Chairman and Chief Executive

#### RENEWAL OF THE BOUYGUES GROUP'S SUPPORT FOR THE UN GLOBAL COMPACT

All five Bouygues group businesses and the parent company have been members of the United Nations Global Compact since 8 December 2006.

Through this membership, Bouygues commits to adopting, promoting and ensuring the respect of the UN Global Compact's ten principles in relation to human rights, labour standards, the environment and the fight against corruption.

In 2012, we continued to focus our efforts on the issues common to all the Group's subsidiaries, such as responsible purchasing and diversity, and we were able to publish our first Group-wide consolidated greenhouse gas balance. We also stepped up our actions to limit the environmental impacts of our activities. For example, we continued with the renovation of Challenger, the head office of Bouygues Construction, which, by 2014, will comply with the world's most demanding environmental standards, resulting in a ten-fold reduction in its energy consumption. It is the first building in the world to have obtained the highest triple certification for the first tranche of the project: HQE<sup>®</sup> (Passeport Bâtiment Durable - Exceptional level), LEED<sup>®</sup> Platinum and BREEAM<sup>®</sup> Outstanding.

Furthermore, as part of the environmental conference launched by the French government in September, the Bouygues group made a number of tangible proposals to speed up energy transition and protect biodiversity.

We also take the greatest of care when responding to information requests from extrafinancial rating agencies, in a spirit of transparency, underlining our desire to be considered a socially responsible company.

As Chairman and Chief Executive Officer, I am therefore renewing my commitment to the UN Global Compact, a driver of progress for all our businesses.

14 November 2012 Martin Bouygues

A French Société Anonyme with share capital of €314,869,079 - Registration No. 572 015 246 PARIS - I.E. FR 29 572 015 246 Registered office: 32, avenue Hoche, 75008 Paris, France



## RENEWAL OF THE BOUYGUES GROUP'S SUPPORT FOR THE UN GLOBAL COMPACT

GLOBAL COMPACT PRINCIPLES	ACTIONS IN 2011-2012	REGISTRATION DOCUMENT PAGE
STRATEGY, COMMITME	NT AND GOVERNANCE	
	<b>Strategy and commitment</b> One of the Bouygues group's cornerstones since its creation is its entrepreneurial spirit. Its aim is to continually increase the value added of its offerings, whilst reducing its impacts on the environment and in CSR terms in a sincere and measurable manner. In informing its stakeholders about its corporate social responsibility and the action taken, the Group uses the internationally recognised ISO 26000 standard.	p. 26, 27, 28, 56, 59, 60, 86, 87, 90, 91, 102, 105, 118
	The Bouygues group, operating in the construction, media and telecoms sectors, is committed to the city of the future and is developing innovative products and services to meet these new challenges, where urban planning will incorporate environmental conservation and where everyone will be able to live together more harmoniously in a space that combines leisure and work.	
	With such a wide range of business areas, the Group faces a twin challenge: to make progress on all Group-wide issues, such as energy efficiency and responsible purchasing, and develop innovative solutions that address the specific challenges facing its subsidiaries, e.g. sustainable construction in the construction businesses. In the telecoms and media businesses, the focus is on promoting diversity in the workplace.	
	<b>Governance</b> Olivier Bouygues, Deputy CEO of the Bouygues group, oversees Group-wide sustainable development initiatives. Within its remit, the Group Sustainable Development and Quality Safety Environment (QSE) Department within the parent company coordinates the overall policy and ensures that best practices are circulated and shared, especially with the subsidiaries' own sustainable development departments.	
CONTRIBUTIONS TO TH	E OBJECTIVES OF THE UN	
	Local development, contributing to reducing poverty Convinced that socially responsible behaviour is a precondition for sustainable long-term economic performance, Bouygues group companies endeavour to forge links between their activities and the places where they operate. Community action initiatives and the use of local resources are the key to better involvement in local communities for the two Group subsidiaries with the biggest international presence: Colas and Bouygues Construction. Colas operates on international markets not in order to relocate its activities but to seek opportunities for growth and to balance country risk. By recruiting locally, Colas brings training and financial	p. 46, 64, 78, 94

	support to local people. In Africa, Colas contributes to social development not just through its projects but also in the wider community. The company's healthcare initiatives such as medical check-ups, dispensaries and AIDS and malaria prevention campaigns benefit whole communities as well as local employees and their families.	
	The subsidiaries of Bouygues Bâtiment International, itself a division of Bouygues Construction, take part in the economic and social life of the countries in which they operate and forge close links with local charities and educational institutions. Employees in Cuba and Vietnam, for example, teach university courses free of charge. Partnerships have been concluded with several universities in Nigeria. Students are given training and a grant and may join the company when they have finished their course. Internationally, Bouygues Construction is also involved in many charitable initiatives for children, the very poor and the disabled. Specific partnerships have been concluded, including one with Care for the reconstruction of housing in Cuba after the hurricanes there and another with Emergency Architects to enable volunteers from the company to leave on humanitarian missions in disaster-stricken countries, notably Haiti.	
	Social housing EPC In order to improve comfort for social housing tenants and reduce their monthly energy bills, Bouygues Construction signed the first energy performance contract (EPC) in France for social housing in December 2010. This contract involves the design, rehabilitation and maintenance of energy equipment for 231 social housing units in Vitry-sur-Seine, near Paris. The works are expected to be delivered in December 2012. The main objective is to reduce energy consumption costs by 40%. If the results fall short of commitments, the consortium will have to reimburse the difference to tenants. In contrast, if the objective is exceeded, any additional gains will be shared between the consortium and Logirep. However, the first year will count as a trial period. In order to meet this objective, technical solutions such as external insulation or the renewal of windows, doors and shutters, of heating and ventilation will be introduced. After rehabilitation, the buildings will be able to the meet a level of performance similar to BBC low-energy certification.	
	<b>Social business</b> Within its partnership with HEC's Social Business/Enterprise and Poverty Chair, Bouygues Construction is giving much thought to new business models inspired by social business for the construction of social housing.	
HUMAN RIGHTS AND AN	TI-CORRUPTION	
support and respect the protection of internationally proclaimed human	The Bouygues group takes responsibility for its impacts and makes public commitments. It endeavours to comply with the strictest rules for the conduct of its business and to ensure that managers and employees adhere to shared key values.	p. 26, 29, 62, 64, 93
_	In 2006, Bouygues drew up a Code of Ethics, available in 15 languages and circulated to all employees. The Code sets out a	

<ul> <li>4 - The elimination of all forms of forced and compulsory labour.</li> <li>5 -The effective abolition of child labour.</li> </ul>	number of binding ethical principles. In Article 2, for example, Bouygues group undertakes to comply with the United Nations Universal Declaration of Human Rights and the Fundamental Conventions of the ILO (International Labour Organisation). The Code addresses a number of priorities: as well as asserting the Group's values and making them understandable, it reminds managers of their particular responsibilities and helps employees to respect those values, in particular by pointing out that they should not confront an ethical dilemma alone. Line managers, compliance officers and a whistleblowing procedure (concerning	
10 - Businesses should	the domains of corruption and infringements of accounting and stock market principles) are there to help employees deal with such situations.	
work against corruption in all its forms, including extortion and bribery.	With operations in around 80 countries, whether on a specific project or for the long term, Bouygues does not work in countries under a UN embargo. In sometimes complex circumstances, operating managers have a duty to prevent any infringement of human rights in areas relating to their activity. That vigilance must be an integral part of their day-to-day work. The Group also has a duty to set an example, in particular by enforcing high standards in occupational health and safety, working conditions and accommodation and conducting audits to ensure that subcontractors and suppliers do not use forced or child labour. Senior management receives training on the Group's ethics and values. Resources and training courses addressing the specific issues and risks associated with the subsidiary's business are provided.	
	The Group pays particular attention to prohibiting and preventing anti-competitive practices, unfair competition and corruption. Measures to that end are contained not only in the Code of Ethics but also in the Group's internal control guidelines. To prevent corruption, procedures regulate the use of agents both upstream and downstream. The Group wishes to formalise existing measures to prevent anti-competitive practices by introducing compliance programmes that take account of the recent directives and guidelines issued by the European Commission and the French competition authority.	
	Generally speaking, the Group's five business areas are expected to take measures to prevent, detect and deal with business practices that do not comply with the Group's ethical principles and values.	

RESPONSIBLE PURCHAS	ING	
2 – Businesses should make sure that they are not complicit in human rights abuses.	The only truly ethical human relations are those that are respectful of others. The Bouygues group's line managers and HR managers thus have a responsibility to ensure that ethical relations are the rule, whether in individual contact, group action or training. Their duty in this area also extends to relations with suppliers and subcontractors.	p. 33, 50, 64, 78, 79, 96, 105, 108, 118
	The Group's Supplier CSR charter, which is often included in the general terms and conditions of sale or provided in the appendix of	

supplier contracts, outlines the requirements in terms of human resources. Inter alia, it prohibits the use of forced or compulsory labour, child labour and discrimination on unlawful grounds. It also requires suppliers to comply with local laws relating to working hours and the minimum wage.	
<b>Responsible purchasing policy</b> Group purchasing departments are now key players in the CSR policy. A Responsible Purchasing committee promotes the application of sustainable development principles at all stages of the process: upstream when suppliers are selected, with the help of risk maps and analysis and the application of CSR criteria for products and services; when contractual relations are established, through the inclusion of the Supplier CSR Charter, drawn up in 2009; and when the contract is executed, through supplier CSR performance assessments and occasional audits.	
Assessments are conducted using the EcoVadis scorecard. Over 500 suppliers have already been assessed. Bouygues has simplified the scorecard and made it available to CGPME, the French small business confederation, for use in small businesses. As part of the policy of strengthening links between large firms and small businesses, Bouygues Construction, TF1 and Bouygues Telecom have signed the Charter for major accounts and SMEs under which they undertake to seek progress in their relations with small businesses. Bouygues also provides training to its buyers in order to raise their awareness of responsible purchasing and encourages subsidiaries to make use of sheltered workshops and inclusion programmes. See table n°1 - "Responsible purchasing".	

#### Table n°1

	Bouygues Construction		Bouygues Immobilier <sup>a</sup>		Colas <sup>b</sup>		TF1		Bouygues Telecom	
	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011
Scope (percentage of purchases covered by the responsible purchasing policy)	50%	50%	5%	29%	16%	20%	38%	43%	92%	93%
Percentage of those purchases with assessed suppliers (EcoVadis and small business questionnaires)	14%	24%	100% <sup>c</sup>	40% <sup>c</sup>	18%	49%	21%	21%	43%	65%
Equivalent in number of suppliers	149	247	39 <sup>d</sup>	67 <sup>a</sup>	20	54	89	148	114	169
Percentage of buyers having received training in responsible purchasing at end-2011 (identical scope)	-	48%	-	50%	-	100%	-	100%	-	62%

(a) Residential property France, excl. subsidiaries (73% of sales) (b) Mainland France (57% of sales) (c) Including assessments based on specific small business questionnaires (d) Aggregate of tier-one and tier-two suppliers. In its role as a specifier, Bouygues Immobilier systematically implements a responsible purchasing policy for approved tier-two suppliers, i.e. 48 approved suppliers in 2011.

LABOUR STANDARDS		
3 - Businesses should uphold the freedom of association and the effective recognition	<b>Labour relations</b> The Bouygues group promotes a respectful and constructive approach to labour relations that pave the way for real progress for the benefit of staff. Employee representative bodies in the	p. 30, 62, 121
of the right to collective bargaining.	different business areas are supplemented by the Group Council in France, with 30 representatives from 400 works councils spanning all the Group's activities, and the European Works Council, with 24 representatives from 11 countries. As privileged forums for meetings between union representatives from across the whole spectrum and Group executives, they provide an opportunity for exchanges about the Group's business and financial prospects and developments relating to jobs, HR policy, health and safety. The interest of Group staff in the quality of these discussions between employees and management is reflected in the turnout for workplace elections (81% in 2011), which is much higher than the nationwide average in France (63.8% in 2006 – Source: Dares) and gives their representatives a high degree of legitimacy.	
	In France, Group companies concluded 179 agreements in 2011 with trade unions on all the issues that affect employees' lives, such as profit-sharing, the organisation of working time, disabled workers, etc. In all these areas, progress has been driven by constructive labour relations based on mutual respect. To give just one example, agreements with trade unions mean that employees in all business areas benefit from a profit-sharing scheme. <i>See table n°2 - "Collective agreements negotiated"</i>	

	<ul> <li>Labour relations in Group businesses</li> <li>RCBT, the subsidiary running Bouygues Telecom's stores, has concluded an agreement introducing new means of communication to foster better labour relations, including e-flyers and an Intranet.</li> <li>At Bouygues Construction, when Bouygues Bâtiment International moves into a new country, it is careful beforehand to create a favourable climate with local labour organisations in order to ensure respect for the country's traditions. For example, a labour relations forum was set up in Equatorial Guinea in order to forestall industrial disputes and establish constructive dialogue.</li> </ul>	
6 - The elimination of discrimination in respect of employment and occupation.	<ul> <li>Ensuring equal opportunity</li> <li>Each of Bouygues' businesses has a diversity officer and they have continued their many initiatives to encourage diversity and equal opportunity in four areas: disability, gender equality, integration and age management. TF1, Bouygues Telecom and Bouygues Bâtiment International were awarded the Diversity label in December 2010, June 2011 and July 2012 respectively.</li> <li>Bouygues created a cross-disciplinary Diversity-Equal opportunity committee in 2011 in order to work on these issues.</li> <li><u>Disability</u></li> <li>A structured disability policy is now in place in all business areas, including disability officers to coordinate actions and training for HR managers and managerial staff. Purchases from sheltered workshops and inclusion programmes have increased very substantially across the board as a result of internal and external awareness-raising campaigns.</li> <li>Specific policies exist to help keep the Group's disabled employees in work and their working hours are adjusted so that they can meet their obligations to fulfil specific administrative formalities.</li> <li>See table n°4 - "Disabled employees"</li> <li>Gender equality</li> <li>Equal treatment of men and women is a goal shared by all Group entities. Special budgets are earmarked during wage negotiations to help equalise pay.</li> <li>The proportion of women in the workforce differs considerably from one line of business to another. The construction industry has always been preponderantly male. The challenge for Bouygues Construction and Colas is to make themselves more attractive to women candidates, and they are carrying out communication campaigns in schools and universities to do this.</li> <li>All Group companies have conducted an audit of the proportion of women in managerial positions and are taking steps to improve the situation.</li> <li>See table n°5 - Gender equality"</li> <li>Integrating people of all social and cultural origins and bac</li></ul>	p. 39, 40, 41, 62, 77, 78, 91, 92, 106, 114, 120

Age management	
Older worker agreements have been concluded in all business	
areas, generating initiatives in favour of the category. Tutoring	
helps older workers to pass on their know-how, especially under	
apprenticeship and professional training contracts (there are over	
2,000 tutors in the Group).	
See table n°6 - "Average age and seniority"	
See table n°7 - "Workforce by age range"	
Equal opportunity in Group businesses	
> At Bouygues Construction, 400 HR managers and other	
managerial staff have been given equal opportunity training by the	
Bouygues Construction University over the last four years, focusing	
on fighting discrimination and stereotyping. In 2011, training was	
also provided to executive committee members in group	
subsidiaries.	
> Bouygues Telecom rolled out an e-learning module on promoting	
diversity, intended for managerial staff.	
> At TF1, 400 managers took part in a one-day training course on	
equal opportunity and non-discrimination.	
> Colas provided its 35,000 employees in mainland France with a	
Diversity brochure setting out the main thrust of its policy.	
> Bouygues Immobilier launched an awareness-raising initiative in	
November 2011 in the form of a learning game entitled "Diversity	
and Performance" in order to confront employees with their	
preconceptions about the place of women, older workers and	
disabled people in the company. The initiative is now part of new	
employees' induction process.	

## Table n°2

COLLECTIVE AGREEMENTS NEGOTIATED									
	Holding company and other	Bouygues Construction	Bouygues Immobilier	Colas	TF1	Bouygues Telecom	2011 Group total	2010 Group total	2009 Group total
Number of collective agreements negotiated, including mandatory annual negotiations <sup>a</sup>	4	84	4	56	20	11	179	200	266
(a) mandatory annual negotiations <b>Table n°3</b>									
TURNOUT IN E	LECTIO	NS FOR	EMPLOY	<u>/EE REF</u>	PRESEN	<b>JTATIVE</b>	<mark>S (1<sup>st</sup></mark>		
Scope: France	Holding company and other	Bouygues Construction	Bouygues Immobilier	Colas	TF1	Bouygues Telecom	2011 Group total		
Turnout in most recent works council elections	82%	85%	76%	79%	74%	79%	81%		

### Table n°4

# **DISABLED WORKERS**

Scope: France	Holding company and other	Bouygues Construction	Bouygues Immobilier	Colas	TF1	Bouygues Telecom	2011 Group total	2010 Group total	2009 Group total
Number of disabled workers (permanent and fixed-term contracts)	4	793	19	876	71	234	1,997	1,838	1,638
Number of disabled employees recruited (permanent and fixed-term contracts)	-	81	8	24	13	38	164	87	148
Sales with sheltered workshops and inclusion programmes	€4,156	€1,574,230	€382,000	€904,655	€319,432	€1,368,000	€4,552,473	€4,386,332	€2,877,974

## Table n°5

GENDER EQUALITY									
Scope: France	Holding company and other	Bouygues Construction	Bouygues Immobilier	Colas	TF1	Bouygues Telecom	2011 Group total	2010 Group total	2009 Group total
Percentage of women	33.9%	16.7%	48.7%	8.4%	47.9%	47.0%	18.7%	17.9%	18.2%
Women supervisors <sup>a</sup>	31.8%	21.7%	36.6%	12.9%	46.1%	34.3%	26.0%	25.2%	23.8%
Women clerical and technical staff <sup>a</sup>	37.7%	31.4%	78.5%	23.3%	54.4%	58.4%	35.9%	35.3%	35.9%
Women site workers <sup>a</sup>	-	0.8%	-	0.8%	-	-	0.8%	0.6%	0.6%
Women managers <sup>♭</sup>	20.0%	7.8%	26.9%	6.7%	35.5%	19.5%	12.6%	11.2%	-

(a) as a proportion of the total number in the job category concerned (b) As a proportion of employees in supervisory or more senior grades Epide: French Defence Ministry integration agency

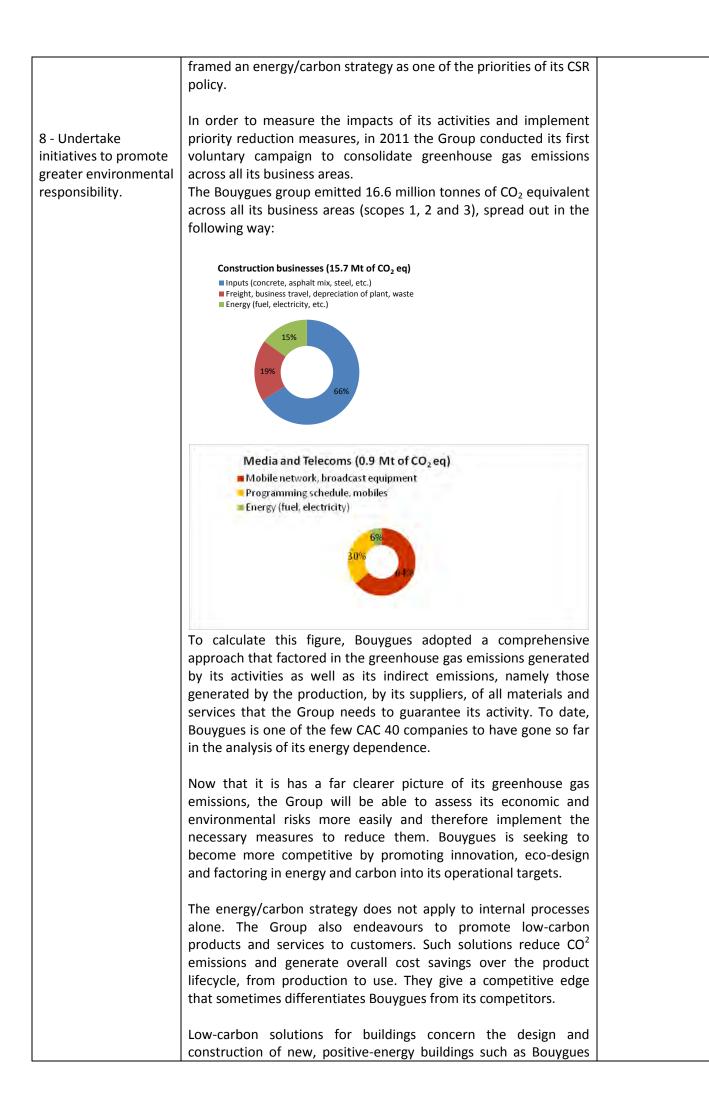
## Table n°6

AVERAGE AGE AND SENIORITY									
Scope: France	Holding company and other	Bouygues Construction	Bouygues Immobilier	Colas	TF1	Bouygues Telecom	2011 Group total	2010 Group total	2009 Group total
Average age	39	39	39	40	39	34	39	39	39
Average seniority	10	10	8	12	10	7	10	11	10

#### Table n°7

WORKFORCE BY AGE RANGE								
Scope: France	Holding company and other	Bouygues Construction	Bouygues Immobilier	Colas	TF1	Bouygues Telecom	2011 Group total	2010 Group total
<25 years	4.7%	8.8%	5.5%	7.6%	4.8%	11.9%	8.4%	8.1%
25-34 years	37.1%	32.9%	33.5%	24.9%	33.2%	42.4%	30.4%	30.2%
35-44 years	25.7%	26.0%	31.5%	27.9%	34.7%	35.7%	28.7%	29.6%
45-54 years	19.6%	23.6%	20.9%	28.1%	21.4%	8.6%	23.6%	23.1%
55 and over	12.9%	8.6%	8.6%	11.5%	5.9%	1.5%	8.9%	9.0%

ENVIRONMENT		
7 - Businesses should	Energy/carbon strategy	p. 43, 44, 45, 61,
support a	The Group is convinced that climate change and dwindling fossil	76, 78, 90, 92, 94,
precautionary	fuel resources will have consequences for the entire global	95, 107, 121, 122
approach to	economy, such as higher costs, tighter regulation and more	
environmental	taxation. Determined to act responsibly, Bouygues has identified	
challenges.	the risks and opportunities connected with these issues and has	



	Immobilier's Green Office <sup>®</sup> projects, the construction or renovation of BBC low-energy structures and housing and the introduction of Energy Performance Contracts for social housing and private buildings by Bouygues Construction.	
	Protection of the environment Bouygues uses ISO 14001 certification to comply with prevailing environmental regulations and goes further than regulatory requirements in limiting the impacts of its activities, especially all forms of pollution (waste, discharges into the atmosphere, water or soil). The Group seeks solutions for its activities that use less energy and fewer raw materials. A Group Eco-design committee was set up in 2011 to investigate how to use resources more sustainably, limit the environmental impacts of products and stimulate innovation.	
	Examples of best practice in the business areas As a major producer and user of construction materials, Colas endeavours to recycle waste and materials already used in construction or other industries. Through its R&D, the company is gaining new knowledge of techniques for incorporating more recycled materials into asphalt mixes.	
	In 2011, Bouygues Telecom became the first operator to obtain ISO 50001 certification for the energy management system at two of its operational sites.	
	Examples of cross-disciplinary actions: recycling of IT equipment For example, Bouygues and its subsidiaries collect and recycle obsolete computer and electronic equipment. ATG Gaia sorts the waste on the Group's behalf near the collection points for its approved recycling centres, optimising the carbon balance as soon as it takes charge of the equipment. Its hardware end-of-life management activity collected 20,825 separate items of equipment in 2011. 55% of the 233 tonnes of collected waste equipment was destroyed and 45% was re-used	
	Environmental management of Group head offices > Bouygues is able to offer its customers the best that sustainable construction has to offer, because it applies ambitious environmental standards to its own office buildings. The renovation of Challenger, Bouygues Construction's headquarters, is a case in point, together with the construction and exemplary management of other Group head offices. Addressing the issues of sustainable development, these buildings need the involvement of staff in order to achieve optimum energy performance. Australia, the headquarters of ETDE at Montigny-le- Bretonneux, south-west of Paris, and Ere Park, the headquarters of Norpac, Bouygues Construction's subsidiary in Lille, northern France, are among the first corporate head offices in France to obtain BBC-effinergie <sup>®</sup> low-energy and HQE <sup>®</sup> (High Environmental Quality) certification.	
9 - Encourage the development and diffusion of	<b>Research and innovation</b> The Group's innovation policy is based on the development of new environment-friendly products and materials, processes and	p. 48, 60, 72, 107

environmentally- friendly technologies.	services. Bouygues draws on the R&D establishments of its subsidiaries, backed up by e-lab, a specialist R&D think-tank within	
	Bouygues SA, the parent company.	
	e-lab operates in the new technology sector, focusing on the design of innovative products and services. Energy and energy- saving are one sphere of action. The R&D team has worked with Bouygues Telecom on consumption meters for base stations (radio masts) in order to reduce their power consumption. e-lab defined the metering equipment, installed it and carried out some of the analysis. With Bouygues Bâtiment Ile-de-France, it recently developed Energy-Pass <sup>®</sup> , a cost-control tool for new buildings. In social housing, the Energy-Pass <sup>®</sup> scheme involves installing a control panel in each apartment that measures and tracks heating,	
	hot water and electricity consumption.	
	It was with a similar aim in mind that in 2011 Alstom and Bouygues, through Bouygues Immobilier and ETDE, created Embix, a company that provides energy management services for eco- neighbourhoods. After a preliminary diagnosis, Embix offers a wide range of high value-added services, ranging from an audit of the eco-neighbourhood according to the most recent environmental and regulatory requirements to optimisation of energy	
	performance through information systems using the latest smartgrid technologies.	
	See table n°8 "Research and development" (R&D)	

Table n°8							
RESEARCH AND DEVELOPMENT (R&D)							
(in thousands of euros)	Bouygues SA and others	Building and civil works	Property developmt.	Roads	Media	Telecoms	
Cost of R&D in 2011	1	15	2	69	7	20	
Cost of R&D in 2010	2	15	2	69	6	16	

TRANSPARENCY AND VERIFICATION					
	In order to comply with new French regulatory requirements, Bouygues group will be publishing CSR reporting on 42 different themes in 2013.				
	An external audit will be carried out by a statutory auditor in order to verify this information.				

Bouygues 2011 Registration Document