractors) and tier-two suppliers (product suppliers).
Assessment of suppliers and subcontractors Bouygues Immobilier uses over 4,000 active suppliers and subcontractors who provide services (work, engineering design firms, architects) and products (ready-mix concrete, valves and fittings). These suppliers and subcontractors are located primarily in France (over 90%), as well as in a number of European countries (Spain, Italy, Poland, Belgium, etc.). Bouygues Immobilier has set up a three-stage process to respond to issues involving human rights and fundamental freedoms, health and safety and the environment: • self-assessment by subcontractors: in 2023, 1,186 suppliers and work subcontractors completed a self-assessment using Bouygues Immobilier's Supplier Relationship Management (SRM) procurement software. The focus was on suppliers and work subcontractors because they were identified as the most vulnerable in the Purchasing and CSR risk map; • EcoVadis questionnaire submitted to suppliers: certification is systematically requested for all suppliers with whom national framework contracts have been entered into. In 2023, this questionnaire was completed by 80 suppliers and subcontractors; • the Group's CSR Charter for Suppliers and Subcontractors is systematically appended to contracts entered into with suppliers and work contractors. The charter imposes certain requirements, and failure to comply leads to measures that may go as far as contract termination.

Risks and specific actions

Disregard for the fundamental rights, working conditions and health and safety of workers, worksite contractors and local populations. Pronounced risk in the case of undeclared labour or illegal posting of workers

Description of gross risk

- Fundamental freedoms: use of undeclared labour by partner contractors or subcontractors and successful tenderers; non-compliance with project owner's obligations (duty of care and combating undeclared labour);
- Working conditions of employees and service providers, such as architects and engineering design firms: pressure, workload, psychosocial risks; inadequate food and health conditions;
- Health and safety: during a project, risk of death or serious injury of an employee, customer or third party, for example due to falls from height, falling objects, electrocution, accidental burial, crush injuries, moving objects.

Gross risk factors

- Hazardous working conditions: use of machines by contractors or subcontractors who have not received adequate training; risk of accidents that can also lead to occupational illnesses; excessive working hours (employees or contractors who are less concentrated and overly tired);
- Complex projects: risk of delayed or unpaid wages, thus increasing the vulnerability of workers and the potential for abuse; projects involving hundreds of subcontractors, including employment agencies, with high employee turnover. In many cases, contractors are not required to pay subcontractors until they have been paid by the customer;
- Peaks in activity: off-hours work and fluctuating use of subcontracted labour increase the risk of unauthorised workers at worksites and makes it difficult to verify identities. Difficulties due to the failure to fully control access to worksites, particularly open-air construction sites.

<table>
<tr><th colspan="2">Prevention and mitigation measures</th></tr>
<tr><th>Health and safety arrangements</th><th>Human rights and fundamental freedoms arrangements</th></tr>
<tr><td colspan="2">Documentary database</td></tr>
<tr><td>• Contractual clauses obliging site construction site contractors to implement strict accident prevention measures</td><td></td></tr>
<tr><td colspan="2">Training and awareness-raising</td></tr>
<tr><td>• Annual national Safety Day held, including construction site visits by all branch employees focusing on health and safety issues;
• PAPRIPACT[a] risk prevention and safety plan continued in 2022-2024 with two main priorities:
▪ instilling an employee health and safety culture, and advocating for the health and safety of the company's partners;
▪ compliance with fundamentals: regular field inspections, sharing best practices.
• Mandatory training for site managers on employee safety: working conditions, occupational health and safety, personal protective equipment and evacuation officers; and
• Training provided on the project owner's liability (particularly criminal liability).</td><td>• Awareness-raising of technical managers on the issue of undeclared labour, through worksite visits and site meetings;
• Training for operational staff on "Project owner's liability", legal obligations, combating illegal labour, negotiating works contracts and contractual oversight. In 2023, 82% of the target group completed this training course;
• Stress management training provided under the BiWell programme to employees who need help handling stress[b];
• Complementary training for managers to provide them the tools they need to deal with stress;
• "Managing in times of crisis" masterclass held for branch managers in December 2023;
• Training on handling difficult situations offered to sales teams (understanding what is at stake in conflict situations, improving communication and developing assertiveness, learning about individual and collective resources). In 2023, 26 employees completed this training.</td></tr>
<tr><td colspan="2">Prevention measures</td></tr>
<tr><td>• Quarterly QSE committee meeting for each region and branch: status reports presented on securing worksites and checking the effective application of the rules defined and circulated to operational staff, such as "safety fundamentals".
Remedial actions and good practices are proposed at the meetings.</td><td><u>Prospecting, feasibility analysis and structuring/design phases:</u>
• Continued roll-out of the Quality of Working Life ("Working Differently") agreement to support employees at work (e.g. through support systems for employees who are carers or in difficulty, community action days, etc.);
• Use of prevention officers to ensure that the work will not have an impact on the buildings around the worksite.
<u>Worksite phase:</u>
• Continued implementation of the PAPRIPACT plan, which includes various levels of field inspections: inspections by worksite contractors, inspection agencies and Bouygues Immobilier's Prevention, control and security manager (almost 250 unannounced inspections since mid-December 2022); sampling inspections by Bouygues Immobilier's regional department; three worksite audits of specific issues performed by Bouygues Immobilier's QSE department in 2023.
• Making changes in response to requests from developer-landlords about noise depending on peak noise levels, preventing noise disturbances and informing neighbours; noise planning;
• Cascading subcontracting by contractors prohibited and foreign subcontracting restricted to reduce risks. This point is included in all contracts with tier-one contractors and is monitored by the project management team;
• QSE audit grids address undeclared labour by ensuring that construction workers' identity cards are checked.</td></tr>
<tr><td colspan="2">Remedial and remediation measures</td></tr>
<tr><td>• Health and safety issues addressed in all internal audits of construction worksites;
• Worksite accident data (customers and employees) monitored and quarterly reporting to the CSSCT[c];
• Worksite accident data for subcontractors monitored</td><td>• Undeclared labour checks by the construction site manager (third party).</td></tr>
</table>

(a) Annual programme to prevent occupational risks and improve working conditions.
(b) See also Chapter 3, section 3.2.3.
(c) Health & Safety and Working Conditions committee.

Infringement of the fundamental rights of workers in the construction products supply chain

Description of gross risk

- Fundamental freedoms: illegal labour, forced labour, child labour, abusive recruitment practices;
- Working conditions: excessive working hours, sub-decent wages, discriminatory practices, workplace harassment, inadequate housing, food and health conditions, non-existent labour relations, failure to respect freedom of association or assembly, lack of collective bargaining, lack of social benefits, personal data breaches;
- Health and safety: poisoning, burns, electrocutions, slip-and-fall accidents, falls from height.

Gross risk factors

- Vulnerable workers: purchases of products manufactured by vulnerable workers in countries with weak human rights laws, regulatory authorities and countervailing powers;
- Complex supply: difficulties regarding (i) the traceability of supply chains and (ii) the ability to exert influence due to the involvement of numerous intermediaries and multiple subcontracting tiers in different countries;
- Extraction of raw materials: low-skilled work, which may include cascading subcontracting and, potentially, undeclared labour in raw material extraction operations;
- Peaks in activity: off-hours work and fluctuating use of subcontracted labour increase the risk of unauthorised workers at worksites and makes it difficult to verify identities;
- Non-compliance with the purchasing policy: employees' and/or suppliers' failure to understand, or ignorance of, the ethical and purchasing rules; failure to regularly monitor suppliers under framework contracts;
- Pressure on contractors to meet deadlines and costs: increased risk of deterioration in employees' working conditions and breach of worker protection rules in order to achieve expected results.

Prevention and mitigation measures
Training and awareness-raising
• Awareness-raising of health and safety issues among accredited contractors by holding theme days several times a year.
Prevention measures
• Continued roll-out of the system for monitoring contractual relationships with suppliers, in particular through use of the SRM[a] tool; • Compliance with payment deadlines monitored; • Contractors are rated by the operational purchasing manager at the conclusion of the tendering process. Non-compliance with the rules is documented in a report requiring contractors to implement remedial measures, failing which the contractors may be excluded.

Health and safety risks for occupants of structures and neighbouring communities

Description of gross risk

- Health and safety: during the use of structures, risk of serious harm to the health and safety of occupants and people living near the structures in the event of quality deficiencies in the work carried out.

Gross risk factors

- Complex projects: involvement of hundreds of subcontractors, including employment agencies, with high employee turnover;
- Pressure on contractors: increased risk that rules will be breached in order to achieve expected results (meeting costs and deadlines);
- Climate change: greater frequency and severity of extreme weather events (floods, heatwaves, droughts, etc.), increasing the risk of damage to structures and personal safety.

Prevention and mitigation measures
Prevention measure
• Implementation of the Works Purchasing procedure, requiring the branches to systematically verify companies' administrative compliance before the start of work (supporting documents, legal certificates).

(a) Supplier Relationship Management.

Personal data breaches

Description of gross risk

- Leak or breach of personal data, non-compliance with retention periods: non-compliance with consent, non-compliance with exercise of the data subject's rights;
- Violation of privacy: identity theft, unsolicited commercial communications.

Gross risk factors

- Vulnerable information systems: risk of intrusions or cyberattacks;
- Technical failures: hardware failures, configuration errors and technical problems;
- Excessive data collection and storage;
- Complex value chain in which sensitive information is shared, thus increasing risks if security measures are inadequate.

Prevention and mitigation measures[a]

Training and awareness-raising

- New GDPR awareness campaign for all employees by means of two e-learning modules;
- For new employees: validation of e-learning in the end-of-trial period assessment since January 2022;
- For the Development department acting ahead of the property development process to identify buildable land.

Prevention measures

- Reinforced security of information system authentication mechanisms;
- Strengthened cyberattack detection capabilities at information systems level;
- Modification of systems for analysing the monitoring indicators of the bouygues-immobilier.com website to comply with the latest regulatory requirements.

Climate risk due to construction (supplies, equipment, design, use, etc.) and purchasing operations

Description of gross risk

- Contributing to the increasing concentration of greenhouse gases (GHG) through urban development and construction activities and use of products and services;
- Significant GHG emissions from the manufacture of construction materials;
- Consumption of natural resources: purchase of building supplies that consume renewable resources (water, energy) and non-renewable resources (sand, coal, etc.);
- Waste management: large volumes of construction waste generated (but that is often recyclable).

Gross risk factors

The risk factors that impact the level of risk, depending on the phase of the project, are:

- The structuring/design phase: the design of a property development project is crucial to reducing GHG emissions throughout the life cycle of the building, including its end use;
- The work phase: GHG emissions due to the transport of construction materials, energy for machinery, lighting, heating and cooling of buildings during construction; and
- Building materials manufacturing sector: for example, the concrete sector generates significant greenhouse gas emissions during the manufacture of cement, which is needed to make concrete, by firing clinker (calcined mixture of silicic acid, alumina, iron oxide and lime).

Prevention and mitigation measures

Documentary database

- SBTi certification obtained in 2023 (see "Group's issue-based commitments and initiatives" above). The Net Zero targets for 2050 have also been validated (90% reduction in GHG emissions compared with 2021);
- Bouygues Immobilier's approach complies with the RE2020 environmental regulation (in particular on life cycle analyses) and anticipates the RE2025 thresholds;
- Decarbonisation strategy setting out targets and carbon reporting obligations for all branches (France Residential property division operations, excluding subsidiaries);
- Climate committees set up in the regional departments (information disseminated on regulatory and Bouygues group requirements, the national context, the development of a greenhouse gas reduction roadmap at regional level);
- Low-carbon products partnerships established (low-carbon concrete, wood-based concrete, etc.).

(a) See also Chapter 3, section 3.4.1.

Training and awareness-raising
• Training provided on the RE2020 regulation; • 875 employees took part in low-carbon theme days ("Fresque du Climat" and "Inventing Low-Carbon Lifestyles" workshop) organised and facilitated by the Climate and Resources department; • Roll-out of the "Bouygues Immobilier and the Climate Challenge" training course. 85% of employees completed the training in 2023; • Low-carbon alternatives promoted by purchasing managers and regional partnerships developed (particularly for concrete); • Suppliers are requested to submit the FDES[a] documentation establishing their products' environmental characteristics based on the results of their LCAs[b], in order to calculate buildings' environmental performance. CSR characteristics reported in FDES documentation highlighted in the "Cœur de Vie" product catalogue for operational staff.
Prevention measures
• Use by the branches of operational tools developed in-house, such as the Alchimie app (low-carbon design simulations), and the Low Carbon Observatory to monitor performance at regional level; • Targets are set for each region against a roadmap developed jointly in 2023. Performance indicators monitored include the percentage of projects that use alternatives to gas heating, percentage of building permits that meet 2025 thresholds, number of projects with BBCA[c] certification (two per region), percentage of Hoffmann Green Cement Technology ultra-low-carbon cement, etc. • Continued roll-out of directly-owned BBCA network: ▪ 100% of commercial property projects in the design phase are BBCA-certified; ▪ For the third consecutive year, Bouygues Immobilier retained its number-three ranking among project owners that implement low-energy certification. This recognition, in terms of the number of projects and m² awarded BBCA certification during the year and since its launch in 2015, is a tool for assessing developers' decarbonisation performance; • Climate change risks analysed on around a dozen UrbanEra development projects using the tool offered by The Climate Company; • Low-carbon clauses systematically included under the Cœur de Vie approach with partner suppliers. Residential property activity: • Continued roll-out of the Cœur de Vie approach, which aims to reshape the design of Bouygues Immobilier buildings and housing to be more in tune with inhabitants' and customers' needs and uses, while at the same time addressing the issues encountered by local and regional authorities. The approach is based on a standardised building pre-design, combining "blocks" that use zero-carbon materials and products ("bathroom" block, "hall" block, etc.), with a contextualised design taking into account local environments and needs. The aim is to offer unique projects that meet the brand promise of "Life begins here". This approach represents a 30% reduction in CO_2 emissions compared with the benchmark offer. • Continued roll-out of the Loji configurable housing offering, with a 49% reduction in CO_2 emissions compared with standard users (study carried out by Carbone4). Loji is the answer for urban dwellers who seek flexibility, customisation and ample living space. The Loji range, which is based on an innovative (prefabricated) construction method, reduces not only the duration of projects and the disturbance caused, but also the quantity of raw materials used. By limiting urban sprawl and land take due to their urban location, Loji residences have a lower environmental impact (carbon and biodiversity). Finally, thanks to the heating methods and materials used, these homes are compatible with the performance levels under RE2020. Urban planning activity: • Launch of a calculator designed by UrbanEra aimed at reducing residents' carbon footprint from usage by 40%, by focusing on housing and transport emissions through associated services. Commercial property activity: • Continued roll-out of our "Bureaux Généreux" (Generous Office) offering in connection with BBCA certification. Rehabilitation activity: • Launch of the first four projects by "Nouveau Siècle", a subsidiary dedicated to refurbishing listed monuments and outstanding heritage buildings[d]. Refurbishing a property produces a carbon footprint that is 30-70% lower than demolishing it and building a new structure of equivalent size.
Remedial and remediation measures
• Monitoring by technical managers in each branch on the basis of an initial technical inspection report (soil survey, asbestos and lead diagnostics, etc.) produced by an independent inspection agency.

(a) A French standardised document that shows the results of a product's life cycle analysis as well as health information. It is used to calculate the environmental and health performance of an eco-designed building.

(b) Life cycle assessments.

(c) batimentbascarbone.org/label-bbca/

(d) See Chapter 3, section 3.3.4.

Risks of soil pollution and biodiversity collapse in neighbouring sites or areas due to construction operations

Description of gross risk

- Biodiversity loss: Risk of land take due to construction; risk of destroying protected species, habitats and ecological continuity, and risk of pollution due to the design and construction of a property project. Risk of flooding following soil sealing
- Pollution and waste: risk of exposure to polluted ground that could affect people's health, particularly if land acquired without reliable inspection reports;
- Risk of environmental harm (fauna and flora ecosystems), in particular due to poor management of pollutants during siteworks: special industrial waste (paper, plastic, cardboard and wood produced by industrial and commercial activities), asbestos waste, soiled packaging waste, polluted soil and water, oils, solvents, batteries and accumulators.

Gross risk factors

- Plant and machinery: pollutant emissions (dust, NOx, COv);
- Pollutants: Certain building materials, chemicals and construction waste may cause soil pollution. Runoff water from construction sites may cause water pollution;
- Waste management: ecosystems significantly impacted by inadequate industrial waste management. Moreover, contractors at construction worksites may be less rigorous about waste management;
- Complex projects that exacerbate quality and environmental risks;
- Pressure on contractors: risk that environmental rules will be breached in order to achieve expected results (meeting costs and deadlines); and
- Climate change: increase in the frequency and severity of weather events that increase the risk of disruptions to proper waste management.

Prevention and mitigation measures

Documentary database

- "Low nuisance site" charter adopted;
- Drafting of the internal handbook "How can biodiversity be incorporated into worksites?"
- Launch of the waste management charter in late 2023, with emphasis on waste sorting: focus on seven mandatory waste streams, specific extended producer responsibility streams, and voluntary inclusion of additional streams (e.g. batteries, halogen lamps, etc.).

Training and awareness-raising

- Awareness-raising to provide technical teams with necessary tools; toolbox offered on the process to be followed (preventing the risk of soil pollution during the preliminary, design and land management phases);
- Creation of two QSE training modules covering waste management, development of tutorials for programme managers to facilitate the use of the Trackdéchets (waste monitoring) and RNDTS (traceability of excavated soil) programmes; review of best practice in this area.

Prevention measures

- Environmental diagnostics systematically performed for all projects, permeable and planted surface area of developments maximised, and target biotope area factors applied to all projects. In 2023, 38.2% of the surface area of projects was designed to be biodiversity-positive (+12.5 points versus 2022) and 76.25% of projects had biotope area factors deemed effective;
- Widespread roll-out of a garden concept that promotes biodiversity in housing and offices;
- Extension of management terms to ensure the longevity of gardens by setting up two tools: specifications on the ecological management of gardens and development of a garden index (benchmark for assessing gardens handed over, focusing on three areas: biodiversity, landscape and use), which was tested in eight developments, including handover to the property owners;
- 43 projects have initiated the process for obtaining the BiodiverCity label, which is awarded by International Biodiversity and Property Council and certifies that measures are taken to consider biodiversity issues at the various stages of a property development project. Each region has been set a target of launching two BiodiverCity-certified operations per year;
- Coordination by eight technical biodiversity advisors in each region, operational correspondents implement the biodiversity strategy and measures, and biodiversity indicators presented by the regions at the annual strategic committee meetings;
- In late 2022, the number of planned and unannounced QSE audits of construction sites was increased to ensure compliance with environmental fundamentals, including soil pollution;
- Insurability: a list of materials suitable for repurposing (and the use thereof) and validation protocols are being prepared in conjunction with insurers and technical inspection agencies to accelerate repurposing in developments;
- Framework agreements under study with national networks of companies specialising in waste management (with regional branches), in line with an initial partnership with TRI & Collect;
- Partnerships with Booster du Réemploi (Boost Re-use) and its regional branches: Booster AURA, Nord-Ouest[a].

Remedial and remediation measures

- Point addressed in internal QSE audits: ensuring that invasive alien species, protected species, etc. are effectively identified and verifying the associated measures;
- QSE audit covering waste, including level 2 control of the proper use of the platforms described above.

(a) See also Chapter 3, section 3.3.4

Action plan and areas for improvement

As regards respect for human rights and fundamental freedoms:

- continue training for operational staff on dialogue with construction site stakeholders;
- implement the Low-Nuisance Charter and append it to contracts with works contractors.

As regards climate risk:

- roll out the Climate strategy at operating unit level;
- submit UrbanEra's first BBCA neighbourhood project for BBCA neighbourhood certification in 2024;
- expand R&D on adaptation solutions and roll out a handbook of adaptation solutions in 2024. In addition, the Coeur de Vie offering will be studied in detail during an assessment of the risks associated with adaptation solutions in seven regions;
- continue to hold regional Climate committee meetings;
- set up a national Climate committee;
- continue to educate branches about climate issues;
- continue to structure carbon accounting and reporting in accordance with the CSRD;
- update engineering guides and create new tools offering low-carbon solutions;
- adopt a formal risk-vulnerability climate change strategy;
- continue the engineering programme;
- define a performance evaluation process involving our main suppliers.

As regards the risks of soil pollution and biodiversity collapse in neighbouring sites or areas due to construction operations:

- provide biodiversity training to technical managers who supervise worksites (a test programme of two days of training);
- implement the Low-Nuisance Charter and append it to contracts with works contractors (including points on biodiversity issues); and
- append the Waste Management Charter to contracts with worksite contractors;
- continue the work begun on embedding biodiversity in materials.

4.3.3 Colas

Governance

Colas has a dedicated Duty of Care committee coordinated by the CSR department and including representatives from the Legal, Environment, HPS[a], Human Resources, Purchasing and Internal Audit departments. This committee meets twice a year. The methods for analysing and mapping risks were approved by the committee in 2023 and action plans are adopted and rolled out by Colas' geographical entities and business units.

The vigilance plan below was presented to Colas' Chief Executive Officer on 9 February 2024.

The three duty of care issues are monitored under the ACT[b] corporate project, which sets out the eight CSR commitments the Colas group has made to its stakeholders for the period to 2030.

Summary of gross risks

Colas uses the Colasmap digital app to manage risk mapping processes, such as corruption risk mapping (Sapin 2 law) and duty of care mapping (France's Duty of Vigilance law).

For duty of care purposes, this app includes a database of 23 risks classified on the basis of health and safety, environment, human rights and fundamental freedoms issues, as well as a risk assessment methodology.

This approach ensures the work carried out by the various entities within the implementation scope is uniform, and facilitates these entities' production of their own risk maps by suggesting an operating procedure that involves the main stakeholders in this process. This procedure takes into account the risks to which the Colas group's operations and its value chain are exposed.

Under this methodology, based on the existing risk database, each entity mapping its risks identifies those risks that are relevant to that particular entity. The entity then documents each risk deemed applicable and puts it into context. Thereafter, the entity's various stakeholders are asked to carry out their own assessment of the risks identified and documented, using assessment grids focusing on impact, probability of occurrence and level of control criteria. The various stakeholders' assessments are subsequently analysed at a group workshop (usually held by the entity's executive committee), which aims to align each entity's management around a shared vision of the main risks. These risks are then mapped against the risk families in the group's common risk database.

Action plans are developed for these priority risks, which the entity concerned implements.

Risks have already been mapped by Colas France (operations and value chain). This risk mapping will continue at group level in 2024 for the countries and operations of the Colas group.

(a) Health Prevention and Security.
(b) Act and Commit Together.

Summary of main gross risks

Main gross third-party risks	Risk groups	Own activities and sensitive purchasing categories
Discriminatory practices (ethnic, gender, religious, geographical discrimination, etc.)	1.2 Labour relations and working conditions	• Employees, subcontractors and suppliers
Non-compliance with national and international labour laws regarding local and/or migrant employees (forced labour, excessive working hours, child labour)	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions	• Temporary workers and subcontractors • Operated plant hire
Inadequate working and accommodation conditions (work equipment, health and safety conditions in sites, etc.)	1.2 Labour relations and working conditions	• Employees, subcontractors and suppliers • Operated plant hire
Psychosocial risks	1.2 Labour relations and working conditions	• Employees, subcontractors and suppliers
Occupational accidents (frequency or gravity/deaths) in the workplace or road accidents, addictions (drugs, alcohol, medication)	2. Health & safety	• Employees, temporary workers, subcontractors and suppliers • Concrete • Bitumen. • Fuel • Binders • Operated plant hire • Transportation
Exposure to occupational diseases (chemicals, toxic products, radiation, etc.)	2 Health & safety	• Employees, temporary workers and subcontractors • Operated plant hire
Security risks: sudden deterioration in the safety situation in a country (political risk, riots, terrorist threats, kidnapping, malicious acts, crime, intrusion, etc.) ; unsafe situations or rude behaviour encountered while working or travelling (increase in crime and malicious acts, intrusions, theft)	2 Health & safety	• Employees • Bitumen. • Fuel • Electricity • Natural gas • Binders
Major industrial risks (impacts on the environment, health and safety)	2 Health & safety 3.2 Biodiversity and Pollution 1.3 Rights of local communities and indigenous peoples	• Employees, temporary workers and subcontractors • Bitumen. • Fuel • Electricity • Natural gas • Binders
Air pollution and nuisances (dust, VOCs[a], PAHs[b], odours, etc.)	3.2 Biodiversity and Pollution 3.3 Use of resources and waste management (circular economy) 1.3 Rights of local communities and indigenous peoples	• Employees and temporary workers • Operated plant hire • Transportation • Natural gas • Binders
Climate change: impact of operations on the climate across the entire value chain (Scopes 1, 2 and 3[a]); vulnerability to climate change, failure to adapt to extreme weather events Adjustment to climate change	3.1 Climate change	• Employees, temporary workers and subcontractors • Concrete • Bitumen. • Fuel • Electricity • Natural gas • Binders • Transportation
Impact on biodiversity (disturbances, pollution incidents, land take, etc.)	3.2 Pollution and biodiversity 1.3 Rights of local communities and indigenous peoples	• Concrete • Bitumen. • Fuel • Electricity • Natural gas
Restricted access to water	3.2 Pollution and biodiversity 3.3 Use of resources and waste management (circular economy) 1.3 Rights of local communities and indigenous peoples	• Emulsion and concrete production areas
Scarcity/temporary or permanent shortages of resources (raw materials)	3.2 Biodiversity and Pollution 3.3 Use of resources and waste management (circular economy)	• Concrete • Bitumen. • Fuel • Natural gas • Binders

(a) Volatile Organic Compounds.
(b) Polycyclic Aromatic Hydrocarbons.

Colas takes specific company-wide actions to mitigate these risks or prevent serious breaches. The company-wide actions lay a foundation and address all risks specific to Colas' operations. Specific actions supplement this approach for each of these risks (see "Risks and specific actions" below).

Company-wide actions

Own activities and subcontractor activities
Documentary database
• CSR Disclosures (2022): document included in the Colas annual report containing Colas' environmental, HR and social disclosures for the previous year. The description of each CSR commitment breaks down into the following stages: policy, governance, action plan and performance indicators.
Prevention measures
• To comply with the group's duty of care, Colas' own activities have been risk assessed at both Colas France and Colas group level, using the Colas Map France risk mapping tool. Risk factors have been identified and risk control measures have been entered in the risk assessment sheets.
Training and awareness-raising
• Managers portal set up to share and assimilate Leadership Essentials; • "One Safety" culture-change programmes (Europe, Middle East and Africa, coverage rate >80%); "See and Tell" training: 1,600 people completed the training in 2023 and 8,690 people trained since the start of the training programme; "Goal Zero" programme (United States, Canada, 100% coverage rate); • Annual Safety Week held in all Colas entities; in 2023, the theme was "collision risk"[a]; • A "safety induction" process for all new arrivals and for people going to work on a site; • E-learning module on environmental risks on construction worksites (ground pollution, waste management, social acceptance); 2,456 people have completed the training; • "Fresque" workshops held again in 2023, attended by nearly 14,442 employees; in addition, nearly 300 people attended the Low Carbon Way workshop (including 70% of buyers since its launch) and around 100 employees attended the biodiversity workshop; • Webinar presenting Colas' low-carbon and environmental solutions; • Environment Day held (themes in recent years included climate, biodiversity and protection of water resources).
Remedial and remediation measures
• All ACT project action plans, including duty of care measures, are monitored at the level of the various Colas entities using the Pytheos tool. These measures are described in the CSR disclosures referenced above.

Spotlight on: The ACT project

In 2023, Colas continued to roll out the ACT project's[b] duty of care roadmap based on the following four priority areas:

- Governance: creation of an associated governance system in the entities and definition of local CSR action plans with the introduction of minimum CSR standards;
- Training and awareness-raising: using the various tools made available by the CSR department: webinars, a CSR self-assessment kit for site managers and branch managers, and an ACT Starter video, which had nearly 11,000 total views by the end of 2023;
- Monitoring system: roll-out of a CSR action plan monitoring tool common to the entire group;
- Reporting: roll-out of a new non-financial reporting tool combined with the introduction of CSR performance indicators.

(a) See also Chapter 3, section 3.2.3.
(b) See also Chapter 3, section 3.3.1.

Spotlight on: Environmental management

- An "environment network" has been run by the Environment department for more than 20 years. This network has acquired expertise in environmental management and the relevant regulations and standards, and supports the operations staff in implementing them.
- Environment Charter (2022);
- Colas Share Environnement (updated in 2023): charter, fact sheets, links to webinars and e-learning modules, notes and feedback on biomonitoring;
- Roll-out of a tool for collecting "ECHO" environment checklists used for environmental self-assessment of Colas fixed sites (quarries, asphalt mixing plants, emulsion plants, workshops, laboratories, etc.) and, more specifically, to monitor the implementation of Colas standards on technical water and ground protection systems to counter any impact from its operations (soil sealing, effluent management, specific requirements of retention installations, etc.[a]);
- Knowledge-sharing programme designed to enhance the skills of environment officers relaunched in 2023: environmental topics chosen by environment officers enabling them to benefit from experience-sharing and coaching by the network and group experts. The CEOs of the subsidiaries are actively involved in choosing topics, validating action plans and the final presentation of the work carried out;
- Team of environmental auditors created in Canada (around 30 employees) and in the French Overseas and Indian Ocean departments, and 15 new environmental auditors hired and trained (Colas scope);
- Use of environmental audits, with three levels of controls, to cross-reference information and supplement areas for improvement, mainly by sharing best practice (54 planned in 2023, 36 reports have been received). Internally, audits are performed by the QSE manager of each entity, and cross audits are organised between entities. Externally, audits are performed by specialist firms on non-financial regulations or as part of the certification process to complete the system.
- Environmental certifications (ISO 14001, UNICEM charter, EMAS, NAPA Diamond, etc.) obtained for certain sites and construction worksites (771 activities conducted on fixed sites certified in 2023).

Spotlight on: Health, Safety and Security

- Health and safety processes and standards shared throughout Colas in 2023;
- Continued roll-out of the Colas Safety Rules (2020), particularly with regard to PPE[b];
- Occupational Risk Assessment Document (drawn up each year for each site);
- Use of the Colas Share HPS tool to encourage sharing of health and safety documents and best practice in order to streamline access to information in several languages;
- Creation of Safety Alerts, Safety Notifications and "Alerts" fact sheets;
- Working groups set up in connection with the "RISK" project in order to develop a list of the risks specific to each of the group's activities (health and safety risk mapping);
- "Health Passport" introduced to assist employees when they leave on assignments: health dos and don'ts;
- Crisis Management Manual (2019).

Spotlight on: Human resources

- Human resources policies implemented[c];
- Human Resources Guiding Principles Standard (2022): guidelines formalising Colas' human resources policies;
- Implementation of a Talent Acquisition policy focusing on three priorities:
  - attracting: raising Colas' profile among potential candidates and long-term work to enhance the employer brand;
  - transforming: offering new hires rich career opportunities through intergenerational knowledge transfer and international secondment opportunities. Continued digitalisation of pay, job application management and working hours monitoring systems, including new payroll tools in the "Colasway" HR information system and training of payroll managers, with a coverage rate of 90-95%;
  - structuring: sharing best practice and capitalising on skills by setting up a Talent Acquisition Management programme in each operational entity.

(a) See also Chapter 3, section 3.3.1.
(b) Personal protective equipment.
(c) See also Chapter 3, section 3.2.

Purchasing categories and off-site service providers

Documentary database

- Responsible Purchasing policy;
- Framework agreements with subcontractors covering CSR issues and ensuring accountability. These agreements contain clauses and performance indicators focusing on environmental, health and safety, diversity and other issues. These issues and criteria vary depending on the purchasing category;
- Clauses included in calls for tender;
- Supplier qualification and pre-qualification questionnaire (including CSR aspects). The aim is to perform a comprehensive assessment of suppliers. Topics covered include general, financial and CSR issues.

Prevention measures

- Reworking the Purchasing CSR risk map to facilitate its roll-out to the operational entities, on the basis of the same framework as that established for Colas group operations;
- Supply chain traceability: Digitalisation of purchasing tools and supplier monitoring; roll-out underway of a supplier management system (assessment, accreditation) for greater supply chain traceability.

Supplier and subcontractor assessment

Colas uses around 36,000 suppliers in France, including 3,500 tier-one subcontractors, who furnish labour, transport, energy and materials. Colas implements the following process:

- Identification of high-risk suppliers and subcontractors: ten risk groups were identified during the exercise: ready-mix concrete, bitumen, fuel, electricity, gas, temporary workers, binders, operated plant hire, subcontractors and transport. The Purchasing department has conducted a risk analysis of suppliers and subcontractors deemed exposed to high CSR risk (around 7,800 suppliers);
- EcoVadis assessment: 350 priority suppliers of Colas completed the EcoVadis questionnaire in 2023. 18% of expenditure in France (road operations) is currently classified "to be assessed", "under assessment" or "already assessed" on the platform. Suppliers who have already been rated on the EcoVadis platform account for 7% of expenditure in France (road operations);
- Social audits: annual campaign of around a dozen CSR audits of Colas Rail suppliers deemed most exposed to risk;
- A pre-qualification and qualification procedure has been in place since October 2023 to improve assessment of duty of care risk management by suppliers and subcontractors.

Training and awareness-raising

- Buyers trained in responsible purchasing: Responsible Purchasing roadmap presented at the annual roadshow; training provided by Skill Dynamics (90% of buyers); educational materials received by 90% of buyers, supplemented by an online training module available worldwide and completed by all buyers. It is also available to all new arrivals;
- Awareness-raising of suppliers: CSR awareness materials for suppliers; Colas Supplier Day held to present Colas' strategy and CSR objectives.

Remedial and remediation measures

- ACT 7 commitment measures monitored ("Set up a responsible supply chain rooted in sustainable performance");
- Dashboards enable buyers to monitor actions taken by suppliers.

Risks and specific actions

Discriminatory practices (ethnic, gender, religious, geographical discrimination, etc.) and harassment or abuse of power

Description of gross risk

Potential liability of Colas or its suppliers or subcontractors for:

- Unjustified unequal treatment in human resources practices (hiring, secondment, access to training, pay, etc.);
- Discriminatory practices, such as distinctions, exclusions or preferences, based on ethnic, social, religious, political, gender, geographical or physical (e.g. disability) criteria.

Prevention and mitigation measures
Documentary database
• Continued implementation of the diversity, inclusion and equality of opportunity agreement, in connection with the initiative to promote diversity under the CSR commitment to "Attracting, developing and retaining talent through managerial excellence"; • Bonus policy (focused on gender balance initiatives); • Anti-discrimination policy (2022), rolled out to the international subsidiaries in 2023; • Policy to combat sexual harassment and sexism (in conjunction with the group's whistleblowing platform); • Integration and inclusion clauses in subcontractor and temporary employment contracts.
Training and awareness-raising
• Rolling out the "Living together in diversity" on-line training to prevent the risk of discrimination (gender, age, background, disability, religious beliefs, trade union membership, sexual orientation), mandatory for all managers. Over 3,300 employees completed the training in 2023, including 29 Purchasing department employees; • Partnerships with Elles Bougent (France, Europe and Africa) and "Women Into Construction" in the United Kingdom to help make jobs in the construction and civil works industries more accessible to women; supporting female employees through managerial leadership programmes or networking ("WIN – Women's Initiative" in the United States, "We By" Colas Rail). • Encouraging recognition and inclusion of people with disabilities by adapting working environments to cater for various disorders through the agreement on quality of life and working conditions and in a communications campaign entitled "Let's talk about well-being at work". • In the United Kingdom, Be Fair programme introduced, aimed at victims of workplace discrimination. Be Fair has a "Strategic" accreditation level (4th of 5 levels) recognising its commitment to fairness, inclusion and respect.
Prevention measures
• Continued implementation of the Gender Balance Plan created in 2021, focused on three priorities: appeal, recruitment and retention; • Renewal of the "Happy Men and Women Share More" partnership, which enables sharing content on the subject of gender balance with employees (e.g. 200 Colas Rail managers completed training in 2023); • Relaunch of the WE Colas network worldwide. This network promotes gender balance by combating sexism, deconstructing gender stereotypes, and creating an environment more conducive to women's professional development; • Continuation of the inclusion of people with disabilities action plan (adapted induction, training for HR staff, raising awareness and combating prejudice, participation in the Hello Handicap forum, etc.); • Targets set for hiring women; • Introduction of indicators in remuneration criteria tracking gender balance and the number of women on the entities' management committees and in senior positions, including the Bouygues group criteria (percentage of women in senior positions and women managers, percentage of women "high-flyer" managers, promotion rate, etc.); • Encouraging the hiring of disabled people (France) in partnership with a temporary employment agency; • "Inclusion Marketplace" platform publicised to encourage French purchasing staff to use disabled workers' assistance centres (ESATs) in France, through communications from the Diversity and Disability department.
Remedial and remediation measures
• Follow-up to the action plan based on the Dialogue in-house survey.

Non-compliance with national and international labour laws regarding local and/or migrant employees (forced labour, excessive working hours, child labour)

Description of gross risk

- Non-compliance with national and international regulations on local and/or migrant workers (undeclared labour, excessive working hours, retention of identity papers, abusive recruitment practices, forced labour or employment of people below the legal age, etc.) by Colas or any entity in its subcontracting chain.

Prevention and mitigation measures
Documentary database
• Human resources policies implemented[a]; • The Group's CSR Charter for Suppliers and Subcontractors is appended to all standard purchase contracts; ethics clauses included in orders and contracts, formally setting out the commitments to be complied with by suppliers and subcontractors.
Prevention measures
• Continued digitalisation of pay and working hours monitoring systems, including the use of new payroll tools on the new "Colasway" HR information system and training of payroll managers. • Monitoring the hours spent on worksites as reported by site managers and computerised mechanisms for checking working hours, including verifying the number of hours clocked in by temporary workers. • Digitalisation of "security" tools on sites and worksites in at-risk areas, for example to prevent identity theft on worksites. • HR departments of relevant countries oversee recruitment processes (including seasonal and temporary workers). • Framework agreements signed, foreign workers' certificates requested, and "Attestation Légale" platform used for purchases of ready-mix concrete, binders and operated plant hire.

Inadequate working and accommodation conditions (work equipment, health and safety conditions in sites, etc.)

Description of gross risk

- Risks to the health and safety of employees of Colas or its suppliers or subcontractors due an inadequate working and/or housing environment at sites, camps and living quarters (inappropriate work equipment, food, health and safety conditions), external or internal threats, including physical harm and sexual harassment or bullying.

Prevention and mitigation measures
Documentary database
• Framework agreements signed, foreign workers' certificates requested, and "Attestation Légale" platform used for purchases of ready-mix concrete, binders and operated plant hire.
Prevention measures
• Continued improvements to living conditions (fixed and mobile sites) and site equipment, notably following quarterly management inspections of facilities and large sites; • Continued audits of health standards and compliance work on worksite cabins, standardisation of facilities at major sites; • Systematic risk analysis, in particular safety risks at site facilities, when contracts are awarded (at area level or according to contract amount); • Tachographs (record of hours worked by drivers) monitored for transport services.

(a) See also Chapter 3, section 3.2.

Psychosocial risks

Description of gross risk

- Increase in the number of cases of stress, depression, anxiety, isolation, professional exhaustion, burnout, etc. due to the nature of the activities or their organisation (workload peaks, intensity, etc.) and working relations (increase in remote work, managerial pressure, deteriorated labour relations, etc.) within the Group or within its suppliers or subcontractors.

Prevention and mitigation measures
Documentary database
• Agreements signed by employee representatives and the company (France): ▪ continued roll-out of the Quality of Working Life ("Working Differently") agreement to support employees at work (e.g. through support systems for employees who are carers or in difficulty, community action days, etc.) and new teleworking agreement; ▪ teleworking agreement; ▪ Global Flexible Working Guidelines (2021).
Prevention measures
• Hotline set up to provide support to employees in France (addiction problems, psychological support, finding a social worker, finding a nursery, etc.); currently being rolled out internationally; • Anti-bullying campaign; • Annual "Dialogue" survey including questions on well-being at work in order to devise appropriate solutions tailored to the business segment and geography[a].

Occupational accidents (frequency or gravity/deaths) in the workplace or road accidents, addictions (drugs, alcohol, medication)

Description of gross risk

- Increase in workplace accidents (machinery-pedestrian collisions, falls, mechanical, handling or electrical accidents, etc.) or traffic accidents during commuting or business travel involving group staff, the staff of its suppliers or subcontractors, or third parties (local residents).
- Colas and/or its suppliers or subcontractors may experience situations in which work is performed under the influence of psychoactive substances that are illegal, prohibited or incompatible with their operations (drugs, alcohol, medication, etc.), or that cause workplace accidents or major errors in judgement in the working environment.

Prevention and mitigation measures
Documentary database
• Continued roll-out of the Colas Safety Rules (2020), particularly with regard to PPE[b]; • Occupational Risk Assessment Document (drawn up each year for each site); • Procedure defining accident severity levels; • Safety protocol template for transport contracts: the protocol covers recurring or one-off loading and unloading operations involving transport companies and Colas. It sets out the carrier's obligations and the instructions to be followed on worksites; • In France, subcontractors must sign a PPSPS[c] in accordance with the French Labour Code.
Training and awareness-raising
• "One Safety" culture-change programmes (Europe, Middle East and Africa, coverage rate >80%); "See and Tell" training: 1,600 people completed the training in 2023 and 8,690 people trained since the start of the training programme; "Goal Zero" programme (United States, Canada, 100% coverage rate); • Annual Safety Week held in all Colas entities; in 2023, the theme was "collision risk"; • A "safety induction" process for all new arrivals and for people going to work on a site; • Temporary Worker Safety Passport rolled out: training programme in safety basics on construction sites that certifies that temporary workers have successfully completed a two-day practical course on basic construction site safety; • Required "Work near utilities networks" training conferring a certificate of fitness for safe operations, or other credentials for specific activities, to ensure that workers have the necessary skills to perform the relevant work.

(a) See also Chapter 3, section 3.2.1.
(b) Personal protective equipment.
(c) Special health and safety plan for worksites.

Prevention measures

- Working groups set up in connection with the "RISK" project in order to develop a list of the risks specific to each of the group's activities (health and safety risk mapping);
- Medical staff available at certain local sites;
- Equipment provided: PPE, tools (edge clamps), mechanisation of high-risk operations;
- Health and safety audits at operating sites worldwide, at a rate of about one per month;
- Continued global roll-out of a road safety action and prevention programme led by the Insurance department (appointment of a Road Safety Officer in each subsidiary with over 400 road safety managers responsible for implementing and coordinating the programme).
- Hotline set up to provide support to employees in France (addiction problems, psychological support, finding a social worker, finding a nursery, etc.);
- Safety appendix (covering pollution, traffic, wearing of PPE, asbestos) included in transport contracts, awareness-raising of safety issues among service providers, loading/unloading protocol signed with transport firms before entry to Colas sites (which must be provided to drivers);
- Clauses on accident rate metrics included in temporary employment contracts;
- Safety Charter obtained from suppliers of fuel, electricity, gas and ready-mix concrete;
- For operated plant hire, standard contracts require documenting operator qualifications ("Work near utilities networks" certification), include a safety appendix (equipment, asbestos), and require securing machinery at worksites;
- Subcontractors are required to sign letters of commitment concerning the consumption of alcohol and drugs. Termination of the business relationship in the event workplace accidents become a problem.

Remedial and remediation measures

- Fatal accident monitoring committee meeting held after every accident, including management representatives of both Colas and the relevant entity, to analyse events and identify the causes and the appropriate actions in response. The conclusions are widely disseminated to remind everyone of the watch points, best practices and instructions to be observed and to ask each entity to take similar remedial measures;
- Stop for Life: in the event of a recurrence of serious accidents, a total one-hour shutdown of activities in all entities worldwide is scheduled to give employees the opportunity to discuss the safety situation in their workplaces;
- Continuation of the artificial intelligence programme initiated in 2018 to predict accidents in the course of operations.

Exposure to occupational diseases (chemicals, toxic products, radiation, etc.)

Description of risk

- Increase in occupational diseases at Colas or its suppliers or subcontractors due to inadequate or hazardous working conditions (exposure to chemicals, toxic products, radiation, accidents, etc.). Local populations may also be affected.

Prevention and mitigation measures

Documentary database

- Occupational Risk Assessment Document.

Training and awareness-raising

- Continued training in correct posture and movement to reduce the risk of occupational disease.

Prevention measures

- Medical staff available at certain sites;
- installation of collective protection systems (e.g., sprinklers to capture dust at source) and distribution of specific PPE in the event of chemical risk;
- To address risks with a human and environmental impact, two expert employees in Environment and Safety work on health and safety issues (measuring asphalt smoke, silica dust, volatile organic compounds, etc.)

Security risks: sudden deterioration in the safety situation in a country (political risk, riots, terrorist threats, kidnapping, malicious acts, crime, intrusion, etc.); unsafe situations or rude behaviour encountered while working or travelling (increase in crime and malicious acts, intrusions, theft)

Description of risk

- Employees of Colas or its suppliers or subcontractors may be exposed to political risks, riots, terrorist acts, kidnappings, malicious acts, crime, etc.;
- Colas and/or its suppliers or subcontractors may encounter incidents or accidents while travelling outside their usual work areas (transport or accommodation) for business reasons. Colas may be held liable within the scope of its operations and within the limits of the responsibilities imposed on it by the competent authorities (failure to take preventive or protective measures, delayed response or medical evacuation, failure to monitor the practices of its subcontracting chain, etc.).

Prevention and mitigation measures
Documentary database • Risk matrix and Master Security Plans drawn up by the HPS[a] department regularly updated and made available to the local entities; • Crisis management procedure (kidnapping, detention and riots) updated in 2023 and information sheets distributed listing essential actions to be taken in emergency situations (global guidelines and local applications).
Training and awareness-raising • Stress and conflict management training continued in France to address the rise in rude behaviour and reduce exposure to the risk of physical aggression.
Prevention measures • Roll-out of the General Security Plan (1 October 2023), Global Travel Solution tool and Safety Passport to prevent risks when employees are on the road; • Roll-out of the Golden Book, a set of materials providing responses to sensitive situations (abduction of an employee, persons restrained on company premises, knife or firearm attack on or near the premises, etc.); • Partnerships continued with Cindex (62 companies with worldwide operations), the crisis and support centre of the French Ministry of Foreign Affairs and Ministry of the Interior for the protection of technological assets.

Major industrial risks (impacts on the environment, health and safety)

Description of risk

- Major industrial risks (environmental, health and safety impacts): a major industrial accident (explosion, fire) or other event in connection with specific operations (Seveso facilities, environmentally-classified facilities, presence of explosive products, liquids, gases, pressurized pipelines, etc.) may occur at a Colas site or worksite or in its subcontracting chain, which may affect the health and safety of employees, subcontractors or suppliers, neighbouring communities and the environment.

Risk prevention and mitigation measures
Documentary database • Crisis Management Manual (2019); • Occupational Risk Assessment Document.
Training and awareness-raising • E-learning module on environmental risks on construction worksites (ground pollution, waste management, social acceptance); 2,456 people have completed the training.
Prevention measures • Action plans defined for certain sites (storage and use of hazardous materials, use of sulphur, Seveso sites, etc.); • Site assessment using the environmental checklists described above; • Industrial Risks Committee (Environment, Health & Safety, Insurance, Audit); • List compiled of insulated emulsion tanks at all sites in France to prevent the risk of accidental spills; • Audits performed at 15 sites by end-2022 based on industrial risk criteria such as storage and use of hazardous materials, Seveso sites, use of sulphur, etc., to measure gaps against regulatory requirements, and adapt action plans where necessary.
Remedial and remediation measures • List provided of training scenarios for emergency situations (such as fuel oil spills); • Provisions booked for decontamination costs (€180 million in 2023).

(a) Health Prevention and Security

Air pollution and nuisances (dust, VOCs[a], PAHs[b], odours, etc.)

Description of risk

- Air pollution from emissions (dust, VOCs, PAHs) or perceived pollution (odours, etc.) generated by the operation of Colas or its suppliers and subcontractors. This pollution may impact the site's more or less immediate environment and may also affect the health of employees, third parties on site and the general public.

Risk prevention and mitigation measures
Training and awareness-raising
• E-learning module on environmental risks on construction worksites (ground pollution, waste management, social acceptance); 2,456 people have completed the training.
Prevention measures
• Creation of a benchmark for possible solutions for gas and odour nuisances and assistance provided to local authorities on the health impacts of bitumen.
Remedial and remediation measures
• Provisions booked for decontamination costs (€180 million in 2023).

Climate change: impact of operations on the climate across the entire value chain (Scopes 1, 2 and 3a); vulnerability to climate change, failure to adapt to extreme weather events

Description of risk

- Impact of activities on the climate: Colas' operations and facilities, or those of its value chain, may contribute to GHG emissions and/or may have inadequate energy performance or inadequate renewable energy or circular economy management/optimisation (including repurposing materials, alternative solutions for equipment);
- Impact of the climate on activities: direct or indirect exposure or vulnerability of the operations of Colas or its value chain to climate change phenomena, in terms of business disruption, resilience to extreme weather events and human impacts (e.g. exposure of employees or subcontractors to heat stress, extreme events such as flash floods, more easily spread infectious diseases or biological agents, etc.).

Risk prevention and mitigation measures
Documentary database
• Low Carbon and Biodiversity roadmap (2022). • Carbon footprint methodological guide (appendix to the 2023 non-financial reporting protocol): tools available to all sites enabling them to calculate their carbon footprint; • CSR Purchasing Decarbon'action Kit: a list of 300 ideas for decarbonising the activities of operations suppliers, as well as a methodological guide for building projects in conjunction with suppliers.
Training and awareness-raising
• “Fresque” workshops held again in 2023, attended by nearly 14,442 employees; in addition, nearly 300 people attended the Low Carbon Way workshop (including 70% of buyers since its launch) and around 100 employees attended the biodiversity workshop; • Webinar, in French and English, on calculating carbon footprints, together with an educational film; • Webinar presenting Colas' low-carbon and environmental solutions; • Training: in 2023, 852 employees completed training in low-carbon materials and 246 in low-carbon concrete. Training in low-carbon asphalt mixes has also been available since late 2023; • Local eco-driving training courses; • CO_2 training for buyers organised by the Environment department (carbon accounting methodology, tools available to buyers such as environmental and health information sheets (FDES) and the carbon calculator); • Webinars on low-carbon products organised by the Purchasing department with suppliers; • CO_2 Days, low-carbon webinars held by the Technical department; • Carbon Fighter Day held (Colas Rail): this year's theme was the launch of a new environmental initiative to mobilise the rail industry, called "FERRO VERT", in collaboration with the Railway Industries Federation.

(a) Volatile Organic Compounds.
(b) Polycyclic Aromatic Hydrocarbons.

Prevention measures
• Continued implementation of the worksite carbon calculator (Colas Carbon Counter), which tracks GHG emissions (France, Morocco, UK and Switzerland); • Roll-out of Waterfall: a tool that quantifies the decarbonisation levers at each lead reporting entity and the CO_2 gains relative to the 2030 objectives, and helps design the associated trajectories; • Continued international roll-out of SEVE (Canada, Morocco, UK): an eco-comparison tool for roads that defines various construction solutions according to their environmental and carbon impacts; tool adapted for decontamination sites (Colas Environnement); • Roll-out of the REXPONSIBLE tool, which buyers can use to track suppliers offering low-carbon solutions; • Suppliers requested to provide environmental and health information sheets (FDES) so the data can be input into the COUPA ordering tool; • Use of a reverse logistics system to optimise the transport of equipment and avoid empty trips: suppliers bring in materials (e.g. PPE or waste) and take back waste or used materials; • Purchase of B100 biofuel (almost 2,000 trucks concerned, around 70% of the fleet); • Purchase of "guarantee of origin" certificates to ensure that electricity is 100% green (France and Belgium); • Purchase of lime with lower CO_2 emissions (1,110 tonnes in 2023, estimated reduction of 530 tonnes of CO_2 equivalent); • Purchase and installation of electrical charging points (1,200 at 370 sites in France); • For purchases of ready-mixed concrete, implementation of a low-carbon concrete strategy that uses accredited providers (e.g. Hoffmann cements); • For purchases of bitumen, fuel and binders, suppliers are asked for information on the carbon impact of the products purchased, in particular the environmental and health information sheets (FDES) (CO_2accounting); • Chilled water supplied for employees and temporary workers on worksites and working hours rescheduled during heatwaves; ▪ use of lime made from paper sludge ash (less carbon intensive); ▪ status report on the machinery fleet required and, during calls for tenders, information requested about the use of alternative machinery for operated plant hire; ▪ alternative equipment requested in transport tenders: electric machinery, biofuels, hydrogen.

Restricted access to water

Description of risk

Temporary or long-term pressure on water resources in areas where Colas or its subcontractors operate, due to their activities or unreasonable consumption (e.g. production of concrete emulsion, quarries, etc.). These pressures impact not only business operations, but also local populations.

Risk prevention and mitigation measures
Documentary database
• See Spotlight on Environmental Management above.
Training and awareness-raising
• Environment Day held (theme in 2023: protecting water resources).

Scarcity/temporary or permanent shortages of resources (raw materials)

Description of risk

The operations of Colas or certain of its suppliers or subcontractors may contribute to the temporary or long-term scarcity of natural resources, raw materials or energy available to third parties. Colas may therefore be charged with deficient resource conservation, circular economy or materials repurposing practices, or with failure to control the practices of upstream players.

Risk prevention and mitigation measures
Training and awareness-raising
• Contribution to the Global Circular Economy Chair with proposed case studies for students at the ESSEC business school (France), and creation of a MOOC on the circular economy available at Colas, which provides tips for implementing the circular economy in organisations.
Prevention measures
• Development of the Valormat and Ecotri brands on recycling platforms (France)[a]; • Developing a network of materials recycling plants. Over 800 Colas sites (fixed and mobile recycling plants) process second-life materials to make materials for use in civil works projects; • Implementation in france of an approach to improve site visibility and the quality of services regarding collection of materials, traceability and reusable materials. • Work and research on recycling waste and deconstruction materials from the construction and civil works or other industries (marine sediments, used cooking oil recycled into new asphalts, etc.) To limit waste production and transport of materials; • Shareholding in ecominero, which aims to implement extended producer responsibility under the agec law. The goal is to increase the inert waste recycling rate to over 90% by promoting waste sorting and free disposal[a]. • Renewal of the partnership with Circul'r, a group of companies working on circular economy issues; • Sourcing ready-mix concrete with recycled aggregates.

Action plans and areas for improvement

In 2024 Colas will continue to roll out the ACT project's CSR commitments based on the following four priority areas:

- continued implementation of an associated governance system in the entities and definition of local CSR action plans with the introduction of minimum CSR standards;
- continued training and awareness-raising using the various tools made available by the CSR department (webinars, CSR self-assessment pack, ACT Starter pack, etc.);
- monitoring of CSR action plans common to the entire group using a dedicated tool, in particular in connection with the application of the CSRD; and
- non-financial reporting campaign, with a focus on CSR performance indicators, in particular in connection with the application of the CSRD.

The ACT project's four roadmaps that more specifically cover duty of care issues will continue to be rolled out and monitored in the CSR action plan tool and non-financial performance reports.

(a) See also Chapter 3, section 3.3.4.

4.3.4 Equans

Governance

A Duty of Care Committee, chaired by the Ethics Officer and comprising representatives of the CSR, Environment, Health and Safety, Purchasing, Legal and Compliance functions, meets once a year.

In February 2024, the work described below was presented to the Chairman of Equans, as well as to Equans' Ethics, CSR and Patronage Committee.

Summary of gross risks

This summary is the product of an ongoing assessment carried out over the past several years, based on the following sources:

- consultation with the expert teams responsible for risk management and self-assessment of fundamental human rights in 17 countries where the Group operates;
- use of performance indicators, such as accident rate and environmental incident metrics;
- use of the new third-party risk mapping methodology, which was applied to a significant scope of activities and purchasing categories exposed to risk (see "Revision of methodology" above).

The main gross third-party risks are listed and described below.

Summary of main gross risks

Main gross third-party risks	Risk groups	Own activities and sensitive purchasing categories
Disregard for the fundamental rights and health and safety of contractors and subcontractors on worksites	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions 2 Health and safety	• Contractors and subcontractors on worksites, particularly in the following countries, represent high business volumes and/or high country risk: Colombia, Senegal, Burkina Faso, Guinea, United States, China, Peru, Belgium, United Kingdom, Chile, Canada, Netherlands, France, India, Benin, Morocco, Algeria, Mali, Turkey, Madagascar, Nigeria
Disregard for the fundamental rights and health and safety of workers in the products and equipment supply chain	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions 2 Health and safety	• Purchases of: ▪ photovoltaic solar panels ▪ cables ▪ HVAC (heating, ventilation, and air conditioning) ▪ lighting.
Impact on the climate and the environment of electrical and electronic products and equipment installed, maintained and replaced on worksites	3.1 Climate change 3.2 Pollution and biodiversity 3.3 Use of resources and waste management (circular economy)	• Contractors and subcontractors on worksites, particularly in the following countries, represent high business volumes and/or high country risk: Colombia, Senegal, Burkina Faso, Guinea, United States, China, Peru, Belgium, United Kingdom, Chile, Canada, Netherlands, France, India, Benin, Morocco, Algeria, Mali, Turkey, Madagascar, Nigeria • Purchases of: ▪ photovoltaic solar panels ▪ cables ▪ HVAC (heating, ventilation, and air conditioning) ▪ lighting ▪ low-, medium- and high-voltage
Environmental risks and risks of infringing the rights of local communities in connection with the extraction of raw materials for the manufacture of electrical and electronic equipment	1.3 Rights of local communities and indigenous peoples 3.2 Pollution and biodiversity	• Purchases of: ▪ photovoltaic solar panels ▪ cables

Equans takes specific company-wide actions to mitigate these risks or prevent serious breaches. The company-wide actions lay a foundation and address all risks specific to Equans' operations. Specific actions supplement this approach for each of these risks (see "Breakdown of risks and specific actions" below).

Company-wide actions

Own activities
Documentary database
• Management system based on a set of fundamental documents that address the issues covered by France's Duty of Vigilance law, in particular: (i) an authorisation matrix, (ii) ethical guidelines, (iii) a health and safety policy, (iv) purchasing governance, and (v) a crisis management policy; • ISO 14001 certification process at entity level (e.g. UK, Canada, Peru). In 2022, EcoVadis ranked Equans France in the top 5% of best performing companies.
Training and awareness-raising
• Mandatory training modules for all employees covering the three Equans fundamentals: (i) ethics, (ii) health and safety and (iii) cybersecurity; • The 300 managers most exposed to ethical risks completed a training course, which was attended by the Chairman of Equans, and which reviewed the fundamentals of business and managerial ethics; • Equans' 3,500 key managers have signed an ethics pledge, which includes the Vigilance Plan.
Prevention measures
• Annual campaign carried out in all business units to analyse human rights risk from direct operations: employee working conditions, direct impact on the environment or the health of local communities near worksites, etc.
Remedial and remediation measures
• Crisis management policy that covers: (i) alerting management; (ii) establishing the level in the decision-making process of the business unit CEO or the group CEO; (iii) setting up a crisis unit and defining an action plan; and (iv) providing feedback.

Purchasing categories
Documentary database
Implementation of a Purchasing Governance structure with guidelines on the criteria for selecting contracting parties.
Assessment of suppliers and subcontractors
Equans uses around 170,000 active suppliers and subcontractors. In connection with the assessment process, Equans has set up the following tools: • CSR questionnaire to be completed during call for tenders; • Suppliers and subcontractors qualified on the basis of the EcoVadis questionnaire since mid-2023[a]; • ESG audits, as necessary, to address risk due to geographical area, category and price. Tailored action plans based on the audit results, which may include a prohibition against contracting with the party audited; • Contractual framework: cascading subcontracting restricted; Group Supplier and Subcontractor CSR Charter appended to contracts (its provisions are binding obligations, the breach of which entitles the group to apply a range of measures, including terminating the contract); human rights, health and safety and environmental standards included in purchasing terms and conditions; audit clause added.
Prevention measures
• Annual campaign carried out in all business units to analyse human rights risk from their business relationships (risk of association with an abuse committed by a supplier, subcontractor or partner): working conditions on construction sites, use of forced labour or child labour by suppliers, illegal actions committed by security providers, etc.; • ESG audit clause implemented if a supplier is suspected of breaching its obligations during the performance of the contract; • Appropriate measures taken depending on the audit results, including placing the supplier or subcontractor on a blacklist.

(a) See also Chapter 3, section 3.4.5

Breakdown of risks and specific actions

Disregard for the fundamental rights and health and safety of contractors and subcontractors working on construction sites

Description of gross risk

- Fundamental freedoms: Use of undeclared labour by contractors or subcontractors working on construction sites;
- Working conditions: excessive working hours, sub-decent wages, workplace harassment, inadequate housing, food and health conditions;
- Health and safety: exposure to harmful chemicals; thermal or chemical burns; electrocution; slip-and-fall accidents; cuts; falls from height; exposure to noise; inhalation of airborne particles; risks associated with the circulation and use of heavy machinery.

Gross risk factors

- Hazardous working conditions leading to workplace accidents: use of machines by contractors or subcontractors who have not received adequate training; excessive working hours;
- Certain countries where the group operates lack mature institutions for dealing with human rights and working standards issues: weak laws, weak regulatory authorities, weak countervailing powers;
- Numerous subcontractors used, including employment agencies, whose workers change frequently; small companies, with limited management resources for dealing with human resources and subcontracting issues.

Prevention and mitigation measures	
Health and safety arrangements	**Human rights and fundamental freedoms arrangements**
Documentary database	
• Basic Health and Safety: a common framework for all operations, applicable in all countries and to all business units, with a network of health and safety officers; • Health and safety policy, implemented in the form of progress plans by each cash generating unit; • Signature of the Charter of 7 Commitments for Safer Roads by Equans France, along with the Inter-ministerial Delegate for Road Safety.	• Management system described above; • ISO 14001 certification process.
Training and awareness-raising	
• Mandatory five-day in-person Safety Academy training course for all new health and safety officers: 25 employees completed the training in 2023 and were set the goal of putting what they had learned into practice and building an effective, collaborative network[a]; • "Safety First" e-learning training module mandatory for all employees; • "Safety Week" held in each entity (awareness-raising activities in workshops and on site, role-playing, identifying risks and solutions); regular training for employees exposed to specific risks[a]; • Training for temporary workers and subcontractors: on their first day, review of the safety risks on construction sites and the rules to follow; • Development of a national road safety training policy: contractual negotiations initiated with two organisations, ACTUA Formation and the CENTAURE network; • Awareness-raising campaign on the risk of falls from height, with the aim of eliminating the use of ladders and stepladders to reduce exposure to the risk of falls.	• Mandatory training modules for all employees covering the three Equans fundamentals described above; • Equans' 3,500 key managers have signed an ethics pledge, which includes the Vigilance Plan; • Training provided to employees and temporary workers on psychosocial issues and the various forms of harassment; and • A platform and a network of local human resources officers set up in each entity to combat harassment and sexism.

(a) See also Chapter 3, section 3.2.3.

Prevention measures	
• Monthly site visits by managers: all managers lead by example, build safety into their decisions, perform monthly site visits, and apply a demanding, positive and fair management culture. • Risk assessment and audits of customers, partners and subcontractors in accordance with the Health and Safety Policy; • Pre-start meetings are held every morning with the crews in the field to explain tasks to be performed, the associated risks and prevention methods; • All employees, temporary workers, subcontractors and union members in Canada and the United States are required to wear a hard hat with chin strap; • Initial meeting with temporary workers and subcontractors: in particular to ensure, from day one, that they have the right qualifications and protective equipment; • Initial meeting with subcontractors: a similar process is implemented, with a major focus on preparing the project to ensure that subcontractors and their crews have the necessary information and qualifications to perform the work in accordance with quality and safety requirements.	• Annual campaign carried out in all business units to analyse human rights risk from direct operations.
Remedial and remediation measures	
• Assistance to families in the event of an employee accident, depending on each situation (hotel reservations, assistance with travel to and from the medical facility, etc.); • In all cases, immediate and long-term psychological support provided by an outside professional to employees affected by the accident.	

Disregard for the fundamental rights and health and safety of workers in the products and equipment supply chain

Description of gross risk

- Fundamental freedoms: undeclared subcontractors; night work; unidentified worksites; poorly trained workers; illegal labour, forced labour, abusive recruitment practices, illegal child labour, modern slavery;
- Labour relations and working conditions: excessive working hours; arduous and dangerous work; sub-decent wages; discriminatory practices; workplace harassment, inadequate worker housing, food and health conditions;
- No staff representative body: non-existent labour relations; failure to respect the freedom of association and effective recognition of the right to collective bargaining guaranteed by the ILO Declaration on Fundamental Principles and Rights at Work; lack of collective bargaining; lack of social benefits; personal data breaches; breach of the right to privacy; discrimination;
- Health and safety: fatal or disabling accidents; dangerous machinery, falls from height, burns, electrocution, poisoning; exposure to hazardous chemicals; illnesses due to manual handling accidents on worksites that may lead to musculoskeletal disorders; dust- and noise-related illnesses; security risks to employees and contractors on worksites.

Gross risk factors

- Vulnerable workers: purchases of manufactured products containing raw materials mined by vulnerable workers in countries with weak human rights laws, regulatory authorities and countervailing powers;
- Complex supply chain: difficult to trace and influence due to the involvement of numerous intermediaries and multiple subcontracting tiers in different countries;
- Peaks in activity, off-hours work: unforeseen use of subcontracting platforms that are difficult to control, which can increase the risk of unauthorised workers at worksites;
- Non-compliance with the Purchasing policy: employees' and/or suppliers' failure to understand, or ignorance of, ethical and purchasing rules; failure to regularly monitor suppliers under framework contracts;
- Pressure on contractors to meet deadlines and costs: increased risk of deterioration in employees’ working conditions and breach of worker protection rules in order to achieve expected results.

Prevention and mitigation measures	
Health and safety arrangements	**Human rights and fundamental freedoms arrangements**
Documentary database	
• Basic Health and Safety: a common framework for all operations, applicable in all countries and to all business units, with a network of Health and Safety officers; • Health and Safety Policy, implemented in the form of progress plans by each cash generating unit; • Contractual framework: minimum safety standards defined and applied to all projects; inclusion of audit clauses.	• Contractual framework: cascading subcontracting restricted; Group Supplier and Subcontractor CSR Charter appended to contracts; human rights, health and safety and environmental standards included in purchasing terms and conditions; audit clause added.
Prevention measures	
• ESG audit clause implemented if a supplier is suspected of breaching its Health and Safety obligations during the performance of the contract; • Appropriate measures taken depending on the audit results, including placing suppliers or subcontractors on a blacklist, in which case no further contracts for Equans activities may be concluded with them.	• Annual campaign carried out in all master business units to analyse human rights risk from their business relationships. • ESG audit clause implemented if a supplier is suspected of breaching its human rights obligations during the performance of the contract; • Appropriate measures taken depending on the audit results, including placing suppliers or subcontractors on a blacklist, in which case no further contracts for Equans activities may be concluded with them.

Impacts on the climate and the environment of electrical and electronic products and equipment installed, maintained and replaced on worksites

Description of gross risk

- Climate change: high greenhouse gas emissions from the manufacture and use of products and equipment;
- Pollution and biodiversity: risks associated with the extraction of raw materials and the manufacture and end-of-life management of products and equipment;
- Use of resources and waste management (circular economy): high consumption of renewable and non-renewable resources during extraction activities and the manufacture and use of products. Risks due to improper management of products and equipment that have been replaced or have reached the end of their useful life.

Gross risk factors

- Specific environmental impacts of products: greenhouse gas emissions and pollutant emissions due to the manufacture, transport and use of products, consumption of non-renewable resources, generation of toxic waste and/or large quantities of waste;
- Ability to influence customers: inability to install the most environmentally friendly products and equipment on worksites due to restrictions imposed by customers;
- Pressure on contractors to meet deadlines and costs: increased risk that environmental rules will be breached in order to achieve expected results;
- Country of sourcing: purchases of products in countries with weak environmental laws, regulatory authorities and countervailing powers;
- Complex supply chain: difficult to trace and influence due to the involvement of numerous intermediaries and multiple subcontracting tiers in different countries.

Risk prevention and mitigation measures
Documentary database
• Letter of commitment to SBTi signed in July 2023[a]; • Environment section added to the general terms and conditions of sale; • ISO 14001 certification for most activities. • Roll-out of "Plan Our Planet", a new environmental strategy focusing on reducing GHG emissions, the circular economy and biodiversity, aimed at engaging employees, suppliers, stakeholders and customers.

(a) See also Chapter 3, section 3.3.2.

Training and awareness-raising
• Participation in the Supply Chain Sustainability School by the UK and Ireland teams in order to assist suppliers on environmental issues[a]; • Meetings held with local suppliers to share Equans' commitments and to discuss low-carbon initiatives and the Climate Plan; • Awareness-raising webinars on the "Plan Our Planet" strategy for employees and suppliers; • Participation by subcontractors in awareness-raising initiatives for operational staff using environmental fact sheets; • Awareness-raising of climate issues for employees through "Fresque de Climat" workshops[a]; • "Inventing our low-carbon lives" workshops held at Equans France.
Prevention measures
• Questionnaire designed to measure the commitment on climate issues of the top 200 suppliers[b]; • Environmental data on products (e.g. carbon data, life cycle assessment) collected when available; • Life cycle assessment tools implemented on certain projects; • Study of new in-house tools to improve low-carbon solutions offered to customers; • Work on suppliers' commitment to the large-scale roll-out of partners' product environmental profile (PEP) and environmental and health information (FDES) documentation; • Electrical and electronic waste generated by operations is sorted and best waste treatment techniques are identified: for example, the Ecosystem Pro, Ecologic and SOREN networks are used in France; • Actions to promote repurposing: in-house repair workshops, Equans in-house bartering, in-house apps for exchanging unused stock, waste transferred to suppliers for repair, etc; • Traceability of waste generated by all branches worldwide.

Environmental risks and risks of infringing the rights of local communities in connection with the extraction of raw materials for the manufacture of electrical and electronic equipment

Description of gross risk

- Rights of local communities: nuisances; slavery; discrimination; displacement of populations and land disputes; lack of free and informed prior consent; lack of concern for the health of local populations; poor living conditions for local populations (food, water, housing, culture, access to resources, etc.); failure to resettle populations;
- Biodiversity loss: temporary or irreversible harm to biodiversity of the surrounding ecosystem and species;
- Water, soil and air pollution: temporary or irreversible, gradual, chronic or accidental water or ground/underground contamination or deterioration caused by accidental discharge of effluents, untreated or inadequately treated effluents, or legacy or neighbouring pollution.

Gross risk factors

- Land use and pollution: raw materials may be mined in unspoiled lands and may impact them through the following polluting activities: machinery and equipment on construction sites (dust, NOx, COv), chemicals, improperly managed toxic waste, etc;
- Consumption of resources: in certain countries, natural resources are scarcer (e.g. water becomes a resource under pressure);
- Vulnerable communities: vulnerable communities present on mining sites with little power to assert their rights to land, the protection of their environment and their means of subsistence;
- Location: high-risk geographical areas in terms of respect for the rights of communities, e.g. militias, criminal organisations and corrupt governments in countries that are unstable or are affected by conflict;
- Complex supply chain with multiple lower-tier suppliers, making it difficult to trace the origin of raw materials and the conditions under which they were obtained.

(a) See also Chapter 3, section 3.3.1.
(b) See also Chapter 3, section 3.4.5.

Risk prevention and mitigation measures
Documentary database
• The majority of Equans' operations worldwide are ISO 14001-certified, thus providing external assurance that it implements an environmental management system, conducts an environmental analysis of its operations and plans to reduce any significant adverse impact.
Training and awareness-raising
• Participation in the Supply Chain Sustainability School by the UK and Ireland teams in order to assist suppliers on environmental issues[a]; • Meetings held with local suppliers to share Equans' commitments and to discuss low-carbon initiatives; • Awareness-raising webinars on the "Plan Our Planet" strategy for employees and suppliers; • Participation by subcontractors in awareness-raising initiatives for operational staff using environmental fact sheets; • Meetings held with suppliers in connection with the roll-out of Equans' Climate Plan.
Prevention measures
• Electrical and electronic waste generated by operations is sorted and best waste treatment techniques are identified: for example, the Ecosystem Pro, Ecologic and SOREN networks are used in France; • CSR questionnaire to be completed during calls for tender; • EcoVadis used to assess suppliers and subcontractors (see "Supplier and subcontractor assessment" above). • ESG audits, as necessary, to address risk due to geographical area, category and price. Tailored action plans based on the audit results, which may include a prohibition against contracting with the party audited; • Contractual framework: cascading subcontracting prohibited; Group Supplier and Subcontractor CSR Charter appended to contracts (see "Supplier and subcontractor assessment" above).

4.3.5 TF1

Governance

A project team, comprising representatives from the Compliance and Competition, CSR, Purchasing and Internal Control departments, was appointed by TF1's Compliance Committee. This committee, which is made up of the General Counsel and Chief Ethics Officer, the Executive VP Labour Relations and CSR, the Executive VP Finance, Purchasing and Strategy, the Head of Compliance and Competition, and the Head of Legal Affairs, is responsible for monitoring the implementation of the TF1 group's compliance system. This committee meets at least once a quarter.

The vigilance plan was approved by the Chairman and CEO in January 2024.

Summary of gross risks

This summary is the product of an ongoing assessment carried out over the past several years, based on the following sources:

- Use of Bouygues SA's new third-party risk mapping methodology, which was applied to a scope of activities and 35 purchasing categories deemed sensitive;
- Consultation of TF1's operational teams, in particular the Purchasing department for purchases on behalf of entities that produce linear and non-linear broadcasting services, the Information department, representatives of Newen Studios and TF1 Production for the production of broadcasting content, and representatives of complementary activities in which the TF1 group engages in the entertainment, music, live performance, e-commerce and licensing fields.

The main gross third-party risks are listed and described below.

(a) See also Chapter 3, section 3.3.1.

Summary of main gross risks

Main gross third-party risks	Risk groups	Own activities and/or sensitive purchasing categories
Threats to the security of staff, service providers and members of the public at filming locations and live performance venues	2 Health and Safety	• Own televisual content production activity and related purchases • Own activities and related purchases in connection with complementary activities in the music and live performance fields
Threats to the security of staff and service providers involved in the production of news programmes	2 Health and Safety	• Own news programme production activity and related purchases
Risk of accidents to staff, service providers and members of the public at filming locations and live performance venues (on or off TF1 group sites)	2 Health and Safety	• Own televisual content production activity and related purchases • Own activities and related purchases in connection with complementary activities in the music and live performance fields • Purchases of facility management services (works management, cleaning, catering, etc.) • Purchases of safety or security services
Harassment and discrimination	1.2 Labour relations and working conditions 2 Health and Safety	• All TF1 group own activities and related purchases
Infringement of the fundamental rights of workers in the supply chain of sensitive products	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions 2 Health and safety	Purchases of: • IT equipment • broadcasting equipment • e-commerce products
Violation of human rights when broadcasting programmes, content and TV news reports	1 Human rights and fundamental freedoms	• Own televisual content broadcasting activity
Personal data breaches	1 Human rights and fundamental freedoms	• Purchases and/or our own activities involving the processing of personal data (data of users of our linear and non-linear services, data of our permanent and temporary employees, data of partner suppliers or service providers, etc.).
Greenhouse gas emissions (travel, energy) and waste generation from televisual content production and broadcasting activities	3.1 Climate change 3.3 Use of resources and waste management (circular economy)	• Own televisual content production and broadcasting activity and related purchases
Environmental impact of purchases of products and services (manufacturing, logistics, use)	3.1 Climate change 3.2 Pollution and biodiversity 3.3 Use of resources and waste management (circular economy)	Purchases of: • IT equipment • broadcasting equipment • e-commerce products • facility management services

TF1 takes specific company-wide actions to mitigate these risks or prevent serious breaches. The company-wide actions lay a foundation and address all gross risks specific to TF1's operations. Specific actions supplement this approach for each of these risks (see "Risks and specific actions" below).

Company-wide actions

Purchasing categories
Documentary database
• Commitments made in connection with the renewal of the "Responsible Supplier Relations & Purchasing" label[a]; • Group *CSR Charter for Suppliers and Subcontractors.*
Assessment of suppliers
• The "Responsible Purchasing" guidelines drawn up by the Purchasing department[a]: ▪ completed CSR self-assessment questionnaire required from all suppliers responding to calls for tenders launched by the Purchasing department; ▪ assessment of the environmental and social performance of suppliers using the EcoVadis scorecard, and an action plan[a] required from those with an unsatisfactory score; ▪ identification of contracts for which "socially responsible" purchases can be expanded (e.g. 2020-2022 agreement with the trade unions for the inclusion and ongoing employment of people with disabilities, TF1's priority on disability and inclusion to be included in tender documents, promotion of purchases eligible for co-contracting for bids submitted with a company in the disability sector)[a].

Risks and specific actions

Threats to the security of staff, service providers and members of the public at filming locations and live performance venues

Description of gross risk

- Threats to the physical safety of permanent and temporary employees, service providers, guests or participants, and members of the public at filming locations and live performance venues;
- Risk of physical attacks on the persons listed above by members of the public;
- Risk of terrorist attack at filming locations or live performance venues.

Gross risk factors

- The opportunity to be in proximity with well-known artists may encourage intrusion attempts by members of the public;
- Highly-publicised events attended by a large number of people may be prime targets for violence and/or terrorist attacks.

Prevention and mitigation measures
Training and awareness-raising
• Regular training of employees and security guards.
Prevention measures
• Upgraded building surveillance and access technologies (biometrics, event gantries, static barriers and guards in front of the main entrance, etc.) under a continuous improvement approach; • Continued implementation of a “Security” action plan for the buildings in Boulogne-Billancourt: sites physically secured (access points reinforced, anti-ram vehicle barriers, better burglar-proofing, etc.), and enhanced technological resources (full overhaul of the facial recognition system, fire detection system, etc.) and human resources (security agents better equipped and trained in self-defence, Security and Fire teams, doctors and nurses trained in damage control); • Annual drill to ensure that the systems in place in the event of the River Seine flooding are effective.

(a) See also Chapter 3, section 3.4.5.

Threats to the security of staff and service providers involved in the production of news programmes

Description of gross risk

- Threats to the physical safety of permanent and temporary employees and service providers working at filming locations to produce news programmes.

Gross risk factors

- Presence of journalists, technicians, fixers and partner press agencies in highly dangerous areas, in particular due to the following factors: political regime or organisations hostile to journalists, armed conflicts, illegal activities, natural disasters.

Prevention and mitigation measures
Documentary database
• News Ethics Charter inspired by the Munich Charter, emphasising data protection and protection of sources, witnesses and children; • Strengthened ethics, transparency and governance system, confirmed by Journalism Trust Initiative[a] certification of TF1's News Department in 2023.
Training and awareness-raising
• Customised training organised for reporting teams in high-risk areas such as sensitive inner-city areas and conflict zones, and reporters registered for training sessions provided by the French Ministry of Defence.
Prevention measures
• Availability of specific equipment and applications to help ensure the safety of reporters and technical support staff in conflict zones or high-risk areas. • Teams supported by security agents, use of fixers during travel to high-risk countries; • Regular review of insurance cover to ensure that all identified risks are covered. • In liaison with the French Ministry of Culture, use of a harmonised certificate enabling all employees who do not hold a press card to benefit from police protection; • Prevention plans drawn up for special operations; • No travel permitted on the sole initiative of crews of journalists or reporters (prior authorisation required from the Chief Editor or the Executive VP of News); • In the field: assignment of two- or three-person crews, with appropriate experience depending on the risk level; • Regular contact (several times a day) between the crews in the field and the Chief Editor or the Executive VP of News; • Persons on assignment are equipped with technological tools permitting them to be tracked and to maintain regular contact with the Chief Editor or the Executive VP of News; • Medical and psychological support offered to crews on returning from field assignments.

Risk of accidents to staff, service providers and members of the public at filming locations and live performance venues (on or off TF1 group sites)

Description of gross risk

- Major accident risks: electrical risks, slip-and-fall accidents, falls from height, handling accidents, exposure to high noise and light levels.

Gross risk factors

- A variety of venues, often temporary and not designed for this purpose, large numbers of workers from a wide range of trades, non-standard work schedules;
- Pressure due to the need to complete tasks in a very short time, which may require working hurriedly and involve new activities or equipment, which is common in the entertainment and live performance fields;
- Preventive and security measures that are often perceived as an obstacle to innovation, creation and artistic freedom.

(a) https://www.journalismtrustinitiative.org

Prevention and mitigation measures
Documentary database
• DUERP[a] listing all work activities and the associated health and safety risks; • CCHSCT[b], which is responsible for the health and safety system and for implementing actions to control accident risks; • Contractual undertakings and guarantees on safety measures made by the other contracting party and insurance covering the health and safety of people.
Training and awareness-raising
• "Prevention plan" training for in-house and external productions; • Training available in correct posture and movement, run by an osteopath.
Prevention measures
• Equipment compliance inspections by accredited organizations (electrical installations, resistance of materials, etc.). • Presence of an emergency doctor on some programmes (e.g. *Ninja Warrior*);` • Prevention plans drawn up for sets with over 50 people and for special operations (editorial and production guidelines for covering major news events requiring the use of specific production resources in partnership with service providers); • Technical Systems Safety Committee and Public Access Safety Committee.
Remedial and remediation measures
• Accident reports discussed by the Health & Safety Committee, if necessary with amendments to the prevention plan and update of the occupational risk assessment document (DUERP).

Harassment and discrimination

Description of gross risk

- Improper behaviour towards permanent or temporary employees or service providers involved in the group's activities, in particular: harassment of any kind (bullying, sexual harassment, etc.), physical and/or sexual assaults;
- Discriminatory practices based on ethnic, social, sexual, gender or physical criteria;
- Psychosocial risks and impacts on the mental health of victims of the practices described above (stress, anxiety, depression, etc.).

Gross risk factors

- Persons in a position of authority who may abuse their power to exercise inappropriate control;
- Close proximity during certain activities (film shoots, long business trips, etc.) and/or isolation of groups of persons for long periods, which may distort the boundary between business and personal spheres and thus increase the risk of inappropriate behaviour;
- Pressures due to the stakes involved, in particular the high visibility or profitability of certain activities: tight deadlines, tight budgets and the pressure to achieve results may create a stressful environment conducive to inappropriate behaviour.

(a) Occupational risk assessment document.

(b) Group Televisual Production Health, Safety and Working Conditions Committee.

Prevention and mitigation measures
Documentary database
• Continued roll-out of TF1's Human Resources model: ▪ collective agreements, company-wide agreements, Quality of Working Life ("QWL") agreement, etc.; ▪ whistleblowing procedure, designed to detect the risks of harassment, discrimination and other inappropriate behaviour, set up and included in the internal regulations of TF1 group entities; roll-out of awareness-raising and communication campaigns on the whistleblowing system (posters at sites, intranet, training, etc.); ▪ ESU[a] set up for all Newen Studios entities and subsidiaries with the aim of harmonising the common labour relations framework and its functioning, thus strengthening the risk prevention system (Quality of Working Life agreement, appointment of local officers, etc.); ▪ signature of the Charter against Harassment and Sexist Behaviour of the "For Women in the Media" non-profit organisation; ▪ since 2020, TF1 has participated in the #StOpE initiative to combat casual sexism at work; ▪ renewed signature of "The Other Circle" LGBT+ Charter in June 2022. TF1 was the first group to sign this charter in October 2015; ▪ rights acquisition agreements for programmes subsidised by the CNC[b] to contain a requirement for producers to complete the CNC's training on the prevention of sexist and sexual violence, with specific clauses to be included in the agreements (insurance clause requiring third-party liability insurance and "social" clause) and stronger support for producers involved in the more sensitive programmes to ensure compliance with the legal and regulatory framework (prior authorisation from Dirrecte when underage children are involved, compliance with Arcom rules, etc.).
Training and awareness-raising
• Training in "recruitment without discrimination" for the Human Resources departments and managers involved in the recruitment process, "fighting disability stereotypes" for elected representatives and "gender balance and stereotyping" for all employees. • Mandatory e-learning on "Everyone against sexism" for all TF1 employees. • Since 2022 inclusion of LGBTQIA+ issues in the topics addressed by the Fifty-Fifty internal network. • CNC aid for the production of televisual works conditional on the implementation of an action plan to combat harassment and discrimination, in particular training for the legal representatives of the production companies granted aid; • Newen Studios' Human Resources department has implemented the following awareness-raising measures: ▪ introduction of mandatory training for the heads of all daily soaps. This training was also made available to the rest of the staff on a voluntary basis. It was given by the General Delegate and educational officer of the European Association against Violence against Women at Work (AVFT). In total, around 100 employees have completed this training; ▪ all call sheets for Newen Studios productions now include a hotline number for making complaints and seeking advice on these issues, as well as the contact details of two designated liaison officers appointed within Newen Studios.
Prevention measures
• Addition of casual sexism to the psychosocial risks listed in the DUERP[c] documents; • The "Allodiscrim" external discrimination helpline is available to employees; • Specific measures taken to promote inclusion: adoption or second parent leave granted to LGBTQIA+ employees who become parents; • Appointment of Works Council "Harassment and Violence at Work" liaison officers responsible for combating violent behaviour in the workplace (sexual harassment, bullying, sexist behaviour, etc.) and receiving reports of inappropriate conduct.
Remedial and remediation measures
• Annual assessment of the psychosocial risks listed in the DUERPs of each TF1 group company; action plan included in the group-wide collective QWL agreement signed in 2019 and extended until June 2024. If necessary, the monitoring committee may propose changes to the action plan. It includes a two-yearly QWL survey, a 24/7 psychological hotline ("Stimulus Care Services"), a HAD assessment (hospital anxiety and depression assessment based on 14 questions) alongside the occupational medical check-up, and creation of a network of liaison officers to inform employees about harassment and the fight against workplace violence;

(a) Economic and Social Unit.
(b) The French National Centre of Cinema.
(c) Occupational risk assessment document.

Infringement of the fundamental rights of workers in the supply chain of sensitive products

Description of gross risk

- Infringement of the fundamental rights of workers in the supply chain of sensitive products purchased by the group, in particular: illegal labour, forced labour, abusive recruitment practices, illegal child labour, modern slavery;
- Workers in the supply chain of sensitive products purchased by the group subject to inappropriate working relations and/or conditions: excessive working hours, sub-decent wages, discriminatory practices, workplace harassment, inadequate housing, food and health conditions, weak labour relations, failure to respect freedom of association or assembly, lack of collective bargaining, lack of social benefits, personal data breaches;
- Workers in the supply chain of sensitive products purchased by the group subject to inadequate health and safety conditions: poisoning, burns, electrocution, slip-and-fall accidents, falls from height.

Gross risk factors

- Purchases of a broad range of products manufactured by low-skilled and vulnerable workers in countries with weak human rights laws, regulatory authorities and countervailing powers;
- Use of supply chains that are difficult to trace and influence due to the involvement of numerous intermediaries and multiple subcontracting tiers in different countries;
- Pressure due to the manufacturing context: peaks in activity, off-hours work and unforeseen use of subcontracting platforms that are difficult to control;
- Pressure due to industry practices: short lead times without compensation, aggressive price negotiations, imprecise technical specifications.

Prevention and mitigation measures

Documentary database

- Suppliers and subcontractors in the TF1 group's supply chain of sensitive products are bound by contractual obligations to comply with labour laws and business ethics: "Ethics and Compliance" clause, CSR Charter for Suppliers and Subcontractors appended to contracts, the breach of which may result in termination of the contract.

Prevention measures

- My Little Paris has implemented a responsible purchasing strategy for the needs of its e-commerce business;
- Analysis of suppliers and countries of origin for products from sensitive countries: minimum performance obligation certified by Business Social Compliance Initiative Amfori audits or equivalent certifications.

Violation of human rights when broadcasting programmes, content and TV news reports

Description of gross risk

- Risk of broadcasting of TV news reports, advertising, documentaries, programmes or content that do not comply with regulations: content ethics or the rules on children's programmes or which flout the CSA's ethical principles, image rights, right to privacy, presumption of innocence, safeguard of public order, information ethics, etc.;
- Risk of conveying messages contrary to human rights that are the focus of the duty of care and TF1's values.

Gross risk factors

- Economic pressure, such as profit-seeking or maintaining business relationships, may influence the decision to broadcast certain content, even if contrary to human rights; and
- Lack of awareness of human rights issues may result in offensive content being broadcast.

Prevention and mitigation measures

Documentary database

- Regarding content:
  - measures to ensure compliance with public commitments concerning the ethics and integrity of content produced and broadcast (independent news reporting, protection of vulnerable audiences, right to privacy, presumption of innocence, etc.);
  - support for the Respect Zone non-profit organisation, which specialises in prevention, assisting victims and dealing with cyber-violence, cyberbullying and online hate.
- Regarding TV news reporting:
  - a system designed to ensure the TF1 group's News Department acts in a responsible and independent manner;
  - a set of reference documents to help TF1 group journalists understand the applicable ethical rules and enable them to perform their job with independence: collective agreements applicable to the sector, agreements signed with Arcom (the French broadcasting authority), ethical charter for TF1 group journalists, etc.

Documentary database (suite)
• Regarding advertising: ▪ TF1 PUB participates in the development of the ethics and compliance framework under the aegis of ARPP[a] and the main industry organisations (Syndicat National de la Publicité Télévisée, Centre d'Étude des Supports de Publicité, EDI Pub); ▪ ARPP's opinion is sought before broadcasting any advertising on TV and/or on-demand media services to ensure that its advertising complies with the law and the ARPP code (provisions on dignity, stereotyping, ethnic or religious references, environmental claims, etc.).
Training and awareness-raising
• Regular training by the Legal Department and the Programme Compliance Department for: ▪ TF1 and LCI reporters on the principles of press law, personal image and privacy rights, surreptitious advertising, and CSA regulations; ▪ advertising sales division employees on advertising and the ARPP's ethical and integrity framework; • Awareness-raising campaigns on the risks of misinformation (fake news) for both editorial teams and the general public.
Prevention measures
• Regarding children's programmes broadcast by the channels and the Tfou Max video-on-demand service: ▪ appropriate rating symbols chosen for youth programmes, decided by a viewing committee if programmes are not recommended for all audiences; ▪ all children's series purchased are viewed by a child psychologist and, in the case of series co-produced by TF1, close upstream collaboration with the artistic team may result in cuts being suggested or episodes deemed not suitable for broadcast; ▪ content and community site moderation. • Regarding TV newscasts and other programmes: ▪ approval process for topics before they are broadcast (viewing, blurring, etc.); ▪ the following points checked by Programme Compliance teams for all programmes other than TV news reports and LCI: non-incitement of dangerous, delinquent or uncivil practices or behaviour, respect for viewer sensitivities, non-encouragement of discriminatory behaviour, promotion of the values of inclusion and solidarity; • Measures to promote ongoing dialogue with the public and TF1 group partners: ▪ in accordance with the law on strengthening freedom, independence and diversity of viewpoints in the media, an Honesty, Independence and Diversity of Viewpoints in the News Committee has been created, which is made up of five independent experts. It ensures that the economic interests of the TF1 group's shareholders and of the group's advertisers do not undermine these principles; ▪ "TF1 et vous", a website dedicated to relationships with viewers, which has a community of 100,000 people; ▪ the news ombudsman handles opinions, queries and complaints from the public about news broadcasts on TF1 group channels and services.

Personal data breaches

Description of gross risk:

- Use of non-compliant personal data (missing data on data subjects, no legal purpose, retention of personal data, lack of appropriate security measures thereby facilitating hacking, data theft, cyberattack, etc.)

Gross risk factors

- Vulnerable information systems: risk of intrusions or cyberattacks;
- Technical failures: hardware failures, configuration errors and technical problems;
- Excessive data collection and storage; and
- Complex value chain in which sensitive information is shared, thus increasing risks if security measures are inadequate.

(a) The French advertising regulator.

Prevention and mitigation measures
Documentary database
• Personal data protection policy comprising 15 general principles, practical business segment information sheets, procedures (management of personal rights, CNIL inspection, management of data breach incidents, etc.) and guidelines (retention periods, subcontractor checklist, etc.). • Contractual policy (standard contracts and clauses) governing personal data protection aspects of the TF1 group's relationships with its audiences, customers, partners, service providers, suppliers and employees (including Data Processing Agreements and Data Security annexes).
Training and awareness-raising
• Mandatory e-learning module for all employees and continued awareness-raising actions in connection with the personal data protection policy.
Prevention measures
• Specific organisation in place, headed by the Data Protection Officer (DPO), who is assisted by a Personal Data Compliance Officer and a network of 54 data liaison officers from the Operations, IT and Legal departments representing each of the TF1 group's departments and subsidiaries, and who are responsible for addressing personal data issues in the entities; • Data privacy tool used to update data processing registers and handle exercise of rights requests, etc.

Greenhouse gas emissions (travel, energy) and waste generation from televisual content production and broadcasting activities

Description of gross risk

- Greenhouse gas emissions generated by the travel of crews of reporters, artists and service providers and the transport of equipment (materials, sets, costumes);
- Greenhouse gas emissions generated by energy consumption on filming sets;
- Large quantities of waste, some of which may be hazardous, generated during filming.

Gross risk factors

- Rapid and frequent travel required by reporters and journalists in the field;
- Travel using high-emission modes of transport (car, plane) by troupes of artists and film crews;
- High carbon impact of televisual productions due to energy sources used on filming sets (electricity, diesel generators, etc.);
- Some shoots may require technical arrangements that emit GHGs (lighting, sound, pyrotechnics, etc.) and generate waste (some of which may be hazardous).

Prevention and mitigation measures
• SBTi certification obtained in 2023. • The TF1 group has identified five priority focuses for reducing the carbon impact of its activities: ▪ three projects with a very high environmental impact: eco-production, which measures the carbon impact of productions and implements measures to reduce the impact of filming; decarbonisation of purchasing, which introduces environmental criteria for priority purchasing categories; and responsible digital use, which measures the carbon impact of the group’s own digital activities and implements measures to reduce it; and ▪ two projects with significant symbolic value, involving all employees: prioritising alternative modes of transport in order to reduce the carbon impact of business travel and commuting; and energy efficiency, to reduce energy consumption in all TF1 group buildings.

Regarding eco-production	Regarding Advertising	Regarding digital sustainability
	Documentary database	
• Signature of a media climate contract with Arcom in 2022, whose focus includes studying and developing shared methodologies for calculating the carbon impact of televisual broadcasts; • Tests of a scorecard based on eco-criteria defined by Ecoprod, with the aim of creating a label to assess the eco-production approach implemented by programme producers; • Carbon Clap' tool (approved by the CNC) used to measure the carbon footprint of a large number of productions on a quarterly basis, particularly daily soaps; • Eco-production clause included in programme purchase contracts to oblige third-party producers to adopt responsible practices and offset their carbon footprint; • In October 2023, Newen Studios published an Eco-production Charter that compiles best practices for taking into account and reducing the environmental impact of productions.	• "Climate Contract - Marketing communications and the ecological transition" signed in 2022.	• Planet Tech'Care manifesto; • The Bouygues Green IT Committee meets three or four times a year.
	Training and awareness-raising[a]	
• In-house production crews (TF1 Factory, TF1 Production and the News Department) completed training on ecological transition issues and eco-production principles; • Newen Studios is developing a training programme to raise staff awareness of the need to reduce carbon emissions and inform them of environmental issues through messages on eco-friendly actions.	• "Fresque de la pub" workshop launched in September 2022 (jointly created by TF1 PUB and YouMatter). In October 2023, it was attended by over 1,000 people; • Training on CSR issues for all TF1 PUB employees; • Training on the ecological transition and measuring and reducing carbon impacts offered to employees.	• Responsible digital use training provided to Technology department employees; • Awareness-raising campaign for TF1+ users on digital sustainability: use of Wi-Fi encouraged where available; section on digital sustainability created on the website; option to choose and downgrade video quality (low-definition video by default for mobile, tablet and web apps).

(a) See also Chapter 3, section 3.3.1.

Prevention measures		
• Eco-production initiative rolled out through the Green Newen Committee; • Carbon Manager position created within Newen Studio.	• Adherence by TF1 PUB employees to the advertising sales division's CSR roadmap and, more broadly, to the TF1 group's climate strategy; • Initiative to measure and manage the carbon footprint of advertising campaigns continued, with the expertise of Ecoact; • Expansion of the advertising offer promoting environmentally friendly products and services, with EcoRespons'Ad and Ecofunding, the first advertising fund with an environmental focus[a]; • 67 advertising slots that meet the EcoRespons'Ad format were broadcast on TF1 in 2023, i.e. more than one slot per week; • Since 2020, €734,000 has been raised for charitable projects through the partnership with Goodeed for more socially responsible advertising; • Increase in the number of green campaigns; • Launch of the Low Carbon guide and offers in October 2023, with the aim of reducing the carbon footprint of digital campaigns.	• In 2023, a group of Change Makers was created in the TF1 group's Technology Department to develop good digital sustainability practices; • Construction in progress of two data centres that will consume less energy and will begin operation in 2024; • Continuation of the carbon footprint reduction programme initiated in 2021 for MYTF1 and TF1+ employees: obsolete infrastructure reduced; video flows optimised; sharp drop in app requests; obsolete data purged; • MediaFactory editing rooms modernised and carbon impact of one day's editing work calculated; • Data storage optimisation work continued by Newen Studios.

Environmental impact of purchases of products (manufacturing, logistics, use)

Description of gross risk

- High greenhouse gas emissions generated by the manufacture and use of IT and broadcasting equipment;
- Risk of biodiversity loss and air, soil and water pollution during the manufacture of IT and broadcasting equipment;
- Consumption of non-renewable resources, such as rare metals, for the manufacture of IT and broadcasting equipment;
- Hazardous waste generated during end-of-life processing of IT and broadcasting equipment.

Gross risk factors

- The specific characteristics of products purchased: greenhouse gas emissions generated by the manufacture and transport of products;
- Consumption of non-renewable resources such as plastic (oil), or renewable resources such as wood (raw or in the form of paper) or cotton, use of rare metals mined in sensitive geographical areas, discharge of pollutant emissions and harmful chemicals into the air, generation of hazardous waste;
- Local context: purchases of products manufactured in countries with weak environmental laws, regulatory authorities and countervailing powers;
- Complex supply chain: use of supply chains that are difficult to trace and influence due to the involvement of numerous intermediaries and multiple subcontracting tiers in different countries;
- Industry practices that may increase risk: short lead times without compensation, price negotiations, imprecise technical specifications.

(a) See also Chapter 3, section 3.3.1.

Prevention and mitigation measures	
Regarding purchasing by TF1	**Regarding e-commerce purchases - My Little Paris**
Documentary database	
• In 2022, eight purchasing categories were prioritised for decarbonisation; • 57 carbon-related clauses signed by key suppliers.	
Training and awareness-raising initiatives	
• Buyer teams of the group-wide Purchasing Department trained in decarbonising procurement; • Awareness-raising of producers through eco-production clauses in contracts encouraging them to adopt environmentally friendly techniques to produce the programmes broadcast.	
Prevention measures	
• Regular discussion with priority suppliers as part of the drive to reduce greenhouse gas emissions, monitoring the actions they take and measuring the carbon impact of their services where necessary. • Continued inclusion of CSR and low-carbon criteria in the specifications for the purchase of IT and broadcasting equipment (ecolabels such as Energy Star, energy consumption).	• Reducing the carbon footprint: ▪ carbon audits performed over the past five years; ▪ switch to maritime freight (air freight halted completely) and "double box" model applied, instead of one box every month, to reduce delivery-related emissions; ▪ focus on the raw materials for its products (recycled and bio-sourced materials). The carbon footprint of materials is a criterion in the decision-making process. Tights are made in Italy by three long-standing partners; ▪ use of recyclable and/or recycled packaging and FSC-certified paper and cardboard; ▪ partnerships set up to develop reusable bottles.

Action plan and areas for improvement

As regards risks relating to human rights, fundamental freedoms and health and safety:

- Continued consolidation of anti-harassment and anti-discrimination initiatives in all TF1 group entities;
- Safety and security measures reinforced under a continuous improvement approach, in particular by regularly updated technology;
- Continued action on contractual commitments to mitigate and prevent risks to the safety of staff and service providers involved in the production of news programmes;
- Continued action on contractual commitments to mitigate and prevent risks of accidents to staff, service providers and members of the public at filming locations and live performance venues.

As regards infringement of human rights and environmental damage in the value chain:

- Facility management of TF1 sites: generalised inclusion of CSR commitments and associated reporting obligations in facility management contracts;
- IT and broadcasting equipment: continued action on contractual commitments to mitigate and prevent risks.

4.3.6 Bouygues Telecom

Governance

Bouygues Telecom has set up a company-wide governance structure with representatives from the CSR, Legal and Purchasing functions, which meets quarterly.

The CSR & Commitment, Purchasing and Legal departments jointly coordinate the vigilance system and, depending on the issues discussed at Vigilance Committee meetings, include representatives from other departments, such as the Human Resources, Health and Safety, Regulatory Affairs and Risk departments.

A Vigilance Committee comprising representatives from these functions meets every six months to discuss the various risks.

In late January 2024, the risks and prevention and mitigation measures described below were presented to the company's senior management.

Summary of gross risks

This summary is the product of an ongoing assessment carried out over the past several years, based on the following sources:

- consultation with teams with expertise in third-party and operational risks relevant to the duty of care;
- consultation of a number of trusted external sources;
- use of the new Bouygues SA third-party risk mapping methodology, which was applied to a scope of purchasing categories exposed to risk[a] (see 'Revision of methodology').

Summary of main gross risks

Main gross third-party risks	Risk groups	Own activities and sensitive purchasing categories
Violation of human rights and the health and safety of suppliers, service providers and subcontractors	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions 2 Health and safety	Purchases of: • offshore call centre services; • electrical and electronic equipment: mobile handsets, TV decoders and related equipment, SIM cards, network equipment, etc. • site installation and dismantling services
Violation of human rights and health and safety related to the sourcing of conflict minerals used to manufacture electrical and electronic equipment	1.1 Modern slavery, human trafficking, forced labour, child labour 1.2 Labour relations and working conditions 2 Health and safety 1.3 Rights of local communities and indigenous peoples	• Purchases of electrical and electronic equipment: handsets, TV decoders, network equipment, SIM cards
Personal data breaches	Impact on consumers	• Own activities
Violation of the health and safety of employees and partners	2 Health and safety	• Store management • Call centres • Installation of relay masts and new sites, technical call-outs
Non-compliance with electromagnetic wave exposure limits for mobile sites, and for mobile handsets sold by Bouygues Telecom – for employees, subcontractors, customers and the general public, namely exposure to higher-than-permitted electromagnetic waves emitted by Bouygues Telecom network equipment	2 Health and safety	• Installation of relay masts and new sites, technical call-outs • Products marketed by Bouygues Telecom (handsets, TV decoders)
Impact of activities and service providers on the climate and environment (mainland France)	3.1 Climate change	• Telecoms installations • Network management and engineering • Data centre management
Impact of product purchases on the climate	3.1 Climate change	• Purchases of electrical and electronic equipment: handsets, TV decoders, network equipment, SIM cards
Biodiversity loss and risk of pollution	3.2 Pollution and biodiversity	• Network management and engineering • Installation of relay masts and new sites, technical call-outs • Purchases of electrical and electronic equipment: handsets, TV decoders, network equipment, SIM cards
Product life cycle and waste management under a circular economy approach	3.3 Use of resources and waste management (circular economy)	• Purchases of electrical and electronic equipment: handsets, TV decoders, network equipment, SIM cards • Network management and engineering • Store management • Call centre activities

(a) Tier-one subcontractors included for each purchasing category.

Bouygues Telecom takes specific company-wide actions to mitigate these risks or prevent serious breaches. The company-wide actions lay a foundation and address all gross risks specific to Bouygues Telecom's operations. Specific actions supplement this approach for each of these risks (see "Risks and specific actions" below).

Company-wide actions

Own activities
Documentary database • The Ethics Guide sets out the ethical principles to be followed and provides concrete examples of appropriate behaviour; • Since 2008, annual EcoVadis assessment of the company's CSR performance. In 2023, Bouygues Telecom scored 77/100.
Training and awareness-raising • Ethics training (e-learning) designed and provided by the Legal department's Compliance division on a range of topics (business ethics, anti-corruption, compliance with competition law, etc.); • Awareness-raising for employees on the duty of care using internal communications tools (video on the duty of care in the April 2023 edition of the *Bmag* in-house magazine).
Purchasing categories
Documentary database • Ethical issues included in internal documents, such as the General Purchasing Procedure (reference to the set of ethics policies to be followed: Code of Ethics, compliance programmes, Ethics Guide, etc.) and the General Data Security Policy; • Environmental and CSR issues included in the purchasing policy and in contracts with subcontractors and suppliers: ▪ the Group's CSR Charter for Suppliers and Subcontractors is appended to standard contracts; ▪ environmental and CSR issues incorporated into call for tenders specifications; ▪ CSR clause included in standard contracts; ▪ audit clause, requiring audits addressing CSR issues, included in standard contracts.
Assessment of suppliers and subcontractors Bouygues Telecom uses around 2,100 active suppliers (at 31 December 2023) to perform services (network installation, works, FTTH connections, intellectual and technical services, customer relations, telemarketing, transport, logistics, after-sales service, network equipment recycling, customer equipment recycling) and manufacture products (TV decoders, SIM cards, telecoms equipment, handsets and accessories). Bouygues Telecom’s Purchasing department has set up various tools in response to issues involving human rights and fundamental freedoms, health and safety, and the environment[a]: • initial on-site CSR audits of suppliers most exposed to risk based on the CSR risk mapping, by category of purchases identified with the Bouygues Telecom brand. In particular, the aim is to verify that the working conditions of suppliers' employees who manufacture products are in compliance with ILO conventions. Since 2015, Bouygues Telecom has performed 121 on-site audits, including 15 in 2023; • annual campaign of documentary CSR audits (by EcoVadis) of eligible suppliers based on the CSR risk mapping, by purchasing category, i.e. over 100 eligible suppliers; • member of JAC[b] since 2022, a non-profit body of telecoms operators that aims to verify, assess and drive forward the implementation of CSR by their main suppliers. Shared on-site CSR audits arranged by the JAC: 17 audits performed in 2023, including six by Bouygues Telecom; • systematic documentary CSR audits (by EcoVadis) of suppliers bidding for tenders in medium- and high-risk purchasing categories[a].
Remedial and remediation measures • If an initial on-site CSR audit discovers any non-compliance, suppliers are requested to prepare an action plan, the implementation of which is systematically checked; • If on-site audits discover recurring non-compliance, specific meetings are held with the relevant suppliers; • In the event the documentary audit score is below 45, a meeting is held with the supplier, an action plan is requested, and a reassessment is scheduled for the anniversary date of the previous assessment.

(a) See also Chapter 3, section 3.4.5.
(b) Joint alliance for CSR.

Risks and specific actions

Violation of the human rights and health and safety of suppliers, service providers and subcontractors

Description of gross risk

- Child labour, forced labour;
- Remuneration not in compliance with local laws;
- Disciplinary practices;
- Excessive working hours, non-compliance with required leave;
- Failure to respect freedom of association;
- Workplace accidents

Gross risk factors

- Complex value chain with lower-tier suppliers and use of subcontractors and/or temporary workers;
- Sectors subject to workload peaks, which may increase the risk of undeclared and illegal labour.

Prevention and mitigation measures
Training and awareness-raising • Training in "Responsible purchasing essentials" provided to buyers during the induction course for new employees; • CSR e-learning module offered by EcoVadis when Bouygues Telecom requests suppliers to complete an EcoVadis self-assessment; • Participation in the JAC working group on human rights.
Prevention measures • Documentary and on-site CSR audits of suppliers (see "Company-wide actions" above); • In 2022, letter sent to 15 Bouygues Telecom suppliers inquiring about the working conditions of Uyghurs in the Xinjiang region of China following a report published by the Australian Strategic Policy Institute that mentioned some of its suppliers.

Violation of human rights and health and safety related to the sourcing of conflict minerals used to manufacture electrical and electronic equipment

Description of gross risk:

- Use of forced labour or illegal child labour by armed groups for the extraction of minerals;
- Workplace accidents;
- Rights of local communities and indigenous peoples.

Gross risk factors

- Extraction of minerals in unstable regions, in countries with weak human rights laws, regulatory authorities and countervailing powers;
- Complex supply chain with multiple lower-tier suppliers, making it difficult to trace the origin of raw materials and the conditions under which they were obtained;
- Use of vulnerable workers to mine raw materials.

Prevention and mitigation measures
Documentary database • Questions to suppliers about conflict minerals systematically included in the specifications of calls for tender for electrical and electronic equipment.
Training and awareness-raising • Training in "Responsible purchasing essentials" provided to buyers during the induction course for new employees; • CSR e-learning module offered by EcoVadis when Bouygues Telecom requests suppliers to complete an EcoVadis self-assessment.
Prevention measures • In 2022, a questionnaire on conflict minerals was sent to the 18 main suppliers of electrical and electronic equipment (update of the study conducted in 2020)[a].

(a) See also Chapter 3, section 3.4.5.

Personal data breaches

Description of gross risk

- Non-compliance with the personal data protection regulations
- Security weaknesses: data leak, security breach (confidentiality, integrity, availability)

Gross risk factors

- Error in recording the data subject's choices (objections, consents);
- Technical failures: hardware failures, configuration errors and technical problems;

Prevention and mitigation measures
Documentary database
• Internal data governance strengthened by revamping the internal network of Data Protection Officers (DPO) and tighter coordination of this network (regular meetings between each DPO and a member of the data protection unit, plenary meetings held quarterly); and • DPO appointed in certain subsidiaries (KEYYO, Oncloud).
Training and awareness-raising
• GDPR training during the induction days for new employees and trainees; • Online GDPR training for all new Bouygues Telecom employees; • Training provided to Bouygues Telecom's DPOs; • Individual training provided to BTBD's DPOs; • Cybersecurity events held at KEYYO: training on cyber risks for new employees, training on security by design in developments, information letters for different groups (new employees, developers, etc.); and • Redesign of the data protection intranet, which provides information on the personal data protection processes in place within the company and is accessible to all employees.
Prevention measures
• Documentary audits of call centres; • Review of the process for consulting the data protection unit in the event of new processing or changes to existing processing; • DPO network provided with checklists of points to be verified before certain processing operations (checklist to be completed before placing cookies or using artificial intelligence, etc.); and • Cybersecurity package for new employees updated with a three-step "GDPR essentials" guide: "declare, secure, inform".
Remedial and remediation measures
• Continuous improvement process consisting of action plans and feedback in the event of incidents or customer complaints.

Violation of the health and safety of employees and partners

Description of gross risk

- Violation of the safety of people working in stores: risk of external violence towards employees and customers (hold-up, physical aggression, protest)
- Health of call centre customer advisors endangered due to verbal abuse;
- Threats to the safety of people who install new relay masts, set up new sites, and operate technical sites (verbal abuse, physical attacks);
- Risk of accidents (falls from height, traffic risks) for technicians during technical field work (installation relay masts or fibre cables).

Gross risk factors

- Increase in rude behaviour by external persons;
- A telecoms service is considered essential to everyday life, which generates tensions in the event of disruptions.

Prevention and mitigation measures
Documentary database
• Signature of cooperation charters between the judicial authorities and Bouygues Telecom to improve the legal response.
Training and awareness-raising
• Annual awareness-raising actions held for staff during a Quality of Life and Working Conditions Week and a Prevention Week. • Threats to the safety of people working in stores (risk of external violence towards employees and customers, e.g. hold-ups, physical assaults, demonstrations): ▪ mandatory on-line prevention and safety training for in-store staff; and ▪ in-person training on managing aggressive behaviour for all in-store staff; ▪ awareness-raising for customers on respect and rude behaviour. • Regarding the increase in external rude behaviour (by customers and prospective customers), which impacts the health of call centre advisors: ▪ since 2022, dedicated training plan for call centre staff implemented in response to the increase in rude behaviour by customers and conflict situations involving customers; ▪ 100% of customer advisors and team managers had completed the training by the end of 2023. • Regarding threats to the safety of people (verbal abuse, physical attacks) who install new relay masts, set up new sites, and operate technical sites: ▪ awareness-raising for technicians and training for employees who work at telecoms sites in prevention and first aid and in using and checking personal protective equipment. • More generally, Bouygues Telecom provides all its employees with: ▪ health and safety documents on the health risk prevention intranet; ▪ health and safety e-learning modules that are mandatory for all employees.
Prevention measures
• General health and safety process: ▪ psychosocial risk and work-setting experience factors assessed using the OMBES[a] process. When the results are presented, the company implements action plans for a particular business line or establishment, if necessary; ▪ The Single Risk Assessment Document, which covers the implementation of a prevention plan with subcontractors; performing audits of suppliers, in particular works contractors; and requiring subcontractors to systematically complete forms certifying that temporary workers have received health and safety training. ▪ carrying out periodic occupational health inspections with multidisciplinary occupational health teams; ▪ workloads monitored at the individual and aggregate levels: - at the aggregate level: tools provided to regularly analyse employees' perceptions of their workload, such as employee perception surveys, the results obtained from the OMBES process and analyses by team or department, and the half-yearly workload and quality of life at work interviews; - on an individual level: employees' sense of well-being and assessment of their workload expressed in response to specific questionnaires. Employees discuss this issue regularly with their managers, in particular during periodic interviews. ▪ CSSCT[b] set up in all establishment regardless of location, including if not required by law. • Threats to the safety of people working in stores (risk of external violence towards employees and customers, e.g. hold-ups, physical assaults, demonstrations): ▪ in coordination with the FFT[c], vandalism and attacks on telecom sites and stores monitored; ▪ annual audit of all stores to check that safety systems are working properly; ▪ continued security work on stores, both sales areas and backrooms (CCTV cameras, panic alarm, duress code, security fog system, security cabinets, GPS trackers); ▪ security guards present in stores from time to time according to need. • Regarding the increase in external rude behaviour impacting the health of call centre advisors: ▪ in 2023, individual and group interviews, overseen by an occupational psychologist, were conducted in order to learn about employees' work-setting experiences in this area and gain insights of use for developing future action plans; ▪ study and taking into consideration of psychosocial risk factors that could have an impact on working organisation, working time arrangements, working conditions, communications or subjective factors.

(a) Well-being and Stress Medical Observatory.
(b) Health & Safety and Working Conditions committee.
(c) French Telecoms Federation.

Prevention measures (continued)
• Regarding threats to the safety of people who set up new sites and operate technical sites (verbal abuse, physical attacks): ▪ restrictions on access to telecoms network sites vulnerable to serious attack, particularly during technical call-outs; ▪ roll-out of an operating and legal support guide, drafted in 2021, for use in the event of security threats to employees working at sites; ▪ risk analysis of telecoms sites prior to any large-scale replacement and installation of 5G masts and/or fibre cable; ▪ LWAD[a] set up, which includes a telephone that can be used to quickly alert the emergency services in the event employees working at telecoms sites feel unwell or fall. • Regarding threats to the safety of people (verbal abuse, physical attacks) who install new relay masts, set up new sites, and operate technical sites: ▪ circulation of an internal memo and a practical information sheet for employees performing technical work at sites illustrating how to react and behave (recommendations) at risky sites vulnerable to physical attacks; ▪ operations technicians provided with LWADs that can be used to trigger an emergency call in the event of an attack.
Remedial and remediation measures
• Legal action taken against abusive and threatening customers: ▪ employees encouraged to communicate and report threats to their security, health and safety at sites, and provided with support in doing so; ▪ standby line and hotline (a special team based in Tours) to provide support for in-store customer advisors should a customer become aggressive; reports on calls are used to supplement risk measurement and analysis; ▪ psychological support for staff provided by trained managers and an occupational psychologist who lend a sympathetic ear.

Non-compliance with electromagnetic wave exposure limits for mobile sites, and for mobile handsets sold by Bouygues Telecom – for employees, subcontractors, customers and the general public, namely exposure to higher-than-permitted electromagnetic waves emitted by Bouygues Telecom network equipment

Description of gross risk

- Exposure to higher-than-permitted electromagnetic waves emitted by Bouygues Telecom network equipment;
- Breach of the specific energy absorption rate (SAR) by products sold by Bouygues Telecom.

Gross risk factors

- Roll-out of new technologies (5G, etc.)

Prevention and mitigation measures
Documentary database
• Inter-operator agreement on arrangements and instructions for mast power cuts during work on multi-operator sites signed in December 2023.
Training and awareness-raising
• Employee training on radio frequencies and the use of radio frequency exposure meters (each operations technician is provided with an individual exposure meter); • Educational videos on electromagnetic waves published on Bouygues Telecom's website page on their effects (explanations, opinions of health authorities). • Information for customers on radio waves and health available in shops.
Prevention measures
• Recommendations of French (Anses), European and international (OMS) health authorities followed, developments on radio frequencies and health monitored on a continuous basis by independent experts; • Atypical transmitter spikes (exposure over 6V/m) monitored and analysed; • Regarding radio equipment, compliance with the new regulatory provisions on displaying the exposure levels of mobile phones and handsets; • Verification of compliance with regulatory provisions on electromagnetic wave exposure by the public. • Improved procedures and tools for installation of telecoms sites, site demarcation installed (around relay masts).

(a) Lone Worker Alert Device.

Impact of activities and service providers on the climate and environment (mainland France)

Description of gross risk

- Greenhouse gas emissions from the energy consumption of mobile and landline networks and data centres.

Gross risk factors

- Design of infrastructure and equipment impacting their lifespan, repairability and energy performance in use;
- Choice of energy sources used to operate infrastructure and equipment;
- Energy management for servers and data centres.

Prevention and mitigation measures

Documentary database

- SBTi certification obtained in 2022.
- the main data centre is ISO 50001-certified; the data centre has also signed up to the European Code of Conduct for improved energy efficiency of data centres and main administrative sites; mobile network energy management system enhanced;
- Ecowatt charter of commitments (promoted by RTE and Ademe) signed in September 2022, which included a 10% electricity reduction plan for the winter of 2022-2023, and which was renewed for the winter of 2023-2024.

Training and awareness-raising

- In 2023, a "2 tonnes" awareness-raising workshop was held, an "Energic" environmental challenge was organised, and the "Fresque du Climat" workshop continued to be rolled out, including to certain subsidiaries (BTBD, Alleo, RCBT, OnCloud). Over 2,900 employees have completed the training, including 1,200 in 2023;
- Six-monthly reporting to the Executive Committee, monitoring specific indicators
- Workshops held for specific categories of employees:
  - "Fresque du Numérique" workshop (Information Systems department);
  - monthly breakfast meetings focusing on a sustainable development theme (Purchasing department);
  - talks on digital responsibility (Networks division);
  - writing workshops to create new narratives about the ecological and socially responsible transition (Communications department).
- Green Hackathon hosted for some 60 employees who developed prototype digital solutions incorporating digital sustainability principles or encouraging customers, employees and the Bouygues Telecom IT system to reduce their environmental footprint;
- Moderating consumption and raising awareness of staff and customers about energy efficiency.

Prevention measures

- 100% of electricity used is from renewable energy sources, as certified by "Guarantees of Origin", and a PPA[a] will cover up to 10% of use in 2024[b];
- In the mobile network, consumption monitoring, management and profile awareness tools improved, avenues for improvement identified;
- Roll-out of energy savings features at mobile sites, as well as features to better manage the electricity consumption of certain telecoms installations (turning some of them off at night on the mobile network; nearly 12,300 out of around 15,000 sites have these features);
- In 2023, the *Bat-Adapt* mapping tool, with time projections to 2030, was used to identify and analyse the climate risks of certain Bouygues Telecom buildings, such as shops and data centres;
- Participation in working groups on the impact of digital technology on the ecosystem with the public authorities, Ademe[c], Arcep, and manufacturers of telecoms equipment, TV decoders and mobile phones;
- Participation in the JAC working group on the environment;
- Continuation of the Betterway sustainable mobility package to encourage soft mobility, car pooling and car sharing by Bouygues Telecom employees.

(a) Power Purchase Agreement.
(b) See also Chapter 3, section 3.3.2.
(c) The French environment and energy management agency.

Impact of product purchases on the climate

Description of gross risk

- Greenhouse gas emissions generated by the manufacture and use of electronic products.

Gross risk factors

- Product eco-design and circular economy initiatives: lifespan, repairability, emissions generated by the manufacture of components and energy performance in use;
- Energy performance of manufacturing sites: energy mix of the region in which the site is located;
- Modes of transport used;
- Choice of suppliers.

Risk prevention and mitigation measures
Documentary database
• Environmental clause being added to certain supply contracts[a].
Training and awareness-raising
• Training for buyers: supplier maturity assessment training; life cycle assessment training; awareness-raising workshops (eco-design, circular economy, etc.); "Fresque du Climat" and "2 tonnes" workshops.
Prevention measures
• Introduction of a significantly weighted environmental criterion for selecting suppliers; • Climate strategy meetings held with suppliers of fixed products, telecoms equipment, handsets and services to identify drivers and reduce the environmental impact of those products and services, particularly their carbon footprint; • In December 2022, a letter was sent to 16 key suppliers requesting that they inform Bouygues Telecom of their reduction targets and join the SBTi[b]; • Climate strategy meetings continued with suppliers that contribute the most to the company's environmental impact. The aim is to understand their overall climate approach and identify avenues for limiting the environmental impact, in particular the carbon footprint, of the products and services they supply to Bouygues Telecom; • Focus on climate issues at the 18 business review management meetings held with key partners in 2023, with the Director of Purchasing, buyers and relevant operational managers of Bouygues Telecom's senior management in attendance, as well as their counterparts from the suppliers.

Biodiversity loss and risk of pollution

Description of gross risk

- Risk of water consumption in the manufacture of electrical and electronic equipment;
- Industrial pollution risks in the value chain (particularly in metal-extraction mines);
- Ground surface area occupied by installations and impact of corresponding works.

Gross risk factors

- Complex supply chain making traceability of raw materials and lower manufacturing tiers difficult;
- Purchases in countries with weak environmental protection laws, regulatory authorities and countervailing powers.

Risk prevention and mitigation measures
Training and awareness-raising
• Documentaries from the "Ensemble pour la planète" channel (on biodiversity) broadcast for employees; • "Ensemble pour la planète" channel included in the TV package available on Bbox and B.tv.
Prevention measures
• In 2023, a biodiversity impact assessment was launched by a specialist consultancy to identify our main impacts, dependencies, risks and opportunities; • The Bouygues Telecom corporate foundation provided support for the creation of environmental associations in 2023[b]: ▪ Partnership with Surfrider, which combats plastic pollution of the oceans, and support provided for two of its citizen mobilisation programmes: Initiatives Océanes and Plastic Origins; ▪ Partnership with the Planète Mer association, which works to preserve marine life. Roll-out of BioLit, a community science programme to protect biodiversity; ▪ Support for projects with an environmental and civic engagement emphasis, in connection with its annual call for projects and its Incub'Asso programme. These projects include initiatives to encourage the creation of neighbourhood nurseries and gardens (Pousses Ô Abris) and to combat food and clothing waste (Les Robin.e.s des Bennes).

(a) See also Chapter 3, section 3.4.5.
(b) See also Chapter 3, section 3.4.4.

Product life cycle and waste management under a circular economy approach

Description of gross risk

- Use of non-recyclable materials;
- Non-compliant treatment of WEEE[a] and plastic waste, recyclability of materials;
- Consumption of scarce resources under pressure (rare metals, etc.).

Gross risk factors

- Complex supply chain making traceability of raw materials and lower manufacturing tiers difficult;
- Value chain that includes countries with weak environmental protection laws, regulatory authorities and countervailing powers.

Risk prevention and mitigation measures
Documentary database
• In 2022, Bouygues Telecom made five commitments regarding new branded fixed products: (i) use of at least 90% halogen-free recycled plastic; (ii) improved energy performance between each new generation of products (with equivalent technology); (iii) reduced carbon footprint between each new generation of products (with equivalent technology); (iv) environmental label or certification obtained for all new products; and (v) addition of Braille characters and development of documentation adapted for people with disabilities; • Signature of the Operators' Charter promoting sustainable digital technology that is low-carbon and uses fewer natural resources.
Training and awareness-raising
• Awareness-raising workshop (eco-design, circular economy, etc.) and life cycle assessment training for buyers.
Prevention measures
• Continuation of the "Sustainable Smartphone Solutions" programme (advertised in the press, on TV and on Bouygues Telecom's website) promoting recycling and lifetime extension of products (repair and trade-in incentives, sale of refurbished phones) and the B2B mobile rental service; • Lifetime optimisation approach and end-of-life repurposing of telecoms sites and equipment through a pre-emption policy with a view to reuse (reconditioning) or recycling; use of second-hand equipment for network installation and maintenance; • Continuation of the branded products (Bouygues Telecom TV decoders) eco-design initiative to maximise their lifespan, increase end-of-life repair and recycling, and promote the use of recycled materials[b]; • In practice: Following its eco-designed TV decoder and internet modem in 2022 (modem certified “Green Product Mark” by TÜV Rheinland), Bouygues Telecom continued its initiative in 2023 by marketing a 5G TV decoder designed to be easily refurbished or reused by incorporating reduced environmental impact criteria in the design. Made from 95% recycled plastic, it is halogen-free for improved recycling. Its outer case has been designed to extend its life: it has a scratch-resistant surface and is black, which reduces signs of age; • New TV decoder remote controls are made from plastic recycled from used Bouygues Telecom remotes, with no virgin plastic added, which: ▪ reduces the carbon footprint of each remote control; ▪ provides greater control over the composition of recycled plastic used; ▪ reduces raw material loss during recycling; ▪ optimises collection of used remote controls by reducing the number of intermediate stages; ▪ ensures a more responsible end-of-life recycling of the product. • Procedures rolled out encouraging the reuse of WEEE to the extent possible and, as a last resort, the recycling of its fixed, mobile, consumer and B2B products; • Key suppliers requested to perform life cycle assessments of their products and/or services, set reduction targets and implement the associated eco-design and circular economy action plans; • Critical in-house reviews of life cycle assessments provided in tenders by the most mature suppliers.

(a) Waste electrical and electronic equipment.

(b) See also Chapter 3, sections 3.3.4 and 3.4.5.

Action plans and areas for improvement

Bouygues Telecom launched a consultation of all its stakeholders, both internal (employees and Management Committee) and external (customers, suppliers, public authorities, industry federations, social economy players, schools, etc.). A dual materiality matrix and a new CSR strategy are planned for 2024.

As regards human rights and health and safety risks:

Own activities

- Continue training in managing conflict situations, including rude behaviour, for customer relations and in-store staff.

Subcontractors and suppliers

- Continuation of audits and, if necessary, associated audit plans for new eligible suppliers, as well as for current suppliers identified as exposed to risk following a CSR audit;
- Continuation of assessments and, if necessary, associated action plans for suppliers participating in calls for tenders and required to complete the conflict minerals questionnaire;
- Train purchasers about human rights.

As regards environmental risks:

- Continue the Climate initiative and obtain a software tool;
- Continue actions promoting eco-design and the circular economy;
- Develop a biodiversity action plan;
- Continue to hold meetings and workshops and develop specific tools with key suppliers to help them acquire greater maturity on environmental issues and reduce the carbon footprint of their products and services.

4.3.7 Whistleblowing facility

A whistleblowing facility was introduced in 2006 for Bouygues SA and the Bouygues group's business segments. It is described in the Code of Ethics and is accessible from the Intranet sites of Bouygues SA and the business segments and on the corporate website bouygues.com. The Group's whistleblowing facility covers all situations that might lead to an alert being raised as permitted under French law (in particular, the Sapin 2 law and the law on the duty of vigilance of parent companies referenced above)[a].

The internal procedure for reporting, receiving and processing alerts is described in an appendix to the Code of Ethics. This procedure applies to all Group business segments and entities.

It has been updated several times, in particular in 2022 to take into account the transposition into French law of the European directive on the protection of whistleblowers. This revision was submitted to the staff representative bodies of Bouygues SA and the business segments for consultation.

In addition, an Internal Investigation Charter defines a core set of principles applicable to internal investigations carried out within the Group.

To facilitate and expand the use of the whistleblowing facility, the Group's on-line platform was completely overhauled in 2022. The new platform, which was launched in early 2023 and is used by all business segments, can be accessed at the following website address: https://alertegroupe.bouygues.com/.

For employees who do not have a computer, the site can be accessed simply by scanning the QR code opposite with a smartphone. This facility may be used by all employees (internal, external or occasional workers) and third parties to identify the business segment implicated in the alert and report all unethical or unlawful behaviour. Whistleblowers may submit their alerts anonymously. They may choose to alert the business segment Ethics officer or, if they think that the situation goes beyond the scope of the business segment, they may raise the matter directly with the Group Ethics Officer. The Ethics Officers are bound by a heightened duty of confidentiality. The Ethics Officer to whom alerts are reported will either carry out the personally or appoint individuals specifically trained for this purpose.

The Group has launched communication and awareness-raising initiatives to ensure widespread knowledge of the whistleblowing facility. These actions were continued in 2023: publications in the Group's various social media networks, specific articles in the Group's in-house magazine, procedure covered in various in-house training programmes, specific page on the Group's intranet, etc.

Between December 2022 and December 2023, the Group's business segments received over 430 alerts.

4.3.8 Monitoring the vigilance plan

The Bouygues group has set up an internal control and risk management system, the main aspects of which are described in section 4.4.2 of this document. These principles apply to all the Group's business segments and may be supplemented at business segment level to take into account any specific requirements of each business activity.

This system includes self-assessments at business segment level enabling the operating entities to assess how well certain measures set out in the vigilance plan have been applied. Action plans are then implemented where necessary. Regarding suppliers and subcontractors, the monitoring system covers the results of assessments carried out by EcoVadis, SGS or any other external service provider. They are supplemented as required by the results of audits and controls performed by the business segment in accordance with the provisions of the Bouygues group's CSR Charter for Suppliers and Subcontractors.

In addition, each year the Bouygues group completes the Carbon Disclosure Project (CDP) questionnaire attesting to the robustness of its Climate strategy and year-on-year reductions in its greenhouse gas emissions. Achieving a high recognition level is one of the criteria included in the executive compensation policy. Recognition by an external body (SBTi) that the greenhouse gas emissions reduction targets have been met enables the Group to demonstrate its alignment with the Paris Agreements and monitor trends in its emissions.

(a) See also Chapter 3, section 3.4.1.

4.4 INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES RELATING TO THE PREPARATION AND PROCESSING OF ACCOUNTING AND FINANCIAL INFORMATION

4.4.1 Introduction

Bouygues and its business segments are acutely aware of the importance of internal control and risk management. These processes help give reasonable assurance as to the achievement of the Group's principal objectives.

Risk management has always been an essential part of the Group's corporate culture. It is a key concern of the Group's managers and is based on internal control systems inspired by principles that have been applied across the Group's business segments for many years.

This is especially the case as regards the preparation and processing of accounting and financial information, given that the quality and reliability of the Group's accounting documents and the financial information communicated to investors may be of great importance.

The scope of this report covers the Bouygues group (parent company, Bouygues Construction, Bouygues Immobilier, Colas, TF1, Bouygues Telecom and Equans).

4.4.2 Bouygues group internal control and risk management

The Internal Control and Risk Management Reference Manual of the Bouygues group is based on the reference framework published by the AMF in 2007.

The Manual was first updated in 2010 after the AMF reference framework was revised to accommodate changes in laws and regulations on risk management as well as the AMF Recommendation on audit committees.

It is regularly amended and improved to take account of changes and to reflect feedback from the business segments.

The Reference Manual covers the general principles of internal control and risk management, as well as internal control principles relating to accounting and finance. The main objectives are to:

- define the Group's key internal control principles;
- better identify common best practices across its business segments; and
- develop a consistent approach to major issues affecting the entire Group.

Each business segment has extended this Group approach by developing its own way of dealing with specific aspects of its internal control system. It has contributed to Group guidelines by offering specific principles related to its own business activities, particularly in regard to finance and accounting.

The Reference Manual includes a section on "Risk management principles and methods" that encompasses the key stages of risk management: identification, classification, assessment, prioritisation, processing, reporting and communication.

The business segments use this approach to check, on a regular basis, the degree to which they are applying internal control principles relating to accounting and financial matters.

The accounting and financial internal control self-assessment campaigns conducted within each business segment focus on the risks and challenges identified at both Group and business segment level.

In 2023, each business segment completed the self-assessment of the general principles determined by the Group by adding other issues of their choice to reflect their own perceptions of risk. Examples of accounting and financial issues handled by the business segments included cash management, financing and market operations, guarantees, along with other more general issues addressed by one or other of the business segments (management of major projects, safety, information systems, the fight against corruption and promotion of HR ethics, etc.)

In 2023, during its first financial year as a Bouygues business segment, Equans began to integrate the Group's approach by carrying out self-assessments based on the Group's methods for issues relating to cash management, financing, market operations and guarantees, supplemented by an internal control campaign based on its own legacy reference framework for other identified risks.

4.4.3 Preparation and processing of financial information

One of the key objectives of internal control is the reliability of accounting and financial information. Within the Bouygues group, this is addressed through comprehensive systems and a set of stringent procedures.

Quarter-end close

Each business segment has its own accounting close procedures for its entities, which must dovetail with the Group's consolidation process. Interim financial statements are produced quarterly or monthly and consolidated at Group level.

Accounting consolidation process

At parent company level, a major role of the Group Consolidation and Accounting department is to establish and implement consistent rules and methods for consolidation across the Group as a whole. It also provides support to the business segments in managing their activities on a consolidated basis and prepares the parent company financial statements.

Consolidation is carried out quarterly, using intermediate consolidations. Each business segment consolidates at its own level using identical methods defined by the Group Consolidation and Accounting department, which then carries out the overall consolidation of the Group's financial statements.

Special software is used to consolidate the financial statements at the various levels. Many listed companies use this software. Each of the business segments uses it as part of its step-by-step approach to consolidation. Using consolidation software makes it possible to exercise rigorous control and apply standardised procedures during the preparation of the financial statements.

In addition to the computerised accounting system, the Group Consolidation and Accounting department has produced a consolidation handbook containing the rules and procedures applicable to consolidation throughout the Group for all its entities. This is an important reference tool for preparing the consolidated financial statements. It is accessible to all accounting employees on a dedicated intranet site describing the various principles and options that apply within the Group.

The Group Consolidation and Accounting department also has an educational and co-ordinating role, organising seminars and distributing circulars to make sure the business segments are kept up to date on accounting rules and methods. Special emphasis is placed on the interpretation of, and developments in, international financial reporting standards. This in turn helps to lock in consistency in the way financial statements are prepared.

4.4.4 Management control - Reporting

The management control system is organised such that no Group company falls outside the management control process. Any company not subject to control at business segment level is controlled by the parent company.

The principles governing operational relations between the parent company and the business segments have been summarised in a document drawn up by the Group Strategy, Development and Financial Control department and regularly updated. This document serves as a guideline for all the business segments.

The parent company systematically controls subsidiaries' financial management through an annual plan (including updates) and sets of monthly indicators. The indicators are sent directly to the Group's senior management and centralised by the Group Strategy, Development and Financial Control department.

The management cycle and control/reporting procedures provide a regular flow of information and dialogue between the parent company and the business segments. Plans can be adjusted, and the parent company is always able to exercise control over how the subsidiaries are being managed and intervene at an early stage in strategic decision-making.

4.4.5 Investor relations

At Bouygues SA level, the Group Investor Relations department handles financial communication (relations with investors and financial analysts), in conjunction with senior management, providing the markets with the information they need and always remaining attentive to investors' and analysts' comments.

Great care is taken in preparing press releases, the half-year report, the Universal Registration Document and, since 2018, the annual Integrated Report, which (along with presentations for financial analysts and investors) the Group regards as major components of its financial communication.

Various departments are involved in the process of preparing all these documents, including Finance, Sustainable Development & QSE, Corporate Communications and Legal Affairs. They are approved by senior management and/or audited by the statutory auditors. The quarterly press releases are approved by the Audit Committee and the Board of Directors.

Procedures are in place to ensure that employees are aware of insider dealing regulations and blackout periods.

TF1 handles its own investor relations.

4.4.6 Key players in control

In addition to the essential role played by the departments mentioned in sections 4.4.3, 4.4.4 and 4.4.5 above, many other players are involved in the internal control and risk management process as regards accounting and financial matters.

Senior management

Senior management teams are responsible for overseeing the internal control system as a whole, defining strategic priorities, and ensuring that internal control and risk management procedures are designed and implemented in a manner appropriate to each company's development. Bouygues SA senior management in particular plays an important role in financial communication.

Audit Committees

The Bouygues SA Audit Committee and its remit are described in the "Corporate governance" section of this report (see paragraph 2.3.5.1). Each business segment's Board of Directors has an Audit Committee with similar responsibilities to those of the Bouygues SA Audit Committee.

In addition to their role relating to elective accounting treatments and examining the financial statements, their remit also includes monitoring the effectiveness of internal control and risk management systems. The business segment Audit Committees review the programmes and findings of internal audits as well as the risk mapping exercises. Consequently, the Audit Committees are a key component in the internal control and risk management mechanism.

Risks, Internal Control and Audit departments

The parent company has a Group Risks, Internal Control and Audit department, which plays a major role in developing the Group's internal control policy and has specific responsibility for:

- directing the Group's Risks, Internal Control and Audit functions; and
- coordinating the business segments' internal control, risk management and audit activities.

The Group Internal Audit Charter states that the main role of internal audit is to provide senior management with reasonable assurance that organisational principles and internal control and risk management systems are reliable and effective. In fulfilling that role, Internal Audit evaluates the integrity, reliability, completeness, traceability and protection of accounting, financial and management information.

Each business segment (except for Bouygues Immobilier where internal audit is handled by the Bouygues SA Audit department) has its own Audit department. Their duties are defined by the business segments' senior management, supervised by the Audit Committee, within the framework defined above.

The business segments have also arrangements in place within operational teams for coordinating internal control, specifically procedures for inputting data into accounting and financial systems and the associated controls.

Group Treasury and Finance Department

The Group Treasury and Finance Department at the parent company defines and ensures application of the management principles at Group-wide level. Its role is both to direct and to coordinate.

These rules cover the cash pooling vehicles Bouygues Relais and Uniservice, which are managed at parent company level, and cash pools operated by the six business segments. They also apply to financing arrangements for their subsidiaries.

Key management rules relate to issues such as internal security (counter-signature for payments, etc.); external security (secure cheques, payment by promissory note, etc.); liquidity (confirmed credit facilities, investment of surplus cash, etc.); counterparty quality; legal literature for credit agreements; and assessments of any hedging of interest rate risk and foreign exchange risk.

Statutory auditors

In connection with their statutory audit engagement, the auditors perform four reviews a year (three of which are limited reviews, for the first-quarter, second-half and third-quarter financial statements). They present a summary of their work to the Audit Committees (of the parent company, and of the lead company of each of the business segments).

4.4.7 Oversight

Internal control systems must themselves be subject to control by means of periodic assessments and should also be subject to a constant process of improvement.

Audit departments at parent company and business segment level assess the effectiveness of internal control as part of their core mission and are actively involved in this improvement process.

The key concern is always to develop and implement action plans whose primary objective is to help the Group exercise better control over its operations, and especially to provide ever more reliable accounting and financial information.

4.5 INSURANCE – RISK COVERAGE

4.5.1 Organisation and policy

The insurance policy is handled by separate insurance departments, in each of the Bouygues group's business segments, with a significant degree of autonomy. A Group Risks and Insurance department provides leadership and coordination to the Group's Insurance function.

Policies are usually contracted by the insurance departments at business segment level, reflecting the great diversity of risks to which each business segment is exposed. Some insurance programmes that are less sensitive to the specific needs of individual businesses are centralised in the interest of cost-effectiveness.

The Group and its business segments operate a loss prevention policy, developing new measures to:

- further reduce the probability of accidents and claims;
- and their impact.

This policy also reduces the overall cost of risk, improving the Group's position when negotiating premiums and cover with its insurers.

A high proportion of the Group's policies are compulsory, for example third-party motor insurance and (for buildings in France) cover such as ten-year latent defect insurance, reflecting the importance of construction activities in the business mix. These policies amount to 70% of the insurance budget of the business segment most exposed to those risks.

Over and above compulsory insurance, Group policy is to transfer significant risks to the insurance market by establishing stable relationships with leading insurers, and to negotiate policies on the best possible terms as regards cover and cost. Insurers are selected using key criteria such as financial security, technical expertise and administrative efficiency. The main programmes are placed via specialist insurance brokers with leading insurers such as AGCS, Allianz, AxaXL, BHSI, Chubb, Covéa, Generali, HDI, Liberty Mutual, MSIG, SMABTP and Zurich.

Worst-case scenarios are used in determining the level of cover required, subject to restrictions imposed by insurance market capacity and the cost of cover.

Deductibles on these policies are set at entity level to ensure an optimum trade-off between:

- the probability of accidents and claims, and
- the premium reductions that can be obtained from insurers by increasing the deductible.

On this basis, some risks are insured with no deductible, while others are subject to a higher deductible of up to €2 million for some property insurance claims.

Total premiums paid to property and casualty insurance companies vary depending on the insurance contracts bought for specific large-scale projects. However, this amount represents less than 1% of the Group's total sales.

The Bouygues group owns a captive reinsurance company, Challenger Réassurance, which may be involved in some of the risks to which the Group is exposed. This company is governed by Luxembourg law and is supervised by the Luxembourg insurance regulator.

4.5.2 Core insurance programmes

To prevent certain information being used to the detriment of Bouygues and its shareholders, especially in legal disputes, the amount of premiums and terms of cover are kept strictly confidential, especially in the case of liability insurance.

- **Construction contractor insurance**: cover is generally equal to contract value. Exceptionally, cover for some geographically dispersed projects may be limited to the cost of repairing damage incurred in a worst-case scenario. The scenario used depends on:
  - the type of project (e.g. motorway, viaduct or tunnel); and
  - its geographical location, so as to build in the risk of damage from natural disasters such as seismic activity and hurricanes.

  In some cases, the amount of cover may be limited by the total capacity available in the world insurance market, for example in the case of damage caused by tunnelling activity or by natural events abroad.
- **Liability insurance**: These policies provide cover against loss or injury to third parties for which Group companies may be liable. Because Group companies vary greatly in size and in the nature of their activities, cover is tailored to the risk exposure

  The Group considers that its current policies are suitably matched to its risk exposure profile, taking account of what is available on insurance markets in terms of capacity, cover and terms. The insurance policies described are subject to market constraints, and hence may contain exclusions and/or limitations; they may be subject to change in response to market conditions or to changes in the risks to which the Group is exposed.
- **Property insurance**: cover is generally set on the basis of property value; where this is impossible, cover is set at a level corresponding to the worst-case scenario subject to market constraints.

  Generally, when damage to insured assets could lead to a business interruption, insurance is taken out to cover the financial consequences, such as operating losses and/or additional costs. The amount of cover depends on the expected downtime at the damaged site according to the chosen worst-case scenario and on the recovery plans in place.

5

INFORMATION ON THE COMPANY

5.1 LEGAL INFORMATION

5.1.1 General information

Company name	Bouygues SA
Registered office social	32 avenue Hoche, 75008 Paris, France
Telephone	+33 (0)1 44 20 10 00
Registration No.	572 015 246 Paris
APE code	7010Z
Legal Entity Identifier (LEI)	969500MOCLNQFNZN0D63
Form	*Société Anonyme* (public limited company)
Date of incorporation	15 October 1956
Expiration date	14 October 2089
Financial year	1 January to 31 December
Governing law	Company incorporated under French law
Website	www.bouygues.com NB: The information provided on the website is not part of the Universal Registration Document, except where such information is incorporated in the prospectus by reference.

5.1.2 Articles of association

5.1.2.1 Purpose

(Article 2 of the articles of association)

The purpose of the company is, in all countries:

- to acquire, directly or indirectly, interests or holdings in French or foreign companies or groupings, whatever their purpose or business, and to manage and dispose of such interests or holdings;
- to form, acquire, operate and dispose of French or foreign undertakings, in any field of business, whether industrial, commercial or financial, including in particular in the fields of construction (building, civil works, roads, property) and services (public utilities management, media, telecommunications); and
- more generally, to carry out industrial, commercial, financial, mining and agricultural operations or transactions and operations or transactions involving movable or real property relating directly or indirectly to the above purpose or to all similar or related purposes that may enable or facilitate the attainment or development thereof.

5.1.2.2 Appropriation of earnings

(Article 24 of the articles of association)

At least 5% of the net profit for the financial year, minus any prior-year losses, is appropriated to constitute the legal reserve. Such appropriation ceases to be mandatory once the legal reserve reaches an amount equal to one-tenth of the share capital.

After appropriations to other reserves and retained earnings as decided by the general meeting of shareholders, the balance of distributable earnings is divided between the shareholders.

5.1.2.3 Financial and voting rights attached to shares

(Articles 10 and 12 of the articles of association)

Each share is entitled to the pecuniary and non-pecuniary rights stipulated by law and specified in the articles of association. In particular, Article 10 of the articles of association states that each share entitles the holder to a share in the corporate assets and in the distribution of profits proportionate to the interest in the capital that it represents. Article 12 of the articles of association states that unless otherwise stipulated by law, and except in the case of double voting rights as stipulated below, each shareholder has as many voting rights and may cast as many votes in general meetings as the number of shares he or she holds.

5.1.2.4 Double voting rights

(Article 12 of the articles of association)

Double voting rights have existed at Bouygues since 1 January 1972, based on a measure introduced into the articles of association by a general meeting on 31 December 1969. Such rights are now provided for by Articles L. 225-123 and L. 22-10-46 of the Commercial Code.

Double voting rights are granted to all fully paid-up shares proved to have been registered in the name of the same holder for at least two years.

If the share capital is increased by incorporation of reserves, earnings or share premium, double voting rights are granted upon issue to registered shares allotted free of charge in respect of existing shares that already carry double voting rights.

Double voting rights attached to registered shares will be lost if those shares are converted into bearer shares or if title to them is transferred, unless they are transferred from one registered shareholder to another through inheritance or a gift between family members.

Double voting rights may only be abolished by a decision taken at an extraordinary general meeting and ratified by a special meeting of holders of those rights (Article L. 225-99 of the Commercial Code).

5.1.2.5 Disclosure thresholds

(Article 8.2 of the articles of association)

Natural person or legal entities, acting alone or in concert, that obtain ownership or control, directly or indirectly, of at least 1% of the share capital or voting rights are required to inform the company that they have reached or crossed that threshold, indicating the total number of (i) shares, (ii) voting rights and (iii) securities giving access to the company's capital that they own, with the caveat that the equivalences and calculation methods specified by Article L. 233-9 of the Commercial Code must be applied. Such disclosure must be made by registered letter with acknowledgement of receipt sent to the registered office within fifteen days following completion of the transaction (whether on or off exchange) regardless of when or whether the securities have been delivered.

Such disclosure must be repeated whenever a shareholder passes above or below the 1% threshold or any threshold that is a multiple of 1%.

If disclosure is not made on the terms set forth above, the shares exceeding the disclosure threshold are stripped of voting rights on the conditions stipulated by law if a request to that effect is made at a general meeting by one or more shareholders holding at least 5% of the company's share capital or voting rights.

5.1.3 Shareholder agreements entered into by Bouygues

5.1.3.1 Bouygues Telecom

The Bouygues Telecom shareholder agreement binds Bouygues SA, SFPG (a subsidiary of Bouygues SA) and JCDecaux Holding.

The material provisions of this shareholder agreement are the following: a reciprocal pre-emptive right; prohibition, without the prior agreement of the other shareholders, on disposals of securities to a telecoms operator providing services to the public; and an undertaking by each party not to acquire a stake in the capital of any rival telecoms operator.

5.1.3.2 Alstom

As at 31 December 2023, Bouygues' equity interest in Alstom remained unchanged at 0.15%.

5.1.4 Payment terms

In accordance with Article D. 441-4 of the Commercial Code, Bouygues (parent company) is disclosing below information about supplier payment terms (trade payables) and customer payment terms (trade receivables).

5.1.4.1 Analysis of trade payables (€)

	Not past due	0 days	Article D. 441 I.-1°: Invoices received and due for payment that remain unpaid at the end of the reporting period 1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)
(A) Ageing profile of payment arrears							
Cumulative number of invoices involved	276		Not applicable				18
Cumulative amount of invoices involved (incl. VAT) (€)	14,549,313		156,543	1,140	10,675		168,358
Percentage of total amount of invoices (incl. VAT) received in the year	11.32%		0.12%	0.00%	0.01%		0.13%
(B) Invoices excluded from (A) because they are disputed or not recognised in the accounts							
Number of invoices excluded			20				
Total amount of invoices excluded (€)			30,519				
(C) Benchmark payment terms used (contractual or statutory – Article L. 441-6 or Article L. 443-1 of the Commercial Code)							
Payment terms used to determine arrears		X	Contractual term				
		X	Statutory terms: 30 days from invoice date				

5.1.4.2 Analysis of trade receivables (€)

	Not past due	0 days	Article D. 441 I.-2°: Invoices issued and due for payment that remain unpaid at the end of the reporting period 1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)
(A) Ageing profile of payment arrears							
Cumulative number of invoices involved	92	8	Not applicable				2
Cumulative amount of invoices involved (incl. VAT) (€)	14,374,271	504,420	4,761	23,364			28,125
Percentage of total amount of invoices (incl. VAT) issued in the year	11.38%	0.40%	0.00%	0.02%			0.02%
(B) Invoices excluded from (A) because they are disputed or not recognised in the accounts							
Number of invoices excluded							
Total amount of invoices excluded (€)							
(C) Benchmark payment terms used (contractual or statutory – Article L. 441-6 or Article L. 443-1 of the Commercial Code)							
Payment terms used to determine arrears		X	Contractual term				
		X	Statutory terms: 30 days from invoice date				

5.1.5 Publicly available documents

During the period of validity of the 2023 Universal Registration Document, the following documents may be viewed at the registered office of Bouygues and/or online at the bouygues.com website, under Group (Corporate governance), Investors (Regulated information) and Publications (Documents).

- the most recently updated version of the articles of association; and
- all reports, letters and other documents, evaluations and attestations prepared by the statutory auditors or any other expert at the company's request, some of which are included or referred to in the Universal Registration Document.

5.2 SHARE CAPITAL

5.2.1 General information

5.2.1.1 Amount of share capital

Share capital at 31 December 2022	€374,486,777 composed of 374,486,777 shares with a par value of €1 each
Number of voting rights [a] at 31 December 2022	495,163,358
Issue of new shares from 1 January to 31 December 2023	6,845,564 new shares reserved for employees (Bouygues Confiance n°12)
	940,956 new shares issued on exercise of stock options
Share capital at 31 December 2023	€382,273,297 composed of 382,273,297 shares with a par value of €1 each
Number of voting rights [a] at 31 December2023	496,244,782

(a) Including shares stripped of voting rights, in accordance with the calculation methods set out in Article 223-11 of the AMF General Regulation.

5.2.1.2 Changes in the share capital over the last five years

All amounts in the following table are in euros.

		Amount of changes in share capital		
Dates	**Capital increases/reductions over the last 5 years**	**Nominal**	**Share premium and capitalisation of reserves**	**Amount of share capital**
1 January to 19 February 2019	Exercise of stock options for 3,000 shares	3,000	60,043	372,380,939
20 February 2019	Cancellation of 869,832 treasury shares	(869,832)	(31,061,527)	371,511,107
20 February to 8 October 2019	Exercise of stock options for 1,060,870 shares	1,060,870	24,248,771	372,571,977
20 December 2019	Subscription of 6,031,363 shares by the Bouygues Confiance n°11 employee share ownership fund	6,031,363	143,968,635	378,603,340
9 October to 31 December 2019	Exercise of stock options for 1,224,780 shares	1,224,780	30,269,442	379,828,120
1 January to 3 September 2020	Exercise of stock options for 594,713 shares	594,713	13,127,366	380,422,833
4 September to 31 December 2020	Exercise of stock options for 337,009 shares	337,009	8,041,915	380,759,842
1 January to 31 December 2021	Exercise of stock options for 1,744,953 shares	1,744,953	51,248,773	382,504,795
1 January to 15 November 2022	Exercise of stock options for 25,480 shares	25,480	716,876	382,530,275
16 November 2022	Cancellation of 8,045,000 treasury shares	(8,045,000)	(249,868,033)	374,485,275
17 November to 31 December 2022	Exercise of stock options for 1,502 shares	1,502	42,056	374,486,777
27 June 2023	Subscription of 6,845,564 shares by the Bouygues Confiance n° 12 employee share ownership fund	6,845,564	143,154,434	381,332,341
1 January to 30 June 2023	Exercise of stock options for 3,800 shares	3,800	107,471	381,336,141
1 July to 31 December 2023	Exercise of stock options for 937,156 shares	937,156	27,845,080	382,273,297

5.2.2 Employee share ownership

5.2.2.1 Board of Directors' supplementary report on the capital increase reserved for employees and corporate officers of French companies who are members of the Bouygues group savings scheme (Article R. 225-116 of the Commercial Code)

To the shareholders,

This supplementary report is drafted pursuant to Article R. 225-116 of the Commercial Code.

Under the twenty-sixth resolution approved by the Combined Annual General Meeting of 28 April 2022, you delegated to the Board of Directors, with the option of sub-delegation within the limits provided by law, for a period of twenty-six months, the power:

- to carry out one or more capital increases of up to 5% of the company's share capital on the day of the Board of Directors' decision;
- with subscriptions for the shares thereby issued being reserved for employees and corporate officers of Bouygues and of related French or foreign companies who are members of a company, Group or inter-company savings scheme.

Using the powers thus granted by the Annual General Meeting, the Board of Directors at its meeting of 22 February 2023, approved the principle of a capital increase to the beneficiaries set out above and approved the principal characteristics of the transaction:

- five-year lock-up period;
- the number of Bouygues shares that may be issued as part of the capital increase may not exceed a total of €150,000,000 (one hundred and fifty million euros);
- in accordance with the provisions of the Labour Code, the subscription price offered to employees may not be above the average of the opening quoted prices for the Bouygues share during the twenty trading days preceding the date of the decision setting the opening date of the subscription period (hereinafter the "Reference Price"). The discount applied is capped at 30%.

The Board of Directors granted the necessary powers to Pascal Grangé (Deputy Chief Executive Officer) to carry out the capital increase, in particular to set the subscription price of the shares to be issued and the dates of the subscription period.

Under the powers thus granted, Pascal Grangé decided on 13 April 2023 to carry out a capital increase on the terms and conditions decided by the Board of Directors at its meeting of 22 February 2023, for a maximum amount of €149,999,998.37 as follows:

- €6,845,564 through the issue of 6,845,564 new shares with a par value of €1 each;
- €143,154,434.37 corresponding to the share premium.

Pursuant to Article L. 3332-19 of the Labour Code, he set the opening date of the subscription period and determined the Reference Price, with a maximum discount of 30%.

Description of the plan

The plan will be implemented via a leveraged employee share ownership fund specifically created for the purpose, the rules of which were approved by the Autorité des Marchés Financiers (AMF) on 29 July 2022. This fund, called FCPE Bouygues Confiance n°12 (hereinafter the FCPE), is reserved for employees and corporate officers of Bouygues and of French companies who are members of the Bouygues group savings scheme, provided they have at least three months' length of service as of 30 June 2023. The funds collected must be invested in Bouygues shares.

The plan involves a capital increase of up to €150 million (inclusive of share premium). It is a leveraged plan whereby each beneficiary's personal contribution will be topped up thanks to an exchange transaction between the FCPE and the bank, with the bank's top-up contribution representing nine times the amount of the beneficiary's personal contribution.

When the beneficiaries withdraw from the FCPE they will receive, for all of the shares acquired with their personal contribution and the bank's top-up contribution, a percentage of the amount corresponding to the positive difference between the average share value calculated over a five-year period (or to the date of early release from the lock-up period) and the Reference Price. That percentage was set at 247%.

The plan involves limited risk because the beneficiaries are guaranteed to recover their personal contribution regardless of any change in the Bouygues share price.

In his decision of 13 April 2023, Pascal Grangé:

- having noted that the Reference Price was €31.302, set the subscription price at €21.912, corresponding to the Reference Price less a discount of 30%;
- set 26 May 2023 as the opening date for the subscription period and 12 June 2023 as the closing date;
- decided that the beneficiaries should pay their subscriptions in one instalment, and no later than 27 June 2023. However, site workers and technical, supervisory and clerical staff will be able to spread their payment over a period of up to six months, with the cash advance being made by the member companies concerned;
- set 27 June 2023 as the date on which the FCPE is to subscribe to the capital increase.
- decided that subscriptions to the FCPE will be fully paid up on 27 June 2023;
- noted that the maximum number of new shares that may be created based on the authorised capital increase and the subscription price would be 6,845,564, or 1.83% of the share capital as of 13 April 2023. This complies with the resolution passed at the Combined Annual General Meeting of 28 April 2022, which stipulated that the maximum number of shares offered may not exceed 5% of the share capital.
- reserved the right to postpone the capital increase in the event of unfavourable market conditions.

The shares subscribed through the FCPE will rank for dividend from 1 January 2023, and the new shares will be fungible with the existing shares.

Impact of the issue on the position of existing shareholders

The impact of the issue of up to 6,845,564 new shares on a shareholder who held a 1% interest in the capital of Bouygues as of 13 April 2023 and does not subscribe to the capital increase would be as follows:

Percentage interest	
Before the issue	1%
After the issue of a maximum of 6,845,564 new shares	0.98%

The impact of this issue on the interest in the shareholders' equity of Bouygues SA (based on parent company financial statements as of 31 December 2022) of a shareholder who holds one Bouygues share and does not subscribe to the capital increase would be as follows:

Interest in shareholders' equity of Bouygues SA as of 31 December 2022 (€)	
Before the issue	16.65
After the issue of a maximum of 6,845,564 new shares	16.34

Finally, the impact of this issue on the interest in consolidated shareholders' equity attributable to the Group (based on the consolidated financial statements as of 31 December 2022) of a shareholder who holds one Bouygues share and does not subscribe to the capital increase would be as follows:

Interest in consolidated shareholders' equity attributable to the Group as of 31 December 2022 (€)	
Before the issue	32.61
After the issue of a maximum of 6,845,564 new shares	32.01

Theoretical impact of the issue on the stock market value of Bouygues shares

The theoretical impact of the issue of 6,845,564 shares at the issue price on the stock market value of Bouygues shares is as follows:

- Share price prior to the capital increase = average of the opening quoted prices for the Bouygues share during the twenty trading days preceding the date of the decision setting the opening date of the subscription period (the "Reference Price"). The Reference Price stands at €31.302.
- Theoretical share price after the capital increase = ((average of the opening price for the Bouygues share during the twenty trading days preceding the setting of the issue price x number of shares prior to the capital increase) + (issue price x number of new shares)) / (number of shares prior to the capital increase + number of new shares).

The issue price of the reserved capital increase is set at €21.912.

Based on these assumptions, the theoretical stock market value of Bouygues shares after the reserved capital increase is €31.13.

Note that this theoretical approach is provided purely as guidance and is not a prediction of future share price performance.

In accordance with Article R. 225-116 of the Commercial Code, this report will be made available to shareholders at the company's registered office and will be brought to the attention of shareholders at the next Annual General Meeting.

15 May 2023

Board of Directors

5.2.2.2 Auditors’ supplementary report on the capital increase, without pre-emptive rights for existing shareholders, reserved for employees and corporate officers of French companies who are members of the Group savings scheme

To the shareholders,

In our capacity as statutory auditors of your company and as required under Article R. 225-116 of the Commercial Code, we hereby present a supplementary report to our report of 3 March 2022 on the capital increase, without pre-emptive rights for existing shareholders, reserved for employees and corporate officers of Bouygues and of related French or foreign companies within the meaning of applicable law, who are members of a company, Group or inter-company savings scheme, as authorised by the twenty-sixth resolution of the Annual General Meeting of 28 April 2022.

This capital increase was submitted for the approval of shareholders in accordance with the provisions of Article L. 225-129-6 of the Commercial Code and Articles L. 3332-18 et seq of the Labour Code.

That meeting delegated to the Board of Directors, with the option of sub-delegation to the Chief Executive Officer or, with his approval, to one or more of the Deputy Chief Executive Officers, powers to carry out such a capital increase within a period of twenty-six months and for up to 5% of the share capital as at the date of the Board’s decision.

At its meeting of 22 February 2023, the Board of Directors used that delegation to approve in principle a capital increase of a maximum amount of €150,000,000 (inclusive of share premium) via a leveraged employee share ownership fund (FCPE) known as Bouygues Confiance n°12 specially created for this purpose, and granted full powers to Oliver Roussat (Chief Executive Officer) and Pascal Grangé (Deputy Chief Executive Officer), acting together or separately, to implement the capital increase.

On 13 April 2023, Pascal Grangé (Deputy Chief Executive Officer) decided to use that sub-delegation to carry out a capital increase of a maximum amount of €149,999,998.37 (inclusive of share premium) via the FCPE. That capital increase – reserved for employees and corporate officers of Bouygues and of French companies who are members of the Bouygues group savings scheme, provided they have at least three months’ length of service as of 30 June 2023 – involved issuing a maximum of 6,845,564 shares at a subscription price of €21.912.

At its meeting of 15 May 2023, the Board of Directors duly noted the Deputy Chief Executive Officer’s decision.

The Board of Directors is responsible for drawing up a supplementary report in accordance with Articles R. 225-115, R. 225-116 and R. 22-10-31 of the Commercial Code. Our responsibility is to express an opinion on the fairness of the quantitative information derived from the financial statements as of 31 December 2022, on the proposal to remove shareholders’ pre-emptive rights, and on other specific information regarding the issue contained in that report.

We performed the procedures we considered necessary in accordance with the professional standards issued by the French statutory auditors’ board, the CNCC, for this type of engagement. Those procedures mainly involved verifying:

- the fairness of the quantitative information derived from the parent company and consolidated financial statements as of 31 December 2022, closed off by the Board of Directors and approved by the Annual General Meeting of 27 April 2023. We conducted our audit of those financial statements in accordance with the professional standards applicable in France;
- the compliance of the terms and conditions of the transaction with the delegation given by the Annual General Meeting; and
- the information provided in the Board’s supplementary report on the inputs used to calculate the issue price and final issue amount.

We have no matters to report regarding:

- the fairness of the financial information extracted from the parent company and consolidated financial statements and provided in the Board’s supplementary report;
- the compliance of the terms and conditions of the transaction with the delegation given by the Combined Annual General Meeting of 28 April 2022, and with the indications provided to the shareholders;
- the inputs used to calculate the issue price and final issue amount;
- the presentation of the impact of the issue on the position of holders of equity securities in relation to shareholders’ equity and the stock market value of the share; and
- the removal of pre-emptive rights for existing shareholders, on which you previously voted.

Paris-La Défense, 23 May 2023

The Statutory Auditors

MAZARS	ERNST & YOUNG Audit
Jean-Marc Deslandes	Nicolas Pfeuty

5.2.3 Potential creation of new shares

At 31 December 2023, 7,146,875 share subscription options [a] were out of the lock-up period and had an exercise price lower than the last quoted market price of the year (i.e. €34.12 at 29 December 2023).

5.2.4 Share buybacks

5.2.4.1 Use during the 2023 financial year of authorisations granted by the Annual General Meeting

The Combined Annual General Meetings of 28 April 2022 and 27 April 2023 approved share buyback programmes authorising the Board of Directors, on the basis of Articles L. 225-209 et seq of the Commercial Code, to buy, on- or off-market, a number of shares representing up to 5% of the company's share capital as at the purchase date, (i) for the purposes set out in Commission Regulation (EC) No. 596/2014 and (ii) in connection with market practices authorised by the AMF.

Those Combined Annual General Meetings authorised the Board of Directors to reduce the share capital by cancelling repurchased shares, up to a limit of 10% of the share capital in any 24-month period.

The table below, prepared in accordance with Article L. 225-211 of the Commercial Code, summarises the transactions carried out pursuant to these authorisations during the 2023 financial year.

Transactions carried out by Bouygues in its own shares in 2023	
Number of treasury shares held by the company at 31 December 2022	2,245,371
Number of shares purchased in 2023	7,607,972
Number of shares cancelled in 2023	
Number of shares vested in beneficiaries in 2023	65,000
Number of shares sold in 2023	5,669,635
Number of treasury shares held by the company at 31 December 2023	4,118,708
Value (purchase price) of treasury shares held by the company at 31 December 2023 (€)	128,286,745
Breakdown of transactions by purpose	
Allotment of shares free of charge	
Shares purchased in 2023	700,648
Number of shares vested in beneficiaries in 2023	65,000
Shares reallocated for other purposes	
Number of treasury shares held by the company at 31 December 2023 with a view to allotment	635,648
Cancellation of shares	
Purchase with a view to the cancellation of shares	1,500,000
Number of shares cancelled in 2023	
Shares reallocated for other purposes	
Number of treasury shares held by the company at 31 December 2023 with a view to cancellation	3,325,000
Liquidity contract	
Number of shares purchased in 2023	5,407,324
Number of shares sold in 2023	5,669,635
Shares reallocated for other purposes	
Number of treasury shares held by the company as of 31 December 2023 under the liquidity contract	158,060

5.2.4.2 Description of the new share buyback programme submitted for approval by the Combined Annual General Meeting of 25 April 2024

Pursuant to Articles 241-2 and 241-3 of the AMF General Regulation, a description is provided below of the share buyback programme to be submitted for approval by the Combined Annual General Meeting of 25 April 2024. This programme is intended to replace the one authorised by the fifteenth resolution of the Combined Annual General Meeting of 27 April 2023.

Number of shares and proportion of share capital held by Bouygues – Open derivatives positions

At 31 December 2023, the company's capital was made up of 382,273,297 shares, including 158,060 held by Bouygues via a liquidity contract, representing 0.04% of the share capital.

The carrying amount of the 158,060 shares held under the liquidity contract was €5.51 million. Their nominal value was €158,060.

(a) Includes plans exercisable before the end of the standard lock-up period using funds locked up on behalf of employees in the company savings scheme.

Authorisation submitted for approval at the Annual General Meeting of 25 April 2024

The company is asking the Annual General Meeting convened for 25 April 2024 to authorise it to buy back its own shares up to a maximum of 5% of the share capital. This authorisation would cover a number of objectives, including those contained in Article 5 of Commission Regulation (EU) No. 596/2014 on market abuse ("MAR"), Article L. 22-10-62 of the Commercial Code, and market practice as currently accepted by the AMF. Those objectives are as follows:

- reduce the share capital by cancelling shares under the conditions laid down by law, subject to authorisation by the Extraordinary General Meeting;
- fulfil the obligations arising from debt securities, in particular securities that grant the right to the allotment of company shares via redemption, conversion, exchange, presentation of a warrant or otherwise;
- grant or sell shares to employees or corporate officers of the company or related companies, in particular as part of profit-sharing schemes, stock option or performance share plans, company savings schemes and Group savings schemes or through allotment of shares;
- improve market liquidity and the regularity of listings of the company's equity securities and avoid price discrepancies not supported by market trends, by implementing a liquidity contract managed by an investment service provider acting in compliance with a market practice accepted by the AMF;
- retain shares and, as the case may be, deliver them subsequently as a medium of payment or exchange in an acquisition, merger, spin-off or asset-for-share exchange, in accordance with applicable regulations; and
- implement any market practice accepted by the AMF and generally carry out any other transaction, in compliance with applicable regulations.

Objectives of the new share buyback programme

Subject to approval by the Annual General Meeting of the resolution relating to the company buying back its own shares, the Board of Directors decided at its meeting of 26 February 2024 to define the objectives of the new share buyback programme as follows:

- reduce the share capital by cancelling shares under the conditions laid down by law, subject to authorisation by the Extraordinary General Meeting;
- fulfil the obligations arising from debt securities, in particular securities that grant the right to the allotment of company shares via redemption, conversion, exchange, presentation of a warrant or otherwise;
- improve market liquidity and the regularity of listings of the company's equity securities and avoid price discrepancies not supported by market trends, by implementing a liquidity contract managed by an investment service provider acting in compliance with a market practice accepted by the AMF;
- grant or sell shares to employees or corporate officers of the company or related companies, as part of profit-sharing schemes, stock option plans or allotments of shares free of charge, company savings schemes and Group savings schemes; and
- implement any market practice accepted by the AMF and generally carry out any other transaction, in compliance with applicable regulations.

The Board reserved the right to extend the programme to include other objectives submitted for approval by the Annual General Meeting of 25 April 2024, in which case the company would issue a press release to inform the market.

Maximum proportion of share capital, maximum quantity and characteristics of shares that may be bought back under the new share buyback programme

Under this new share buyback programme, Bouygues may acquire shares representing no more than 5% of its share capital, with the caveat that where shares are bought back to improve liquidity the number of shares included for the purposes of calculating 5% of the share capital is the number of shares purchased less the number of shares resold during the authorisation period.

The company may purchase its own shares under the programme either on- or off-market. The purchase price may not exceed €65 (sixty-five euros) per share, subject to any adjustments in connection with share capital transactions.

Consequently, the Board of Directors has set the maximum amount of funds that may be set aside for the new share buyback programme at €1,250,000,000 (one billion two hundred and fifty million euros). In accordance with law, the total number of shares held at a given date may not exceed 10% of the share capital at that date.

Shares acquired may be reallocated or sold on the conditions laid down by the AMF in Position-Recommendation DOC-2017-04 entitled "Guide to trading by listed issuers in their own securities and to stabilisation measures".

Shares repurchased and retained by Bouygues will be stripped of voting and dividend rights. The shares may be acquired, sold, transferred or exchanged by any means whether on- or off-market subject to compliance with AMF rules, including via a Multilateral Trading Facility (MTF) or systematic internaliser or over-the-counter, including via block trades and via the use of derivative financial instruments, and at any time, including during the period of a public tender offer or public exchange offer for the company's shares. All or part of the programme may be carried out through block trades.

Term of the share buyback programme

Eighteen months with effect from the Combined Annual General Meeting of 25 April 2024, i.e. until 25 October 2025.

5.3 SHARE OWNERSHIP

5.3.1 Changes in share ownership over the last three years

	Situation at 31 December 2023			Situation at 31 December 2022			Situation at 31 December 2021		
	Number of shares	% of capital	% of voting rights [a]	Number of shares	% of capital	% of voting rights [a]	Number of shares	% of capital	% of voting rights [a]
SCDM [b]	105,077,618	27.5	29.4	101,392,318	27.1	29.6	93,487,318	24.4	29.5
Bouygues employees [c]	83,757,123	21.9	30.8	79,855,978	21.3	30.5	78,879,530	20.6	28.9
Other French shareholders	61,844,042	16.2	13.3	52,127,066	13.9	11.4	67,955,237	17.8	14.0
Foreign shareholders	127,475,806	33.3	25.7	138,866,044	37.1	28.0	139,399,768	36.5	27.1
Treasury shares	4,118,708 [d]	1.1	0.8	2,245,371 [d]	0.6	0.5	2,782,942 [d]	0.7	0.5
TOTAL	**382,273,297**	**100**	**100**	**374,486,777**	**100**	**100**	**382,504,795**	**100**	**100**

(a) In accordance with Article 223-11 of the AMF General Regulation, the total number of voting rights is calculated on the basis of all shares with voting rights attached, including those stripped of voting rights.
(b) SCDM is a simplified limited company controlled by Martin Bouygues, Olivier Bouygues and their families. This figure includes shares owned directly by Martin Bouygues and Olivier Bouygues.
(c) Shares owned by employees under company savings schemes. As of 31 December 2023, shares owned by employees via the company savings schemes and the statutory profit-sharing fund and available immediately, account for 7.66% of the company's share capital.
(d) Treasury shares held under share buyback programmes and the liquidity contract. Shares held by Bouygues are stripped of voting rights.

	Number of shares	Total number of voting rights
31 December 2023	**382,273,297**	**496,244,782**
31 December 2022	374,486,777	495,163,358
31 December 2021	382,504,795	515,789,793

The company is not aware of any shareholder, other than those shown in the table above, holding more than 5% of the capital or voting rights at 31 December 2023.

Significant changes in share ownership during 2023

Based on information known to the company, the main movements in share ownership since 31 December 2022 are described below:

- SCDM's stake rose slightly to 27.5% at end-2023 (compared with 27.1% at end-2022), while SCDM's share of the voting rights fell slightly to 29.4% at end-2023 (compared with 29.6% at end-2022).
- The interest in the capital held by employees rose slightly to 21.9% at end-2023 (versus 21.3% at end-2022). The percentage of voting rights held by employees increased to 30.8% at end-2023 (versus 30.5% at end-2022).
- The interest in the capital held by other French shareholders rose by around 2 percentage points to 16.2% at end-2023 (versus 13.9% at end-2022). The largest French institutional shareholders identified are Amundi Asset Management, followed by Caisse des Dépôts et Consignations (CDC).
- The interest in the capital held by foreign shareholders wad down by around 4 percentage points in 2023 to 33.3% (versus 37.1% at end-2022). Mondrian Investment Partners remains the largest institutional shareholder identified outside France, followed by BlackRock.

5.3.2 Voting rights

The terms on which the principal shareholders of Bouygues hold voting rights are no different from those enjoyed by the other shareholders. They are entitled, on the same terms as the other shareholders, to double voting rights subject to the conditions specified in Article 12 of the articles of association, the terms of which are summarised above (see section 5.1.2.4).

5.3.3 Control

No shareholder controls the company within the meaning of Article L. 233-3 of the Commercial Code.

At 31 December 2023, Martin Bouygues and Olivier Bouygues held 29.4 % of the voting rights, either directly or via the simplified limited company SCDM, which gives them substantial power at general meetings (35.1% of the voting rights exercised at the 2023 Annual General Meeting), given the number of voting rights actually exercised.

The employees held 30.8 % of the voting rights as of 31 December 2023 (36.7% of the voting rights exercised at the 2023 Annual General Meeting).

As indicated in the Report on corporate governance, the Board of Directors and Board committees include a significant proportion of independent directors (see chapter 2, section 2.3 of the 2023 Universal Registration Document).

5.3.4 Shareholder agreements relating to the capital of Bouygues

As far as the company is aware, no shareholder agreement relating to the company's capital exists and no agreement exists which could, if activated, result in a future change in control of Bouygues.

5.4 DESCRIPTION OF THE STOCK OPTION AND PERFORMANCE SHARE PLANS

This report was prepared in accordance with Articles L. 225-184 and L. 225-197-4 of the Commercial Code.

5.4.1 Principles and rules applied in awarding stock options and performance shares

Authorisations conferred by the Annual General Meeting

The twenty-seventh resolution of the Combined Annual General Meeting of 27 April 2023 authorised the Board of Directors to grant, on one or more occasions, stock options giving the beneficiaries the right to subscribe for new shares or buy existing shares. That authorisation was granted for a period of twenty-six months.

The twenty-eighth resolution of the Combined Annual General Meeting of 27 April 2023 authorised the Board of Directors to allot, on one or more occasions, existing or new shares free of charge (i.e. performance shares). That authorisation was granted for a period of twenty-six months.

The beneficiaries of such shares must be salaried employees or corporate officers of:

- Bouygues; or
- any company or economic interest grouping that is related to Bouygues within the meaning of Article L. 225-197-2 of the Commercial Code.

The twenty-ninth resolution of the Combined Annual General Meeting of 27 April 2023 also authorised the Board of Directors to allot, on one or more occasions, existing or new shares free of charge as a retirement benefit. The beneficiaries of such shares must be salaried employees or corporate officers of Bouygues or of companies and economic interest groupings that are related to Bouygues within the meaning of Article L. 225-197-2 of the Commercial Code, and whose vested rights accumulated pursuant to Article L. 137-11-2 of the Social Security Code have reached eight times the annual social security ceiling in respect of the defined-benefit pension schemes operated within the company. That authorisation was granted for a period of twenty-six months.

General rules applicable to awards of stock options or performance shares

The Board of Directors takes account of the recommendations contained in the Afep-Medef Code and those issued by the AMF.

Consequently:

- Stock options or performance shares are awarded to help attract senior executives and employees, secure their loyalty, reward them and give them a medium- and long-term interest in the company's development, in light of their contribution to value creation, and they constitute a true sign of recognition.
- Each plan includes around 600 to 1,000 senior executives and employees. Beneficiaries are selected and individual awards determined based on responsibility, with particular attention paid to high-potential executives.
- No discount is applied to grants of stock options.
- A cap is set to prevent a significant increase in the volume of stock option plans when the market is falling. This cap is set at 15% of the volume of the previous plan.
- Any senior executive or employee included on the list of senior executives or equivalent persons (see explanation below) is prohibited from exercising options or selling shares arising from the exercise of options:
  - during the 30 calendar days preceding publication of the first-half and full-year financial statements, and on the day of such publication,
  - during the 15 calendar days preceding publication of the first-quarter and third-quarter financial statements, and on the day of such publication.

The Board of Directors has reiterated that this prohibition also applies during any period during which a senior executive or employee holds inside information, and on the day such information is made public.

In addition to these measures, Bouygues has disseminated various internal rules to prevent insider dealing policy breaches or offences:

- a list of senior executives and equivalent persons with regular or occasional access to inside information or with regular access to sensitive information;
- reminders of the rules on trading restrictions;
- information about stock market law; and
- the requirement for Executive Officers and their spouses to hold shares in registered form.

A specific compliance programme (Financial Information and Securities Trading) was adopted and circulated within the Group in 2014 and was updated in 2017 to factor in the provisions of the European Market Abuse Directive, adding another layer to the preventive measures in this area.

Specific rules applicable to Executive Officers

The Board of Directors has set the following rules for awards made specifically to Executive Officers:

- No stock options or performance shares may be granted by reason of an Executive Officer leaving office.
- There is a prohibition on speculative transactions and on hedging the risk relating to the exercise of stock options or the sale of performance shares. To the best of the company's knowledge, no Executive Officer has contracted a hedging instrument.
- Executive Officers who wish to sell shares arising from the exercise of options or performance shares are required to confirm with the Group Ethics Officer that they do not hold inside information.
- The value of options and performance shares awarded to a corporate officer is capped at 100% of his annual fixed and variable remuneration.

In accordance with the recommendations of the Afep-Medef Code, Executive Officers are required to hold a minimum quantity of shares in registered form. The beneficiary would be required to hold in registered form until he ceases to hold office a minimum quantity of shares representing the equivalent of 1.5 times his fixed annual remuneration. Until such time as that objective is reached, the beneficiary would have to set aside for that purpose 60% of the shares actually delivered to him.

- Caps are imposed on options awarded to Executive Officers (no more than 0.25% of the share capital under the terms of the twenty-seventh resolution approved by the Annual General Meeting of 27 April 2023).
- Caps are imposed on performance shares awarded to Executive Officers (no more than 0.15% of the share capital under the terms of the twenty-eighth resolution approved by the Annual General Meeting of 27 April 2023).
- Caps are imposed on performance shares awarded as a retirement benefit to Executive Officers (no more than 0.125% of the share capital under the terms of the twenty-ninth resolution approved by the Annual General Meeting of 27 April 2023).
- Any transactions must be declared to the Board of Directors.

Awards of stock options and performance shares

Ever since 1988, when Bouygues awarded its first stock option plan, the Board of Directors has favoured using stock options as the mechanism for securing the loyalty of its senior executives and employees and giving them a stake in the Group's future development.

Since 2021, the Board of Directors has awarded each year performance shares to the company's Executive Officers and members of the Bouygues Group Management Committee.

The system of long-term remuneration plans applies to four categories of beneficiary:

- Executive Officers of Bouygues SA (with the exception of the Chairman of the Board of Directors) who receive awards exclusively in the form of performance shares.
- Executive Officers of Bouygues SA whose vested rights accumulated pursuant to Article L. 137-11-2 of the Social Security Code have reached eight times the annual social security ceiling in respect of the defined-benefit pension schemes operated within the company.
- Members of the Group Management Committee who receive awards including a combination of stock options and performance shares.
- Group managers holding positions of high-level responsibility or making a particular contribution, all of whom receive awards exclusively in the form of stock options.

5.4.2 2023 stock option plans

In accordance with the powers conferred by the Board meeting of 22 February 2023 to implement the 2023 stock option plan, the Chief Executive Officer on 1 June 2023 awarded 2,830,000 stock subscription options to 683 beneficiaries drawn from among the employees of Bouygues or of companies belonging to the Bouygues group.

The exercise price was set at €31.081 per share subscribed.

The value of each stock option was €1.7588 at the grant date, estimated in accordance with the method used for the consolidated financial statements.

This stock option plan represented 0.74% of the company's share capital as of 30 June 2023.

General information: characteristics of stock subscription options

All the stock subscription options granted by the Board of Directors in 2023 have the following characteristics:

- Exercise price: average of the opening quoted market prices on the 20 trading days preceding the grant date, with no discount.
- Validity: ten years from the grant date.
- Lock-up period: two years from the grant date.
- Exercise period: eight years from the end of the lock-up period, subject to three exceptions whereby options may be exercised at any time within the ten-year period:
  - exercise by heirs within six months following the death of a beneficiary;
  - change of control of Bouygues, or public tender offer or public exchange offer for Bouygues;
  - exercise in accordance with Article L. 3332-25 of the Labour Code using assets acquired under a Group savings scheme.
- Options automatically cancelled in the event of termination of employment contract or loss of office, unless given special authorisation or in the case of permanent incapacity for work, voluntary or compulsory retirement.

Stock subscription options awarded to Executive Officers of Bouygues in 2023

The Board did not award any options to the Executive Officers during the financial year.

Stock subscription options exercised by Executive Officers of Bouygues in 2023

The Executive Officers did not exercise any options during the financial year.

5.4.3 Summary of outstanding stock option plans

Breakdown of stock subscription options by plan and category of beneficiary

	2023	2022	2021	2020	2019	2018	2017	2016	2015
Date of AGM	27/04/2023	28/04/2022	22/04/2021	23/04/2020	25/04/2019	26/04/2018	27/04/2017	21/04/2016	23/04/2015
Grant date	01/06/2023	03/06/2022	02/06/2021	08/10/2020	31/05/2019	01/06/2018	01/06/2017	30/05/2016	28/05/2015
Number of options awarded by the Board of Directors	2,830,000	2,830,000	2,755,500	2,835,000	2,898,500	2,584,700	2,570,800	2,790,000	2,739,600
• of which the 10 employees awarded the most options	270,000	275,000	408,000	602,000	587,000	482,500	453,500	414,500	360,800
Exercise price (€)	31.081	31.771	34.157	30.53	32.59	41.57	37.99	29	37.106
Start date of exercise period	02/06/2025	04/06/2024	03/06/2023	09/10/2022	01/06/2021	02/06/2020	02/06/2019	31/05/2018	29/05/2017
Expiration date [a]	01/06/2033	03/06/2032	02/06/2031	08/10/2030	31/05/2029	01/06/2028	01/06/2027	30/05/2026	28/05/2025
Number of options cancelled or lapsed	213,500	191,500	97,000	144,500	250,000	289,950	389,000	260,765	372,912
Number of options exercised		2,000	108,646	383,421	261,840		140	1,394,349	456,492
• of which number of options exercised in the year		2,000	108,646	382,421	126,699			321,190	
Number of options outstanding at 31/12/2023	2,616,500	2,636,500	2,549,854	2,307,079	2,386,660	2,294,750	2,181,660	1,134,886	1,910,196
TOTAL OPTIONS OUTSTANDING AT 31/12/2023	**20,018,085**								

(a) Last day of period of validity of options.

5.4.4 Stock subscription options awarded to/exercised by the principal employees awarded/exercising the most options during 2023

Stock subscription options awarded to the employees (excluding corporate officers) of Bouygues awarded the most options during the year

Employee	Company awarding the options	Grant date	Number of options	Exercise price (€)
Rodolphe Belmer	Bouygues	1 June 2023	35,000	31.081
Frédéric Gardès	Bouygues	1 June 2023	35,000	31.081
Pascal Minault	Bouygues	1 June 2023	35,000	31.081
Bernard Mounier	Bouygues	1 June 2023	35,000	31.081
Jérôme Stubler	Bouygues	1 June 2023	35,000	31.081
Benoît Torloting	Bouygues	1 June 2023	35,000	31.081
Pierre Auberger	Bouygues	1 June 2023	15,000	31.081
Didier Casas	Bouygues	1 June 2023	15,000	31.081
Marie-Luce Godinot	Bouygues	1 June 2023	15,000	31.081
Alain Moluschi	Bouygues	1 June 2023	15,000	31.081
Jean-Manuel Soussan	Bouygues	1 June 2023	15,000	31.081
TOTAL			**285,000**	

Stock subscription options exercised during 2023 by the top ten employees (excluding corporate officers) of Bouygues exercising the most options

Employee	Company awarding the options	Plan	Number of options exercised	Exercise price (€)
Gilles Pélisson	Bouygues	May 2016	80,000	29
Jean-Manuel Soussan	Bouygues	May 2019	16,000	32.59
		October 2020	35,000	30.53
Fabrice Bonnifet	Bouygues	May 2019	3,000	32.59
		October 2020	5,000	30.53
		June 2021	9,000	34.157
Emmanuel Roger	Bouygues	May 2016	9,000	29
Marie-Luce Godinot	Bouygues	May 2016	7,000	29
Romain Marie	Bouygues	October 2020	7,000	30.53
Philippe Dekin	Bouygues	May 2016	3,000	29
Christophe Lienard	Bouygues	May 2016	3,000	29
Charles-Henri Burgelin	Bouygues	May 2016	2,000	29
Yvon Colleu	Bouygues	May 2016	870	29
TOTAL			**179,870**	

In 2023, 940,956 Bouygues stock subscription options were exercised by employees of Bouygues or its subsidiaries, including the top ten Bouygues employees.

5.4.5 Performance share plans

2023 performance share plan

Acting on the recommendation of the Selection and Remuneration Committee, and in accordance with the remuneration policy defined during the Board meeting of 22 February 2023 and approved by the Annual General Meeting of 27 April 2023, in its meeting on 27 July 2023, the Board of Directors thus awarded 376,000 performance shares within the scope of Articles L. 225-197-1 et seq of the Commercial Code to 11 beneficiaries.

The fair value determined for shares awarded in the 2023 performance share plan is €9.2596 per share.

The total number of shares awarded to all beneficiaries represented 0.099% of the company's share capital at the grant date, and the total number of shares awarded to Executive Officers represented 0.05% of the company's share capital at the grant date.

In accordance with the rules governing the performance share plan adopted during the Board meeting of 27 July 2023, all shares awarded by the Board of Directors in 2023 have the following characteristics:

- the beneficiary must effectively meet the continuing employment condition until the end of the vesting period, with certain exceptions established by law;
- performance conditions including financial and non-financial criteria (of which gender balance and climate) must be met, as assessed over a three-year period (see section 2.4.1.2 of the 2022 Universal Registration Document); and
- performance shares delivered to beneficiaries at the end of the vesting period consist either of new shares to be issued or of existing treasury shares held by the company under a share buyback programme.

Characteristics common to all plans

All the performance share plans awarded to the company's Executive Officers and members of the Bouygues Group Management Committee of the Bouygues group implemented since 2021 have the following characteristics in common:

- the valuation of the shares cannot exceed a cap equal to 100% of the beneficiary's annual fixed and variable remuneration;
- the beneficiary must hold in registered form 60% of the shares actually allocated to him throughout this term of office, an obligation that no longer applies once the number of shares actually held by the beneficiary represents the equivalent of 1.5 times his annual fixed remuneration; and
- the beneficiary is prohibited from hedging the shares acquired throughout his term of office.

Plan allotting performance shares as a retirement benefit

In accordance with the rules governing the plan allotting performance shares as a retirement benefit adopted during the Board meeting of 23 February 2022, shares awardable by the Board of Directors to members of the Group Management Committee have the following characteristics:

- rights acquired by the beneficiary under the supplementary pension scheme must exceed eight times the social security ceiling;
- this scheme is capped at fourteen times the social security ceiling;
- the number of performance shares received by the beneficiary is equal to the insurance premium that would have been used to guarantee the rights they would have acquired under the vested-rights pension scheme;
- a performance condition relating to average of the consolidated net profit attributable to the Group figures applies which is identical to that stipulated in the vested-rights pension scheme (see section 2.4.1.2 B of the 2023 Universal Registration Document);
- shares are delivered to the beneficiary at the end of the vesting period, i.e. starting from the date of their voluntary or compulsory retirement; and
- an exacting lock-up period applies which only allows the acquired shares to be sold gradually in accordance with set terms and conditions.

In respect of the 2022 financial year, the Board meeting of 22 February 2023 approved an award to Olivier Roussat of a number of performance shares as a retirement benefit equal to his insurance premium divided by the quoted market price per Bouygues share on the day after the Annual General Meeting of 27 April 2023, i.e. 30,124 shares.

5.4.6 Summary of outstanding performance share plans

	2023 Plan	2022 Plan No. 2	2022 Plan No. 1	2021 Plan
Date of AGM	27/04/2023	28/04/2022	28/04/2022	22/04/2021
Date of Board meeting	27/07/2023	16/11/2022	01/08/2022	25/08/2021
Total number of shares awarded	376,000	200,000	304,000	229,000
• of which to Olivier Roussat	100,000	120,000	100,000	80,000
• of which to Pascal Grangé	50,000	80,000	50,000	40,000
• of which to Edward Bouygues	40,000		40,000	20,000
• of which the 10 employees awarded the most performance shares	186,000		114,000	89,000
Vesting date of shares	Post 2026 AGM	• Tranche 1: post 2023 AGM • Tranche 2: post 2025 AGM • Tranche 3: post 2027 AGM • Tranche 4: post 2029 AGM	Post 2025 AGM	Post 2024 AGM
End of lock-up period	N/A	N/A	N/A	N/A
Number of shares vested as of 31 December 2023		65,000		
Cumulative number of cancelled or forfeited shares as of 31 December 2023				
Awarded shares outstanding as of 31 December 2023	376,000	135,000	304,000	229,000
Performance conditions	See section 2.4.1.2 of the 2023 URD	See section 2.4.1.2 of the 2022 URD	See section 2.4.1.2 of the 2021 URD	See section 5.4.1.2 of the 2020 URD
Price per share at the date of award (€)	31.96	30.72	29.54	35.55

N/A: not applicable.

5.5 STOCK MARKET INFORMATION

5.5.1 Stock market performance of Bouygues shares in 2023

THE BOUYGUES SHARE FACTSHEET

LISTING
Euronext Paris (compartment A)

ISIN CODE
FR0000120503

IDENTIFICATION CODES
Bloomberg: EN:FP
Reuters: BOUY.PA

PAR VALUE
€1

STOCKMARKET INDICES
including CAC 40, Euronext 100, Stoxx Europe 600, FTSE Eurofirst 300 Economic Sector

SRI INDICES
including MSCI Europe ESG Leaders

OTHER
Eligible for deferred settlement service (SRD) and French equity savings plans (PEAs)

NUMBER OF SHARES AT 31 DECEMBER 2023
382,273,297

AVERAGE NUMBER OF SHARES IN 2023
378,643,279

AVERAGE SHARE PRICE IN 2023
€31.87 (average closing price – Source: NYSE Euronext)

AVERAGE DAILY TRADING VOLUME TRADED ON EURONEXT
960,485 shares (Source: NYSE Euronext)

MARKET CAPITALISATION
€13.0 billion (at 31 December 2023)

Year	Number of shares	Dividend paid for the year (€)	Quoted market price (€)			Yield [a] based on closing price (%)
		Net	High at closing	Low at closing	Closing	
2018	372,377,939	1.70	45.75	30.26	31.34	5.4
2019	379,828,120	1.70	39.25	29.50	37.88	4.5
2020	380,759,842	1.70	41.20	23.16	33.65	5.1
2021	382,504,795	1.80	36.43	29.87	31.49	5.7
2022	374,486,777	1.80	33.12	26.07	28.04	6.4
2023	382,273,297	1.90 [b]	36.19	28.51	34.12	5.6

(a) Dividend per share relative to the closing price of the previous year.
(b) Submitted for approval by the Annual General Meeting of 25 April 2024.

5.5.2 Trends in share price and trading volumes

2023	High at closing (€)	Low at closing (€)	Number of shares traded	Capital traded (€m)
January	30.90	28.51	22,937,044	687
February	32.20	30.31	23,498,708	736
March	32.71	30.32	30,344,269	957
April	33.20	30.82	20,178,853	647
May	32.70	29.96	27,457,274	849
June	30.76	29.50	20,017,370	605
July	33.21	29.17	18,298,887	567
August	32.46	31.02	15,180,141	483
September	33.91	31.23	18,083,506	592
October	33.21	31.17	17,128,899	550
November	35.14	33.05	15,447,022	529
December	36.19	34.12	16,351,766	569

2022	High at closing (€)	Low at closing (€)	Number of shares traded	Capital traded (€m)
January	32.82	31.04	22,810,433	728
February	32.70	31.10	24,996,662	797
March	33.12	29.75	33,589,566	1,066
April	33.06	30.37	21,284,148	675
May	32.76	30.63	24,060,240	762
June	32.07	29.36	21,499,896	665
July	29.50	27.65	19,016,939	542
August	30.79	29.22	21,410,964	640
September	30.51	26.53	30,111,690	866
October	28.88	26.07	20,054,944	545
November	30.76	28.49	26,080,459	771
December	29.92	27.85	25,925,918	749

5.5.3 Share trading by senior executives

As required by Article 223-26 of the AMF General Regulation, the table below summarises the transactions mentioned in Article L. 621-18-2 of the French Monetary and Financial Code and carried out in 2023.

Person involved	Nature of transaction	Number of transactions	Number of shares/units	Amount (€)
SCDM	Purchase	32	3,525,300	111,067,595.01
Martin Bouygues	Purchase	1	40,000	1,325,568.00
Olivier Bouygues	Purchase	3	120,000	3,870,163.50
Olivier Roussat	Award of shares [a]	1	35,000	1,162,000.00
Pascal Grangé	Award of shares [a]	1	30,000	996,000.00
Jean-Manuel Soussan	Exercise of options	2	51,000	1,589,990.00
	Sale	2	51,000	1,808,197.30
Gilles Pélisson	Exercise of options	1	80,000	2,320,000.00
	Sale	1	80,000	2,800,296.00
Jean-Philippe Trin	Exercise of options	3	50,000	1,617,175.00
	Sale	3	50,000	1,739,135.00

(a) Award in respect of long-term remuneration approved by the Annual General Meeting of 27 April 2023.

5.6 INFORMATION ON AUDITORS

5.6.1 Principal auditors

Under Article 22 of the articles of association, the financial statements are audited by at least two principal statutory auditors, appointed for a term of six financial years by an ordinary general meeting of shareholders.

	First appointment	Latest reappointment	Term expires
Mazars 61 rue Henri-Regnault, 92075 Paris-La Défense, France	10 June 1998	28 April 2022	2028
Ernst & Young Audit Tour First, 1/2 place des Saisons, 92400 Courbevoie, France	24 April 2003	22 April 2021	2027

Mazars and Ernst & Young Audit are members of the Versailles regional association of auditors.

5.6.2 Fees paid by the Group to the auditors and members of their networks

The fees paid to each of the auditors and to the members of their networks by Bouygues and all fully consolidated Group companies are set forth in Note 24 to the consolidated financial statements (chapter 6, section 6.1 of the 2023 Universal Registration Document).

5.7 BOUYGUES SA RESULTS FOR THE LAST FIVE FINANCIAL YEARS

Item		2023	2022	2021	2020	2019
1.	**FINANCIAL POSITION AT YEAR-END**					
a)	Share capital (€m)	382	374	383	381	380
b)	Number of shares in issue	382,273,297	374,486,777	382,504,795	380,759,842	379,828,120
c)	Number of bonds convertible into shares					
2.	**RESULTS OF OPERATIONS** (€m)					
a)	Sales excluding taxes	97	87	101	74	85
b)	Earnings before tax, amortisation, depreciation and provisions	430	594	524	647	812
c)	Income tax	80	(66)	86	69	131
d)	Earnings after tax, amortisation, depreciation and provisions	454	490	550	698	1,166
e)	Amount of profits distributed as dividend	726	670	680	647	647
3.	**RESULTS OF OPERATIONS ON A PER SHARE BASIS** (€)					
a)	Earnings after tax, but before amortisation, depreciation and provisions	1.33	1.41	1.60	1.88	2.48
b)	Earnings after tax, amortisation, depreciation and provisions	1.19	1.31	1.44	1.83	3.07
c)	Dividend per share	1.90	1.80	1.80	1.70	1.70
4.	**PERSONNEL**					
a)	Number of employees (average)	196	199	200	190	185
b)	Payroll (€m)	46	58	45	41	41
c)	Amount paid in respect of benefits (social security, company benefits, etc.) (€m)	23	28	25	19	19

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FINANCIAL STATEMENTS

6.1 CONSOLIDATED FINANCIAL STATEMENTS

6.1.1 Consolidated balance sheet

ASSETS (€ million)	Note	31/12/2023 net	31/12/2022 net [a]
Property, plant and equipment	3.2.1	9,365	9,187
Right of use of leased assets	3.2.2	2,835	2,472
Intangible assets	3.2.3	3,717	3,969
Goodwill	3.2.4	12,658	12,626
Investments in joint ventures and associates	3.2.5/3.2.6	1,758	1,686
Other non-current financial assets	3.2.5/3.2.7	945	584
Deferred tax assets	7.1	511	489
NON-CURRENT ASSETS		**31,789**	**31,013**
Inventories	4.1	2,924	3,131
Advances and down-payments made on orders	4.2	408	422
Trade receivables	4.3	9,700	9,573
Customer contract assets	4.4	5,610	5,595
Current tax assets	4.3	236	306
Other current receivables and prepaid expenses	4.3	4,481	4,475
Cash and cash equivalents	4.5	5,548	5,736
Financial instruments - Hedging of debt	18.2	29	193
Other current financial assets	18.2	21	32
CURRENT ASSETS		**28,957**	**29,463**
Held-for-sale assets and operations			119
TOTAL ASSETS		**60,746**	**60,595**

LIABILITIES AND SHAREHOLDERS' EQUITY (€ million)	Note	31/12/2023	31/12/2022 [a]
Share capital	5.2	382	375
Share premium and reserves		11,086	10,843
Translation reserve	5.3.3	23	75
Treasury shares	5.2	(123)	(54)
Net profit/(loss) attributable to the Group		1,040	973
SHAREHOLDERS' EQUITY ATTRIBUTABLE TO THE GROUP	**5.1**	**12,408**	**12,212**
Non-controlling interests	5.1	1,704	1,720
SHAREHOLDERS' EQUITY	**5.1**	**14,112**	**13,932**
Non-current debt	8.1	10,644	11,586
Non-current lease obligations	10.1	2,454	2,107
Non-current provisions	6.1	2,396	2,250
Deferred tax liabilities	7.2	783	759
NON-CURRENT LIABILITIES		**16,277**	**16,702**
Current debt	8.1	532	1,361
Current lease obligations	10.1	563	498
Current tax liabilities		346	349
Trade payables		11,006	11,116
Customer contract liabilities	11.2	7,724	6,941
Current provisions	6.2	2,002	1,832
Other current liabilities	11.1	7,507	7,385
Overdrafts and short-term bank borrowings		641	418
Financial instruments - Hedging of debt	18.2	11	4
Other current financial liabilities	18.2	25	13
CURRENT LIABILITIES	**11.1**	**30,357**	**29,917**
Liabilities related to held-for-sale operations			44
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**60,746**	**60,595**
NET SURPLUS CASH/(NET DEBT)	**9/17**	**(6,251)**	**(7,440)**

(a) The effects of the Equans final purchase price allocation are presented in Note 3.2.4 to the financial statements.

6.1.2 Consolidated income statement

(€ million)	Note	Full year 2023	Full year 2022
SALES [a]	**12/17**	**56,017**	**44,322**
Other revenues from operations		39	76
Purchases used in production		(25,721)	(19,372)
Personnel costs		(14,439)	(10,381)
External charges		(11,003)	(10,572)
Taxes other than income tax		(629)	(639)
Net charges for depreciation, amortisation and impairment losses on property, plant and equipment and intangible assets	4.6/17	(2,328)	(2,228)
Net charges for depreciation, amortisation and impairment losses on right of use of leased assets	4.6	(577)	(446)
Charges to provisions and other impairment losses, net of reversals due to utilisation	4.6/17	(334)	(172)
Change in production and property development inventories		(95)	61
Other income from operations [b]	13.1	2,546	2,565
Other expenses on operations	13.1	(1,168)	(1,252)
CURRENT OPERATING PROFIT/(LOSS)	**13/17**	**2,308**	**1,962**
Other operating income	13.2/17	111	93
Other operating expenses	13.2/17	(306)	(183)
OPERATING PROFIT/(LOSS)	**13/17**	**2,113**	**1,872**
Financial income	14.1	101	33
Financial expenses	14.1	(387)	(231)
INCOME FROM NET SURPLUS CASH/(COST OF NET DEBT)	**14.1/17**	**(286)**	**(198)**
Interest expense on lease obligations	17	(87)	(62)
Other financial income	14.2	113	91
Other financial expenses	14.2	(164)	(118)
Income tax	15/17	(547)	(424)
Share of net profits/losses of joint ventures and associates	17	59	(30)
Net profit/(loss) from continuing operations	**17**	**1,201**	**1,131**
Net profit/(loss) from discontinued operations			
NET PROFIT/(LOSS)	**17**	**1,201**	**1,131**
Net profit/(loss) attributable to the Group	**16/17**	**1,040**	**973**
Net profit/(loss) attributable to non-controlling interests		161	158
BASIC EARNINGS PER SHARE FROM CONTINUING OPERATIONS ATTRIBUTABLE TO THE GROUP (€)	**16**	**2.77**	**2.55**
DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS ATTRIBUTABLE TO THE GROUP (€)	**16**	**2.77**	**2.55**

(a) Of which sales generated abroad	12	28,267	20,154
(b) Of which reversals of unutilised provisions/impairment losses & other items	17	338	364

6.1.3 Consolidated statement of recognised income and expense

(€ million)	Note	Full year 2023	2022
NET PROFIT/(LOSS)		**1,201**	**1,131**
Items not reclassifiable to profit or loss			
Actuarial gains/losses on post-employment benefits		(71)	206
Remeasurement of investments in equity instruments		(5)	(1)
Net tax effect of items not reclassifiable to profit or loss		13	(49)
Share of non-reclassifiable income and expense of joint ventures and associates			1
Items reclassifiable to profit or loss			
Translation adjustments		(48)	(19)
Remeasurement of hedging assets		(95)	1,034
Net tax effect of items reclassifiable to profit or loss		23	(262)
Share of reclassifiable income and expense of joint ventures and associates		(48)	108
INCOME AND EXPENSE RECOGNISED DIRECTLY IN EQUITY	**5.3**	**(231)**	**1,018**
TOTAL RECOGNISED INCOME AND EXPENSE		**970**	**2,149**
Recognised income and expense attributable to the Group		**819**	**1,971**
Recognised income and expense attributable to non-controlling interests		**151**	**178**

6.1.4 Consolidated statement of changes in shareholders' equity

(€ million)	Note	Share capital and share premium	Reserves related to capital and retained earnings	Consolidated reserves and profit/(loss)	Treasury shares	Items recognised directly in equity	TOTAL ATTRIBU-TABLE TO THE GROUP	Non-controlling interests	TOTAL
POSITION AT 31 DECEMBER 2021		**2,825**	**3,306**	**5,213**	**(88)**	**(112)**	**11,144**	**1,645**	**12,789**
MOVEMENTS DURING 2022									
Net profit/(loss)				973			973	158	1,131
Income and expense recognised directly in equity						998	998	20	1,018
Total recognised income and expense [b]				**973**		**998**	**1,971**	**178**	**2,149**
Capital and reserves transactions, net		(258)	(130)	130	258				
Acquisitions and disposals of treasury shares				(6)	(224)		(230)		(230)
Acquisitions and disposals with no change of control				(15)			(15)	(1)	(16)
Dividend paid				(680)			(680)	(97)	(777)
Share-based payments				13			13	2	15
Other transactions (changes in scope of consolidation, other transactions with shareholders, and miscellaneous items)				9			9	(7)	2
POSITION AT 31 DECEMBER 2022		**2,567**	**3,176**	**5,637**	**(54)**	**886**	**12,212**	**1,720**	**13,932**
MOVEMENTS DURING 2023									
Net profit/(loss)				1,040			1,040	161	1,201
Income and expense recognised directly in equity	5.3					(221) [a]	(221)	(10) [a]	(231)
Total recognised income and expense [b]				**1,040**		**(221)**	**819**	**151**	**970**
Capital and reserves transactions, net		179	(180)	180			179		179
Acquisitions and disposals of treasury shares	5.2			6	(69)		(63)		(63)
Acquisitions and disposals with no change of control	5.5			(197)			(197)	1	(196)
Dividend paid				(671)			(671)	(73)	(744)
Share-based payments	5.4			21			21	1	22
Other transactions (changes in scope of consolidation, other transactions with shareholders, and miscellaneous items)	5.5			108		[a]	108	(96)	12
POSITION AT 31 DECEMBER 2023		**2,746**	**2,996**	**6,124**	**(123)**	**665**	**12,408**	**1,704**	**14,112**

(a) Change in translation reserve:

	Group	Non-controlling interests	Total
Controlled companies	(45)	(3)	(48)
Investments in joint ventures and associates	(7)		(7)
	(52)	**(3)**	**(55)**

(b) See statement of recognised income and expense.

6.1.5 Consolidated cash flow statement

(€ million)	Note	Full year 2023	2022
I - CASH FLOW FROM CONTINUING OPERATIONS			
A - NET CASH GENERATED BY/(USED IN) OPERATING ACTIVITIES			
Net profit/(loss) from continuing operations	17	1,201	1,131
Adjustments:			
Share of profits/losses of joint ventures and associates, net of dividends received		35	92
Dividends from non-consolidated companies		(7)	(11)
Net charges to/(reversals of) depreciation, amortisation, impairment of property, plant and equipment and intangible assets, and non-current provisions		2,354	2,261
Net charges to amortisation and impairment expense and other adjustments to right of use of leased assets		561	424
Gains and losses on asset disposals		(216)	(285)
Income taxes, including uncertain tax positions	15	547	424
Income taxes paid		(516)	(518)
Other income and expenses with no effect on cash generated by operating activities		(104)	(194)
CASH FLOW AFTER INCOME FROM NET SURPLUS CASH/COST OF NET DEBT, INTEREST EXPENSE ON LEASE OBLIGATIONS AND INCOME TAXES PAID	**17**	**3,855**	**3,324**
Reclassification of income from net surplus cash/cost of net debt and interest expense on lease obligations		373	260
Changes in working capital requirements related to operating activities (including current impairment and provisions) [a]	17/22.2	1,148	(606)
NET CASH GENERATED BY/(USED IN) OPERATING ACTIVITIES		**5,376**	**2,978**
B - NET CASH GENERATED BY/(USED IN) INVESTING ACTIVITIES			
Purchase price of property, plant and equipment and intangible assets	17	(2,572)	(2,625)
Proceeds from disposals of property, plant and equipment and intangible assets	17	455	404
Net liabilities related to property, plant and equipment and intangible assets		(92)	(105)
Purchase price of non-consolidated companies and other investments		(97)	(20)
Proceeds from disposals of non-consolidated companies and other investments		13	16
Net liabilities related to non-consolidated companies and other investments		78	
Purchase price of investments in consolidated activities	22.1	(51)	(6,269)
Proceeds from disposals of investments in consolidated activities	22.1	246	281
Net liabilities related to consolidated activities	22.1	(96)	(97)
Other effects of changes in scope of consolidation: cash of acquired and divested companies	22.1	98	(252)
Other cash flows related to investing activities: changes in loans, dividends received from non-consolidated companies		(309)	36
NET CASH GENERATED BY/(USED IN) INVESTING ACTIVITIES		**(2,327)**	**(8,631)**
C - NET CASH GENERATED BY/(USED IN) FINANCING ACTIVITIES			
Capital increases/(reductions) paid by shareholders and non-controlling interests and other transactions between shareholders		(183)	(283)
Dividends paid to shareholders of the parent company		(671)	(680)
Dividends paid by consolidated companies to non-controlling interests		(73)	(97)
Change in current and non-current debt	9	(1,680)	5,745
Repayment of lease obligations	10.1/17	(559)	(441)
Income from net surplus cash/cost of net debt and interest expense on lease obligations		(373)	(260)
Other cash flows related to financing activities		137	869
NET CASH GENERATED BY/(USED IN) FINANCING ACTIVITIES		**(3,402)**	**4,853**
D - EFFECT OF FOREIGN EXCHANGE FLUCTUATIONS	**9**	**(58)**	**(32)**
CHANGE IN NET CASH POSITION (A + B + C + D)		**(411)**	**(832)**
NET CASH POSITION AT START OF PERIOD	**9**	**5,318**	**6,150**
Net cash flows	9	(411)	(832)
Non-monetary flows			
Held-for-sale operation			
NET CASH POSITION AT END OF PERIOD	**9**	**4,907**	**5,318**
II - CASH FLOWS FROM DISCONTINUED OPERATIONS			
NET CASH POSITION AT START OF PERIOD			
Net cash flows			
NET CASH POSITION AT END OF PERIOD			

(a) Definition of changes in working capital requirements related to operating activities: current assets minus current liabilities, excluding (i) income taxes; (ii) receivables/liabilities related to property, plant and equipment and intangibles assets; (iii) current debt; (iv) current lease obligations; and (v) financial instruments used to hedge debt.

6.1.6 Notes to the consolidated financial statements

Contents (figures in millions of euros unless otherwise indicated)

Note 1 Significant events of the year

1.1 Scope of consolidation as of 31 December 2023

As of 31 December 2023, the scope of consolidation of Bouygues SA consisted of 1,582 entities, compared with 1,580 as of 31 December 2022.

31 December	2023	2022
Companies controlled by the Group	1,128	1,137
Joint operations	175	172
Joint ventures and associates	279	271
	1,582	**1,580**

A list of the principal entities included in the scope of consolidation is provided in Note 25.

1.2 Significant events

1.2.1 Significant events of 2023

The main corporate actions and acquisitions of 2023 are described below:

- On 4 January 2023, Bouygues Construction transferred to Equans all of its shares comprising the capital of its Energies & Services operations (i.e. the entities Bouygues Energies & Services and Kraftanlagen Energies & Services GmbH). All the Equans shares received by Bouygues Construction as consideration for the transfer were distributed to its shareholders (i.e. Bouygues SA and SFPG).

  The Energies & Services operations of Bouygues, which were part of Bouygues Construction during the 2022 financial year, have been included within the "Equans" IFRS 8 operating segment since the beginning of January 2023. The contribution of the Equans operating segment to the Bouygues group consolidated financial statements for the year ended 31 December 2023 is disclosed in Note 17.

  The transfer was carried out on the basis of the historical carrying amount of the Energies & Services operations in the books of Bouygues Construction as a business combination under common control, and has no impact on the Bouygues consolidated financial statements.

- In October 2019, Free Mobile brought an unfair competition action against Bouygues Telecom in the Paris Commercial Court, alleging that some of Bouygues Telecom's former mobile telephony offers combining a phone plan and the purchase of a handset were allegedly consumer credit transactions and misleading practices. On 9 February 2023, the Paris Commercial Court ordered Bouygues Telecom to pay Free Mobile €308 million in damages and also stated that there must be immediate execution of the ruling; Bouygues Telecom argued that this was incorrect, as the proceedings had been initiated prior to 1 January 2020. Free Mobile decided to enforce the immediate execution of the ruling. As a result, on 16 May 2023 Bouygues Telecom paid Free Mobile the sum of €308 million plus statutory interest and other items, making a total of €310 million (funded out of debt). Bouygues Telecom contests the ruling of the Paris Commercial Court and its immediate execution, and has lodged an appeal with the Paris Court of Appeal. The amount paid was classified within "Other non-current financial assets" in the balance sheet as of 31 December 2023, and the cash outflow is presented within "Other cash flows from investing activities" in the consolidated cash flow statement. Free Mobile has also lodged an appeal against the ruling, and increased the amount claimed in damages to €742 million.

- On 15 February 2023, the France Télévisions, M6 and TF1 groups announced that they had decided to shut down the Salto platform, and to initiate winding-up proceedings with a view to dissolving the company. Salto discontinued its service on 27 March 2023.

  As of 31 December 2022, the accumulated losses arising since the incorporation of Salto were offset in the first instance against the short-term cash advances held in its shareholder current account (regarded as a component of the investment in Salto), with the residual losses recognised as a provision for charges. This position did not change during 2023.

- On 27 June 2023, Bouygues carried out a capital increase of €150 million (inclusive of share premium) in connection with the Bouygues Confiance n°12 employee share ownership plan.

  The capital increase was reserved for employees of French companies belonging to the Group; it was effected via a dedicated mutual fund ("FCPE"), the units in which are subject to a lock-up period of five years except in circumstances where early release is allowed under the law. It led to the issuance of 6,845,564 new Bouygues shares (see Note 5.2) at a subscription price of €21.912.

- On 3 July 2019, the Singapore Appeal Court upheld the decision at first instance ordering Bouygues Construction subsidiary Dragages Singapore to meet the costs of refurbishing all the cladding on the facades of the Centennial Tower (delivered in 1997) following incidents in 2004, and again in 2011, when cladding panels fell from the tower. On 19 April 2023, Dragages Singapore was ordered by the Singapore High Court to pay €39 million.

  On 26 June 2023, under the terms of an appeal procedure and negotiations with the customer, Dragages Singapore signed an agreement in final settlement of the dispute for an amount of €37 million, which was paid during the second quarter of 2023.

- Further to the selection of the TF1 channel by Arcom on 22 February 2023 in the call for bids for a DTT broadcasting licence, TF1 signed a new agreement with Arcom on 27 April 2023 under which it will be able to use the DTT spectrum for a period of ten years starting on 6 May 2023.

  Following a Competition Council ruling on 9 May 2007, the Île-de-France Regional Authority (the "Region") led a series of proceedings in 2008 seeking compensation for losses it claimed to have incurred as a result of anti-competitive practices by construction companies in connection with the award of public works contracts for the renovation of secondary school buildings in the region.

  As the Conflicts Court decided on 16 November 2015 that this dispute came within the jurisdiction of the Administrative Courts, the Region brought a case in the Paris Administrative Court on 28 March 2017, with claims for damages for each school, and for all jointly liable defendants to jointly and severally pay an indemnity of 16.4% of the price paid for each secondary school.

  The Paris Administrative Court ruled that the indemnity claims were time-barred in several judgments dated 29 July 2019.

  The Region appealed, and the Administrative Court of Appeal held in two rulings dated 19 February 2021 that the Region's claim was not time-barred and ordered the losses to be assessed by a court-appointed expert.

In two rulings dated 17 May 2023, the Conseil d'État (Supreme Administrative Court) rejected appeals lodged by Bouygues group companies against the aforementioned rulings from the Administrative Court of Appeal.

The expert assessment ordered by the Administrative Court of Appeal in 2021, which had been suspended pending a decision from the Conseil d'État ruling, has resumed.

- On 2 May 2023, the Equans Board of Directors implemented a one-off Performance Management Plan (PMP) designed to incentivise selected Equans managers and to align their interests with the financial objectives set by Bouygues for Equans through to 2027.

  The terms of the plan, and its accounting impacts, are described in Note 2.13.3 and Note 20.4.

- On 30 May 2023, Bouygues announced that it had successfully placed a bond issue of €1 billion with an 8-year maturity (maturing 17 July 2031), bearing interest at 3.875%. The economic cost to the Bouygues group after taking account of pre-hedging is slightly below 1.95%.
- During 2023, Bouygues repaid in full the €2,450 million syndicated loan (see Note 8) contracted in connection with the financing of the Equans acquisition (see Note 1.2.2).
- As mentioned in Note 1.2.2, on 3 November 2015 Bouygues E&S Contracting UK Limited (BYES Contracting) and Full Circle Generation Limited (FCG) signed (i) an engineering, procurement and construction contract (EPCC) and (ii) an operation & maintenance contract (OMC) relating to an Energy from Waste facility in the port of Belfast. The facility was commissioned on 26 March 2020. FCG considers that performance tests conducted since then have proved inconclusive. FCG terminated the EPCC for breach of contract on 5 July 2021, and terminated the OMC on the same grounds on 6 July 2021. BYES Contracting is contesting FCG's right to terminate.

  On 28 March 2022, FCG initiated arbitration seeking compensation for underperformance of the facility. In a submission to the arbitration tribunal on 30 June 2023, FCG valued that compensation at €323.8 million for the EPCC and €88.5 million for the OMC, excluding interest. Proceedings are ongoing, and BYES Contracting contests the FCG claim.

- On 15 September 2023, Equans signed an agreement with the Swiss Life Asset Managers and Schroders Greencoat consortium for the sale of its district heating and cooling networks activities in the UK for a cumulative enterprise value of approximately £260 million (£270 million including IFRS 16 liabilities). The business to be sold, which operates under the name Equans Urban Energy, comprises East London Energy Limited and Equans DE Holding Company Limited. Humber Energy was also to be sold.

  The sale is in line with the Equans strategic plan presented at the Capital Markets Day on 23 February 2023, under which its asset-based activities were to be divested. It has no impact on the revenue and COPA trajectory of Equans as presented at the Capital Markets Day.

  The sale of those activities, excluding Humber Energy, was completed on 31 December 2023 at a cumulative enterprise value of approximately £255 million excluding IFRS 16 liabilities (€284 million, of which €139 million was the selling price for the equity interests), after clearance was obtained from the European Commission and the Cabinet Office.

  The sale of Humber Energy is expected to be finalised during 2024.

  On 10 October 2023, Equans signed an agreement with Essent for the sale of its Aquifer Thermal Energy Storage (ATES) activities in the Netherlands.

  The sale of those activities was completed on 1 December 2023 at an enterprise value of €55 million excluding IFRS 16 liabilities, of which €53 million was the selling price for the equity interests.

- On 20 September 2023, following a Board meeting held on 17 September 2023, Bouygues filed with the Autorité des Marchés Financiers (AMF) a draft public tender offer followed by a squeeze-out for the Colas shares not already held by Bouygues at a price of €175 per share, and a draft offer document (collectively the "Offer"). The price of €175 per Colas share, representing a total amount of approximately €180 million and payable exclusively in cash, builds in the following levels of premium:
  - 54.2% to the quoted market price of Colas shares at close of business on 15 September 2023; and
  - 52.2%, 50.1% and 50.4% to the volume-weighted average price of Colas shares on the last 60, 120 and 240 trading days respectively preceding announcement of the Offer.

  This transaction is intended to simplify the ownership structure of Colas and of the Bouygues group.

  As of 30 September 2023, a commitment to buy out the remaining non-controlling interests of Colas was recognised within current debt, with the corresponding entry recognised within "Acquisitions and disposals with no change of control" in the consolidated statement of changes in shareholders' equity.

  On 21 November 2023, the AMF validated the draft public tender offer followed by a squeeze-out and draft offer documents that had been filed.

  The buyout of the non-controlling interests of Colas was recognised in "Acquisitions and disposals with no change of control" in the consolidated statement of changes in shareholders' equity, and in "Capital increases/(reductions) paid by shareholders and non-controlling interests and other transactions between shareholders" in the consolidated cash flow statement.

  Following completion of the squeeze-out on 22 December 2023, the Bouygues group owns 100% of the capital of Colas, which has been withdrawn from listing. The net profit of Colas is consolidated on a 100% basis in the Bouygues consolidated financial statements with effect from 1 October 2023.

- On 2 October 2023, Bouygues raised €450 million via tap issues from two existing bonds, with effect from 9 October 2023 (€250 million of nominal value tapped from the bond issue maturing 7 June 2027, and €200 million in nominal value tapped from the bond issue maturing 11 February 2030). The total cash proceeds were €390 million, after a discount of €60 million reflecting movements in interest rates since the initial issue. Following these two tap issues, the average maturity of the Group's bond issues is 8.5 years, at an average interest rate of 3.01% (and an average effective interest rate of 2.25%). The maturity schedule is well spread over time.

1.2.2 Reminder of the significant events of 2022

The main corporate actions and acquisitions of 2022 are described below:

- Acquisition of Equans by Bouygues
  - Description of the acquisition process

    On 5 November 2021, the Bouygues and Engie groups signed a purchase agreement under which Bouygues agreed to acquire all of the Equans group, based on an enterprise value of €6.7 billion.

    On 12 May 2022, Bouygues signed the Equans Share Purchase Agreement with Engie, following the issuance of all the opinions of the relevant employee representative bodies of Equans and Engie.

    On 19 July 2022, the European Commission authorised the acquisition of Equans by Bouygues, subject to compliance with the undertakings made by Bouygues to divest Colas Rail Belgium; that divestment was completed on 30 September 2022.

    Also on 19 July 2022, the UK Competition and Markets Authority (CMA) issued an opinion indicating that its concerns around competition were limited to the ongoing tendering process for catenary systems for the High Speed 2 (HS2) railway line. On 26 July 2022, Bouygues submitted its proposed remedies, on the basis of which the CMA authorised the transaction on 27 September 2022.

    On 4 October 2022, Bouygues SA completed the acquisition of Equans, a key milestone in its development. The final purchase price for 100% of the shares of Equans was €6.1 billion (of which €130 million had been paid to Engie on 12 May 2022 when the Share Purchase Agreement was signed). As of the date control was obtained and after the purchase price allocation, provisional goodwill of €5,209 million was recognised; the impact on the net debt of Bouygues was €6.5 billion, after factoring in the €0.4 billion net debt of Equans as of the acquisition date.

    On completion of the purchase price allocation period, the provisional goodwill became final; it amounted to €5,205 million as of 31 December 2023 (see Note 3.2.4).

  - Financing of the acquisition

    On 3 December 2021, Bouygues contracted a €6 billion syndicated loan facility to finance the acquisition of Equans. 16 banks participated in the facility, which expires on the earlier of (i) 24 months after closing of the acquisition or (ii) 31 March 2025. The intention was that the facility would be refinanced by bond issues before 2024. Having been initially reduced to €4.7 billion as a result of the bond issues carried out by Bouygues on 17 May 2022, the syndicated loan facility was drawn down in full on completion of the acquisition, before being partially refinanced by further bond issues totalling €2.25 billion on 24 October 2022. As of 31 December 2022, the residual syndicated loan facility amounted to €2.45 billion (repaid in full during 2023; see Note 1.2.1). The economic cost of the Equans financing is approximately 2%. Details of the refinancing are provided below.

    On 17 May 2022, Bouygues carried out two bond issues totalling €2 billion with an effective date of 24 May 2022. The issues comprise a 7-year tranche of €1 billion bearing interest at 2.25%, and a 15-year tranche of €1 billion bearing interest at 3.25%.

    On 24 October 2022, Bouygues carried out two bond issues totalling €2.25 billion, with an effective date of 3 November 2022. The issues comprise a 10-year tranche of €1.25 billion bearing interest at a rate of 4.625%, and a 20-year tranche of €1 billion bearing interest at a rate of 5.375%.

    As of 31 December 2022, the fair value of the pre-hedging swaps contracted in connection with the acquisition of Equans amounted to €1,015 million before deferred taxes. Of that amount, €146 million was recognised as an asset in the balance sheet within "Financial instruments – Hedging of debt", and €869 million within "Cash and cash equivalents" following receipt of the upfront cash payments on the May 2022 and November 2022 bond issues. As of 31 December 2021, the fair value of the pre-hedging swaps contracted in connection with the acquisition of Equans was €38 million before deferred taxes. The change in fair value of the pre-hedging swaps during 2022 (€977 million) was recognised within "Income and expense recognised directly in equity". That fair value is being released to profit or loss in line with the pattern of amortisation of the hedged bond issues.

    The tax payable on receipt of the upfront payments on the pre-hedging swaps amounted to €224 million as of 31 December 2022. This was partially offset against the entire tax losses arising within the Bouygues SA group tax election, such that a net amount of €146 million was paid in tax in this respect during 2022.

  - Financial information as of 31 December 2022

    Equans is consolidated in the Bouygues financial statements from the start of October 2022. The activities of the Energies & Services arm of Bouygues remained part of Bouygues Construction up to and including 31 December 2022; their contribution to the financial statements for the 2022 financial year is disclosed in Note 17.

    The acquisition costs incurred in connection with Equans were recognised in "Other operating expenses" in the consolidated income statement, and amounted to €71 million in the year ended 31 December 2022 compared with €17 million in the year ended 31 December 2021.

    If Bouygues had obtained control of Equans and financed the acquisition as of 1 January 2022, the Bouygues group would have recorded sales of €54,385 million, current operating profit of €2,069 million, and a net profit of €1,127 million.

- On 23 February 2022, Bouygues Telecom and Cellnex signed an agreement to set up a new company to roll out up to approximately 1,350 new mobile sites in France outside very dense areas. The new company, controlled by Cellnex, will own and manage the sites. Bouygues Telecom will have a call option over Cellnex's shares exercisable between 1 July and 31 December 2045, 2050 and 2055, which would give Bouygues Telecom control over the new company.
- On 23 February 2022, Bouygues Telecom and Phoenix Tower International (a Blackstone portfolio company based in the United States, specialising in mobile infrastructure construction) and Phoenix France Infrastructures signed an agreement to set up a new company to acquire 2,000 new mobile sites in very dense areas, and to roll out up to 400 additional sites.

  The new company, a directly owned subsidiary of Phoenix France Infrastructures, will own and manage the sites.

  Bouygues Telecom will have a call option over the shares of Phoenix France Infrastructures exercisable between 15 January and 15 July 2038 and at two-year intervals to 2051, which would give Bouygues Telecom control over the two companies.

- On 24 February 2022, a military conflict broke out between Russia and Ukraine. Because Bouygues has only very limited operations in those two countries (2021 revenue of €123,000 in Russia and €24,000 in Ukraine), it is not directly impacted by the ongoing conflict. No sales were generated in either country in 2022. However, the Group is paying very close attention to macro-economic trends and to the direct and indirect repercussions for the Group's operations and profits.
- On 28 February 2022, TF1 announced that Altice Media had entered into a purchase agreement in respect of the TFX channel (DTT channel 11), and that Altice Media had been granted an exclusivity clause. On 8 April 2022, TF1 announced the finalisation of the agreements with Altice relating to the sale of TFX.
- On 3 November 2015, Bouygues E&S Contracting UK Limited and Full Circle Generation Limited entered into (i) an engineering, procurement and construction contract (EPCC) and (ii) an operation & maintenance contract (OMC) relating to a biomass energy generation facility in Belfast. The facility was commissioned on 26 March 2020. Performance tests conducted since then have proved inconclusive. The customer terminated the EPC for breach of contract on 5 July 2021, and terminated the OMC on the same grounds on 6 July 2021. On 28 March 2022, the customer initiated arbitration proceedings under the EPCC seeking compensation for underperformance of the facility (preliminary claim of approximately £12.4 million in principal, equivalent to €14 million). On 3 February 2023, the customer submitted a statement of account in respect of the alleged breaches, which is contested by Bouygues E&S Contracting UK Limited.
- On 24 March 2022, the TF1 group and the M6 group signed an agreement with France Télévisions relating to the buyout of the 33.33% equity interest held by France Télévisions in Salto (the subscription video on demand service owned in equal shares by France Télévisions, TF1 and M6). Under the terms of the agreement, the TF1 and M6 groups undertook that if their merger were completed, they would buy out the 33.33% equity interest held by France Télévisions at a definitive value of €45 million.

  Completion of both of those transactions was subject to completion of the proposed merger between the TF1 group and the M6 group, which was abandoned during the second half of 2022.

  On 26 July 2022, Bouygues announced that the French competition authority (ADLC) investigation teams had issued their report on the proposed merger between the TF1 group and the M6 group. In that report, which was without prejudice to the final decision of the ADLC board, the investigation teams took the view that the deal raised a number of significant competition concerns (especially in relation to the advertising market). The nature and extent of the remedies required in the report would mean that the merger plans would no longer be meaningful for the parties involved, who would therefore abandon them.

  On 16 September 2022, Bouygues, RTL Group, TF1 and the M6 group halted the proposed merger between the TF1 and M6 groups (announced on 17 May 2021). This decision came after the parties appeared at the hearings of the ADLC board on 5 and 6 September 2022 to argue in favour of the benefits and necessity of the merger. Following discussions with the ADLC, and despite the additional remedies proposed, it became clear that only structural remedies involving as a minimum the divestment of either the TF1 TV channel or the M6 TV channel would have been sufficient for the merger to have been approved. The parties therefore concluded that the proposed merger no longer had any strategic rationale. Consequently, the parties agreed to end the ADLC review of the transaction.

  As a result, the sale agreements entered into with Altice (relating to TFX) and with France Télévisions (relating to the buyout of the residual equity interest in Salto) lapsed.
- On 6 April 2022, Bouygues Telecom and Vauban Infrastructures Partners (a BPCE group company) announced the signature of a strategic agreement to ramp up the roll-out of FTTH to property operators in medium dense areas (AMII) and less dense areas (AMEL/PIN), representing around 21 million premises. Bouygues Telecom created a special purpose vehicle called Société de Développement de la Fibre Au Service des Territoires (SDFAST) and Vauban Infrastructure Partners, acting on behalf of its funds, was chosen to be SDFAST's majority shareholder. The primary purpose of SDFAST is to acquire long-term access rights from property operators, helping to co-finance fibre optics alongside the main French telecoms operators. Approximately €2 billion will be invested over the next five years.

  When SDFAST was created, Vauban Infrastructure Partners and Bouygues Telecom undertook to subscribe to the capital of the company. Bouygues Telecom also contributed (i) a service contract that includes a commitment to source FTTH connections solely from SDFAST for a period of 35 years at a pre-set tariff and (ii) supply contracts enabling SDFAST to acquire FTTH connections from building operators. SDFAST will also be able to offer the same access services to third-party operators. The transactions valued Bouygues Telecom's 49% equity interest in SDFAST at €585 million as of 6 April 2022, including €535 million for the contracts contributed (which will be recognised in current operating profit over the life of the contract) and €50 million for the capital increase to be carried out by Bouygues Telecom. As of 31 December 2022, Bouygues Telecom's equity interest in SDFAST was valued at €603 million.

  Bouygues Telecom has an option to take control of SDFAST exercisable between 31 July and 31 December each year from 2031 to 2033, and then every five years from 2036 to 2056.
- On 28 June 2022, TF1 signed an agreement with a view to selling its Digital Media arm's Publishers business – including the aufeminin, Marmiton, Doctissimo, and Les Numériques brands – to the Reworld Media group. Completion of the sale was announced on 18 October 2022.

  Because the Publishers business of the Digital Media arm was held for sale as of 30 September 2022, all of the assets and liabilities relating to that business were classified as of that date in "Held-for-sale assets and operations" and "Liabilities related to held-for-sale operations", which are separate line items presented at the foot of the balance sheet in accordance with IFRS 5.
- On 21 July 2022, TF1 signed an agreement to enter into exclusive negotiations with Future Technology Retail with a view to the sale of the influence marketing operations carried on by the Ykone entities. Completion of the sale was announced on 27 July 2022. Because those entities were held for sale as of 30 June 2022, all of their assets and liabilities were classified as of that date in "Held-for-sale assets and operations" and "Liabilities related to held-for-sale operations", which are separate line items presented at the foot of the balance sheet in accordance with IFRS 5.

- On 9 August 2022, Colas Rail signed an agreement to acquire a 100% equity interest in the Hasselmann group, which is based in Thuringia and specialises in the construction of rail track and rail infrastructures. Hasselmann is a family-owned group, made up of three companies: Hasselmann GmbH (rail infrastructure), NTG GmbH (rail track), and LGM Logistik GmbH (rail safety). It currently employs nearly 300 people, and generated sales of €70 million in 2021. Effective completion of the deal took place on 4 October 2022, after clearance from the competition authorities. As of the date control was obtained, and pending completion of the purchase price allocation, provisional goodwill of €46 million was recognised, and the impact on net debt was €63 million. On completion of the purchase price allocation period, the provisional goodwill became final; it amounted to €44 million as of 31 December 2023 (see Note 3.2.4).
- In the fourth quarter of 2022, Colas divested 39 sites in France for €70 million, and a site in Australia for the equivalent of €35 million. Those divestments were recognised as sales within the meaning of IFRS 15. Some of the sites were immediately leased back, and consequently part of the gain on disposal has been reversed out in accordance with IFRS 16.
- On 17 November 2022, following the abandonment of the proposed M6/TF1 merger and in the absence of any satisfactory offers to buy the Salto platform, TF1 and M6 formally notified a Supervisory Board meeting of their withdrawal from Salto. The costs of the withdrawal for each of the partners were recognised by way of provisions as of 31 December 2022, over and above their share of Salto's net loss for the year.
- The Group's share of net losses from Salto for 2022 was €46 million (see Note 3.2.6.2 to the consolidated financial statements for the year ended 31 December 2022), including €22 million of provisions incurred to cover the costs of the liquidation. The excess of the accumulated losses arising since the incorporation of Salto (including the €46 million loss for 2022) over the carrying amount of the Group's equity interest in Salto has been offset against short-term cash advances held in its shareholder current account (regarded as a component of the investment in Salto), with the residual €15 million recognised as a provision for charges. In addition, on 29 March 2022 the group subscribed €41 million to a capital increase at Salto via offset of short-term cash advances held in its shareholder current account.
- During 2022, Bouygues Telecom sold to Towerlink the buildings and passive infrastructure of four data centres (MSC – Mobile Switching Centres) for €102 million. The €52 million gain on the sale was recognised in "Other operating income" for the year ended 31 December 2022.

1.3 Significant events and changes in scope of consolidation subsequent to 31 December 2023

- On 26 February 2024, the Bouygues Board of Directors closed off the consolidated financial statements for the year ended 31 December 2023. Those financial statements will not become final until approved by the Annual General Meeting of Bouygues shareholders on 25 April 2024. That meeting will be asked to approve a dividend of €1.90 per share in respect of the 2023 financial year, to be paid on 3 May 2024.
- Bouygues Telecom will not exercise during 2024 the call option exercisable on or after 15 March 2024 that would enable it to hold a 51% equity interest in SDAIF, the joint venture between Bouygues Telecom and Vauban Infrastructure Partners (see Note 3.2.6.2).
- On 22 February 2024, Bouygues Telecom signed an exclusive memorandum of understanding with the La Poste group with a view to (i) acquiring 100% of its subsidiary La Poste Telecom, France's leading virtual operator (currently held 51% by the La Poste group and 49% by SFR) and (ii) entering into an exclusive distribution partnership involving the La Poste group, La Banque Postale and La Poste Telecom.

  La Poste Telecom employs 400 people, and is expected to generate sales of approximately €300 million in 2023.

  The purchase price for the shares is €950 million, subject to adjustment depending on the timescale to completion of the deal, and corresponding to an enterprise value of €963 million.

  Bouygues Telecom expects to incur integration costs in 2025 and 2026 to ensure optimal conditions for customer migration. On completion of the migration, which would take place in 2027, the contribution from the La Poste Telecom acquisition would reach approximately €140 million a year in EBITDA after Leases from 2028 onwards.

  The transaction requires consultation with employee representative bodies, and is expected to be completed by the end of 2024 subject to the necessary administrative clearances (in particular from the competition authorities) and to SFR choosing not to exercise its pre-emptive rights.

Note 2 Group accounting policies

2.1 Sectors of activity

Bouygues is a diversified services group organised into four sectors of activity:

- Construction businesses:
  - Construction (Bouygues Construction, including its Energies & Services activities until 31 December 2022 – see Note 1.2.1);
  - Property development (Bouygues Immobilier);
  - Transport infrastructure (Colas).
- Energies and services:
  - Equans, subsequent to its acquisition by Bouygues SA on 4 October 2022 (see Note 1.2.2).
- Media:
  - The TF1 group ("TF1").
- Telecoms:
  - Mobile, fixed, TV and internet services (Bouygues Telecom).

2.2 Basis of preparation of the financial statements

The consolidated financial statements of the Bouygues group include the financial statements of Bouygues SA and its six business segments.

The consolidated financial statements were closed off by the Board of Directors on 26 February 2024, and will be submitted for approval by the forthcoming Annual General Meeting on 25 April 2024.

The consolidated financial statements for the year ended 31 December 2023 are expressed in millions of euros and were prepared in accordance with IFRS (as endorsed by the European Union) using the historical cost convention, except for certain financial assets and liabilities measured at fair value where this is a requirement under IFRS. They include comparatives as of and for the year ended 31 December 2022.

2.2.1 Changes in accounting standards, rules and policies

The Bouygues group applied the same standards, interpretations and accounting policies in the year ended 31 December 2023 as were applied in its consolidated financial statements for the year ended 31 December 2022, except for changes required to meet new IFRS requirements applicable in 2023.

- Principal amendments effective within the European Union and applicable in 2023
  - **Amendment to IAS 12**

    On 7 May 2021, the IASB issued an amendment to IAS 12 on the initial recognition of deferred taxation relating to assets and liabilities arising from a single transaction. The amendment applies to transactions in which an entity recognises both an asset and a liability, such as when accounting for a lease or a decommissioning obligation, and was endorsed by the European Union on 11 August 2022. An impact analysis concluded that the impact on the Group was immaterial, and consequently there has been no restatement of opening shareholders' equity.
  - **Global Minimum Tax (Pillar 2)**

    Bouygues is affected by the Global Minimum Tax, and has initiated a project to compile the data needed to quantify the impact. However, it is unlikely to be material at the level of the taxes actually paid by the Group (€516 million in 2023, €518 million in 2022).

    The non-recognition exception for deferred taxes arising under Pillar 2, as permitted under the amendment to IAS 12 ("Income Taxes") approved by the IASB in May 2023, is applied by the Group.
  - **IFRS 17 – Insurance Contracts**

    On 18 May 2017, the IASB issued a new standard on the recognition, measurement and presentation of insurance contracts, intended to replace IFRS 4. The new standard, which was endorsed by the European Union on 8 September 2022, has an immaterial impact on the Group.
  - **Disclosure of Accounting Policies – Amendment to IAS 1**

    On 1 August 2019, the IASB issued an amendment to IAS 1, requiring entities to disclose material accounting policy information rather than significant accounting policies. The amendment was endorsed by the European Union on 2 March 2022, and has an immaterial impact on the Group.
  - **Definition of Accounting Estimates – Amendment to IAS 8**

    On 12 February 2021, the IASB issued an amendment to IAS 8 which clarified the definition of accounting estimates, but without altering the concept. The amendment was endorsed by the European Union on 2 March 2022, and has an immaterial impact on the Group.

The Bouygues group has not early adopted the IFRS amendments applicable in 2024 as mentioned below.

- IFRS standards, amendments and interpretations effective within the European Union and mandatorily applicable from 1 January 2024
  - **Lease Liability in a Sale and Leaseback – Amendment to IFRS 16**

    On 22 September 2022 the IASB issued an amendment to IFRS 16 on the initial recognition and subsequent measurement of the right-to-use asset and lease liability in a sale and leaseback. This amendment was endorsed by the European Union on 20 November 2023.
  - **Classification of Liabilities as Current or Non-Current – Amendments to IAS 1**

    Between January 2020 and October 2022, the IASB issued amendments to IAS 1 relating to classification of liabilities as current or non-current, in cases where the liability is subject to covenants or is a convertible debt instrument. The amendments were endorsed by the European Union on 19 December 2023.
- IFRS standards, amendments and interpretations not endorsed by the European Union and mandatorily applicable from 1 January 2024
  - **Supplier Finance Arrangements – Amendment to IAS 7 and IFRS 7**

    On 25 May 2023, the IASB issued amendments to IAS 7 and IFRS 7 relating to disclosures on the effects of supplier finance arrangements (such as reverse factoring) on an entity's financial position, cash flows and exposure to liquidity risk.

An analysis of the impact of those amendments is ongoing; at this stage, the impact on the Group would appear to be immaterial.

- Pension reform in France

  On 15 April 2023, pension reforms that raise the statutory retirement age in France to 64 were published in the Official Journal. The impact of the reforms on the Bouygues group is estimated at €29 million; this relates mainly to Bouygues Construction, TF1, Equans and Bouygues Telecom, and was recognised within "Other operating income" and "Other operating expenses" in the consolidated income statement in the second quarter of 2023 (see Note 13).

2.2.2 Exercise of judgement and use of estimates

In preparing consolidated financial statements to comply with IFRS standards and interpretations, the Group uses estimates and assumptions which may have affected the amounts reported for assets, liabilities and contingent liabilities at the end of the reporting period, and the amounts of income and expenses reported for the period.

These estimates and assumptions have been applied consistently on the basis of past experience and of various other factors regarded as reasonable forming the basis of assessments of the valuations of assets and liabilities for accounting purposes. Actual results may differ materially from these estimates if different assumptions or conditions apply.

The main items involved are the impairment testing of goodwill and equity investments (Note 3.2.4.2); measurement of identifiable assets and liabilities in a purchase price allocation (Note 3.2.4); employee benefits such as lump-sum retirement benefits and pensions (Note 20); the fair value of unlisted financial instruments (Note 18); the recoverability of deferred tax assets (Note 7.4), especially where there is a history of tax losses over a number of years; provisions for litigation and claims, etc. (Notes 6 and 23); review of contracts to determine whether they contain a lease; factors taken into account when restating leases (lease terms and incremental borrowing rates, as described respectively in Notes 2.7.2 and 2.11.2); and end-of-contract margins on construction and property development contracts (Note 2.13.1).

Group management has exercised judgement in the application of IFRS to certain transactions, in particular in (i) determining the level of control exercised over certain entities (for example, in network or infrastructure sharing agreements); (ii) identifying whether a contract is a lease, and especially whether substantive substitution rights exist (Note 2.7.2); (iii) analysing contingent consideration in business combinations; and (iv) identifying separate performance obligations for revenue recognition purposes.

Management has also exercised judgement in respect of reverse factoring programmes, under which trade accounts payable are assigned to financial institutions. After analysis, such liabilities have been retained within "Trade payables", given that their characteristics have not been substantively altered (see Note 22.3).

Where no standard or interpretation applies to a specific transaction, Group management adopts accounting policies that will provide relevant information that gives a fair presentation and is comparable between periods, such that the consolidated financial statements:

- represent faithfully the financial position, financial performance and cash flows of the Group;
- reflect the economic substance of the underlying transactions; and
- are neutral, prudent, and complete in all material respects.

Disclosures about judgements made by management are provided in the notes to the consolidated financial statements.

In preparing the financial statements, the Group has analysed the potential impacts of climate change. That analysis did not materially call into question the useful lives and the residual or recoverable amounts of non-financial assets such as property, plant and equipment, intangible assets, goodwill, or rights of use of leased assets (see Note 2.2.4).

2.2.3 Held-for-sale assets and operations and discontinued operations

A non-current asset, or a group of directly-associated assets and liabilities, is regarded as being held for sale if its carrying amount will be recovered primarily through a sale rather than through continuing use. For this to be the case, the asset must be available for immediate sale, and its sale must be highly probable. Such held-for-sale assets or asset groups are measured at the lower of the carrying amount or the estimated selling price less costs to sell.

A discontinued operation is one that is material to the Group (having been treated as a Cash Generating Unit) and that has either been disposed of or classified as a held-for-sale asset. Income statement and cash flow information about such discontinued operations is reported in separate line items in the consolidated financial statements for all periods presented.

2.2.4 Climate-related issues

The climate emergency is among the key environmental and societal challenges facing each of the Group's business segments. The Bouygues group climate strategy is built on three pillars: developing a portfolio of solutions that contribute positively to ecological and energy transition; reducing direct and indirect emissions of greenhouse gases (GHG); and implementing a resilience and adaptation strategy.

Principal opportunities and risks identified by the Group

The principal opportunities identified by the Group derive from the development of new solutions that contribute to ecological and energy transition and are based on circular economy principles. At the end of 2022, Bouygues acquired Equans so as to be able to develop a range of decarbonisation solutions for customers.

The principal risks identified by the Group are (i) physical risks and (ii) transition risks, which relate above all to construction activities (which account for over 90% of the Group's GHG emissions).

The consequences of global warming (higher temperatures, drought and floods, coastal erosion, rising sea levels, etc.) may increasingly impair the resilience of infrastructure. The greater incidence of heatwaves and extreme weather events (hurricanes, floods, wildfires, etc.) is also liable to disrupt implementation on some projects; this may impact productivity, operating costs and insurance premiums, with a knock-on effect of the profitability of operations. If such risks crystallise, this could lead to the suspension of operations at production sites in affected regions (triggered, for example, by a cyclone in the Indian Ocean). To the extent that they are not covered by insurance, such risks are incorporated into contract costs as and when they emerge.

Transition risks associated with adaptation to legal, technical or regulatory changes include (i) cross-border carbon adjustment mechanisms (risk of increases in the amount of duties payable and in the cost of raw materials with a high grey energy component, obligations to acquire emission rights, increased infrastructure operation costs, and market uncertainties around projected future carbon taxes on fossil-fuel energy and/or associated regulatory changes); (ii) supply chain risks (risk of late delivery or stockouts, and fluctuations in raw material prices); and (iii) risks related to regulatory requirements (obligation to replace existing technologies with lower GHG emission alternatives).

At present, the impact of the European emissions trading system (EU-ETS) on the Bouygues group is low: only 2% of the Group's scope 1 emissions (i.e. 34,000 tonnes of CO_2 equivalent) are subject to the EU-ETS system. Those emissions relate to mobile and fixed bitumen plants owned and operated by Colas in Belgium, Denmark and France.

Climate strategy and governance

The Bouygues group's climate strategy was established by senior management and signed off by the Board of Directors; roll-out of the strategy is overseen by a cross-functional committee.

Each business segment has developed its own targets for cutting GHG emissions, applying the Science Based Targets initiative (SBTi) methodology. By the end of 2023, the targets set by five of the Group's six business segments had obtained short-term SBTi certification; Equans, which joined the Group in October 2022, is due to submit its targets in early 2024. SBTi validation attests that the commitments made are consistent with currently available scientific climate data and with the Paris Agreement, which sets a target of keeping the increase in average global temperature at well below 2°C above pre-industrial levels, while continuing with efforts to limit the increase to 1.5°C.

The Board of Directors and the Selection and Remuneration Committee seek to ensure that the variable remuneration of the Chief Executive Officer is consistent with the company's performance objectives, so that it is aligned with the corporate interest and with the company's medium/long-term strategy. That remuneration is determined with reference to three non-financial criteria linked to the Group's compliance record and CSR performance (climate and environment, gender balance, health and safety); those criteria represent a substantial proportion of the variable remuneration of Executive Officers (up to 20% of annual fixed remuneration).

In 2023, the weighting attached to climate-related criteria in determining variable remuneration was increased from 5% to 10%.

Adaptation strategy and impact on the financial statements

To date, the Group has not identified any significant assets whose useful lives would need to be reduced for regulatory or admissibility reasons, or that would have to be abandoned.

In preparing their most recent three-year plans, each business segment presented its strategic plan and decarbonisation trajectory, and the levers for implementation. To ensure that environmental performance can be tracked alongside our financial performance, the climate strategy is being embedded into the Group's management cycle.

Decarbonisation scenarios have been drafted for each business segment, GHG mitigation measures have been defined and actioned in specific priority areas, and new business models founded on circular economy principles are being devised and rolled out. Each business segment now prepares GHG emissions forecasts that spell out how consistency with the strategic plan can be achieved (for example through changes to customer offers, new processes, capital expenditure, or reorganisation of personnel). Key performance indicators linked to decarbonisation levers are monitored annually. In the specific case of low carbon solutions – which are more expensive than traditional solutions – it is considered that the price differential can be passed on to customers.

Longer-term climate challenges are taken into account in goodwill impairment tests by analysing the sensitivity of the calculations to a fall in normative cash flows and growth rates (see Note 3.2.4.2).Finally, the business segments that generate the highest levels of GHG emissions within the Group (Bouygues Construction and Colas) are also those whose assets have the greatest excess of recoverable amount over carrying amount, which limits the risk of impairment within those cash generating units.

2.3 Consolidation methods

2.3.1 Companies controlled by the Bouygues group

Companies over which Bouygues exercises control are consolidated.

- Assessment of control over TF1:

  As of 31 December 2023, Bouygues held, directly or indirectly, 45.4% of the capital and voting rights of TF1. All the factors mentioned below, taken collectively, establish that the Bouygues group exercises control over TF1:

  - Bouygues has the power to direct the relevant activities of TF1. The Bouygues group:
    - has consistently and regularly held a large majority of the voting rights exercised at TF1 general meetings, and no other shareholder directly or indirectly controls a higher share of voting rights than Bouygues; and
    - has had exclusive power to determine decisions at TF1 general meetings during at least two consecutive financial years.
  - Bouygues has exposure and rights to variable returns. Due to its 45.4% equity interest, the Bouygues group has high exposure to variable returns from TF1 in the form of dividends.
  - Bouygues has the ability to affect the returns it obtains through the power it exercises. The Bouygues group:
    - holds five of the 11 seats on the TF1 Board of Directors; and
    - has a dominant role in appointing key executives of TF1.

2.3.2 Jointly-controlled companies

A joint venture or joint operation derives from a contractual arrangement whereby two or more parties undertake an economic activity which is subject to joint control. In the case of joint operations (which give each party direct rights over the assets and obligations for the liabilities), the assets, liabilities, income and expenses of the joint operation are consolidated in accordance with the interests held in the joint operation. Joint ventures, which give the parties rights over the net assets, are accounted for using the equity method.

2.3.3 Companies over which Bouygues exercises significant influence

An associate is a company over which Bouygues exercises significant influence without exercising control. Significant influence is presumed to exist where Bouygues directly or indirectly holds at least 20% of the entity's voting rights.

The net profit or loss and the assets and liabilities of such entities are consolidated by the equity method.

2.4 Business combinations

In a business combination, goodwill at the acquisition date represents (i) the sum total of the consideration transferred (i.e. acquisition price) and non-controlling interests minus (ii) the net amount recognised (usually at fair value) for the identifiable assets acquired and liabilities assumed, adjusted to reflect the fair value remeasurement of any previously-acquired equity interest. The revised IFRS 3 allows entities to elect one of two methods of accounting for non-controlling interests in each business combination:

- at fair value (full goodwill method), i.e. the non-controlling interests are allocated their share of goodwill; or
- at the non-controlling interests' proportionate share of the acquired entity's identifiable assets and liabilities (partial goodwill method), i.e. no share of goodwill is allocated to the non-controlling interests.

Fair value is the price that would be received for selling an asset or paid for transferring a liability in an arm's length transaction between market participants as of the date of measurement.

Goodwill is allocated to the Cash Generating Unit (CGU) benefiting from the business combination or to the group of CGUs at the level of which return on investment is measured (business segment for the Bouygues group).

The purchase price allocation period is limited to the time required to identify and measure the acquired entity's assets and liabilities, the non-controlling interests, the consideration transferred and the fair value of any previously-held equity interest, subject to a maximum period of 12 months.

Depreciation and amortisation of property, plant and equipment and intangible assets recognised in a purchase price allocation is charged against current operating profit.

Negative goodwill (i.e. gain from a bargain purchase) is taken to the income statement in the period in which the acquisition is made.

Subsequently, goodwill is carried at cost net of any impairment losses identified annually using the methods described in the sections on impairment testing in Note 2.7.5 ("Impairment testing of non-current assets, joint ventures and associates"), in accordance with IAS 36. Impairment losses are charged to the income statement as an operating item. In accordance with the revised IFRS 3, the previously-held equity interest in a step acquisition is remeasured at fair value through profit or loss on the date when control is obtained. In the event of loss of control with a retained equity interest, that retained interest is remeasured at fair value; the gain or loss on remeasurement is recognised in profit or loss, along with the gain or loss arising on the disposal.

In the event of a change in percentage interest with no effect on control, the difference between the consideration transferred and the carrying amount of the non-controlling interest is recognised directly in equity attributable to the Group. Consequently, no additional goodwill is recognised.

Acquisition-related costs are recognised within non-current operating profit for the period if material.

In the event of a partial divestment of the component operations of a CGU, the Bouygues group usually allocates the goodwill in proportion to the value of the divested operation relative to the value of the CGU as measured at the date of divestment, unless it can be demonstrated that another method better reflects the goodwill of the divested operation; this policy complies with paragraph 86 of IAS 36.

Goodwill recognised prior to 1 January 2004 continues to be measured using the partial fair value method. Non-controlling interests are measured on the basis of the carrying amount of the relevant items as shown in the balance sheet of the acquired entity.

2.5 Foreign currency translation

2.5.1 Transactions denominated in foreign currencies

Transactions denominated in foreign currencies are translated into euros at the average exchange rate on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated at the closing exchange rate. Translation differences are recognised in profit or loss for the period. Non-monetary assets and liabilities denominated in foreign currencies and accounted for at historical cost are translated using the exchange rate on the date of the transaction.

2.5.2 Financial statements of entities with a functional currency other than the euro

All assets and liabilities of consolidated entities with a functional currency other than the euro are translated at the closing exchange rate. Income and expenses are translated at the average exchange rate for the period. Translation differences arising from this treatment, and arising from the retranslation of a subsidiary's opening shareholders' equity at the closing exchange rate, are taken to the translation reserve (which is a component of consolidated shareholders' equity).

Translation differences arising on the net investment in foreign subsidiaries and associates are recognised in shareholders' equity.

2.6 Assessment of income taxes

Deferred taxation is recognised on differences between the carrying amount and tax base of assets or liabilities, and arises as a result of:

- temporary differences between the carrying amount and tax base of assets or liabilities, which may be:
  - items generating a tax liability in the future (deferred tax liabilities), arising mainly from income that is liable to tax in future periods,
  - items deductible from taxable profits in the future (deferred tax assets), mainly provisions that are temporarily non-deductible for tax purposes. Such assets are recognised to the extent that it is probable that sufficient taxable profits will be available against which to offset the temporary differences, and are reviewed at the end of each reporting period;
- tax losses available for carry-forward (deferred tax assets), where it is probable that these losses will be recovered in future periods.

Deferred taxes are measured using national tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted in the relevant country by the end of the reporting period. As of 31 December 2023, the temporary differences and tax losses available for carry-forward of French entities were measured at the enacted rate of 25.83% for 2023 and later.

Deferred taxes are not discounted, and are reported in non-current assets and liabilities.

2.7 Non-current assets

2.7.1 Property, plant and equipment

Property, plant and equipment is measured at acquisition cost net of accumulated depreciation and impairment. Depreciation is recognised on a straight-line basis over the estimated useful life of the asset.

2.7.1.1 Principal useful lives by main asset category and sector of activity

	Construction	Media	Telecoms
Mineral deposits (quarries)	[a]		
Non-operating buildings	10 to 40 years	25 to 50 years	
Industrial buildings	10 to 20 years		30 years
Plant, equipment and tooling [b]	3 to 15 years	3 to 7 years	10 to 30 years
Other property, plant and equipment (vehicles and office equipment) [b]	3 to 10 years	2 to 10 years	3 to 10 years

(a) Depreciated on the basis of the rate of depletion, up to a maximum of 40 years (Colas).
(b) Depending on the type of equipment.

In accordance with IAS 16, when an item of property, plant and equipment consists of components with different useful lives, each component is accounted for and depreciated as a separate item of property, plant and equipment.

Gains and losses on disposal represent the difference between the sale proceeds and the carrying amount, and are recognised in the income statement under “Other income from operations”, unless they meet the criteria for classification within “Other operating income and expenses” (see Note 2.13.2).

Depreciation periods are reviewed annually, and may be adjusted if expected use differs from previous estimates.

2.7.2 Right of use of leased assets

IFRS 16 defines the right of use under a lease as an asset that represents a lessee’s right to use an underlying asset for the lease term.

Right-of use assets relate mainly to the following asset classes:

- Property: commercial leases for sales outlets, and office rentals. Property leases in France are generally long-term contracts, typically “3-6-9” contracts (9-year leases with 3-yearly break clauses).
- Radio transmission sites: as part of its mobile telephony operations, the Group leases land for the installation of radio masts. The Group also has contracts with “towercos” (telecom tower operators), most of which are not subject to IFRS 16 since the towercos enjoy substantive substitution rights, on which basis we have concluded that there is no identified asset.
- Fixed-line network: mainly comprises leases of fibre optic links. In cases where the portion of fibre capacity made available to the Group does not represent substantially all of the asset, the contract is treated as a service agreement outside the scope of IFRS 16.

The Bouygues group applies the two exemptions offered by IFRS 16, relating to short-term leases and assets with a low as-new value. Rental expenses on leases covered by either of those exemptions are recognised in profit or loss, within “External charges” (see Note 13).

In the majority of cases, the enforceable lease term used is the non-cancellable period of the contract during which the lessee has the right to use the underlying asset, after taking account of renewal or termination options that the lessee is reasonably certain to exercise. In the case of radio transmission sites subject to IFRS 16, the enforceable lease term used is the longer of (i) the non-cancellable contractual period or (ii) 17 years, i.e. the average depreciation period for the fixed installations representing the passive infrastructure of the site (such as the concrete plinth and mast).

This right of use is recognised by the Bouygues group on the commencement date of the lease (the date on which the asset is made available). It is measured at cost, which includes:

- the initial amount of the lease obligation (see Note 2.11.2);
- lease payments made in advance to the lessor, less any lease incentives received from the lessor;
- material initial direct costs incurred by the lessee to obtain the lease, i.e. costs that would not have been incurred if the lease had not been obtained; and
- an estimate of the costs of dismantling the leased asset, or restoring it to the condition required by the terms of the lease.

The right of use asset is amortised on a straight line basis over the lease term. It is written down by means of an impairment allowance if there is an indication that it may have become impaired.

Where the Bouygues group enters into a sale-and-leaseback transaction, under which an asset is sold to a third party within the meaning of IFRS 15 and then taken back by the Group as lessee, the right of use asset is determined based on the proportion of the previous carrying amount of the transferred asset, and represents the right of use retained by the Group. That proportion is determined by reference to the ratio of the lease obligations to the selling price of the asset. Similarly, any gain or loss on disposal is only recognised to the extent of the rights effectively transferred to the acquirer/lessor.

2.7.3 Intangible assets

IAS 38 defines an intangible asset as an identifiable non-monetary asset without physical substance which is controlled by the entity. An asset is identifiable:

- if it is separable, i.e. capable of being independently sold, transferred, licensed, rented or exchanged; or
- if it is derived from contractual or other legal rights, whether separable or not.

An asset is controlled if the entity has the power to obtain the future economic benefits from that asset and to restrict the access of others to those benefits.

Intangible assets with finite useful lives are depreciable. Intangible assets with indefinite useful lives are not depreciable, but are subject to annual impairment testing and are reviewed at the end of each reporting period to ensure that their useful lives are still indefinite.

Intangible assets include:

- development expenses, which are capitalised if they are expected to generate future economic benefits and can be reliably measured; and
- concessions, patents and similar rights; and
- identifiable intangible assets recognised in a business combination (such as brands, order backlogs and customer relationships, etc.).

In accordance with IFRS, incorporation and research expenses are expensed as incurred.

Intangible assets include the following assets held by Bouygues Telecom:

Type of asset	Amortisation method	Period	
UMTS licence	Straight line	17.5 years	a
IAP-IRU and front fees (Indefeasible Right of Use)	Straight line	25 years	
Software, IT developments, office applications	Straight line	3 to 8 years	
Licence to use the 2600 MHz, 800 MHz and 700 MHz frequencies	Straight line	20 years	b
Licence to use 3.5 GHz frequencies	Straight line	15 years	c
Licence to use the 900 MHz, 1800 MHz and 2100 MHz frequencies	Straight line	10 years	d

(a) UMTS licence awarded in 2002 for a 20-year period: amortised from the date on which the broadband network opened (26 May 2005). The licence fee comprises (i) a fixed component of €619m, recognised as an intangible asset on the date the licence was awarded (12 December 2002), and (ii) a variable component, calculated at 1% of sales generated by the operation of the third generation mobile network, recognised as incurred from the date on which the UMTS network opened (November 2007).

(b) The licences acquired in 2011 (2600 MHz, for €228m) and 2012 (800 MHz, for €683m) were awarded for a 20-year period, and are being amortised from the date on which they came into service (1 October 2013), over 18 and 18.3 years respectively. The dates on which the 700 MHz frequencies are being brought into service depend on the dates of (i) transfer of digital terrestrial television transmission to the telecoms sector, (ii) opening to commercial use and (iii) rate of coverage of the population.

(c) The licences acquired in 2020 – 3.5 GHz (5G) for €602m – were awarded for a 15-year period, and are being amortised over 15 years from the date on which they came into service (1 December 2020).

(d) As part of the "New Deal for Mobile" signed with the French government and Arcep (the French telecoms regulator) in 2018, Bouygues Telecom secured the renewal of its licences to use frequencies in the 900 MHz, 1800 MHz and 2100 MHz bands for a further ten-year period from the expiry date (2024 for the 900 MHz and 1800 MHz bands, and 2022 for the 2100 MHz band). In July 2022, Arcep issued guidance confirming that the licence fees will be fixed.

Consequently, the licence to use the 2100 MHz band was renewed on 11 December 2022 for a 10-year period, in return for a fixed annual fee over that period. The aggregate net present value of the future annual licence fees has been recognised as an intangible asset at a carrying amount of €70 million (with a matching liability recognised within "Liabilities related to property, plant and equipment and intangible assets"), which will be amortised annually.

In light of the Arcep guidance of July 2022 and to standardise the accounting treatment of all frequency bands, Bouygues Telecom has accounted for the future fixed annual fees for the 900 MHz and 1800 MHz bands for the years 2022 to 2024 as intangible assets, at a carrying amount of €63 million; this treatment is in line with actual market practice. Previously, when they were awarded in 2009, those bands were accounted for as operating expenses, given that the annual fee was expected to change in anticipation of the potential entry of a fourth operator into the market. Bear in mind also that all frequency bands are technically equivalent, and hence each can be used independently for 2G, 3G, 4G or 5G.

2.7.4 Other intangible assets

Other intangible assets recognised by the Bouygues group mainly comprise (i) audiovisual rights owned by TF1 and (ii) intangible assets identified as part of a purchase price allocation in a business combination in accordance with the revised IFRS 3.

Audiovisual rights

This item includes shares in films and audiovisual programmes produced or co-produced by TF1 SA, TF1 Films Production and TF1 Production; audiovisual rights produced by Newen; audiovisual distribution and trading rights owned by TF1 Studios and TF1 Entertainment; and music rights owned by TF1 group entities.

Audiovisual rights are recognised as assets, at historical acquisition cost.

Amortisation methods for the various categories of audiovisual rights are as follows:

- producer shares in French drama acquired by broadcasters: amortised on a straight-line basis over the projected period of rights exploitation, taking account of the expected decline in value of their economic benefits;
- producer shares in French drama produced by the TF1 group: amortised on a reducing balance basis, taking account of the expected decline in value of their economic benefits;
- shares in film co-productions and audiovisual distribution rights: amortised on a reducing balance basis, taking account of the expected decline in value of their economic benefits;
- audiovisual trading rights: amortised on a straight-line basis over the contract term or expected period of exploitation; and
- music rights: amortised over two years, 75% of gross value in the first year and the remaining 25% in the second year.

A provision for impairment of audiovisual rights is recorded individually as required, based on an analysis of the future economic benefits derived from the rights relative to their carrying amount.

Intangible assets identified in business combinations

This line item mainly comprises brands, customer relationships, order backlogs and internally developed technologies identified in purchase price allocations carried out in connection with business combinations, in accordance with the revised IFRS 3.

Such items are carried in the balance sheet at the fair value recognised on the acquisition date, net of amortisation and impairment.

The fair values of those assets are primarily determined using the following methods:

- Brands and internally developed technologies: relief from royalty method. This approach is based on the present value of the royalties that are saved by owning the brands or technologies outright, and that would have been invoiced in a transaction negotiated between independent parties.
- Order backlogs and customer relationships: super profits method. This approach is based on the present value of the expected future cash flows from customer contracts or customer relationships, net of the return on the assets that contribute to executing the contracts.

All intangible assets other than brands are amortised on a straight line basis over their useful lives, determined as follows:

- Customer relationships: over a period of between 5 and 24 years (average useful life: 14 years).
- Order backlogs: over a period of between 1 and 6 years.
- Internally developed technologies: over a period of between 3 and 6 years.

Brands with indefinite useful lives are not amortised to the extent that the Group has decided to use them.

2.7.5 Impairment testing of non-current assets, joint ventures and associates

Impairment tests are carried out on the carrying amount of non-current assets and investments in joint ventures and associates if there is objective evidence that they may have become impaired.

The carrying amounts of indefinite-lived intangible assets (primarily brands) and goodwill are compared to their recoverable amounts at least at the end of each financial year.

2.7.5.1 Impairment testing of TF1, Bouygues Telecom, Bouygues Construction, Colas and Equans

In determining the recoverable amount, intangible assets to which independent cash flows cannot be directly allocated are grouped within the CGU to which they belong, or within the appropriate group of CGUs representing the lowest level at which management monitors return on investment (business segment level in the case of the Bouygues group). The recoverable amount of CGUs is measured as follows:

- For TF1, which is listed on the stock market: on the basis of the quoted share price if this exceeds the carrying amount of the assets (after allowing for a control premium where applicable); or by using the Discounted Cash Flow (DCF) method as described below, taking account of the specific characteristics of the investment.
- For Bouygues Telecom, Bouygues Construction, Colas and Equans: using the DCF method, taking account of the specific characteristics of each investment:
  - The cash flows used are derived from three-year business plans prepared by the management of the business segment and presented to the subsidiary's Board of Directors and to the Bouygues Board of Directors, with cash flows beyond the three-year plan time horizon also used where appropriate.
  - The discount rate is determined on the basis of a weighted average cost of capital, in the case of equity by reference to a panel of comparable companies, and in the case of debt by applying two alternative capital structure scenarios: 1/3 debt – 2/3 equity (scenario 1); 2/3 debt – 1/3 equity (scenario 2).
  - The terminal value is calculated by aggregating the discounted cash flows to infinity, based on normative cash flows after lease expenses and a perpetual growth rate.

The recoverable amount of the assets of the CGU as determined above is then compared with their carrying amount in the consolidated balance sheet, after adding right-of-use assets and deducting lease obligations:

- If the recoverable amount exceeds the carrying amount in both scenarios, sensitivity to each of the parameters is analysed on the basis of the two scenarios.
- If the recoverable amount is less than the carrying amount in either or both of the scenarios a more detailed analysis is performed to determine the recoverable amount, for example by using an independent valuer.

If the carrying amount in the consolidated balance sheet is greater than the recoverable amount, an impairment loss is recognised. Any such losses are allocated in the first instance to any goodwill carried in the balance sheet, and that portion of the loss may not be subsequently reversed.

Indefinite-lived brands must be subject to annual impairment testing.

Because the brands identified in the Equans purchase price allocation do not generate cash flows independently from other assets, they are tested for impairment within the Equans CGU.

2.7.5.2 Impairment testing of investments in joint ventures and associates

Because goodwill included in the carrying amount of a joint venture or associate is not reported separately, it is not tested separately for impairment, in line with IAS 36. If the carrying amount is greater than the recoverable amount, an impairment loss is recognised. Any such losses are offset against the carrying amount of the investment, and may be subsequently reversed.

2.7.6 Other non-current financial assets

Other non-current financial assets include loans and receivables (including advances to non-consolidated companies), deposits and caution money, and investments in non-consolidated companies (i.e. those over which the Group exercises neither control nor significant influence).

Investments in non-consolidated companies are measured at fair value, with changes in fair value taken either to shareholders' equity in "Items not reclassifiable to profit or loss" or to the income statement in "Other financial income" or "Other financial expenses", depending on the treatment elected by the Group for each individual investment.

Fair value is the market price for listed investments, and estimated value in use for unlisted investments. Value in use is determined using the most appropriate financial criteria for each individual investment.

Advances to non-consolidated companies, and other loans and receivables, are accounted for at amortised cost, determined using the effective interest method.

In the case of floating-rate loans and receivables, cash flows are periodically re-estimated to reflect changes in market interest rates, resulting in an adjustment to the effective interest rate and hence to the valuation of the loan or receivable.

Loans and receivables are accounted for at amortised cost. In accordance with IFRS 9, an impairment allowance is recognised on initial recognition to reflect the expected risk of loss during the next 12 months, and charged to profit or loss (see Note 3.2.5).

Concession arrangements and Public-Private Partnership (PPP) contracts

The Group (Bouygues Construction and Colas) holds equity interests in entities that have entered into concession arrangements or PPP contracts. These contracts, which are accounted for in accordance with IFRIC 12, are assessed on a case by case basis.

Under the financial receivable method, the initial receivable represents the fair value of the activity undertaken; this receivable is subsequently measured at amortised cost using the effective interest method as defined in IFRS 9.

Consequently, the receivable represents the fair value of the activity undertaken, plus cumulative interest calculated using the effective interest method, minus payments received from the grantor.

2.8 Current assets

2.8.1 Inventories

Inventories are stated at the lower of cost (first in first out or weighted average cost, depending on the nature of the business) or market price.

Where the realisable value of inventory is lower than cost, the necessary provision for impairment is recognised.

2.8.2 Property development programmes

Property development programme inventories are measured at cost; this includes land acquisition costs and taxes, construction and fitting-out costs, utilities connection costs, professional fees and ancillary costs.

All advertising costs are recognised in profit or loss as incurred.

Preliminary studies relating to property development programmes are recognised in inventory to the extent they are recoverable. If the probability of the programme being completed becomes low, especially if there is a risk of withdrawal of or appeal against building permits, the amount recognised is written down via a provision for impairment.

2.8.3 Programmes and broadcasting rights

In order to secure broadcasting schedules for future years, TF1 enters into binding contracts, sometimes for a period of several years, under which it acquires (and the other party agrees to deliver) programmes and sports transmission rights.

A programme is treated as ready for transmission and recognised in inventory when the following two conditions are met: technical acceptance (for in-house and external productions), and opening of rights (for external productions).

In the case of rights and programmes for which those two criteria have not been met (programmes not yet delivered, sports rights for which the right to broadcast is not activated until the date of the event, etc.), TF1 takes the view that it does not control the asset, since it has neither the right nor the ability to broadcast the programme. Consequently, these rights are not recognised in the balance sheet (see Note 4.1).

However, any advance payments made to acquire such rights are recognised within “Trade payables”.

The ‘‘Inventories’’ line item includes the following programmes and broadcasting rights:

- in-house productions, made by TF1 companies for TF1 channels; and
- external productions, comprising broadcasting rights acquired by TF1 channels.

The value of programmes and broadcasting rights is measured as follows:

- in-house production: overall production cost (direct costs plus a portion of indirect production costs); and
- broadcasting rights and co-productions: purchase cost, less consumption for the year calculated at the end of each reporting period.

TF1 SA programmes (which account for the bulk of TF1 group programme inventory) are deemed to have been consumed on transmission. If they are acquired for a single transmission, they are regarded as having been consumed in full at the time of this transmission. If they are acquired for two or more transmissions, consumption is calculated according to the type of programme using the rules described below (unless otherwise specified in the acquisition contract):

	Type of programme			
%	Dramas with a running time of at least 52 minutes	Series	Films, TV movies and cartoons	Other programmes and broadcasting rights
1st transmission	80	67	50	100
2nd transmission	20	33	50	

“Other programmes and broadcasting rights” in the table above refers to children’s programmes (other than cartoons), light entertainment, plays, factual and documentary programmes, news, sport, and dramas with a running time of less than 52 minutes.

A provision for impairment is recorded once it becomes probable that a programme will not be transmitted, or if the contractual value at which it was recognised in inventory exceeds the value attributable to it using the rules described above. Probability of transmission is assessed on the basis of the most recent programming schedules approved by the TF1 programme department. If rights are resold, a provision is recorded once the sale is probable to cover any excess of the value at which the rights were initially recognised in inventory (or the amount of advance payments) over the actual or estimated selling price.

Programmes that have not been transmitted and the rights to which have expired are written off as a component of current operating profit, at which point any previously-recognised provisions are reversed.

Rights ordered under irrevocable contracts but not yet available for transmission are disclosed in Note 4.1, and are priced at the contractual amount or the estimated future cash outflow (in the case of output deals), less any advance payments made.

2.8.4 Trade receivables

Trade receivables are carried at face value given their short maturities, net of impairment recorded to reflect the probability of recovery. These receivables are usually short-term and non interest-bearing. They are measured at the original invoice amount, unless application of an implied interest rate would have a material effect.

For contracts accounted for using the percentage of completion method, trade receivables include invoices and statements issued as works are executed or services provided, and accepted by the project owner.

For Bouygues Telecom, when a subscription is bundled with a subsidised handset (two separate performance obligations), revenue from the handset sale is reflected by recognising a trade receivable in the balance sheet equal to the amount of the subsidy, which is then taken to profit or loss over the average life of the contract (see Note 2.13.1).

The Bouygues group has implemented a number of receivables assignment programmes. An analysis of the risks and rewards as defined in IFRS 9 (mainly where the risk of debtor insolvency, late payment and dilution are substantively transferred to a third party) has led the Group to derecognise virtually all of the receivables assigned under those programmes. In the absence of any transfer, a financial liability is recognised. In the cash flow statement, these programmes are presented within "Changes in working capital requirements related to operating activities".

2.8.5 Customer contract assets

Customer contract assets represent the Group's contingent right to receive consideration for goods and services already transferred to customers, where that right is conditioned on something other than the passage of time. The line item "Customer contract assets" (see Note 4.4) comprises:

- contract origination costs (mainly at Bouygues Telecom). These are incremental costs incurred to obtain a contract with a customer that would not have been incurred if the contract had not been obtained, and which qualify for recognition as an asset under IFRS 15. This mainly applies to variable consideration paid to distributors and retailers to acquire new customers. The resulting asset is charged to profit or loss over the average life of the customer contract;
- customer contract execution costs (mainly at Bouygues Telecom). These are line activation costs which qualify for recognition as an asset under IFRS 15; they are charged to profit or loss over the average life of the customer contract; and
- assets representing sales recognised on a percentage of completion basis where billing is contingent on the supply of other goods and services and/or on the attainment of contractually agreed milestones.

2.8.6 Other current receivables and prepaid expenses

Other receivables are carried at face value, net of impairment recorded to reflect the probability of recovery.

2.9 Financial instruments

Some Group entities use hedging instruments to limit the impact on the income statement of fluctuations in exchange rates and interest rates. The Group's policy on the use of financial instruments is described below.

2.9.1 Risks to which the Group is exposed

2.9.1.1 Currency risk

In general, the Bouygues group has little exposure to currency risk in routine commercial transactions, given that its international operations (primarily Bouygues Construction, Colas and Equans) do not involve exports. Where possible, expenses relating to a contract are incurred in the same currency as that in which the contract is billed. This applies to most projects executed outside France, on which local-currency expenses (sub-contracting and supplies) represent a much higher proportion than euro-denominated expenses. Exposure to currency risk is therefore limited to contract margins, and to any design work carried out in France. The Bouygues group also pays particular attention to risks relating to assets denominated in non-convertible currencies, and to country risk generally.

2.9.1.2 Interest rate risk

The Group's financial expenses have low sensitivity to interest rate risk, since the bulk of debt is at fixed-rate either in the form of fixed-rate bond issues, or via a portfolio of hedging instruments that convert floating-rate debt into fixed-rate debt.

Consolidated financial expenses would be only marginally affected by fluctuations in euro interest rates, or by a divergence in interest rate trends between the euro and other major currencies.

2.9.1.3 Commodities risk

In general, the Bouygues group has little exposure to commodities risk. The main exposure is in roads and construction activities, which can be sensitive to fluctuations in commodity prices (especially petroleum-based products); there is also some exposure to the prices of certain metals in the road safety/signalling, railway and construction activities. Hedges may be contracted on an as-needed basis in connection with specific contracts.

2.9.2 Principles applied to all hedging instruments

The only instruments used for hedging purposes are forward currency purchases and sales, currency swaps and purchases of currency options for hedging currency risk; interest rate swaps, future rate agreements, and purchases of caps and collars for hedging interest rate risk; cross-currency swaps for hedging currency and interest rate risk; and forward commodity purchases and sales, commodity swaps and commodity options for hedging commodities risk.

These instruments:

- are used solely for hedging purposes;
- are contracted solely with high-quality French and foreign banks; and
- carry no liquidity risk in the event of reversal.

Specific reports are prepared for those responsible for the management and supervision of the relevant Group companies describing the use of hedging instruments, the selection of counterparties, and more generally the management of exposure to currency risk, interest rate risk and commodities risk.

2.9.3 Hedging rules

2.9.3.1 Foreign exchange risk

Group policy is to hedge systematically all residual currency exposure relating to commercial transactions. If the future cash flow is certain, the currency risk is hedged by buying or selling currency forward, or by means of currency swaps. For some large contracts, options may be taken out for hedging purposes before the contract award has been confirmed; if the hedged item ceases to exist (for example, if the service is not provided or the contract is cancelled), the hedge is closed out immediately.

In the interests of efficiency, the currency positions of some Group entities may be managed centrally, which in some cases may result in the offset of matching positions (i.e. management on a net basis). Currency derivatives are used solely for hedging purposes.

2.9.3.2 Interest rate risk

Group policy is for each business segment to hedge some or all of its financial assets and liabilities, where those are foreseeable and recurring.

The aim is to control future interest expense by fixing the cost of debt using swaps and future rate agreements, or by limiting it through the use of caps, over a period equivalent to that of the financial liabilities to be hedged.

As with currency risk, the interest rate positions of some Group entities may, in the interests of efficiency, be managed centrally and partially offset.

2.9.3.3 Commodities risk

Group policy is for each business segment to hedge some or all of the exposure to movements in commodity prices on specific contracts, primarily in the roads activity.

2.9.4 Accounting methods

In general, the financial instruments used by the Group qualify for hedge accounting, which means that the hedging relationship is documented in accordance with the requirements of IFRS 9. Two types of accounting treatment are used:

- fair value hedges, in which changes in the fair value of the hedging instrument and changes in the fair value of the hedged item are recognised symmetrically in the income statement; or
- cash flow hedges, in which changes in the fair value of the hedging instrument are recognised in the income statement for the ineffective portion of the hedging relationship, and in shareholders' equity (until the hedge is closed out) for the effective portion.

As required by IFRS 9, the fair value measurement of derivative financial instruments takes account of credit risk (for derivative assets) and of own credit risk (for derivative liabilities). Those components have no material impact on the Bouygues group consolidated financial statements.

2.10 Consolidated shareholders’ equity

Treasury shares are deducted from consolidated shareholders' equity. If a Group subsidiary holds its own shares, an additional percentage interest in that subsidiary is recognised at Group level.

2.10.1 Translation reserve

The translation reserve represents translation differences arising since 1 January 2004, when the reserve was deemed to be zero and the balance transferred to “Retained earnings”. In the event of disposal of a subsidiary, associate or joint venture that prepares its accounts in a foreign currency, the cumulative translation reserve as of the date of disposal is reversed out through profit or loss, such that the gain or loss on disposal is calculated without the effect of exchange rate fluctuations.

2.10.2 Information about the management of capital

The objective of Bouygues management in managing capital is to maintain consolidated shareholders’ equity at a level consistent with:

- maintaining a reasonable ratio of net debt (see Note 2.15.3) to shareholders’ equity; and
- distributing regular dividends to shareholders.

However, the level of equity may vary over short periods, especially if a strategically important investment opportunity arises.

The business plan is a key management tool used by the parent company to assess the financial position of each business segment and of the Group as a whole, and the effects on consolidated shareholders’ equity.

Within these overall principles, Group management allows subsidiaries within each of its five segments and their parent company a degree of autonomy to manage their equity in line with their specific objectives and needs, given that equity capital requirements vary from business to business and segment to segment.

2.11 Non-current liabilities

2.11.1 Non-current debt

With the exception of derivative instruments accounted for as liabilities measured at fair value (including a counterparty risk component, which is immaterial), all other borrowings and financial liabilities are accounted for at amortised cost using the effective interest method.

Transaction costs directly attributable to the acquisition or issuance of a financial liability are offset against that liability, and amortised over the life of the liability using the effective interest method.

The portion of long-term debt due within less than one year is included in current liabilities.

2.11.2 Non-current lease obligations

In accordance with IFRS 16, on commencement of a lease the lessee recognises a lease obligation in the balance sheet, equivalent to the present value of the lease payments over the lease term.

The following amounts are included in the lease payments used to measure the obligation:

- fixed payments (including in-substance fixed payments, i.e. payments that may in form contain variability, but in substance are unavoidable);
- variable lease payments that depend on an index or a rate at the commencement date of the lease;
- payments due by the lessee under residual value guarantees;
- the exercise price of a purchase option, if that option is reasonably certain to be exercised; and
- payments of penalties for terminating or not extending the lease.

During the term of the lease, the carrying amount of the lease obligation is:

- increased to reflect interest on the lease obligation, which is recognised as an expense in the income statement and calculated using the discount rate used on initial measurement; and
- reduced to reflect lease payments made.

The discount rate used to calculate the lease obligation is determined for each asset on the basis of the incremental borrowing rate at the inception date of the lease. That rate is obtained by aggregating a market rate that reflects the location, currency and lease term, and a sector-specific spread that reflects the nature of the lease.

The Group has elected to apply the practical expedients permitted by IFRS 16 to exclude leases where the as-new value of the underlying asset is less than €5,000, and assets where the lease term is reasonably certain to be less than 12 months. Such leases are recognised in profit or loss as and when lease payments are made. The Group has also elected to account for each lease component separately, distinguishing the lease components from the non-lease (service) components.

As permitted by IFRS 16, the Group has not elected to apply the standard to leases of intangible assets.

The portion of long-term lease obligations due within less than one year is included in current liabilities.

2.11.3 Non-current provisions

In accordance with IAS 37, a provision is recorded at the end of the reporting period if the Group has an obligation to a third party resulting from a past event and it is probable that settlement of the obligation will result in a net outflow from the Group of resources embodying economic benefits.

The amount recognised as a provision represents the Group's best estimate of the net outflow of resources.

Non-current provisions are not usually associated with the normal operating cycle of each business segment.

Non-current provisions mainly comprise:

- Provisions established to cover the uninsured portion of risks under two-year and ten-year construction contract guarantees. These provisions are recognised in line with recognition of contract revenues, based on statistical data reflecting actual experience over the long term.
- Provisions related to tax exposures (except those relating to corporate income taxes, which are recognised in "Taxes payable") and to fines.
- Provisions for litigation, claims and foreseeable risks relating to the Group's operations, especially foreign operations, including permanent withdrawal from projects and sundry risks and liabilities.
- Provisions for site rehabilitation and decommissioning costs (e.g. quarries).

  Costs incurred as a result of a contractual obligation to remedy immediate environmental damage are covered by a provision.
- Provisions for employee benefits, which comprise:
  - Provisions for long-service awards.
  - Provisions for obligations to employees in respect of lump-sum benefits payable on retirement.

    These provisions are calculated using the projected unit credit method based on final salary. Benefits are attributed on a straight line basis only over the final years of the period of service during which an employee's capped rights to the benefits vest. Provisions are measured on the basis of the collective agreement for each business segment, taking account of:
    - status, age and length of service for each employee category;
    - employee turnover, calculated on the basis of the average number of voluntary leavers by business segment, age bracket and employee category;
    - average salary and wages including bonuses and benefits in kind, uplifted by a coefficient to reflect the applicable percentage of employer's social security charges;
    - a final salary inflation rate;
    - a discount rate applied to the obligation over the projected period to the retirement date;
    - estimated mortality, based on mortality tables.
  - Provisions for pension obligations (depending on the country and terms of the pension plan).

    To cover their pension obligations, Group companies make regular payments to external bodies including public-sector and private-sector pension schemes and independent pension fund managers (defined-contribution plans). There are however some remaining defined-benefit plans still in existence, mainly at Colas and Bouygues Construction (Canada, Ireland, the United Kingdom and Switzerland). These pension plans are managed by independent pension funds, and involve only a limited number of employees.

  The actuarial assumptions used to measure the present value of the pension obligation and the service cost for the period in respect of defined-benefit plans represent the best estimate of the variables that will determine the final cost of the benefits. The discount rate and the rate of return on plan assets are determined by reference to the expected market rate, taking into account the estimated timing of benefit payments; the discount rate applied to the obligation is determined by reference to the market rate for high-quality corporate bonds at the end of the reporting period.

  The Bouygues group recognises the effect of changes in actuarial assumptions in consolidated shareholders' equity if they relate to the pension obligation, and in profit or loss if they relate to long-service awards.
- Contingent liabilities assumed in a business combination, which are accounted for in accordance with the criteria specified in IFRS 3 as revised. Such contingent liabilities reflect potential obligations arising from past events, the existence of which will only be confirmed by the occurrence of future events that are not wholly within the control of Bouygues.

  Contingent liabilities also relate to current provisions (see Note 2.12.1).

2.12 Current liabilities

2.12.1 Current provisions

Current provisions, which relate to the normal operating cycle of each segment, mainly comprise:

- provisions for construction contract risks, including risks relating to construction project companies in the form of *Sociétés en Participation* (SEPs);
- provisions for losses to completion on construction contracts, which relate to construction contracts in progress and take account of claims accepted by the customer. They are measured on a contract by contract basis, with no netting between them.

2.12.2 Trade payables and other current liabilities

Because of the short-term nature of these liabilities, they are carried at face value in the consolidated financial statements, given that is considered to be a reasonable estimate of their market value.

The Group has implemented reverse factoring programmes, in which trade payables are assigned to financial institutions. Such programmes allow for (i) suppliers to be paid early, sometimes in return for a discount and/or (ii) a negotiated extension of the payment term initially agreed with the supplier. The liabilities covered by those programmes are recognised within "Trade payables". These programmes have no impact on the cash flow statement. Payments are presented within "Changes in working capital requirements related to operating activities" on extinguishment of the liability.

Grants received

Investment grants (in particular, those received from the French state) mainly comprise grants received by TF1 from audiovisual industry support funds – especially those received by the TF1 group's production companies from the Centre National de Cinématographie (CNC). Such grants are recorded as deferred income in "Trade payables" on the liabilities side of the balance sheet once the grant has been definitively awarded. They are taken to the income statement under "Other income from operations" on exploitation of the corresponding rights.

2.12.3 Customer contract liabilities

Customer contract liabilities represent the Group's obligation to transfer goods and services for which payment has already been received from a customer, or where the Group has an unconditional right to receive payment. They include advances and down-payments received on orders, and differences arising from the percentage of completion on a contract (see Note 11.2).

2.13 Income statement

As allowed under IAS 1, the Bouygues group presents an income statement that classifies expenses by nature. In presenting its income statement, the Group has applied ANC Recommendations 2013-03 of 7 November 2013, and 2012-01 and 2012-02 of 21 December 2012.

2.13.1 Revenue recognition

The Group recognises revenue when:

- a customer contract, and the performance obligations within that contract, have been identified;
- a transaction price has been determined, and allocated between the performance obligations;
- the distinct performance obligations under the contract have been satisfied;
- it is probable that the future economic benefits of the transaction will flow to the Group;
- the amount of revenue can be reliably measured; and
- at the transaction date, it is probable that the amount of the sale will be recovered.

Most contracts entered into by the Group contain only a single performance obligation. As described below, some contracts at Bouygues Telecom and Equans are split into two performance obligations.

Construction businesses

BOUYGUES CONSTRUCTION AND COLAS

Revenue from construction businesses is recognised using the percentage of completion method. How revenue and margin on construction contracts are accounted for depends primarily on:

- revenue estimates for each contract, which build in the latest estimate of the total selling price and take account of claims that have been accepted by the customer or are highly probable;
- total estimated costs to completion;
- percentage of completion, measured:
  - at Bouygues Construction: by reference to progress of the works (output method) or to the cost of completed works (input method);
  - at Colas: revenue is recognised by reference to the cost of completed works (input method), calculated on the basis of costs incurred to date relative to the total expected to fulfil a performance obligation.

As soon as a loss on a contract is known and can be reliably measured, it is covered by a provision for expected losses to completion within "Current provisions" in the balance sheet. The loss is provided for in full, irrespective of the completion rate.

BOUYGUES IMMOBILIER

Revenues and profits are recognised using the percentage of completion method once the following conditions have been met:

- building permit with no appeal;
- signature of notarised deed of sale or development contract with the customer; and
- construction contract signed (order given to start works).

The percentage of completion represents costs recognised to date (including land-related costs) as a proportion of the total estimated final cost of the project, taking account of the progress towards legal completion of the sale in the case of property sales.

Accrued expenses are recognised for finishing costs on this type of project, based on the percentage of completion; residual expenses on delivered projects are also recognised in “Trade payables”.

Overheads, including sales force costs and all advertising costs, are expensed as incurred.

Energies & Services

Equans generates revenue mainly from constructing and installing assets on site for public and private sector customers. In general, they involve only a single performance obligation, which is satisfied when the contract is fulfilled (usually on delivery). However, where a contract also includes the operation and maintenance of a constructed asset, it will involve a number of separate performance obligations corresponding to construction, operation, and maintenance. In such cases, the Group allocates the overall contract price between the performance obligations using the expected cost plus margin approach in accordance with IFRS 15, paragraph 79 .

Revenue earned on construction and installation work is usually recognised on a percentage of completion basis, based on costs incurred.

In operation and maintenance contracts, the Group is usually responsible for the provision of services to ensure the availability of energy generation facilities.

Overall, the tasks performed are clearly distinct, in that the customer may benefit from either service independently. However, the conditions for just a single performance obligation are generally met, because:

- how the asset is operated has an impact on maintenance, such that the operation and maintenance elements are highly inter-dependent; and
- the maintenance tasks do not constitute a promise to the customer, but are essential to enable performance of an obligation to make the asset available to generate physical production when required (which is the promise made to the customer).
- There are no specific contractual obligations to fulfil (in particular, there is no obligation to carry out major overhauls on specified dates).

In such cases, revenue is recognised on a percentage of completion basis, by reference to costs incurred or hours of services provided.

Telecoms

Bouygues Telecom generates revenue primarily from services with no handset sale; from sales of stand-alone handsets and accessories; and from sales of services with subsidised handsets.

SALES OF SERVICES WITH NO HANDSET SALE

Plans and commercial services (mobile and fixed) are invoiced one month in advance and the corresponding revenue is recognised on a straight-line basis over the service period.

Revenue from call charges other than plans, and from roaming and interconnection fees, is recognised as the service is used, based on a best estimate of the pattern of consumption.

For content offers (such as SMS+, special numbers or some TV offers) the Group acts as agent – i.e. as an intermediary in the supply of services by a third party to the end customer – and not as principal. In such cases, only the margin charged as consideration for the service is recognised in sales.

SALES OF STAND-ALONE HANDSETS AND ACCESSORIES

Sales of handsets and SIM cards are recognised on sale to the distributor or retailer, but the margin on the sale is eliminated until the line is activated by the customer. Retail and business customers can opt to pay for their handsets in instalments; the entire revenue from the sale of the handset is recognised when the customer signs up to the plan.

SALES OF SERVICES WITH SUBSIDISED HANDSETS

When the sale of a handset is accompanied by the customer subscribing to a plan, the handset sale is accounted for by recognising a trade receivable in the balance sheet for the amount of the subsidy, i.e. the difference between (i) the price paid by the customer on initial subscription and (ii) the purchase cost of the handset. This asset is charged to profit or loss over the average life of the contract.

2.13.2 Other operating income and expenses

These line items contain a very limited number of income and expense items, which are unusual and occur infrequently but are of particularly large amounts. The Group reports these items separately in its income statement to give users of the financial statements a better understanding of ongoing operational performance.

For a description of these items, refer to Note 13.2.

2.13.3 Share-based payment

Two types of share-based payment plan are awarded within the Bouygues group:

- stock subscription option plans; and
- performance share plans.

Share-based payments are accounted for in accordance with IFRS 2.

Stock subscription option plans

Stock subscription options granted to corporate officers or employees of the Group are accounted for in the financial statements as follows: the fair value of the options granted (corresponding to the fair value of the services rendered by the employees as consideration for the options received) is recognised as an employee benefit over the vesting period within “Personnel costs” in the income statement, with the matching entry credited to shareholders' equity.

The amount of the employee benefit is measured at fair value as of the grant date of the option using the Black & Scholes model, and is not subsequently remeasured.

Performance share plans

- Bouygues SA

Performance share plans awarded by Bouygues SA to members of the Group Management Committee are settled solely by delivery of equity instruments. Consequently, the employee benefit is recognised within “Personnel costs” in the income statement over the vesting period using the same method as that described for stock subscription options above, with the matching entry credited to shareholders’ equity. The calculation is based on the probable number of equity instruments expected to be delivered to beneficiaries who remain in service on the date of delivery of the shares; that number may be revised during the vesting period in line with fulfilment of continuing employment and performance conditions.

- Equans

The Equans performance share plan awarded to selected managers is a cash-settled plan, given that Bouygues SA has a commitment to purchase the Equans shares awarded.

Consequently, the employee benefit is recognised within "Personnel costs" over the vesting period (with the matching entry credited to employee-related liabilities), taking account of:

- a fair value determined on the date of grant using (i) a multi-criterion approach (discounted cash flows, deal multiples, stock market multiples), taking account of the absence of any dividends during the vesting period, in the case of ordinary shares and (ii) the Monte Carlo method, in the case of preference shares. That fair value, determined by an independent expert, is remeasured at each annual accounting close; and
- the probable number of equity instruments expected to be delivered to beneficiaries who remain in service on the date of delivery of the shares; that number may be revised during the vesting period in line with fulfilment of continuing employment and performance conditions.

2.14 Cash flow statement

The cash flow statement is presented in accordance with the amended IAS 7 and with ANC Recommendation 2013-03 of 7 November 2013 (using the indirect method). The cash flow statement explains changes in the Group's net cash position, which is defined as the net total of the following balance sheet items:

- cash and cash equivalents; and
- overdrafts and short-term bank borrowings.

2.15 Other financial indicators

"Current operating profit from activities", "EBITDA after Leases", "Net surplus cash/(net debt)" and "Free cash flow" are non-IFRS financial measures that provide additional information of relevance to shareholders in understanding the Group's performance and financial position. Those indicators are presented in Note 17 to the consolidated financial statements.

2.15.1 Current operating profit from activities

"Current operating profit from activities" (COPA) represents current operating profit before amortisation and impairment of intangible assets recognised in acquisitions (PPA).

"Other income from operations" and "Other expenses from operations", which are a component of current operating profit, mainly comprise:

- reversals of unutilised provisions and impairment;
- net foreign exchange differences on commercial transactions;
- gains and losses on disposals of non-current assets;
- profits and losses from joint operations, representing the Group's share of profits or losses from translucent entities such as *Sociétés en Participation* (SEPs), for example those that operate asphalt and binder production facilities;
- royalties from the licensing of patents; and
- revenue from sales of raw material (bitumen) by Colas subsidiaries to asphalt and emulsion entities in the form of SEPs or economic interest groupings that subsequently sell the asphalt and emulsion back to Colas subsidiaries (with the expense recognised in "Purchases used in production").

2.15.2 EBITDA after Leases

"EBITDA after Leases" equates to current operating profit after taking account of interest expense on lease obligations, before (i) net charges for depreciation, amortisation and impairment on property, plant and equipment and intangible assets, (ii) net charges to provisions and other impairment losses, and (iii) effects of losses of control. Those effects relate to the impact of remeasuring retained equity interests.

2.15.3 Net debt/Net surplus cash

Net debt (or net surplus cash) is obtained by aggregating the following items:

- cash and cash equivalents;
- overdrafts and short-term bank borrowings.
- non-current and current debt, mainly comprising bond issues, bank borrowings (including any financial liabilities arising from securitised receivables for which the Group does not transfer the risks and rewards), other borrowings, and sundry financial liabilities (contingent purchase consideration, commitments in respect of capital increases and buyouts of non-controlling interests, etc.); and
- financial instruments (used to hedge financial liabilities measured at fair value).

Net debt/net surplus cash does not include non-current and current lease obligations.

A positive figure represents net surplus cash and a negative figure represents net debt.

2.15.4 Free cash flow

Free cash flow is defined as net cash flow (determined after (i) cost of net debt, (ii) interest expense on lease obligations and (iii) income taxes paid), minus net capital expenditure and repayments of lease obligations. It is calculated before changes in working capital requirements related to operating activities.

2.15.5 Changes in working capital requirements related to operating activities

"Changes in working capital requirements related to operating activities" as presented in the cash flow statement is obtained by aggregating net changes in:

- inventories and work in progress;
- advances and down-payments made on orders;
- trade receivables;
- customer contract assets;
- trade payables;
- customer contract liabilities;
- current provisions; and
- other current asset and liability items, excluding (i) income taxes; (ii) net cash and cash equivalents and current debt; (iii) hedging instruments; (iv) current lease obligations; and (v) receivables and liabilities related to property, plant and equipment and intangible assets.

Note 3 Non-current assets

3.1 Acquisitions of non-current assets during the year, net of disposals

3.1.1 Capital expenditure and acquisitions of non-current financial assets, net of disposals

Total acquisitions of non-current assets during the year were €2,720 million, a decrease of €6,194 million, due mainly to the fact that the 2022 figure included the impact of the Equans acquisition (€6,146 million).

	2023		2022	
Property, plant and equipment	2,056		2,027	
Intangible assets	516		598	
Capital expenditure	**2,572**	a	**2,625**	a
Acquisitions of non-current financial assets (investments in consolidated and non-consolidated companies and other long-term investments)	148	b	6,289	d
Acquisitions of non-current assets	**2,720**		**8,914**	
Disposals of non-current assets	(714)	c	(701)	e
Acquisitions of non-current assets, net of disposals	**2,006**		**8,213**	

(a) Corresponds to the total of the "Purchase price of property, plant and equipment and intangible assets" line in the consolidated cash flow statement.
(b) Corresponds to the total of the "Purchase price of non-consolidated companies and other investments" and "Purchase price of investments in consolidated activities" lines in the consolidated cash flow statement.
(c) Corresponds to the total of the "Proceeds from disposals of property, plant and equipment and intangible assets", "Proceeds from disposals of non-consolidated companies and other investments" and "Proceeds from disposals of investments in consolidated activities" lines in the consolidated cash flow statement.
Divestments during 2023 amounted to €714m, mainly comprising (i) the sale of the district urban heating and cooling networks activities in the UK and the Aquifer Thermal Energy Storage activities in the Netherlands by Equans, for €139m and €53m respectively (see Note 1.2.1); (ii) the sale of Branscome, Inc. by Colas for €50m; and (iii) various disposals of intangible assets and property, plant and equipment for €455m.
(d) Includes €6,146m of investments in 2022 associated with the acquisition of Equans.
(e) Divestments during 2022 mainly comprised (i) the sale by TF1 of Ykone for €31m and Unify's Publisher activities for €83m (see Note 1.2.2), and Gamned for €50m; (ii) the sale of Colas Rail Belgium by Colas for €26m; and (iii) various disposals of intangible assets and property, plant and equipment for €404m.

3.1.2 Capital expenditure under the (EU) 2020/852 taxonomy

In Section 3 ("Statement on Non-Financial Performance" – SNFP) of the Universal Registration Document, the Bouygues group discloses which of its activities are eligible, non-eligible, aligned and non-aligned under the (EU) 2020/852 taxonomy as regards sales, capital expenditure (CapEx) and operating expense (OpEx).

CapEx as disclosed for taxonomy purposes covers increases in (i) property, plant and equipment, (ii) intangible assets, and (iii) rights of use of leased assets, along with increases in those items arising from business combinations. An analysis of eligible and non-eligible CapEx is shown in the table below:

	2023	2022
Capital expenditure (Note 3.1.1)	2,572	2,625
Right of use assets relating to new leases contracted (Note 3.2.2)	979	885
Increases arising from business combinations (Notes 3.2.1, 3.2.2 and 3.2.3) [a]	30	2,388
CapEx under the (EU) 2020/852 taxonomy	**3,581**	**5,898**

(a) Includes €2,360m in 2022 relating to the acquisition of Equans.

3.2 Analysis of movements in non-current assets during the period

For an analysis of property, plant and equipment, rights of use of leased assets, intangible assets and investments in joint ventures and associates by business segment, refer to Note 17.

3.2.1 Property, plant and equipment

	Land and buildings	Plant, equipment and tooling	Other property, plant and equipment	PP&E under construction and advance payments	Total
Gross value					
31/12/2021	**2,646**	**15,090**	**3,424**	**668**	**21,828**
Movements during 2022					
Translation adjustments	18	32	3	5	58
Changes in scope of consolidation	138	240	142	109	629
Acquisitions during the period	39	1,135	331	522	2,027
Disposals, transfers and other movements	(59)	(58)	(261)	(391)	(769)
31/12/2022 restated [a]	**2,782**	**16,439**	**3,639**	**913**	**23,773**
Movements during 2023					
Translation adjustments	(13)	(44)	(6)	(1)	(64)
Changes in scope of consolidation [b]	19	(77)	5	(29)	(82)
Acquisitions during the period	54	1,032	566	404	2,056
Disposals, transfers and other movements	(70)	(59)	(133)	(547)	(809)
31/12/2023	**2,772**	**17,291**	**4,071**	**740**	**24,874**
Depreciation and impairment					
31/12/2021	**(1,143)**	**(10,130)**	**(2,507)**		**(13,780)**
Movements during 2022					
Translation adjustments	(8)	(30)	(5)		(43)
Changes in scope of consolidation	12	48	9		69
Net expense for the period	(82)	(1,087)	(292)		(1,461)
Disposals, transfers and other movements	48	404	174		626
31/12/2022	**(1,173)**	**(10,795)**	**(2,621)**		**(14,589)**
Movements during 2023					
Translation adjustments	7	33	4		44
Changes in scope of consolidation	(1)	1	(1)		(1)
Net expense for the period	(94)	(1,147)	(356)		(1,597)
Disposals, transfers and other movements	58	396	180		634
31/12/2023	**(1,203)**	**(11,512)**	**(2,794)**		**(15,509)**
Carrying amount					
31/12/2022 restated [a]	**1,609**	**5,644**	**1,018**	**913**	**9,184**
31/12/2023	**1,569**	**5,779**	**1,277**	**740**	**9,365**

(a) Property, plant and equipment as of 31 December 2022 has been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Movements relating primarily to the sale by Equans of its district heating and cooling networks activities in the UK and its Aquifer Thermal Energy Storage activities in the Netherlands (see Note 1.2.1).
(c) Includes €10m arising from business combinations (see Note 3.1.2).

Operating commitments not yet recognised involving future outflows of resources

	Falling due				
	Less than 1 year	From 1 to 5 years	More than 5 years	Total 2023	Total 2022
Colas: orders in progress for plant and equipment [a]	47	3		50	104
Bouygues Telecom: orders in progress for network equipment assets	31	94		125	263
TOTAL	**78**	**97**		**175**	**367**

(a) In the second quarter of 2021, Colas subsidiary McAsphalt Marine Transportation Ltd placed a €22m order for the construction of an asphalt carrier cargo ship. In addition, there were committed orders for plant and equipment of €28m as of 31 December 2023.

3.2.2 Right of use of leased assets

	Land and buildings	Plant, equipment and tooling	Other property, plant and equipment	Total
Gross value				
31/12/2021	**1,473**	**1,814**	**294**	**3,581**
Movements during 2022				
Translation adjustments	4	(3)	(3)	(2)
Changes in scope of consolidation	300	45	37	382
New leases, lease modifications, and other lease-related movements	208	303	74	585
31/12/2022	**1,985**	**2,159**	**402**	**4,546**
Movements during 2023				
Translation adjustments	4	(2)	(2)	
Changes in scope of consolidation [a]	10	(74)	(2)	(66)
New leases, lease modifications, and other lease-related movements [b]	270	319	87	676
31/12/2023	**2,269**	**2,402**	**485**	**5,156**
Amortisation and impairment				
31/12/2021	**(818)**	**(900)**	**(122)**	**(1,840)**
Movements during 2022				
Translation adjustments	(1)	1	2	2
Changes in scope of consolidation	9	2	3	14
Net expense for the period	(178)	(205)	(63)	(446)
Lease modifications and other lease-related movements	88	79	29	196
31/12/2022	**(900)**	**(1,023)**	**(151)**	**(2,074)**
Movements during 2023				
Translation adjustments	(3)	1	1	(1)
Changes in scope of consolidation	6	57	4	67
Net expense for the period	(278)	(220)	(85)	(583)
Lease modifications and other lease-related movements	191	58	21	270
31/12/2023	**(984)**	**(1,127)**	**(210)**	**(2,321)**
Carrying amount				
31/12/2022	**1,085**	**1,136**	**251**	**2,472**
31/12/2023	**1,285**	**1,275**	**275**	**2,835**

(a) None of these amounts arose from business combinations in 2023 (see Note 3.1.2).
(b) Includes €979m of right of use assets relating to new leases.

3.2.3 Intangible assets

	Development expenses [c]	Concessions, patents and similar rights	Other intangible assets	Total
Gross value				
31/12/2021	**589**	**4,051**	**4,395**	**9,035**
Movements during 2022				
Translation adjustments		(1)	(5)	(6)
Changes in scope of consolidation	10	300	1,018	1,328
Acquisitions during the period	102	199	366	667
Disposals, transfers and other movements	2	(5)	5	2
31/12/2022 restated [a]	**703**	**4,544**	**5,779**	**11,026**
Movements during 2023				
Translation adjustments		4	(1)	3
Changes in scope of consolidation [b]		(158)	11	(147)
Acquisitions during the period	143	73	300	516
Disposals, transfers and other movements	(4)	(36)	22	(18)
31/12/2023	**842**	**4,427**	**6,111**	**11,380**
Amortisation and impairment				
31/12/2021	**(331)**	**(2,175)**	**(3,755)**	**(6,261)**
Movements during 2022				
Translation adjustments			4	4
Changes in scope of consolidation		13	27	40
Net expense for the period	(54)	(244)	(469)	(767)
Disposals, transfers and other movements		15	1	16
31/12/2022	**(385)**	**(2,391)**	**(4,192)**	**(6,968)**
Movements during 2023				
Translation adjustments		(1)	(1)	(2)
Changes in scope of consolidation			(11)	(11)
Net expense for the period	(63)	(261)	(410)	(734)
Disposals, transfers and other movements	6	22	24	52
31/12/2023	**(442)**	**(2,631)**	**(4,590)**	**(7,663)**
Carrying amount				
31/12/2022 restated [a]	**318**	**2,153**	**1,587**	**4,058**
31/12/2023	**400**	**1,796** [d]	**1,521** [e]	**3,717**

(a) Intangible assets as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Includes €20m arising from business combinations (see Note 3.1.2).
(c) Software development expenses are generally capitalised (applies mainly to Bouygues Telecom), while development expenses of a permanent and recurring nature that do not meet the IAS 38 capitalisation criteria are expensed (applies mainly to Colas).
In accordance with IFRS, research costs are expensed as incurred. Research and development costs expensed were €71m in 2023 and €63m in 2022.
(d) Includes for Bouygues Telecom: €454m for the 2.6 GHz and 800 MHz frequency user licence; €358m for the 700 MHz user licence; €488m for the 3.5 GHz user licence; and €83m for the 900 MHz, 1800 MHz and 2100 MHz user licence.
(e) Includes €205m for audiovisual rights at TF1, and €989m for intangible assets identified in the Equans purchase price allocation (mainly comprising brands, customer lists, order backlogs and technologies), against which accumulated amortisation of €74m has been charged (including €61m in 2023).

Operating commitments not yet recognised involving future outflows of resources

The table below shows the maturities of audiovisual rights acquisition contracts entered into by TF1 for the purpose of securing future programming schedules:

	Falling due				
	Less than 1 year	From 1 to 5 years	More than 5 years	Total 2023	Total 2022
Audiovisual rights	32	17		49	42
TOTAL	**32**	**17**		**49**	**42**

3.2.4 Goodwill

	Gross value	Impairment	Carrying amount
31/12/2021	**7,558**	**(112)**	**7,446**
Movements during 2022			
Changes in scope of consolidation	5,093	58	5,151
Impairment losses			
Other movements (including translation adjustments)	25		25
31/12/2022 restated [a]	**12,676**	**(54)**	**12,622**
Movements during 2023			
Changes in scope of consolidation	35		35
Impairment losses		(3)	(3)
Other movements (including translation adjustments)	6	(2)	4
31/12/2023	**12,717**	**(59)**	**12,658**

(a) Goodwill as of 31 December 2022 has been restated following the finalisation of the Equans opening balance sheet.

Goodwill recognised on the Equans acquisition amounts to €5,205 million, and became final during 2023. It mainly represents (i) the value of paid-for synergies; (ii) contracts and future customer relationships; and (iii) the workforce and its expertise.

The final goodwill is €4 million lower than the amount reported as of 31 December 2022, following the finalisation of the Equans opening balance sheet during the third quarter of 2023 in light of further information obtained about facts and circumstances that existed at the acquisition date. In accordance with the revised IFRS 3, the assets and liabilities recognised at the acquisition date may be adjusted retrospectively during the 12 months following the acquisition date. The principal adjustments made for the purposes of the final purchase price allocation, as compared with the provisional allocation reported as of 31 December 2022, are described below and mainly comprise:

- Review of assumptions used to measure the risks covered and alignment of accounting policies and methods in respect of current and non-current provisions, and contingent liabilities, which had the effect of increasing goodwill by €94 million.
- Remeasurement of Equans concession assets (including assets relating to the district heating and cooling networks activities in the UK and the Aquifer Thermal Energy Storage activities in the Netherlands, which were sold on 31 December 2023 – see Note 1.2.1), which had the effect of reducing goodwill by €92 million.

The updating of the purchase price allocation had no material impact on the income statement either for the fourth quarter of 2022, or for the previously-published interim periods of 2023.

The opening balances of the balance sheet line items affected by these adjustments have been restated in the notes to the consolidated financial statements for the year ended 31 December 2023.

	31/12/2022	Adjustment to opening balance sheet	31/12/2023
Purchase price (I)	**6,146**	**(20)**	**6,126**
Net assets acquired, excluding goodwill (II)	**(160)**	**92**	**(68)**
Non-current assets	**(1,803)**	**15**	**(1,788)**
of which property, plant & equipment, right-of-use assets and intangible assets	*(1,341)*	*5*	*(1,336)*
Current assets	**(6,331)**	**(15)**	**(6,346)**
of which trade receivables	*(2,218)*	*(8)*	*(2,226)*
of which customer contract assets	*(2,483)*	*(3)*	*(2,486)*
Non-current liabilities	**669**	**25**	**694**
of which non-current provisions	*294*	*25*	*319*
Current liabilities	**7,305**	**67**	**7,372**
of which current provisions	*592*	*69*	*661*
of which trade payables	*2,179*		*2,179*
of which customer contract liabilities	*1,922*		*1,922*
Purchase price allocation (III)	**(783)**	**(76)**	**(859)**
Remeasurement of acquired intangible assets	**(989)**	**(92)**	**(1,081)**
of which brands	*(419)*		*(419)*
of which internally developed technologies	*(10)*		*(10)*
of which order backlogs	*(78)*		*(78)*
of which customer relationships	*(482)*		*(482)*
of which concession assets		*(92)*	*(92)*
Remeasurement of acquired property, plant and equipment	**(30)**		**(30)**
Other remeasurements (including deferred taxes)	**236**	**16**	**252**
Unacquired portion (IV)	**6**		**6**
Goodwill (I)+(II)+(III)+(IV)	**5,209**	**(4)**	**5,205**
Translation adjustments			
Goodwill	**5,209**	**(4)**	**5,205**

In accordance with the revised IFRS 3 and IAS 12, Bouygues has measured and recognised deferred tax assets and liabilities using the tax rate applicable in each entity or region in which the relevant asset or liability is located. The main deferred tax impacts are (i) deferred tax assets in respect of future tax savings and (ii) deferred tax liabilities arising from remeasurement of acquired assets.

The goodwill arising on the acquisition of Hasselmann became final on 30 September 2023, and was determined as follows:

	Hasselmann
CGU	**Colas**
Purchase price (I)	**71**
Net assets acquired, excluding goodwill (II)	**(27)**
Non-current assets	(11)
Deferred tax assets	(35)
Non-current liabilities	8
Current liabilities	11
Purchase price allocation (III)	
Remeasurement of acquired intangible assets	
Remeasurement of acquired property, plant and equipment	
Other remeasurements (including deferred taxes)	
Unacquired portion (IV)	
Goodwill (I)+(II)+(III)+(IV)	**44**
Translation adjustments	
Goodwill at 31/12/2023	**44**

Goodwill of joint ventures and associates is presented in Note 3.2.6.

3.2.4.1 Consolidated carrying amount of listed shares as of 31 December 2023

€	Consolidated carrying amount per share	Closing market price per share on 31/12/2023
TF1	15.17	7.14

3.2.4.2 Split of goodwill by Cash Generating Unit (CGU)

For impairment testing purposes, goodwill is allocated to operating segments, the lowest level at which it is monitored for internal management purposes.

	31/12/2023		31/12/2022 restated [a]	
CGU	**Total**	**Bouygues or subsidiaries (%)**	**Total**	**Bouygues or subsidiaries (%)**
Bouygues Construction [b]	257	100.00	1,160	100.00
Colas [c]	1,545	100.00	1,562	96.85
Equans [c]	6,148	100.00	5,205	100.00
TF1 [c]	1,307	45.40	1,299	44.51
Bouygues Telecom [c]	3,401	90.53	3,396	90.53
TOTAL	**12,658**		**12,622**	

(a) Goodwill as of 31 December 2022 has been restated following the finalisation of the Equans opening balance sheet.

(b) Only includes goodwill on subsidiaries acquired by the CGU. Includes goodwill on Energies & Services activities for 2022.

(c) Goodwill on subsidiaries acquired by the CGU and on acquisitions made at parent company (Bouygues SA) level for the CGU. With effect from 1 January 2023, the goodwill on the Energies & Services activities (included in the books of Bouygues Construction as of 31 December 2022) is allocated to Equans (see Note 1.2.1).

INFORMATION ABOUT IMPAIRMENT TESTING OF GOODWILL AS OF 31 DECEMBER 2023

- The recoverable amounts of Bouygues Construction, Colas, Equans, Bouygues Telecom and TF1 were determined using the method described in Note 2.7.5.1, based on cash flow projections as presented to the Boards of Directors at entity and Bouygues SA level that take account of the financial impacts of the commitments set out in the Group's climate risks roadmap (see Note 2.2.4).

The cash flow projections used cover a three-year period and correspond to the business plan for each segment. Beyond that time-frame, cash flow projections have been extrapolated using a perpetual growth rate.

The discount rates (weighted average cost of capital) and growth rates used as of 31 December 2023 were as follows:

	Discount rate 2023			Discount rate 2022		
%	Scenario 1 [a]	Scenario 2 [a]	Perpetual growth rate 2023	Scenario 1 [a]	Scenario 2 [a]	Perpetual growth rate 2022
Bouygues Construction	7.1	6.6	2	6.7	6.3	2
Colas	7.4	6.9	2	6.9	6.5	2
Equans	8.2	7.6	2	7.3	6.8	2
TF1	7.3	6.8	1	6.7	6.3	1
Bouygues Telecom	5.0	4.7	2	4.5	4.3	2

(a) Depending on the capital structure: ⅓ debt - ⅔ equity (scenario 1); ⅔ debt - ⅓ equity (scenario 2).

As of 31 December 2023, the recoverable amount substantially exceeded the carrying amount of the assets for Bouygues Construction, Colas and Equans; consequently, sensitivity analyses are presented for TF1 and Bouygues Telecom only. In the event of a 20% reduction in normative cash flows combined with an increase of 100 basis points in the discount rate (for example as a result of negative climate impacts), the recoverable amounts of the assets of Bouygues Construction and Colas would remain greater than their carrying amount.

- In 2024, Equans will continue to roll out its strategic plan, retaining its focus on improving performance in a buoyant market and favouring profitability over volume. Sales for 2024 will be close to the 2023 level, reflecting (i) the impact of growth in Equans' markets; (ii) changes in the scope of consolidation resulting from the sale of the asset-based activities at the end of 2023; and (iii) a selective approach to contracts strategy.

  Equans is aiming for:

  - an acceleration in organic sales growth from 2025 to levels comparable with the market;
  - a current operating profit from activities (COPA) margin objective of close to 4% in 2025 and 5% in 2027; and
  - a cash conversion rate, expressed as COPA to cash flow before working capital requirements, in a range of 80%-100%.

- The business plans used for TF1 were prepared on the basis of revenue growth rates and operating margins consistent with the TF1 group's digital ambitions, and take account of factors including:
  - the impacts of the economic situation and competitive environment, and trends in how content is consumed and advertising media spend;
  - the acceleration of the transformation of the TF1 group, and the organic expansion of its activities;
  - factors related to the Group's Climate strategy, as presented in Note 2.2.4;
  - the implementation of the Group's new digital acceleration ambitions, which are built on the following strategic orientations:
    - in linear TV, strengthening market share through premium content and differentiating reach;
    - ambition to become France's No. 1 free streaming platform, available as the first-choice display option on all IPTV and OTT TV screens;
    - monetising a unique line of serialised, family-friendly premium content; and
    - developing Newen Studios, primarily through organic growth.

- Normative cash flows for Bouygues Telecom were determined on the basis of the three-year business plan and the "Ambition 2026" strategic plan. That plan translates Bouygues Telecom's three-pronged operational and commercial ambition in mobile, fixed B2C and fixed B2B. Bouygues Telecom aims to secure a customer reputation as France's No. 2 mobile operator, add a further 3 million FTTH customers, double its market share in B2B fixed line, and become a player in wholesale fixed line. The following financial assumptions were used to calculate future cash flows:
  - For 2024, Bouygues Telecom is predicting:
    - an increase in sales billed to customers;
    - EBITDA after Leases of over €2 billion;
    - approximately €1.5 billion of capital expenditure (excluding frequency bands).
  - The objectives of the strategic plan are to achieve by 2026:
    - sales from services of over €7 billion;
    - EBITDA after Leases of approximately €2.5 billion, with an EBITDA after Leases margin in the region of 35%;
    - free cash flow before changes in working capital requirements related to operating activities of approximately €600 million.

Bouygues Telecom is also planning for annual capital expenditure (excluding frequency bands) of around €1.5 billion out to 2025, and around €1.4 billion in 2026.

Sensitivity analysis of assumptions used

For the TF1 and Bouygues Telecom CGUs, sensitivity analyses were performed to determine the sensitivity of the calculation to key parameters (discount rates, growth rates, normative cash flows), either individually or using combined scenarios for discount rates and normative cash flows (including reasonably possible changes in normative cash flows).

For those CGUs, the recoverable amount would equal the carrying amount of the assets tested if scenarios 1 & 2 shown below (taken individually) were to be applied:

	Discount rate	Change in normative cash flows		Perpetual growth rate	
%	Scenario 1/Scenario 2 [a]	Scenario 1 [a]	Scenario 2 [a]	Scenario 1 [a]	Scenario 2 [a]
TF1	11.0	(43.1)	(48.0)	(3.3)	(3.8)
Bouygues Telecom	6.2	(31.6)	(37.7)	0.7	0.4

(a) Depending on the capital structure: ⅓ debt - ⅔ equity (scenario 1); ⅔ debt - ⅓ equity (scenario 2).

For TF1, in the event of a 20% reduction in normative cash flows combined with an increase of 100 basis points in the discount rate, the recoverable amount would exceed the carrying amount by €179 million under scenario 1, and by €274 million under scenario 2. If the perpetual growth rate applied to the normative cash flows were to be halved and all other assumptions described above were unchanged, the recoverable amount would exceed the carrying amount by €613 million under scenario 1 and by €751 million under scenario 2.

For Bouygues Telecom, in the event of a 20% reduction in normative cash flows combined with an increase of 100 basis points in the discount rate, the recoverable amount would be €1,400 million lower than the carrying amount under scenario 1, and €815 million lower than the carrying amount under scenario 2. If the perpetual growth rate applied to the normative cash flows were to be halved and all other assumptions described above were unchanged, the recoverable amount would exceed the carrying amount by €778 million under scenario 1 and by €1,519 million under scenario 2.

Conclusion on impairment testing

For all the CGUs tested, the recoverable amounts determined under both capital structure scenarios remain greater than the carrying amount of the assets. Consequently, we have not performed a more in-depth estimate of the recoverable amounts of the CGUs.

IMPAIRMENT TESTING OF BRANDS AS OF 31 DECEMBER 2023

The main brands recognised in the Bouygues group consolidated financial statements as of 31 December 2023 are those that were identified in connection with the acquisition of Equans on 4 October 2022, and measured at €419 million.

During 2023, the Group reviewed the valuation of those brands as part of the impairment testing conducted on the Equans goodwill. Those tests did not reveal any indication of impairment.

3.2.5 Other non-current assets

As of 31 December 2023, these comprised:

- investments in joint ventures and associates accounted for by the equity method: €1,758 million;
- other non-current financial assets (loans, receivables, investments in non-consolidated companies, etc.): €945 million; and
- deferred tax assets: €511 million.

		Other non-current financial assets			
	Investments in joint ventures and associates [b]	Investments in non-consolidated companies	Other non-current financial assets [c]	Total	Deferred tax assets [d]
31/12/2021	**878**	**100**	**396**	**496**	**292**
Movements during 2022					
Translation adjustments	1				(5)
Acquisitions		13	7	20	
Share of profits/(losses) for period, net change in provisions and impairment allowances, and changes in fair value through profit or loss	(30)	23	(2)	21	
Other income and expense recognised directly in equity	109	(5)	5		(26)
Dividend distributions, capital increases, inter-account transfers, changes in scope of consolidation and other movements	728	(16)	59	43	222
31/12/2022 restated [a]	**1,686**	**115**	**465**	**580**	**483**

(a) Investments in non-consolidated companies as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Includes goodwill on joint ventures and associates: €134m as of 31 December 2022.
(c) Net of impairment allowances of €18m against other non-current financial assets (see Note 4.6).
(d) See Note 7.

		Other non-current financial assets			
	Investments in joint ventures and associates [b]	Investments in non-consolidated companies	Other non-current financial assets [c]	Total	Deferred tax assets [d]
31/12/2022 restated [a]	**1,686**	**115**	**465**	**580**	**483**
Movements during 2023					
Translation adjustments	(7)		(3)	(3)	2
Acquisitions		12	85	97	
Share of profits/(losses) for period, net change in provisions and impairment allowances, and changes in fair value through profit or loss	59	(4)		(4)	
Other income and expense recognised directly in equity	(41)	(5)	1	(4)	13
Dividend distributions, capital increases, inter-account transfers, changes in scope of consolidation and other movements	61	(9)	288	279	13
31/12/2023	**1,758**	**109**	**836**	**945**	**511**

(a) Investments in non-consolidated companies as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Includes goodwill on joint ventures and associates: €140m as of 31 December 2023.
(c) Net of impairment allowances of €21m against other non-current financial assets (see Note 4.6).
(d) See Note 7.

3.2.6 Investments in joint ventures and associates

	Share of net assets held	Goodwill on joint ventures & associates	Carrying amount
31/12/2021	**742**	**136**	**878**
Movements during 2022			
Share of profit/(loss) for period	(28) [a]	(2)	(30)
Translation adjustments	1		1
Other income and expense recognised directly in equity	109		109
Net profit/(loss) and recognised income/(expense) for the period	**82**	**(2)**	**80**
Dividend distributions, capital increases, inter-account transfers, changes in scope of consolidation and other movements	728		728
31/12/2022	**1,552**	**134**	**1,686**
Movements during 2023			
Share of profit/(loss) for period	61 [a]	(2)	59
Translation adjustments	(7)		(7)
Other income and expense recognised directly in equity	(41) [c]		(41)
Net profit/(loss) and recognised income/(expense) for the period	**13**	**(2)**	**11**
Dividend distributions, capital increases, inter-account transfers, changes in scope of consolidation and other movements	53	8	61
31/12/2023	**1,618**	**140**	**1,758** [b]

(a) Excluding impairment losses on goodwill.
(b) Includes €559m for SDFAST and €270m for SDAIF (see Note 3.2.6.2).
(c) Mainly at Bouygues Telecom (€36m, including remeasurements of financial instruments of €13m at SDFAST and €10m at SDAIF).

A list of the principal joint ventures and associates in which the Bouygues group holds an interest is provided in Note 25.

The carrying amount of investments in joint ventures and associates rose by €72 million in 2023. This mainly reflects (i) capital increases of €120 million, including €109 million at Bouygues Telecom (€52 million for Phoenix France Infrastructures, €49 million for Nexloop and €8 million for Cellnex France Infrastructures) and (ii) €59 million for the share of the net profits of joint ventures and associates, partly offset by (iii) dividends received of €94 million (including €51 million at Colas).

As of 31 December 2023, the total carrying amount of €1,758 million included €549 million for joint ventures (Note 3.2.6.1) and €1,209 million for investments in associates (Note 3.2.6.2).

3.2.6.1 Joint ventures

	31/12/2022	Net movement in 2023	31/12/2023	of which: share of profit/loss and impairment losses
Miscellaneous joint ventures	314	8	322	41
VIVO (Equans)	121	15	136	15
Axione (2023 Equans, 2022 Bouygues Construction)	90	1	91	12
TOTAL	**525**	**24**	**549**	**68**

“Miscellaneous joint ventures” are mainly industrial entities (quarries, emulsion plants) operated jointly by Colas and partners from outside the Bouygues group.

3.2.6.2 Investments in associates

	31/12/2022	Net movement in 2023	31/12/2023	of which: share of profit/loss and impairment losses
Bouygues SA				
Miscellaneous associates	(11)	11		
Bouygues Construction				
Concession companies	8	1	9	7
Miscellaneous associates	3	3	6	
Bouygues Immobilier				
SAS Les Jardins d'Arcadie Exploitation	5		5	
Miscellaneous associates	4		4	
Colas				
Tipco Asphalt (Thailand)	142	(3)	139	19
Mak Mecsek zrt (Hungary)	35	(3)	32	2
Miscellaneous associates	14	(1)	13	7
Equans				
Miscellaneous associates	5	3	8	(1)
TF1				
Salto				2
Miscellaneous associates	5	(1)	4	(3)
Bouygues Telecom				
SDFAST	603	(44)	559	(31)
SDAIF	290	(20)	270	(10)
Nexloop	48	52	100	8
Miscellaneous associates	9	51	60	(9)
TOTAL	**1,160**	**49**	**1,209**	**(9)**

SDFAST

SDFAST is an entity created in 2022 by Bouygues Telecom and Vauban Infrastructures Partners (a BPCE group company) in connection with a strategic agreement to ramp up the roll-out of FTTH in medium dense areas and less dense areas (see Note 1.2.2).

Bouygues Telecom will carry out a €50 million equity injection in 2028.

Bouygues Telecom has an option to acquire 2% of the shares of SDFAST between 31 July and 31 December every year from 2031 to 2033, and then every five years from 2036 to 2056. Bouygues Telecom will then be able to buy out the residual equity interest between 1 October and 31 December every five years from 2046 to 2056.

The carrying amount of SDFAST in the Bouygues financial statements as of 31 December 2023 was €559 million, down €44 million year-on-year after taking account of a €31 million share of the net loss for 2023 and a decrease of €13 million due to remeasurements of financial instruments net of deferred taxes.

Summary information about the principal assets, liabilities, income and expenses of SDFAST is provided below:

	SDFAST	
Amounts shown are for 100% of investee	**31/12/2023**	**31/12/2022**
Non-current assets	2,155	1,974
Current assets	318 [a]	369 [b]
TOTAL ASSETS	**2,473**	**2,343**
Shareholders' equity	1,140	1,230
Non-current liabilities	1,098 [a]	781 [b]
Current liabilities	235	332
TOTAL LIABILITIES	**2,473**	**2,343**
SALES	**369**	**49**
NET PROFIT	**(63)**	**(45)**

(a) Includes €921m of net debt.
(b) Includes €563m of net debt.

Reconciliation of shareholders' equity to the carrying amount of the interest held by the Bouygues group:

	31/12/2023	31/12/2022
SDFAST: SHAREHOLDERS' EQUITY	**1,140**	**1,230**
NET ASSETS RECOGNISED IN THE BOUYGUES CONSOLIDATED FINANCIAL STATEMENTS (Bouygues share: 49%)	**559**	**603**

SDAIF

SDAIF is an entity created in 2020 by Bouygues Telecom and Vauban Infrastructures Partners (a BPCE group company) in connection with a strategic agreement to ramp up the roll-out of FTTH in medium dense areas.

Bouygues Telecom will carry out a €30 million equity injection on the earlier of (i) exercise of the first partial call option in 2024 or (ii) 31 December 2024.

Bouygues Telecom has an option to buy 2% of the shares of SDAIF between 15 March and 15 June every year from 2024 to 2027, and then every five years from 2030 to 2050. Bouygues Telecom will then be able to buy out the residual equity interest between 15 March and 15 June every year from 2040 to 2050.

The carrying amount of SDAIF in the Bouygues financial statements as of 31 December 2023 was €270 million, down €20 million year-on-year, after taking account of a €10 million share of the net loss for the period and a decrease of €10 million due to remeasurements of financial instruments net of deferred taxes.

Summary information about the principal assets, liabilities, income and expenses of SDAIF is provided below:

	SDAIF	
Amounts shown are for 100% of investee	**31/12/2023**	**31/12/2022**
Non-current assets	1,477	1,466
Current assets	228 [a]	218 [b]
TOTAL ASSETS	**1,705**	**1,684**
Shareholders' equity	552	592
Non-current liabilities	1,092 [a]	1,003 [b]
Current liabilities	61	89
TOTAL LIABILITIES	**1,705**	**1,684**
SALES	**366**	**162**
NET PROFIT	**(19)**	**(25)**

(a) Includes €916m of net debt.
(b) Includes €875m of net debt.

Reconciliation of shareholders' equity to the carrying amount of the interest held by the Bouygues group:

	31/12/2023	31/12/2022
SDAIF: SHAREHOLDERS' EQUITY	**552**	**592**
NET ASSETS RECOGNISED IN THE BOUYGUES CONSOLIDATED FINANCIAL STATEMENTS (Bouygues share: 49%)	**270**	**290**

3.2.7 Investments in non-consolidated companies and other non-current financial assets

The table below shows the principal investments in non-consolidated companies as of 31 December:

	31/12/2023		31/12/2022 restated [a]	
Investment	**Fair value**	**% interest**	**Fair value**	**% interest**
French companies				
Alstom	**7**	**0.15**	**13**	**0.16**
Bouygues Construction				
Bouygues Construction Airport Concessions Europe SAS	6	51	4	51
Bouygues Telecom				
Recommerce Solutions	4	4	4	3
Equans				
PGH2		100	3	100
Mecanuc	3	100		
SUB-TOTAL	**20**		**24**	
Foreign companies				
Bouygues Construction				
Cross Yarra Partnership (Australia)	16	10	16	10
Jamaican Infrastructure Operators Ltd (Jamaica)	7	49	7	49
Bouygues SA				
Alice Technologies Inc (USA)	5	5	5	5
SUB-TOTAL	**28**		**28**	
Asphalt, binder and quarry companies (Colas) [b]	**9**		**9**	
Other investments [b]	**52**		**54**	
TOTAL	**109**		**115**	

(a) Investments in non-consolidated companies as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) The information provided for "Asphalt, binder and quarry companies" (Colas) and "Other investments" relates to a large number of companies, for which individual information is not disclosed on grounds of immateriality.

The table below shows information about other non-current financial assets as of 31 December:

	31/12/2023	31/12/2022
Advances to non-consolidated companies	72	71
Loans receivable	177	193
• Deposits and caution money paid (net) [a]	467	162
• Other long-term investments [b]	120	39
Other financial assets	587	201
Other non-current financial assets	**836**	**465**

(a) The increase of €305m in "Deposits and caution money paid (net)" in 2023 is mainly due to the payment of €310m in damages to Free Mobile (see Note 1.2.1).
(b) The increase of €81m in "Other long-term investments" versus 2022 is mainly due to €79 million of investments into the Isai Build Venture Fund, the interest in which is classified within "Other financial assets at fair value through OCI".

Analysis of investments in non-consolidated companies and other non-current financial assets (excluding joint ventures and associates) by category

	Financial assets at fair value through OCI [b] [c]	Financial assets at fair value through profit or loss [d]	Financial assets at amortised cost [e]	Total
31/12/2022 restated [a]	**63**	**91**	**426**	**580**
Movements during 2023	73	2	290	365
31/12/2023	**136**	**93**	**716**	**945**
Due within less than 1 year			28	28
Due within 1 to 5 years			109	109
Due after more than 5 years	136	93	579	808

(a) Investments in non-consolidated companies as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Mainly relates to investments in non-consolidated companies (€25m at 31 December 2023) and other long-term investments (€111m at 31 December 2023), which are measured at fair value (levels 1 and 3 in the fair value hierarchy).
(c) Movements recognised in "Other comprehensive income" in the consolidated statement of recognised income and expense.
(d) Mainly relates to investments in non-consolidated companies (€84m at 31 December 2023), which are measured at fair value (level 3 in the fair value hierarchy).
(e) Includes financial receivables relating to Public-Private Partnership (PPP) activities.

Fair value of financial assets and financial liabilities

Under IFRS 13, the fair value hierarchy that reflects the significance of the inputs used in making fair value measurements has three levels:

- level 1 (unadjusted quoted prices): prices accessible to the entity on the date of measurement in active markets, for identical assets or liabilities;
- level 2 (observable inputs): inputs relating to the asset or liability, other than quoted market prices classified as level 1 inputs, that are observable either directly (such as a price) or indirectly (i.e. derived from observable prices); and
- level 3 (unobservable inputs): inputs that are not observable on markets, including observable inputs that require significant adjustment (for example, extrapolation of yield curves over long, unobservable periods). Within the Bouygues group, this applies mainly to certain investments in non-consolidated companies.

	LEVEL 1 Quoted prices	LEVEL 2 Observable inputs	LEVEL 3 Unobservable inputs	31/12/2023
Financial assets at fair value through OCI [a]	7		129	136
Financial assets at fair value through profit or loss			93	93
Net cash position	4,907			4,907
Financial instruments (net) and other current financial assets and liabilities	14			14

(a) Movements recognised in “Other Comprehensive Income” in the consolidated statement of recognised income and expense.

Note 4 Current assets

4.1 Inventories

	31/12/2023			31/12/2022		
	Gross value	Impairment [a]	Carrying amount	Gross value	Impairment [a]	Carrying amount
Property development inventories	1,323	(141)	1,182 [b]	1,424	(163)	1,261
Raw materials and finished goods	1,476	(116)	1,360	1,610	(128)	1,482
Programmes and broadcasting rights	441	(59)	382	471	(83)	388
TOTAL INVENTORIES	**3,240**	**(316)**	**2,924**	**3,505**	**(374)**	**3,131**

(a) Includes:

	31/12/2023	31/12/2022
• impairment losses charged in the period	(79)	(79)
• impairment losses reversed in the period	136	85

(b) Includes Bouygues Immobilier: properties under construction €1,060m; completed properties €37m.

Operating commitments not yet recognised involving future outflows of resources

	Falling due				
	Less than 1 year	From 1 to 5 years	More than 5 years	31/12/2023	31/12/2022
ACQUISITIONS OF LAND BANKS (Bouygues Immobilier) [a]	**516**			**516**	**710**
FORWARD GAS AND ELECTRICITY PURCHASES (Equans) [b]					**4**
Programmes and broadcasting rights	518	447	6	971	703
Sports transmission rights	72	224		296	339
RIGHTS ORDERED BUT NOT YET AVAILABLE FOR TRANSMISSION (TF1) [c]	**590**	**671**	**6**	**1,267**	**1,042**
AGREEMENTS TO SECURE HANDSET SUPPLIES (Bouygues Telecom) [d]	**424**			**424**	**579**

(a) Acquisitions of land banks consist of signed firm commitments subject to conditions, where Bouygues Immobilier is obliged to purchase the land if the conditions are met (usually, obtaining the building permit).
(b) Following the sale of the district heating and cooling networks in the United Kingdom (see Note 1.2.1), there are no longer any firm gas and electricity purchase commitments in the books of Equans as of 31 December 2023.
(c) Includes contracts denominated in foreign currencies of €27m as of 31 December 2023 (all in USD), compared with €33m as of 31 December 2022 (all in USD).
(d) Handset supplies are generally secured under triennial contracts with handset suppliers, which set a minimum quantity. The supplier undertakes to supply the handsets, and Bouygues Telecom to purchase the agreed quantity.

4.2 Advances and down-payments made on orders

	31/12/2023			31/12/2022		
	Gross value	Impairment	Carrying amount	Gross value	Impairment	Carrying amount
Advances and down-payments made on orders	408		408	423	(1)	422

4.3 Trade receivables, tax assets and other current receivables

	31/12/2023			31/12/2022 restated [a]		
	Gross value	Impairment	Carrying amount	Gross value	Impairment	Carrying amount
Trade receivables	10,561	(861)	9,700	10,458	(877)	9,581
Customer contract assets	5,610		5,610	5,598		5,598
Current tax assets (receivable)	244	(8)	236	313	(4)	309
Other current receivables and prepaid expenses:						
• Employees, social security, government and other receivables	2,332	(9)	2,323	2,127	(9)	2,118
• Sundry receivables	1,206	(88)	1,118	1,578	(78)	1,500
• Prepaid expenses	1,040		1,040	878		878
TOTAL OTHER CURRENT RECEIVABLES & PREPAID EXPENSES	**4,578**	**(97)**	**4,481**	**4,583**	**(87)**	**4,496**
TOTAL	**20,993**	**(966)**	**20,027**	**20,952**	**(968)**	**19,984**

(a) Other current receivables and prepaid expenses as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).

Split of carrying amount of trade receivables between non past due and past due balances

	Non past due	Past due by: 0-6 months	6-12 months	More than 12 months	31/12/2023	31/12/2022 restated [a]
Trade receivables	6,468	2,665	399	1,029	10,561	10,458
Impairment of trade receivables	(23)	(95)	(82)	(661)	(861)	(877)
TOTAL TRADE RECEIVABLES	**6,445**	**2,570**	**317**	**368**	**9,700**	
31/12/2022 restated [a]	6,845	1,805	323	608		9,581

(a) Trade receivables as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).

Receivables more than 12 months past due and not covered by impairment allowances mainly comprise recoverable VAT. An analysis of those receivables did not reveal any further credit risk.

4.4 Customer contract assets

	31/12/2022 restated [a]	Movements during 2023: Translation adjustments	Changes in scope of consolidation & other movements	Movements arising from operating activities	31/12/2023	Falling due: Less than 1 year	More than 1 year
Customer contract origination costs	361		1	108	470	381	88
Customer contract execution costs	949		(1)	77	1,025	147	878
Differences relating to percentage of completion on contracts [b]	4,288	9	16	(198)	4,115	4,115	
TOTAL CUSTOMER CONTRACT ASSETS	**5,598**	**9**	**16**	**(13)**	**5,610**	**4,643**	**966**

(a) Customer contract assets as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Comprises unbilled receivables on construction contracts at Bouygues Construction, Bouygues Immobilier, Colas and Equans.

4.5 Cash and cash equivalents

	31/12/2023			31/12/2022		
	Gross value	Impairment	Carrying amount	Gross value	Impairment	Carrying amount
TOTAL	**5,548**		**5,548**	**5,736**		**5,736**

These investments meet the IAS 7 criteria in that they are short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. The majority of these investments are in the form of:

- instant-access bank deposits;
- negotiable debt instruments and term deposits with a term of less than three months on inception, or where the bank offers a withdrawal option within less than three months; and
- UCITS that fall within the AMF "money-market" or "short-term money-market" classifications.

Surplus cash is invested with high-quality French and foreign banks.

Cash and cash equivalents are measured at fair value and are readily convertible into cash.

All investments of cash and equivalents were accessible as of 31 December 2023.

The net cash position shown in the cash flow statement breaks down by currency as follows:

	Euro	Pound sterling	Swiss franc	Other European currencies	Australian dollar	US dollar	Canadian dollar	Other currencies	Total 31/12/2023	Total 31/12/2022
Cash and cash equivalents	4,028	570	22	58	77	154	73	566	5,548	5,736
Overdrafts and short-term bank borrowings	(413)	(21)	(31)	(20)	(38)	(6)	(53)	(59)	(641)	(418)
Total 31/12/2023	**3,615**	**549**	**(9)**	**38**	**39**	**148**	**20**	**507** [a]	**4,907**	
Total 31/12/2022	4,283	226	(33)	(2)	118	231	134	361		5,318

(a) "Other currencies" relate mainly to sub-Saharan Africa (€142m), Asia-Pacific (€128m), North Africa (€48m), and the Middle East (€14m).

4.6 Analysis of depreciation, amortisation, impairment and provisions in the balance sheet and income statement

				Charges and reversals through current operating profit					
	31/12/2022 restated [a]	Translation adjust-ments	Change in scope of consolida-tion	Depre-ciation, amorti-sation and impair-ment losses [b]	Other impair-ment losses & provi-sions, net	Reversals (un-utilised)	Other impair-ment losses & other provisions [c]	Other move-ments	31/12/2023
Property, plant and equipment and intangible assets	(21,557)	42	(13)	(2,328) [d]			(3)	687 [e]	(23,172)
Right of use of leased assets	(2,074)	(1)	67	(577)			(6)	270 [f]	(2,321)
Goodwill	(54)				(3)			(2)	(59)
Goodwill on joint ventures & associates	(52)						(2)		(54)
Other non-current financial assets	(18)				(2)			(1)	(21)
SUB-TOTAL: NON-CURRENT ASSETS	**(23,755)**	**41**	**54**	**(2,905)**	**(5)** [d]	[d]	**(11)** [d]	**954**	**(25,627)**
Inventories	(374)		1		22	35			(316)
Trade receivables	(877)	1	1		(22)	35		1	(861)
Cash equivalents									
Other current receivables & prepaid expenses	(91)				(8)	2	(8)		(105)
SUB-TOTAL CURRENT ASSETS	**(1,342)**	**1**	**2**		**(8)**	**72**	**(8)**	**1**	**(1,282)**
TOTAL ASSETS	**(25,097)**	**42**	**56**	**(2,905)**	**(13)**	**72** [g]	**(19)**	**955**	**(26,909)**
Non-current provisions	2,275	3	(4)		53 [d]	(92) [d]	95 [d]	66	2,396
Current provisions	1,901	(12)	(1)		268	(166)	(2)	14	2,002
TOTAL LIABILITIES	**4,176**	**(9)**	**(5)**		**321**	**(258)** [g]	**93**	**80**	**4,398**

(a) Impairment of trade receivables, current provisions and non-current provisions as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Depreciation, amortisation and impairment losses on property, plant and equipment, intangible assets, and right of use of leased assets.
(c) Mainly recognised in "Other operating income and expenses" or "Other financial income and expenses".
(d) The net aggregate amount of depreciation, amortisation, provisions and impairment is reversed out in the consolidated cash flow statement.
(e) Mainly a reduction in depreciation following disposals or retirements of plant and equipment including €106m for Bouygues Construction, €284m for Colas and €216m for Bouygues Telecom.
(f) Due mainly to lease amendments, resulting in partial derecognition of right of use assets.
(g) Unutilised reversals of €330m, as shown in a footnote to the consolidated income statement alongside the effects of loss of control (€8m).

Note 5 Consolidated shareholders' equity

5.1 Shareholders' equity at 31 December 2023 attributable to the Group and to non-controlling interests

	Share capital	Share premium	Reserves related to capital	Retained earnings	Consolidated reserves and profit/(loss) for period	Treasury shares	Items recognised directly in equity	31/12/2023
Attributable to the Group	382	2,364	809	2,187	6,124	(123)	665	12,408
Attributable to non-controlling interests					1,728		(24)	1,704 [a]
TOTAL SHAREHOLDERS' EQUITY	**382**	**2,364**	**809**	**2,187**	**7,852**	**(123)**	**641**	**14,112**

(a) Includes €1,069m for TF1 and €575m for Bouygues Telecom.

5.2 Share capital of Bouygues SA

As of 31 December 2023, the share capital of Bouygues SA consisted of 382,273,297 shares with a €1 par value. That includes 3,960,648 treasury shares, of which 3,325,000 (valued at €102 million) are being held with a view to their cancellation, and 635,648 (valued at €21 million) are being held to fulfil performance share plans. During 2023, 2,135,648 treasury shares were acquired for a total of €69 million.

		Movements during 2023		
	31/12/2022	Increases	Reductions	31/12/2023
Shares	374,486,777	7,786,520		382,273,297
NUMBER OF SHARES	**374,486,777**	**7,786,520**		**382,273,297**
Par value	€1			€1
Share capital (€)	**374,486,777**	**7,786,520**		**382,273,297**

The capital increase during the year corresponds to (i) the 6,845,564 new Bouygues shares issued under the Bouygues Confiance n°12 employee share ownership plan (see Note 1.2.1), for an amount of €150 million and (ii) the exercise during 2023 of options to subscribe for a total of 940,956 shares, for an amount of €29 million. The overall impact was an increase of €179 million in consolidated shareholders' equity (see the consolidated statement of changes in shareholders' equity).

5.3 Analysis of income and expenses recognised directly in equity

	Note	2023	2022
Reserve for actuarial gains/(losses)	5.3.1	(70)	196
Fair value remeasurement reserve: equity instruments	5.3.2	(5)	(1)
Translation reserve of controlled entities	5.3.3	(45)	(19)
Fair value remeasurement reserve: hedging instruments	5.3.4	(87)	1,017 [c]
Tax on items recognised directly in equity		34	(304)
Share of remeasurements of joint ventures and associates		(48) [a]	109 [b]
ATTRIBUTABLE TO THE GROUP		**(221)**	**998**
Other income and expenses attributable to non-controlling interests		(10)	20
TOTAL MOVEMENTS DURING THE PERIOD		**(231)**	**1,018**

(a) Relates mainly to changes in the fair value of financial instruments at Bouygues Telecom (negative impact of €36m) and changes in translation adjustments at Colas (negative impact of €11m).
(b) Relates mainly to changes in the fair value of financial instruments at Bouygues Telecom (positive impact of €94m) and changes in the fair value of financial instruments and currency instruments at Colas (positive impact of €10m).
(c) Relates mainly to pre-hedging swaps (€977m) contracted in connection with the finance for the Equans acquisition (see Note 1.2.2).

5.3.1 Reserve for actuarial gains and losses on employee benefits (attributable to the Group)

	31/12/2022	Movements during 2023	31/12/2023
Actuarial gains/(losses) on employee benefits (attributable to the Group) before tax (controlled entities)	(25)	(70) [a]	(95)

(a) Relates mainly to an increase in the fair value of the obligation (see Note 20.3.2.1).

5.3.2 Fair value remeasurement reserve: equity instruments (attributable to the Group)

	31/12/2022	Movements during 2023	31/12/2023
Fair value of equity instruments (attributable to the Group) before tax (controlled entities)	(25)	(5)	(30)

5.3.3 Translation reserve (attributable to the Group)

The principal translation reserves as of 31 December 2023 arising on the consolidated financial statements of foreign controlled entities, joint ventures and associates reporting in the following currencies are shown in the table below. The €52 million negative movement in the year mainly reflects decreases of €32 million in the Colas translation reserve and €22 million in the Bouygues Construction translation reserve.

	31/12/2022	Movements during 2023	31/12/2023
US dollar	33	(34)	(1)
Australian dollar	4	(1)	3
Canadian dollar	10	(7)	3
Hong Kong dollar	4	(2)	2
Swiss franc	40	(10)	30
Pound sterling	1	10	11
South African rand	(6)	(1)	(7)
Czech koruna	11	(2)	9
Hungarian forint	(13)		(13)
Indian rupee	(4)	(1)	(5)
Nigerian naira	(3)	(4)	(7)
Other currencies	(2)		(2)
TOTAL	**75**	**(52)** [a]	**23**

(a) Reduction of €45m before taking account of a negative impact of €7m for joint ventures and associates.

5.3.4 Fair value remeasurement reserve: hedging instruments (attributable to the Group)

This reserve contains movements caused by the remeasurement at fair value of financial instruments used for hedging purposes. Movements for the period are shown below:

	31/12/2022	Movements during 2023	31/12/2023
Fair value of hedging instruments (attributable to the Group) before tax (controlled entities) [a]	995	(87) [b]	908

(a) Relates mainly to cash flow hedges and currency hedges.
(b) Relates mainly to amortisation of upfront payments on pre-hedging swaps (negative impact: €60m) contracted in connection with the Equans acquisition (see Note 1.2.2).

5.4 Analysis of share-based payment

The impact on consolidated shareholders' equity of share-based payment (IFRS 2) is as follows:

	31/12/2023	31/12/2022
Transfer to reserves:		
Expense calculated for plans awarded by TF1 in the last 2 years	1	1
Expense calculated for plans awarded by Bouygues SA in the last 2 years	7	12
Expense calculated for employee benefit: Bouygues Confiance n°12 employee share ownership plan	5	
Tax saving generated by Bouygues Confiance n°12 employee share ownership plan	8	
TOTAL (attributable to the Group)	**21**	**13**
Non-controlling interests	1	2
TOTAL	**22**	**15**

5.5 Analysis of "Acquisitions/disposals without change of control and other transactions (changes in scope of consolidation, other transactions with shareholders, and miscellaneous items)"

The decrease of €184 million mainly reflects the impact of acquisitions by Bouygues SA of shares in Colas (for €180 million) and TF1 (for €15 million), partly offset by remeasurements of commitments to buy out non-controlling interests at TF1.

Note 6 Non-current and current provisions

For an analysis of current and non-current provisions by business segment, refer to Note 17.

6.1 Non-current provisions

Non-current provisions amounted to €2,396 million as of 31 December 2023:

	Employee benefits [b]	Litigation and claims [c]	Guarantees given [d]	Other non-current provisions [e]	Total
31/12/2021	**809**	**246**	**396**	**642**	**2,093**
Movements during 2022					
Translation adjustments	(1)		(5)	3	(3)
Changes in scope of consolidation	194	22	22	4	242
Charges to provisions	94	117	140	78	429
Reversals of utilised provisions	(109)	(30)	(89)	(33)	(261)
Reversals of unutilised provisions	(20)	(29)	(30)	(58)	(137)
Actuarial gains and losses [f]	(202)				(202)
Transfers and other movements	23	1	73	17	114
31/12/2022 restated [a]	**788**	**327**	**507**	**653**	**2,275**
Movements during 2023					
Translation adjustments			6	(3)	3
Changes in scope of consolidation		(2)	(1)	(1)	(4)
Charges to provisions	121	67	203	86	477
Reversals of utilised provisions	(128)	(34)	(81)	(44)	(287)
Reversals of unutilised provisions	(34)	(22)	(28)	(50)	(134)
Actuarial gains and losses [f]	43				43
Transfers and other movements	2	(7)	11	17	23
31/12/2023	**792**	**329**	**617**	**658**	**2,396** [g]

Provisions are measured on the basis of management's best estimate of the risk. Provisions for litigation and claims relate mainly to Bouygues Telecom, Bouygues Construction and Colas. Individual project provisions are not disclosed for confidentiality reasons.

(a) Non-current provisions as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).

(b) Employee benefits (see Note 20.2)	**792**
Lump-sum retirement benefits	521
Long-service awards	162
Other long-term employee benefits	109
(c) Litigation and claims	**329**
Provisions for customer disputes	70
Subcontractor claims	55
Employee-related and other litigation and claims	204
(d) Guarantees given	**617**
Provisions for 10-year construction guarantees	510
Provisions for additional building/civil engineering/civil works guarantees	107
(e) Other non-current provisions	**658**
Provisions for miscellaneous foreign risks	31
Risks relating to non-controlled entities	151
Dismantling and site rehabilitation	307
Provisions for social security inspections	91
Other non-current provisions	78

(f) The corresponding figure in the consolidated statement of recognised income and expense is €71m, which includes net actuarial losses of €28m on overfunded plans (shown on the assets side of the balance sheet).

(g) Equans contingent liabilities included in "Non-current provisions" amounted to €60m as of 31 December 2023, stable relative to 2022.

6.2 Current provisions

Provisions related to the operating cycle as of 31 December 2023 amounted to €2,002 million:

	Provisions for customer warranties	Provisions for project risks and project completion	Provisions for expected losses to completion	Other current provisions [b]	Total
31/12/2021	**42**	**409**	**552**	**327**	**1,330**
Movements during 2022					
Translation adjustments		2	4	3	9
Changes in scope of consolidation	55	91	260	325	731
Charges to provisions	21	160	233	120	534
Reversals of utilised provisions	(7)	(125)	(213)	(127)	(472)
Reversals of unutilised provisions	(12)	(66)	(67)	(32)	(177)
Transfers and other movements	3	12	1	(70)	(54)
31/12/2022 restated [a]	**102**	**483**	**770**	**546**	**1,901**
Movements during 2023					
Translation adjustments		(1)	(5)	(6)	(12)
Changes in scope of consolidation			(2)	1	(1)
Charges to provisions	41	243	375	277	936
Reversals of utilised provisions	(32)	(145)	(298)	(193)	(668)
Reversals of unutilised provisions	(8)	(61)	(73)	(26)	(168)
Transfers and other movements		16	7	(9)	14
31/12/2023	**103**	**535**	**774**	**590**	**2,002** [c]

Provisions for project risks and project completion, and for expected losses to completion, relate mainly to Bouygues Construction, Colas and Equans. Individual project provisions are not disclosed for confidentiality reasons.

(a) Non-current provisions as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).

(b) Other current provisions:	**590**
Reinsurance provisions	56
Restructuring provisions	17
Site rehabilitation provisions (current portion)	30
Miscellaneous current provisions	487

(c) Equans contingent liabilities included in "Current provisions" amounted to €81m as of 31 December 2023, and included €46m of miscellaneous current provisions; €13m of provisions for expected losses to completion; €21m of provisions for project risks and project completion; and €1m of provisions for guarantees given. Provisions reversed and utilised during 2023 amounted to €42m.

Note 7 Deferred tax assets and liabilities

The deferred tax assets and liabilities relating to the tax losses of the entities included in the Bouygues SA group tax election are presented on the "Group tax election: Bouygues SA & other" line in the table below. With effect from 1 January 2023, Equans has joined the Bouygues SA group tax election alongside Bouygues Construction, Bouygues Immobilier and Colas.

7.1 Deferred tax assets

Deferred tax assets	31/12/2022 restated [a]	Movements during 2023	31/12/2023
Bouygues Construction	45	(4)	41
Bouygues Immobilier	16	1	17
Colas	141	16	157
Equans	281	15	296
TF1			
Bouygues Telecom			
Group tax election: Bouygues SA & other			
TOTAL	**483**	**28**	**511**

(a) Deferred tax assets as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).

Deferred tax assets mainly arise from temporary differences (such as provisions temporarily non-deductible for tax purposes), and from tax losses with a high probability of recovery.

7.2 Deferred tax liabilities

Deferred tax liabilities	31/12/2022	Movements during 2023	31/12/2023
Bouygues Construction	50	(27)	23
Bouygues Immobilier		6	6
Colas	145	(18)	127
Equans	20	15	35
TF1	23	2	25
Bouygues Telecom	213	30	243
Group tax election: Bouygues SA & other	308	16	324
TOTAL	**759**	**24**	**783**

7.3 Net deferred tax asset/liability by business segment

Net deferred tax asset/liability by segment and type	Net deferred tax asset/ (liability) at 31/12/2022 restated [a]	Translation adjustments	Changes in scope of consolidation	Income/ (expense) recognised in profit or loss	Income/ (expense) recognised in equity	Other movements	Net deferred tax asset/ (liability) at 31/12/2023
A - Tax losses							
Bouygues Construction	1			(1)			
Bouygues Immobilier				1			1
Colas	14			12			26
Equans	43	1		(2)		(12)	30
TF1							
Bouygues Telecom	6			(6)			
Group tax election: Bouygues SA & other [b]							
SUB-TOTAL	**64**	**1**		**4**		**(12)**	**57**
B - Temporary differences							
Bouygues Construction	(6)			(26)	2	7	(23)
Bouygues Immobilier	15			(9)	1	1	8
Colas	(19)	1	(2)	17	10		7
Equans	218	1	19	(9)	2	(5)	226
TF1	(23)			(2)	1	(1)	(25)
Bouygues Telecom	(219)			(28)	4		(243)
Group tax election: Bouygues SA & other	(306)			2	16	9	(279)
SUB-TOTAL	**(340)**	**2**	**17**	**(55)**	**36**	**11**	**(329)**
TOTAL	**(276)**	**3**	**17**	**(51)**	**36**	**(1)**	**(272)**

(a) Deferred tax assets as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) This line shows the tax loss arising on the Bouygues SA group tax election. As of 31 December 2023, there were no group tax losses.

As of 31 December 2023, the net deferred tax liability amounted to €272 million; an analysis by segment is provided in the table above.

Principal sources of deferred taxation:	31/12/2023	31/12/2022 restated [a]
• Employee benefits (mainly lump-sum retirement benefits and pensions)	160	137
• Tax losses	57	64
• Restricted provisions booked solely for tax purposes	(80)	(72)
• Right of use of leased assets	(573)	(549)
• Lease obligations	623	580
• Remeasurement of assets [b]	(271)	(286)
• Other items[c]	(188)	(150)
TOTAL	**(272)**	**(276)**

(a) Deferred tax assets as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Relates to deferred tax liabilities recognised by Bouygues SA following the Equans provisional purchase price allocation.
(c) Mainly relates to deferred tax liabilities arising on consolidation adjustments at Bouygues Telecom.

7.4 Period to recovery of deferred tax assets

31/12/2023	Less than 2 years	2 to 5 years	More than 5 years	Total
Estimated period to recovery of deferred tax assets	249	110	152 [a]	**511**

(a) Mainly deferred tax assets on employee benefits at Bouygues Construction, Colas and Equans.

7.5 Unrecognised deferred tax assets

Some deferred tax assets were not recognised as of 31 December 2023 due to the low probability of recovery (mainly tax losses generated abroad or in France by companies not included in the Bouygues SA group tax election).

	31/12/2022	Movements during 2023	31/12/2023
Bouygues Construction	337	(25)	312
Bouygues Immobilier	33	2	35
Colas	108	39	147
Equans	235	57	292
TF1	5	(2)	3
TOTAL	**718**	**71**	**789**

Note 8 Non-current and current debt

8.1 Interest-bearing debt by maturity

	Current debt at 31 December				Non-current debt at 31 December							
	Accrued interest	Other current debt	Total maturing in <1y 2023	Total maturing in <1y 2022	1-2y	2-3y	3-4y	4-5y	5-6y	≥6y	Total maturing after >1y 2023	Total maturing after >1y 2022
Bond issues	102		102	785		594	972	990	999	5,194	8,749	7,336
Bank borrowings		275	275	451	864	144	129	402	70	35	1,644	3,833
Other borrowings		155	155	140	64	92	8	61	16	10	251	417
TOTAL DEBT	**102**	**430**	**532**		**928**	**830**	**1,109**	**1,453**	**1,085**	**5,239**	**10,644**	
Total 31/12/2022 restated [a]	88	1,288		1,376	2,865	720	752	817	1,399	5,033		11,586

(a) Current debt as of 31 December 2022 has been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).

The €1,786 million decrease in current and non-current debt mainly reflects transactions at Bouygues SA level:

- the repayment in full of the €2,450 million syndicated loan used to finance the Equans acquisition, and the redemption of a €700 million bond issue on maturity in January 2023;
- partly offset by new bond issues: a €1-billion issue carried out in the second quarter of 2023, and two issues (of €200 million and €250 million) carried out in the fourth quarter of 2023.

The table below shows a maturity analysis of debt based on undiscounted contractual cash flows (principal and interest), measured on the basis of interest rates as of 31 December2023:

	Carrying amount in balance sheet	Total contractual cash flows	Current and non-current debt						
			<1 year	1-2y	2-3y	3-4y	4-5y	5-6y	≥6y
Bond issues	**8,851**	**11,526**	**269**	**265**	**860**	**1,235**	**1,222**	**1,210**	**6,465**
Principal		8,845			595	1,000	1,000	1,000	5,250
Future interest		2,681	269	265	265	235	222	210	1,215
Bank borrowings	**1,919**	**2,293**	**351**	**910**	**196**	**166**	**431**	**60**	**179**
Principal		1,917	282	857	150	128	400	33	67
Future interest		376	69	53	46	38	31	27	112
Other borrowings	**406**	**383**	**126**	**47**	**101**	**8**	**62**	**13**	**26**
Principal		371	123	44	98	6	61	13	26
Future interest		12	3	3	3	2	1		
TOTAL DEBT 31/12/2023	**11,176**	**14,202**	**746**	**1,222**	**1,157**	**1,409**	**1,715**	**1,283**	**6,670**
Total 31/12/2022 restated [a]	12,962	15,772	1,465	3,094	1,000	1,024	1,053	1,621	6,515

(a) Current debt as of 31 December 2022 has been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).

The table below lists all outstanding Bouygues SA bond issues. The quoted price in each case is presented as a percentage of the nominal, on a full price basis (i.e. including accrued interest):

ISIN	Issue date	Maturity	Nominal value on maturity	Interest rate (%)	Quoted price at 31/12/2023, as % of nominal on full price basis [a]
FR0010379255	06/10/2006	06/10/2026	595 [b]	5.500	102.5860
FR0013222494	07/12/2016	07/06/2027	1,000	1.375	95.3280
FR0013507654	14/04/2020	24/07/2028	1,000	1.125	93.2880
FR001400AJX2	24/05/2022	29/06/2029	1,000	2.250	96.8650
FR0014006CS9	03/11/2021	11/02/2030	1,000	0.500	86.8930
FR001400IBM5	06/06/2023	17/07/2031	1,000	3.785	104.3880
FR001400DNG3	03/11/2022	07/06/2032	1,250	4.625	109.9710
FR001400AJY0	24/05/2022	30/06/2037	1,000	3.250	98.1100
FR001400DNF5	03/11/2022	30/06/2042	1,000	5.375	119.1850
TOTAL			**8,845**		

(a) Source: Bloomberg.
(b) Equivalent value in euros of the sterling-denominated nominal value.

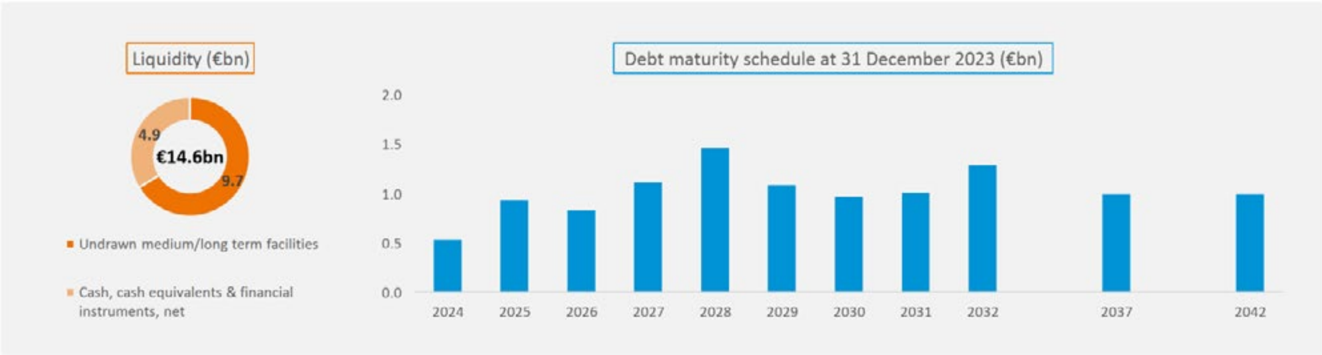
8.2 Confirmed credit facilities and drawdowns

Description	Confirmed facilities – Maturity				Drawdowns – Maturity			
	Less than 1 year	From 1 to 5 years	More than 5 years	Total	Less than 1 year	From 1 to 5 years	More than 5 years	Total
Bond issues (mainly Bouygues SA)	102	2,556	6,193	8,851	102	2,556	6,193	8,851
Bank borrowings	625	9,827	1,162	11,614	275	1,539	105	1,919
TOTAL CREDIT FACILITIES	**727**	**12,383**	**7,355**	**20,465**	**377**	**4,095**	**6,298**	**10,770**

Confirmed undrawn credit facilities amount to €9.7 billion. Drawdowns are included in the analysis of debt by type presented in Note 8.1.

8.3 Liquidity at 31 December 2023

As of 31 December 2023, available cash and financial instruments used to hedge net debt stood at €4,925 million. The Group also had €9,695 million of undrawn confirmed credit facilities at the same date.



The bond issues contain a change of control clause relating to Bouygues SA.

The bank credit facilities contracted by Bouygues SA contain no financial covenants or trigger event clauses. The same applies to facilities used by Bouygues SA subsidiaries.

8.4 Split of current and non-current debt by interest rate type

Split of current and non-current debt, including the effect of all open interest rate hedges at the end of the reporting period:

%	31/12/2023	31/12/2022 restated [a]
Fixed rate debt [b]	89	72
Floating rate debt	11	28

(a) Current debt as of 31 December 2022 has been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Rates fixed for more than one year.

8.5 Interest rate risk

The split of financial assets and financial liabilities by type of interest as of 31 December 2023 is shown below:

	Floating rate	Fixed rate	Total
Financial liabilities (debt) [a]	(2,427)	(8,749)	(11,176)
Financial assets (net cash position)	4,907		4,907
Financial instruments used to hedge net debt	18		18
Net pre-hedging position	**2,498**	**(8,749)**	**(6,251)**
Interest rate hedges	1,144	(1,144)	
Net post-hedging position	**3,642**	**(9,893)**	**(6,251)**
Adjustment for seasonal nature of some activities [b]	(1,120)	(281)	
Net post-hedging position after adjustment	**2,522**		

(a) Call options and contingent consideration recognised as financial liabilities under IFRS 9 are treated as fixed rate.
(b) At Colas, operations and cash flows from operations are subject to marked seasonal fluctuations. This adjustment gives an approximation of the average cash position over the full year, which is used as the basis for analysing the sensitivity of interest expense to changes in interest rates. It corresponds to the difference between the average cash position over the full year, and the net cash position in the balance sheet at 31 December.

The effect of an immediate 1% rise in short-term interest rates on the net post-hedging position after adjustment exposed to interest rate risk (as presented above) would be a reduction in the cost of net debt of €25 million over a full year.

8.6 Split of current and non-current debt by currency

	Europe						
	Euro	Pound sterling	Other currencies	US dollar	Canadian dollar	Other currencies	Total
Non-current: 31/12/2023	**9,789**	**660**	**14**	**54**	**27**	**100**	**10,644**
Current: 31/12/2023	**469**	**26**		**11**		**26**	**532**
Non-current: 31/12/2022	10,763	643	29	61	11	79	11,586
Current 31/12/2022 restated [a]	1,324	20	1	10	1	20	1,376

(a) Current debt as of 31 December 2022 has been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).

An analysis of debt by business segment is provided in Note 17.

Details by segment of collateral and pledges given by the Bouygues group are provided in Note 19.1.

8.7 Receivables assignment programme

The Bouygues group has implemented a number of receivables assignment programmes, which have led the Group to derecognise substantively all of the receivables in question (see Note 2.8.4). The amount of assigned receivables derecognised was €437 million as of 31 December 2023, versus €426 million as of 31 December 2022. In the cash flow statement, these programmes are presented within "Changes in working capital requirements related to operating activities".

Note 9 Main components of change in net debt

9.1 Change in net debt

	31/12/2022 restated [a]	Translation adjustments	Changes in scope of consolidation	Cash flows	Fair value adjustments	Other movements	31/12/2023
Cash and cash equivalents	5,736	(36)	5	(158) [c]		1	5,548
Overdrafts and short-term bank borrowings	(418)	(22)	93	(293)		(1)	(641)
NET CASH POSITION (A) [b]	**5,318**	**(58)**	**98**	**(451)**			**4,907**
Non-current debt	11,586	(31)	6	(612) [d]	60	(365)	10,644
Current debt	1,376	(1)	1	(1,068) [d]		224	532
Financial instruments, net	(189)	3		[d]	166 [e]	2	(18)
TOTAL DEBT (B)	**12,773**	**(29)**	**7**	**(1,680)**	**226**	**(139)** [f]	**11,158**
NET DEBT (A)-(B)	**(7,455)**	**(29)**	**91**	**1,229**	**(226)**	**139**	**(6,251)**

(a) Net debt as of 31 December 2022 has been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Net cash outflow of €411m, as reported in the consolidated cash flow statement.
(c) Includes a net cash outflow of €60m representing the difference between (i) interest on bond issues paid at the coupon rate and (ii) cost of net debt recognised at the hedged rate as presented within "Free cash flow after cost of net debt, interest expense on lease obligations and taxes paid".
(d) Net cash outflow from financing activities for 2023 of €1,680m, as reported in the consolidated cash flow statement, and comprising total inflows of €8,793m and total outflows of €10,473m.
(e) Includes a €146m fair value remeasurement of the pre-hedging swaps contracted in connection with the financing of the Equans acquisition (see Note 1.2.2) following receipt of the €138m upfront payment on the May 2023 bond issue, presented within "Other cash flows related to financing activities" in the cash flow statement.
(f) Includes €97m at Bouygues Telecom relating to a reduction in the BTBD contingent purchase consideration, comprising €47m in respect of the payment for 2023 and €50m for the cancellation of the contingent consideration liability, presented within "Net liabilities related to consolidated activities" in the consolidated cash flow statement.

9.2 Principal changes in net debt during 2023

NET DEBT AT 31/12/2022 RESTATED [a]	**(7,455)**	
Free Mobile litigation	(310)	
Other acquisitions/disposals of consolidated activities, non-consolidated companies and other long-term investments, including changes in scope of consolidation and commitments to buy out non-controlling interests	25	b
Payments for frequency bands	(28)	c
Pre-hedging swaps	(44)	d
Transactions involving the share capital of Bouygues SA	116	e
Dividends paid	(744)	
Operating items	2,189	
NET DEBT AT 31 DECEMBER 2023	**(6,251)**	

(a) Net debt as of 31 December 2022 has been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) Relates mainly to the sale by Equans of the district heating and cooling networks activities in the UK and the Aquifer Thermal Energy Storage activities in the Netherlands, partly offset by buyouts of non-controlling interests of Colas and TF1 and capital increases at Bouygues Telecom.
(c) Relates to 1800 MHz frequency bands (€28m).
(d) Includes fair value remeasurements of pre-hedging swaps amounting to €146m (see Note 1.2.2), and an amount of €102m received for the upfront payment (net of taxes paid) on the May 2023 bond issue.
(e) Mainly relates to Bouygues SA, including (i) €150m for the capital increase carried out in connection with the Bouygues Confiance n°12 employee share ownership plan; (ii) €29m for capital increases carried out on exercise of stock options; and (iii) €69m for purchases of treasury shares (see Note 5.2.).

Note 10 Non-current lease and current lease obligations

10.1 Maturity analysis of lease obligations

	Current lease obligations	Non-current lease obligations						
	Total maturing in <1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	5 to 6 years	6 or more years	Total maturing after >1 year
TOTAL 31/12/2023	**563**	**457**	**392**	**316**	**259**	**229**	**801**	**2,454**
TOTAL 31/12/2022	498	432	348	279	226	229	593	2,107

The table below provides a maturity analysis of lease obligations, based on undiscounted contractual cash flows.

	Current and non-current lease obligations								
	Carrying amount	Total undiscounted contractual cash flows	<1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	5 to 6 years	6 or more years
TOTAL 31/12/2023	**3,017**	**3,480**	**625**	**547**	**470**	**388**	**312**	**261**	**877**
TOTAL 31/12/2022	2,605	3,108	530	484	403	326	264	254	847

10.2 Movement in lease obligations

	31/12/2022	Translation adjustments	Changes in scope of consolidation	Cash flows	New leases, lease modifications, and other lease-related movements	31/12/2023
Non-current lease obligations	2,107	(1)	(25)		373	2,454
Current lease obligations	498		31	(559)	593	563
TOTAL LEASE OBLIGATIONS	**2,605**	**(1)**	**6**	**(559)**	**966**	**3,017**

Note 11 Current liabilities

11.1 Current liabilities

	31/12/2023	31/12/2022 restated [a]
Current debt [b]	532	1,376
Current lease obligations	563	498
Current tax liabilities	346	349
Trade payables	11,006	11,116
Customer contract liabilities [c]	7,724	6,941
Current provisions [d]	2,002	1,901
Other current liabilities:		
• Other operating liabilities (employees, social security, government)	4,862	4,636
• Deferred income	186	171
• Other non-financial liabilities	2,459	2,576
Overdrafts and short-term bank borrowings	641	418
Financial instruments – Hedging of debt	11	4
Other current financial liabilities	25	13
TOTAL CURRENT LIABILITIES	**30,357**	**29,999**

(a) Current liabilities as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).
(b) See analysis in Note 8.
(c) See analysis in Note 11.2.
(d) See analysis in Note 6.2.

11.2 Customer contract liabilities

		Movements during 2023			
	31/12/2022	Translation adjustments	Changes in scope of consolidation & other movements	Movements arising from operating activities	31/12/2023
Advances and down-payments received on orders [a]	1,430	(11)	(7)	406	1,818
Differences relating to percentage of completion on contracts [b]	5,511	(4)	(54)	453	5,906
TOTAL CUSTOMER CONTRACT LIABILITIES	**6,941**	**(15)**	**(61)**	**859**	**7,724**

(a) As of 31 December 2023, "Advances and down-payments received on orders" included €23m (€13m as of 31 December 2022) of advances received from customers on signature of deeds of sale in respect of off-plan sales under property development programmes.
These sums are not refundable and are used to finance work on the programmes.
(b) Mainly comprises deferred income on construction contracts at Bouygues Construction and Equans.

Note 12 Sales

12.1 Analysis by business segment

Sales by geographical area are allocated to the territory in which the sale is generated. The decrease in sales at Bouygues Construction is due to the transfer of the Energies & Services activities, which are now consolidated within Equans (see Note 1.2.1).

	2023 sales				2022 sales			
	France	International	Total	%	France	International	Total	%
Bouygues Construction	3,816	5,819	9,635	17	5,211	7,850	13,061	29
Bouygues Immobilier	1,611	127	1,738	3	1,932	100	2,032	5
Colas	6,322	9,640	15,962	29	6,168	9,288	15,456	35
Equans [a]	6,361	12,300	18,661	33	1,230	2,521	3,751	8
TF1	1,927	329	2,256	4	2,109	353	2,462	6
Bouygues Telecom	7,697		7,697	14	7,504		7,504	17
Bouygues SA & other	16	52	68	0	14	42	56	0
CONSOLIDATED SALES	**27,750**	**28,267**	**56,017**	**100**	**24,168**	**20,154**	**44,322**	**100**

(a) The contribution from Equans to 2022 full-year sales includes the fourth quarter of 2022 only (see Note 1.2.2).

An analysis of sales by accounting classification and segment is provided in Note 17.

There were no material exchanges of goods or services in the years ended 31 December 2023 and 2022, and there is no material revenue that is contingent on a performance obligation that pre-dates the reporting period.

12.2 Analysis by type of activity

	2023 sales	2022 sales
Bouygues Construction	**9,755**	**13,167**
Bouygues Immobilier	**1,738**	**2,032**
Residential property	1,678	1,879
Commercial property	60	153
Colas	**16,015**	**15,529**
Equans	**18,761**	**3,757**
TF1	**2,297**	**2,508**
Media	1,968	2,080
Newen Studios	329	428
Bouygues Telecom	**7,727**	**7,532**
Sales from services [a]	5,979	5,753
Other	1,748	1,779
Bouygues SA & other	**229**	**207**
Inter-segment sales	**(505)**	**(410)**
CONSOLIDATED SALES	**56,017**	**44,322**

(a) Sales billed to customers amounted to €5,912m in 2023, and €5,619m in 2022.

12.3 Analysis by geographical area

	2023 sales		2022 sales	
	Total	%	Total	%
France	27,750	50	24,168	55
European Union (27 members)	8,177	14	4,698	10
Rest of Europe	8,311	15	5,812	13
Africa	1,245	2	1,274	3
Middle East	226	0	51	0
North America	7,174	13	5,750	13
Central and South America	559	1	358	1
Asia-Pacific	2,575	5	2,211	5
TOTAL	**56,017**	**100**	**44,322**	**100**

The United Kingdom accounts for 71% of sales in the “Rest of Europe” region, and Switzerland for 27%; the majority of those sales arise in construction and Energies & Services.

12.4 Split by type of contract, France/International

%	2023 France	2023 International	2023 Total	2022 France	2022 International	2022 Total
Public-sector contracts [a]	26	43	35	26	45	34
Private-sector contracts	74	57	65	74	55	66

(a) Sales billed directly to government departments, local authorities or public enterprises (mainly works and maintenance contracts).

12.5 Order backlog

The Group's order backlog stood at €61,107 million as of 31 December 2023.

	31/12/2022	Movements during 2023: Translation adjustments	Movements during 2023: Changes in scope of consolidation	Movements during 2023: Other movements arising from operating activities		31/12/2023
Construction businesses	**27,295**	**(383)**	**123**	**1,385**		**28,420**
Bouygues Construction [a]	14,130	(178)	202	853	[b]	15,007
Bouygues Immobilier	1,448			(463)		985
Colas	11,717	(205)	(79)	995		12,428
Equans [a] [c]	**25,927**	**(291)**		**(859)**		**24,777**
TF1	**168**			**(28)**		**140**
Bouygues Telecom	**5,453**			**2,317**		**7,770**
Inter-segment adjustments	**(29)**			**29**		
TOTAL ORDER BACKLOG	**58,814**	**(674)**	**123**	**2,844**		**61,107**
maturing within less than 1 year	29,472					29,926
maturing within 1 to 5 years	22,375					25,403
maturing after more than 5 years	6,967					5,778

(a) The Bouygues Energies & Services order backlog, which amounted to €6,458m as of 31 December 2022, was transferred from Bouygues Construction to Equans at the start of 2023.
(b) Includes an order intake of €10,608m.
(c) The Equans order backlog (excluding Bouygues Energies & Services) as of 31 December 2022 has been adjusted from €18,725m to €19,469m, due to the harmonisation of calculation methods used for multi-year contracts in Belgium.

For Bouygues Construction, Colas and Equans, the order backlog represents the amount of work still to be done on projects for which a firm order has been taken, i.e. the contract has been signed and has taken effect (after notice to proceed has been issued and suspensive conditions lifted).

For Bouygues Immobilier, the order backlog represents notarised sales not yet completed, and total revenue from all reservations signed but not yet notarised. In accordance with IFRS 11, Bouygues Immobilier excludes from the order backlog revenue from reservations taken through equity-accounted joint ventures (jointly-controlled co-promotion entities).

The TF1 order backlog represents the amount of work still to be done on productions for which a firm order has been taken, i.e. the contract has been signed and has taken effect.

The Bouygues Telecom order backlog mainly comprises subscription revenue chargeable to customers up to the end of their contractually agreed term.

Note 13 Operating profit

13.1 Other income and expenses from operations

"Other income and expenses from operations", which are a component of current operating profit, comprise the following items:

	2023	2022
Foreign exchange differences	14	
Net gains on disposals of property, plant & equipment and intangible assets	184	184
Net gains on disposals of securities	22	71
Impacts of financial instruments on operating profit	(10)	(7)
Reversals of unutilised provisions	330	364
Royalties from licensing of patents	(197)	(200)
Research and audiovisual tax credits	52	70
Impacts of lease renegotiations	(2)	(26)
Other income and expenses from operations [a]	985	857
TOTAL OTHER INCOME AND EXPENSES FROM OPERATIONS	**1,378**	**1,313**

(a) Mainly comprises (i) the non-Group portion of recharges to translucent industrial entities such as *Sociétés en Participation* (SEPs) and economic interest groupings (GIEs), including but not limited to sales of bitumen, staff secondment and other services (at Colas and Bouygues Construction); (ii) investment grants; (iii) royalties and onward payments to rights-holders; and (iv) bad debt write-offs.

13.2 Current operating profit and other operating income and expenses

	2023	2022
CURRENT OPERATING PROFIT	**2,308**	**1,962**
Other operating income	111	93
Other operating expenses	(306)	(183)
OPERATING PROFIT	**2,113**	**1,872**

See Note 17 for an analysis of current operating profit and operating profit by business segment.

Current operating profit for 2023 incorporates lease expenses of €1,465 million (versus €1,190 million in 2022), which comprise lease expenses relating to contracts exempt from IFRS 16 (see Note 2.11.2). These figures relate mainly to short-term leases and to leases of assets with a low as-new value at Colas, Equans and Bouygues Construction. The non-lease (service) component of lease contracts is recognised in "External charges" and relates mainly to contracts with owners of telecom masts (Bouygues Telecom), for which no identified asset within the meaning of IFRS 16 could be determined given the substantive nature of the substitution rights.

Other operating income and expenses:

2023

Net other operating expenses (€195 million at Group level) comprise:

- €87 million of reorganisation and integration costs:
  - €32 million at TF1, relating to the new Jobs and Career Management (Gestion des Emplois et Parcours Professionnels – GEPP) agreement linked to the digital acceleration strategy and resource optimisation plan launched in 2023;
  - €17 million of integration costs and €16 million of consultancy fees in connection with a strategic business review at Equans;
  - €13 million at Bouygues Immobilier; and
  - €9 million at Colas;
- €107 million of costs associated with risks and litigation:
  - €92 million at Bouygues Construction, comprising €25 million incurred on settlement of the Centennial litigation in Singapore (see Note 1.2.1), €60 million of provisions for risks linked to a change in regulations, and €7 million arising from the signature in May 2023 of a deferred prosecution agreement with the French financial crime prosecutor's office relating to the awarding of public contracts for work on the Annecy Genevois hospital complex; and
  - €15 million at Bouygues Telecom, relating to tax inspections;
- €55 million of costs associated with the Performance Management Plan (PMP) at Equans (see Note 1.2.1);
- €10 million of reversals of impairment charged against right of use assets in the fourth quarter of 2022, partly offset by €8 million of network sharing rollout costs at Bouygues Telecom;
- a €29 million gain arising from pension reforms (see Note 2.2.1); and
- a net €23 million of other operating income, the main factor being a €50 million reduction in the BTBD contingent purchase consideration at Bouygues Telecom.

2022

Other operating income/expenses represented a net charge of €90 million, relating to Bouygues Telecom, Bouygues Construction, TF1 and Bouygues SA. They include €71 million of costs relating to the Equans acquisition, and €18 million of costs relating to the proposed merger of TF1 and M6.

The breakdown of other operating income and expenses by segment is as follows:

- Bouygues Telecom: €52 million of gains on disposals of data centres (see Note 1.2.2) and €40 million for the reduction in the BTBD contingent consideration liability, partly offset by costs of €12 million on network sharing rollout and a €10 million impairment charge against user rights;
- TF1: €15 million of costs relating to the proposed merger of TF1 and M6 (see Note 1.2.2);
- Bouygues Construction: €52 million of provisions for risks relating to a regulatory change, €11 million of costs within Energies & Services relating to the acquisition of Equans by Bouygues SA, €8 million of restructuring costs, and €11 million of other operating expenses; and
- Bouygues SA: €63 million of costs, relating mainly to the acquisition of Equans from Engie and the proposed merger of TF1 and M6 (see Note 1.2.2).

Note 14 Cost of net debt and other financial income and expenses

14.1 Analysis of cost of net debt

	2023	2022
Financial expenses, comprising:	**(387)**	**(231)**
Interest expense on debt	(273)	(190)
Interest expense related to treasury management	(114)	(39)
Negative impact of financial instruments		(2)
Financial income, comprising:	**101**	**33**
Interest income from cash and cash equivalents	73	29
Income and gains on disposal from cash and cash equivalents	10	2
Positive impact of financial instruments	18	2
COST OF NET DEBT	**(286)**	**(198)**

See Note 17 for an analysis of cost of net debt by business segment.

Cost of net debt was €88 million higher year-on-year, mainly due to the net interest expense of €80 million associated with the financing of the Equans acquisition.

14.2 Other financial income and expenses

	2023	2022
Other financial income	113	91
Other financial expenses	(164)	(118)
OTHER FINANCIAL INCOME/(EXPENSES), NET	**(51)**	**(27)**

Other financial income and expenses include financial income from equity holdings; gains or losses on disposals of investments in non-consolidated companies; interest paid to investors on calls for funds (commercial property); commitment fees; net interest on net post-employment benefit liabilities (see Note 20.3.2.1); changes in the fair value of “Other non-current financial assets”; dividends received from non-consolidated companies; and other items arising during the period.

Note 15 Income tax expense

15.1 Analysis of income tax expense

	2023			2022		
	France	Other countries	Total	France	Other countries	Total
Tax payable to the tax authorities	(261)	(235)	(496)	(383)	(130)	(513)
Change in deferred tax liabilities	(61)	3	(58)	(54)	(13)	(67)
Change in deferred tax assets	17	(10)	7	157	(1)	156
TOTAL	**(305)**	**(242)**	**(547)**	**(280)**	**(144)**	**(424)**

See Note 17 for an analysis of income tax expense by business segment.

15.2 Tax proof (reconciliation between standard tax rate and effective tax rate)

Differences between the standard corporate income tax rate applicable in France and the effective tax rate based on the consolidated financial statements are explained as follows:

	2023	2022
NET PROFIT FOR THE PERIOD (100%)	**1,201**	**1,131**
Eliminations:		
Income tax	547	424
Net profit/(loss) from discontinued operations	None	None
Share of net (profits)/losses of joint ventures and associates	(59)	30
NET PRE-TAX PROFIT FROM CONTINUING OPERATIONS	**1,689**	**1,585**
Standard annual tax rate in France	25.83%	25.83%
Effect of non-recognition of tax loss carry-forwards and other temporary differences created/(utilised)	5.80%	3.20%
Effect of permanent differences	2.77%	(0.55)%
Flat-rate taxes, dividend taxes and tax credits	(1.84)%	0.63%
Differential tax rates applied to gains on disposals	(0.30)%	(2.04)%
Differential income tax rates, foreign taxes, impact of future enacted tax rates	0.12%	(0.32)%
EFFECTIVE TAX RATE	**32.39%**	**26.75%**

The effective tax rate for 2023 was 32%, versus 27% in 2022. The 2023 effective tax rate was mainly impacted by tax losses outside France for which no deferred tax asset was recognised, and by the effect of non-deductible expenses that constitute permanent differences.

Note 16 Net profit from continuing operations and basic/diluted earnings per share

Basic earnings per share from continuing operations is calculated by dividing net profit from continuing operations attributable to the Group by the weighted average number of shares outstanding during 2023, excluding the average number of shares bought and held as treasury shares.

Net profit from continuing operations for 2022 includes only a three-month contribution from Equans (see Note 1.2.2).

	2023	2022
Net profit from continuing operations attributable to the Group (€m)	1,040	973
Weighted average number of shares outstanding	375,746,359	381,180,055
BASIC EARNINGS PER SHARE FROM CONTINUING OPERATIONS (€)	**2.77**	**2.55**

Diluted earnings per share from continuing operations is calculated by reference to the weighted average number of shares outstanding, adjusted for the conversion of all potentially dilutive shares (i.e. stock subscription options legally exercisable and in the money at the end of the reporting period). Employee share ownership plans are excluded from the calculation of diluted earnings per share from continuing operations if the quoted market price of the shares exceeds the average exercise price.

	2023	2022
Net profit from continuing operations attributable to the Group (€m)	1,040	973
Weighted average number of shares outstanding	375,746,359	381,180,055
Adjustment for potentially dilutive effect of stock options	198,898	59,975
DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS (€)	**2.77**	**2.55**

Note 17 Segment information

The segment information below is presented by business segment (CGU): Bouygues Construction (Construction), Bouygues Immobilier (Property), Colas (Transport Infrastructure), Equans (Energies & Services), TF1 (Media), Bouygues Telecom (Telecoms), and "Bouygues SA & other".

Inter-segment sales are generally conducted on an arm's length basis.

An analysis of sales by geographical area is provided in Note 12.3. The operating segments used in reporting by business segment are those reviewed by the chief operational decision-maker of the Group, and are not aggregated.

This information is used to allocate resources to operating segments, and to monitor their performance.

Operating segment information is compiled using the same accounting policies as those used in the preparation of the consolidated financial statements, as described in the notes to the financial statements.

The "Bouygues SA & other" segment includes contributions from holding companies, and from entities dedicated to the centralised financing of the Group.

The Energies & Services activities of Bouygues Construction have been included within the Equans segment since the beginning of January 2023 (see Note 1.2.1), which impacts the comparability of the Bouygues Construction contribution between 2022 and 2023. The contribution from Bouygues Energies & Services to Bouygues Construction in 2022 is shown at the end of this note.

The contribution from Equans to the 2022 income statement, EBITDA after Leases and other financial indicators only includes the fourth quarter of 2022.

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total
2023 INCOME STATEMENT								
Advertising					1,607			1,607
Sales of services	843	68	512	4,695	643	5,979	229	12,969
Other sales from construction businesses	8,838	1,670	12,208	13,680				36,396
Other revenues	74		3,295	386	47	1,748		5,550
Total sales	**9,755**	**1,738**	**16,015**	**18,761**	**2,297**	**7,727**	**229**	**56,522**
Inter-segment sales	(120)		(53)	(100)	(41)	(30)	(161)	(505)
THIRD-PARTY SALES	**9,635**	**1,738**	**15,962**	**18,661**	**2,256**	**7,697**	**68**	**56,017**
CURRENT OPERATING PROFIT/(LOSS) FROM ACTIVITIES	**281**	**28**	**542**	**545**	**287**	**798**	**(70)**	**2,411**
Amortisation and impairment of intangible assets recognised in acquisitions (PPA)			(8)		(4)	(29)	(62)	(103)
CURRENT OPERATING PROFIT/(LOSS)	**281**	**28**	**534**	**545**	**283**	**769**	**(132)**	**2,308**
Other operating income	11		2	4	7	86	1	111
Other operating expenses	(92)	(13)	(12)	(85)	(37)	(64)	(3)	(306)
OPERATING PROFIT/(LOSS)	**200**	**15**	**524**	**464**	**253**	**791**	**(134)**	**2,113**
Income from net surplus cash/(cost of net debt)	85	(1)	(58)	(12)	15	(80)	(235)	(286)
Interest expense on lease obligations	(6)	(1)	(29)	(17)	(3)	(31)		(87)
Income tax	(95)	(6)	(169)	(132)	(60)	(155)	70	(547)
Share of profits/(losses) of joint ventures and associates	12	1	59	27	(3)	(43)	6	59
NET PROFIT/(LOSS) FROM CONTINUING OPERATIONS	**197**	**(6)**	**317**	**307**	**193**	**457**	**(264)**	**1,201**
Net profit/(loss) from discontinued operations								
NET PROFIT/(LOSS)	**197**	**(6)**	**317**	**307**	**193**	**457**	**(264)**	**1,201**
NET PROFIT/(LOSS) ATTRIBUTABLE TO THE GROUP	**195**	**(7)**	**310**	**305**	**87**	**414**	**(264)**	**1,040**

Consolidated sales increased by €1,632 million relative to the 2022 proforma financial statements (section 6.3 of the 2022 Universal Registration Document), which reported sales of €54,385 million. Current operating profit and operating profit rose by €239 million and €134 million respectively relative to the 2022 proforma financial statements, compared with €2,069 million and €1,979 million respectively (section 6.3 of the 2022 Universal Registration Document).

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total
2022 INCOME STATEMENT								
Advertising					1,669			1,669
Sales of services	4,446	69	630	281	787	5,753	207	12,173
Other sales from construction businesses	8,613	1,963	11,655	3,374				25,605
Other revenues	108		3,244	102	52	1,779		5,285
Total sales	**13,167**	**2,032**	**15,529**	**3,757**	**2,508**	**7,532**	**207**	**44,732**
Inter-segment sales	(106)		(73)	(6)	(46)	(28)	(151)	(410)
THIRD-PARTY SALES	**13,061**	**2,032**	**15,456**	**3,751**	**2,462**	**7,504**	**56**	**44,322**
CURRENT OPERATING PROFIT/(LOSS) FROM ACTIVITIES	**413**	**37**	**468**	**130**	**322**	**694**	**(46)**	**2,018**
Amortisation and impairment of intangible assets recognised in acquisitions (PPA)			(8)		(6)	(29)	(13)	(56)
CURRENT OPERATING PROFIT/(LOSS)	**413**	**37**	**460**	**130**	**316**	**665**	**(59)**	**1,962**
Other operating income						93		93
Other operating expenses	(82)				(15)	(23)	(63)	(183)
OPERATING PROFIT/(LOSS)	**331**	**37**	**460**	**130**	**301**	**735**	**(122)**	**1,872**
Income from net surplus cash/(cost of net debt)	18	(1)	(47)	(8)	(2)	(18)	(140)	(198)
Interest expense on lease obligations	(9)	(1)	(19)	(3)	(3)	(27)		(62)
Income tax	(106)	(11)	(142)	(26)	(56)	(145)	62	(424)
Share of profits/(losses) of joint ventures and associates	5	8	49	5	(49)	(39)	(9)	(30)
NET PROFIT/(LOSS) FROM CONTINUING OPERATIONS	**273**	**18**	**300**	**90**	**182**	**485**	**(217)**	**1,131**
Net profit/(loss) from discontinued operations								
NET PROFIT/(LOSS)	**273**	**18**	**300**	**90**	**182**	**485**	**(217)**	**1,131**
NET PROFIT/(LOSS) ATTRIBUTABLE TO THE GROUP	**273**	**18**	**292**	**90**	**78**	**439**	**(217)**	**973**

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total
Current operating profit/(loss)	**281**	**28**	**534**	**545**	**283**	**769**	**(132)**	**2,308**
• Interest expense on lease obligations	(6)	(1)	(29)	(17)	(3)	(31)		(87)
Elimination of net depreciation/amortisation expense and net charges to provisions and impairment losses:								
• Net charges for depreciation, amortisation and impairment losses on property, plant and equipment and intangible assets	155	10	360	171	350	1,209	73	2,328
• Charges to provisions and other impairment losses, net of reversals due to utilisation	176	9	213	(106)	(24)	35	31	334
Elimination of items included in “Other income from operations”:								
• Reversals of unutilised provisions and impairment and other items	(153)	(36)	(118)		(16)	(13)	(2)	(338)
EBITDA AFTER LEASES 2023	**453**	**10**	**960**	**593**	**590**	**1,969**	**(30)**	**4,545**

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total
Current operating profit/(loss)	**413**	**37**	**460**	**130**	**316**	**665**	**(59)**	**1,962**
• Interest expense on lease obligations	(9)	(1)	(19)	(3)	(3)	(27)		(62)
Elimination of net depreciation/ amortisation expense and net charges to provisions and impairment losses:								
• Net charges for depreciation, amortisation and impairment losses on property, plant and equipment and intangible assets	186	11	392	41	446	1,122	30	2,228
• Charges to provisions and other impairment losses, net of reversals due to utilisation	(9)	21	121	22	(6)	25	(2)	172
Elimination of items included in "Other income from operations":								
• Reversals of unutilised provisions and impairment and other items	(145)	(16)	(170)		(20)	(12)	(1)	(364)
EBITDA AFTER LEASES 2022	**436**	**52**	**784**	**190**	**733**	**1,773**	**(32)**	**3,936**

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total
BALANCE SHEET AT 31 DECEMBER 2023								
Property, plant and equipment	436	16	2,311	639	228	5,557	178	9,365
Right of use of leased assets	103	17	756	567	71	1,318	3	2,835
Intangible assets	13	10	214	154	300	2,047	979	3,717
Investments in joint ventures and associates	36	107	395	125	8	989 [b]	98	1,758
Non-current provisions	(726)	(124)	(692)	(464)	(30)	(327)	(33)	(2,396)
Current provisions	(650)	(29)	(489)	(757)	(30)	(1)	(46)	(2,002)
Net debt at 31 December 2023:								
Cash and cash equivalents	4,146	90	1,050	2,081	669	95	(2,583)	5,548
Non-current debt	(309)	(9)	(191)	(647)	(69)	(2,476)	(6,943)	(10,644)
Current debt	(11)	(4)	(57)	(9)	(92)	(258)	(101)	(532)
Overdrafts and short-term bank borrowings	(391)	(227)	(183)	(443)	(2)		605	(641)
Financial instruments – Hedging of debt (assets/liabilities)			4	(1)	(1)	14	2	18
NET SURPLUS CASH/ (NET DEBT) [c]	**3,435**	**(150)**	**623**	**981**	**505**	**(2,625)**	**(9,020)**	**(6,251)**

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total
BALANCE SHEET AT 31 DECEMBER 2022 RESTATED [a]								
Property, plant and equipment	571	17	2,359	657	232	5,222	126	9,184
Right of use of leased assets	191	19	632	431	70	1,125	4	2,472
Intangible assets	16	16	219	296	275	2,142	1,094	4,058
Investments in joint ventures and associates	119	108	397	15	12	950 [b]	85	1,686
Non-current provisions	(789)	(120)	(678)	(301)	(41)	(311)	(35)	(2,275)
Current provisions	(745)	(22)	(411)	(673)	(31)		(19)	(1,901)
Net debt at 31 December 2022:								
Cash and cash equivalents	5,261	72	471	578	484	39	(1,169)	5,736
Non-current debt	(921)	(28)	(181)	(40)	(108)	(1,942)	(8,366)	(11,586)
Current debt	(12)		(40)	(30)	(51)	(432)	(811)	(1,376)
Overdrafts and short-term bank borrowings	(511)	(200)	(548)	(535)	(1)		1,377	(418)
Financial instruments – Hedging of debt (assets/liabilities)			6	3	2	32	146	189
NET SURPLUS CASH/(NET DEBT) [c]	**3,817**	**(156)**	**(292)**	**(24)**	**326**	**(2,303)**	**(8,823)**	**(7,455)**

(a) Property, plant and equipment, intangible assets, current and non-current provisions and current debt as of 31 December 2022 have been restated following the finalisation of the Equans opening balance sheet (see Note 3.2.4).

(b) Includes SDFAST: €559m as of 31 December 2023 (versus €603m as of 31 December 2022 – first-time consolidation), and SDAIF: €270m as of 31 December 2023, versus €290m as of 31 December 2022.

(c) Contribution at business segment level, including Bouygues Relais and Uniservice intra-group current accounts (these intra-group accounts are eliminated in the “Bouygues SA & other” column).

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total
Other financial indicators: 2023								
Cash flow after cost of net debt, interest expense on lease obligations and income taxes paid (I)	364	15	691	670	502	1,842	(229)	3,855
Acquisitions of property, plant and equipment and intangible assets, net of disposals (II)	(82)	(4)	(55)	(202)	(298)	(1,428)	(48)	(2,117)
Repayment of lease obligations (III)	(46)	(8)	(167)	(147)	(26)	(165)		(559)
FREE CASH FLOW (I)+(II)+(III)	**236**	**3**	**469**	**321**	**178**	**249**	**(277)**	**1,179**
CHANGES IN WORKING CAPITAL REQUIREMENTS RELATED TO OPERATING ACTIVITIES, INCLUDING CURRENT IMPAIRMENT AND PROVISIONS	**(153)**	**20**	**729**	**343**	**136**	**(110)**	**183**	**1,148**

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total
Other financial indicators: 2022								
Cash flow after cost of net debt, interest expense on lease obligations and income taxes paid (I)	440	41	616	164	614	1,743	(294)	3,324
Acquisitions of property, plant and equipment and intangible assets, net of disposals (II)	(101)	(6)	(178)	(59)	(312)	(1,543)	(22)	(2,221)
Repayment of lease obligations (III)	(70)	(9)	(151)	(36)	(21)	(153)	(1)	(441)
FREE CASH FLOW (I)+(II)+(III)	**269**	**26**	**287**	**69**	**281**	**47**	**(317)**	**662**
CHANGES IN WORKING CAPITAL REQUIREMENTS RELATED TO OPERATING ACTIVITIES, INCLUDING CURRENT IMPAIRMENT AND PROVISIONS	**(128)**	**(41)**	**(251)**	**210**	**(156)**	**(179)**	**(61)**	**(606)**

Free cash flow was €517 million higher than in 2022.

After stripping out frequency bands, which amounted to €133 million in 2022 (see Note 2.7.3):

- free cash flow was up €384 million year-on-year, at €1,179 million in 2023 versus €795 million in 2022; and
- free cash flow after changes in working capital requirements was up €2,138 million year-on-year, at €2,327 million in 2023 versus €189 million in 2022.

For information, the contribution from Bouygues Construction to key financial indicators for 2022 is presented below:

	Building and Civil Works	Bouygues Energies & Services	Bouygues Construction Total
2022 INCOME STATEMENT			
Total sales	**9,304**	**3,863**	**13,167**
Inter-segment sales	(59)	(47)	(106)
THIRD-PARTY SALES	**9,245**	**3,816**	**13,061**
CURRENT OPERATING PROFIT/(LOSS)	**276**	**137**	**413**
Other operating income			
Other operating expenses	(72)	(10)	(82)
OPERATING PROFIT/(LOSS)	**204**	**127**	**331**
NET PROFIT/(LOSS) ATTRIBUTABLE TO THE GROUP	**163**	**110**	**273**
EBITDA AFTER LEASES	**311**	**125**	**436**

	Building and Civil Works	Bouygues Energies & Services	Bouygues Construction Total
BALANCE SHEET AT 31 DECEMBER 2022			
NET SURPLUS CASH/(NET DEBT)	**3,612**	**205**	**3,817**

	Building and Civil Works	Bouygues Energies & Services	Bouygues Construction Total
Other financial indicators: 2022			
FREE CASH FLOW	**229**	**40**	**269**

Note 18 Financial instruments

The tables below show aggregate notional amounts for each type of financial instrument used as of 31 December 2023, split by residual maturity and by currency.

18.1 Hedging of interest rate risk, foreign exchange risk and commodities risk

18.1.1 Analysis by business segment

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total 31/12/2023	Total 31/12/2022
Forward purchases	451		108	104	9	56	2	730	600
Forward sales	220		17	60	25		1	323	366
Currency swaps	6		737	239			1,200	2,182	1,906
Interest rate swaps [a]		680	240		72	830	125	1,947	6,471
Interest rate options (caps, floors)	9	775				200		984	
Commodities derivatives			42					42	7
Other			21 [b]					21	22

(a) This amount relates to fixed rates paid.
(b) Cross-currency swap.

The notional amounts corresponding to interest rate swaps and interest rate options at Bouygues Immobilier may be covered by consecutive half-year maturities.

18.1.2 Analysis by maturity and original currency

	Maturity				Original currency							
	<1 year	1 to 5 years	>5 years	Total	EUR	USD	CAD	GBP	HKD	CHF	AUD	Other
Forward purchases	684	46		730	225	258	20	33	6	14	167	7
Forward sales	313	10		323	26	44	5	122	24	53	22	27
Currency swaps	2,182			2,182	11	574	192	706	136	225	77	261
Interest rate swaps	803	1,087	57	1,947	1,781	98	31	31				6
Interest rate options (caps, floors)		984		984	984							
Commodities derivatives	20	20	2	42	2	22						18
Other		21 [a]		21								21

(a) Cross-currency swap.

18.2 Market value of hedging instruments

	Original currency										
Derivatives recognised as assets	EUR	USD	GBP	HKD	CHF	AUD	Other	Total	Fair value hedge	Cash flow hedge	Hedge of net investment in a foreign operation
Forward purchases	2				1	5		8		8	
Forward sales		1		1				2		2	
Currency swaps		2	2		1		1	6	1	5	
Interest rate swaps	29	5						34		34	
Interest rate options (caps, floors)											
Commodities derivatives		1						1	1		
Other											
TOTAL ASSETS	**31**	**9**	**2**	**1**	**2**	**5**	**1**	**51**	**2**	**49**	

Derivatives recognised as liabilities	Original currency EUR	USD	GBP	HKD	CHF	AUD	Other	Total	Fair value hedge	Cash flow hedge	Hedge of net investment in a foreign operation
Forward purchases	(1)	(4)				(2)		(7)	(2)	(5)	
Forward sales			(2)		(2)		(1)	(5)		(5)	
Currency swaps		(8)	(2)	(1)	(1)		(2)	(14)	(9)	(5)	
Interest rate swaps	(7)		(1)					(8)	(1)	(7)	
Interest rate options (caps, floors)	(1)							(1)		(1)	
Commodities derivatives		(1)					(1)	(2)		(2)	
Other							(1)	(1)		(1)	
TOTAL LIABILITIES	**(9)**	**(13)**	**(5)**	**(1)**	**(3)**	**(2)**	**(5)**	**(38)**	**(12)**	**(26)**	
TOTAL, NET	**22**	**(4)**	**(3)**		**(1)**	**3**	**(4)**	**13** [a]	**(10)**	**23**	

(a) The difference from the value shown in the balance sheet is mainly due to the €1m negative market value of the interest rate swap contracted by Colas for the City of Portsmouth contract, which is entirely offset by the €1m positive market value of the derivative embedded in the fixed contractual fee paid by the customer.

In the event of a +1.00% movement in the yield curve, the hedging instruments portfolio would have a positive market value of €40 million; in the event of a -1.00% movement, it would have a negative value of €11 million.

In the event of a +1.00% movement in the exchange rate of the euro against the other currencies, the hedging instruments portfolio would have a positive market value of €9 million; in the event of a -1.00% movement, it would have a positive market value of €21 million.

These calculations were prepared by the Bouygues group, or obtained from the banks with which the instruments were contracted.

Note 19 Off balance sheet commitments

This note supplements the disclosures provided in Notes 3.2.1, 3.2.2, 3.2.3, 4.1 and 8.2.

No material off balance sheet commitments have been omitted from this disclosure, in accordance with applicable accounting standards.

19.1 Guarantee commitments

	31/12/2023	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Falling due Less than 1 year	From 1 to 5 years	More than 5 years	31/12/2022
Pledges, mortgages and collateral	138	4		65	67			2	41	61	36	150
Guarantees and endorsements given	732	21		290	361	60			323	90	319	396
TOTAL GUARANTEE COMMITMENTS GIVEN	**870**	**25**		**355**	**428**	**60**		**2**	**364**	**151**	**355**	**546**
Guarantees and endorsements received	363				361			2	31	18	314	4
TOTAL GUARANTEE COMMITMENTS RECEIVED	**363**				**361**			**2**	**31**	**18**	**314**	**4**
NET BALANCE	**507**	**25**		**355**	**67**	**60**			**333**	**133**	**41**	**542**

In connection with its ordinary activities, the Bouygues group grants multi-year guarantees (such as ten-year building guarantees), which are usually covered by statistically-based provisions on the liabilities side of the balance sheet. Contract guarantees provided by banks to Group customers represent off balance sheet commitments for those banks; where such guarantees are liable to result in payments being made, a provision is recognised by Bouygues in the consolidated balance sheet.

Under the terms of the contract for the sale of Equans' district heating and cooling networks activities in the UK, a commitment of approximately £314 million (€361 million) was retained, in the form of eleven legacy parent company guarantees. It is covered by a mirror commitment received for the same amount, in the form of (i) a bank guarantee of £15 million in favour of Equans Holding UK Limited and (ii) a buyer's parent company guarantee in favour of the existing beneficiaries for the balance.

19.2 Miscellaneous contractual commitments

									Falling due			
	31/12/2023	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Less than 1 year	From 1 to 5 years	More than 5 years	31/12/2022
Image transmission	62					62			22	40		75
Network	5,821						5,821		443	1,663	3,715	4,585
Other items	313			149		142		22	147	82	84	344
TOTAL SUNDRY CONTRACTUAL COMMITMENTS GIVEN	**6,196**			**149**		**204**	**5,821**	**22**	**612**	**1,785**	**3,799**	**5,004**
Image transmission	62					62			22	40		75
Network	5,821						5,821		443	1,663	3,715	4,585
Other items	313			149		142		22	147	82	84	344
TOTAL SUNDRY CONTRACTUAL COMMITMENTS RECEIVED	**6,196**			**149**		**204**	**5,821**	**22**	**612**	**1,785**	**3,799**	**5,004**
NET BALANCE												

"Sundry contractual commitments given" relate to (i) service agreements entered into by Bouygues Telecom with owners of towers (TDF, FPS, PFI and Cellnex) and of data centres (Towerlink), and with FTTH fibre optic suppliers, and (ii) quarry operating licence contracts entered into by Colas. Those commitments rose by €1,192 million during the year, including a net increase of €1,236 million at Bouygues Telecom in favour of Cellnex, PFI and Nexloop in respect of commitments to provide post-delivery site services.

19.3 Other commitments

Bouygues Telecom

Licences to use frequencies in the 800 MHz and 700 MHz bands

The 20-year licences to use frequencies in the 800 MHz and 700 MHz bands awarded to Bouygues Telecom in 2012 (800 MHz) and 2015 (700 MHz) are subject to an obligation to open the frequencies to MVNOs[a], and to roll out coverage of the French population progressively (98% within 12 years, 99.6% within 15 years – ongoing as of 31 December 2023).

These coverage obligations include a priority roll-out zone defined by Arcep (the French telecoms regulator), to be covered simultaneously by the 700 MHz frequencies (50% by 17 January 2022, 92% by 17 January 2027, 97.7% within 15 years) and the 800 MHz frequencies (90% of the population in less dense areas by 17 January 2022 – this 2022 commitment has been met), and an obligation to provide coverage within each French administrative department (90% within 12 years, 95% within 15 years – ongoing as of 31 December 2023).

The 700 MHz licence includes a new obligation to provide 4G coverage for regular train services on the French railway network (60% in 2022, 80% by 17 January 2027, and 90% by 17 January 2030). The 2022 commitment has been met.

Licence to use frequencies in the 2600 MHz band

The 20-year licence to use frequencies in the 2600 MHz band awarded to Bouygues Telecom in 2011 is subject to an obligation to open the frequencies to MVNOs, and to roll out coverage of the French population progressively (25% within 4 years, 60% within 8 years, 75% within 12 years). This commitment has been met.

This coverage obligation may be fulfilled by any other frequencies owned by Bouygues Telecom. At present, it is primarily fulfilled via Bouygues Telecom's 1800 MHz frequencies that have been refarmed to 4G.

Licence to use technologically equivalent frequencies in the 900 MHz, 1800 MHz and 2100 MHz bands

On 12 January 2018, the French government and Arcep (the French telecoms regulator) signed the "New Deal for Mobile" agreement, aimed at extending quality mobile coverage to all French people. The desired objective of digital roll-out across France led to stringent coverage obligations being imposed on the operators, in return for a ten-year renewal of their licences to use frequencies in the 900 MHz, 1800 MHz and 2100 MHz bands.

Given that Bouygues Telecom's then current licences were due to expire in 2022 (2100 MHz band) and in 2024 (900 MHz and 1800 MHz bands), Arcep (in decision 2018-0680 of 3 July 2018) amended the existing frequency licences to incorporate the new roll-out requirements. Subsequently (in decision 2018-1390 of 15 November 2018), Arcep formally renewed the 900 MHz, 1800 MHz and 2100 MHz licences for a further ten years.

Consequently, Bouygues Telecom now holds licences to use the 900 MHz and 1800 MHz bands until 8 December 2034, and the 2100 MHz band until 11 December 2032. All frequency bands are now technologically equivalent and hence can be used independently for 2G/3G/4G/5G.

Licence to use frequencies in the 3.4-3.8 GHz band (5G)

On 12 November 2020, Arcep issued Bouygues Telecom with a licence to use frequencies in the 3.4-3.8 GHz band in Time Division Duplexing (TDD) mode. The licence was awarded for a fifteen-year period ending on 17 November 2035, and may be extended to 17 November 2040.

Obligations imposed in return for licences to use frequencies in the technologically equivalent 900 MHz, 1800 MHz and 2100 MHz bands

The coverage obligations that were imposed on Bouygues Telecom by the decisions renewing the 900 MHz, 1800 MHz and 2100 MHz licences and have been met, are as follows:

- Installing 4G capability across all network sites: 100% of existing sites by 9 April 2021 (deadline extended by three months and one week pursuant to Order No. 2020-306 of 25 March 2020 on the extension of administrative deadlines in light of the Covid-19 crisis), except for sites in the "Town Centre Not Spots" programme, of which 75% were upgraded to 4G by 31 December 2020 and 100% by 31 December 2022;
- Covering the strategic road network other than inside vehicles by 9 April 2021 (deadline extended by three months and one week pursuant to Order No. 2020-306 of 25 March 2020 on the extension of administrative deadlines in light of the Covid-19 crisis); and
- Covering 90% of the regional rail network by 31 December 2025.

The other obligations imposed on Bouygues Telecom and still ongoing as of 31 December 2023 are as follows:

- Achieving good coverage for 99.6% of the French population (excluding non-European territories and dependencies) by 9 December 2027, rising to 99.8% by 9 December 2031;
- Providing in-vehicle coverage on the strategic road network by 9 October 2025; and
- Participating in targeted coverage improvement programmes, with 5,000 zones per operator covered by 2029.

Obligations imposed in return for licence to use frequencies in the 3.4-3.8 GHz (5G) bands

The coverage obligations imposed on Bouygues Telecom in return for the licence to use frequencies in the 3.4-3.8 GHz band are as follows:

- Rolling out a mobile network using the 3.5 GHz band in France (excluding non-European territories and dependencies): 3,000 mobile network sites by 31 December 2022, 8,000 by 31 December 2024, and 10,500 by 31 December 2025 (25% of them in rural areas or industrial zones outside very dense areas). The 2022 obligation has been met;
- Improving mobile network performance and speed by 31 December 2030: maximum download speed at least 240 mbps at 75% of sites by 31 December 2022, 85% of sites by 31 December 2024, 90% of sites by 31 December 2025 and 100% of sites by 31 December 2030. The 2022 obligation has been met; and

(a) Mobile Virtual Network Operators.

- 5G coverage of (i) the entire motorway-grade road network with differential service access, a theoretical maximum download speed of 100 mbps, and a theoretical time lag of less than ten minutes between data packets being supplied to the user at the transmitter's radio layer and received at the receiver's Medium Access Control (MAC) layer by 31 December 2025 and (ii) the standard road network with a theoretical maximum download speed of 100 mbps, by 31 December 2027.

Bouygues Telecom is in compliance with the following obligations:

- providing a fixed-line offer via the 5G network from 31 December 2023, a commercial differentiated services offer from 31 December 2023, and providing "vertical" services to all private-sector businesses regardless of the nature of their business, and to public-sector organisations;
- hosting MVNOs and offering them a 5G package;
- providing transparency on site outages and rollout projections;
- making the mobile network compatible with Internet protocol version 6 (Ipv6) by 31 December 2020;
- providing coverage inside buildings for businesses and public-sector organisations, and granting requests for connections to Distributed Antenna Systems (DAS) by 18 November 2021; and
- publishing a common specification across all four operators.

Corporate Power Purchase Agreement

On 27 December 2023, Bouygues Telecom signed a green power supply agreement with Statkraft, involving the installation of photovoltaic panels in France. For a ten-year period starting on 1 April 2025, Statkraft will supply Bouygues Telecom with 35 GWh a year, representing around 5% of its annual consumption. The Group reviewed the features of this Corporate Power Purchase Agreement (CPPA) and concluded that the contractual clauses meet the criteria for deconsolidation, and that the quantities of green power supplied qualify as own-use under paragraphs 2.4-2.7 of IFRS 9. The key terms of the contract are summarised below:

Contract	Term (in years)	Date of 1st supply	Annual volumes (in GWh)
Statkraft	10	01/04/2025	35

Note 20 Employee benefit obligations and employee share ownership

20.1 Average headcount

	2023	2022
Managerial staff	33,826	27,404
Clerical, technical & supervisory staff	32,772	22,273
Site workers	25,366	22,897
SUB-TOTAL - HEADCOUNT FRANCE	**91,964**	**72,573**
Expatriate staff and local employment contracts	109,441	74,870
TOTAL AVERAGE HEADCOUNT	**201,405**	**147,443**

The year-on-year increase of 53,962 in average headcount was mainly due to the fact that in 2022, Equans was only included in the scope of consolidation for the fourth quarter.

20.2 Employee benefit obligations

	31/12/2022	Movements during 2023	31/12/2023
Lump-sum retirement benefits	542	(21)	521
Long service awards and other benefits	145	17	162
Other post-employment benefits (pensions)	101	8	109
TOTAL	**788**	**4**	**792**

These obligations are covered by non-current provisions (see Note 6.1).

20.3 Employee benefit obligations and pension obligations (post-employment benefits) excluding long-service awards

20.3.1 Defined-contribution plans

	2023	2022
Amount recognised as an expense	(3,083)	(2,338)

This defined-contribution expense consists of contributions to:

- public health insurance and supplementary health insurance schemes;
- pension funds (compulsory and supplementary schemes); and
- unemployment insurance funds.

20.3.2 Defined-benefit plans

20.3.2.1 Provisions for retirement benefit and pension obligations

	Lump-sum retirement benefits		Pensions		Total	
	31/12/2023	31/12/2022	31/12/2023	31/12/2022	31/12/2023	31/12/2022
Present value of obligation	540	561	2,520	2,267	3,060	2,828
Fair value of plan assets (dedicated funds)	(19)	(19)	(2,764)	(2,506)	(2,783)	(2,525)
Asset ceiling			327	280	327	280
NET LIABILITY RECOGNISED	**521**	**542**	**83**	**41**	**604**	**583**
of which: deficit recognised as a provision	521	542	109	101	630	643
of which: overfunded plans recognised as an asset			(26)	(60)	(26)	(60)
Ratio of plan assets to present value of obligation			x1.10	x1.11		

The table below shows the split of the fair value of plan assets by investment category:

	2023		2022	
	Total	%	Total	%
Equity instruments	(726)	26	(679)	27
Debt instruments	(1,086)	39	(945)	37
Property	(550)	20	(484)	19
Investment funds	(59)	2	(49)	2
Cash	(84)	3	(70)	3
Other	(278)	10	(298)	12
TOTAL	**(2,783)**	**100**	**(2,525)**	**100**

	Lump-sum retirement benefits		Pensions	
	2023	2022	2023	2022
NET LIABILITY RECOGNISED AT 1 JANUARY	**542**	**519**	**41**	**145**
Current and past service cost	14	31	51	25
Interest cost	17	4		(5)
TOTAL EXPENSE RECOGNISED	**31**	**35**	**51**	**20**
Benefits paid	(43)	(25)		
Contributions paid			(77)	(46)
Translation adjustments			(1)	1
Changes in scope of consolidation		104 [a]	1	35 [a]
Actuarial (gains)/losses recognised in equity	2	(92)	69	(114)
Transfers and other movements	(11)	1	(1)	
NET LIABILITY RECOGNISED AT 31 DECEMBER	**521**	**542**	**83**	**41**

(a) For 2022, relates to the commitments of Equans as of the date of acquisition by Bouygues.

The amount of contributions to be paid into pension funds in 2024 is estimated at €94 million.

Actuarial losses amounted to €71 million in 2023; they are recognised directly in equity (see Note 5.3.1) and break down as follows:

	Lump-sum retirement benefits		Pensions	
	2023	2022	2023	2022
Analysis of actuarial (gains)/losses recognised in equity				
Effect of changes in demographic assumptions	1		(13)	1
Effect of changes in financial assumptions	(9)	(115)	25	(415)
Effect of experience adjustments	10	23	35	49
Return on plan assets (excluding financial income)			13	271
Effect of asset ceiling			9	(20)
TOTAL	**2**	**(92)**	**69**	**(114)**

20.3.2.2 Analysis by business segment as of 31 December 2023

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total
Non-current provisions:								
• Lump-sum retirement benefits	113	14	156	138	23	61	16	521
• Pensions	8		15	80			6	109
Provisions recognised as liabilities	**121**	**14**	**171**	**218**	**23**	**61**	**22**	**630**
Overfunded plans recognised as an asset			(22)	(4)				(26)
TOTAL	**121**	**14**	**149**	**214**	**23**	**61**	**22**	**604**

20.3.2.3 Analysis by geographical area as of 31 December 2023

	France and overseas departments	European Union	Rest of Europe [a]	Africa	Americas	Asia-Pacific	Middle East	Total
Non-current provisions:								
• Lump-sum retirement benefits	514	1		3	1	2		521
• Pensions	7	84	14		4			109
Provisions recognised as liabilities	**521**	**85**	**14**	**3**	**5**	**2**		**630**
Overfunded plans recognised as an asset		(4)	(19)		(3)			(26)
TOTAL	**521**	**81**	**(5)**	**3**	**2**	**2**		**604**

(a) Mainly relates to Switzerland and the United Kingdom.

20.3.2.4 Main actuarial assumptions used to measure lump-sum retirement benefit and pension obligations

	2023	2022
Discount rate for lump-sum retirement benefits [a]	3.88% (iBoxx A10+)	3.56% (iBoxx A10+)
Discount rate for pensions [a]	1.5% to 5.50%	1.95% to 6.00%
Life table	INSEE	INSEE
Retirement age (depending on business segment):		
• Managerial staff	65 years	62/65 years
• Clerical, technical & supervisory staff, and site workers	64 years	62/65 years
Lump-sum retirement benefits and long-service awards: salary inflation rate [b]	2.17% to 4.4%	1.65% to 4.13%
Pensions: salary inflation rate [b]	1% to 4.5%	1.50% to 4.50%

(a) See Note 20.3.2.5 for an analysis of sensitivity to interest rates.
(b) Includes general inflation.

20.3.2.5 Sensitivity analysis of actuarial obligation for lump-sum retirement benefits and pensions

The impact of an additional increase or decrease in discount rates in France and internationally on these obligations is presented below:

	Assumption	Increase	Decrease
Lump-sum retirement benefits (France)	70 basis points	(35)	40
Pensions (outside France)	50 basis points	(105)	112

An increase of 50 basis points in the salary inflation rate in France would require the provision to be increased by €28 million.

Those impacts would also be recognised in the consolidated statement of recognised income and expense.

20.4 Employee share ownership

Stock options

As of 31 December 2023, the total number of stock options outstanding was 20,018,085, and the total number effectively exercisable was 7,146,875.

Quoted market price of Bouygues shares on 31 December 2023: €34.12

	2023	2022	2021	2020	2019	2018	2017	2016	2015
Date of AGM	27/04/2023	28/04/2022	22/04/2021	23/04/2020	25/04/2019	26/04/2018	27/04/2017	21/04/2016	23/04/2015
Grant date	01/06/2023	03/06/2022	02/06/2021	08/10/2020	31/05/2019	01/06/2018	01/06/2017	30/05/2016	28/05/2015
Number of options awarded by the Board of Directors	2,830,000	2,830,000	2,755,500	2,835,000	2,898,500	2,584,700	2,570,800	2,790,000	2,739,600
Exercise price (€)	31.081	31.771	34.157	30.53	32.59	41.57	37.99	29.00	37.106
Start date of exercise period	02/06/2025	04/06/2024	03/06/2023	09/10/2022	01/06/2021	02/06/2020	02/06/2019	31/05/2018	29/05/2017
Expiration date [a]	01/06/2033	03/06/2032	02/06/2031	08/10/2030	31/05/2029	01/06/2028	01/06/2027	30/05/2026	28/05/2025
Number of options cancelled or lapsed	213,500	191,500	97,000	144,500	250,000	289,950	389,000	260,765	372,912
Number of options exercised		2,000	108,646	383,421	261,840		140	1,394,349	456,492
• of which number of options exercised in the year		2,000	108,646	382,421	126,699			321,190	
Number of options outstanding (at 31 December 2023)	2,616,500	2,636,500	2,549,854	2,307,079	2,386,660	2,294,750	2,181,660	1,134,886	1,910,196
Number of effectively exercisable options (at 31 December 2023)		1,318,250		2,307,079	2,386,660			1,134,886	

The expense recognised by Bouygues SA under IFRS 2 is presented in Note 5.4.

Stock options are effectively exercisable if they meet both of the following conditions:

- they must be legally exercisable as of 31 December 2023, either by normal exercise (two years after the plan grant date) or by partial exercise ahead of the normal exercise date under the terms of the company savings scheme; and
- they must be in the money as of 31 December 2023, in other words the exercise price must be less than the closing share price on that date (the last quoted market price of 2023), i.e. €34.12.

Performance shares

Awarded to members of the Bouygues Group Management Committee

DESCRIPTION OF PERFORMANCE SHARE PLANS

On 27 July 2023, the Bouygues Board of Directors decided to implement a share performance plan, awarding a maximum of 376,000 performance shares to 11 beneficiaries belonging to the Bouygues Group Management Committee.

In accordance with the regulations governing performance share plans, all shares awarded under all plans issued by Bouygues have the following characteristics:

- beneficiaries must meet the continuing employment condition until the end of the vesting period;
- performance conditions incorporating both financial and non-financial criteria (including gender balance and climate) must be met; and
- shares delivered to the beneficiaries at the end of the vesting period must be either in the form of issues of new shares, or of existing treasury shares held by Bouygues SA under a share buyback programme.

All performance share plans awarded to members of the Bouygues Group Management Committee since 2021 are subject to the following conditions:

- the valuation of the shares cannot exceed a cap equal to 100% of the beneficiary's annual fixed and variable remuneration;
- beneficiaries must retain in registered form for their entire term of office at least 60% of the shares vested in them, though this obligation no longer applies once the number of shares actually held by the beneficiary represents the equivalent of 1.5 times their annual fixed remuneration; and
- beneficiaries are prohibited for their entire term of office from entering into hedging transactions in respect of the vested shares.

FAIR VALUE OF PERFORMANCE SHARE PLANS

Fair values per Bouygues performance share, determined using the Black & Scholes model, are:

- 2023 Plan: €9.2596.
- 2022 Plan No. 1: €9.0790.
- 2022 Plan No. 2: €15.9120 for tranche 1, €11.1901 for tranche 2, €9.8732 for tranche 3, and €8.0254 for tranche 4.
- 2021 Plan: €9.5182.

MOVEMENT IN OUTSTANDING PERFORMANCE SHARE PLANS

	2023	2022
Number of shares awarded subject to performance conditions at start of period	**733,000**	**229,000**
Shares awarded subject to performance conditions	376,000	504,000
Shares vested in beneficiaries	(65,000)	
Shares cancelled		
Number of shares awarded subject to performance conditions and not yet vested at end of period [a]	**1,044,000**	**733,000**

(a) Maximum number of shares awardable.

CHARACTERISTICS OF OUTSTANDING PERFORMANCE SHARE PLANS

	2023 Plan	2022 Plan No. 2	2022 Plan No. 1	2021 Plan
Vesting date of shares	Post 2026 AGM	- Tranche 1: post 2023 AGM - Tranche 2: post 2025 AGM - Tranche 3: post 2027 AGM - Tranche 4: post 2029 AGM	Post 2025 AGM	Post 2024 AGM
Number of shares originally awarded subject to performance conditions	**376,000**	**200,000**	**304,000**	**229,000**
Shares vested in beneficiaries		(65,000)		
Shares cancelled				
Number of shares awarded subject to performance conditions and not yet vested at end of period [a]	**376,000**	**135,000**	**304,000**	**229,000**

(a) Maximum number of shares awardable.

The expense for these performance share plans is recognised within current operating profit from activities, and amounted to €3.6 million for 2023 after taking account of employer's contributions payable by Bouygues SA.

Awarded to Equans managers

DESCRIPTION OF THE EQUANS PERFORMANCE MANAGEMENT PLAN AWARDED IN 2023

On 2 May 2023, the Equans Board of Directors decided to implement a one-off Performance Management Plan (PMP) designed to incentivise selected Equans managers and to align their interests with the financial objectives set by Bouygues for Equans through to 2027.

The plan involves an award of consideration-free ordinary shares and preference shares of Equans, which will be repurchased by Bouygues SA. Delivery of the performance shares will be contingent on the beneficiaries remaining in post until the end of the vesting period, and on the attainment of financial objectives for Equans calculated each year from 2022 to 2026.

The Equans performance shares will be delivered in annual tranches from 2024 to 2027.

Vested performance shares will start to become monetisable from 2025 onwards.

The Equans ordinary shares and preference shares will be valued annually by an independent expert.

Bouygues SA has an option to buy all the Equans shares remaining in circulation in 2030, 2031 and 2032. Consequently, an employee-related liability is recognised by Bouygues SA, and remeasured at fair value through profit or loss at each accounting close until the Equans shares have been purchased by Bouygues (no later than 2032).

The expense recognised under IFRS 2 for the consideration-free award of Equans shares is recognised in shareholders' equity in the books of Equans (equity-settled plan). On that basis, an expense of €47 million for the PMP was recognised in the Equans financial statements in 2023, within "Other operating expenses" (see Note 13.2). That expense is based on the fair value of the Equans shares as of the date of grant (15 May 2023), and takes account of the employer's contribution payable by Equans. In the Bouygues group consolidated financial statements, the expense recognised under IFRS 2 is recognised as an employee-related liability (cash-settled plan), given that Bouygues SA will underwrite the liquidity of the shares.

To reflect the impact of changes in the fair value of the Equans shares since the date of grant (and hence to reflect the Bouygues SA liquidity guarantee), the expense recognised by Equans will be adjusted within "Bouygues SA and other" for segment information purposes (see Note 17), on the "Other operating expenses" line. No such adjustment was made as of 31 December 2023.

In addition to the award of performance shares, the plan also includes:

- An option for selected managers to invest in Equans shares alongside Bouygues SA up to a maximum overall amount of €15 million. Under that scheme, Bouygues SA sold those managers Equans shares for a total of €12 million in the second quarter of 2023 and €3 million in the third quarter of 2023. Because the sale of the shares was accompanied by a commitment to repurchase, an employee-related liability of the same amount has been recognised, with the opposite entry representing the cash received. That liability is remeasured at each accounting close until Bouygues SA repurchases the shares that were sold, and amounted to €17 million as of 31 December 2023. The €2 million remeasurement was recognised within "Other operating expenses".

  The impact of the sale of the shares is classified within the line item "Capital increases/(reductions) paid by shareholders and non-controlling interests and other transactions between shareholders" in the consolidated cash flow statement.
- Payment of bonuses to a larger number of managers, awarded subject to the same performance conditions as the consideration-free shares. Those bonuses have been recognised by Equans from the third quarter of 2023 (when the employees were notified) within "Other operating expenses" (see Note 13.2), and are determined depending on the attainment of the Equans performance conditions and on the beneficiaries remaining in post at the date of payment. They amounted to €6 million in 2023.

FAIR VALUE OF PERFORMANCE SHARE PLANS

The fair value per Equans ordinary share is €42.50, determined using a multi-criteria approach (discounted cash flows, deal multiples and stock market multiples).

The fair value per Equans preference share is €43.70, determined using the Monte Carlo model.

MOVEMENT IN OUTSTANDING PERFORMANCE SHARE PLANS

Ordinary shares awarded under the Equans Performance Management Plan

	2023
Number of ordinary shares awarded subject to performance conditions at start of period	
Shares awarded subject to performance conditions	3,893,200
Shares vested in beneficiaries	
Shares cancelled	
Number of ordinary shares awarded subject to performance conditions and not yet vested at end of period [a]	**3,893,200**

(a) Maximum number of shares awardable.

Preference shares awarded under the Equans Performance Management Plan

	2023
Number of preference shares awarded subject to performance conditions at start of period	
Shares awarded subject to performance conditions	1,339,432
Shares vested in beneficiaries	
Shares cancelled	
Number of preference shares awarded subject to performance conditions and not yet vested at end of period	**1,339,432**

The total expense relating to this performance share plan for 2023, recognised below the current operating profit line and after taking account of employer's contributions payable by Equans, is €55 million.

Note 21 Disclosures on related parties and remuneration of directors and senior executives

21.1 Related party information

	Expenses		Income		Receivables		Payables	
	2023	2022	2023	2022	31/12/2023	31/12/2022	31/12/2023	31/12/2022
Parties with an ownership interest	2	2						
Joint operations	51	47	388	419	292	305	255	371
Joint ventures and associates	399	116	707	777	474	404	255	159
Other related parties	143	131	363	234	229	103	150	46
TOTAL	**595**	**296**	**1,458**	**1,430**	**995**	**812**	**660**	**576**
Maturity								
• less than 1 year					925	734	660	576
• 1 to 5 years					42	31		
• more than 5 years					28	47		
of which impairment of doubtful receivables (mainly non-consolidated companies)					50	59		

Types of related party transaction:

Transactions between the Bouygues group and related parties mainly comprise:

- remuneration and benefits awarded to directors and senior executives;
- commercial and financial transactions with Bouygues group companies, and with entities over which Bouygues exercises joint control or significant influence.

Identity of related parties:

- parties with an ownership interest: the Bouygues group is accounted for by the equity method in the financial statements of SCDM (a company controlled by Martin and Olivier Bouygues), which provides consultancy services in strategy, development, research and analysis into strategic developments and growth of the Bouygues group, major investments and divestments, and multi-year plans;
- joint operations: mainly involves transactions with construction project companies;
- joint ventures and associates: mainly transactions with concession companies and quarry companies; and
- other related parties: mainly involves transactions with non-consolidated companies controlled or jointly controlled by the Group.

21.2 Disclosures about remuneration and benefits paid to directors and senior executives in office on 31 December 2023

Direct remuneration (excluding social charges) in respect of the 2023 financial year for key executives (the 11 members of the Group Management Committee) amounted to €23,235,682, comprising basic remuneration of €9,813,473 and variable remuneration of €13,422,209 linked to 2023 performance.

The comparative figures for 2022 were total remuneration of €19,887,317, comprising basic remuneration of €9,249,382 and variable remuneration of €10,637,935 (for the 12 members in office on 31 December 2022).

Remuneration during the year for participating in Board meetings of Bouygues SA and its subsidiaries amounted to €245,318, compared with €275,144 in 2022.

Remuneration paid to non-executive directors in respect of directorships held at Bouygues SA and its subsidiaries amounted to €891,215, compared with €856,833 in 2022.

Post-employment benefits: members of the Group Management Committee are entitled to benefits under a vested-rights supplementary pension scheme, governed by Article L. 137-11-2 of the Social Security Code, which has been contracted out to an insurance company. In 2023, the obligation in respect of members in post as of 31 December 2023 increased by €4,117,430. No payments were made under this scheme in 2023.

In addition, because Olivier Roussat has reached the upper limit under this scheme, he is entitled to a retirement benefit scheme in the form of an award of performance shares. The estimated expense recognised in respect of 2023 was €1,015,060, versus €978,000 in 2022. This will be converted into performance shares using the quoted market price of Bouygues shares on the day following the Annual General Meeting of 25 April 2024. The resulting shares will not be available until Olivier Roussat retires.

Lump-sum retirement and termination benefits: The provision increased by a net amount of €7,241,841 during 2023 for members of the Group Management Committee, due mainly to the departure of some members and the arrival of others. In 2022, the provision decreased by a net amount of €995,526, reflecting a stable population of beneficiaries and an increase in the discount rate leading to a reduction in the amount of the obligation.

Share-based payment: a total of 205,000 stock options were awarded to members of the Bouygues Group Management Committee on 1 June 2023, at an exercise price of €31.081. The earliest exercise date is 2 June 2025, and the expense recognised in 2023 was €105,163 (versus €92,753 for 190,000 shares in 2022).

The net expense recognised for performance shares awarded to members of the Group Management Committee in 2023 was €7,567,400, compared with €2,648,069 in 2022.

Note 22 Additional cash flow statement information and changes in working capital related to operating activities

22.1 Cash flows from acquired or divested companies

	Bouygues Construction	Bouygues Immobilier	Colas	Equans	TF1	Bouygues Telecom	Bouygues SA & other	Total 31/12/2023
Non-current assets	(2)	(2)	37	352	(8)	(16)	29	390
Current assets	16		(15)	53	(2)	(9)	8	51
Non-current liabilities	(2)		(57)	(27)	(2)	2	(2)	(88)
Current liabilities	(73)		48	(64)	3	63	(42)	(65)
Cash	57		1	(155)	3	(5)	6	(93)
PURCHASE PRICE OF CONSOLIDATED ACTIVITIES NET OF DISPOSALS	**(4)**	**(2)**	**14**	**159**	**(6)**	**35**	**(1)**	**195**
Cash of acquired or divested companies	(57)		(1)	155	2	5	(6)	98
Net liabilities related to consolidated activities	(4)		(7)	7		(98)	6	(96)
NET CASH INFLOW/(OUTFLOW) FROM ACQUISITIONS AND DIVESTMENTS OF SUBSIDIARIES	**(65)**	**(2)**	**6**	**321**	**(4)**	**(58)**	**(1)**	**197**

Acquisitions and divestments in the period generated a net cash outflow of €197 million, and mainly comprised:

- Bouygues Construction: change in consolidation method for Richelmi (now accounted for using the equity method) with effect from 1 January 2023, resulting in the deconsolidation of €56 million of cash;
- Equans: sale of the district heating and cooling networks activities in the UK and the Aquifer Thermal Energy Storage activities in the Netherlands for €340 million (see Note 1.2.1).
- Bouygues Telecom: payment of BTBD contingent purchase consideration of €47 million (see Note 9).

22.2 Changes in working capital requirements related to operating activities

Changes in working capital include changes in current provisions recognised in the balance sheet.

	2023	2022
Assets		
Inventories/Programmes/Broadcasting rights	164	(165)
Advances and down-payments made on orders	15	(70)
Trade receivables	(192)	(828)
Customer contract assets	13	(196)
Other current receivables and current financial assets	170	(134)
SUB-TOTAL	**170**	**(1,393)**
Liabilities		
Trade payables	(35)	746
Customer contract liabilities	859	217
Current provisions	100	(109)
Other current liabilities and current financial liabilities	54	(67)
SUB-TOTAL	**978**	**787**
CHANGES IN WORKING CAPITAL RELATED TO OPERATING ACTIVITIES [a]	**1,148**	**(606)**

(a) For both assets and liabilities: decreases/(increases) in working capital related to operating activities.

22.3 Reverse factoring and receivables securitisation programmes

At Bouygues Telecom, the Group has implemented reverse factoring programmes, in which trade payables are assigned to financial institutions (see Note 2.12.2). The amount of those programmes was €283 million as of 31 December 2023 (€260 million as of 31 December 2022), of which €69 million comprised invoices issued less than 60 days previously (€62 million as of 31 December 2022) and €214 million comprised invoices issued more than 60 days previously (€198 million as of 31 December 2022).

The liabilities covered by those programmes are recognised within "Trade payables". These programmes have no impact on the consolidated cash flow statement. The payment is presented within "Changes in working capital requirements related to operating activities" on extinguishment of the liability.

The Group also operates a trade receivables securitisation programme via its subsidiary Bouygues Telecom, the amount of which (recognised within "Other borrowings", see Note 8.1) was €623 million as of 31 December 2023 compared with €531 million as of 31 December 2022. Because this programme does not require deconsolidating, it has no impact on the net debt of the Bouygues group. The cash proceeds received are presented within "Change in current and non-current debt" in the consolidated cash flow statement.

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Note 23 Claims and litigation

Bouygues group companies are involved in a variety of litigation and claims in the normal course of their business. Risks are assessed on the basis of past experience and analysis by the Group's in-house legal departments and external counsel. To its knowledge, there is at present no exceptional event, dispute or claim likely to have a significant negative impact on the business, assets and liabilities, results or financial structure of the Group as a whole. Disputes and claims are subject to regular review, especially when new facts arise. The provisions recorded in the financial statements appear to be adequate in light of these assessments. The Group uses all legal means to defend its legitimate interests. Details about which claims are or are not covered by provisions have not been disclosed, since such disclosure might affect the outcome of some ongoing claims. The Group has not recognised any contingent liabilities in respect of the claims and litigation described below. In addition to the matters described in Note 1, "Significant events" (handset dispute with Free Mobile, Ile-de-France Regional Authority dispute, Belfast biomass facility, Centennial), the principal claims and litigation involving the Group are as follows:

23.1 Bouygues Construction

23.1.1 Miami – Brickell City Centre

On 2 July 2013, Brickell City Centre LLC (the "Client") entrusted the construction of a multi-purpose property complex in Miami (Florida) to a joint venture comprising Americaribe (a Bouygues Construction subsidiary) and John Moriarty Associates of Florida. The last phase of the works to this building was accepted in February 2016.

Problems of water seepage, waterproofing and finishing appeared after acceptance. The Client seized Miami Civil Court on 22 January 2021 with an action to determine liability for the problems and the associated quantum of damage. The experts' investigations are in progress.

23.1.2 Hong Kong – Shenzhen Western Corridor

A joint venture comprising VSL Hong Kong and Gammon Management Services Ltd (the “VSL JV”) was the holder of two sub-contracting contracts entrusted by the Gammon – Skanska – MBEC joint venture (the “lead JV”) relating to the Shenzhen Western Corridor project, initiated by the Hong Kong Expressways Department (the “Client”’).

On 15 February 2019, the Client established that an external prestressed cable had failed. A dispute ensued between the parties concerning the reason for the broken cable and the possible defects which could affect all the other cables. Several arbitrations were therefore started in May 2020 and September 2021: (i) between the Client and the lead JV, (ii) between the lead JV and the VSL JV, (iii) between the Client and the VSL JV, and (iv) between the Client and the design office. In 2023, the Client enlarged its claim to all the prestressed cables. The overall estimation is in the process of being finalised The exchange of statement of cases is now complete, and the hearings are expected during 2024.

23.1.3 France – Tax procedures

Following audits on the financial years 2018 and 2019, the Directorate of National and International Audits of France’s Public Finances Directorate notified Bouygues Construction of two proposed adjustments in respect of corporation tax, the contribution on added value and withholding tax. The French tax authorities consider that the amount of royalties received by Bouygues Construction from its subsidiaries in respect of brand licences should be increased. Bouygues Construction is disputing the grounds and the quantum of this revaluation, and has referred the dispute to the National Commission for Direct Taxes and Sales Taxes. In December 2023, Bouygues Construction received a new proposed adjustment in respect of the 2020 financial year, relating to the same issue as the two proposed adjustments mentioned above. Bouygues Construction has challenged this proposed adjustment through the taxpayer representation procedure.

23.2 Colas

23.2.1 France – URSSAF reassessments

All the ongoing URSSAF controls and associated disputes and arguments concerning the reductions in social security contributions connected to the “TEPA” and “Fillon” regimes have been comprehensively valued by Colas. The total potential amount of the readjustments, including lateness penalties, is estimated at €55 million.

These disputes have been referred to the Social Security section of the Judicial Courts.

23.2.2 Canada – Tax dispute relating to technical assistance invoiced by Colas to its subsidiary Colas Canada Inc.

The Canadian Revenue Authorities are disputing the deductibility of the technical assistance costs which the Colas parent company invoiced to its subsidiary Colas Canada Inc. They claim that the amount of these costs is excessive and the supporting documentation is insufficient. The dispute for the years 2008 to 2016, where Colas Canada Inc. was challenging the rate adopted by the Canadian Revenue Authorities under the dispute resolution procedure, was settled in 2023. There are ongoing tax audits for the 2018, 2019 and 2020 financial years. The amounts involved total CAD 29 million.

23.2.3 International – Complaint filed by Colas Rail in relation to an international project

In 2017, an internal audit and an external investigation requested by Colas Rail, a subsidiary of Colas, revealed that suspicious payments in euros and in local currency had been made to local consultants. Colas Rail filed a complaint in France. The contracts with these consultants were terminated and all payments prohibited. In agreement with the customer, Colas Rail transferred the construction contract, with no major economic impact on the Colas group. The investigation that followed the complaint filed by Colas Rail is ongoing.

23.3 Equans

23.3.1 Chile - Santiago Hospital

In January 2021, Ima Industrial ("Ima"), a subsidiary of Equans in Chile, was contracted by Constructora de Infraestructura de Chile SPA ("CICH"), the main contractor for the construction of Salvador hospital, to carry out the HVAC package. On 13 December 2022, CICH notified Ima of the early termination of the contract, citing breach of contractual specifications. Arbitration proceedings have been initiated before the Arbitration and Mediation Centre of the Santiago Chamber of Commerce. On 5 June 2023, Ima filed a claim for around €13 million to indemnify the loss caused by the early termination of the contract. CICH has not quantified its claim at this stage. The case is continuing.

23.3.2 USA – Solar Farm

This dispute arose after Sterling & Wilson Solar Solutions (“S&W”) terminated, in June 2022, a sub-contracting contract which had been awarded to Conti (a subsidiary of Equans) to build a solar farm in the State of Washington. Conti has brought arbitration proceedings against S&W for wrongful termination, alleging the late delivery of equipment, defective equipment, and the non-payment of requests to accelerate operations. Conti is alleging a loss of USD 19 million. S&W has filed a counter-claim for USD 95 million.

23.4 TF1

23.4.1 Molotov TV dispute

Molotov TV’s complaint to the Competition Authority against TF1 and M6 for a cartel and abuse of a collective dominant position

Seized with this complaint on 12 July 2019, the Competition Authority rejected Molotov TV’s application as well as the associated preventative measures. The Paris Court of Appeal rejected the appeal lodged by Molotov TV against the Authority's decision in a judgement dated 30 September 2021. Molotov TV has appealed to the Cour de cassation (French Supreme Court).

Molotov TV's complaint against TF1, M6 and France Télévisions to the Competition Authority for failure to respect the commitments made in the context of the authorisation for the Salto platform, and its claim for a penalty

The Competition Authority was seized with this complaint on 16 June 2020. This procedure was followed by an application to the Conseil d’État on 16 October 2020 to cancel the rejection decision which was implicit from the Authority's silence. These proceedings are ongoing.

Molotov TV's summons against TF1 before the Paris Commercial Court

Molotov TV served proceedings on 10 November 2020 on TF1 and TF1 Distribution in the Paris Commercial Court claiming damages and fines. Molotov TV's argument is that TF1 Distribution's offer of distribution allegedly subjects it to imbalanced obligations, with the aim of obtaining an unfair advantage, and is claiming damages of €100 million. The proceedings are currently pending before the Cour de Cassation.

23.5 Bouygues Telecom

23.5.1 Access to the local copper loop

In April 2021, Bouygues Telecom sued Orange in the Paris Commercial Court for damages for its loss, assessed at €84 million, resulting from Orange's breaches of its fundamental obligations concerning providing access to the local copper loop, for which Arcep had given it formal notice for in its decision n° 2018-1596-RDPI.

23.5.2 Access to FTTH infrastructure

On 30 January 2020, Bouygues Telecom seized Arcep with a claim to settle the disputes over the financing terms for access to the FTTH (Fibre to the Home) lines rolled out by SFR FTTH (now XP Fibre) in certain zones of France. Arcep (the French telecoms regulator), in a decision on 5 November 2020, compelled XP Fibre to restore the applicable co-financing rates which were in force before 1 February 2020 and to offer Bouygues Telecom a maximum rental price of €13.20 ex. VAT/month/line. After an appeal by XP Fibre, the Paris Court of Appeal, upheld Arcep's decision in a judgement dated 20 April 2023. XP Fibre then lodged an appeal with the Cour de Cassation on 17 May 2023.

On 14 October 2021, Bouygues Telecom seized Arcep with a claim concerning the disputes over the financial terms for reimbursing the activation fee for connecting end-customers within the scope of the contract of access concluded with Orange in its capacity as an FTTH infrastructure operator in the Very Dense Areas of France. On 29 March 2022, Arcep granted Bouygues Telecom's claims, directing Orange to modify the provisions in its contract concerning returning contributions for connection costs. Orange has lodged an appeal against this decision with the Paris Court of Appeal. These proceedings are ongoing.

On 24 February 2023, Bouygues Telecom and Société de Développement pour l'Accès à l'Infrastructure Fibre (SDAIF), in which Bouygues Telecom is the majority shareholder, brought an action against Orange before the Paris Commercial Court seeking repayment of the connection fees due to them in respect of FTTH lines terminated in the Very Dense Area (for the period prior to that covered by the dispute referred to in the previous paragraph) and in the Less Dense Area (since 1 January 2018). Bouygues Telecom and SDAIF are claiming around €124 million.

Orange has applied for a stay of proceedings pending the decision of the Court of Appeal in the dispute referred to in the previous paragraph. Bouygues Telecom opposes this request.

23.5.3 Free Mobile roaming

On 1 March 2021, Bouygues Telecom appealed the judgement of the Paris Administrative Court dated 30 December 2020 which dismissed its claim to order the French State to pay it €2.285 billion as damages for its loss between 2011 to 2015 caused by the failure to regulate the roaming agreement between Free Mobile and Orange. Bouygues Telecom lodged an appeal with the Conseil d'État on 29 August 2023, after the Administrative Court of Appeal upheld the Administrative Court's judgement,.

23.5.4 Tel and Com v. Bouygues Telecom

Tel and Com, a specialised distributor whose contract was not renewed when it expired, filed a claim against Bouygues Telecom in the Paris Commercial Court on 10 November 2015 alleging the sudden break off of an established business relationship. Tel and Com claimed that Bouygues Telecom had not given a sufficient period of notice and claimed damages of €125.7 million for its loss. In a judgement dated 20 December 2019, the Paris Court of Appeal held that the periods of notice given by Bouygues Telecom had been sufficient. Following an appeal lodged by Tel and Com, the Cour de Cassation partially reversed the judgement and returned the case to the Paris Court of Appeal. The distributor is claiming an indemnity of €120 million before the Court of Appeal to which the case was transferred. In a decision dated 31 March 2023, the Court of Appeal ruled that the notice period had been insufficient and ordered an expert appraisal to assess the loss claimed by Tel and Com. In June 2023, Bouygues Telecom and Tel and Com each lodged an appeal with the Cour de Cassation against the Court of Appeal's judgement.

23.5.5 Impact of 5G frequencies

In May 2020, a collective of 500 natural persons served summonses in summary proceedings on the four mobile network operators (Orange, SFR, Bouygues Telecom and Free Mobile) before the Paris Judicial Court requesting the appointment of a judicial expert to assess the impact of 5G on health, the environment and privacy. The Paris Judicial Court and the Paris Court of Appeal held that they lacked jurisdiction to order a general investigation into 5G. Some of the initial claimants appealed to the Cour de Cassation in November 2022.

23.5.6 Patent litigation

A third party has sued Bouygues Telecom for the infringement of three patents. The claims total €60 million. The cases have now gone to appeal after judgements were handed down in Bouygues Telecom's favour at first instance.

Note 24 Auditors' fees

Bouygues SA is audited by Mazars and Ernst & Young Audit, appointed as statutory auditors by the Annual General Meetings held on 10 June 1998 and 24 April 2003, respectively. The signatory partners have been involved since the audits of the financial statements for 2022 and 2020, respectively. The table below shows fees paid to the auditors (and member firms of their networks) responsible for the audit of the consolidated financial statements of Bouygues and consolidated companies, as expensed through the income statement in 2023 (in thousands of euros).

	2023				2022			
	Mazars network		EY network		Mazars network		EY network	
	Amount (excl. VAT)	%	Amount (excl. VAT)	%	Amount (excl. VAT)	%	Amount (excl. VAT)	%
A - Audit	**(13,929)**	**95**	**(10,472)**	**88**	**(10,369)**	**96**	**(7,858)**	**92**
• Bouygues SA	(289)		(289)		(444)		(371)	
• Consolidated subsidiaries	(13,640)		(10,183)		(9,925)		(7,487)	
B - Non-audit services	**(711)**	**5**	**(1,455)**	**12**	**(435)**	**4**	**(714)**	**8**
TOTAL	**(14,640)**	**100**	**(11,927)**	**100**	**(10,804)**	**100**	**(8,572)**	**100**

The increase relative to 2022 was mainly due to fees incurred on the audit of the consolidation package of Equans, covering a full year in 2023 and three months in 2022.

Non-audit services as shown in the table above mainly comprise assurance or agreed-upon procedure engagements relating to financial data, and procedures performed in connection with the statement on non-financial performance and acquisitions.

The total amount of fees paid to audit firms that do not belong to the network of either of the firms that audit the financial statements of Bouygues SA (mainly PwC for Colas and Deloitte for Equans) was €5,281 thousand in respect of the 2023 financial year and €5,801 thousand in respect of the 2022 financial year.

Note 25 List of principal consolidated companies at 31 December 2023

Company	City/Country	% interest 2023	% interest 2022	% direct and indirect control [a] 2023	% direct and indirect control [a] 2022
FRANCE					
Companies controlled by Bouygues					
Construction					
Bouygues Construction SA	**Saint-Quentin-en-Yvelines**	**100.00**	**100.00**		
Bouygues Bâtiment Ile-de-France SA	Saint-Quentin-en-Yvelines	100.00	100.00		
Bouygues Bâtiment International SA	Saint-Quentin-en-Yvelines	100.00	100.00		
Bouygues TP SA	Saint-Quentin-en-Yvelines	100.00	100.00		
BYTP Régions France SA	Balma	100.00	100.00		
Brézillon SA	Margny-lès-Compiègne	100.00	100.00		
Challenger SNC	Saint-Quentin-en-Yvelines	100.00	100.00		
DTP SAS	Saint-Quentin-en-Yvelines	100.00	100.00		
Linkcity Centre Sud-Ouest	Lormont	100.00	100.00		
Bouygues Bâtiment Sud-Est	Lyon	100.00	100.00		
Bouygues Bâtiment Grand Ouest	Nantes	100.00	100.00		
Bouygues Construction Central Europe	Saint-Quentin-en-Yvelines	100.00	100.00		
Bouygues Bâtiment Nord-Est	Marcq en Baroeul	100.00	100.00		
Linkcity IDF	Saint-Quentin-en-Yvelines	100.00	100.00		
Bouygues Bâtiment IDF PPP SA	Saint-Quentin-en-Yvelines	100.00	100.00		
Linkcity Sud-Est	Lyon	100.00	100.00		
Linkcity Nord-Est	Nancy	100.00	100.00		
Property					
Bouygues Immobilier SAS	**Issy-les-Moulineaux**	**100.00**	**100.00**		
SCCV Lavoisier	Issy-les-Moulineaux	100.00	100.00		
SLC SA	Lyon	100.00	100.00		
Urbis Réalisations SA	Toulouse	100.00	100.00		
Transport infrastructure					
Colas SA and its regional subsidiaries	**Paris**	**100.00**	**96.85**		
Aximum and its subsidiaries	Magny-les-Hameaux	100.00	96.85		100.00
Colas Rail and its subsidiaries	Courbevoie	100.00	96.85		100.00
Grands Travaux Océan Indien (GTOI) SA	Le Port (Reunion Island)	100.00	96.85		100.00
Spac and its subsidiaries	Nanterre	100.00	96.85		100.00
Energies & Services					
Equans SAS	**Courbevoie**	**100.00** [b]	**100.00**		
Ineo SA and its subsidiaries	Courbevoie	100.00	100.00		
Axima Concept and its subsidiaries	Courbevoie	100.00	100.00		
Pierre Guerin (Finox)	Mauzé-sur-le-Mignon	100.00	100.00		
MCI	Gennevilliers	100.00	100.00		
Bouygues Energies & Services SAS	Saint-Quentin-en-Yvelines	100.00	100.00		
Bouygues E&S FM France	Saint-Quentin-en-Yvelines	100.00	100.00		
Media					
Télévision Française 1 SA	**Boulogne-Billancourt**	**45.40**	**44.51**		
E-TF1	Boulogne-Billancourt	45.40	44.51	100.00	100.00
TF1 Séries Films	Boulogne-Billancourt	45.40	44.51	100.00	100.00
La Chaîne Info	Boulogne-Billancourt	45.40	44.51	100.00	100.00
Newen and its subsidiaries	Paris	45.40	44.51	100.00	100.00
TFX	Boulogne-Billancourt	45.40	44.51	100.00	100.00
Télé Monte Carlo (TMC)	Monaco	45.40	44.51	100.00	100.00
TF1 Studios	Boulogne-Billancourt	45.40	44.51	100.00	100.00
TF1 Publicité	Boulogne-Billancourt	45.40	44.51	100.00	100.00
Telecoms					
Bouygues Telecom SA and its subsidiaries	**Paris**	**90.53**	**90.53**		
Bouygues Telecom Business - Distribution BTBD	Boulogne-Billancourt	90.53	90.53	100.00	100.00

Company	City/Country	% interest 2023	% interest 2022	% direct and indirect control [a] 2023	% direct and indirect control [a] 2022
Other subsidiaries					
Bouygues Relais SNC	Paris	100.00	100.00		
GIE 32 Hoche	Paris	90.00	90.00		
Joint operations					
Construction					
Evesa	Paris	48.00 [c]	47.53		
GIE Oc'via Construction	Saint-Quentin-en-Yvelines	74.00 [d]	73.21		
Joint ventures and associates					
Construction					
Consortium Stade de France SA	Saint-Denis	33.33	33.33		
Property					
SAS NDH	Issy-les-Moulineaux	50.00	50.00		
Energies & Services					
Axione	Malakoff	51.00	51.00		
Associates					
Telecoms					
Société de Développement pour l'Accès à l'Infrastructure Fibre (SDAIF)	Malakoff	44.36	44.36	49.00	49.00
Société de Développement de la Fibre Au Service des Territoires (SDFAST)	Paris	44.36	44.36	49.00	49.00
INTERNATIONAL					
Companies controlled by Bouygues					
Construction					
Americaribe LLC	Miami/United States	100.00	100.00		
AW Edwards Pty and its subsidiaries	Northbridge, NSW/Australia	100.00	100.00		
Bouygues Construction Australia Pty	Sydney/Australia	100.00	100.00		
Bouygues Development Ltd	London/United Kingdom	100.00	100.00		
Bouygues Thai Ltd	Nonthaburi/Thailand	49.00	49.00		
Bouygues UK Ltd	London/United Kingdom	100.00	100.00		
Bymaro	Casablanca/Morocco	99.99	99.99		
Dragages et TP (Hong Kong) Ltd	Hong Kong/China	100.00	100.00		
BYME Engineering (Hong Kong)	Hong Kong/China	90.00	90.00		
DTP Singapore Pte Ltd	Singapore	100.00	100.00		
Karmar SA	Warsaw/Poland	100.00	100.00		
Losinger Marazzi AG	Bern/Switzerland	100.00	100.00		
Losinger Holding AG	Lucerne/Switzerland	100.00	100.00		
VCES Holding company SRO and its subsidiaries	Prague/Czech Republic	100.00	100.00		
VSL International Ltd	Bern/Switzerland	100.00	100.00		
Property					
Bouygues Immobilier Polska Sarl	Warsaw/Poland	100.00	100.00		
Transport infrastructure					
Colas Australia Group and its subsidiaries	Sydney/Australia	100.00	96.85		100.00
Colas Belgium and its subsidiaries	Brussels/Belgium	100.00	96.85		100.00
Colas Canada Inc. and its subsidiaries	Toronto/Canada	100.00	96.85		100.00
Colas CZ	Prague/Czech Republic	99.10	95.98		99.10
Colas Danmark A/S and its subsidiaries	Glostrup/Denmark	100.00	96.85		100.00
Colas Hungaria and its subsidiaries	Budapest/Hungary	100.00	96.85		100.00
Colas Inc. and its subsidiaries	Morristown/United States	100.00	96.85		100.00
Colas Ltd and its subsidiaries	Birmingham/United Kingdom	100.00	96.85		100.00
Colas du Maroc and its subsidiaries	Casablanca/Morocco	100.00	96.85		100.00
Colas Suisse Holding SA and its subsidiaries	Lausanne/Switzerland	99.22	96.09		99.22
Colas Slovakia	Kosice/Slovakia	99.60	96.46		99.60
Destia Oy and its subsidiaries	Helsinki/Finland	99.60	96.46		99.60
Colas Polska	Sroda Wlkp/Poland	100.00	96.85		100.00
Colas Teoranta	Dublin/Irish Republic	100.00	96.85		100.00

Company	City/Country	% interest 2023	% interest 2022	% direct and indirect control [a] 2023	% direct and indirect control [a] 2022
Energies & Services					
Equans Nederland NV and its subsidiaries	Bunnik/Netherlands	100.00	100.00		
Equans Techniques SA	Plan les Ouates/Switzerland	100.00	100.00		
Equans Services AG	Zurich/Switzerland	100.00	100.00		
SPL Powerlines Germany GmbH	Forchheim/Germany	Absorbed	100.00		
SPL Powerlines UK Ltd	United Kingdom	Absorbed	100.00		
Equans SA Belgique (formerly Fabricom)	Brussels/Belgium	100.00	100.00		
Fabricom Industrie Sud	Fleurus/Belgium	Merged	100.00		
Equans Services	Brussels/Belgium	100.00	100.00		
Equans FM Consolidation	Newcastle-upon-Tyne/United Kingdom	100.00	100.00		
Equans Buildings Ltd	Newcastle-upon-Tyne/United Kingdom	100.00	100.00		
Equans Regeneration Consolidation	Newcastle-upon-Tyne/United Kingdom	100.00	100.00		
Equans Services Ltd	Newcastle-upon-Tyne/United Kingdom	100.00	100.00		
H.T. Lyons Inc.	Houston/United States	100.00	100.00		
Unity Electric Co. Inc.	Houston/United States	100.00	100.00		
Donnelly Mechanical Corporation	Houston/United States	100.00	100.00		
Conti Service LLC	Houston/United States	100.00	100.00		
Indicon LLC	United States	100.00	100.00		
Bouygues E&S Solutions	London/United Kingdom	100.00	100.00		
Bouygues E&S Intec AG (Alpiq Engineering Services)	Olten/Switzerland	100.00	100.00		
Kraftanlagen München GmbH (Alpiq Engineering Services)	Munich/Germany	100.00	100.00		
Bouygues E&S Contracting UK	Holytown/Scotland	100.00	100.00		
Bouygues E&S UK	London/United Kingdom	100.00	100.00		
Bouygues E&S Schweiz	Zurich/Switzerland	100.00	100.00		
Plan Group Inc. and its subsidiaries	Vaughan/Canada	100.00	100.00		
Media					
iZen and its subsidiaries	Madrid/Spain	36.32	34.94	80.00	80.00
Other subsidiaries					
Challenger Réassurance	Luxembourg	99.99	99.99		
Uniservice	Geneva/Switzerland	99.99	99.99		
Joint ventures and associates					
Construction					
Bina Fincom	Zagreb/Croatia	50.70	50.70		
Transport infrastructure					
Gamma Materials	Beau Bassin/Mauritius	50.00	48.43	50.00	50.00
Mak Mecsek zrt	Budapest/Hungary	30.00	29.05	30.00	30.00
Tipco Asphalt	Bangkok/Thailand	31.10	30.12	31.10	31.10
Energies & Services					
Vivo Defence Services Limited	Newcastle-upon-Tyne/United Kingdom	50.00	50.00		

(a) Where percentage control differs from percentage interest.
(b) O/w 0.18% held by employees.
(c) 33.00% Bouygues Construction, 15.00% Colas.
(d) 49.00% Bouygues Construction, 25.00% Colas Rail.

In accordance with ANC recommendation 2016-01 of 2 December 2016, a full list of companies included in the consolidation is available from Frédérique Delavaud, Investor Relations Director.

6.2 AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Annual General Meeting of the shareholders of Bouygues,

Opinion

In accordance with the assignment entrusted to us by your Annual General Meetings, we have conducted our audit of the accompanying consolidated financial statements of Bouygues for the year ended 31 December 2023.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2023, and of the results of its operations for the year then ended, in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union.

The opinion expressed above is consistent with the contents of our report to the Audit Committee.

Basis for our opinion

Auditing standards

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our responsibilities under those standards are described in the section "Auditors' responsibilities for the audit of the consolidated financial statements" below.

Independence

We conducted our audit engagement in compliance with the rules on independence contained in the Commercial Code and in the code of ethics of the auditing profession during the period from 1 January 2023 to the date of issuance of this report. Specifically, we provided no services prohibited by Article 5, Paragraph 1 of Regulation (EU) No. 537/2014.

Justification of our assessments – Key audit matters

Pursuant to Articles L. 821-53 and R. 821-180 of the Commercial Code regarding the justification of our assessments, we draw your attention to key audit matters that relate to those risks of material misstatement that in our professional judgment were of the most significance in the audit of the consolidated financial statements for the year, and our response to those risks.

Our assessments should be seen in the context of the audit of the consolidated financial statements taken as a whole, and of the formation of our opinion as expressed above. We do not express an opinion on elements of the consolidated financial statements taken in isolation.

Measurement of goodwill

Identified risk	Our response
As shown in the consolidated balance sheet as of 31 December 2023, the Group's assets include non-current assets, and in particular €12.7 billion of goodwill Note 2.7.5 to the consolidated financial statements explains how the Group accounts for impairment of non-current assets: • Impairment tests are carried out on the carrying amount of goodwill if there is objective evidence that it may have become impaired. • The carrying amounts of indefinite-lived intangible assets and goodwill are compared to their recoverable amounts at least once a year. • Those recoverable amounts are determined using the methods described in Note 2.7.5.1, and may incorporate the estimates and assumptions described in Note 3.2.4, including for example cash flow projections derived from three-year business plans, a discount rate and a perpetual growth rate. We identified the measurement of goodwill as a key audit matter, insofar as it was sensitive to the estimates and assumptions used by management and hence could have a material effect on the financial statements.	Our principal procedures are summarised below: • We examined the accounting policies and methods used, to ensure that they are compliant and consistently applied. • We familiarised ourselves with documentation supplied by management in relation to impairment testing, and assessed its compliance with current accounting standards. • We analysed the assumptions used by the Group in calculating recoverable amounts (including an examination of the business plans, and of the consistency of the assumptions and calculation parameters used). • With assistance from our valuation experts; we assessed the discount rates and growth rates used to calculate recoverable amounts. • We tested the arithmetical accuracy of the recoverable amount calculations carried out by the Group. • We performed sensitivity analyses of the impact of changes in the discount rate, perpetual growth rate and key operational assumptions, to supplement our assessment of the assumptions and key parameters used. • We checked the disclosures provided in the notes to the consolidated financial statements, and in particular that Note 3.2.4.2 provides appropriate disclosures about analyses of the sensitivity of the recoverable amount of goodwill to changes in the key parameters used.

Accounting for construction contracts

Identified risk	Our response
A significant portion of the Group's revenue is derived from construction contracts. Note 2.13.1 to the consolidated financial statements explains how construction contracts are accounted for. • Revenue from construction activities corresponds to the latest estimate of the total selling price, and takes account of claims that have been accepted by the customer or are highly probable. Such revenue is recognised at the end of each period using the percentage of completion method, with the rate of completion determined by reference to progress of the works (output method) or to the cost of completed works (input method). • For property development activities, revenues and profits are recognised using the percentage of completion method once certain conditions have been met (building permit with no appeal, signature of notarised deed of sale or development contract with the client, construction contract signed with the contractor). The percentage of completion represents costs recognised to date (including land-related costs) as a proportion of the total estimated final cost of the project, taking account of the progress towards legal completion of the sale in the case of property sales. Note 2.13.1 also explains how the Bouygues group determines provisions for losses to completion on construction contracts. The loss is provided for in full as soon as it is known and can be reliably measured, irrespective of the completion rate on the contract. Consequently, we identified accounting for construction contracts as a key audit matter, insofar as the recognition of revenues and profits on such contracts was sensitive to management judgment and estimates and hence could have a material impact on the financial statements.	Our principal procedures are summarised below: • We assessed the control environment relating to procedures and to any dedicated IT systems used by the most material subsidiaries to support the formation of construction contract revenue and monitor the corresponding expenditure. • We reconciled contract management data to accounting data in IT systems. • For activities involving low-value, low-risk contracts, we analysed the portfolio of contracts via an examination of material variances. • For a sample of contracts (selected on the basis of our assessment of the risks incurred, the materiality of the contract and the level of complexity): ▪ we assessed the assumptions and estimates used to support the financial statements by reference to the available documentation (such as contracts and contract amendments; budget tracking reports; correspondence with customers, their representatives, or third parties involved in contract delivery; internal presentations; and management data); ▪ we physically inspected the highest-risk and highest-contributing worksites in order to assess the state of completion relative to the management data provided, and to analyse the issues through discussions with on-site staff. • With respect to how claims are taken into account in estimating revenue to completion, we analysed correspondence between the Group and the customer, management information supporting the position adopted by the Group, and the Group's past experience in settling claims. • We made an overall assessment of the estimates and assumptions supporting the recognition of revenue and of any provisions for losses to completion, based on our experience and on actual outcomes.

Provisions for litigation and claims

Identified risk	Our response
Provisions for litigation and claims are included within non-current provisions in the consolidated balance sheet, and presented in Note 6.1 to the consolidated financial statements. • As indicated in Notes 2.11.3 and 6.1, the amount recognised within non-current provisions must be the Group's best estimate of the net outflow of resources. • Those notes describe the nature of the provisions intended to cover litigation and claims. We identified this as a key audit matter, insofar as the amount of provisions for litigation and claims is sensitive to the estimates and assumptions used by the Group and hence can have a material impact on the financial statements.	Our principal procedures are summarised below: • We examined the accounting policies and methods used, to ensure that they are compliant and consistently applied. • We obtained an understanding of the procedures applied at business segment level to identify, document, validate and monitor non-current provisions. • We evaluated the design and implementation of key controls used in the Group's most material subsidiaries, in order to test those procedures. • For a selection of risks we regarded as complex and material, we examined the soundness and underlying assumptions of the measurement of the risk and the amount of the year-end provision, including inter alia: ▪ an examination of documentation and correspondence with third parties, against which we tested management estimates; ▪ an examination of any relevant legal letters and written opinions from the Group's external counsel; ▪ interviews with appropriate managerial staff. • We spoke directly with the Group's external advisers to obtain detailed information on ongoing material litigation, and in particular any associated claims, in order for us to assess the adequacy of the provisions recognised. • We checked the disclosures in the notes to the consolidated financial statements and in the management report about the amount of non-current provisions, and about the principal claims and litigation involving the Group.

Specific verifications

As required by law and regulations we also carried out, in accordance with professional standards applicable in France, the specific verifications relating to information about the Group presented in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We hereby attest that the consolidated statement of extra-financial performance required pursuant to Article L. 225-102-1 of the Commercial Code is included in the management report, with the caveat that in accordance with Article L. 823-10 of that Code, we have not verified the fair presentation or consistency with the consolidated financial statements of the information contained in the statement of extra-financial performance, which is covered by a report issued by an independent third party.

Other verifications or information required under legal or regulatory obligations

Presentation format for consolidated financial statements intended for inclusion in the annual financial report

We also verified, in accordance with professional standards relating to audit procedures in respect of parent company and consolidated financial statements presented in the European Single Electronic Format, the compliance with that format (as defined in European Delegated Regulation 2019/815 of 17 December 2018) of the presentation of the consolidated financial statements intended for inclusion in the annual financial report mentioned in paragraph I of Article 451-1-2 of the Monetary and Financial Code and prepared under the responsibility of the Chief Executive Officer. Because these are consolidated financial statements, our procedures included verifying that the markup of the financial statements complies with the format defined in the aforementioned regulation.

Based on our procedures, we conclude that the presentation of the consolidated financial statements intended for inclusion in the annual financial report complies, in all material respects, with the European Single Electronic Format.

Due to the technical limitations inherent in block-tagging the consolidated financial statements in accordance with the European Single Electronic Format, the content of some tags in the notes to the consolidated financial statements may not exactly replicate the consolidated financial statements appended to the present report.

It is not our responsibility to verify that the consolidated financial statements actually included by your company in the annual financial report filed with the AMF correspond to those on which we performed our procedures.

Appointment as auditors

We were appointed as auditors of Bouygues by your Annual General Meetings of 10 June 1998 (Mazars) and of 24 April 2003 (Ernst & Young Audit).

As of 31 December 2023, Mazars was in its twenty-sixth uninterrupted year as auditor, and Ernst & Young Audit in its twenty-first.

Responsibilities of management, and of those charged with governance, for the consolidated financial statements

It is the responsibility of management to prepare consolidated financial statements that give a true and fair view in accordance with IFRS as endorsed by the European Union, and to implement such internal control as it determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, it is the responsibility of management to assess the company's ability to continue as a going concern; to disclose in those financial statements any matters relating to going concern; and to apply the going concern basis of accounting unless it is intended to liquidate the company or cease trading.

It is the responsibility of the Audit Committee to oversee the process for the preparation of financial information and the effectiveness of internal control and risk management systems, and of internal audit, as regards procedures for preparing and processing accounting and financial information.

The consolidated financial statements have been closed off by the Board of Directors.

Auditors' responsibilities for the audit of the consolidated financial statements

Objective and audit approach

It is our responsibility to prepare a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error, and are considered material if, individually or in the aggregate, they could be reasonably expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 821-55 of the Commercial Code, our audit does not involve guaranteeing the viability of the company or the quality of how it is managed.

As part of an audit in accordance with professional standards applicable in France, the auditor exercises professional judgment throughout the audit. In addition, the auditor:

- identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence that is sufficient and appropriate to provide a basis for the auditor's opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- concludes on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. Those conclusions are based on the audit evidence obtained up to the date of the auditor's report, with the caveat that future events or conditions may cause a company to cease to continue as a going concern. If the auditor concludes that a material uncertainty exists, the auditor is required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or disclaimer;
- evaluates the overall presentation of the consolidated financial statements, and whether the consolidated financial statements represent the underlying transactions and events in a manner that gives a true and fair view of them;
- obtains what the auditor considers sufficient appropriate audit evidence regarding the financial information of the entities within the scope of consolidation to express an opinion on the consolidated financial statements. The auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements, and for the opinion expressed on those financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee that describes inter alia the scope of our audit, the work programme followed, and our findings. We also inform the Audit Committee of any significant deficiencies in internal control we identified as regards the procedures used for the preparation and processing of accounting and financial information.

The information contained in our report to the Audit Committee includes those risks of material misstatement that we determined were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters that we are required to describe in the present report.

We also provide the Audit Committee with written confirmation (as required under Article 6 of Regulation (EU) No. 537-2014) of our independence, within the meaning of the rules applicable in France and contained inter alia in Articles L. 821-27 to L. 821-34 of the Commercial Code and in the code of ethics of the French auditing profession. Where applicable, we also communicate with the Audit Committee about risks to our independence, and related safeguards.

Paris-La Défense, 26 February 2024

The Statutory Auditors

MAZARS	ERNST & YOUNG Audit
Jean-Marc Deslandes	Nicolas Pfeuty

6.3 PARENT COMPANY FINANCIAL STATEMENTS (FRENCH GAAP)

6.3.1 Balance sheet

Assets (€ million)	31/12/2023 Gross	31/12/2023 Depreciation, amortisation & impairment	31/12/2023 Net	31/12/2022 Net
Intangible assets	8	7	1	1
Property, plant and equipment				
Long-term investments				
• Holdings in subsidiaries and affiliates	16,225	111	16,114	15,926
• Loans and advances to subsidiaries and affiliates				
• Other	206		206	78
NON-CURRENT ASSETS	**16,439**	**118**	**16,321**	**16,005**
Inventories and work in progress				
Advances and down-payments made on orders				
Trade receivables	39		39	43
Other receivables	89	2	87	126
Short-term investments	239		239	466
Cash and cash equivalents	2,997		2,997	3,487
CURRENT ASSETS	**3,364**	**2**	**3,362**	**4,122**
Other assets	183		183	139
TOTAL ASSETS	**19,986**	**120**	**19,866**	**20,266**

Liabilities (€ million)	31/12/2023	31/12/2022
Share capital	382	374
Share premium and reserves	3,173	3,003
Retained earnings	2,187	2,366
Net profit/(loss)	454	490
Restricted provisions	9	2
SHAREHOLDERS' EQUITY	**6,205**	**6,235**
Provisions	100	91
Debt	9,039	10,707
Advances and down-payments received on orders	31	25
Trade payables	52	61
Other payables	187	88
LIABILITIES	**9,409**	**10,972**
Overdrafts and short-term bank borrowings	3,329	2,194
Other liabilities	923	865
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**19,866**	**20,266**

6.3.2 Income statement

(€ million)	Full year 2023	2022
SALES	**97**	**87**
Other operating revenues	7	18
Purchases and changes in inventory		
Taxes other than income tax	(2)	(3)
Personnel costs	(69)	(86)
Other operating expenses	(64)	(100)
Depreciation, amortisation, impairment and provisions, net	(34)	1
OPERATING PROFIT/(LOSS)	**(65)**	**(83)**
Financial income and expenses	432	653
PROFIT/(LOSS) BEFORE TAX AND EXCEPTIONAL ITEMS	**367**	**570**
Exceptional items	8	(13)
Statutory and voluntary profit-sharing	(1)	(1)
Income tax	80	(66)
NET PROFIT/(LOSS)	**454**	**490**

6.3.3 Cash flow statement

(€ million)	Full year 2023	2022
A – Operating activities		
Net profit/(loss)	454	490
Amortisation, depreciation and impairment of assets, net	46	29
Charges to/(reversals of) provisions, net	10	19
Deferred expenses, deferred income and accrued income	(9)	790
Gains and losses on disposals of non-current assets	(4)	
Cash flow after income from net surplus cash/(cost of net debt) and income tax	**497**	**1,328**
Current assets	42	
Current liabilities	35	(3)
Change in working capital	**77**	**(3)**
NET CASH GENERATED BY/(USED IN) OPERATING ACTIVITIES	**574**	**1,325**
B – Investing activities		
Acquisitions of intangible assets and property, plant and equipment		
Acquisitions and long-term investments	(302)	(6,586)
Increases in non-current assets	**(302)**	**(6,586)**
Disposals of non-current assets	22	
Investments, net	**(280)**	**(6,586)**
Other long-term investments, net	(48)	33
Amounts receivable/payable in respect of non-current assets, net	62	55
NET CASH GENERATED BY/(USED IN) INVESTING ACTIVITIES	**(266)**	**(6,498)**
C – Financing activities		
Change in shareholders' equity	178	(257)
Dividends paid	(669)	(680)
Change in debt	(1,669)	5,927
Other cash flows from financing activities		
NET CASH GENERATED BY/(USED IN) FINANCING ACTIVITIES	**(2,160)**	**4,990**
CHANGE IN NET CASH POSITION (A + B + C)	**(1,852)**	**(183)**
NET CASH POSITION AT START OF PERIOD	**1,759**	**1,942**
Other non-monetary flows		
Net cash flows	(1,852)	(183)
NET CASH POSITION AT END OF PERIOD	**(93)**	**1,759**

6.3.4 Notes to the parent company financial statements

Contents (figures expressed in millions of euros)

Note 1 Significant events of the year

1.1 Holdings in subsidiaries and affiliates

1.1.1 Bouygues Construction – Equans

On 4 January 2023, Bouygues Construction transferred to Equans all of its shares comprising the capital of its Energies & Services operations (i.e. the entities Bouygues Energies & Services and Kraftanlagen Energies & Services GmbH). All 55,454,156 Equans shares received by Bouygues Construction as consideration for the transfer were distributed to its shareholders (i.e. 55,435,549 shares to Bouygues and 18,607 shares to SFPG).

That transaction was reflected in the 2023 Bouygues financial statements as an increase of €117.2 million in the value of the Equans shares, and an impairment loss of the same amount against the Bouygues Construction shares.

1.1.2 Equans

In connection with a Performance Management Plan (PMP) designed to incentivise selected Equans managers and to align their interests with the financial objectives set by Bouygues for Equans through to 2027, Bouygues sold 390,739 Equans shares during 2023 (net book value: €11.6 million).

1.1.3 TF1

Bouygues acquired 2,080,000 TF1 shares during the year for an amount of €15 million, raising its equity interest to 45.4%.

1.1.4 Colas

On 18 September 2023, Bouygues announced its intention to file with the Autorité des Marchés Financiers (AMF) a draft public tender offer followed by a squeeze-out for Colas shares at a price of €175 per share.

The public tender offer closed on 5 December 2023 and was followed on 22 December 2023 by a squeeze-out of 1,029,109 shares for €181.7 million (including transaction costs of €1.64 million).

Following this transaction, Bouygues and SFPG own 100% of Colas.

1.1.5 C2S

On 12 December 2023, Bouygues transferred all of its shares in C2S to Bouygues Telecom for €6.6 million.

1.2 Other long-term investments

On 4 April 2023, Bouygues committed €79.4 million to the Constructech ISAI Build Venture fund. On 12 May 2023, Bouygues paid €3.97 million into the fund.

1.3 Own shares

Bouygues acquired 1,500,000 of its own shares during 2023, for a total of €48.1 million.

1.4 Short-term investments

In connection with performance share plans for executive officers, Bouygues acquired 654,666 of its own shares for €21.6 million to cover consideration-free allotments of shares.

1.5 Bouygues Confiance n°12

On 27 June 2023, Bouygues carried out a capital increase of €150 million (nominal plus share premium) in connection with the Bouygues Confiance n 12 leveraged employee share ownership plan, resulting in the issuance of 6,845,564 shares (see Note 8).

1.6 Bond issues and syndicated loan

1.6.1 Bond issue redeemed in January 2023

The October 2012 bond issue of €700 million, bearing interest at 3.625%, was redeemed in full in January 2023.

1.6.2 Bond issue carried out in June 2023

Bouygues carried out a €1,000 million bond issue on 6 June 2023, at an interest rate of 3.875% and with an issue premium of 99.841%. The issue will be redeemed in full at par on 17 July 2031.

1.6.3 Bond issue carried out in October 2023

- €250m bond issue

A €250 million bond issue was carried out on 9 October 2023, at an interest rate of 1.375% and with an issue premium of 91.450%. It is fungible with the existing €750 million issue carried out in December 2016 at a 1.375% interest rate and maturing in June 2027, and will be redeemed in full at par on 7 June 2027.

- €200m bond issue

A €200 million bond issue was carried out on 9 October 2023, at an interest rate of 0.5% and with an issue premium of 79.879%. It is fungible with the existing €800 million issue carried out in November 2021 at a 0.5% interest rate and maturing in February 2030, and will be redeemed in full at par on 11 February 2030.

1.6.4 Syndicated loan

In 2023, the syndicated loan contracted in connection with the financing of the acquisition of Equans was repaid in full (€2,450 million).

1.7 Pre-hedging swaps

As of 31 December 2023, Bouygues no longer had any bond pre-hedging swaps.

1.8 Significant events subsequent to 31 December 2023

On 26 February 2024, the Bouygues Board of Directors closed off the parent company financial statements for the year ended 31 December 2023. Those financial statements will not become final until approved by the Annual General Meeting of Bouygues shareholders on 25 April 2024. That meeting will be asked to approve a dividend of €1.90 per share in respect of the 2023 financial year, to be paid on 3 May 2024.

Note 2 Accounting policies

The financial statements have been prepared in accordance with Regulation 2014-03 of the Autorité des Normes Comptables (ANC), the French national accounting standard-setter, relating to the Plan Comptable Général (the French General Chart of Accounts).

2.1 Intangible assets

Expenditure on intangible assets is recognised in accordance with the historical cost convention.

As a general principle, software acquired from third parties is recognised as an intangible asset and amortised on a straight-line basis over periods of up to five years. Some specific large-scale information systems projects are amortised over a period of up to ten years.

2.2 Property, plant and equipment

Property, plant and equipment is recognised at acquisition cost net of reclaimable taxes. Transaction costs that do not form part of the market value of the acquired asset are expensed as incurred.

Depreciation is calculated on a straight-line basis, according to the nature and estimated useful life of each asset component.

2.3 Long-term investments

2.3.1 Holdings in subsidiaries and affiliates and other long-term investment securities

Holdings in subsidiaries and affiliates and other long-term investment securities are recognised at cost, including directly attributable acquisition costs.

They are also measured at value in use, determined using objective criteria, forecast data, or any other information indicative of the actual value of the asset.

If value in use is less than cost, a provision for impairment is recorded to cover the difference.

2.3.2 Long-term receivables

Long-term receivables are shown in the balance sheet at face value. If the realisable value (taking into account the probability of recovery) is less than the carrying amount, a provision for impairment is recorded to cover the difference.

2.4 Receivables and payables expressed in foreign currencies

Receivables and payables expressed in foreign currencies are translated at the exchange rate prevailing at the end of the reporting period.

Unrealised foreign exchange gains and losses are taken to suspense accounts in the balance sheet; unrealised losses are covered by a provision.

2.5 Short-term investments

The short-term investment portfolio is measured in accordance with French accounting standards.

The realisable value of unlisted securities (equities, negotiable debt instruments, and money-market mutual funds) was determined by reference to the latest estimate as at 31 December 2023. In the case of quoted securities, the average quoted stock market price over the last month of the financial year is used.

2.6 Other assets

Deferred charges mainly comprise the portion of bond issue costs not covered by the issue premium. In the case of convertible bonds, any unamortised issue costs relating to bonds converted into shares are offset against the share premium on the newly-issued shares.

Bond redemption premium relates to bond issues priced at the following percentages of nominal value: 98.662% (£400m/€595.3m October 2006 issue); 99.046% (€750m December 2016 issue); 99.277% (€1bn April 2020 issue); 99.773% (€800m November 2021 issue); 99.492% (€1bn May 2022 issue); 98.894% (€1bn May 2022 issue); 99.208% (€1.25bn November 2022 issue); 98.799% (€1bn November 2022 issue); 99.841% (€1bn June 2023 issue); 91.450% (€250m October 2023 issue); and 79.879% (€200m October 2023 issue).

2.7 Provisions

These mainly comprise:

- provisions for miscellaneous risks (including tax inspections) and provisions for additional risks relating to loss-making subsidiaries, established where the negative net assets of a subsidiary are not wholly covered by provisions for impairment of Bouygues SA's investment in and loans and/or advances to that subsidiary; and
- provisions for charges, including employee benefits: bonuses due within less than one year, lump-sum retirement benefits, long-service awards, etc.

2.8 Hedging instruments

Bouygues SA uses hedging instruments to limit the impact on the income statement of fluctuations in exchange rates and interest rates.

These instruments share the following characteristics:

- they are limited to the following products: forward currency purchases and sales, currency swaps, cross currency swaps and purchases of currency options for currency risk hedging purposes, and interest rate swaps, future rate agreements, and purchases of caps and collars for interest rate risk hedging purposes;
- they are used solely for hedging and pre-hedging purposes;
- they are contracted solely with high-quality French and foreign banks;
- they carry no liquidity risk in the event of reversal.

Gains and losses on financial instruments used for hedging purposes are recognised in the income statement symmetrically with gains and losses arising on the hedged item.

2.9 Retirement benefit obligations

Methods and assumptions used in calculating the obligation:

- projected unit credit method based on final salary;
- benefits as defined in agreements or established by custom within the company, taking into account applicable collective agreements for managerial, administrative, clerical, technical and supervisory grade staff;
- obligation measured in accordance with opinions and recommendations issued by the ANC;
- vested rights as of 31 December 2023, allocated on a straight-line basis only over the period prior to retirement during which capped rights are obtained, applying a retirement age compliant with legislation;
- employees classified in groups with similar characteristics in terms of grade, age and length of service;
- average monthly salary for each employee group, uplifted by a percentage to reflect the applicable rate of employer's social security charges;
- salary increase rate and discount rate: rates revised annually to reflect actual trends;
- average employee turnover rate calculated on the basis of the average number of leavers (voluntary departures only) over the last five years;
- mortality by reference to INSEE 2017-2019 life expectancy tables; and
- application of the revised IAS 19, further to the ANC Recommendation of November 2013: actuarial gains and losses are recognised in profit or loss.

2.10 Consolidation

Bouygues SA is the ultimate parent company in the consolidation.

Note 3 Non-current assets

	Balance at 31/12/2022	Increases	Decreases	Balance at 31/12/2023
Intangible assets				
Software	8			8
Other				
Gross value	**8**			**8**
Accumulated amortisation	(7)			(7)
CARRYING AMOUNT	**1**			**1**
Property, plant and equipment				
Land and buildings				
Other				
Gross value				
Accumulated depreciation				
CARRYING AMOUNT				
Long-term investments				
Holdings in subsidiaries and affiliates	16,021	344 [a b]	140 [a c]	16,225
Loans and advances to subsidiaries and affiliates				
Other	78	128 [d]		206
Gross value	**16,099**	**472**	**140**	**16,431**
Impairment	(95)	(28)	(12)	(111)
CARRYING AMOUNT	**16,004**	**444**	**128**	**16,320**
TOTAL CARRYING AMOUNT	**16,005**	**444**	**128**	**16,321**

(a) Includes:

- Bouygues Construction – Equans: On 4 January 2023, Bouygues Construction transferred to Equans all of its shares comprising the capital of its Energies & Services operations (i.e. the entities Bouygues Energies & Services and Kraftanlagen Energies & Services GmbH). All 55,454,156 Equans shares received by Bouygues Construction as consideration for the transfer were distributed to its shareholders (i.e. 55,435,549 shares to Bouygues SA). In the books of Bouygues SA, the investment in Bouygues Construction was reduced by €117.2 million, and the investment in Equans increased by the same amount.

(b) Includes:

- Colas: public tender offer followed by squeeze-out of 5 December 2023: acquisition of 1,029,109 shares for €181.7 million (including transaction costs).
- TF1: purchase of 2,080,000 shares for €15 million.
- Financière des Bois Verts: subscription to the capital increase of 13 December 2023: 52,321 shares for €30 million.

(c) Includes:

- Equans: sale of 390,739 shares for €11.6 million, and reduction of €4.6 million in the value of the shares.
- C2S: transferred to Bouygues Telecom on 12 December 2023 for €4.1 million.
- GIE 32 Hoche: capital reduction of €2.3 million on 15 December 2023.

(d) Includes:

- Purchase of 1,500,000 treasury shares for €48.1 million.
- ISAI: commitment to subscribe €79.4 million, entered into on 4 April 2023.

Note 4 Current assets by maturity

	Gross value	< 1 year	> 1 year
Advances and down-payments made on orders			
Trade receivables	39	39	
Other receivables	89	87	2
TOTAL	**128**	**126**	**2**

Note 5 Cash and cash equivalents

	31/12/2023	31/12/2022
Term deposits with maturities of less than 3 months	1,675	2,165
Cash	1,322	1,322
TOTAL	**2,997**	**3,487**

Note 6 Other assets and liabilities

	31/12/2022	Increases	Decreases	31/12/2023	Amount due in < 1 year
Assets					
Bond issue costs	23	4	(3)	24	3
Upfront payments on interest rate swaps: deferred charges	55		(10)	45	11
Bond redemption premium	48	61	(8)	101	17
Contingency premium	10		(1)	9	1
Bond repurchase premium					
Other	3	4	(3)	4	4
TOTAL	**139**	**69**	**(25)**	**183**	**36**
Liabilities					
Upfront payments on interest rate swaps: deferred income	865	138 [a]	(80)	923	89
Other					
TOTAL	**865**	**138**	**(80)**	**923**	**89**

(a) The June 2023 bond issue of €1 billion led to the receipt of an upfront payment of €138.4 million on pre-hedging. This financial income is being released to profit over the term of the bond issue.

Note 7 Change in shareholders' equity

SHAREHOLDERS' EQUITY AT 31 DECEMBER 2022 (BEFORE APPROPRIATION OF PROFITS)	**6,235**	
Dividends paid	(674)	a
SHAREHOLDERS' EQUITY AFTER APPROPRIATION OF PROFITS	**5,561**	
Changes in share capital	8	b
Changes in share premium and reserves	171	b
Retained earnings	4	
Net profit/(loss) for the period	454	
Investment grants		
Restricted provisions	7	
Other movements		
SHAREHOLDERS' EQUITY AT 31 DECEMBER 2023	**6,205**	

(a) The Combined General Meeting of 27 April 2023 approved the payment of a dividend of €1.80 per share.
Bouygues SA paid out €674 million on 5 May 2023.

(b) See Note 8.

Note 8 Composition of share capital

	Number of voting rights	Number of shares
START OF PERIOD	**495,163,358**	**374,486,777**
Movements during the period	1,081,424	7,786,520 [a]
END OF PERIOD	**496,244,782**	**382,273,297**
PAR VALUE (€)		**1**

The maximum number of potentially dilutive shares was 7,146,875 as of 31 December 2023.

(a) Movements during the period:

Exercise of stock options: 940,956 shares issued for €28.89 million

- €0.94 million in share capital
- €27.95 million in share premium

Bouygues Confiance n° 12 employee share ownership plan: 6,845,564 shares issued for €150 million

- €6.8 million in share capital
- €143.2 million in share premium

Note 9 Provisions

	31/12/2022	Charge for the year	Reversals during the year: Used	Reversals during the year: Unused	31/12/2023
Provisions for subsidiaries	15	4		(15)	4
Provisions for income taxes (tax risks)	14		(5)	(5)	4
Other provisions	7				7
Provisions for risks	**36**	**4**	**(5)**	**(20)**	**15**
Provisions for charges	**55**	**57**	**(27)**		**85**
TOTAL	**91**	**61**	**(32)**	**(20)**	**100**
			(52)		
Operating items		57	(27)		
Financial items		4	(15)		
Exceptional items (including taxes)			(10)		
		61	**(52)**		

Note 10 Liabilities by maturity at the end of the reporting period

Liabilities	Gross value	< 1 year	1 to 5 years	> 5 years
Debt				
Bond issues (including accrued interest)				
October 2006 bond issue [a]	602	7	595	
December 2016 bond issue + tap issue [b]	1,007	7	1,000	
April 2020 bond issue [c]	1,005	5	1,000	
November 2021 bond issue + tap issue [d]	1,004	4		1,000
May 2022 bond issue [e]	1,012	12		1,000
May 2022 bond issue [f]	1,017	17		1,000
November 2022 bond issue [g]	1,283	33		1,250
November 2022 bond issue [h]	1,027	27		1,000
June 2023 bond issue [i]	1,022	22		1,000
Bank borrowings				
Other borrowings [j]	60	60		
Total debt	**9,039**	**194**	**2,595**	**6,250**
Advances and down-payments received on orders	**31**	**31**		
Trade payables	**52**	**52**		
Other payables	**187**	**172**	**15**	
Overdrafts and short-term bank borrowings	**3,329**	**3,329**		
Deferred income	**923**	**89**	**354**	**480**
TOTAL	**13,561**	**3,867**	**2,964**	**6,730**

Original amounts, excluding accrued interest:

(a) October 2006 bond issue:

- Amount: £400 million (€595.33 million) – Rate: 5.5%
- Redemption terms: redeemable in full at par on 6 October 2026

(b) December 2016 bond issue:

- Amount: €750 million – Rate: 1.375%
- Amount: €250 million – Rate: 1.375% – October 2023 tap issue
- Redemption terms: redeemable in full at par on 7 June 2027

(c) April 2020 bond issue:

- Amount: €1,000 million – Rate: 1.125%
- Redemption terms: redeemable in full at par on 24 July 2028

(d) November 2021 bond issue:

- Amount: €800 million – Rate: 0.5%
- Amount: €200 million – Rate: 0.5% – October 2023 tap issue
- Redemption terms: redeemable in full at par on 11 February 2030

(e) May 2022 bond issue:

- Amount: €1,000 million – Rate: 2.25%
- Redemption terms: redeemable in full at par on 29 June 2029

(f) May 2022 bond issue:

- Amount: €1,000 million – Rate: 3.25%
- Redemption terms: redeemable in full at par on 30 June 2037

(g) November 2022 bond issue:

- Amount: €1,250 million – Rate: 4.625%
- Redemption terms: redeemable in full at par on 7 June 2032

(h) November 2022 bond issue:

- Amount: €1,000 million – Rate: 5.375%
- Redemption terms: redeemable in full at par on 30 June 2042

(i) June 2023 bond issue:

- Amount: €1,000 million – Rate: 3.875%
- Redemption terms: redeemable in full at par on 17 July 2031

(j) July 2019 five-year loan agreement between Bouygues and Uniservice:

- Amount: €60 million – Rate: statutory interest rate prevailing in Switzerland

Note 11 Details of amounts involving related companies

	Gross amount		Gross amount
Assets		**Liabilities**	
Long-term investments	16,225	Debt	60
		Advances and down-payments received	31
Operating receivables	39	Trade payables	12
Other receivables	68	Other payables	57
Cash and current accounts		Bank overdrafts and current accounts	3,329
TOTAL	**16,332**	**TOTAL**	**3,489**
Expenses		**Income**	
Operating expenses	16	Sales and other operating income	98
Financial expenses	36	Financial income	652
Exceptional charges	4	Exceptional income	7
Income tax expense		Income tax gains	130
TOTAL	**56**	**TOTAL**	**887**

Note 12 Financial instruments

12.1 Interest rate and currency hedges by maturity

	< 1 year	1 to 5 years	> 5 years	Total
Forward purchases				
Forward sales				
Currency swaps				
Interest rate swaps	925	100		1,025
Interest rate options (caps, floors)				

12.2 Interest rate and currency hedges by original currency

	EUR	CHF	GBP	USD	Other currencies	Total
Forward purchases						
Forward sales						
Currency swaps						
Interest rate swaps	1,025					1,025
Interest rate options (caps, floors)						

12.3 Options

None.

Note 13 Off balance sheet commitments given and received

	Amount of guarantee	of which related companies
Commitments given (contingent liabilities)		
Other commitments given [a] [b]	1,181	156
TOTAL	**1,181**	**156**
Commitments received (contingent assets)		
Other commitments received [b]	1,027	
TOTAL	**1,027**	

(a) Includes joint and several underwriting of credit facilities: €153.5 million.
(b) Includes interest rate swaps (€1,025 million), and joint and several underwriting of the Francis Bouygues Foundation (€2.1 million over one year).

Note 14 Sales

Sales recorded by Bouygues SA mainly comprise costs of shared support functions recharged to subsidiaries.

Note 15 Financial income and expenses

	2023	2022
Dividend income and shares of partnership profits	647 [a]	811 [b]
Interest income	154 [c]	32
Interest expense	(346) [d]	(166)
Other financial income/(expense), net: proceeds from disposals, impairment losses and provisions	(23)	(24)
TOTAL	**432**	**653**

(a) In 2023, Bouygues Immobilier paid out €10 million; Bouygues Telecom did not pay a dividend; Bouygues Construction, Colas and TF1 paid out €478.8 million; and Equans paid €150 million as reimbursement of an asset-for-share exchange.
(b) In 2022, Bouygues Telecom paid out a dividend of €270 million; Bouygues Immobilier did not pay a dividend; and Bouygues Construction, Colas and TF1 paid out €532.34 million.
(c) Includes €81.3 million of deferred income recognised in respect of upfront payments received on swaps, and income of €59.2 million from interest-bearing term deposits.
(d) Includes interest of €246.7 million on borrowings.

Note 16 Group tax election and income tax gain/expense

Bouygues made a group tax election in 1997 under Article 223-A-U of the French General Tax Code; this election still applies.

In addition to Bouygues SA, the group tax election included 105 subsidiaries in 2023.

Each company in the tax group recognises its own income tax expense as though the group tax election is not in place; generally, the parent company recognises any tax savings.

Bouygues recognised an income tax gain for 2023, which breaks down as follows:

	Short-term	Long-term	Total
Net income tax gain/(expense)	(58)	(4)	(62)
Income tax received from profitable subsidiaries in the tax group	140	4	144
TOTAL	**82**	**0**	**82**

The negative difference of €2 million from the figure reported in the income statement derives from an adjustment to 2022 income tax (positive effect of €2 million), and the consequences of a tax inspection (negative impact: €4 million).

Note 17 Contingent tax position

	31/12/2022		Movements in the year		31/12/2023	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Non-deductible expenses						
Provisions for income taxes	14			10	4	
Other non-deductible expenses	72		10	24	58	
TOTAL	**86**		**10**	**34**	**62**	
Expenses deductible for tax purposes/income liable to tax but not recognised for accounting purposes						
Unrealised foreign exchange losses						
Unrealised foreign exchange gains						
Unrealised foreign exchange gains/losses, net						
Deferred income						
Deferred charges						
Capitalisation bonds	1				1	
Liquidity account						
Bond repurchase premium						
Other income and expenses	**1**				**1**	
TOTAL	**1**				**1**	

Note 18 Average number of employees during the year

	2023	2022
Managerial staff	187	186
Administrative, clerical, technical and supervisory staff	9	13
TOTAL	**196**	**199**

Note 19 Advances, loans and remuneration paid to directors and senior executives

Remuneration (excluding social charges) awarded to directors and senior executives of Bouygues SA and its subsidiaries in office as of 31 December 2023 in respect of the year then ended:

- Total amount of direct and indirect remuneration of all kinds received by senior executives (Chairman, Chief Executive Officer, and Deputy Chief Executive Officers): €3.8 million of basic remuneration; €4.7 million of variable remuneration based on 2023 performance; €0.24 million of remuneration for participation in Board meetings. The comparable figures for 2022 were: €3.8 million of basic remuneration; €4 million of variable remuneration; €0.26 million of remuneration for participation in Board meetings.

The net expense recognised in 2023 for performance share plans awarded to senior executives was €5.9 million, compared with €5 million in 2022.

Finally, Olivier Roussat is entitled to a retirement benefit scheme in the form of an award of performance shares. The estimated expense recognised in respect of 2023 was €1.02 million, versus €0.98 million in 2022. This will be converted into shares that will not be available until the date of his voluntary or compulsory retirement.

- Remuneration paid by Bouygues SA to non-executive directors in 2023: €0.82 million, the same amount as in 2022.

Note 20 List of investments

	Number of shares	%	Estimated realisable value	
Alstom	594,512	0.15	7	b
Bouygues Construction	1,787,577	99.97	721	c
Bouygues Immobilier	90,930	100.00	458	c
Bouygues Telecom	54,974,427	90.16	6,357	a
Colas	32,641,160	99.96	3,177	c
Equans	213,059,103	99.81	6,341	a
TF1	95,757,800	45.40	887	c
Other holdings			332	
TOTAL HOLDINGS IN SUBSIDIARIES AND AFFILIATES			**18,280**	
Negotiable debt instruments and money-market mutual funds			193	a b
Capitalisation bonds			1	a b
Other investments			45	a b
TOTAL SHORT-TERM INVESTMENTS			**239**	
TOTAL INVESTMENTS			**18,519**	

The estimated realisable value shown is:
(a) Carrying amount (net book value).
(b) Stock market value (quoted closing price on 31 December 2023).
(c) Share of consolidated net assets.

Note 21 List of subsidiaries and affiliates

	Share capital [a]	Other share-holders' equity [a] [b]	%	Carrying amount [c] Gross	Carrying amount [c] Net	Loans and advances	Guarantees [c]	Sales [c]	Net profit/(loss) [c]	Dividends received [c]
A – Detailed information										
1. SUBSIDIARIES (> 50%)										
France										
Bouygues Construction [d]	134	587	99.97	274	274			9,755	195	199
Bouygues Immobilier [d]	139	320	100.00	315	315			1,738	(7)	10
Bouygues Telecom [d]	929	5,126	90.16	6,357	6,357			7,727	457	
Equans [d]	2,135	(1,227)	99.81	6,341	6,341			18,761	305	150
Colas [d]	49	3,129	99.96	1,904	1,904			16,015	316	233
TOTAL				**15,191**	**15,191**					**592**
Other countries										
Uniservice	51	25	99.99	32	32				12	9
TOTAL				**32**	**32**					**9**
2. AFFILIATES (INTEREST > 10%, ≤ 50%)										
France										
TF1 [d]	42	1,911	45.40	761	761			2,297	192	47
TOTAL				**761**	**761**					**47**
Other countries										
TOTAL										
B – Aggregate information										
3. OTHER SUBSIDIARIES										
France				**218**	**123**			**14**	**(1)**	
Other countries				**1**				**2**		
4. OTHER AFFILIATES										
France				**22** [e]	**7** [f]			**8,589** [g]	**6** [h]	
Other countries								**30**		
OVERALL TOTAL				**16,225**	**16,114**					**648**

(a) In local functional currency.
(b) Including net profit/(loss) for the year.
(c) In euros.
(d) Parent company of a business segment: share capital, other shareholders' equity attributable to the Group, sales and net profit/(loss) attributable to the Group on a consolidated basis for the segment as of 31 December 2023.
(e) Includes €22 million for Alstom.
(f) Includes €7 million for Alstom.
(g) Includes €8,443 million for Alstom – half-year figure published as of 30 September 2023.
(h) Includes €1 million for Alstom – half-year figure published as of 30 September 2023.

6.4 AUDITORS' REPORT ON THE PARENT COMPANY FINANCIAL STATEMENTS

To the Annual General Meeting of the shareholders of Bouygues,

Opinion

In accordance with the assignment entrusted to us by your Annual General Meetings, we have conducted our audit of the accompanying parent company financial statements of Bouygues for the year ended 31 December 2023.

In our opinion, the parent company financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at 31 December 2023, and of the results of its operations for the year then ended, in accordance with French Generally Accepted Accounting Principles (GAAP).

The opinion expressed above is consistent with the contents of our report to the Audit Committee.

Basis for our opinion

Auditing standards

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our responsibilities under those standards are described in the section "Auditors' responsibilities for the audit of the parent company financial statements" below.

Independence

We conducted our audit engagement in compliance with the rules on independence contained in the Commercial Code and in the code of ethics of the auditing profession during the period from 1 January 2023 to the date of issuance of this report. Specifically, we provided no services prohibited by Article 5, Paragraph 1 of Regulation (EU) No. 537/2014.

Justification of our assessments – Key audit matters

Pursuant to Articles L. 821-53 and R. 821-180 of the Commercial Code regarding the justification of our assessments, we draw your attention to key audit matters that relate to those risks of material misstatement that in our professional judgment were of the most significance in the audit of the parent company financial statements for the year, and our response to those risks.

Our assessment should be seen in the context of the audit of the parent company financial statements taken as a whole, and of the formation of our opinion as expressed above. We do not express an opinion on elements of the parent company financial statements taken in isolation.

Measurement of long-term investments

Identified risk	Our response
Long-term investments, as shown in the balance sheet as of 31 December 2023 at an amount of €16.3 billion, mainly comprise the holdings in subsidiaries and affiliates listed in Note 21 to the parent company financial statements. • As explained in Note 2.3.1 to the parent company financial statements, holdings in subsidiaries and affiliates and other long-term investment securities are recognised at cost, including directly attributable acquisition costs. Their value in use (realisable value) is determined using objective criteria, forecast data, or any other information indicative of the actual value of the asset. If value in use is less than the carrying amount, a provision for impairment is recorded to cover the difference. • As explained in Note 2.3.2 to the parent company financial statements, long-term receivables are shown in the balance sheet at face value. If the realisable value (taking into account the probability of recovery) is less than the carrying amount, a provision for impairment is recorded to cover the difference. We identified the measurement of long-term investments as a key audit matter, insofar as it is sensitive to the estimates and assumptions used by management and hence can have a material effect on the financial statements.	Our principal procedures are summarised below: • We examined the compliance and consistency of the accounting policies and methods applied. • We obtained an understanding of the documentation produced by management in relation to the measurement of long-term investments. • We analysed the assumptions used by Bouygues to calculate value in use (review of business plans, consistency of assumptions and calculation parameters, and net assets where relevant). • With assistance from our valuation experts, we assessed the discount rates used in calculating value in use. • We tested the arithmetical accuracy of value in use calculations carried out by Bouygues. • We performed sensitivity analyses of the impact of any changes in the discount rate, perpetual growth rate or key operational assumptions, to supplement our assessment of the assumptions and key parameters used for holdings in subsidiaries and affiliates whose value in use was close to their carrying amount. • We assessed the recoverability of long-term receivables by reference to analyses performed on holdings in subsidiaries and affiliates and other long-term investment securities. • We checked the information provided in the notes to the parent company financial statements, in particular the description used to determine the realisable value of significant holdings.

Specific verifications

We also performed, in accordance with professional standards applicable in France, the specific verifications required by law and regulations.

Information given in the management report and in other documents addressed to the shareholders about the financial position and the parent company financial statements

We have no matters to report as to the fair presentation and consistency with the parent company financial statements of the information given in the Board of Directors' management report and in other documents addressed to the shareholders about the financial position and the parent company financial statements.

We hereby attest that the information about payment terms provided in accordance with Article D.441-6 of the Commercial Code is fairly presented and consistent with the parent company financial statements.

Report on corporate governance

We hereby attest that the information required under Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the Commercial Code is contained in the Board of Directors' report on corporate governance.

As regards the information required under Article L. 22-10-9 of the Commercial Code on the remuneration and benefits paid or awarded to corporate officers and commitments made in their favour, we have verified its consistency with the financial statements or with the underlying data used to prepare these financial statements and, where applicable, with items obtained by your company from companies that are controlled by it and are included in the scope of consolidation. Based on those procedures, we attest that this information is accurate and fairly presented.

As regards the information required under Article L. 22-10-11 of the Commercial Code on factors your company regards as likely to have an impact in the event of a public tender offer or public exchange offer, we have verified its consistency with the source documents as communicated to us. Based on those procedures, we have no matters to report on this information.

Other information

In accordance with law, we have verified that the required information about (i) acquisitions of equity holdings and controlling interests and (ii) the identity of shareholders and holders of voting rights has been disclosed to you in the management report.

Other verifications or information required under legal or regulatory obligations

Presentation format for parent company financial statements intended for inclusion in the annual financial report

We also verified, in accordance with professional standards relating to audit procedures in respect of parent company and consolidated financial statements presented in the European Single Electronic Reporting Format, the compliance with that format (as defined in European Delegated Regulation 2019/815 of 17 December 2018) of the presentation of the parent company financial statements intended for inclusion in the annual financial report mentioned in paragraph I of Article 451-1-2 of the Monetary and Financial Code and prepared under the responsibility of the Chief Executive Officer.

Based on our procedures, we conclude that the presentation of the parent company financial statements intended for inclusion in the annual financial report complies, in all material respects, with the European Single Electronic Reporting Format.

It is not our responsibility to verify that the parent company financial statements actually included by your company in the annual financial report filed with the AMF correspond to those on which we performed our procedures.

Appointment as auditors

We were appointed as auditors of Bouygues by your Annual General Meetings of 10 June 1998 (Mazars) and of 24 April 2003 (Ernst & Young Audit).

As of 31 December 2023, Mazars was in its twenty-sixth uninterrupted year as auditor, and Ernst & Young Audit in its twenty-first.

Responsibilities of management, and of those charged with governance, for the parent company financial statements

It is the responsibility of management to prepare parent company financial statements that give a true and fair view in accordance with French Generally Accepted Accounting Principles (GAAP), and to implement such internal control as it determines is necessary to enable the preparation of parent company financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company financial statements, it is the responsibility of management to assess the company's ability to continue as a going concern; to disclose in those financial statements any matters relating to going concern; and to apply the going concern basis of accounting unless it is intended to liquidate the company or cease trading.

It is the responsibility of the Audit Committee to oversee the process for the preparation of financial information and the effectiveness of internal control and risk management systems, and of internal audit, as regards procedures for preparing and processing accounting and financial information.

The parent company financial statements have been closed off by the Board of Directors.

Auditors' responsibilities for the audit of the parent company financial statements

Objective and audit approach

It is our responsibility to prepare a report on the parent company financial statements. Our objective is to obtain reasonable assurance about whether the parent company financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error, and are considered material if, individually or in the aggregate, they could be reasonably expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 821-55 of the Commercial Code, our audit does not involve guaranteeing the viability of the company or the quality of how it is managed.

As part of an audit in accordance with professional standards applicable in France, the auditor exercises professional judgment throughout the audit. In addition, the auditor:

- identifies and assesses the risks of material misstatement of the parent company financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence that is sufficient and appropriate to provide a basis for the auditor's opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the parent company financial statements;
- concludes on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. Those conclusions are based on the audit evidence obtained up to the date of the auditor's report, with the caveat that future events or conditions may cause a company to cease to continue as a going concern. If the auditor concludes that a material uncertainty exists, the auditor is required to draw attention in the auditor's report to the related disclosures in the parent company financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or disclaimer;
- evaluates the overall presentation of the parent company financial statements, and whether the parent company financial statements represent the underlying transactions and events in a manner that gives a true and fair view of them.

Report to the Audit Committee

We submit a report to the Audit Committee that describes inter alia the scope of our audit, the work programme followed, and our findings. We also inform the Audit Committee of any significant deficiencies in internal control we identified as regards the procedures used for the preparation and processing of accounting and financial information.

The information contained in our report to the Audit Committee includes those risks of material misstatement that we determined were of most significance in the audit of the parent company financial statements of the current period and are therefore the key audit matters that we are required to describe in the present report.

We also provide the Audit Committee with written confirmation (as required under Article 6 of Regulation (EU) No. 537-2014) of our independence, within the meaning of the rules applicable in France and contained inter alia in Articles L. 821-27 to L. 821-34 of the Commercial Code and in the code of ethics of the French auditing profession. Where applicable, we also communicate with the Audit Committee about risks to our independence, and related safeguards.

Paris-La Défense, 26 February 2024

The Statutory Auditors

MAZARS	ERNST & YOUNG Audit
Jean-Marc Deslandes	Nicolas Pfeuty

7

COMBINED ANNUAL GENERAL MEETING OF 25 APRIL 2024

7.1 AGENDA

7.1.1 Ordinary General Meeting

1. Approval of the parent company financial statements for the year ended 31 December 2023.
2. Approval of the consolidated financial statements for the year ended 31 December 2023.
3. Appropriation of 2023 earnings and setting of dividend.
4. Approval of the regulated agreements specified in Articles L. 225-38 et seq of the Commercial Code.
5. Setting of the overall annual remuneration for directors.
6. Approval of the remuneration policy for directors.
7. Approval of the remuneration policy for the Chairman of the Board of Directors.
8. Approval of the remuneration policy for the Chief Executive Officer and Deputy Chief Executive Officers.
9. Approval of the information about the remuneration of corporate officers mentioned in paragraph I of Article L. 22-10-9 of the Commercial Code.
10. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to Martin Bouygues, Chairman of the Board of Directors.
11. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to Olivier Roussat, Chief Executive Officer.
12. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to Pascal Grangé, Deputy Chief Executive Officer.
13. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to Edward Bouygues, Deputy Chief Executive Officer.
14. Renewal of the term of office of Martin Bouygues as a director for three years.
15. Renewal of the term of office of Pascaline de Dreuzy as a director for three years.
16. Appointment of Mazars as statutory auditor responsible for providing sustainability assurance.
17. Appointment of Ernst & Young Audit as statutory auditor responsible for providing sustainability assurance.
18. Authorisation to the Board of Directors to trade in the company's shares, for a period of eighteen months.

7.1.2 Extraordinary General Meeting

19. Authorisation to the Board of Directors, for a period of eighteen months, to reduce the share capital by cancelling shares held by the company.
20. Delegation of competence to the Board of Directors, for a period of twenty-six months, to increase the share capital, without pre-emptive rights for existing shareholders, for the benefit of employees or corporate officers of the company or related companies who are members of a company savings scheme.
21. Authorisation to the Board of Directors, for a period of twenty-six months, to allot existing or new shares free of charge, entailing the waiver by shareholders of their pre-emptive rights, in favour of employees or corporate officers of the company or related companies.
22. Delegation of competence to the Board of Directors, for a period of eighteen months, to issue equity warrants during the period of a public offer for the company's shares, up to a limit of 25% of the share capital.
23. Powers to accomplish formalities.

7.2 BOARD OF DIRECTORS' REPORT AND RESOLUTIONS SUBMITTED TO THE COMBINED ANNUAL GENERAL MEETING

This section presents the draft resolutions that will be submitted to the Combined Annual General Meeting of Bouygues shareholders, and the Board of Directors' report explaining the rationale for those resolutions.

7.2.1 Ordinary General Meeting

Resolutions 1, 2 and 3 – Approval of the parent company and consolidated financial statements for the year ended 31 December 2023, appropriation of earnings and setting of the dividend (€1.90 per share)

In **resolutions 1 and 2,** we ask you, having acquainted yourselves with the reports of the Board of Directors and the auditors, to approve:

- the parent company financial statements for the year ended 31 December 2023, showing net profit of €454,412,508.47; and
- the consolidated financial statements for the year ended 31 December 2023, showing net profit attributable to the Group of €1,040 million.

Those financial statements and reports are included in the 2023 Universal Registration Document; they are also available on www.bouygues.com. The Convening Brochure for the Annual General Meeting contains a set of condensed consolidated financial statements.

The financial year ended 31 December 2023 gave distributable earnings of €2,641,069,271.24, consisting of the following:

- net profit for the year: €454,412,508.47;
- retained earnings brought forward: €2,186,656,762.77.

There was no transfer to the legal reserve in accordance with Article L. 232-10 of the Commercial Code.

In **resolution 3** we propose that you appropriate earnings as follows:

- distribute a total dividend of €726,319,264.30;
- appropriate the remainder, i.e. €1,914,750,006.94, to retained earnings.

The payout represents an ordinary dividend of €1.90 for each of the 382,273,297 existing shares at 31 December 2023. This dividend is eligible for the optional 40% tax relief mentioned in paragraph 2 of Article 158-3 of the General Tax Code.

The dividend ex-date will be 30 April 2024, and the payment date will be 3 May 2024.

In accordance with Article 243 bis of the General Tax Code, the dividend amounts paid out in respect of the last three financial years are listed in resolution 3 below.

First resolution

(APPROVAL OF THE PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, and having acquainted itself with the parent company financial statements for the year ended 31 December 2023, the Board of Directors' report and the auditors' report, hereby approves the parent company financial statements for the year ended 31 December 2023 as presented to it, showing a net profit of €454,412,508.47, as well as the transactions recorded in those financial statements and summarised in those reports.

Second resolution

(APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, and having acquainted itself with the consolidated financial statements for the year ended 31 December 2023, the Board of Directors' report and the auditors' report, hereby approves the consolidated financial statements for the year ended 31 December 2023 as presented to it, showing a net profit attributable to the Group of €1,040 million, as well as the transactions recorded in those financial statements and summarised in those reports.

Third resolution

(APPROPRIATION OF 2023 EARNINGS AND SETTING OF DIVIDEND)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, notes that net profit for the year ended 31 December 2023 amounts to €454,412,508.47, plus retained earnings of €2,186,656,762.77 gives distributable earnings of €2,641,069,271.24.

The meeting resolves, on the proposal of the Board of Directors, to appropriate earnings as follows:

€	
Net profit for the year	454,412,508.47
Transfer to the legal reserve	
Retained earnings brought forward	2,186,656,762.77
Appropriation	
Ordinary dividend [a]	726,319,264.30
Retained earnings carried forward	1,914,750,006.94

(a) €1.90 x 382,273,297 shares (number of shares at 31 December 2023).

Accordingly, the dividend for the year ended 31 December 2023 is hereby set at a total of €1.90 per share carrying dividend rights.

The ex-date for the Euronext Paris market will be 30 April 2024, and the dividend will be payable in cash on 3 May 2024 based on positions qualifying for payment on the evening of 2 May 2024.

The entire dividend payout will be eligible for the 40% tax relief mentioned in paragraph 2 of Article 158-3 of the General Tax Code for taxpayers who have elected liability for income tax on a sliding scale basis.

If the company holds some of its own shares at the dividend payment date, the dividends not paid on those shares shall be allocated to retained earnings.

In accordance with law, the Annual General Meeting notes that the following dividends were distributed in respect of the three preceding financial years.

	2020	2021	2022
Number of shares at 31 December	380,759,842 [c]	382,504,795 [d]	374,486,777 [e]
Ordinary dividend per share (€)	1.70	1.80	1.80
Total dividend (€) [a b]	647,177,831.40	680,451,042.60	669,882,153.60

(a) The amounts shown represent dividends actually paid, taking account of the fact that shares held by the company itself do not qualify for dividends.
(b) Amounts eligible for the optional 40% tax relief mentioned in paragraph 2 of Article 158-3 of the General Tax Code.
(c) On 31 December 2020, the share capital comprised 380,759,842 shares. Taking into account the 67,000 treasury shares, the number of shares entitled to dividend was 380,692,842.
(d) On 31 December 2021, the share capital comprised 382,504,795 shares. Taking into account the 4,476,438 treasury shares, the number of shares entitled to dividend was 378,028,357.
(e) On 31 December 2022, the share capital comprised 374,486,777 shares. Taking into account the 2,330,025 treasury shares, the number of shares entitled to dividend was 372,156,752.

Resolution 4 – Approval of regulated agreements

We ask you to approve the regulated agreements entered into and authorised by the Board of Directors in 2023 between Bouygues and:

- one of its corporate officers (Executive Officer, director);
- a company in which a corporate officer of Bouygues also holds a directorship;
- a shareholder holding more than 10% of the voting rights of Bouygues.

This approval is part of what is known as the regulated (or related-party) agreements procedure, which aims to prevent potential conflicts of interest.

In accordance with law, these agreements were approved by the Board of Directors prior to signature, the directors concerned having abstained from voting. The auditors' special report on regulated agreements is in chapter 7, section 7.3 of the 2023 Universal Registration Document. The agreements mentioned in the auditors' special report that were approved by general meetings in previous years do not have to be voted on again by this Annual General Meeting.

Shared service agreements between Bouygues and its subsidiaries

At its 30 October 2023 meeting, the Board of Directors authorised the renewal, for a period of one year starting 1 January 2024, of shared service agreements between Bouygues and its subsidiaries.

Shared service agreements are standard in groups of companies. They enable Bouygues, as the parent company of the Group, to provide its subsidiaries with services and expertise in areas such as management, human resources, information technology, legal affairs, finance, etc. Bouygues and its main subsidiaries sign annual agreements relating to these services, so that each business segment can request the services and expertise it needs.

The principle behind these agreements is based on rules for allocating and invoicing the cost of shared services, including specific services and a share of residual costs, up to a limit expressed as a percentage of sales of the subsidiary concerned. The share of residual costs is invoiced at cost plus a margin of 10% for high value-added services and 5% for low value-added services.

In 2023, Bouygues invoiced the following amounts under these shared service agreements:

- Colas: €17,757,826.10
- TF1: €2,764,436.28
- Bouygues Telecom: €9,873,164.32
- Equans: €22,833,167.47

Reciprocal service agreement between Bouygues and SCDM

At its 30 October 2023 meeting, the Board of Directors authorised the signature of a reciprocal service agreement between Bouygues and SCDM, for a period of one year starting 1 January 2024.

SCDM, a simplified limited company controlled by Martin Bouygues, Olivier Bouygues and their families, provides consultancy services in strategy, development, research and analysis into strategic developments and growth of the Bouygues group, major investments and divestments, and multi-year plans. SCDM has a team of specialists with extensive experience of mergers and acquisitions, and strategy.

For its part, Bouygues provides SCDM with specific assistance and support services, such as human resources management and information technology support.

Under the terms of this agreement, SCDM invoices Bouygues for costs actually incurred, subject to a cap of €2 million a year. This amount corresponds to the remuneration awarded to Martin Bouygues by the Board of Directors in respect of his office as corporate officer, including social security and tax charges. The remainder is for the salaries of the strategy and development team in respect of the aforementioned, services including social security and tax charges.

SCDM invoiced Bouygues €1.653 million in 2023.

Bouygues invoiced SCDM €0.48 million.

Amendment to the aircraft availability agreement between Bouygues and Airby

At its 30 October 2023 meeting, the Board of Directors authorised an amendment to the aircraft charter agreement between Bouygues and Airby with effect from 1 January 2024.

This agreement – entered into for an indefinite period between Bouygues and Airby (a company owned indirectly by Bouygues and SCDM) and including pilots and flight service fees – was approved by the Annual General Meeting on 26 April 2012, with prior authorisation by the Board of Directors on 15 November 2011.

This agreement enables senior executives and employees of Bouygues to call upon the services of Airby as needed for business travel purposes. Specifically, it makes it easier for them to travel to places inadequately served by commercial airlines, or to save time when making business trips to several locations in succession. The subsidiaries are charged by Airby on the same fee scale.

The price per flight hour is revised annually to reflect market prices.

Airby invoiced Bouygues €41,889 excluding VAT in respect of this agreement in 2023.

The overall price per flight hour for using the Airby aircraft was raised from €7,000 excluding VAT to €10,000 excluding VAT with effect from 1 January 2024 to reflect the higher operating costs. If the aircraft is unavailable, Airby will charter a replacement from a third party and charge the rental cost plus €1,000 excluding VAT (unchanged) as remuneration for the charter service provided.

Sale of C2S to Bouygues Telecom

At its 30 October 2023 meeting, the Board of Directors authorised the sale of all the shares in C2S to Bouygues Telecom.

C2S is a *Société par Actions Simplifiée* (simplified joint stock company) fully-owned by Bouygues, operating in the digital services sector and specialised in the digital transition, cloud systems and cybersecurity. Its 2023 sales excluding taxes totalled €34.6 million and it has 218 employees.

This transaction is aligned with Bouygues Telecom's strategy of expanding its range of cybersecurity and cloud services for businesses.

The sale priced at €6.6 million was completed on 12 December 2023.

Fourth resolution

(APPROVAL OF THE REGULATED AGREEMENTS SPECIFIED IN ARTICLES L. 225-38 ET SEQ OF THE COMMERCIAL CODE)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, and having acquainted itself with the auditors' special report on regulated agreements specified in Articles L. 225-38 et seq of the Commercial Code, hereby approves the regulated agreements set out in that report that have not yet been approved by an Annual General Meeting.

Resolutions 5 to 8 – Setting of the overall annual remuneration for directors and approval of the remuneration policy for corporate officers (ex ante Say on Pay)

The maximum overall annual remuneration for directors set by the Annual General Meeting of 27 April 2017 was €1,000,000.

Acting on a recommendation from the Selection and Remuneration Committee, the Board meeting of 26 February 2024 proposed to increase the overall annual remuneration for directors, to bring it into line with the practices of similar companies and thus to provide an improved level of remuneration for directors and the members of the various committees in order to reflect their greater workload and responsibilities, especially following the acquisition of Equans.

Pursuant to Article L. 225-45 of the Commercial Code, you are being asked to raise the overall annual remuneration that may be allotted to directors to €1,100,000 **(resolution 5).**

In accordance with the provisions of Article L. 22-10-8 of the Commercial Code, the shareholders are required to vote on the remuneration policy for corporate officers.

- Remuneration policy for directors **(resolution 6).**
- Remuneration policy for the Chairman of the Board of Directors **(resolution 7).**
- Remuneration policy for the Chief Executive Officer and Deputy Chief Executive Officers **(resolution 8).**

That policy was signed off by the Board of Directors on 26 February 2024, on the basis of proposals from the Selection and Remuneration Committee. It serves the corporate interests of Bouygues, helps secure its long-term future, and is in line with its commercial strategy. The policy is described in section 2.4.1 (Remuneration policy) of the 2023 Universal Registration Document.

Fifth resolution

(SETTING OF THE OVERALL ANNUAL REMUNERATION FOR DIRECTORS)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, and having acquainted itself with the Board of Directors' report, resolves to set the maximum overall annual fixed amount that can be awarded to directors as remuneration for their work, as required under Article L. 225-45 of the Commercial Code, at €1,100,000 with effect from the 2024 financial year.

The Annual General Meeting resolves that the Board of Directors will be responsible for deciding how to split and when to pay the directors' remuneration.

Sixth resolution

(APPROVAL OF THE REMUNERATION POLICY FOR DIRECTORS)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings and having acquainted itself with the Report on corporate governance prepared pursuant to paragraph I of Article L. 22-10-8 of the Commercial Code, hereby approves the remuneration policy for directors. This policy is described in section 2.4.1 (Remuneration policy) of the 2023 Universal Registration Document.

Seventh resolution

(APPROVAL OF THE REMUNERATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings and having acquainted itself with the Report on corporate governance prepared pursuant to paragraph I of Article L. 22-10-8 of the Commercial Code, hereby approves the remuneration policy for the Chairman of the Board of Directors. This policy is described in section 2.4.1 (Remuneration policy) of the 2023 Universal Registration Document.

Eighth resolution

(APPROVAL OF THE REMUNERATION POLICY FOR THE CHIEF EXECUTIVE OFFICER AND DEPUTY CHIEF EXECUTIVE OFFICERS)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings and having acquainted itself with the Report on corporate governance prepared pursuant to paragraph I of Article L. 22-10-8 of the Commercial Code, hereby approves the remuneration policy for the Chief Executive Officer and Deputy Chief Executive Officers. This policy is described in section 2.4.1 (Remuneration policy) of the 2023 Universal Registration Document.

Resolutions 9 to 13 – Approval of the remuneration of corporate officers in respect of 2023 (ex post Say on Pay)

In accordance with the provisions of paragraph I of Article L. 22-10-34 of the Commercial Code, we propose in **resolution 9** that you approve the information on the remuneration of corporate officers mentioned in paragraph I of Article L. 22-10-9 of the Commercial Code.

We also propose, in **resolutions 10 to 13,** that you approve the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to the Executive Officers, in accordance with the provisions of paragraph II of Article L. 22-10-34 of the Commercial Code.

Acting on a recommendation from the Selection and Remuneration Committee, the Board meeting of 26 February 2024 approved the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to Martin Bouygues, Chairman of the Board of Directors, to Olivier Roussat, Chief Executive Officer, as well as to Pascal Grangé and to Edward Bouygues, Deputy Chief Executive Officers.

Those components were paid or awarded in accordance with the remuneration policy approved by the Annual General Meeting of 27 April 2023 **(resolutions 6, 7 and 8)**.

Those components are described in section 2.4.2 (Remuneration of corporate officers in 2023) of the 2023 Universal Registration Document.

Ninth resolution

(APPROVAL OF THE INFORMATION ABOUT THE REMUNERATION OF CORPORATE OFFICERS MENTIONED IN PARAGRAPH I OF ARTICLE L. 22-10-9 OF THE COMMERCIAL CODE)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings pursuant to paragraph I of Article L. 22-10-34 of the Commercial Code, and having acquainted itself with the Report on corporate governance, hereby approves the information published pursuant to paragraph I of Article L. 22-10-9 of the Commercial Code.

Tenth resolution

(APPROVAL OF THE COMPONENTS OF THE TOTAL REMUNERATION AND BENEFITS OF ALL KINDS PAID DURING OR AWARDED IN RESPECT OF THE 2023 FINANCIAL YEAR TO MARTIN BOUYGUES, CHAIRMAN OF THE BOARD OF DIRECTORS)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings pursuant to paragraph II of Article L. 22-10-34 of the Commercial Code, and having acquainted itself with the Report on corporate governance, hereby approves the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid during or awarded in respect of the year ended 31 December 2023 to Martin Bouygues, in his capacity as Chairman of the Board of Directors as presented in Report on corporate governance specified in Article L. 225-37 of the Commercial Code, and described in section 2.4.2 (Remuneration of corporate officers in 2023) of the 2023 Universal Registration Document.

Eleventh resolution

(APPROVAL OF THE COMPONENTS OF THE TOTAL REMUNERATION AND BENEFITS OF ALL KINDS PAID DURING OR AWARDED IN RESPECT OF THE 2023 FINANCIAL YEAR TO OLIVIER ROUSSAT, CHIEF EXECUTIVE OFFICER)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings pursuant to paragraph II of Article L. 22-10-34 of the Commercial Code, and having acquainted itself with the Report on corporate governance, hereby approves the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid during or awarded in respect of the year ended 31 December 2023 to Olivier Roussat, in his capacity as Chief Executive Officer, as presented in the Report on corporate governance specified in Article L. 225-37 of the Commercial Code, and described in section 2.4.2 (Remuneration of corporate officers in 2023) of the 2023 Universal Registration Document.

Twelfth resolution

(APPROVAL OF THE COMPONENTS OF THE TOTAL REMUNERATION AND BENEFITS OF ALL KINDS PAID DURING OR AWARDED IN RESPECT OF THE 2023 FINANCIAL YEAR TO PASCAL GRANGÉ, DEPUTY CHIEF EXECUTIVE OFFICER)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings pursuant to paragraph II of Article L. 22-10-34 of the Commercial Code, and having acquainted itself with the Report on corporate governance, hereby approves the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid during or awarded in respect of the year ended 31 December 2023 to Pascal Grangé, in his capacity as Deputy Chief Executive Officer, as presented in the Report on corporate governance specified in Article L. 225-37 of the Commercial Code, and described in section 2.4.2 (Remuneration of corporate officers in 2023) of the 2023 Universal Registration Document.

Thirteenth resolution

(APPROVAL OF THE COMPONENTS OF THE TOTAL REMUNERATION AND BENEFITS OF ALL KINDS PAID DURING OR AWARDED IN RESPECT OF THE 2023 FINANCIAL YEAR TO EDWARD BOUYGUES, DEPUTY CHIEF EXECUTIVE OFFICER)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings pursuant to paragraph II of Article L. 22-10-34 of the Commercial Code, and having acquainted itself with the Report on corporate governance, hereby approves the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid during or awarded in respect of the year ended 31 December 2023 to Edward Bouygues, in his capacity as Deputy Chief Executive Officer, as presented in the Report on corporate governance specified in Article L. 225-37 of the Commercial Code, and described in section 2.4.2 (Remuneration of corporate officers in 2023) of the 2023 Universal Registration Document.

Resolutions 14 and 15 – Renewal of the terms of office of two directors

The Board meeting of 26 February 2024 deliberated, in light of a report from the Selection and Remuneration Committee, on the composition of the Board.

The Board of Directors, acting on a recommendation from the Selection and Remuneration Committee, is asking you to renew the terms of office of two directors, Martin Bouygues and Pascaline de Dreuzy, for three years **(resolutions 13 and 14).**

Fourteenth resolution

(RENEWAL OF THE TERM OF OFFICE OF MARTIN BOUYGUES AS A DIRECTOR)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings and having acquainted itself with the Board of Directors' report, hereby renews the term of office of Martin Bouygues as a director for three years, expiring at the end of the Ordinary General Meeting called to approve the financial statements for 2026.

Fifteenth resolution

(RENEWAL OF THE TERM OF OFFICE OF PASCALINE DE DREUZY AS A DIRECTOR)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings and having acquainted itself with the Board of Directors' report, hereby renews the term of office of Pascaline de Dreuzy as a director for three years, expiring at the end of the Ordinary General Meeting called to approve the financial statements for 2026.

Resolutions 16 and 17 – Appointment of Mazars and of Ernst & Young Audit as statutory auditors responsible for providing sustainability assurance

Pursuant to Article L. 233-28-4 of the Commercial Code, a statutory auditor responsible for providing sustainability assurance must be appointed by the Annual General Meeting.

In accordance with Article L. 821-41 of the Commercial Code, companies required to publish consolidated sustainability reporting may appoint either more than one statutory auditor or, alternatively, one statutory auditor and one independent third party, to provide sustainability assurance.

Article 38 of Order No. 2023-1142 of 6 December 2023 states that for the purpose of providing sustainability assurance for the first assignment after said Order enters force, the statutory auditor of the person or entity may be appointed for the remainder of their term of office as statutory auditor of the financial statements.

The term of office of Mazars (as a principal auditor) expires at the end of the Annual General Meeting to be called in 2028 to approve the financial statements for 2027.

The term of office of Ernst & Young Audit (as a principal auditor) expires at the end of the Annual General Meeting to be called in 2027 to approve the financial statements for 2026.

Consequently, in **resolutions 16 and 17**, the Board of Directors is asking you to appoint Mazars and Ernst & Young Audit as statutory auditors responsible for providing sustainability assurance, for the remainder of their terms of office as statutory auditors of the financial statements, i.e. for a term of four financial years in the case of Mazars and for a term of three financial years in the case of Ernst & Young Audit.

Sixteenth resolution

(APPOINTMENT OF MAZARS AS STATUTORY AUDITOR RESPONSIBLE FOR PROVIDING SUSTAINABILITY ASSURANCE)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, on a proposal from the Board of Directors and in accordance with Article L. 233-28-4 of the Commercial Code, hereby resolves to appoint Mazars (a company with its registered office at 61 rue Henri Regnault, 92075 Paris-La Défense, France) as a statutory auditor responsible for providing sustainability assurance, for the remainder of its term of office as statutory auditor of the financial statements, i.e. for a period of four years expiring after the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2027.

Mazars has made it clear that it accepts this engagement, and it is not aware of any conflicts of interest or any bans that may prevent its appointment.

Seventeenth resolution

(APPOINTMENT OF ERNST & YOUNG AUDIT AS STATUTORY AUDITOR RESPONSIBLE FOR PROVIDING SUSTAINABILITY ASSURANCE)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, on a proposal from the Board of Directors and in accordance with Article L. 233-28-4 of the Commercial Code, hereby resolves to appoint Ernst & Young Audit (a company with its registered office at Tour First, 1/2 place des Saisons, 92400 Courbevoie, France) as a statutory auditor responsible for providing sustainability assurance, for the remainder of its term of office as statutory auditor of the financial statements, i.e. for a period of three years expiring after the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2026.

Ernst & Young Audit has made it clear that it accepts this engagement, and it is not aware of any conflicts of interest or any bans that may prevent its appointment.

Resolution 18 – Authorisation for the company to buy back its own shares

As we do each year, we are asking you to renew the authorisation given to the Board of Directors that allows the company to repurchase its own shares as part of a share buyback programme.

Objectives authorised

This authorisation would cover the following objectives:

1. reduce the share capital by cancelling shares under the conditions laid down by law, subject to authorisation by the Extraordinary General Meeting;
2. fulfil the obligations arising from debt securities, in particular securities that grant the right to the allotment of company shares via redemption, conversion, exchange, presentation of a warrant or otherwise;
3. grant or sell shares to employees or corporate officers of the company or related companies, in particular as part of profit-sharing schemes, stock option plans, company savings schemes and Group savings schemes or through allotment of shares;
4. improve market liquidity and the regularity of listings of the company's equity securities and avoid price discrepancies not supported by market trends, by implementing a liquidity contract managed by an investment service provider acting in compliance with a market practice accepted by the AMF;
5. retain shares and, as the case may be, deliver them subsequently as a medium of payment or exchange in an acquisition, merger, spin-off or asset-for-share exchange, in accordance with applicable regulations;
6. implement any market practice accepted by the AMF and generally carry out any other transaction in compliance with applicable regulations.

The Board of Directors decided at its meeting of 26 February 2024 to restrict the objectives of the share buyback programme to points 1, 3, 4 and 6 above. The Board nonetheless reserved the right to extend the programme to include other objectives, in which case the company would inform the market.

In accordance with law, the share buybacks may be carried out at any time, including during the period of a public offer for the company's shares. It is important that the company should be able, even during the period of a public offer, to buy back its own shares with a view to achieving the objectives of the buyback programme.

In 2023, the following transactions in Bouygues shares took place:

- 5,407,324 shares were repurchased and 5,669,635 shares sold, through a service provider acting under the terms of a liquidity contract.
- 1,500,00 shares were repurchased with a view to their cancellation.
- 700,648 shares were repurchased with a view to their allotment.

The authorisation is granted subject to the following upper limits:

Ceilings

- 5% of the share capital;
- maximum repurchase price: €65 per share;
- maximum budget: €1.250 billion.

Duration of authorisation

Eighteen months.

Eighteenth resolution

(AUTHORISATION TO THE BOARD OF DIRECTORS TO TRADE IN THE COMPANY'S SHARES, FOR A PERIOD OF EIGHTEEN MONTHS)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings pursuant to Article L. 22-10-62 of the Commercial Code, and having acquainted itself with the Board of Directors' report including its description of the share buyback programme:

1. authorises the Board of Directors to repurchase or arrange for the repurchase by the company of its own shares, under the conditions set out below, representing no more than 5% of the company's share capital at the date on which the authorisation is used, in compliance with the legal and regulatory conditions applicable at that date;
2. resolves that this authorisation may be used for the purposes listed below, in relation to (i) a market practice accepted by the AMF, (ii) an objective specified in Article 5 of Commission Regulation (EU) No. 596/2014 on market abuse, or (iii) an objective mentioned in Article L. 22-10-62 of the Commercial Code:
   a) reduce the share capital by cancelling shares under the conditions laid down by law, subject to authorisation by the Extraordinary General Meeting,
   b) fulfil the obligations arising from debt securities, in particular securities that grant the right to the allotment of company shares via redemption, conversion, exchange, presentation of a warrant or otherwise,
   c) grant or sell shares to employees or corporate officers of the company or related companies, in particular as part of profit-sharing schemes, stock option plans, company savings schemes and Group savings schemes or through allotment of shares,
   d) improve market liquidity and the regularity of listings of the company's equity securities and avoid price discrepancies not supported by market trends, by implementing a liquidity contract managed by an investment service provider acting in compliance with a market practice accepted by the AMF,
   e) retain shares and, as the case may be, deliver them subsequently as a medium of payment or exchange in an acquisition, merger, spin-off or asset-for-share exchange, in accordance with applicable regulations,
   f) implement any market practice accepted by the AMF and generally carry out any other transaction in compliance with applicable regulations;
3. resolves that the acquisition, sale, transfer or exchange of such shares may be carried out, on one or more occasions, in compliance with rules issued by the AMF in its Position-Recommendation DOC-2017-04, on all markets or off-market, including on Multilateral Trading Facilities (MTFs) or via a systematic internaliser, or over-the-counter, in any manner, including through the acquisition or sale of blocks of shares, using derivative financial instruments and at any time, including during the period of a public offer for the company's shares. All or part of the programme may be carried out through block trades;
4. resolves that the maximum purchase price be set at €65 (sixty-five euros) per share, subject to any adjustments in connection with share capital transactions. If the share capital is increased by incorporating share premium, earnings or reserves into capital and by allotment of shares free of charge, or in the event of a stock split or reverse stock split, the price indicated above shall be adjusted by a multiplication factor equal to the ratio of the number of shares making up the share capital before the transaction to the number of shares after the transaction;
5. sets at €1,250,000,000 (one billion two hundred and fifty million euros) the maximum amount of funds that can be used for the share buyback programme thus authorised;
6. notes that, in accordance with law, the total shares held at any given date may not exceed 10% of the share capital in issue at that date;
7. gives full powers to the Board of Directors, with power to delegate in accordance with law, to implement this authorisation, place all stock market orders, conclude all agreements, in particular with a view to the registration of purchases and sales of shares, complete all steps, declarations and formalities with the AMF and any other body, and in general, take all necessary measures to execute the decisions taken within the scope of this authorisation;
8. resolves that the Board of Directors shall inform the Annual General Meeting of the transactions carried out, in accordance with applicable regulations;
9. sets the period of validity of this authorisation, which voids and replaces any unused portion of any previous authorisation granted for the same purpose, at eighteen months from the date of this meeting.

7.2.2 Extraordinary General Meeting

Resolution 19 – Allows the Board to reduce the share capital by cancelling shares

Purpose of the authorisation

To allow the Board of Directors, if it deems fit, to reduce the share capital, on one or more occasions, by cancelling some or all of the shares acquired by the company pursuant to any share buyback authorisation given by the Annual General Meeting, particularly under **resolution 18** submitted to this Annual General Meeting for approval.

Cancelling shares makes it possible, if the Board of Directors deems fit, to offset the dilution for shareholders resulting from the creation of new shares, for example shares issued under employee share ownership plans or on the exercise of stock options.

Ceiling

10% of the share capital in any 24-month period.

Duration of the authorisation

Eighteen months.

Nineteenth resolution

(AUTHORISATION TO THE BOARD OF DIRECTORS, FOR A PERIOD OF EIGHTEEN MONTHS, TO REDUCE THE SHARE CAPITAL BY CANCELLING SHARES HELD BY THE COMPANY)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings pursuant to Article L. 22-10-62 of the Commercial Code, and having acquainted itself with the Board of Directors' report and the auditors' report:

1. authorises the Board of Directors to cancel, at its sole discretion, on one or more occasions, some or all of the shares acquired by the company pursuant to any share buyback authorisations given by the Annual General Meeting to the Board of Directors, up to a limit in any twenty-four month period of 10% of the total number of shares making up the company's share capital at the date of the cancellation of the shares concerned;
2. authorises the Board of Directors to charge the difference between the purchase value of the cancelled shares and their par value to all available share premium and reserve accounts;
3. delegates to the Board of Directors, with power to sub-delegate in accordance with law and regulations, full powers to carry out the capital reduction(s) resulting from cancellations of shares authorised by this resolution, to have the corresponding accounting entries made, to amend the articles of association accordingly, and generally to attend to all necessary formalities;
4. sets the period of validity of this authorisation, which voids and replaces any unused portion of any previous authorisation granted for the same purpose, at eighteen months from the date of this meeting.

Resolution 20 – Allows the Board to increase the share capital for the benefit of employees or corporate officers who are members of a company savings scheme

Purpose of the delegation of competence

To delegate to the Board of Directors the competence to increase the share capital for the benefit of employees or corporate officers of Bouygues (and of French or foreign companies related to Bouygues) who are members of a company and/or Group savings scheme, with cancellation of shareholders' pre-emptive rights in favour of the employees and corporate officers for whom the capital increase is reserved.

Bouygues is convinced that it is important to enable employees who so wish to become shareholders in the company. Employee savings schemes and reserved capital increases give employees an opportunity to build up their savings and give them a direct stake and role in the orderly running of the Group, which helps to increase their commitment and motivation. For that reason, the company has implemented a dynamic employee share ownership policy.

As of 31 December 2023, the leveraged funds set up in association with the employee share ownership plans held 21.9% of the share capital and 30.8% of the voting rights.

Setting the subscription price

In accordance with the Labour Code, the subscription price for the new shares may not be more than the average of the quoted prices for the share on the Euronext Paris market during the twenty trading days preceding the date of the decision setting the opening date for subscriptions, or more than the maximum legally stipulated percentage below that average.

Ceiling

Capital increase: 5% of the share capital.

Duration of the delegation of competence

Twenty-six months.

Twentieth resolution

(DELEGATION OF COMPETENCE TO THE BOARD OF DIRECTORS, FOR A PERIOD OF TWENTY-SIX MONTHS, TO INCREASE THE SHARE CAPITAL, WITHOUT PRE-EMPTIVE RIGHTS FOR EXISTING SHAREHOLDERS, FOR THE BENEFIT OF EMPLOYEES OR CORPORATE OFFICERS OF THE COMPANY OR RELATED COMPANIES WHO ARE MEMBERS OF A COMPANY SAVINGS SCHEME)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings and having acquainted itself with the Board of Directors' report and the auditors' special report, and in accordance with the provisions of (i) the Commercial Code and in particular Articles L. 225-129-2, L. 225-129-6 (paragraph 1), L. 225-138-1 and L. 22-10-49 et seq of the Commercial Code, and (ii) Articles L. 3332-1 et seq of the Labour Code:

1. delegates to the Board of Directors, with power to sub-delegate in accordance with law and regulations, the competence to carry out one or more capital increases, at its own initiative, in such amounts and at such times as it deems fit, by issuing (i) ordinary shares and/

or (ii) securities that are equity securities giving access, immediately or in the future, to other equity securities in the company or giving entitlement, immediately or in the future, to the allotment of debt securities and/or (iii) securities giving access, immediately or in the future, to equity securities to be issued by the company subject to applicable law; reserved for employees and corporate officers of Bouygues and for employees and corporate officers of all French and foreign companies related to Bouygues within the meaning of applicable law, who are members of any company or Group savings scheme or any inter-company savings scheme;

2. resolves that the maximum nominal amount of the capital increase(s) carried out pursuant to this delegation may not exceed 5% of the share capital, determined on the day the Board of Directors decides to use this delegation;
3. resolves that the subscription price for the new shares will be set, at the time of each issue, by the Board of Directors or its delegate in accordance with the provisions of Article L. 3332-19 of the Labour Code;
4. notes that this resolution entails the cancellation of the shareholders' pre-emptive rights in favour of the employees and corporate officers for whom the capital increase is reserved, and the waiver of any entitlement to the shares or other securities giving access to the capital that are allotted free of charge pursuant to this resolution;
5. resolves, in accordance with the provisions of Article L. 3332-21 of the Labour Code, that the Board of Directors may provide for the allotment, free of charge, to the beneficiaries set out in the first paragraph above, of shares to be issued or existing shares or other securities giving access to the company's share capital to be issued or already issued, as a (i) top-up contribution that may be paid in accordance with the regulations of company or Group savings schemes, and/or (ii) discount;
6. delegates full powers to the Board of Directors, with power to sub-delegate in accordance with law and regulations, to:
   a) set the date and terms and conditions of the issues to be made pursuant to this resolution and in particular, decide whether the shares shall be subscribed directly or through a mutual fund or through another entity in accordance with applicable law; decide and set the terms for issuing other securities giving access to the capital, pursuant to the delegation given in point 1 above; set the issue price of the new shares to be issued in compliance with the above rules; set opening and closing dates for subscriptions and the dates of first entitlement to dividends; set the payment period, subject to a maximum period of three years; and set, where appropriate, the maximum number of shares that can be subscribed per employee and per issue,
   b) confirm that the capital increases have taken place, at an amount equal to the amount of shares actually subscribed for,
   c) carry out all transactions and formalities, directly or through an agent,
   d) amend the articles of association to reflect the capital increases,
   e) charge the expenses of the capital increases against the share premium arising on each increase and deduct from such amount the sums required to raise the legal reserve to one-tenth of the new share capital following each increase,
   f) generally take all necessary measures. The Board of Directors may, within the limits set by law and any limits predetermined by the Board of Directors, delegate to the Chief Executive Officer or, with his consent, to one or more Deputy Chief Executive Officers, the powers granted to it under this resolution;
7. sets the period of validity of this delegation, which voids any unused portion of any previous delegation granted for the same purpose, at twenty-six months from the date of this meeting.

Resolution 21 – Allows the Board to allot shares free of charge to employees or corporate officers

In 2021, the Group implemented an annual performance share plan aimed at incentivising employees in line with the performance of the company.

In order to maintain this policy for the allotment of shares free of charge, we are asking you to renew the existing authorisation. The characteristics of that package are described in section 2.4.1 of the 2023 Universal Registration Document.

How allotments of shares free of charge work

If this authorisation is used, the beneficiaries will not acquire ownership of the shares until the end of a minimum vesting period set by the Annual General Meeting, which may not be less than one year.

The vesting period may then be followed by a lock-up period set by the Board, during which the beneficiaries may not sell their shares. The cumulative length of the vesting period and any lock-up period may not be less than two years. The law allows exemptions to the vesting and lock-up periods in the event of death or disability.

The Board may, on a proposal from the Selection and Remuneration Committee, make allotments of shares free of charge wholly or partially contingent on one or more performance conditions.

Ceilings

1% of the share capital.

Shares allotted free of charge to the Executive Officers of Bouygues throughout the duration of this authorisation may not represent more than 0.15% of the share capital in total.

Duration of the authorisation

Twenty-six months.

Twenty-first resolution

(AUTHORISATION TO THE BOARD OF DIRECTORS, FOR A PERIOD OF TWENTY-SIX MONTHS, TO ALLOT EXISTING OR NEW SHARES FREE OF CHARGE, ENTAILING THE WAIVER BY SHAREHOLDERS OF THEIR PRE-EMPTIVE RIGHTS, IN FAVOUR OF EMPLOYEES OR CORPORATE OFFICERS OF THE COMPANY OR RELATED COMPANIES)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of the Directors' report and the auditors' special report, and in accordance with Articles L. 225-129 et seq, L. 225-197-1 et seq and L. 22-10-59 et seq of the Commercial Code:

1. authorises the Board of Directors to allot free of charge, on one or more occasions, existing or new shares in the company to the beneficiaries indicated below;
2. resolves that the beneficiaries of those shares, whom the Board of Directors shall designate, may include all or certain categories of salaried employees and/or all or certain corporate officers of Bouygues or of companies and economic interest groupings that are related to Bouygues within the meaning of Article L. 225-197-2 of the Commercial Code;
3. resolves that under this authorisation, the Board of Directors may allot a total number of shares representing up to 1% of the existing share capital of the company (on the day of the Board of Directors' decision), with the caveat that:
   a) this ceiling is set without taking account of the statutory, regulatory and any applicable contractual adjustments required to protect the rights of beneficiaries, and
   b) the total number of shares allotted free of charge may not exceed 10% of the share capital on the day the Board of Directors decides on their allotment, with the caveat that, pursuant to Article L. 225-197-1 of the Commercial Code, shares that are not allotted definitively at the end of the vesting period and that are no longer subject to the lock-up period set by the Board, shall not be taken into account in this percentage;
4. resolves in particular that the total number of shares allotted free of charge to Executive Officers of the company pursuant to this authorisation shall not represent more than 0.15% of the company's share capital on the day of the Board of Directors' decision;
5. resolves that the allotment of shares to beneficiaries shall only become definitive at the end of a vesting period, which shall be determined by the Board of Directors but may not be less than one year;
6. resolves that the Board of Directors may also set a minimum lock-up period for beneficiaries, starting from the date on which the shares are definitively allotted;
7. stipulates that, in accordance with law, the cumulative length of the vesting period and any lock-up period may not be less than two years;
8. resolves that shares allotted free of charge shall be allotted immediately, prior to the end of the vesting period, in the event of a category two or three disability suffered by the beneficiary as defined in Article L. 341-4 of the Social Security Code, in which case the lock-up period shall also end immediately;
9. authorises the Board of Directors to use existing or future authorisations granted by the Annual General Meeting, in accordance with the provisions of Article L. 22-10-62 of the Commercial Code;
10. notes that this authorisation entails the automatic waiver by shareholders of their pre-emptive rights to subscribe for ordinary shares issued as and when the shares are definitively allotted, and of any entitlement to ordinary shares allotted free of charge under this authorisation, in favour of the beneficiaries of the ordinary shares thereby allotted;
11. resolves that the Board of Directors shall have full powers to implement this authorisation in accordance with legal and regulatory requirements, and in particular to:
    a) determine the conditions and any criteria for the allotment of new or existing shares, and draw up the list or categories of beneficiaries,
    b) determine the length of service conditions that beneficiaries must fulfil,
    c) allow for the possibility of temporarily suspending allotment rights,
    d) set all the other terms and conditions under which the shares will be allotted,
    e) accomplish or arrange for the accomplishment of all acts or formalities necessary to carry out share buybacks and/or complete capital increase(s) that may be carried out pursuant to this authorisation, amend the articles of association accordingly, and in general take all necessary steps, with power to sub-delegate in accordance with law;
12. sets the period of validity of this authorisation at twenty-six months from the date of this meeting;
13. notes that this authorisation voids, from this day, any unused portion of any previous authorisation granted for the same purpose.

Resolution 22 – Allows the Board to issue equity warrants free of charge during the period of a public offer for the company's shares

Purpose of the delegation of competence

To delegate to the Board of Directors the competence to issue, if it deems fit, equity warrants during a public offer for the company's shares, with waiver of pre-emptive rights to the ordinary shares in the company to which those warrants would give entitlement.

This means that equity warrants giving entitlement to subscribe on preferential terms to Bouygues shares could be allotted free of charge to all existing shareholders prior to the expiry of an unsolicited public offer period.

This mechanism is designed to encourage the bidder to either withdraw its offer or make an improved offer for the company. Because warrants dilute the capital, a bidder will respond either by seeking to withdraw its offer, or by negotiating with the Board of Directors with a view to reaching a consensus on a fair valuation of the company such that the warrants would effectively lapse. Issuing equity warrants during the period of a public offer is a measure designed to prevent, or at the very least hinder, an attempted public offer. In particular, the Board of Directors can use warrants as a bargaining counter to encourage a bidder to improve the terms of its offer, in the interests of the company's shareholders.

However, the powers thereby granted to the Board of Directors are not unlimited. During the public offer period, the bidder and target company must ensure that their actions, decisions and statements do not compromise the best interests of the company, or the fair treatment and access to information of the shareholders of the companies concerned. In addition, if the Board of Directors of the target company makes a decision which is liable to frustrate the offer if implemented, it must inform the AMF (Article 231-7 of the AMF General Regulation).

This resolution must be decided on a simple majority of the votes cast.

Ceilings

Capital increase: €94,000,000 in nominal value or 25% of the share capital at 31 December 2023.

The number of equity warrants is capped at one-quarter of the number of existing shares and at 94,000,000.

Duration of the delegation of competence

Eighteen months.

Twenty-second resolution

(DELEGATION OF COMPETENCE TO THE BOARD OF DIRECTORS, FOR A PERIOD OF EIGHTEEN MONTHS, TO ISSUE EQUITY WARRANTS DURING THE PERIOD OF A PUBLIC OFFER FOR THE COMPANY'S SHARES, UP TO A LIMIT OF 25% OF THE SHARE CAPITAL)

The Annual General Meeting, in extraordinary session but having satisfied the quorum and majority requirements for ordinary general meetings, in accordance with the provisions of Article L. 233-32 II of the Commercial Code, and having acquainted itself with the Board of Directors' report and the auditors' report:

1. delegates to the Board of Directors its competence to issue on one or more occasions, during the period of a public offer for the company's shares, warrants giving entitlement to subscribe on preferential terms for one or more shares in the company, and to allot such warrants free of charge to all shareholders who hold shares in the company prior to expiry of the offer period. Such warrants will lapse automatically as soon as the offer and any other competing offer has failed, lapsed or been withdrawn;
2. resolves that the capital increase that may result from the exercise of such equity warrants may not exceed either (i) one-quarter of the number of shares comprising the share capital at the time the warrants are issued, or (ii) a nominal amount of €94,000,000 (ninety-four million euros), and that the maximum number of equity warrants that may be issued may not exceed one-quarter of the number of shares comprising the share capital at the time the warrants are issued and 94,000,000 (ninety-four million);
3. resolves that the Board of Directors shall have full powers, with power to sub-delegate in accordance with law and regulations, to determine the conditions of exercise of the equity warrants, which must relate to the terms of the offer or any other competing offer, and the other characteristics of the warrants, such as the exercise price or the terms for determining the exercise price, and more generally the characteristics and terms of any issue decided under this delegation;
4. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to those ordinary shares in the company to which any warrants issued pursuant to this delegation may give entitlement;
5. sets the period of validity of this delegation, which voids and replaces any unused portion of any previous delegation granted for the same purpose, at eighteen months from the date of this meeting.

Resolution 23 – Powers to accomplish formalities

The purpose of this resolution is to enable all legal and administrative formalities, and all filings and publications, to be carried out.

Twenty-third resolution

(POWERS TO ACCOMPLISH FORMALITIES)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, gives full powers to the bearer of an original, excerpt or copy of the minutes of this Annual General Meeting to accomplish all legal formalities and to make all necessary filings, publications and declarations stipulated by applicable legal and regulatory provisions.

7.2.3 Financial authorisations submitted for approval by the Annual General Meeting

The table below sets out the financial authorisations that shareholders will be asked to grant to the Board of Directors at the Annual General Meeting of 25 April 2024.

In accordance with Article L. 225-37-4, paragraph 3 of the Commercial Code, a table showing financial authorisations to increase the share capital conferred on the Board of Directors by the Annual General Meeting that are currently in force, and the use made of such authorisations during 2023, is provided in the Report on corporate governance (chapter 2, section 2.3.8 of the 2023 Universal Registration Document).

The authorisations listed in the table below replace any previous resolutions with the same purpose.

Purpose of the authorisation	Ceiling (nominal amount)	Period of validity
Share buybacks and reductions of share capital		
1. Allow the company to buy back its own shares (Resolution 18)	• 5% of the share capital • Maximum price of €65 per share • Capped at €1.250 billion	25 October 2025 (18 months)
2. Reduce the share capital by cancelling shares (Resolution 19)	10% of the share capital in any 24-month period	25 October 2025 (18 months)
Issues reserved for employees and corporate officers of Bouygues and related companies		
3. Increase the share capital for the benefit of employees or corporate officers who are members of a company savings scheme (Resolution 20)	5% of the share capital	25 June 2026 (26 months)
4. Allot shares free of charge (Resolution 21)	• 1% of the share capital • Executive Officers: 0.15% of the share capital	25 June 2026 (26 months)
Issuance of securities		
5. Issue equity warrants during the period of a public offer (Resolution 22)	• Capital increase: €94 million nominal value and 25% of share capital • The number of warrants is capped at one quarter of the number of existing shares and at 94 million	25 October 2025 (18 months)

7.3 AUDITORS' REPORTS

7.3.1 Auditors' special report on regulated agreements

(Annual General Meeting called to approve the financial statements for the year ended 31 December 2023)

To the Annual General Meeting of the shareholders of Bouygues,

In our capacity as auditors of your company, we present below our report on regulated agreements.

We are required to report to you, based on the information provided, on the main terms and conditions of the agreements that have been disclosed to us or which were brought to light as a result of our assignment, as well as the reasons justifying the benefit of those agreements for the company. We are not required to comment on their usefulness or substance, or to determine whether other such agreements exist. It is your responsibility to determine whether these agreements are appropriate and should be approved, in accordance with the terms of Article R. 225-31 of the Commercial Code.

We are also required to report to you the information required under Article R. 225-31 of the Commercial Code regarding transactions carried out during the last financial year under agreements already approved by previous Annual General Meetings.

We performed the procedures we considered necessary in accordance with the professional standards issued by the French statutory auditors' board, the CNCC, for this type of engagement. Those procedures involved ensuring that the information disclosed to us was consistent with the source documents from which it was taken.

Agreements submitted to the Annual General Meeting for approval

Pursuant to Article L. 225-40 of the Commercial Code, we have been informed of the following agreements entered into during the year ended 31 December 2023, which were approved by the Board of Directors prior to signature.

With Bouygues Telecom

Persons concerned

Olivier Bouygues (director), Edward Bouygues (director), Olivier Roussat (director), Pascal Grangé (standing representative of Bouygues on the Board of Directors of Bouygues Telecom) and Charlotte Bouygues (director).

Nature and purpose

At its 30 October 2023 meeting, the Board of Directors authorised the Chief Executive Officer, with the power to delegate, to negotiate and sign a contract with Bouygues Telecom for the sale of all the shares in C2S for €6.6 million and, more generally, to take all necessary steps and accomplish all formalities.

Reasons justifying the benefit of this agreement for Bouygues

The Board of Directors provided the following reasons justifying this agreement: this acquisition enables Bouygues Telecom to expand its range of cybersecurity and cloud services for businesses, and benefits Bouygues Telecom and Bouygues.

With Airby, owned indirectly by Bouygues

Persons concerned

Martin Bouygues (Chairman of SCDM), Olivier Bouygues (shareholder of SCDM), Charlotte Bouygues (standing representative of SCDM) and William Bouygues (standing representative of SCDM Participations on the Board of Directors of Bouygues).

Nature and purpose

At its 30 October 2023 meeting, the Board of Directors authorised an amendment to the aircraft charter agreement between Bouygues and Airby with effect from 1 January 2024 and reflecting the new fees applicable on that date.

Terms, conditions and implementation

The price per flight hour is revised annually to reflect market prices.

Airby invoiced Bouygues €41,889 excluding VAT in respect of this agreement in 2023.

The overall price per flight hour for using the Airby aircraft was raised from €7,000 excluding VAT to €10,000 excluding VAT with effect from 1 January 2024 to reflect the higher operating costs. If the aircraft is unavailable, Airby will charter a replacement from a third party and charge the rental cost €1,000 excluding VAT (unchanged) as remuneration for the charter service provided.

Reasons justifying the benefit of this agreement for Bouygues

The Board of Directors provided the following reasons justifying this agreement: this agreement enables senior executives and employees of Bouygues to call upon the services of Airby as needed for certain business travel purposes. Specifically, it makes it easier for them to travel to places inadequately served by commercial airlines, or to save time when making business trips to several locations in succession. The subsidiaries are charged by Airby on the same fee scale.

With the main subsidiaries of Bouygues

Persons concerned

- Colas: Olivier Roussat (director) and Pascal Grangé (Chairman of the Board of Directors of Colas).
- Equans: Olivier Roussat (director), Pascal Grangé (director) and William Bouygues (director).
- TF1: Olivier Bouygues (director), Olivier Roussat (director), Pascal Grangé (standing representative of Bouygues on the Board of Directors of TF1) and Charlotte Bouygues (standing representative of SCDM on the Board of Directors of TF1).
- Bouygues Telecom: Olivier Bouygues (director), Edward Bouygues (director), Olivier Roussat (director), Pascal Grangé (standing representative of Bouygues on the Board of Directors of Bouygues Telecom) and Charlotte Bouygues (director).

Nature and purpose

At its 30 October 2023 meeting, the Board of Directors authorised the renewal of the shared service agreements with the main subsidiaries, for a period of one year starting 1 January 2024.

Terms, conditions and implementation

The principle behind these agreements is based on rules for allocating and invoicing the cost of shared services, including specific services and a share of residual costs, up to a limit expressed as a percentage of sales of the subsidiary concerned. The share of residual costs is invoiced to the subsidiary concerned at cost plus a margin of 10% for high value-added services and 5% for low value-added services.

The renewal of these agreements had no financial impact on the 2023 financial year. It will impact the 2024 financial year.

Reasons justifying the benefit of these agreements for Bouygues

The Board of Directors provided the following reasons justifying these agreements: shared service agreements are standard in groups of companies. They enable Bouygues subsidiaries (in return for a fee) to benefit from services and assistance provided by the parent company (principally management, human resources, information technology, and financial and legal services), and to allocate the corresponding expenses between the various user companies.

With SCDM

Persons concerned

Martin Bouygues (Chairman of SCDM), Olivier Bouygues (shareholder of SCDM), Charlotte Bouygues (standing representative of SCDM) and William Bouygues (standing representative of SCDM Participations on the Board of Directors of Bouygues).

Nature and purpose

At its 30 October 2023 meeting, the Board of Directors authorised the renewal of the service agreement, which covers the services described below, for a period of one year starting 1 January 2024.

The purpose of this agreement is to determine the conditions under which SCDM supplies Bouygues with certain services (research and analysis into strategic developments and the growth of the Bouygues group, multi-year plans, major investments and divestments).

SCDM may also supply Bouygues with specific services other than those provided as part of its ongoing role.

For its part, Bouygues provides SCDM with specific assistance and support services, principally human resources management and information technology support.

Terms, conditions and implementation

Under the terms of this agreement, SCDM invoices Bouygues for costs actually incurred, subject to a cap of €2 million a year. That amount corresponds to the remuneration awarded to Martin Bouygues by the Bouygues Board of Directors, at the proposal of the Selection and Remuneration Committee, for his duties as corporate officer. This amount includes a fixed and a variable component, as well as the corresponding tax and social security charges. The remainder is for the remuneration paid to his teams as consideration for assignments carried out for Bouygues, as well as the corresponding tax and social security charges.

The renewal of this agreement had no financial impact on the 2023 financial year. It will impact the 2024 financial year.

Reasons justifying the benefit of this agreement for Bouygues

The Board of Directors provided the following reasons justifying this agreement: this agreement enables Bouygues to benefit from the consultancy services of the small team that has extensive experience in mergers and acquisitions and strategy, and carries out research and analysis, as well as various specific services that benefit Bouygues.

This agreement also enables Bouygues to be remunerated by SCDM at market rates for the various specific services that Bouygues carries out on behalf of SCDM.

Agreements already approved by an Annual General Meeting

Agreements approved in previous years

a) Under which transactions continued during the last financial year

Pursuant to Article R. 225-30 of the Commercial Code, we were informed that transactions under the following agreements, which had already been approved by previous Annual General Meetings, continued during the last financial year.

With the main subsidiaries of Bouygues

Persons concerned

- Colas: Olivier Roussat (director) and Pascal Grangé (Chairman of the Board of Directors of Colas and standing representative of Bouygues on the Board of Directors of Colas).
- TF1: Olivier Bouygues (director), Olivier Roussat (director) and Pascal Grangé (standing representative of Bouygues on the Board of Directors of TF1).
- Bouygues Telecom: Olivier Bouygues (director), Edward Bouygues (director), Olivier Roussat (director), Pascal Grangé (standing representative of Bouygues on the Board of Directors of Bouygues Telecom) and Charlotte Bouygues (director).

Nature and purpose

The Combined Annual General Meeting of 27 April 2023 approved the renewal of shared service agreements between Bouygues and Colas, TF1 and Bouygues Telecom, under which Bouygues provides services (principally management, human resources, information technology and financial services) to its various sub-groups, for a period of one year starting 1 January 2023.

Terms, conditions and implementation

The principle behind these agreements is based on rules for allocating and invoicing the cost of shared services, including specific services and a share of residual costs, up to a limit expressed as a percentage of sales of the subsidiary concerned. The share of residual costs is invoiced to the subsidiary concerned at cost plus a margin of 10% for high value-added services and 5% for low value-added services.

In 2023, Bouygues invoiced the following amounts under these shared service agreements (amounts excluding VAT):

- Colas: €17,757,826
- TF1: €2,764,436
- Bouygues Telecom: €9,873,164

In accordance with the authorisation of the Board of Directors of 16 November 2022.

With SDCM

Persons concerned

Martin Bouygues (Chairman of SCDM), Olivier Bouygues (shareholder of SCDM), Charlotte Bouygues (standing representative of SCDM) and William Bouygues (standing representative of SCDM Participations on the Board of Directors of Bouygues).

Nature and purpose

The Combined Annual General Meeting of 27 April 2023 approved the renewal of the service agreement between Bouygues and SCDM for a period of one year starting 1 January 2023.

Terms, conditions and implementation

Under this agreement, SCDM invoiced Bouygues €1,653,000 in 2023.

In accordance with the authorisation of the Board of Directors of 16 November 2022.

With GIE 32 Hoche, owned 90% by Bouygues

Persons concerned

Martin Bouygues (Chairman of SCDM), Olivier Bouygues (shareholder of SCDM), Charlotte Bouygues (standing representative of SCDM) and William Bouygues (standing representative of SCDM Participations on the Board of Directors of Bouygues).

Nature and purpose

The Combined Annual General Meeting of 26 April 2018 approved the signature of a trademark licence agreement granting GIE 32 Hoche, owned 90% by Bouygues and 10% by SCDM, non-exclusive rights to use the Bouygues trademark in France for fifteen years from the date of signature of the agreement, i.e. 16 November 2017.

Terms, conditions and implementation

Bouygues receives an annual fee of €1,000 excluding VAT in respect of this agreement.

In accordance with the authorisation of the Board of Directors of 15 November 2017.

With Bouygues Telecom

Persons concerned

SCDM: Edward Bouygues (Chairman of the Board of Directors of Bouygues Telecom and director), Olivier Bouygues (director) and Charlotte Bouygues (director), Olivier Roussat (director) and Pascal Grangé (standing representative of Bouygues on the Board of Directors of Bouygues Telecom).

Nature and purpose

The Combined Annual General Meeting of 29 April 2010 approved the conclusion of a trademark licence agreement in respect of the following trademarks: "Bouygues Telecom", "Bouygtel" and "Bouygnet". This agreement came into force on 9 December 2009 for fifteen years, i.e. until 9 December 2024. An amendment to this agreement was approved by the Combined Annual General Meeting of 21 April 2016.

Terms, conditions and implementation

Bouygues invoiced Bouygues Telecom €700,000 excluding VAT in respect of this agreement in 2023.

In accordance with the authorisations of the Board of Directors of 1 December 2009 and 24 February 2015.

With Airby, owned indirectly by Bouygues

Persons concerned

Martin Bouygues (Chairman of SCDM), Olivier Bouygues (shareholder of SCDM), Charlotte Bouygues (standing representative of SCDM) and William Bouygues (standing representative of SCDM Participations on the Board of Directors of Bouygues).

Nature and purpose

The Combined Annual General Meeting of 26 April 2012 approved the signature of an aircraft charter agreement, including pilots and flight service fees, between Bouygues and Airby (owned indirectly by Bouygues and SCDM). An amendment to the agreement was approved by the Combined Annual General Meeting of 24 April 2014.

The agreement is for an indefinite period.

This agreement enables senior executives and employees of Bouygues to call upon the services of Airby as needed for business travel purposes. Specifically, it makes it easier for them to travel to places inadequately served by commercial airlines, or to save time when making business trips to several locations in succession. The subsidiaries are charged by Airby on the same fee scale.

Terms, conditions and implementation

The price per flight hour is revised annually to reflect market prices.

The overall price per flight hour remained unchanged in 2023. The overall price for the aircraft owned by Airby is €7,000 excluding VAT per flight hour. When Airby provides an aircraft that has been rented on the market, the rental is invoiced at cost plus € 1,000 excluding VAT, which remunerates the charter service provided.

Airby invoiced Bouygues €41,889 excluding VAT in respect of this agreement in 2023.

In accordance with the authorisations of the Board of Directors of 15 November 2011 and 13 November 2013.

b) Under which no transactions took place during the last financial year

We were also informed of the following ongoing agreement approved by Annual General Meetings in previous years but under which no transactions took place during the last financial year.

Liability for defence costs

The Combined Annual General Meeting of 28 April 2005 approved the principle of Bouygues assuming any defence or procedural costs incurred by Bouygues senior executives or employees in connection with criminal proceedings resulting in discharge or acquittal, where such proceedings are brought against them for acts committed in performance of their duties or for merely holding office as director, Chairman, Chief Executive Officer, Deputy Chief Executive Officer or any equivalent office in a Group company.

Terms, conditions and implementation

No amounts were paid in respect of this agreement in 2023.

Paris-La Défense, 26 February 2024

The Statutory Auditors

MAZARS	ERNST & YOUNG Audit
Jean-Marc Deslandes	Nicolas Pfeuty

7.3.2 Other auditors' reports to the Ordinary General Meeting

The other auditors' reports to the Ordinary General Meeting are provided in sections 6.2 (Auditors' report on the consolidated financial statements) and 6.4 (Auditors' report on the parent company financial statements) of this Universal Registration Document.

7.3.3 Auditors' reports to the Extraordinary General Meeting

To the Annual General Meeting of the shareholders of Bouygues,

Auditors' report on the reduction of share capital (nineteenth resolution)

In our capacity as auditors of Bouygues, and as required under Article L. 22-10-62 of the Commercial Code in the event of a capital reduction by cancelling shares repurchased by the issuer, we present our report to you on our assessment of the reasons for the proposed capital reduction and the terms and conditions thereof.

The Board of Directors is asking you to grant it full powers, for a period of eighteen months from the date of this meeting, to cancel, up to a limit of 10% of the share capital over any twenty-four month period, the shares purchased pursuant to an authorisation given to the company to buy back its own shares within the scope of the aforementioned Article.

We performed the procedures we considered necessary in accordance with the professional standards issued by the French statutory auditors' board, the CNCC, for this type of engagement. Those procedures involved assessing whether the reasons for and the terms and conditions of the proposed capital reduction, which is not of a nature that would impair the equal rights of all shareholders, are proper.

We have no matters to report concerning the reasons for and terms and conditions of the proposed capital reduction.

Auditors' report on the issuance of ordinary shares and/or other securities in the company reserved for members of a company savings scheme or an inter-company savings scheme (twentieth resolution)

In our capacity as auditors of Bouygues and as required under Articles L. 228-92 and L. 225-135 et seq of the Commercial Code, we present our report to you on the proposal to delegate to the Board of Directors the competence to carry out issues of (i) ordinary shares and/or (ii) securities that are equity securities giving access, immediately or in the future, to other equity securities in the company or giving entitlement, immediately or in the future, to the allotment of debt securities and/or (iii) securities giving access, immediately or in the future, to equity securities to be issued by the company, subject to applicable law, without pre-emptive rights, reserved for employees and corporate officers of Bouygues and for employees and corporate officers of all French or foreign companies related to Bouygues within the meaning of applicable law, who are members of any company or Group savings scheme or any inter-company savings scheme, up to a maximum of 5% of the company's share capital on the date of the Board of Directors' decision, which you are being asked to approve.

Such issuance is submitted for your approval in accordance with the provisions of Article L. 225-129-6 of the Commercial Code and Articles L. 3332-18 et seq of the Labour Code.

Based on its report, the Board of Directors is asking you to delegate to it the competence, for a period of twenty-six months from the date of this meeting, to decide to carry out issues and to cancel your pre-emptive rights to the securities thereby issued. The Board will be responsible for setting the final terms and conditions of any such issue.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113 et seq of the Commercial Code. Our responsibility is to express an opinion on the fairness of the quantitative information derived from the accounts, on the proposal to cancel pre-emptive rights, and on other specific information regarding the issue contained in that report.

We performed the procedures we considered necessary in accordance with the professional standards issued by the French statutory auditors' board, the CNCC, for this type of engagement. Those procedures involved verifying the information provided in the Board of Directors' report on this issuance and on the terms and conditions for determining the issue price of the shares.

Pending a subsequent analysis of the conditions of any issues that may be carried out, we have no matters to report concerning the terms and conditions for determining the issue price of the equity securities to be issued as set out in the Board of Directors' report.

As the final terms and conditions under which any issues would be carried out have not yet been set, we do not express an opinion on those terms and conditions and consequently, on the proposal made to you to cancel your pre-emptive rights.

In accordance with Article R. 225-116 of the Commercial Code, we will draw up a supplementary report if and when this delegation is used by the Board of Directors to issue shares or securities that are equity securities giving access to other equity securities, or if securities giving access to future equity securities are issued.

Auditors' report on the authorisation to allot existing or new shares free of charge (twenty-first resolution)

In our capacity as auditors of Bouygues and as required under Article L. 225-197-1 of the Commercial Code, we present our report to you on the proposed allotment of existing or new shares free of charge to persons designated by the Board of Directors among the salaried employees (or certain categories of salaried employees) and/or corporate officers (or certain corporate officers) of Bouygues or of companies and economic interest groupings related to Bouygues within the meaning of Article L. 225-197-2 of the Commercial Code, which you are being asked to approve.

The total number of shares allotted cannot represent more than 1% of the company's share capital on the date the Board of Directors decides to allot the shares.

The total number of shares that may be allotted free of charge to Executive Officers of Bouygues pursuant to this authorisation cannot exceed 0.15% of the company's share capital on the date the Board of Directors decides to allot the shares, with the caveat that (i) this ceiling is set without taking account of the statutory, regulatory and any applicable contractual adjustments required to protect the rights of beneficiaries; and (ii) the total number of shares allotted free of charge may not exceed 10% of the share capital on the date the Board of Directors decides on their allotment, with the caveat that, pursuant to Article L. 225-197-1 of the Commercial Code, shares that are not allotted definitively at the end of the vesting period and that are no longer subject to the lock-up period set by the Board, shall not be taken into account in this percentage.

Based on its report, the Board of Directors is asking you to authorise it, for a period of twenty-six months from the date of this meeting, to allot existing or new Bouygues shares free of charge.

The Board of Directors is responsible for drawing up a report on this transaction for which it seeks authorisation. Our responsibility is to report to you any matters arising on the information provided in their report to you on the proposed transaction.

We performed the procedures we considered necessary in accordance with the professional standards issued by the French statutory auditors' board, the CNCC, for this type of engagement. Those procedures included checking that the proposed terms and conditions as set out in that report are legally compliant.

We have no matters to report concerning the information provided in the Board of Directors' report on the proposed authorisation to allot shares free of charge.

Auditors' report on the proposed issue of equity warrants free of charge during the period of a public offer for the company's shares (twenty-second resolution)

In our capacity as auditors of Bouygues and as required under Article L. 228-92 of the Commercial Code, we present our report to you on the proposed issue of equity warrants free of charge in the event of a public offer for the company's shares, which you are being asked to approve.

Based on its report, the Board of Directors is asking you to delegate to it the competence, for a period of eighteen months from the date of this meeting, and pursuant to Article L. 233-32 II of the Commercial Code, to:

- decide to issue equity warrants pursuant to Article L. 233-32 II of the Commercial Code giving the holders preferential subscription rights to one or more shares in the company, and to allot such warrants free of charge to all shareholders who hold shares in the company prior to the expiry of the public offer period;
- set the terms and conditions of exercise and any other characteristics of those equity warrants.

The nominal amount of shares that may thereby be issued may not exceed €94,000,000 or one quarter of the number of shares that make up the share capital on the warrant issue date, and the number of warrants issued may not exceed 94,000,000 or one quarter of the number of shares that make up the share capital on the warrant issue date.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113 et seq of the Commercial Code. Our responsibility is to express an opinion on the fairness of the quantitative information derived from the accounts and on other specific information regarding the issue contained in that report.

We performed the procedures we considered necessary in accordance with the professional standards issued by the French statutory auditors' board, the CNCC, for this type of engagement. Those procedures involved assessing the information provided in the Board of Directors' report on this transaction.

We have no matters to report concerning the information provided in the Board of Directors' report on the proposed issue of equity warrants in the event of a public offer for the company's shares.

In accordance with Article R. 225-116 of the Commercial Code, we will draw up a supplementary report if and when this delegation is used by the Board of Directors.

Paris-La Défense, 11 March 2024

The Statutory Auditors

MAZARS Jean-Marc Deslandes	**ERNST & YOUNG Audit** Nicolas Pfeuty

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ADDITIONAL INFORMATION

8.1 STATEMENT BY THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I hereby declare that, to the best of my knowledge, the information in this Universal Registration Document is correct and that all reasonable measures have been taken to that end. There are no omissions likely to alter the scope of this information.

I hereby declare that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable set of accounting standards and give a true and fair view of the assets, liabilities, financial positions and results of the company and all the undertakings included in the consolidation taken as a whole; and that the management report on pages 7 to 310 and 419 to 471 includes a fair review of the development and performance of the business, the results and the financial position of the company and all the undertakings in the consolidation taken as a whole, and that it describes the principal risks and uncertainties that they face.

Paris, 22 March 2024

Olivier Roussat,

Chief Executive Officer

8.2 HISTORICAL FINANCIAL INFORMATION INCLUDED BY REFERENCE

Pursuant to Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129, the following information is included by reference in this Universal Registration Document:

- key financial information and the consolidated financial statements for the year ended 31 December 2021 and the auditors' reports relating thereto, presented respectively on pages 13 to 17 and 264 to 357 of the 2021 Universal Registration Document filed with the Autorité des Marchés Financiers on 23 March 2022 under No. D. 22-0139;
- key financial information and the consolidated financial statements for the year ended 31 December 2022 and the auditors' reports relating thereto, presented respectively on pages 13 to 17 and 282 to 381 of the 2022 Universal Registration Document filed with the Autorité des Marchés Financiers on 22 March 2023 under No. D.23-0133.

These documents are available in the Investors/Regulated information section of the Bouygues website at bouygues.com.

8.3 CONCORDANCE TABLES

This concordance table reproduces the items listed in Annex I of the Delegated Regulation (EU) 2019/980 and gives the reference of the pages of this Universal Registration Document (URD) where the information relating to each item may be found.

Information required by Annex 1 of the Delegated Regulation 2019/980		Pages of the Universal Registration Document
7	**Operating and financial review**	
7.1	Financial situation	13-17
	7.1.1 Development and performance of the issuer's business and of its position	13-47
	7.1.2 a) The issuer's likely future development	20, 24, 28, 31, 33, 35-37, 39, 41, 44
	b) Activities in the field of research and development	12, 165, 167-168, 170-171, 176, 178, 190, 210, 220, 233, 340
7.2	Operating results	13, 403
	7.2.1 Significant factors materially affecting income from operations	318-322
	7.2.2 Historical financial information disclosing material changes significantly affecting income from operations	313, 403
8.	**Capital resources**	
8.1	Capital resources	295, 299, 301, 309, 312, 314-315, 332, 354-355, 402, 409-410
8.2	Cash flows	45, 316, 336, 388, 404
8.3	Borrowing requirement and funding structure	17, 319-320, 332, 360-364, 406, 409, 411
8.4	Restrictions on the use of capital resources	332, 352
8.5	Anticipated sources of funds	360-363
9.	**Regulatory environment**	
9.1	Regulatory environment in which the issuer operates and that may materially affect its business	218-222
10.	**Trend information**	
10.1	Principal recent trends in production, sales and inventory, and costs and selling prices, and any significant change in financial performance since the end of the last financial year and the date of the URD	47
10.2	Trends for the current financial year	17, 31, 34, 39, 44
11.	**Profit forecasts or estimates**	**not disclosed**
12.	**Administrative, management and supervisory bodies and senior management**	
12.1	Administrative bodies and senior management	50-89
12.2	Conflicts of interest	76-78, 83, 85-86, 91
13.	**Remuneration and benefits**	
13.1	Remuneration and benefits in kind	90-121
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14.	**Operation of the Board and other management bodies**	
14.1	Expiry date of current terms of office	54-69, 71
14.2	Service contracts with members of administrative, management and supervisory bodies	86, 422-423, 433-435
14.3	Information about the Audit committee and the Selection and Remuneration committee	81-83
14.4	Statement on the compliance of the current corporate governance regime	50
14.5	Potential material impacts on corporate governance, including future changes in the Board and committees already decided	50-51
15.	**Employees**	
15.1	Number of employees and breakdown of headcount	6, 132
15.2	Shareholdings and stock options of persons referred to in point 12.1	54-69, 71, 301, 307-308
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16.	**Major shareholders**	
16.1	Shareholders holding more than 5% of the capital or voting rights	9, 301
16.2	Existence of different voting rights	292, 301
16.3	Control of the issuer	301-302
16.4	Arrangements known to the issuer, the operation of which may result in a change in control	301-302

Full-year financial report

The concordance table below identifies the information in this Universal Registration Document which constitutes the full-year financial report that listed companies are required to issue pursuant to Article L. 451-1-2 of the Monetary and Financial Code and Article 222-3 of the AMF General Regulation:

	Pages of the Universal Registration Document
Parent company financial statements	402-415
Consolidated financial statements	312-395
Management report	7-310, 419-471
Statement by the person responsible for the abovementioned documents	440
Auditors' report on the parent company and consolidated financial statements	416-418, 396-401
Auditors' fees	309, 392

Management report

The concordance table below identifies the information which constitutes the management report pursuant to Articles L. 225-100 et seq, L. 22-10-35 et seq and L. 232-1 of the Commercial Code.

		Pages of the Universal Registration Document
1.	**Situation and business activity of the Group**	
1.1	Situation of the company during the last financial year and objective and comprehensive review of the business, results and financial position of the company and the Group, including the debt situation, having regard to the volume and complexity of business conducted (Articles L. 225-100-1, I, 1, L. 232-1, II, L. 233-6 and L. 233-26 of the Commercial Code)	13-47
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8.4 EUROPEAN TAXONOMY REPORTING TABLES

Turnover of the eligible and aligned activities according to European Taxonomy

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Turnover (3)	Share of turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of Taxonomy-aligned (A.1.) or eligible (A.2.) turnover, year N-1 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Electricity generation using solar photovoltaic technology	CCM 4.1	326	0.58%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%		
Electricity transmission and distribution	CCM 4.9	1,106	1.97%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.04%	E	
Rail transport infrastructure	CCM 6.14	1,673	2.99%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	1.86%	E	
Low-carbon road and public transport infrastructure	CCM 6.15	882	1.57%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.85%	E	
Construction of new buildings	CCM 7.1	325	0.58%	Y	N/EL	N/EL	N	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	1.26%		
Refurbishment of existing buildings	CCM 7.2	269	0.48%	Y	N/EL	N/EL	N	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.47%		T
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	6,845	12.22%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.55%	E	

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Turnover (3)	Share of turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of Taxonomy-aligned (A.1.) or eligible (A.2.) turnover, year N-1 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Installation, maintenance and repair of charging stations for electric vehicles inside buildings (and in car parks attached to buildings)	CCM 7.4	75	0.13%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%	E	
Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings	CCM 7.5	119	0.21%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%	E	
Specialised services relating to the energy performance of buildings	CCM 9.3	63	0.11%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%	E	
Programming and broadcasting	CCA 8.3	74	0.13%	N/EL	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.14%	E	
Creative, artistic and entertainment activities	CCA 13.1	1	0.00%	N/EL	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%	E	
Motion picture, video and television programme production; sound recording and music publishing	CCA 13.3	17	0.03%	N/EL	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.04%	E	
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**11,776**	**21.02%**	**20.86%**	**0.16%**	**0.00%**	**0.00%**	**0.00%**	**0.00%**	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**	**5.20%**		
of which enabling		10,856	19.38%	19.22%	0.16%	0.00%	0.00%	0.00%	0.00%	Y	Y	Y	Y	Y	Y	Y	3.47%	E	
of which transitional		269	0.5%							Y	Y	Y	Y	Y	Y	Y	0.47%		T

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Turnover (3)	Share of turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of Taxonomy-aligned (A.1.) or eligible (A.2.) turnover, year N-1 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Hydrogen production	CCM 3.10	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.01%		
Manufacture of equipment for the production and use of hydrogen	CCM 3.2	6	0.01%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Electricity generation using solar photovoltaic technology	CCM 4.1	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.21%		
Manufacture of electricity from wind energy	CCM 4.3	159	0.28%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.34%		
Hydroelectric plant electricity production	CCM 4.5	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.01%		
Production of electricity from gaseous and liquid renewable non-fossil fuels	CCM 4.7	23	0.04%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Electricity transmission and distribution	CCM 4.9	391	0.70%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.56%		
Heating/cooling networks	CCM 4.15	253	0.45%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.10%		
Installation and operation of electric heat pumps	CCM 4.16	65	0.12%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Heating/cooling systems and electricity generation using geothermal energy	CCM 4.18	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Heating/cooling systems powered by bioenergy	CCM 4.24	79	0.14%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Heating/cooling systems powered by waste heat	CCM 4.25	62	0.11%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Turnover (3)	Share of turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of Taxonomy-aligned (A.1.) or eligible (A.2.) turnover, year N-1 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Construction and safe operation of new nuclear power plants for the production of electricity or heat, including hydrogen production, using the best available technologies.	CCM 4.27	73	0.13%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Electricity generation from nuclear energy in existing plants	CCM 4.28	394	0.70%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Electricity generation from gaseous fossil fuels	CCM 4.29	29	0.05%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
High-efficiency heating/cooling systems and electricity generation using gaseous fossil fuels	CCM 4.30	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.19%		
Heat/cold production from gaseous fossil fuels in an efficient urban heating and cooling system	CCM 4.31	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.01%		
Construction, extension and operation of capture, treatment and distribution networks	CCM 5.1	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.09%		
Renewal of collection, treatment and distribution networks	CCM 5.2	59	0.11%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Construction, extension and operation of wastewater collection and treatment networks	CCM 5.3	9	0.02%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.22%		
Rail freight transport	CCM 6.2	69	0.12%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.14%		
Infrastructure for passenger and cycle mobility	CCM 6.13	22	0.04%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.09%		
Rail transport infrastructure	CCM 6.14	452	0.81%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								3.18%		
Low-carbon road and public transport infrastructure	CCM 6.15	384	0.69%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Turnover (3)	Share of turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of Taxonomy-aligned (A.1.) or eligible (A.2.) turnover, year N-1 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Infrastructure supporting low-carbon river transport	CCM 6.16	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.22%		
Low-carbon airport infrastructure	CCM 6.17	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.01%		
Construction of new buildings	CCM 7.1/ CE 3.1	6,330	11.30%	EL	N/EL	N/EL	EL	N/EL	N/EL								12.93%		
Refurbishment of existing buildings	CCM 7.2/ CE 3.2	1,586	2.83%	EL	N/EL	N/EL	EL	N/EL	N/EL								2.26%		
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	53	0.10%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								5.01%		
Installation, maintenance and repair of charging stations for electric vehicles inside buildings (and in car parks attached to buildings)	CCM 7.4	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.04%		
Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings	CCM 7.5	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.09%		
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	2	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Data processing, hosting and related activities	CCM 8.1	8	0.01%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.02%		
Data-driven solutions for reducing GHG emissions	CCM 8.2	169	0.30%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Research, development and innovation close to the market	CCM 9.1	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.01%		

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Turnover (3)	Share of turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of Taxonomy-aligned (A.1.) or eligible (A.2.) turnover, year N-1 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Specialised services relating to the energy performance of buildings	CCM 9.3	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.02%		
Programming and broadcasting	CCA 8.3	1,671	2.98%	N/EL	EL	N/EL	N/EL	N/EL	N/EL								3.88%		
Creative, artistic and entertainment activities	CCA 13.1	12	0.02%	N/EL	EL	N/EL	N/EL	N/EL	N/EL								0.02%		
Motion picture, video and television programme production; sound recording and music publishing	CCA 13.3	385	0.69%	N/EL	EL	N/EL	N/EL	N/EL	N/EL								1.09%		
Flood risk prevention and protection infrastructure	CCA 14.2	117	0.21%	N/EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Demolition and dismantling of buildings and other structures	CE 3.3	119	0.21%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.00%		
Road and motorway maintenance	CE 3.4	4,899	8.75%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.00%		
Sale of second-hand goods	CE 5.4	12	0.02%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.00%		
Product as a service and other use- and outcome-oriented circular service models	CE 5.5	131	0.23%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.00%		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		**18,021**	**32.17%**	**19.06%**	**3.90%**	**0.00%**	**9.21%**	**0.00%**	**0.00%**								**39.52%**		
A. Turnover of Taxonomy-eligible activities (A.1+A.2)		**29,797**	**53.19%**	**39.91%**	**4.06%**	**0.00%**	**9.21%**	**0.00%**	**0.00%**								**43.22%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy-non-eligible activities		**26,220**	**46.81%**																
Total (A+B)		**56,017**	**100%**																

	Share of turnover/Total turnover	
	Taxonomy-aligned per objective	**Taxonomy-eligible per objective**
CCM Climate change mitigation	20.86%	39.91%
CCA Adaptation to climate change	0.16%	4.06%
WTR Water and marine resources		0.00%
CE Circular economy		24.40%
PPC Pollution		0.00%
BIO Biodiversity and ecosystems		0.00%

Capex of the eligible and aligned activities according to European Taxonomy

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Absolute CapEx (3)	Share of CapEx (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of CapEx aligned with (A.1.) or eligible for (A.2.) the Taxonomy, year N-1 (18).	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Electricity generation using solar photovoltaic technology	CCM 4.1 / CCA 4.1	7	0.18%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%		
Electricity transmission and distribution	CCM 4.9 / CCA 4.9	36	1.02%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%	E	
Rail transport infrastructure	CCM 6.14 / CCA 6.14	43	1.20%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.45%	E	
Low-carbon road and public transport infrastructure	CCM 6.15 / CCA 6.15	22	0.62%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.10%	E	
Construction of new buildings	CCM 7.1 / CCA 7.1	4	0.10%	Y	N/EL	N/EL	N	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.14%		
Refurbishment of existing buildings	CCM 7.2 / CCA 7.1	4	0.11%	Y	N/EL	N/EL	N	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.03%		T
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3 / CCA 7.3	125	3.50%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%	E	
Installation, maintenance and repair of charging stations for electric vehicles inside buildings (and in car parks attached to buildings)	CCM 7.4 / CCA 7.4	1	0.04%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%	E	

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Absolute CapEx (3)	Share of CapEx (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of CapEx aligned with (A.1.) or eligible for (A.2.) the Taxonomy, year N-1 (18).	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings	CCM 7.5/ CCA 7.5	2	0.06%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%	E	
Specialised services relating to the energy performance of buildings	CCM 9.3	1	0.03%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00%	E	
Programming and broadcasting	CCA 8.3	4	0.13%	N/EL	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.05%	E	
Motion picture, video and television programme production; sound recording and music publishing	CCA 13.3	7	0.20%	N/EL	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.10%	E	
CapEx of environmentally sustainable activities (A.1)		**258**	**7.19%**	**6.87%**	**0.32%**	**0.00%**	**0.00%**	**0.00%**	**0.00%**	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**	**0.87%**		
of which enabling		244	6.80%	6.48%	0.32%	0.00%	0.00%	0.00%	0.00%	Y	Y	Y	Y	Y	Y	Y	0.70%	E	
of which transitional		4	0.1%							Y	Y	Y	Y	Y	Y	Y	0.03%		T

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Absolute CapEx (3)	Share of CapEx (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of CapEx aligned with (A.1.) or eligible for (A.2.) the Taxonomy, year N-1 (18).	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Hydrogen production	CCM 3.1/ CCA 3.1	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL										
Manufacture of equipment for the production and use of hydrogen	CCM 3.2/ CCA 3.2	1	0.03%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Electricity generation using solar photovoltaic technology	CCM 4.1	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.02%		
Manufacture of electricity from wind energy	CCM 4.3/ CCA 4.3	4	0.10%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.04%		
Hydroelectric plant electricity production	CCM 4.5/ CCA 4.5	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Production of electricity from gaseous and liquid renewable non-fossil fuels	CCM 4.7/ CCA 4/7	1	0.02%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Electricity transmission and distribution	CCM 4.9	18	0.49%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.07%		
Heating/cooling networks	CCM 4.15/ CCA 4.15	22	0.63%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.01%		
Installation and operation of electric heat pumps	CCM 4.16/ CCA 4.16	1	0.04%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Heating/cooling systems and electricity generation using geothermal energy	CCM 4.18/ CCA 4.18	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Heating/cooling systems powered by bioenergy	CCM 4.24/ CCA 4.24	1	0.04%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		

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Economic Activities (1)	Code(s) (2)	Absolute CapEx (3)	Share of CapEx (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of CapEx aligned with (A.1.) or eligible for (A.2.) the Taxonomy, year N-1 (18).	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Heating/cooling systems powered by waste heat	CCM 4.25/ CCA 4.25	1	0.04%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Construction and safe operation of new nuclear power plants for the production of electricity or heat, including hydrogen production, using the best available technologies.	CCM 4.27/ CCA 4.27	1	0.03%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Electricity generation from nuclear energy in existing plants	CCM 4.28/ CCA 4.28	7	0.20%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Electricity generation from gaseous fossil fuels	CCM 4.29/ CCA 4.29	1	0.03%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
High-efficiency heating/cooling systems and electricity generation using gaseous fossil fuels	CCM 4.30/ CCA 4.30	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.02%		
Heat/cold production from gaseous fossil fuels in an efficient urban heating and cooling system	CCM 4.31/ CCA 4.31	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Construction, extension and operation of capture, treatment and distribution networks	CCM 5.1/ CCA 5.1	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.01%		
Renewal of collection, treatment and distribution networks	CCM 5.2/ CCA 5.2	1	0.03%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Construction, extension and operation of wastewater collection and treatment networks	CCM 5.3/ CCA 5.3	0	0.01%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.03%		
Rail freight transport	CCM 6.2/ CCA 6.2	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		

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		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Infrastructure for passenger and cycle mobility	CCM 6.13/ CCA 6.13	1	0.02%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.01%		
Rail transport infrastructure	CCM 6.14/ CCA 6.14	22	0.62%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.42%		
Low-carbon road and public transport infrastructure	CCM 6.15/ CCA 6.15	12	0.34%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.02%		
Infrastructure supporting low-carbon river transport	CCM 6.16/ CCA 6.16	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.03%		
Low-carbon airport infrastructure	CCM 6.17/ CCA 6.17	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Construction of new buildings	CCM 7.1/ CCA 7.1/ CE 3.1	70	1.94%	EL	EL	N/EL	EL	N/EL	N/EL								1.12%		
Refurbishment of existing buildings	CCM 7.2/ CCA 7.2/ CE 3.2	52	1.46%	EL	EL	N/EL	EL	N/EL	N/EL								1.21%		
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3/ CCA 7.3	1	0.03%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.61%		
Installation, maintenance and repair of charging stations for electric vehicles inside buildings (and in car parks attached to buildings)	CCM 7.4/ CCA 7.4	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		

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		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings	CCM 7.5	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.01%		
Installation, maintenance and repair of renewable energy technologies	CCM 7.6/ CCA 7.6	0	0.00%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Acquisition and ownership of buildings	CCM 7.7/ CCA 7.7	79	2.22%	EL	EL	N/EL	N/EL	N/EL	N/EL								1.24%		
Data processing, hosting and related activities	CCM 8.1/ CCA 8.1	3	0.07%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.05%		
Data-driven solutions for reducing GHG emissions	CCM 8.2/ CCA 8.2	3	0.08%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Research, development and innovation close to the market	CCM 9.1	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Specialised services relating to the energy performance of buildings	CCM 9.3	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Programming and broadcasting	CCA 8.3	98	2.73%	N/EL	EL	N/EL	N/EL	N/EL	N/EL								1.41%		
Motion picture, video and television programme production; sound recording and music publishing	CCA 13.3	154	4.29%	N/EL	EL	N/EL	N/EL	N/EL	N/EL								2.75%		
Flood risk prevention and protection infrastructure	CCA 14.2	3	0.09%	N/EL	EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Demolition and dismantling of buildings and other structures	CE 3.3	1	0.03%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.00%		

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		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Road and motorway maintenance	CE 3.4	229	6.39%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.00%		
Sale of second-hand goods	CE 5.4	0	0.00%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.00%		
Product as a service and other use- and outcome-oriented circular service models	CE 5.5	170	4.75%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.00%		
Capital expenditures of Taxonomy-eligible but not environmentally sustainable activities (A.2)		**958**	**26.75%**	**8.46%**	**7.12%**	**0.00%**	**11.18%**	**0.00%**	**0.00%**								**9.10%**		
Capital expenditures of Taxonomy-eligible activities (A)		**1,216**	**33.95%**	**15.33%**	**7.44%**	**0.00%**	**11.18%**	**0.00%**	**0.00%**								**10.03%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Capital expenditures of activities that are not Taxonomy-eligible		**2,365**	**66.05%**																
Total (A+B)		**3,581**	**100.00%**																

	Share of CapEx/Total CapEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM Climate change mitigation	6.87%	15.33%
CCA Adaptation to climate change	0.32%	22.74%
WTR Water and marine resources		0.00%
CE Circular economy		14.79%
PPC Pollution		0.00%
BIO Biodiversity and ecosystems		0.00%

Opex of the eligible and aligned activities according to European Taxonomy

Financial year	2023			Substantial Contribution Criteria						DNSH Criteria - Does No Significant Harm									
Economic Activities (1)	Code(s) (2)	Absolute OpEx (3)	Share of OpEx (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Share of OpEx aligned with (A.1.) or eligible for (A.2.) the Taxonomy, year N-1 (18).	Category (enabling activity) (19)	Category (transitional activity) (20)
		Currency	%	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Operating expenditures of environmentally sustainable activities (A.1)																			
of which enabling																		E	
of which transitional																			T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Operating expenditures of Taxonomy-eligible but not environmentally sustainable activities (A.2)																			
Operating expenditures of Taxonomy-eligible activities (A)																			
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Operating expenditures of activities that are not Taxonomy-eligible		**2,091**																	
Total (A+B)		**2,091**																	

Turnover

Nuclear energy and fossil fuel activities

Nuclear energy activities	
The company conducts, finances or is exposed to research into, development, demonstration and roll-out of innovative facilities that generate electricity using nuclear processes with minimum waste produced in the fuel cycle. (activity 4.26)	No
The company conducts, finances or is exposed to the construction and safe operation of new nuclear facilities that generate electricity or heat for industry, in particular for heating urban environments or industrial processes such as hydrogen production, including improving the safety of these facilities, using the best available technology. (activity 4.27)	Yes
The company conducts, finances or is exposed to the safe operation of existing nuclear facilities that produce electricity or heat for industry, in particular for heating urban environments or industrial processes such as hydrogen production, including improving the safety of these facilities. (activity 4.28)	Yes
Fossil fuel activities	
The company conducts, finances or is exposed to the construction or operation of facilities that produce electricity from gaseous fossil fuels. (activity 4.29)	Yes
The company conducts, finances or is exposed to the construction, refurbishment and operation of facilities that use gaseous fossil fuels for combined heating/cooling systems and electricity production. (activity 4.30)	No
The company conducts, finances or is exposed to the construction, refurbishment and operation of facilities that use gaseous fossil fuels for heating/cooling systems. (activity 4.31)	No

Taxonomy-aligned economic activities (denominator)

	Amount and proportion (information must be presented in monetary amounts and percentages)					
	CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
Economic activities	**Amount**	**%**	**Amount**	**%**	**Amount**	**%**
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.26 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.27 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.28 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.29 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.30 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.31 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of other economic activities aligned to the Taxonomy not referred to in lines 1 to 6 above in the denominator of the Turnover	**11,776**	**21%**	**11,684**	**21%**	**92**	**0%**
Total turnover	**56,017**	**100%**				

Taxonomy-aligned economic activities (numerator)

	Amount and proportion (information must be presented in monetary amounts and percentages)					
	CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
Economic activities	Amount	%	Amount	%	Amount	%
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.26 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI						
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.27 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.28 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.29 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.30 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI						
Amount and proportion of the economic activity aligned with the Taxonomy referred to in section 4.31 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI						
Amount and proportion of other economic activities aligned with the Taxonomy not referred to in lines 1 to 6 above in the numerator of the turnover	**11,776**	**100%**	**11,684**	**99%**	**92**	**1%**
Total amount and total proportion of economic activities aligned with the Taxonomy in the numerator of turnover	**11,776**	**100%**	**11,684**	**99%**	**92**	**1%**

Economic activities eligible for, but not aligned with, the Taxonomy

	Amount and proportion (information must be presented in monetary amounts and percentages)					
	CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
Economic activities	Amount	%	Amount	%	Amount	%
Amount and proportion of economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.26 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.27 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	73	0%	73	0%	0	0%
Amount and proportion of the economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.28 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	394	1%	394	1%	0	0%
Amount and proportion of the economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.29 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	29	0%	29	0%	0	0%
Amount and proportion of economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.30 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of the economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.31 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of other economic activities eligible for, but not aligned with, the Taxonomy not referred to in lines 1 to 6 above in the denominator of the CA	**17,526**	**31%**	**10,180**	**18%**	**2,185**	**4%**
Total amount and total proportion of economic activities eligible for the Taxonomy, but not aligned with it, in the denominator of turnover	**18,021**	**32%**				

Economic activities not eligible for the Taxonomy

Economic activities	Amount	Percentage
Amount and proportion of the economic activity referred to in line 1 of Template 1 that is not eligible for the Taxonomy, in accordance with section 4.26 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI		
Amount and proportion of the economic activity referred to in line 2 of Model 1 that is not eligible for Taxonomy, in accordance with section 4.27 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI	812	45%
Amount and proportion of the economic activity referred to in row 3 of template 1 that is not eligible for Taxonomy, in accordance with section 4.28 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI	4	0%
Amount and proportion of the economic activity referred to in line 4 of Template 1 that is not eligible for Taxonomy, in accordance with section 4.29 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI	42	0%
Amount and proportion of the economic activity referred to in line 5 of template 1 that is not eligible for Taxonomy, in accordance with section 4.30 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI		
Amount and proportion of the economic activity referred to in line 6 of Model 1 that is not eligible for Taxonomy, in accordance with section 4.31 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI		
Amount and proportion of other economic activities not eligible for the Taxonomy and not referred to in lines 1 to 6 above in the denominator of turnover	**25,362**	**45%**
Total amount and total proportion of economic activities not eligible for the Taxonomy in the denominator of the turnover	**26,220**	**47%**

CAPEX

Taxonomy-aligned economic activities (denominator)

	Amount and proportion (information must be presented in monetary amounts and percentages)					
	CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
Economic activities	**Amount**	**%**	**Amount**	**%**	**Amount**	**%**
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.26 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.27 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the enominator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.28 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.29 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.30 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.31 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the denominator of CapEx						
Amount and proportion of other economic activities aligned with the Taxonomy not referred to in lines 1 to 6 above in the denominator of CAPEX".	**258**	**7%**	**246**	**7%**	**12**	**0%**
Total CapEx	**3,581**	**100%**				

Taxonomy-aligned economic activities (numerator)

Economic activities	Amount and proportion (information must be presented in monetary amounts and percentages)					
	CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
	Amount	%	Amount	%	Amount	%
Amount and proportion of economic activity aligned to the Taxonomy referred to in section 4.26 of Annexes I and II of Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI						
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.27 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.28 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.29 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI	0	0%	0	0%	0	0%
Amount and proportion of economic activity aligned with the Taxonomy referred to in section 4.30 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI						
Amount and proportion of the economic activity aligned with the Taxonomy referred to in section 4.31 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the numerator of the applicable KPI						
Amount and proportion of other economic activities aligned to the Taxonomy not referred to in lines 1 to 6 above in the numerator of the applicable PCI	**258**	**100%**	**246**	**96%**	**12**	**4%**
Total amount and proportion of economic activities aligned with the Taxonomy in the CAPEX numerator	**258**	**100%**				

Economic activities eligible for, but not aligned with, the Taxonomy

Economic activities	Amount and proportion (information must be presented in monetary amounts and percentages)					
	CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
	Amount	%	Amount	%	Amount	%
Amount and proportion of economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.26 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.27 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	1	0%	1	0%	-	0%
Amount and proportion of the economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.28 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	7	0%	7	0%	-	0%
Amount and proportion of the economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.29 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	1	0%	1	0%	-	0%
Amount and proportion of economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.30 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of the economic activity eligible for, but not aligned with, the Taxonomy referred to in section 4.31 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
Amount and proportion of other economic activities eligible for the Taxonomy, but not aligned with it, not referred to in lines 1 to 6 above in the denominator of the CapEx	**948**	**26%**	**293**	**8%**	**255**	**7%**
Total amount and total proportion of economic activities eligible for the Taxonomy, but not aligned with it, in the denominator of CapEx	**958**	**27%**				

Economic activities not eligible for the Taxonomy

Economic activities	Amount	Percentage
Amount and proportion of the economic activity referred to in line 1 of Template 1 that is not eligible for the Taxonomy, in accordance with section 4.26 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI		
Amount and proportion of the economic activity referred to in line 2 of Model 1 that is not eligible for Taxonomy, in accordance with section 4.27 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI	-	0%
Amount and proportion of the economic activity referred to in row 3 of template 1 that is not eligible for Taxonomy, in accordance with section 4.28 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI	13	0%
Amount and proportion of the economic activity referred to in line 4 of Template 1 that is not eligible for Taxonomy, in accordance with section 4.29 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI	1	0%
Amount and proportion of the economic activity referred to in line 5 of template 1 that is not eligible for Taxonomy, in accordance with section 4.30 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI		
Amount and proportion of the economic activity referred to in line 6 of Model 1 that is not eligible for Taxonomy, in accordance with section 4.31 of Annexes I and II to Delegated Regulation (EU) 2021/2139, in the denominator of the applicable KPI		
Amount and proportion of other economic activities not eligible for the Taxonomy and not referred to in lines 1 to 6 above in the denominator of CapEx	**2,351**	**66%**
Total amount and total proportion of economic activities not eligible for the Taxonomy in the CapEx denominator	**2,365**	**66%**

8.5 GLOSSARY

ABPU (Average Billing Per User):

- In the mobile segment, it is equal to the total of mobile sales billed to customers (BtoC and BtoB) divided by the average number of customers over the period. It excludes MtoM SIM cards and free SIM cards.
- In the fixed segment, it is equal to the total of fixed sales billed to customers (excluding BtoB) divided by the average number of customers over the period.

B2B (business to business): when one business makes a commercial transaction with another.

Backlog:

- **Bouygues Construction, Colas, Equans:** the amount of work still to be done on projects for which a firm order has been taken, i.e. the contract has been signed and has taken effect (after notice to proceed has been issued and suspensory clauses have been lifted).
- **Bouygues Immobilier:** sales outstanding from notarized sales plus total sales from signed reservations that have still to be notarized.

  Under IFRS 11, Bouygues Immobilier's backlog does not include sales from reservations taken via companies accounted for by the equity method (co-promotion companies where there is joint control).

Business segment: designates each one of the Bouygues group's six main subsidiaries, namely Bouygues Construction, Bouygues Immobilier, Colas, Equans, TF1 and Bouygues Telecom.

Construction businesses: Bouygues Construction, Bouygues Immobilier and Colas.

Current operating profit/(loss) from activities: current operating profit from activities (COPA) equates to current operating profit before amortisation and impairment of intangible assets recognised in acquisitions (PPA).

EBITDA after Leases: current operating profit after taking account of the interest expense on lease obligations, before (i) net charges for depreciation, amortization and impairment losses on property, plant and equipment and intangible assets, (ii) net charges to provisions and other impairment losses and (iii) effects of losses of control. Those effects relate to the impact of remeasuring retained interests.

EBITDA margin after Leases (Bouygues Telecom): EBITDA after Leases as a proportion of sales from services.

Energies and services businesses: Equans.

Free cash flow: net cash flow (determined after (i) cost of net debt, (ii) interest expense on lease obligations and (iii) income taxes paid), minus net capital expenditure and repayments of lease obligations. It is calculated before changes in working capital requirements (WCR) related to operating activities and excluding frequencies. Free cash flow by business segment is shown in Note 17 "Segment information" in the notes to the consolidated financial statements at 31 December 2023 in Chapter 6 of this document.

FTTH (Fibre to the Home): optical fibre from the central office (where the operator's transmission equipment is installed) all the way to homes or business premises (Arcep definition).

FTTH premises:

- **secured:** the horizontal deployed, being deployed or ordered up to the concentration point.
- **marketed:** the connectable sockets, i.e. the horizontal and vertical deployed and connected via the concentration point.

Group (or the "Bouygues group"): designates Bouygues SA and all the entities that are controlled directly or indirectly by Bouygues SA as defined in Article 233.3 of the French Commercial Code.

Growth in sales like-for-like and at constant exchange rates:

- **at constant exchange rates:** change after translating foreign-currency sales for the current period at the exchange rates for the comparative period;
- **on a like-for-like basis:** change in sales for the periods compared, adjusted as follows:
  - for acquisitions, by deducting from the current period those sales of the acquired entity that have no equivalent during the comparative period;
  - for divestments, by deducting from the comparative period those sales of the divested entity that have no equivalent during the current period.

MtoM: machine to machine communication. This refers to direct communication between machines or smart devices or between smart devices and people via an information system using mobile communications networks, generally without human intervention.

Net surplus cash/(net debt): the aggregate of cash and cash equivalents, overdrafts and short-term bank borrowings, non-current and current debt, and financial instruments. Net surplus cash/(net debt) does not include non-current and current lease obligations. A positive figure represents net surplus cash and a negative figure represents net debt. The main components of change in net debt are presented in Note 9 to the consolidated financial statements at 31 December 2023 in Chapter 6 of this document.

Order intake (Bouygues Construction, Colas): a project is included under order intake when the contract has been signed and has taken effect (the notice to proceed has been issued and all suspensory clauses have been lifted) and the financing has been arranged. The amount recorded corresponds to the sales the project will generate.

Reservations by value (Bouygues Immobilier): the € amount of the value of properties reserved over a given period.

- **Residential properties:** the sum of the value of unit and block reservation contracts signed by customers and approved by Bouygues Immobilier, minus registered cancellations.
- **Commercial properties:** these are registered as reservations on notarized sale.

For co-promotion companies:

- if Bouygues Immobilier has exclusive control over the co-promotion company (full consolidation), 100% of amounts are included in reservations;
- if joint control is exercised (the company is accounted for by the equity method), commercial activity is recorded according to the amount of the equity interest in the co-promotion company.

Sales from services (Bouygues Telecom) comprise:

- Sales billed to customers, which include:
  - **In Mobile:**
    - For B2C customers: sales from outgoing call charges (voice, texts and data), connection fees, and value-added services.
    - For B2B customers: sales from outgoing call charges (voice, texts and data), connection fees, and value-added services, plus sales from business services.
    - Machine-To-Machine (MtoM) sales.
    - Visitor roaming sales.
    - Sales generated with Mobile Virtual Network Operators (MVNOs)
  - **In Fixed:**
    - For B2C customers: sales from outgoing call charges, fixed broadband services, TV services (including Video on Demand and catch-up TV), and connection fees and equipment hire.
    - For B2B customers: sales from outgoing call charges, fixed broadband services, TV services (including Video on Demand and catch-up TV), and connection fees and equipment hire, plus sales from business services.
    - Sales from bulk sales to other fixed line operators.
    - Sales from incoming Voice and Texts.
    - Spreading of handset subsidies over the projected life of the customer account, required to comply with IFRS 15.
    - Capitalisation of connection fee sales, which is then spread over the projected life of the customer account.

Site worker (Compagnon in French): term used within the Bouygues group to designate employees working on building and civil works and on transport, energies & services infrastructure worksites.

Other sales (Bouygues Telecom): difference between Bouygues Telecom's total sales and sales from services.

It comprises:

- Sales from handsets, accessories and other.
- Roaming sales.
- Non-telecom services (construction of sites or installation of FTTH lines).
- Co-financing of advertising.

Wholesale: wholesale market for telecoms operators

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Front cover: The Saint-Denis Aquatics Centre built by Bouygues Bâtiment Ile-de-France (Bouygues Construction), which has four swimming pools, two of which are competition pools, as well as seating for 2,500 spectators.

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You can read and download the 2023 Universal Registration Document and the Integrated Report from

www.bouygues.com

The Bouygues group's 2023 Integrated report is available on request.

The 2023 "At a Glance" document is available in French, English, German, Korean, Spanish, Japanese, Chinese (Mandarin) and Dutch. (Limited print run).

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