

2.4 REMUNERATION OF CORPORATE OFFICERS OF BOUYGUES SA

This report was prepared under the auspices of the Governance, Selection and Remuneration Committee. It provides details of (i) the components of the total remuneration and benefits of all kinds paid during the year ended 31 December 2025, or awarded in respect of that year, to corporate officers and (ii) the remuneration policy applicable to corporate officers for the office they hold, in accordance with Article L. 22-10-8.1 of the Commercial Code.

2.4.1 Remuneration policy

This remuneration policy is aligned on the principles laid down in the previous remuneration policy and was approved by the Board of Directors on 25 February 2026, on a recommendation from the Governance, Selection and Remuneration Committee.

The Board of Directors ensures that the remuneration policy applicable to corporate officers is in the interests of the company; is aligned on the Group's strategy (including its Sustainability and 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 23 April 2026 in the fifth, sixth and seventh 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 Governance, Selection and Remuneration Committee, incorporates incentivisation measures. Those measures reflect the Group's commercial and sustainability strategy (including its climate strategy), which is oriented towards profitable and durable growth pursued in a responsible manner consistently with the interests of the company itself and of all its stakeholders.

COMPLIANCE

When analysing remuneration policy and making proposals to the Board of Directors, the Governance, Selection and Remuneration Committee pays close attention to the recommendations of the Afep-Medef Code, to which Bouygues refers.

The disclosures contained in this section on the inclusion of sustainability performance metrics in incentivisation schemes for Executive Officers also address data points GOV-3_02, GOV-3_03, and GOV-3_04 as per the Sustainability Statement provided in chapter 3 of the 2025 Universal Registration Document.

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 comparable groups and companies. The Board also seeks to achieve a balance between fixed, annual variable and long-term components in the remuneration structure for Executive Officers. 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 financial and non-financial performance.

CONSISTENCY AND CLARITY OF RULES

The Board of Directors 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

A comprehensive approach is used to determine the remuneration structure for corporate officers. For Executive Officers (Chief Executive Officer and Deputy Chief Executive Officers), remuneration comprises the following components:

- fixed remuneration, which in principle is adjusted relatively infrequently;
- annual variable remuneration;
- long-term remuneration, in the form of awards of performance shares;
- limited benefits in kind;
- a supplementary pension scheme; and
- as the case may be, remuneration for serving as a director.

Corporate officers are not paid any non-competition indemnity when they leave office.

A termination benefit may in some cases be paid to corporate officers in respect of salaried positions they have held 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 of Bouygues may be awarded remuneration for holding corporate office within other Group companies. The decision on whether or not to award remuneration rests with the governance bodies of the company in which the office is held. Any such remuneration is disclosed as part of the ex-post remuneration disclosures.

The remuneration policy does not include any specific clawback mechanism in respect of variable remuneration.

COMPETITIVENESS

The Board of Directors relies on comparative studies to ensure that the remuneration of corporate officers is consistent and competitive with market practices – whether in overall terms, or in terms of the structure and the allocation between different components. The recommendations of the Governance, Selection and Remuneration Committee take account of the

level and components of remuneration awarded to executive officers by one or more peer groups comprised of comparable groups and companies. Those panels were selected in 2024 for their relevance and transparency, with assistance from the executive pay consultancy Mercer; they comprise a CAC 40 peer group (excluding banking, insurance and luxury goods) and a sector-based peer group derived from the STOXX 600. A detailed description of those peer groups is given in section 2.4.1.2, relating to the remuneration policy for the Chief Executive Officer.

PERFORMANCE AND HOW IT IS MEASURED

Precise, exacting financial and non-financial performance criteria are set for both annual variable and long-term remuneration. The performance criteria take account of the interests of Bouygues and its shareholders, and the practices applied by comparable groups and companies.

The criteria used help maintain a link between the Group's performance and the remuneration of corporate officers with a short-term, medium-term and long-term perspective, and as such are aligned with the trajectory set out in the Group's business plan and sustainability strategy (including the climate strategy).

The vast majority of the performance criteria are quantifiable. Qualitative criteria may also be applied to a limited extent, but must be clearly defined.

REVIEWING THE REMUNERATION POLICY

The Group's remuneration policy is reviewed regularly by the Board of Directors based on recommendations from the Governance, 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 Governance, 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 Governance, 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 annual fixed and variable remuneration, 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 Governance, 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: line managers, 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 senior executives and 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 skills and mindset 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 company's results.

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 key performance indicators (KPIs) 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 70,000 Group employees are shareholders in Bouygues.

In addition, every year around 700 senior executives and high-potential managers are awarded stock options.

MANAGING CONFLICTS OF INTEREST

To prevent any conflict of interest, half of the Board members are 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 Conflicts of Interest Compliance Programme. These require any director with a potential conflict of interest to refrain from participating in the debate or vote on the issue in question (for more information, see section 2.3.6.2 of the 2025 Universal Registration Document).

In addition, the Executive Officers are not present when the Board of Directors deliberates on their remuneration.

Role of the Governance, Selection and Remuneration Committee

The Governance, 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.

Although it takes advice from the Ethics, CSR and Patronage Committee on components, criteria and objectives linked to the sustainability strategy, it is the Governance, Selection and Remuneration Committee that coordinates and oversees all of the work in this area, and that reports its recommendations to the Board of Directors. The remit of the Governance, Selection and Remuneration Committee is described in detail in section 2.3.5.2 of the 2025 Universal Registration Document.

Role of the Ethics, CSR and Patronage Committee

The Governance, Selection and Remuneration Committee works collaboratively with the Ethics, CSR and Patronage Committee, with which it holds joint meetings to (i) decide on recommendations to the Board of Directors about non-financial criteria and sustainability components to be included in executive remuneration under the overall remuneration policy and (ii) evaluate attainment of those criteria.

Evaluation of performance criteria

Every year the Governance, Selection and Remuneration Committee reviews and evaluates the fixed remuneration of Executive Officers, and the rules for determining the annual variable and long-term remuneration awarded to Executive Officers. In doing so, it takes advice on non-financial criteria and KPIs from the Ethics, CSR and Patronage Committee, as described above.

FINANCIAL CRITERIA

Each financial criterion is allocated a lower bound (trigger point), an intermediate bound, and an upper bound (cap). For each of those criteria, the Board of Directors sets a mathematical formula for calculating the variable portion payable (subject to a cap), based on the value attained as per either (i) the audited consolidated financial statements for the financial year or (ii) the level of total shareholder return (TSR) relative to the objective.

If the actual performance exceeds the level set for the upper bound, the value of the variable portion cannot exceed the cap set for the criterion in question.

If the actual performance is below the level set for the lower bound, the value of the variable portion is zero.

Between the upper and lower bounds, the value is determined by linear interpolation.

Evaluations are disclosed in the ex-post report on remuneration.

NON-FINANCIAL CRITERIA

Because the non-financial criteria are more than 90% quantifiable, the evaluation is determined mathematically based on audited outcomes for the relevant KPI (e.g. health and safety, climate and environment, gender balance).

If a serious adverse event occurs during the financial year, the Committee may propose that the Board of Directors downgrade those outcomes, potentially down to zero. Outcomes can only be revised downwards.

Evaluations are disclosed in the ex-post report on remuneration.

NO OFFSET BETWEEN CRITERIA

There can be no offset between financial criteria. Specifically, outperformance on one criterion cannot offset underperformance on another. Each criterion is evaluated separately from the others, and the outcome cannot be offset against the outcome from any other criterion.

Similarly, there can be no offset between non-financial criteria.

Nor can there be any offset between financial and non-financial criteria.

The no-offset rule applies to annual variable remuneration and to long-term variable remuneration.

Powers of the Board of Directors to amend the remuneration policy**LEGAL DEROGATIONS FROM THE REMUNERATION POLICY IN EXCEPTIONAL CIRCUMSTANCES**

In exceptional circumstances, the Board of Directors, acting on a proposal from the Governance, 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 could include a significant 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 Governance, Selection and Remuneration Committee, adjust the criteria and performance conditions for annual and long-term variable remuneration. 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.

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 2025 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 Governance, 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. The Board of Directors has used its adjustment powers on one occasion (in November 2022), following completion of the Equans acquisition which had a substantive impact on the scope of the Bouygues group.

Except where an adjustment is necessary (i) in exceptional circumstances as covered by the legal derogation and (ii) in the event of a substantive change in the scope of the Group, the Board of Directors has no powers to amend remuneration policies approved by the shareholders, including specifically the financial and non-financial criteria on which the annual variable and long-term components of executive remuneration are contingent.

As mentioned above in relation to the evaluation of performance criteria, the Board of Directors has no powers to offset the outcome of any criterion against the outcome of another; the upper bound represents a cap for each criterion.

Any amendment to the policy and/or adjustment to a criterion made by the Board of Directors must be properly substantiated, and disclosed to the shareholders.

Application of the remuneration policy to newly appointed Executive Officers

In the event of a change in governance structure or the appointment of a new Executive Officer in 2026, the principles, criteria and components of remuneration specified in the 2026 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 Governance, 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 Governance, 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.

Most recent shareholder votes

The voting results from the last-but-one Annual General Meeting held on 25 April 2024 revealed concerns among some institutional shareholders and proxy advisors, demonstrating a need for greater clarity and further explanations about the remuneration policy for the Chief Executive Officer and Deputy Chief Executive Officers, and about some components of their remuneration.

Following that Annual General Meeting, Bouygues made efforts to step up dialogue with shareholders, and to address some of their expectations. These included greater stability in the executive remuneration policy over time; evidence justifying the competitiveness of remuneration relative to peer companies; better alignment on the Group's performance; greater transparency on the criteria for annual variable and long-term variable remuneration (ex ante and ex post); and governance arrangements for the power to amend the remuneration policy and/or adjust certain criteria.

The results of the shareholder votes on remuneration at the most recent Annual General Meeting held on 29 April 2025 showed clear progress from the previous Annual General Meeting. Bouygues remains ready to listen to shareholder concerns on executive remuneration and governance, and the two-way dialogue with key shareholders and proxy advisors that began in late 2024 continues at pace.

Amendments 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 25 February 2026, 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 2025 remuneration policy.

On that basis the Board of Directors, acting on the recommendation of the Governance, Selection and Remuneration Committee and subject to approval by the Annual General Meeting of 23 April 2026, resolved to roll forward the principles, components and key characteristics of the 2025 remuneration policy for corporate officers without making any significant changes, in particular as regards the structure and components of their remuneration. However, the Board of Directors is proposing to increase the weighting of long-term variable remuneration for the Chief Executive Officer, by linking part of that remuneration to attainment of objectives aimed at accelerating growth at Equans.

2.4.1.2 Remuneration policy specific to each individual Executive Officer

The Board of Directors, acting on a recommendation from the Governance, 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 2026.

The Board of Directors is asking the Annual General Meeting to approve a remuneration policy that is aligned on the previous 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

Since 17 February 2021, Martin Bouygues has held office as Chairman of the Board of Directors, in a governance structure that separates the roles of Chairman and Chief Executive Officer (see section 2.1.1. of the 2025 Universal Registration Document).

The Chairman of the Board of Directors may be removed from office at any time by the Board of Directors.

He 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 comparable groups or companies.

For the 2026 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 Governance, Selection and Remuneration Committee), in light of his in-depth knowledge of the Group, experience and expertise.

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

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 2025 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 has acquired no supplementary pension rights since 2019, and is no longer eligible for any supplementary pension scheme.

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 CONTRACT OF EMPLOYMENT

Olivier Roussat was appointed as Chief Executive Officer in February 2021 for an initial three-year term of office. His term of office was renewed by the Board meeting of 26 February 2024 for a further 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. PEER COMPARISONS

At the request of the Governance, Selection and Remuneration Committee, the remuneration structure of the Chief Executive Officer is subject to regularly-updated peer comparisons carried out with assistance from an external consultancy firm (Mercer). Those peer comparisons, intended to ensure that the remuneration of the Group's principal executive officer is aligned with market practices, rely on the most recent data from the 2025 financial year.

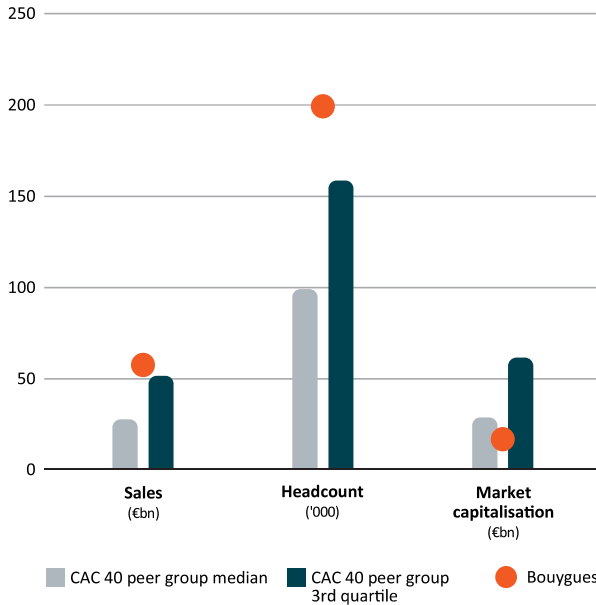
The Governance, Selection and Remuneration Committee selected two peer groups: (i) all CAC 40 companies (except those in the luxury goods, banking and insurance sectors) and (ii) a sector-based peer group comprised of European companies and also used to measure relative Total Shareholder Return (TSR).

The following criteria were used in constructing the peer groups: sales, headcount and market capitalisation. The first two are representative of the diversity of the Bouygues group's activities, while the third is widely used.

| | |
|--|--|
| CAC 40 peer group (excluding luxury goods, banking and insurance) | ACCOR, AIR LIQUIDE, AIRBUS, ARCELOR, BUREAU VERITAS, CAPGEMINI, CARREFOUR, DANONE, DASSAULT, EDENRED, ENGIE, EUROFINS SCIENTIFIC, ESSILOR, LEGRAND, MICHELIN, ORANGE, PERNOD RICARD, PUBLICIS, RENAULT, SAFRAN, SAINT-GOBAIN, SANOFI, SCHNEIDER ELECTRIC, STELLANTIS, STMICROELECTRONICS, THALES, TOTAL, UNIBAIL RODAMCO, VEOLIA and VINCI |
| European sector-based peer group | VINCI, SAINT-GOBAIN, SKANSKA, ACS, SPIE, HOCHTIEF AG, ORANGE, DEUTSCHE TELEKOM, VODAFONE, VIVENDI and PUBLICIS |

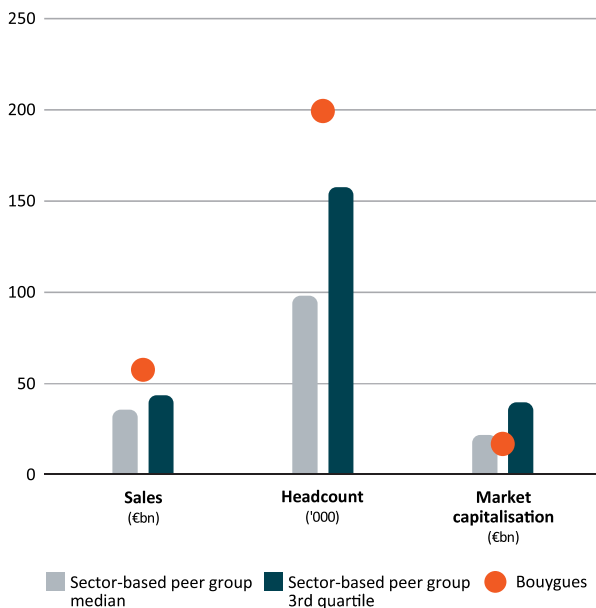
The chart below shows where Bouygues is positioned in terms of sales, headcount and market capitalisation (2025 values), relative to the median and the third quartile of the 2025 CAC 40 peer group (excluding luxury goods, banking and insurance).

CAC 40 peer group (excluding luxury goods, banking and insurance) in 2025 versus Bouygues



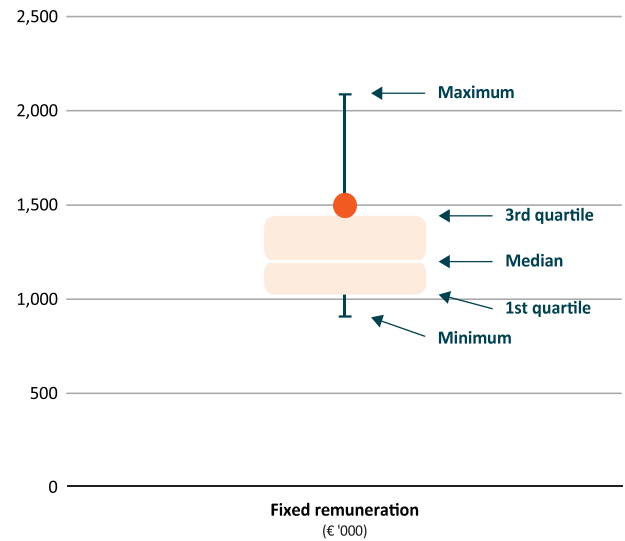
The chart below shows where Bouygues is positioned in terms of sales, headcount and market capitalisation (2025 values), relative to the median and the third quartile of the sector-based peer group (2025 values).

Sector-based peer group in 2025 versus Bouygues

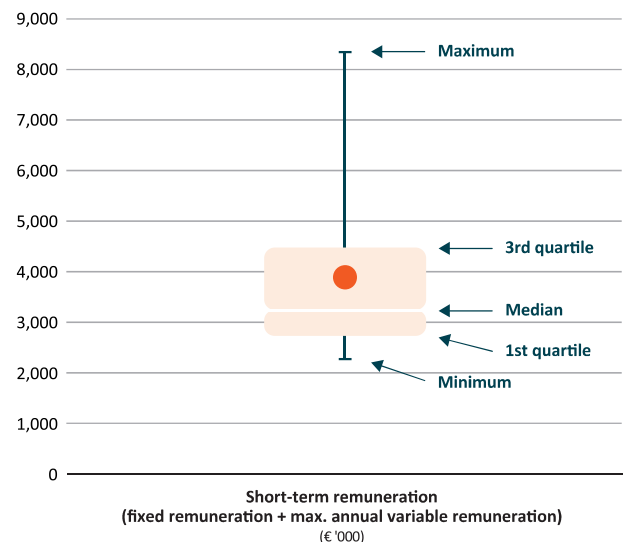


The charts below show where Bouygues is positioned in terms of the remuneration of its Chief Executive Officer (showing fixed remuneration, total annual cash remuneration and overall remuneration separately, at 2025 values), relative to the first-quartile, median and third-quartile values of those three components for the Chief Executive Officers (or Chairs/Chief Executive Officers) of the CAC 40 peer group (2025 values).

Fixed remuneration: CAC 40 peer group CEOs (excluding luxury goods, banking and insurance) in 2025 versus Bouygues CEO



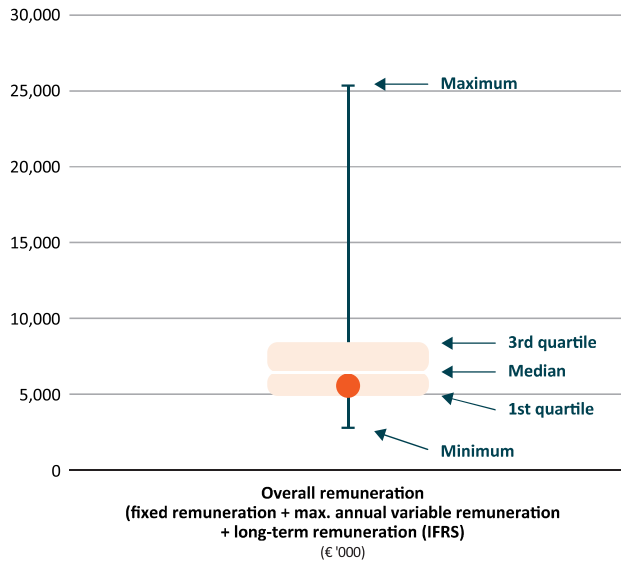
Total annual cash remuneration: CAC 40 peer group CEOs (excluding luxury goods, banking and insurance) in 2025 versus Bouygues CEO



CORPORATE GOVERNANCE

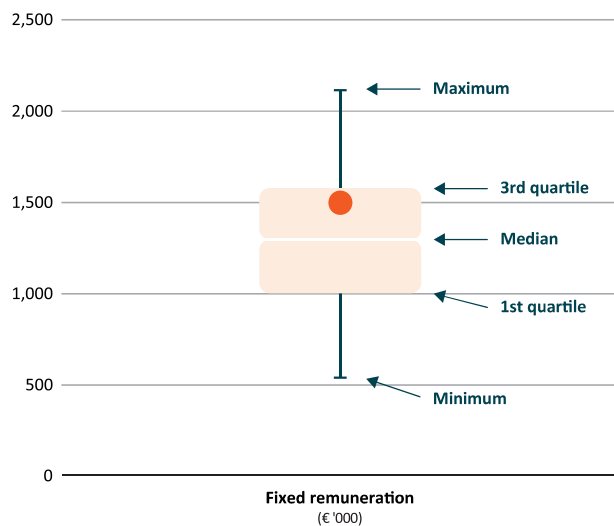
Remuneration of corporate officers of Bouygues SA

Overall remuneration: CAC 40 peer group CEOs (excluding luxury goods, banking and insurance) in 2025 versus Bouygues CEO

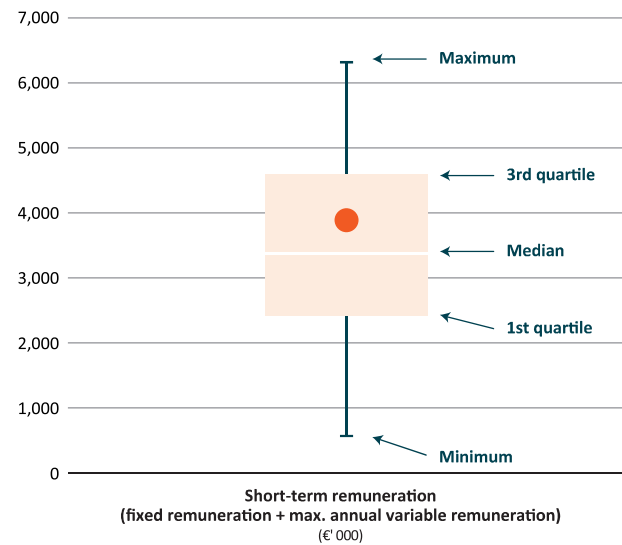


The charts below show where Bouygues is positioned in terms of the remuneration of its Chief Executive Officer (showing fixed remuneration, total annual cash remuneration and overall remuneration separately, at 2025 values), relative to the first-quartile, median and third-quartile values of those three components for the Chief Executive Officers (or Chairs/Chief Executive Officers) of the sector-based peer group (2025 values).

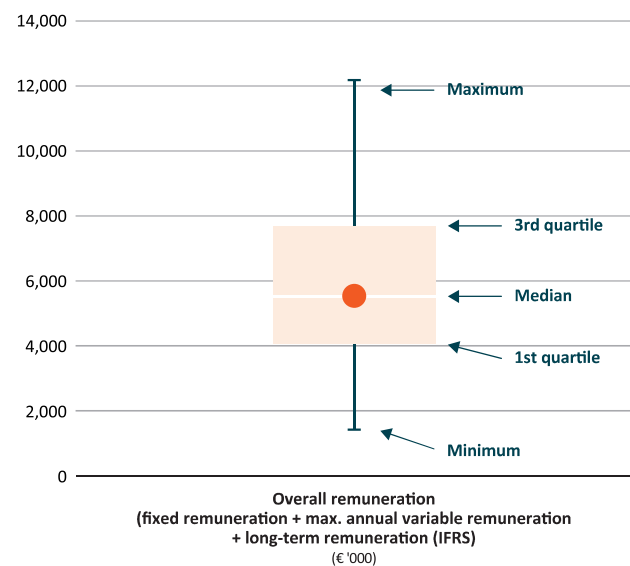
Fixed remuneration: sector-based peer group CEOs in 2025 versus Bouygues CEO



Total annual cash remuneration: sector-based peer group CEOs in 2025 versus Bouygues CEO



Overall remuneration: sector-based peer group CEOs in 2025 versus Bouygues CEO



The peer comparisons show that as regards the 2025 remuneration of the Chief Executive Officer of Bouygues:

- his fixed remuneration is aligned with the third quartile of the peer groups;
- his total annual cash remuneration (fixed + theoretical annual variable) lies between the median and the third quartile of the two peer groups;
- his overall remuneration (fixed + theoretical annual variable + long-term) lies slightly below the median of the CAC 40 peer group, and slightly above the median of the sector-based peer group.

The peer group analysis confirms that the structure and level of remuneration of the Chief Executive Officer of Bouygues are aligned with market practices.

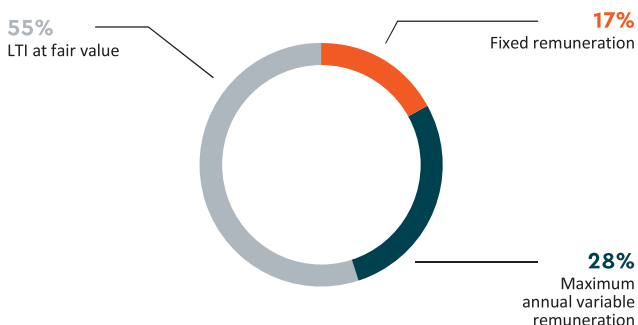
C. PRESENTATION OF THE 2026 REMUNERATION PACKAGE OF OLIVIER ROUSSAT, CHIEF EXECUTIVE OFFICER

| Fixed remuneration: €1,500,000 | | | |
|--|---|------------------------------|-----------------------|
| | Objective Lower bound | Objective Intermediate bound | Objective Upper bound |
| Annual variable remuneration | (% fixed remuneration) | | |
| P1 – Current operating profit from activities | 15% | 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% |
| • Human Resources | 7.5% | 7.5% | 7.5% |
| • Management | 7.5% | 7.5% | 7.5% |
| TOTAL | 90% | 135% | 160% |
| Long-term variable remuneration (2026-2028 LTI) | (objective and number of shares) | | |
| A1 – Group ROCE (2026-2028 average) | 19,600 | 51,000 | 71,600 |
| A2.1 – TSR – Absolute Performance (Bouygues vs iBoxx) | 9.432% 9,100 | 9.432% 9,100 | 9.432% 9,100 |
| A2.2 – TSR – Relative Performance (Bouygues vs Benchmark) | +0.0 pts 14,700 | +3.0 pts 22,900 | +6.0 pts 27,300 |
| A3 – CSR (58% Climate/42% HR KPIs) | 42,000 | 42,000 | 42,000 |
| • Climate | 24,500 | 24,500 | 24,500 |
| • HR KPIs | 17,500 | 17,500 | 17,500 |
| TOTAL | 85,400 | 125,000 | 150,000 |
| Long-term variable remuneration (2026-2029 "Equans Acceleration" LTI) | (objective and number of shares) | | |
| Annual sales growth – Equans (2026-2029) | 60,000 | 120,000 | 160,000 |
| • Tranche 1 | 15,000 | 30,000 | 40,000 |
| • Tranche 2 | 15,000 | 30,000 | 40,000 |
| • Tranche 3 | 15,000 | 30,000 | 40,000 |
| • Tranche 4 | 15,000 | 30,000 | 40,000 |
| TOTAL | 60,000 | 120,000 | 160,000 |
| Benefits in kind | Company car Chauffeur/security guard Loss of earnings insurance Tax consultant | | |
| Collective death, disability and health cover | Collective schemes applied within Bouygues | | |
| Supplementary pension | "Article 82" retirement benefit scheme (award in the form of performance shares) | | |
| Exceptional remuneration | None | | |
| Severance benefit | None | | |
| Non-competition indemnity | None | | |

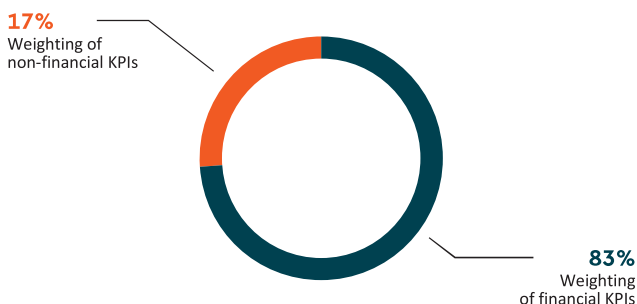
CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

2026 remuneration policy for Olivier Roussat (CEO)



Weighting of financial and non-financial KPIs in maximum variable remuneration awarded in 2026 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 comparable groups or companies.

For the 2026 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 Governance, Selection and Remuneration Committee seek to ensure that the variable remuneration of the Chief Executive Officer is consistent with the company's financial and non-financial 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). Variable remuneration awarded for a financial year is capped at 160% of FR.

Acting on a recommendation from the Governance, Selection and Remuneration Committee, the Board meeting of 25 February 2026 set the following criteria for annual variable remuneration:

- **Four quantifiable financial criteria**, which could in total represent up to 120% of FR:
 - P1 = Current operating profit from activities (up to 30% of FR);
 - P2 = Net profit attributable to the Group (up to 40% of FR);
 - P3 = Net surplus cash/net debt (up to 40% of FR);
 - P4 = Strategy criterion (up to 10% of FR); and
- **Five non-financial criteria (P5)**^a 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 is the highest-weighted criterion at 10% of FR:
 - **Compliance (7.5% of FR):** Assessment of compliance based on (i) training employee in ethics and compliance, (ii) monitoring of measures taken in response to compliance breaches, and (iii) dissemination of the whistleblowing system. This criterion will be calculated as an average of the level of attainment of the objectives across the business segments.

The Governance, Selection and Remuneration Committee may propose that the Board scale down the allocation rate (even down to zero) in the event of a serious incident during the year, or if known compliance breaches have not been followed up with appropriate measures.

- a Criteria that have been subject to joint scrutiny by the Governance, Selection and Remuneration Committee and the Ethics, CSR and Patronage Committee, in accordance with the general principles for determining the remuneration policy for Executive Officers as described in section 2.4.1.1 above.

Health & Safety (7.5% of FR):

- To reinforce prevention of risks at work, Bouygues Construction, Colas and Equans have since 2025 measured the number of serious workplace accidents, in addition to the standard metrics (frequency rate and severity rate). This exacting measure is a good benchmark for evaluating the effectiveness of measures taken to achieve the ambitious target of zero serious accidents. Bouygues is firmly committed to preventing major incidents by applying stringent measures and continually upgrading safety on worksites and in other operations. That commitment extends to everyone on site (in-house and agency staff and subcontractors), in line with the Group's mission to protect the lives and health of all who work on its contracts.

Consequently, the component of variable remuneration linked to health and safety outcomes will be contingent on the total number of serious accidents across everyone working on site (in-house and agency staff and subcontractors) within Bouygues Construction, Colas and Equans. The Governance, Selection and Remuneration Committee has set a trigger point, and an upper bound which if attained, generates the maximum amount of variable remuneration for this criterion. The upper bound is reached if the number of serious accidents is less than the lowest figure recorded in the last three years.

- For 2026, if the total number of serious accidents within Bouygues Construction, Colas and Equans is 71 or fewer (versus 79 for 2025) and there are no fatal accidents, variable remuneration for this criterion will be 7.5% of fixed remuneration. If the number of serious accidents is 88 or more (versus 102 for 2025), no variable remuneration will be payable for this criterion. Between those two bounds, variable remuneration will be 5% of fixed remuneration. In the event of one or more fatal accidents, remuneration for this criterion will be reduced by 2%, and hence will be capped at 5.5% of fixed remuneration.

In the event of a year-on-year increase in the number of fatal accidents or an exceptional health and safety incident, the Governance, Selection and Remuneration Committee may propose that the Board scale down the allocation rate (even down to zero).

▪ **Climate & Environment (10% of FR):**

The Climate & Environment criterion for the annual variable remuneration of corporate officers will be calculated as the average of the attainment levels for KPIs specific to each business segment:

| Business segment | Climate objective | Resources objective |
|------------------------------|--|---|
| Bouygues Construction | Reduce scope 1 & 2 GHG emissions <ul style="list-style-type: none"> • If the reduction between 2021 and 2026 is 22% or more: maximum bonus • If the reduction between 2021 and 2026 is less than 22%: Reduce scope 1 & 2 GHG emissions between end-2025 and end-2026: Lower bound: < -3.5% Intermediate bound: [-3.5% and -4.4%] Upper bound: ≥ -4.4% | Account for water abstractions from mains supply for at least 85% of eligible Topsite ^a evaluated worksites in France and the UK |
| Bouygues Immobilier | Increase to at least 30% the percentage of residential building permit applications (weighted by habitable m ² ^b) submitted in 2026 targeting 2028 threshold or above: Lower bound: < 24% Intermediate bound: [24% & 30%] Upper bound: ≥ 30% Obtain alignment of sales with European green taxonomy of 50% or more | |
| Colas | Reduce scope 1 & 2 GHG emissions <ul style="list-style-type: none"> • If the reduction between 2019 and 2026 is 20% or more: maximum bonus • If the reduction between 2019 and 2026 is less than 20%: Reduce scope 1 & 2 GHG emissions between end-2025 and end-2026: Lower bound: < -2.7% Intermediate bound: [-2.7% and -3.4%] Upper bound: ≥ -3.4% | Account for water abstractions from mains supply for 10% of 2026 sales |
| Equans | Reduce scope 1 & 2 GHG emissions <ul style="list-style-type: none"> • If the reduction between 2023 and 2026 is 18% or more: maximum bonus • If the reduction between 2023 and 2026 is less than 18%: Reduce scope 1 & 2 GHG emissions between end-2025 and end-2026: Lower bound: < -5.1% Intermediate bound: [-5.1% and -6.4%] Upper bound: ≥ -6.4% | Account for water abstractions from mains supply for at least 95% of 2026 sales (across all geographies) |
| TF1 | Obtain eco-design accreditation for at least 8 programmes produced by TF1 (TF1 Production & Studio TF1), and at least 2 dramas and 2 unscripted shows among new bought-in French programmes (external production) and Launch the eco-design concept at Studio TF1 International Carry out 25 Business Reviews within the Top 100 suppliers, challenging them on their decarbonisation plans | |
| Bouygues Telecom | Reduce scope 1 & 2 GHG emissions <ul style="list-style-type: none"> • If the reduction between 2021 and 2026 is 24% or more: maximum bonus • If the reduction between 2021 and 2026 is less than 24%: Reduce scope 1 & 2 GHG emissions between end-2025 and end-2026: Lower bound: < -3.9% Intermediate bound: [-3.9% and -4.9%] Upper bound: ≥ -4.9% | Determine the environmental and social impact, and availability of 20% of components mapped in 2025 and used in Bouygues Telecom own-brand products |

a Topsite V2 projects account for around 95% of Bouygues Construction's business.

b The weighted share per m² of habitable area for building permits is equal to the surface area (in m² habitable area) of building permits submitted in 2026.

In the event of (i) an increase of more than 2% in scope 3 emissions relative to 2026 forecasts or (ii) an exceptional incident of an environmental nature within the measurement scope, after an analysis of the circumstances the Governance, Selection and Remuneration Committee may propose that the Board scale down the allocation rate (even to zero).

In 2026, the Climate & Environment performance criteria focus on two key strands of the Group's environmental strategy:

- Decarbonising the Group's own operations: each business segment, apart from Bouygues Immobilier and TF1, has a KPI linked to attainment of its SBTi objectives for scopes 1 & 2.

- Embedding circular economy principles appropriate for each business segment, either by improving data on the resource footprint or by increasing use of secondary resources (especially secondary water sources at Colas, Bouygues Construction and Equans).

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

- **Human Resources (7.5% of FR):** the Human Resources criterion applied to the annual variable remuneration of corporate officers will be calculated as the average of the attainment levels for the following business segment-level KPIs.

- **Increased proportion of women hired to senior positions (2% of FR):**

This KPI is the cornerstone of efforts to increase the representation of women in our organisations, in specific target areas and/or in fields where women are under-represented (such as operational or technical roles):

| Business segment | Objective |
|-----------------------|---------------------|
| Bouygues Construction | 25% |
| Bouygues Immobilier | 32% |
| Colas | 20.7% |
| TF1 | Between 35% and 40% |
| Bouygues Telecom | 35% |
| Equans | 17% |

- **Percentage of women in posts at grades 17 and above ^a (2% of FR):**

This KPI applies worldwide, but is particularly important for France insofar as it identifies employees in executive roles in the spirit of the Rixain law.

The objective is to ensure that by the end of 2026, the number of women in posts at grade 17 is greater than or equal to the number of women in posts at grade 18 and above.

- **Human rights (2% of FR):** Following the presentation of the Human Rights Action Plan at the end of 2025, two KPIs will be monitored in 2026. The first relates to respect for human rights within the value chain, including evaluations of strategic suppliers. The second relates to human resources, in particular extending the use of decent pay diagnostics to new countries.

- **Internal job mobility (1.5% of FR):** In connection with the rollout of the new internal job mobility platform, and to ensure that employees buy into it, two KPIs have been set: the percentage completion rate of user profiles, and the integration of the tool into key HR processes (such as annual appraisals and onboarding) into the platform.

- **Managerial performance (7.5% of FR)** assessed in terms of factors such as implementation of formal action plans in response to opinion surveys conducted within the Group.

Method used to determine annual variable remuneration for 2026

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 2026 is based on outcomes computed with reference to three pre-determined “bounds” for each of the criteria (see above for the methodology and weighting applied to each criterion).

- **P1, P2, P3 and P4**

Payment of each of the four 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 outcomes 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. Each upper bound acts as a cap, even if the attainment level exceeds it.

- **P5**

For P5, performance will be measured by averaging the outcomes obtained by each business segment.

Cap

The sum total 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.

Pre-conditions for payment

Variable remuneration due for a given year is determined by the Board of Directors, acting on a recommendation from the Governance, Selection and Remuneration Committee ^p, 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 variable remuneration due for 2026 is contingent on approval by the Annual General Meeting called in 2027 to approve the 2026 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 (on a recommendation from the Governance, Selection and Remuneration Committee) of his actual performance level for each of the criteria initially adopted.

Long-term remuneration

2026-2028 performance share plan (LTI)

The Chief Executive Officer is eligible for long-term remuneration, also known as the long-term incentive (LTI) plan.

This takes the form of a contingent, deferred, performance-related award of existing Bouygues shares free of charge, intended to align his interests as an Executive Officer 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 Governance, Selection and Remuneration Committee, the Board meeting of 25 February 2026 decided to roll forward the same long-term remuneration package as was put in place for the 2025 financial year.

That package is consistent with the Commercial Code (Articles L. 225-197-1 et seq and L. 22-10-59 et seq).

For 2026, a maximum of 150,000 Bouygues shares could be awarded to the Chief Executive Officer. That award represents just under 0.04% of the share capital of Bouygues as of 31 December 2025 ^c.

Those shares would be awarded to the Chief Executive Officer 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.

Vesting of the shares will be contingent upon a continuing employment condition that applies until the end of the vesting period, and on the fulfilment of performance conditions measured over a three-year period (2026, 2027 and 2028).

a Based on the Willis Towers Watson (WTW) grading method.

b The Governance, Selection and Remuneration Committee took the advice of the Ethics, CSR and Patronage Committee on the evaluation of non-financial criteria (see section 2.4.1.1 above).

c Resolution 18 submitted to the Annual General Meeting of 23 April 2026 sets a cap of 0.15% of the share capital for the total number of shares that can be allotted free of charge to Executive Officers pursuant to the authorisation contained in that resolution.

Performance conditions

A1 = ROCE – Return on Capital Employed. This criterion is intended to measure average value creation by the Bouygues group over the 2026, 2027 and 2028 period.

A2 = Bouygues TSR – Total Shareholder Return. This involves a double approach:

- An absolute performance approach (A2.1), under which Bouygues TSR 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 (as of 31 December of the year preceding the award of the shares) for corporate issuers with a rating of between A- and A+ for a maturity of between three and five years.

As of 31 December 2025, that rate was 3.05%, which in fine over three years gives a TSR objective of 9.43%, the value which must be attained for this criterion if the shares are to vest (lower bound = intermediate bound = upper bound).

- 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.

The performance of Bouygues shares is measured over a three-year period relative to sector indices that reflect the Group's principal activities (STOXX® Europe 600 Construction & Materials, STOXX® Europe 600 Telecommunications, STOXX® Europe 600 Media).

The lower bound for this criterion is attained if the performance of Bouygues shares is the same as that of the basket of shares.

The intermediate bound is attained if the performance of Bouygues shares is 3 points above that of the basket of shares.

The upper bound is attained if the performance of Bouygues shares is 6 points above that of the basket of shares.

Performance is measured using Bloomberg data (for Bouygues and the indices), and assumes that dividends are reinvested.

A3 = CSR objectives:

- Climate (58% of A3): The Climate & Environment criterion for long-term remuneration of corporate officers will be calculated as the average of the attainment levels for business segment-level KPIs. All of the shares will be awarded if the percentage target is attained or exceeded. If the attainment level for a criterion is between 90% and 100%, it will be deemed partially attained (50% validated).

| Business segment | Objective |
|------------------------------|--|
| Bouygues Construction | For concrete and reinforcing rods within scope (France, UK, Hong Kong, Switzerland and Australia), increase to at least 60% the proportion of orders/contracts placed by Procurement with suppliers committed to decarbonisation |
| Bouygues Immobilier | Increase to 18 the number of master agreements that require submission of environmental and health declarations Increase by 25% the use of master agreements for elevator and painting work packages |
| Colas | Reduce carbon intensity of bought-in cement, in line with the SBTi trajectory for scope 3a |
| Equans | Increase to 30% the proportion of strategic suppliers that have reported formal commitments to reduce their emissions |
| TF1 | At least 60% of the TF1 vehicle fleet to be EVs |
| Bouygues Telecom | Commit 15 suppliers during the period to contractual obligations to reduce their emissions |

- HR KPIs (42% of A3): The Human Resources (HR) criterion for long-term remuneration of corporate officers will be calculated as the average of the attainment levels for business segment-level KPIs, which for the period from January 2026 to December 2028 are:

- the proportion of job vacancies filled by internal candidates (excluding fixed-term contracts);
- rollout of a policy aimed at increasing representation of women in posts at grade 18 and above (Willis Towers Watson methodology);
- introduction of KPIs on succession and diversity in managerial roles, increased inter-generational communication, and future-proofing for the impact of artificial intelligence on job profiles at business segment level through targeted support packages.

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 outcomes obtained by the business segments, and will vary accordingly.

If the "lower bound" is not attained, A = 0.

Continuing employment condition

Vesting of the shares is contingent upon the beneficiary remaining with Bouygues as a corporate officer and/or employee until the expiry of the vesting period, i.e. the date of the 2029 Annual General Meeting.

If that condition is no longer met, the beneficiary's entitlement to long-term remuneration will be definitively forfeited.

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 rules.

The Board of Directors reserves the right to derogate from those rules on a case by case basis based on advice from the Governance, Selection and Remuneration Committee.

Delivery

Delivery of the shares will take place on the expiry of the plan vesting period, i.e. the day after the Annual General Meeting held in 2029.

Cap

The number of performance shares awarded and potentially deliverable to the Chief Executive Officer at the end of the vesting period is capped at 150,000 shares.

Minimum holding, lock-up period and hedging

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. The beneficiary would be required to hold in registered form a minimum quantity of shares representing the equivalent of 1.5 times his annual fixed 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.

“Equans Acceleration” 2026-2029 performance share plan (LTI)

Acting on a recommendation from the Governance, Selection and Remuneration Committee, the Board meeting of 25 February 2026 proposed introducing an additional long-term remuneration plan, over and above the existing plan described above, for which the Chief Executive Officer would be the sole beneficiary.

That additional plan would take the form of a contingent, deferred award of a maximum of 160,000 Bouygues shares to the Chief Executive Officer, representing approximately 0.04% of the share capital of Bouygues as of 31 December 2025 (and, when aggregated with the 2026-2028 performance share plan described above, slightly below 0.08% of the share capital as of the same date) ^a.

The plan is contingent upon objectives for sales growth (organic and non-organic) at Equans, and is intended to support the growth strategy for Equans and by extension, delivering faster and more sustainable growth in the Bouygues group's results.

Extending over a total period of four years (2026, 2027, 2028 and 2029), the plan increases the weight of the Chief Executive Officer's long-term remuneration while maintaining his overall compensation in line with market levels.

The plan reinforces the Chief Executive Officer's commitment over time while rewarding sustainable performance and the attainment of key strategic objectives for the Bouygues group.

The deferred, contingent award of those shares to the Chief Executive Officer would take place 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.

Vesting of the shares will be contingent upon a continuing employment condition that applies until the end of the plan vesting period, and on the fulfilment of performance conditions measured annually over a total period of four years (2026, 2027, 2028 and 2029).

Performance conditions

The Equans Acceleration 2026-2029 plan comprises four successive annual tranches (Tranche 1: 2026, Tranche 2: 2027, Tranche 3: 2028 and Tranche 4: 2029), each with a maximum quantity of 40,000 shares.

For each annual tranche, the Board of Directors will set, at the start of each reference year, the target level of the objectives for that year, based on three bounds (lower, intermediate and upper).

The attainment level of the objectives set for each tranche will be communicated to the meeting of the Board of Directors held to close off the financial statements of the reference year for that tranche. Each year, the Board of Directors, in its report on remuneration, will report to the Annual General Meeting on (i) the attainment level of objectives set for the past year and (ii) the quantity of shares liable to be delivered in respect of that year to the Chief Executive Officer at the expiry of the plan vesting period, subject to the continuing employment condition.

Continuing employment condition

Vesting of the shares is contingent upon the beneficiary remaining with Bouygues as a corporate officer and/or employee until the expiry of the vesting period, i.e. the date of the 2030 Annual General Meeting.

If that condition is no longer met, the beneficiary's entitlement to long-term remuneration will be definitively forfeited.

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 rules.

The Board of Directors reserves the right to derogate from those rules on a case by case basis based on advice from the Governance, Selection and Remuneration Committee.

Delivery

Delivery of the shares, for all tranches, will take place on the expiry of the plan vesting period, i.e. the day after the Annual General Meeting held in 2030.

Minimum holding, lock-up period and hedging

See above under “Long-term remuneration: 2026-2028 performance share plan (LTI)”.

Benefits in kind

The Chief Executive Officer is provided with a company car.

Bouygues also provides the Chief Executive Officer with a chauffeur/ security guard, 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 scheme**“Article 82” retirement benefit scheme**

The Board meeting of 26 February 2024, acting on recommendations from the Governance, Selection and Remuneration Committee, approved the implementation of 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 ^b.

Beneficiaries of the former vested rights scheme governed by Article L. 137-11-2 of the Social Security Code retain all rights acquired prior to 1 January 2024, but have been unable to acquire any further rights under that scheme since that date.

The retirement benefit scheme governed by Article 82 of the General Tax Code, which has been in place since 2024, is intended to build up retirement savings for the beneficiaries such that on retirement, those savings are immediately available to them and are equivalent to what they would have acquired under the previous scheme governed by Article L. 137-11-2 of the Social Security Code.

a Resolution 18 submitted to the Annual General Meeting of 23 April 2026 sets a cap of 0.15% of the share capital for the total number of shares that can be allotted free of charge to Executive Officers pursuant to the authorisation contained in that resolution.

b For more information about the scheme that was in place until 1 January 2024, refer to page 97 of the 2023 Universal Registration Document.

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. 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).
4. Frequency of vesting of rights: annual.
5. 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.
6. 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 3 above).
7. 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.
8. Funding is contracted out to an insurance company, to which an annual premium is paid.
9. 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 for the Chief Executive Officer

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 2027 Annual General Meeting, subject to attainment of the performance condition.

The shares will not vest in the Chief Executive Officer until his voluntary or compulsory retirement. 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%.

Exceptional remuneration

The Chief Executive Officer is not entitled to exceptional remuneration.

Severance benefit on leaving office

No severance benefit is payable to the Chief Executive Officer on leaving office.

Non-competition indemnity

None.

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, the Board of Directors appointed Edward Bouygues as a Deputy Chief Executive Officer in February 2021, for an initial term of office of three years. His term of office was renewed by the Board of Directors on 26 February 2024 for a further 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.

Pascal Grangé, who was also appointed as a Deputy Chief Executive Officer in 2021, has resigned from office with effect from 31 December 2025.

The Deputy Chief Executive Officer may be removed from office at any time by the Board of Directors, acting on a proposal from the Chief Executive Officer.

Edward Bouygues does not have an employment contract.

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

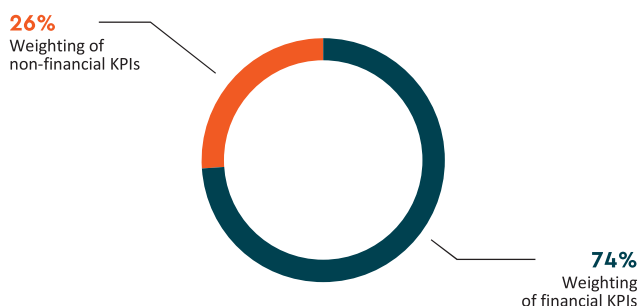
B. PRESENTATION OF THE 2026 REMUNERATION PACKAGE OF EDWARD BOUYGUES, DEPUTY CHIEF EXECUTIVE OFFICER

| Fixed remuneration: €650,000 | | | |
|---|---|------------------------------|-----------------------|
| | Objective Lower bound | Objective Intermediate bound | Objective Upper bound |
| Annual variable remuneration | (% fixed remuneration) | | |
| P1 – Current operating profit from activities | 15% | 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% |
| • Human Resources | 7.5% | 7.5% | 7.5% |
| • Management | 7.5% | 7.5% | 7.5% |
| TOTAL | 90% | 135% | 160% |
| Long-term variable remuneration (2026-2028 LTI) | (objective and number of shares) | | |
| A1 – Group ROCE (2026-2028 average) | 7,800 | 19,000 | 28,800 |
| | 9.432% | 9.432% | 9.432% |
| A2.1 – TSR – Absolute Performance (Bouygues vs iBoxx) | 3,700 | 3,700 | 3,700 |
| | +0.0 pts | +3.0 pts | +6.0 pts |
| A2.2 – TSR – Relative Performance (Bouygues vs Benchmark) | 5,700 | 7,800 | 11,000 |
| A3 – CSR (58% Climate/42% HR KPIs) | 16,500 | 16,500 | 16,500 |
| • Climate | 9,625 | 9,625 | 9,625 |
| • HR KPIs | 6,875 | 6,875 | 6,875 |
| TOTAL | 33,700 | 47,000 | 60,000 |
| Benefits in kind | Company car Chauffeur/security guard Tax consultant | | |
| Collective death, disability and health cover | Collective schemes applied within Bouygues | | |
| Supplementary pension | "Article 82" scheme | | |
| Exceptional remuneration | None | | |
| Severance benefit | None | | |
| Non-competition indemnity | None | | |

2026 remuneration policy for Edward Bouygues (Deputy CEO)



Weighting of financial and non-financial KPIs in maximum variable remuneration awarded in 2026 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 comparable groups or companies.

The gross annual fixed remuneration of Edward Bouygues remains unchanged at €650,000.

Annual variable remuneration

The Board of Directors and the Governance, Selection and Remuneration Committee seek to ensure that the variable remuneration of Deputy Chief Executive Officers is consistent with the company's financial and non-financial 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 C Remuneration policy applicable to the Chief Executive Officer – Annual variable remuneration).

Method used to determine annual variable remuneration for 2026

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 C Remuneration policy applicable to the Chief Executive Officer – Method used to determine annual variable remuneration for 2026).

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 the Deputy Chief Executive Officer.

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 C 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

The Deputy Chief Executive Officer is eligible for long-term remuneration, also known as the long-term incentive (LTI) plan.

He is entitled to long-term remuneration in the form of a contingent, deferred, performance-related award of existing Bouygues shares free of charge, intended to align his interests as an Executive Officer more closely with those of the shareholders, in particular by taking account of the stock market performance of Bouygues shares.

For 2026, the long-term remuneration plan allows for a contingent, deferred, performance-related award of a maximum of 60,000 Bouygues shares to Edward Bouygues free of charge. That award represents just under 0.02% of the share capital of Bouygues as of 31 December 2025^a. The award of shares will be contingent upon a continuing employment condition that applies until the end of the vesting period, and on the fulfilment of performance conditions measured over a three-year period (2026, 2027 and 2028).

The conditions for long-term remuneration are identical to those described above for the Chief Executive Officer in section 2.4.1.2 C Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration – “2026-2028 Performance Share Plan (LTI)”.

Performance conditions

The criteria on which the long-term remuneration award is contingent are the same as those described above for the Chief Executive Officer in section 2.4.1.2 C Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration – “2026-2028 performance share plan (LTI)”. In the case of Deputy Chief Executive Officers, the Board of Directors may, where justified by specific circumstances and for legitimate reasons, alter or waive all or some of the performance conditions.

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 in section 2.4.1.2 C Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration – “2026-2028 performance share plan (LTI)”.

Cap

The number of performance shares awarded and potentially deliverable at the end of the vesting period to the Deputy Chief Executive Officer is capped at 60,000 shares for Edward Bouygues.

Minimum holding, lock-up period and hedging

The minimum holding and lock-up period for shares delivered to the beneficiary as long-term remuneration is the same as that described above for the Chief Executive Officer in section 2.4.1.2 C Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration – “2026-2028 performance share plan (LTI)”.

Benefits in kind

The Deputy Chief Executive Officer is provided with a company car and a chauffeur/security guard, and a set number of hours of advice from a tax/wealth management consultant.

Social protection

The Deputy 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 scheme

“Article 82” retirement benefit scheme

As indicated above for the Chief Executive Officer, the Board meeting of 26 February 2024, having reviewed the recommendations of the Governance, Selection and Remuneration Committee, approved the implementation of 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 retirement benefit scheme implemented in 2024 and governed by Article 82 of the General Tax Code is intended to build up retirement savings for its beneficiaries such that on retirement, those savings are immediately available to them.

The Deputy Chief Executive Officer is entitled to benefit under the “Article 82” scheme on the same terms and conditions as those described in the section on the remuneration policy applicable to the Chief Executive Officer, with his rights being contingent on the same performance condition.

However, the Deputy Chief Executive Officer will receive his rights in cash on retirement, unlike the Chief Executive Officer who will receive his rights in the form of shares.

^a Resolution 18 submitted to the Annual General Meeting of 23 April 2026 sets a cap of 0.15% of the share capital for the total number of shares that can be allotted free of charge to Executive Officers pursuant to the authorisation contained in that resolution.

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

Exceptional remuneration

The Deputy Chief Executive Officer is not entitled to exceptional remuneration.

Severance benefit on leaving office

No severance benefit is payable to the Deputy Chief Executive Officer on leaving office.

Non-competition indemnity

The Deputy Chief Executive Officer is not entitled to any non-competition indemnity.

Amendments to the remuneration policies applicable to Deputy Chief Executive Officers in respect of 2024 and 2025

The Annual General Meeting of 23 April 2026 will be asked to approve amendments to the remuneration policies applicable to Deputy Chief Executive Officers in respect of 2024 and 2025, as approved by the Annual General Meetings of 25 April 2024 (eighth resolution) and 29 April 2025 (seventh resolution), to authorise the Board of Directors in specific and duly evidenced circumstances to alter or waive all or some of the performance conditions on which vesting of performance shares awarded under long-term remuneration plans is contingent.

On the advice of the Governance, Selection and Remuneration Committee, and subject to approval of that amendment by the Annual General Meeting, the Board meeting of 25 February 2026 proposed waiving the performance conditions on which vesting of shares awarded to Pascal Grangé under the 2024-2026 and 2025-2027 long-term remuneration plans was contingent. (for more details, see section 5.4 Description of the stock option and performance share plans). This proposal takes account of the exceptional commitment shown by Pascal Grangé during his career of more than 40 years with the Bouygues group and the initiatives that have been actioned, and amply delivered, under his leadership.

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^a except for the directors representing employees, who hold 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 2025).

Directors may be removed from office at any time by a general meeting of 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 25 April 2024 set the overall amount of remuneration awarded to directors for holding office at €1,100,000 per financial year.

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 accordance with the recommendations of the Governance, Selection and Remuneration Committee, the Board meeting of 25 February 2026 rolled forward to 2026 the remuneration policy applicable to directors in 2025, with no change.

Consequently, 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 another committee (Governance, Selection and Remuneration/Ethics, CSR and Patronage) | €34,500 |
| • Member of another committee (Governance, Selection and Remuneration/Ethics, CSR and Patronage) | €17,250 |

In addition, some directors may 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.

^a In accordance with Article 13.2 of the Articles of Association, the term of office may by way of exception set at two or four years, in order to smooth the renewal of terms of office.

2.4.2 Remuneration of corporate officers in 2025

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 29 April 2025. 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 5 March 2025 and approved by the Annual General Meeting of 29 April 2025 (seventh resolution). The Board meeting of 25 February 2026, acting on the recommendation of the Governance, Selection and Remuneration Committee, after taking advice from the Ethics, CSR and Patronage Committee, carried out an evaluation of the performance of the Executive Officers in respect of the 2025 financial year.

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 invoices Bouygues for 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 2026 is subject to approval by the Annual General Meeting of 23 April 2026 (fourth resolution) under the regulated agreements procedure.

2.4.2.1 2025 remuneration of Martin Bouygues

| Presentation of the remuneration package of Martin Bouygues in respect of 2025 | | | | |
|--|--|------------------|--------------|-----------------------------------|
| Fixed remuneration | Remuneration for serving as a director | Benefits in kind | Health cover | Supplementary pension |
| €490,000 | €69,230 | €28,425 | €1,440 | No entitlement in respect of 2025 |

A. Total remuneration and benefits of all kinds

FIXED REMUNERATION

For the 2025 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 €1,440 in respect of the 2025 financial year.

Supplementary pension scheme

Martin Bouygues has not acquired any supplementary pension rights since 2019.

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.

Those benefits amounted to €28,425 based on the valuation method used.

REMUNERATION FOR SERVING AS A DIRECTOR

Martin Bouygues received annual remuneration of €69,230 for serving as a director of Bouygues.

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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 Executive Officer's remuneration, and average

and median remuneration, were calculated on the basis of remuneration paid during the year.

Only employees in post for all 12 months of the year in question were included when calculating these ratios. Note that 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 (Article 27.2), the scope used is the Bouygues group in France, which represents nearly 100% of the workforce.

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 | 2021 | 2022 | 2023 | 2024 | 2025 |
|--|--------------|--------------|--------------|------------|-------------|
| Change in remuneration (%) | (39)% | (48)% | (26)% | 2% | (2)% |
| Information for Bouygues SA scope (head office) | | | | | |
| Change in average employee remuneration (%) | 3% | 18% | (7)% | (1)% | 14% |
| Ratio to average employee remuneration | 9 | 4 | 3 | 3 | 3 |
| Year-on-year change in ratio (%) | (40)% | (56)% | (25)% | 0% | 0% |
| Ratio to median employee remuneration | 23 | 11 | 8 | 8 | 7 |
| Year-on-year change in ratio (%) | (38)% | (52)% | (27)% | 0% | (13)% |
| Additional information for Bouygues France scope (99% of the workforce) | | | | | |
| Change in average employee remuneration (%) | 3% | (0)% | 5% | 5% | 0% |
| Ratio to average employee remuneration | 31 | 16 | 14 | 11 | 11 |
| Year-on-year change in ratio (%) | (40)% | (48)% | (13)% | (21)% | 0% |
| Ratio to median employee remuneration | 38 | 20 | 11 | 13 | 13 |
| Year-on-year change in ratio (%) | (41)% | (47)% | (45)% | 18% | 0% |
| Company performance | | | | | |
| Financial criterion | Net profit | Net profit | Net profit | Net profit | Net profit |
| Year-on-year change (%) | 62% | (14)% | 4% | 6% | 8% |

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.
- 2022: 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 Governance, Selection and Remuneration Committee, which together constitute the remuneration policy for the Chairman of the Board of Directors as approved by the Annual General Meeting on 29 April 2025 (sixth resolution).

The company has not deviated from the procedure for implementing the remuneration policy.

The Board has not derogated from that policy, or made any adjustments.

2.4.2.2 2025 remuneration of Olivier Roussat

| Fixed remuneration: €1,500,000 | | | | |
|---|---|------------------------------|-----------------------|---------------------------|
| | Objective Lower bound | Objective Intermediate bound | Objective Upper bound | 2025 outcome |
| Annual variable remuneration ^a | (% fixed remuneration) | | | |
| P1 – Current operating profit from activities | 15% | 25% | 30% | 26.0% |
| P2 – Net profit attributable to the Group | 20% | 30% | 40% | 40% |
| P3 – Net surplus cash/(net debt) | 10% | 30% | 40% | 40% |
| P4 – Strategy | 5% | 10% | 10% | 9.9% |
| P5 – Non-financial | 40% | 40% | 40% | 37.1% |
| • Compliance | 7.5% | 7.5% | 7.5% | 7.5% |
| • Health & Safety | 7.5% | 7.5% | 7.5% | 5.5% |
| • Climate & Environment | 10% | 10% | 10% | 9.5% |
| • Gender balance | 7.5% | 7.5% | 7.5% | 7.1% |
| • Management | 7.5% | 7.5% | 7.5% | 7.5% |
| TOTAL | 90% | 135% | 160% | 153% |
| | | | | i.e. €2,294,500 |
| | Objective Lower bound | Objective Intermediate bound | Objective Upper bound | 2023-2025 outcome |
| Long-term variable remuneration (2023-2025 LTI) ^a | (objective and number of shares) | | | (number of shares) |
| A1 – Group ROCE 2023-2025 | 14,000 | 32,500 | 46,500 | 46,500 |
| A2 – Bouygues TSR vs 2023-2025 benchmark | +0.0 pts 17,000 | +0.5 pts 19,500 | +1.0 pt 23,500 | 23,500 |
| A3 – Climate (58%) and Gender Balance (42%) | 30,000 | 30,000 | 30,000 | 25,139 |
| • Climate & Environment | 17,500 | 17,500 | 17,500 | 17,500 |
| • Gender balance | 12,500 | 12,500 | 12,500 | 7,639 |
| TOTAL | 61,000 | 82,000 | 100,000 | 95,139 |
| Benefits in kind | €52,561 | | | |
| Collective death, disability and health cover | €42,837 | | | |
| Supplementary pension | 28% of reference remuneration for 2025 (equivalent in shares) | | | |
| Remuneration for serving as a director | €75,500 | | | |

a See below for non-financial criteria and the attainment levels achieved.

2025 ex post remuneration of Olivier Roussat (CEO)



A. Total remuneration and benefits of all kinds

FIXED REMUNERATION

For the 2025 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 criteria for 2025 were:

- **Compliance** (up to 7.5% of FR): the key performance indicators (KPIs) applied were (i) raising employee awareness of ethics and compliance; (ii) monitoring of measures taken in response to compliance breaches; and (iii) dissemination and promotion of the new whistleblowing system.

Attainment level:

Each KPI within the Compliance criterion was evaluated using quantitative and qualitative information provided to the Governance, Selection and Remuneration Committee. Examples include communications sent by senior executives of the business segments; lists of employees signing up to compliance undertakings and/or receiving compliance training at business segment level; and visual aids and other material used for communication and training purposes.

After examination, the compliance objective was determined as being attained in full, giving entitlement to 7.5% of fixed remuneration for the 2025 financial year.

- **Health & Safety** (up to 7.5% of FR): the variable portion of compensation linked to Health & Safety outcomes is contingent on the total number of serious workplace accidents across everyone working on worksites (in-house employees, temporary workers, and subcontractors) within Bouygues Construction, Colas and Equans. The Bouygues group is firmly committed to preventing major incidents by applying stringent measures and continually upgrading safety at worksites and in other operations.

That commitment is reflected in the calculation of annual variable remuneration, with an upper bound determined on the basis of the lowest number of serious accidents recorded in the last three years. In addition, this component cannot be awarded at 100% unless there are zero fatalities among employees as a result of a workplace accident.

Attainment level:

In 2025, there was a reduction in the number of serious accidents at Bouygues Construction, Colas and Equans to 74 (a fall of 6% from 2024), reflecting the Group's commitment to Health & Safety. However, there were six fatal accidents among Colas employees, plus three at Bouygues Construction and two at Equans. Those accidents underline the need for constant attention to preventive measures, to protect the lives and health of all who work on production sites. The objective was deemed to have been partially attained, to a level of 5.5% of fixed remuneration for 2025.

- **Climate & Environment** (up to 10% of FR): for 2025, the Climate & Environment criterion for annual variable remuneration was structured as follows:

Quantitative criteria based on:

- scope 1 & 2 decarbonisation levers specific to each business segment; and
- scope 3 decarbonisation levers specific to each business segment.

Qualitative criteria based on:

- implementation of climate-related training or methodological actions specific to each business segment; and
- implementation of actions on other environmental issues (e.g. waste management, resource footprint, biodiversity and digital sobriety).

Attainment level:

All business segments have made progress on implementing their climate strategies:

- Validation by all segments of scope 1 & 2 decarbonisation objectives: 100% attainment of this KPI (which represents 3% of FR):

| Business segment | Climate: scopes 1 & 2 | Objective | Outcome |
|-----------------------|--|--|---------|
| Bouygues Construction | Electricity consumption on worksites and fixed sites worldwide sourced from decarbonised energies (including nuclear) | > 50% | 85% |
| Bouygues Immobilier | "Clean" vehicles (<60gCO ₂ /km, i.e. electric or hybrid) as a % of total vehicle fleet | 30% | 32% |
| Colas | Consumption of biofuels as a % of the Group's total consumption of diesel (on and off road) and of biofuels (applies to heavy plant, and heavy and light goods vehicles) | 6% | 7.08% |
| Equans | % of vehicle electrification (company cars and vans) in countries where the electric mix is favourable | 20% of new vehicles registered in 2025 in countries where MHW _e < 0.35 tCO ₂ | 42% |
| TF1 | Transport: reduction in GHG emissions from fuel consumption by company cars (GHG protocol 1.2) | -3% tCO ₂ in 2025 vs 2024 | -6% |
| Bouygues Telecom | % of low-emission vehicles in the vehicle fleet (Bouygues Telecom and its subsidiaries) | 36% | 38% |

- Validation by all segments of scope 3 decarbonisation objectives: 100% attainment of this KPI (which represents 3% of FR):

| Business segment | Climate: scope 3 | Objective | Outcome |
|------------------------------|--|---|---------|
| Bouygues Construction | Carbon intensity of ready mix concrete: Bouygues Bâtiment France scope | <196 kg CO ₂ /m ³ | 194.97 |
| Bouygues Immobilier | Percentage of residential building permit applications (weighted by habitable m ²) filed in 2025 targeting 2028 threshold of RE2020 or above | 8% | 20% |
| Colas | Percentage of recycled asphalt used in production of road surfaces | 19% | 19.48% |
| Equans | Number of engaged suppliers whose trajectory is integrated with the Equans scope 3 carbon trajectory | 50 | 55 |
| TF1 | TF1 & Studio TF1 eco-production: reduction in GHG emissions | 4 Ecoprod certifications at both TF1 and Studio TF1 | 17 |
| Bouygues Telecom | Number of top 50 suppliers who have validated a decarbonisation clause in at least one of their procurement lines during the year | 5 | 5 |

- Validation by all segments of objectives related to implementation of training or methodological actions on climate issues: 100% attainment of this KPI (which represents 1% of FR) for all business segments:
 - Bouygues Construction: objective (establishing a reliable avoided emissions calculation methodology for Bouygues Travaux Publics contracts and eligible refurbishment projects at Bouygues Bâtiment France) attained at end-2025.
 - Bouygues Immobilier: percentage of projects (weighted by habitable m²) with a Work Order issued in 2025 incorporating a non-gas energy system (district heat network, biomass, heat pump, electricity, etc.). Objective 75%, attainment level at end-2025 94%.
 - Colas: Rollout and findings on research into avoided emissions methodology for road maintenance, and performance of tests applying the Rail methodology on two worksites. Simulations had been carried out on several Colas Rail projects by end-2025.
 - Equans: Establishing a reliable avoided emissions calculation methodology for specific solutions in the portfolio, and rollout on relevant offers. The objective was for 15% of the 80 sales reps to receive training; by end-2025, 75% of them had been trained.
 - Bouygues Telecom: objective (devising and launching tailored climate training) attained in full at end-2025.
- Partial validation of objectives related to waste management, resource footprint, biodiversity and digital sobriety: 83% attainment level, representing 2.5% of FR (Colas failed to meet its biodiversity objective):

| Business segment | Objective | Outcome |
|------------------------------|--|------------------------------------|
| Bouygues Construction | Recycle/reuse rate for non-hazardous and inert waste (materials and energy): > 80% in France > 40% outside France | France: 92% Outside France: 62% |
| Bouygues Immobilier | Drafting of a formal action adaptation/resilience plan or resource plan | Achieved |
| Colas | Biodiversity: increase the percentage of priority sites with at least one biodiversity initiative ("Yes" to biodiversity indicator in Echo): 65% | 21% (not achieved) |
| Equans | Rollout of biodiversity pilots/offers in at least two fields (e.g. lighting, PV panels, biomass, landscaping) | Achieved |
| TF1 | Launch of digital sobriety/video life cycle analysis research with Tech unit and TF1+ | Achieved |
| Bouygues Telecom | Carry out resource mapping for own-brand products | Achieved |

Consequently, the Climate-Environment criterion was assessed as having been partially met in respect of 2025, at 9.5% of fixed remuneration.

- Gender balance** (up to 7.5% of FR): Designed to support the objectives of the Bouygues group's Gender Balance Plan, this criterion is assessed by reference to three complementary KPIs: (i) the proportion of women in new hires, applicable to all business segments; (ii) representation of women in posts at grade 17 or higher (under the Willis Towers Watson methodology); and (iii) human rights, with the preparation of a human rights action plan and associated mapping.

Attainment: Ambitious objectives have been set for all of the business segments for hiring women into executive posts, with a particular focus on operational roles. Significant progress was made in 2025, with the majority of business segments reaching their objectives for hiring women into operational roles, excluding support functions. The proportion of women hired into such roles was 55% at Bouygues Telecom, 26% at Bouygues Construction, 21% at Colas, 16% at Equans, 41% at TF1, and 37% at Bouygues Immobilier.

Progress was also made by the majority of business segments in terms of the representation of women in posts at grade 17 and above.

Finally, all of the business segments presented a human rights action plan, accompanied by in-depth risk mapping.

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Consequently, the attainment level of gender balance objectives for 2025 was assessed at 7.1% of fixed remuneration. That figure was calculated on the basis of the average of the attainment levels across all business segments: 100% at Bouygues Construction, Bouygues Immobilier, Equans and TF1, and 83% at Colas and Bouygues Telecom.

- **Management** (up to 7.5% of FR): assessed mainly by reference to rollout of a formal communication plan on internal job mobility within the Group, cascaded down to all business segments.

- **Attainment:** In 2025, the Group rolled out a platform dedicated to internal job mobility and career path management, incorporating AI-powered features. This was supported by a global, Group-wide communication plan, distributed internally across all business segments.

For 2025, this objective is regarded as having been met, with the actual outcomes equating to 7.5% of fixed remuneration.

Following an evaluation of all of those objectives, the Board meeting of 25 February 2026, acting on the recommendation of the Governance, Selection and Remuneration Committee, after taking advice from the Ethics, CSR and Patronage Committee on the non-financial criteria, determined that the level of attainment of the non-financial criteria as a whole gave entitlement to variable remuneration equivalent to 37.1% of fixed remuneration.

Olivier Roussat is therefore eligible for gross annual variable remuneration of €2,294,500 in respect of 2025.

LONG-TERM REMUNERATION

Award of performance shares under the 2025-2027 long-term remuneration plan

The Annual General Meeting of 29 April 2025 approved, as part of the 2025 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 30 July 2025, acting on the recommendation of the Governance, Selection and Remuneration Committee, awarded Olivier Roussat a maximum of 150,000 shares, subject to continuing employment and performance conditions measured over three years, and valued at a total of €2,317,500 on the date of the award. Those conditions are described in the 2024 Universal Registration Document, in section 2.4.1.2 C (Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration).

Vesting of performance shares under the 2023-2025 long-term remuneration plan

The Board meeting of 27 July 2023, in accordance with the remuneration policy as approved by the Annual General Meeting of 27 April 2023, awarded Olivier Roussat a maximum of 100,000 shares subject to continuing employment and performance conditions measured over three years (2023, 2024 and 2025).

The performance conditions are:

- **A1 = ROCE – Return on Capital Employed.** This criterion is intended to measure average value creation by the Bouygues group over the 2023-2025 period. It is determined by comparing average actual ROCE for those three years with the following bounds:

- A lower bound, corresponding to the new historical 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.

Attainment level on expiry of the plan:

- **A1 = ROCE**

The ROCE objective having been 100% attained, 46,500 shares vested.

- **A2 = TSR – Total Shareholder Return.**

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.

Attainment level on expiry of the plan:

As of 31 December 2025, the variance from the benchmark resulted in the vesting of 23,500 shares for this criterion, which was 100% attained.

- **A3 = Climate and Gender Balance objectives:**

- **Climate:**

Two criteria were set for all the business segments:

- Reduction in scope 1 & 2 greenhouse gas emissions (GHG), in line with the trajectory for the business segment to meet its SBTi objective:

- Colas (objective: 14% reduction): objective 100% attained, via a reduction of 18% in scope 1 & 2 GHG emissions.

- Bouygues Construction (objective: 17.7% reduction): objective 100% attained, via a reduction of 52% in scope 1 & 2 GHG emissions.

- Equans (objective: 12% reduction): objective 100% attained, via a reduction of 15% in scope 1 & 2 GHG emissions.

- Bouygues Immobilier (objective: 18.7% reduction): objective 100% attained, via a reduction of 26% in scope 1 & 2 GHG emissions.

- Bouygues Telecom (objective: 7.7% reduction): objective 100% attained, via a reduction of 26% in scope 1 & 2 GHG emissions.

- TF1 (objective: 6.3% reduction): objective 100% attained, via a reduction of 28% in scope 1 & 2 GHG emissions.

- Reduction in scope 3 greenhouse gas emissions (GHG), in line with the trajectory for the business segment to meet its SBTi objective:

- Colas (objective: 7% reduction): objective 100% attained, via a reduction of 19% in scope 3 GHG emissions.

- Bouygues Construction (objective: 13.3% reduction in scope 3 Building, 8.8% reduction in scope 3 Civil Works): objective 100% attained, via reductions of 50% in scope 3 Building GHG emissions and of 23% in scope 3 Civil Works GHG emissions).

- Equans (objective: 13.2% reduction): objective 100% attained, via a reduction of 14% in scope 3 GHG emissions.

- Bouygues Immobilier (objective: 12.5% reduction): objective 100% attained, via a reduction of 48% in scope 3 GHG emissions.

- Bouygues Telecom (objective: 15.4% reduction): objective 100% attained, via a reduction of 27% in scope 3 GHG emissions.
- TF1 (objective: 1.1% reduction): objective 100% attained, via a reduction of 11% in scope 3 GHG emissions.

Attainment level on expiry of the plan:

On expiry of the 2023-2025 plan, all of the business segment-specific climate objectives had been met. Consequently, 17,500 shares will be delivered to Olivier Roussat.

Gender balance:

- Attainment by each business segment of the criteria defined in the 2023-2025 Gender Balance Plan: percentage of women managers, percentage of women on Executive Committees, percentage of women on executive bodies (business segment-specific criteria, representing 50% of the overall gender balance criterion).
- Attainment of Group objectives in the “global” scope: 21.5% of women managers (25% of gender balance criterion), and 30.5 % of women on executive bodies (25% of gender balance criterion).

Attainment level on expiry of the plan:

On expiry of the 2023-2025 plan, the average attainment level of the gender balance objectives was 72%.

The percentage of women managers (objective: 21.5%) was 100% met, having reached 22.3%.

However, the percentage of women on Executive Committees within the business segments (objective: 30.5%) was not met, having reached 27.7%.

Consequently, 7,639 shares will be delivered to Olivier Roussat in respect of the gender balance objectives.

Acting on the recommendation of the Governance, Selection and Remuneration Committee, after taking advice from the Ethics, CSR and Patronage Committee on the non-financial criteria, the Board meeting of 25 February 2026 evaluated the performance conditions for this plan, as indicated above. The Board determined that 95,139 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 €880,949.

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 annual fixed 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 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.

Contributions paid under death, disability and health cover policies amounted to €42,837 in respect of the 2025 financial year.

Supplementary pension scheme

To align the long-term interests of the Chief Executive Officer with those of the shareholders, the Chief Executive Officer receives his rights under the supplementary pension scheme solely in the form of performance shares. The benefit takes the form of a quantity of Bouygues shares equivalent to (i) the amount of payments that would have funded his rights under the “Article 82” scheme applicable to the Executive Officers of Bouygues divided by (ii) the quoted market price of Bouygues shares on the day after the 2026 Annual General Meeting, subject to attainment of the performance condition.

The shares are awarded in accordance with the principles applicable to the supplementary pension scheme, with entitlement to the benefit accruing gradually. The shares will not vest in the beneficiary until 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 vested shares will be subject to exacting lock-up conditions, which prohibit the beneficiary from selling those shares other than gradually (in tranches capped at 5%), and require some of the shares to be retained for a period of up to 15 years.

The Board meeting of 25 February 2026 verified compliance with the performance condition for the 2025 financial year, formally noting that:

- the attainment level for the variable portion of Olivier Roussat’s remuneration for 2025 is 153% of his fixed remuneration; and
- the gross annual amount for determining Olivier Roussat’s rights is €1,062,460, i.e. 28% of his reference remuneration.

Consequently, Olivier Roussat could be awarded, on the day after the Annual General Meeting of 23 April 2026, a number of shares equivalent to the aforementioned gross annual amount divided by the quoted market price of Bouygues shares on the day after that Annual General Meeting.

In addition, Olivier Roussat – who was already a beneficiary under an analogous scheme in respect of his 2024 pension rights – was awarded 26,241 shares on the day after the Annual General Meeting of 29 April 2025 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.

OTHER FORMS OF REMUNERATION

Olivier Roussat received benefits consisting of the use of a company car with chauffeur/security guard, loss of earnings insurance, and a set number of hours of advice from a tax/wealth management consultant.

Those benefits amounted to €52,561 based on the valuation method used.

REMUNERATION PAID BY ENTITIES INCLUDED IN THE SCOPE OF CONSOLIDATION

Olivier Roussat received remuneration of €75,500 for serving as a director with Group subsidiaries.

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

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.

Only employees in post for all 12 months of the year in question were included when calculating these ratios. Note that 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 (Article 27.2), the scope used is the Bouygues group in France, which represents nearly 100% of the workforce.

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 | 2021 | 2022 | 2023 | 2024 | 2025 |
|--|-------------|------------|------------|------------|------------|
| Change in remuneration (%) | (6)% | 52% | 17% | 24% | 27% |
| Information for Bouygues SA scope (head office) | | | | | |
| Change in average employee remuneration (%) | 3% | 18% | (7)% | (1)% | 14% |
| Ratio to average employee remuneration | 16 | 20 | 26 | 32 | 36 |
| Year-on-year change in ratio (%) | (6)% | 25% | 30% | 23% | 13% |
| Ratio to median employee remuneration | 42 | 59 | 66 | 76 | 96 |
| Year-on-year change in ratio (%) | (5)% | 40% | 12% | 15% | 26% |
| Additional information for Bouygues France scope (99% of the workforce) | | | | | |
| Change in average employee remuneration (%) | 3% | (0)% | 5% | 5% | 0% |
| Ratio to average employee remuneration | 56 | 85 | 95 | 112 | 141 |
| Year-on-year change in ratio (%) | (8)% | 52% | 12% | 18% | 26% |
| Ratio to median employee remuneration | 68 | 104 | 113 | 134 | 169 |
| Year-on-year change in ratio (%) | (9)% | 53% | 9% | 19% | 26% |
| Company performance | | | | | |
| Financial criterion | Net profit | Net profit | Net profit | Net profit | Net profit |
| Year-on-year change (%) | 62% | (14)% | 4% | 6% | 8% |

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.
- 2022: 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 Governance, Selection and Remuneration Committee, which together constitute the remuneration policy for the Chief

Executive Officer and the Deputy Chief Executive Officers as approved by the Annual General Meeting on 29 April 2025 (seventh resolution).

The company has not deviated from the procedure for implementing the remuneration policy.

The Board has not derogated from that policy, or made any adjustments.

2.4.2.3 2025 remuneration of Pascal Grangé

Fixed remuneration: €950,000

| | Objective Lower bound | Objective Intermediate bound | Objective Upper bound | 2025 outcome |
|---|---|------------------------------|-----------------------|---------------------------|
| Annual variable remuneration ^a | (% fixed remuneration) | | | |
| P1 – Current operating profit from activities | 15% | 25% | 30% | 26.0% |
| P2 – Net profit attributable to the Group | 20% | 30% | 40% | 40% |
| P3 – Net surplus cash/(net debt) | 10% | 30% | 40% | 40% |
| P4 – Strategy | 5% | 10% | 10% | 9.9% |
| P5 – Non-financial | 40% | 40% | 40% | 37.1% |
| • Compliance | 7.5% | 7.5% | 7.5% | 7.5% |
| • Health & Safety | 7.5% | 7.5% | 7.5% | 5.5% |
| • Climate & Environment | 10% | 10% | 10% | 9.5% |
| • Gender balance | 7.5% | 7.5% | 7.5% | 7.1% |
| • Management | 7.5% | 7.5% | 7.5% | 7.5% |
| TOTAL | 90% | 135% | 160% | 153% |
| | | | | i.e. €1,453,183 |
| | Objective Lower bound | Objective Intermediate bound | Objective Upper bound | 2023-2025 outcome |
| Long-term variable remuneration (2023-2025 LTI) ^a | (objective and number of shares) | | | (number of shares) |
| A1 – Group ROCE 2023-2025 | 7,000 | 16,250 | 23,250 | 23,250 |
| A2 – Bouygues TSR vs 2023-2025 benchmark | +0.0 pts 8,500 | +0.5 pts 9,750 | +1.0 pt 11,750 | 11,750 |
| A3 – Climate (58%) and Gender Balance (42%) | 15,000 | 15,000 | 15,000 | 12,569 |
| • Climate & Environment | 8,750 | 8,750 | 8,750 | 8,750 |
| • Gender balance | 6,250 | 6,250 | 6,250 | 3,819 |
| TOTAL | 30,500 | 41,000 | 50,000 | 47,569 |
| Benefits in kind | €6,130 | | | |
| Collective death, disability and health cover | €24,209 | | | |
| Supplementary pension | 28% of reference remuneration for 2025 (14% in the form of gross insurance premium paid to third-party insurer) | | | |
| Remuneration for serving as a director | €111,174 | | | |
| Remuneration from Colas ^b | €200,000 | | | |

a The non-financial criteria, and the attainment levels achieved, are described in sections 2.4.2.3 A and 2.4.2.2 A.

b In respect of his office as Chairman of the Board of Directors.

2025 ex post remuneration of Pascal Grangé (Deputy CEO)



A. Total remuneration and benefits of all kinds

FIXED REMUNERATION

For the 2025 financial year, Pascal Grangé received gross annual fixed remuneration of €950,000 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 evaluation of the non-financial criteria, the Board meeting of 25 February 2026, acting on the recommendation of the Governance, Selection and Remuneration Committee, after taking advice from the Ethics, CSR and Patronage Committee, determined that the level of attainment of those criteria gave entitlement to variable remuneration equivalent to 37.1% of fixed remuneration (those criteria are set forth above).

Pascal Grangé is eligible for gross annual variable remuneration of €1,453,183 in respect of 2025.

LONG-TERM REMUNERATION

Award of performance shares under the 2025-2027 long-term remuneration plan

The Annual General Meeting of 29 April 2025 approved, as part of the 2025 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 30 July 2025, acting on the recommendation of the Governance, Selection and Remuneration Committee, awarded Pascal Grangé a maximum of 75,000 shares, subject to continuing employment and performance conditions measured over three years, and valued at a total of €1,158,750 on the date of the award. Those conditions are described in the 2024 Universal Registration Document, in section 2.4.1.2 C (Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration).

Vesting of performance shares under the 2023-2025 long-term remuneration plan

The Board meeting of 27 July 2023, in accordance with the remuneration policy as approved by the Annual General Meeting of 27 April 2023, awarded Pascal Grangé a maximum of 50,000 shares subject to continuing employment and performance conditions measured over three years (2023, 2024 and 2025).

Acting on the recommendation of the Governance, Selection and Remuneration Committee, after taking advice from the Ethics, CSR and Patronage Committee on the non-financial criteria, the Board meeting of 25 February 2026 evaluated the performance conditions for this plan, as described above in the section relating to the Chief Executive Officer. The Board determined that 47,569 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 €440,470.

The vesting and lock-up 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

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 €24,209 in respect of the 2025 financial year.

Supplementary pension scheme

"Article 82" retirement benefit scheme

Pascal Grangé was eligible for this scheme, the characteristics of which are described in section 2.4.1.2 of the 2024 Universal Registration Document (Remuneration policy specific to each individual Executive Officer).

The Board meeting of 25 February 2026 verified compliance with the performance condition, formally noting that the attainment level for the variable portion of Pascal Grangé's remuneration for 2025 is 153% of his fixed remuneration.

The annual supplementary retirement benefit is payable as follows:

- half in the form of a premium paid gross to a third-party insurance company, the amount of which for 2025 is €336,446 (i.e. 14% of the beneficiary's reference remuneration); and
- half in the form of a direct payment to the beneficiary covering the social security charges and taxes for which he is immediately liable (i.e. 14% of the beneficiary's reference remuneration).

Payment of those amounts is subject to approval by the Annual General Meeting of 23 April 2026 of the components of the remuneration of the Chief Executive Officer and Deputy Chief Executive Officers, on the terms set forth in Article L. 22-10-34 II of the Commercial Code.

OTHER FORMS OF REMUNERATION

Pascal Grangé received benefits consisting of a company car with chauffeur/security guard, and a set number of hours of advice from a tax/wealth management consultant.

Those benefits amounted to €6,130 based on the valuation method used.

REMUNERATION PAID BY ENTITIES INCLUDED IN THE SCOPE OF CONSOLIDATION

Pascal Grangé received annual remuneration of €111,174 for serving as a standing representative of Bouygues on the Boards of Directors of Group subsidiaries.

For serving as Chairman of the Board of Directors of Colas, Pascal Grangé received remuneration of €200,000 in 2025.

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.

Only employees in post for all 12 months of the year in question were included when calculating these ratios. Note that 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 (Article 27.2), the scope used is the Bouygues group in France, which represents nearly 100% of the workforce.

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 | 2021 | 2022 | 2023 | 2024 | 2025 |
|--|------------|------------|------------|------------|------------|
| Change in remuneration (%) | N/A | 126% | 34% | 12% | 31% |
| Information for Bouygues SA scope (head office) | | | | | |
| Change in average employee remuneration (%) | 3% | 18% | (7)% | (1)% | 14% |
| Ratio to average employee remuneration | 6 | 12 | 18 | 20 | 23 |
| Year-on-year change in ratio (%) | N/A | 100% | 50% | 11% | 15% |
| Ratio to median employee remuneration | 17 | 36 | 45 | 48 | 62 |
| Year-on-year change in ratio (%) | N/A | 112% | 25% | 7% | 29% |
| Additional information for Bouygues France scope (99% of the workforce) | | | | | |
| Change in average employee remuneration (%) | 3% | (0)% | 5% | 5% | 0% |
| Ratio to average employee remuneration | 22 | 51 | 65 | 70 | 91 |
| Year-on-year change in ratio (%) | N/A | 132% | 27% | 8% | 30% |
| Ratio to median employee remuneration | 27 | 62 | 78 | 83 | 109 |
| Year-on-year change in ratio (%) | N/A | 130% | 26% | 6% | 31% |
| Company performance | | | | | |
| Financial criterion | Net profit | Net profit | Net profit | Net profit | Net profit |
| Year-on-year change (%) | 62% | (14)% | 4% | 6% | 8% |

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.
- 2022: Pascal Grangé was appointed as a Deputy Chief Executive Officer in February 2021, leading to a change in the structure of his remuneration.
- 2023: 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 Governance, Selection and Remuneration Committee, which together constitute the remuneration policy for the Chief

Executive Officer and Deputy Chief Executive Officers as approved by the Annual General Meeting on 29 April 2025 (seventh resolution).

The company has not deviated from the procedure for implementing the remuneration policy.

The Board has not derogated from that policy, or made any adjustments.

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

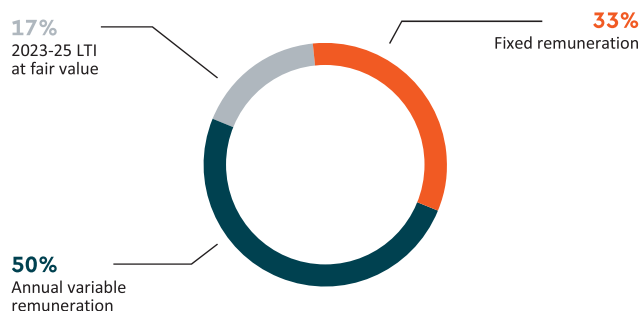
2.4.2.4 2025 remuneration of Edward Bouygues

| Fixed remuneration: €650,000 | | | | | |
|---|---|------------------------------|-----------------------|---------------------------|--|
| | Objective Lower bound | Objective Intermediate bound | Objective Upper bound | 2025 outcome | |
| Annual variable remuneration ^a | (% fixed remuneration) | | | | |
| P1 – Current operating profit from activities | 15% | 25% | 30% | 26.0% | |
| P2 – Net profit attributable to the Group | 20% | 30% | 40% | 40% | |
| P3 – Net surplus cash/(net debt) | 10% | 30% | 40% | 40% | |
| P4 – Strategy | 5% | 10% | 10% | 9.9% | |
| P5 – Non-financial | 40% | 40% | 40% | 37.1% | |
| • Compliance | 7.5% | 7.5% | 7.5% | 7.5% | |
| • Health & Safety | 7.5% | 7.5% | 7.5% | 5.5% | |
| • Climate & Environment | 10% | 10% | 10% | 9.5% | |
| • Gender balance | 7.5% | 7.5% | 7.5% | 7.1% | |
| • Management | 7.5% | 7.5% | 7.5% | 7.5% | |
| TOTAL | 90% | 135% | 160% | 153% | |
| i.e. €994,283 | | | | | |
| | Objective Lower bound | Objective Intermediate bound | Objective Upper bound | 2023-2025 outcome | |
| Long-term variable remuneration (2023-2025 LTI) ^a | (objective and number of shares) | | | (number of shares) | |
| A1 – Group ROCE 2023-2025 | 5,650 | 13,000 | 18,550 | 18,550 | |
| A2 – Bouygues TSR vs 2023-2025 benchmark | +0.0 pts 6,850 | +0.5 pts 7,750 | +1.0 pt 9,450 | 9,450 | |
| A3 – Climate (58%) and Gender Balance (42%) | 12,000 | 12,000 | 12,000 | 10,056 | |
| • Climate & Environment | 7,000 | 7,000 | 7,000 | 7,000 | |
| • Gender balance | 5,000 | 5,000 | 5,000 | 3,056 | |
| TOTAL | 24,500 | 32,750 | 40,000 | 38,056 | |
| Benefits in kind | €4,300 | | | | |
| Collective death, disability and health cover | €14,043 | | | | |
| Supplementary pension | 28% of reference remuneration for 2025 (14% in the form of gross insurance premium paid to third-party insurer) | | | | |
| Remuneration for serving as a director | €24,585 | | | | |
| Remuneration from Bouygues Telecom ^b | €150,000 | | | | |

a The non-financial criteria, and the attainment levels achieved, are described in sections 2.4.2.4 A and 2.4.2.2 A.

b In respect of his office as Chairman of the Board of Directors.

2025 ex post remuneration policy for Edward Bouygues (Deputy CEO)



A. Total remuneration and benefits of all kinds

FIXED REMUNERATION

For the 2025 financial year, Edward Bouygues received gross annual fixed remuneration of €650,000 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 25 February 2026 determined that the level of attainment was 37.1% of fixed remuneration (see above for a reminder of the criteria).

Edward Bouygues is eligible for gross annual variable remuneration of €994,283 for 2025.

LONG-TERM REMUNERATION

Award of performance shares under the 2025-2027 long-term remuneration plan

The Annual General Meeting of 29 April 2025 approved, as part of the 2025 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 30 July 2025, acting on the recommendation of the Governance, Selection and Remuneration Committee, after taking advice from the Ethics, CSR and Patronage Committee, awarded Edward Bouygues a maximum of 60,000 shares, subject to continuing employment and performance conditions measured over three years, and valued at a total of €927,000 on the date of the award.

Those conditions are described in the 2024 Universal Registration Document, in section 2.4.1.2 C (Remuneration policy applicable to the Chief Executive Officer – Long-term remuneration).

Vesting of performance shares under the 2023-2025 long-term remuneration plan

The Board meeting of 27 July 2023, in accordance with the remuneration policy as approved by the Annual General Meeting of 27 April 2023, awarded Edward Bouygues a maximum of 40,000 shares subject to continuing employment and performance conditions measured over three years (2023, 2024 and 2025).

Acting on the recommendation of the Governance, Selection and Remuneration Committee, after taking advice from the Ethics, CSR and Patronage Committee on the non-financial criteria, the Board meeting of 25 February 2026 evaluated the performance conditions for this plan, as described above in the section relating to the Chief Executive Officer. The Board determined that 38,056 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 €352,383.

The vesting and lock-up conditions applicable to this award are identical to those described above for the Chief Executive Officer (see section 2.4.2.2 C 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 €14,043 in respect of the 2025 financial year.

Supplementary pension scheme

"Article 82" retirement benefit scheme

Edward Bouygues was eligible for this scheme, the characteristics of which are described in section 2.4.1.2 of the 2024 Universal Registration Document (Remuneration policy specific to each individual Executive Officer).

The Board meeting of 25 February 2026 verified compliance with the performance condition, formally noting that the attainment level for the variable portion of Edward Bouygues' remuneration for 2025 is 153.0% of his fixed remuneration.

The supplementary retirement benefit is payable as follows:

- half in the form of a premium paid gross to a third-party insurance company, the amount payable for 2025 being €230,200 (i.e. 14% of the beneficiary's reference remuneration); and
- half in the form of a direct payment to the beneficiary covering the social security charges and taxes for which he is immediately liable (i.e. 14% of the beneficiary's reference remuneration).

Payment of those amounts is subject to approval by the Annual General Meeting of the components of the remuneration of the Chief Executive Officer and Deputy Chief Executive Officers, on the terms set forth in Article L. 22-10-34 II of the Commercial Code.

OTHER FORMS OF REMUNERATION

Edward Bouygues benefited from a company car.

That benefit amounted to €4,300 based on the valuation method used.

REMUNERATION FOR SERVING AS A DIRECTOR

Edward Bouygues received annual remuneration of €24,585 for serving as a director of Group companies, comprising (i) €13,127 for serving as standing representative of SCDM on the Board of Directors of Bouygues and (ii) €11,458 for serving as a director of Bouygues Telecom (paid by Bouygues Telecom).

OTHER REMUNERATION PAID BY ENTITIES INCLUDED IN THE SCOPE OF CONSOLIDATION

For serving as Chairman of the Board of Directors of Bouygues Telecom, Edward Bouygues received remuneration of €150,000 (paid by Bouygues Telecom).

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

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.

Only employees in post for all 12 months of the year in question were included when calculating these ratios. Note that 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 (Article 27.2), the scope used is the Bouygues group in France, which represents nearly 100% of the workforce.

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 | 2021 | 2022 | 2023 | 2024 | 2025 |
|--|------------|------------|------------|------------|------------|
| Change in remuneration (%) | N/A | 216% | 4% | 55% | 22% |
| Information for Bouygues SA scope (head office) | | | | | |
| Change in average employee remuneration (%) | 3% | 18% | (7)% | (1)% | 14% |
| Ratio to average employee remuneration | 3 | 7 | 8 | 12 | 13 |
| Year-on-year change in ratio (%) | N/A | 133% | 14% | 50% | 8% |
| Ratio to median employee remuneration | 7 | 21 | 22 | 30 | 36 |
| Year-on-year change in ratio (%) | N/A | 200% | 5% | 36% | 20% |
| Additional information for Bouygues France scope (99% of the workforce) | | | | | |
| Change in average employee remuneration (%) | 3% | (0)% | 5% | 5% | 0% |
| Ratio to average employee remuneration | 9 | 30 | 31 | 44 | 53 |
| Year-on-year change in ratio (%) | N/A | 233% | 3% | 42% | 20% |
| Ratio to median employee remuneration | 11 | 36 | 37 | 52 | 63 |
| Year-on-year change in ratio (%) | N/A | 227% | 3% | 41% | 21% |
| Company performance | | | | | |
| Financial criterion | Net profit | Net profit | Net profit | Net profit | Net profit |
| Year-on-year change (%) | 62% | (14)% | 4% | 6% | 8% |

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.
- 2022: Edward Bouygues was appointed as a Deputy Chief Executive Officer in February 2021, leading to a change in the structure of his remuneration.
- 2022: 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: 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 Governance, Selection and Remuneration Committee, which together constitute the remuneration policy for the Chief

Executive Officer and Deputy Chief Executive Officers as approved by the Annual General Meeting on 29 April 2025 (seventh resolution).

The company has not deviated from the procedure for implementing the remuneration policy.

The Board has not derogated from that policy, or made any adjustments.

2.4.2.5 Directors' remuneration for 2025

A. Total remuneration and benefits of all kinds

a. Components of remuneration

The remuneration paid to directors in respect of the 2025 financial year is described below in Table No. 3 in 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:

| Name | Position | Remuneration paid by a subsidiary | Amount (€) |
|--------------------|----------|-----------------------------------|------------|
| Charlotte Bouygues | Director | Remuneration paid by a subsidiary | €46,500 |
| Cyril Bouygues | Director | Remuneration paid by a subsidiary | €23,000 |
| Edward Bouygues | Director | Remuneration paid by a subsidiary | €11,458 |
| Olivier Bouygues | Director | Remuneration paid by a subsidiary | €45,500 |

c. Relative weight of components of remuneration

The directors did not receive any variable or exceptional remuneration in respect of the 2025 financial year.

B. Compliance with remuneration policy

The components of directors' remuneration comply with the arrangements determined by the Board of Directors on the recommendation of the Governance, Selection and Remuneration Committee, which together constitute the remuneration policy for directors as approved by the Annual General Meeting on 29 April 2025 (fifth resolution).

The company has not deviated from the procedure for implementing the remuneration policy.

The Board has not derogated from that policy, or made any adjustments.

2.4.2.6 Components of remuneration paid or awarded in respect of 2025 and submitted to a vote at the Annual General Meeting of 23 April 2026 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 2025 financial year and submitted to the Annual General Meeting of 23 April 2026 for approval (Resolution 9)**

| | 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 | 69,230 | |
| Valuation of benefits in kind | 28,425 | 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 | 1,440 | The company paid a contribution of €1,440 into this scheme. |
| Supplementary pension scheme | N/A | The Chairman of the Board of Directors has acquired no further supplementary pension rights since 2019. |

N/A: not applicable.

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

Components of the remuneration of Olivier Roussat, Chief Executive Officer, paid or awarded in respect of the 2025 financial year and submitted to the Annual General Meeting of 23 April 2026 for approval (Resolution 10)

| | Amount/ accounting value € | Comments |
|--|---|---|
| Fixed remuneration | 1,500,000 | |
| Annual variable remuneration | 2,294,500 (paid in 2026 in respect of 2025) | Olivier Roussat is eligible for gross annual variable remuneration of €2,294,500 in respect of the 2025 financial year. The criteria, and the attainment levels achieved, are described in section 2.4.2.2 A above. That variable remuneration will be paid subject to approval by the Annual General Meeting of 23 April 2026. |
| 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 | 2,317,500 (measured at fair value as of the date of the award) | Award of performance shares under the 2025-2027 long-term remuneration plan The Board meeting of 30 July 2025, acting on the recommendation of the Governance, Selection and Remuneration Committee, awarded Olivier Roussat a maximum of 150,000 shares, subject to continuing employment and performance conditions measured over three years, as described in section 2.4.1.2 of the 2024 Universal Registration Document. |
| | 880,949 (measured at fair value as of the date of the award) | Vesting of performance shares under the 2023-2025 long-term remuneration plan The Board meeting of 27 August 2023 awarded Olivier Roussat a maximum of 100,000 shares subject to continuing employment and performance conditions measured over three years (2023, 2024 and 2025), in accordance with the remuneration policy approved by the Annual General Meeting of 27 April 2023. Following an evaluation of the performance criteria at the Board meeting of 25 February 2026, Olivier Roussat will receive 95,139 shares, subject to approval by the Annual General Meeting of 23 April 2026. |
| Remuneration for holding corporate office within Group subsidiaries | 75,500 | Remuneration decided on and paid by the subsidiaries in which the office is held. |
| Valuation of benefits in kind | 52,561 | 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 | 42,837 | The company paid a contribution of €42,837 for death, disability and health cover. |
| Supplementary pension scheme | 28% of reference remuneration (equivalent in shares) | "Article 82" retirement benefit scheme in the form of performance shares The Board meeting of 25 February 2026 approved, in respect of the 2025 financial year, the award to Olivier Roussat 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 after the Annual General Meeting of 23 April 2026. The Board had previously checked compliance with the performance condition for the award, formally noting that the attainment level for the variable portion of Olivier Roussat's remuneration for 2025 was 153.0% of his fixed remuneration. Consequently, the amount used to determine Olivier Roussat's rights under the scheme and to be converted into shares is €1,062,460, i.e. 28% of his reference remuneration. Those shares are awarded in accordance with the principles applicable to the supplementary pension scheme, with entitlement to the benefit accruing gradually. As a reminder, Olivier Roussat – who was a beneficiary under the same scheme in respect of his 2024 pension rights – was awarded 26,241 shares on the day after the Annual General Meeting of 29 April 2025 that approved that award; those shares will not vest until the date of his retirement, with the shares then becoming available gradually. |

N/A: not applicable.

Components of the remuneration of Pascal Grangé, Deputy Chief Executive Officer, paid or awarded in respect of the 2025 financial year and submitted to the Annual General Meeting of 23 April 2026 for approval (Resolution 11)

| | Amount/ accounting value € | Comments |
|--|--|---|
| Fixed remuneration | 950,000 | Pascal Grangé received gross annual fixed remuneration of €950,000 in respect of the 2025 financial year. |
| Annual variable remuneration | 1,453,183 (paid in 2026 in respect of 2025) | Pascal Grangé is eligible for gross annual variable remuneration of €1,453,183 in respect of the 2025 financial year. The criteria, and the attainment levels achieved, are described in sections 2.4.2.3 A and 2.4.2.2 A above. That variable remuneration will be paid subject to approval by the Annual General Meeting of 23 April 2026. |
| 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 | 1,158,750 (measured at fair value as of the date of the award) 440,470 (measured at fair value as of the date of the award) | <p>Award of performance shares under the 2025-2027 long-term remuneration plan The Board meeting of 30 July 2025, acting on the recommendation of the Governance, Selection and Remuneration Committee, awarded Pascal Grangé a maximum of 75,000 shares, subject to continuing employment and performance conditions measured over three years, as described in section 2.4.1.2 of the 2024 Universal Registration Document.</p> <p>Vesting of performance shares under the 2023-2025 long-term remuneration plan The Board meeting of 27 July 2023 awarded Pascal Grangé a maximum of 50,000 shares subject to continuing employment and performance conditions measured over three years (2023, 2024 and 2025), in accordance with the remuneration policy approved by the Annual General Meeting of 27 April 2023. Following an evaluation of the performance criteria at the Board meeting of 25 February 2026, Pascal Grangé will receive 47,569 shares, subject to approval by the Annual General Meeting of 23 April 2026.</p> |
| Remuneration for holding corporate office within Group subsidiaries | 311,174 | Remuneration decided on and paid by the subsidiaries in which the office is held, including €200,000 received for holding office as Chairman of the Board of Directors of Colas. |
| Valuation of benefits in kind | 6,130 | 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 | 24,209 | The company paid a contribution of €24,209 for death, disability and health cover. |
| Supplementary pension scheme | 28% of reference remuneration for 2025 (14% in the form of gross insurance premium paid to third-party insurer) | <p>“Article 82” retirement benefit scheme The Board meeting of 25 February 2026 verified compliance with the performance condition for the vesting of Pascal Grangé’s rights under this supplementary retirement benefit scheme for the 2025 financial year, formally noting that the attainment level for the variable portion of Pascal Grangé’s remuneration for 2025 was 153.0% of his fixed remuneration. Consequently, the annual supplementary retirement benefit is payable as follows:</p> <ul style="list-style-type: none"> • half in the form of a premium paid gross to a third-party insurance company, the amount of which for 2025 is €336,466 (i.e. 14% of the beneficiary’s reference remuneration); and • half in the form of a direct payment to the beneficiary covering the social security charges and taxes for which he is immediately liable (i.e. 14% of the beneficiary’s reference remuneration). <p>Payment of those amounts is subject to approval by the Annual General Meeting of the components of the remuneration of the Chief Executive Officer and Deputy Chief Executive Officers, on the terms set forth in Article L. 22-10-34.II of the Commercial Code.</p> |

N/A: not applicable.

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

Components of the remuneration of Edward Bouygues, Deputy Chief Executive Officer, paid or awarded in respect of the 2025 financial year and submitted to the Annual General Meeting of 23 April 2026 for approval (Resolution 12)

| | Amount/ accounting value € | Comments |
|--|--|--|
| Fixed remuneration | 650,000 | Edward Bouygues received gross annual fixed remuneration of €650,000 in respect of the 2025 financial year. |
| Annual variable remuneration | 994,283 (paid in 2026 in respect of 2025) | Edward Bouygues is eligible for gross annual variable remuneration of €994,283 in respect of the 2025 financial year. The criteria, and the attainment levels achieved, are described in sections 2.4.2.4 A and 2.4.2.2 A above. That variable remuneration will be paid subject to approval by the Annual General Meeting of 23 April 2026. |
| 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 | 927,000 (Measured at fair value as of the date of the award) 352,383 (measured at fair value as of the date of the award) | Award of performance shares under the 2025-2027 long-term remuneration plan The Board meeting of 30 July 2025, acting on the recommendation of the Governance, Selection and Remuneration Committee, awarded Edward Bouygues a maximum of 60,000 shares, subject to continuing employment and performance conditions measured over three years, as described in section 2.4.1.2 of the 2024 Universal Registration Document. Vesting of performance shares under the 2023-2025 long-term remuneration plan The Board meeting of 27 July 2023 awarded Edward Bouygues a maximum of 40,000 shares subject to continuing employment and performance conditions measured over three years (2023, 2024 and 2025), in accordance with the remuneration policy approved by the Annual General Meeting of 27 April 2023. Following an evaluation of the performance criteria at the Board meeting of 25 February 2026, Edward Bouygues will receive 38,056 shares, subject to approval by the Annual General Meeting of 23 April 2026. |
| Remuneration for serving as standing representative of SCDM on the Bouygues Board of Directors | 13,127 | Edward Bouygues has represented SCDM (which is a director of Bouygues) on the Bouygues Board of Directors since 14 May 2024. |
| Remuneration for holding corporate office within Group subsidiaries | 161,458 | Remuneration paid by the subsidiaries in which the office is held, including €150,000 received for holding office as Chairman of the Board of Directors of Bouygues Telecom. |
| Valuation of benefits in kind | 4,300 | 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 | 14,043 | The company paid a contribution of €14,043 for death, disability and health cover. |
| Supplementary pension scheme | 28% of reference remuneration for 2025 (14% in the form of gross insurance premium paid to third-party insurer) | "Article 82" retirement benefit scheme effective from 1 January 2024 The Board meeting of 25 February 2026 verified compliance with the performance condition for the vesting of Edward Bouygues' rights under this supplementary retirement benefit scheme for the 2025 financial year, formally noting that the attainment level for the variable portion of Edward Bouygues' remuneration for 2025 was 153.0% of his fixed remuneration. Consequently, the annual supplementary retirement benefit is payable as follows: <ul style="list-style-type: none"> • half in the form of a premium paid gross to a third-party insurance company, the amount of which for 2025 is €230,200 (i.e. 14% of the beneficiary's reference remuneration); and • half in the form of a direct payment to the beneficiary covering the social security charges and taxes for which he is immediately liable (i.e. 14% of the beneficiary's reference remuneration). Payment of those amounts is subject to approval by the Annual General Meeting of the components of the remuneration of the Chief Executive Officer and Deputy Chief Executive Officers, on the terms set forth in Article L. 22-10-34.II of the Commercial Code. |

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 2025 | in 2024 | in 2025 | in 2024 | in 2025 | in 2024 | in 2025 | in 2024 |
| Remuneration awarded in respect of the year (see Table No. 2 for details) | 589,095 | 600,572 | 3,965,398 | 3,758,743 | 2,744,696 | 2,604,665 | 1,837,211 | 1,766,310 |
| Valuation of multi-year variable remuneration | | | | | | | | |
| Valuation of options awarded during the year ^a | | | | | | | | |
| Valuation of performance shares awarded during the year ^b | | | 2,317,500 | 1,655,415 | 1,158,750 | 827,708 | 927,000 | 662,166 |
| TOTAL | 589,095 | 600,572 | 6,282,898 | 5,414,158 | 3,903,446 | 3,432,373 | 2,764,211 | 2,428,476 |

a No options were awarded to the Executive Officers in 2024.

b In accordance with the 2025 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 Table No. 6 below.

Summary table: remuneration awarded to each Executive Officer (Afep-Medef Code Table No. 2)

| Name and office held | Remuneration | 2025 (€) | | 2024 (€) | |
|--|--|------------------|------------------|------------------|------------------|
| | | Awarded | Paid | Awarded | Paid |
| Martin Bouygues Chairman | Fixed | 490,000 | 490,000 | 490,000 | 490,000 |
| | Annual variable | | | | |
| | Multi-year variable ^a | | | | |
| | Exceptional remuneration | | | | |
| | Remuneration for serving as a director ^b | 69,230 | 69,230 | 80,500 | 80,500 |
| | Benefits in kind and health cover | 29,865 | 29,865 | 30,072 | 28,704 |
| | TOTAL | 589,095 | 589,095 | 600,572 | 599,204 |
| Olivier Roussat CEO | Fixed | 1,500,000 | 1,500,000 | 1,500,000 | 1,500,000 |
| | Annual variable | 2,294,500 | 2,104,500 | 2,104,500 | 2,282,500 |
| | Multi-year variable ^a | 2,317,500 | 880,949 | 1,655,415 | 965,307 |
| | Exceptional remuneration | | | | |
| | Remuneration for serving as a director ^b | 75,500 | 75,500 | 60,046 | 60,046 |
| | Benefits in kind and health cover | 95,398 | 95,398 | 94,197 | 92,828 |
| | TOTAL | 6,282,898 | 4,656,347 | 5,414,158 | 4,900,681 |
| Pascal Grangé Deputy CEO | Fixed | 950,000 | 950,000 | 950,000 | 945,536 |
| | Annual variable | 1,453,183 | 1,332,850 | 1,332,850 | 1,438,791 |
| | Multi-year variable ^a | 1,158,750 | 440,470 | 827,708 | 586,023 |
| | Exceptional remuneration | | | | |
| | Remuneration for serving as a director within Group companies | 200,000 | 200,000 | 200,000 | 200,000 |
| | Remuneration for serving as a director ^b | 111,174 | 111,174 | 93,130 | 93,130 |
| | Benefits in kind and health cover | 30,339 | 30,339 | 28,685 | 26,974 |
| | TOTAL | 3,903,446 | 3,064,833 | 3,432,373 | 3,290,454 |
| | Edward Bouygues Deputy CEO | Fixed | 650,000 | 650,000 | 650,000 |
| Annual variable | | 994,283 | 911,950 | 911,950 | 977,762 |
| Multi-year variable ^a | | 927,000 | 352,383 | 662,166 | 259,719 |
| Exceptional remuneration | | | | | |
| Remuneration for serving as a director within Group companies | | 150,000 | 150,000 | 150,000 | 150,000 |
| Remuneration for serving as a director ^b | | 24,585 | 24,585 | 38,453 | 38,453 |
| Benefits in kind and health cover | | 18,343 | 18,343 | 15,907 | 15,223 |
| TOTAL | | 2,764,211 | 2,107,261 | 2,428,476 | 2,083,717 |

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.

CORPORATE GOVERNANCE

Remuneration of corporate officers of Bouygues SA

Table showing remuneration for serving as a director in respect of the 2025 financial year (Afep-Medef Code Table No. 3)

| € | | Source (Notes 1 & 2) | 2025 | 2024 | |
|---|---------------------------------|----------------------|--|------------------|------------------|
| | Martin Bouygues | Chairman | Remuneration paid by Bouygues | 69,230 | 80,500 |
| | Olivier Bouygues | Director | Remuneration paid by Bouygues | 55,200 | 55,200 |
| | | | Remuneration paid by subsidiaries | 45,500 | 35,750 |
| | Raphaëlle Deflesselle | Director | Remuneration paid by Bouygues | 72,450 | 72,450 |
| | Charlotte Bouygues | Director | Remuneration paid by Bouygues | 34,390 | 21,564 |
| | | | Remuneration paid by subsidiaries | 46,500 | 37,611 |
| | Caroline Jégu | Director | Remuneration paid by Bouygues | 72,450 | 35,324 |
| | Jean-Michel Gras | Director | Remuneration paid by Bouygues | 55,200 | 24,460 |
| | William Bouygues | Director | Remuneration paid by Bouygues | | 29,292 |
| | Cyril Bouygues | Director | Remuneration paid by Bouygues | 55,200 | 25,953 |
| | | | Remuneration paid by subsidiaries | 23,000 | 23,000 |
| | Félicie Burelle | Director | Remuneration paid by Bouygues | 47,472 | 47,472 |
| | Edward Bouygues | Director | Remuneration paid by Bouygues | 13,127 | 25,953 |
| | | | Remuneration paid by subsidiaries | 11,458 | 12,500 |
| | Pascaline de Dreuzy | Director | Remuneration paid by Bouygues | 111,550 | 111,550 |
| | Clara Gaymard | Director | Remuneration paid by Bouygues | 101,827 | 90,103 |
| | Benoît Maes | Director | Remuneration paid by Bouygues | 116,150 | 116,150 |
| | Béatrice Besombes | Director | Remuneration paid by Bouygues | | 30,785 |
| | Bernard Allain | Director | Remuneration paid by Bouygues | | 37,186 |
| | Alexandre de Rothschild | Director | Remuneration paid by Bouygues | 47,472 | 55,200 |
| | Rose-Marie Van Lerberghe | Director | Remuneration paid by Bouygues | 40,329 | 81,972 |
| | Michèle Vilain | Director | Remuneration paid by Bouygues | 28,090 | 77,050 |
| | Nathalie Bellon-Szabo | Director | Remuneration paid by Bouygues | 34,189 | |
| | Sylvie Bruneau | Director | Remuneration paid by Bouygues | 49,023 | |
| | TOTAL | | Remuneration paid by Bouygues | 1,003,349 | 1,018,164 |
| | | | Remuneration paid by subsidiaries | 126,458 | 108,861 |
| | | | Total | 1,129,807 | 1,127,025 |

Note 1: Remuneration paid by Bouygues = remuneration paid for presence on the Bouygues Board of Directors, and any Board committees. The first line shows remuneration paid in respect of Board and Committee 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).

Stock options awarded during the year to each Executive Officer (Afep-Medef Code Table No. 4)

Not applicable (no stock options were awarded to Executive Officers).

Stock options exercised during the year by each Executive Officer (Afep-Medef Code Table No. 5)

| | Plan No. and date | Number of stock options exercised during the year | Exercise price (€) |
|------------------------|-------------------|---|--------------------|
| Pascal Grangé | 2016 Plan | 21,000 | 29 |
| Edward Bouygues | 2016 Plan | 2,000 | 29 |

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 ^a | Performance conditions |
|------------------------|-------------------|--|---|--------------|--------------------------------------|--------------------------------|
| Olivier Roussat | 2025 Plan | 150,000 | €2,317,500 | 2028 AGM | 2028 AGM | See 2024 URD, section 2.4.1.2. |
| Pascal Grangé | 2025 Plan | 75,000 | €1,158,750 | 2028 AGM | 2028 AGM | See 2024 URD, section 2.4.1.2. |
| Edward Bouygues | 2025 Plan | 60,000 | €927,000 | 2028 AGM | 2028 AGM | See 2024 URD, section 2.4.1.2. |

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.

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 |
|------------------------|--|--|--------------------------------|
| Olivier Roussat | 2022 Plan | 71,375 | See 2024 URD, section 2.4.2.2. |
| | Equans Integration Plan – 2025 Tranche | 28,240 | See 2024 URD, section 2.4.2.2. |
| Pascal Grangé | 2022 Plan | 35,687 | See 2024 URD, section 2.4.2.2. |
| | Equans Integration Plan – 2025 Tranche | 23,358 | See 2024 URD, section 2.4.2.2. |
| Edward Bouygues | 2022 Plan | 28,550 | See 2024 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 stock options (Afep-Medef Code Table No. 8)

This table is presented in chapter 5, section 5.4.3 of the 2025 Universal Registration Document.

Past awards of performance shares (Afep-Medef Code Table No. 9)

This table is presented in chapter 5, section 5.4.5 of the 2025 Universal Registration Document.

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 ^a | Suspended | Yes | No | No |
| Edward Bouygues Deputy Chief Executive Officer | No | Yes | No | No |

a Up to 31 December 2025.