

BOUYGUES

Limited company (*société anonyme*) with share capital of €334,777,583.
Registered office: 32 Avenue Hoche, 75008 Paris, France
572 015 246 R.C.S. PARIS – APE: 452B.

Notice of Meeting

NOTICE IS HEREBY GIVEN that a combined ordinary and extraordinary shareholders' meeting will take place at Challenger, 1 Avenue Eugène Freyssinet, 78280 Guyancourt, France on Thursday 26 April 2007 at 3.30pm, to consider the following agenda:

Agenda

WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING:

- *The reports of the Board of Directors, the Chairman and the auditors.*
 - . Board of Directors' report.
 - . Board of Directors' report on the situation and operations of the company and the Group's companies in 2006.
 - . Chairman's report on the preparation and organisation of the Board of Directors' work and on internal control procedures.
 - . Auditors' reports for 2006.
 - . Auditors' report on the Chairman's report, concerning internal control procedures relating to the preparation and treatment of accounting and financial information.
 - . Auditors' special report on regulated agreements.
 - . Board of Directors' special report on stock options.
 - . Board of Directors' special report on share buy-backs.
- *Resolutions.*
 - . Approval of the parent company financial statements for the year ended 31 December 2006.
 - . Approval of the consolidated financial statements for the year ended 31 December 2006.
 - . Appropriation of earnings for 2006.
 - . Approval of the agreements referred to in Article L. 225-38 of the Commercial Code.
 - . Ratification of the co-option of a director (Patrick Kron).
 - . Renewal of the term of office of a director (Lucien Douroux).
 - . Renewal of the term of office of a director (Jean Peyrelevade).
 - . Renewal of the term of office of a director (SCDM).
 - . Election of two directors representing employee shareholders (Thierry Jourdain, Jean-Michel Gras).
 - . Appointment of a supervisor (Alain Pouyat).
 - . Authorisation to the Board of Directors with a view to enabling the company to buy back its own

shares.

WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING:

- *Board of Directors' and auditors' reports.*
 - . Board of Directors' report.
 - . Supplementary Board of Directors' report on the capital increase reserved for employees.
 - . Supplementary auditors' report on the capital increase reserved for employees.
 - . Auditors' special report on the authorisations for the capital increase and the issue of securities giving access to the company's capital with or without cancellation of pre-emptive rights.
 - . Auditors' special report on the authorisation for the capital increase reserved for employees and corporate officers of Bouygues group companies who are members of a company savings scheme.
 - . Auditors' special report on the authorisation for the issue of equity warrants allotted free of charge to shareholders in the event of a cash tender or exchange offer for the company's shares.
 - . Auditors' special report on the authorisation for the allotment of existing or future shares free of charge to corporate officers and salaried employees.
 - . Auditors' special report on the authorisations for the creation or issue of securities giving rights to allotment of debt securities.
 - . Auditors' report on the authorisations for the reduction of capital by cancellation of shares bought back by the company.
- *Resolutions.*
 - . Delegation of powers to the Board of Directors to increase the capital, preserving pre-emptive rights, by issuing ordinary shares or securities giving access to ordinary shares in the company or in a company over which it has more than 50% control.
 - . Delegation of powers to the Board of Directors to increase the capital by incorporating premiums, reserves or earnings.
 - . Delegation of powers to the Board of Directors to increase the capital, without pre-emptive rights, by issuing ordinary shares or securities giving access to ordinary shares in the company or in a company over which it has more than 50% control.
 - . Authorisation to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without pre-emptive rights.
 - . Authorisation to the Board of Directors to set the price, in accordance with the terms decided by the Annual General Meeting, for public issues of equity securities or securities giving access to capital, without pre-emptive rights, up to a limit of 10% of the capital.
 - . Delegation of powers to the Board of Directors to carry out a capital increase as consideration for contributions in kind consisting of a company's shares or securities giving access to capital.
 - . Delegation of powers to the Board of Directors to carry out a capital increase, without pre-emptive rights, as consideration for securities tendered to a public exchange offer.
 - . Delegation of powers to the Board of Directors to carry out a capital increase for the benefit of employees or corporate officers of the company or companies in the Group who are members of a company savings scheme.

- . Delegation of powers to the Board of Directors to issue shares following the issue by a Bouygues subsidiary of securities giving immediate or future access to shares in the company.
- . Authorisation to the Board of Directors to use delegations and authorisations in order to increase the company's capital in the event of a public offer for the company's shares.
- . Authorisation to the Board of Directors to issue equity warrants during the period of a public offer for the company's shares.
- . Authorisation to the Board of Directors to allot existing or future shares free of charge to salaried employees and corporate officers of the company or companies in the Group, or certain categories thereof.
- . Delegation of powers to the Board of Directors to issue all securities giving rights to allotment of debt securities.
- . Authorisation to the Board of Directors to reduce the company's capital by cancelling treasury stock.
- . Amendment of the by-laws.
- . Powers to carry out formalities.

The combined annual general meeting is open to all shareholders, irrespective of the number of shares they own.

A. Formalities for attending the AGM: Shareholders wishing to attend or be represented at the meeting or to vote by correspondence must meet the following requirements:

- registered shareholders must be entered in the register by midnight on Sunday 22 April 2007 (CET) at the latest;
- bearer shareholders must obtain a statement from the financial intermediary that holds their securities account evidencing the book-entry registration of their shares before midnight (CET) on Sunday 22 April 2007 at the latest.

B. How to take part in the meeting:

1. Shareholders wishing to attend the meeting can request an entry pass as follows:

- Registered shareholders should request the pass from Bouygues, Service Titres, 32 Avenue Hoche, 75008 Paris, France (toll-free number in France only: 0 805 120 007 - Fax: +33 (0)1 4420 1242).
- Bearer shareholders should ask the authorised intermediary that manages their securities account to request the pass from Bouygues on the basis of the attendance card received by the intermediary. Bearer shareholders who have not received their entry pass by midnight (CET) on Sunday 22 April 2007 can ask the authorised intermediary that manages their securities account to issue them directly with an attendance card.

2. Shareholders who are unable to attend the meeting in person and who wish to be represented or to vote by correspondence can participate as follows:

- Registered shareholders should return the proxy/postal vote form appended to the notice of meeting to Bouygues, Service Titres, 32 Avenue Hoche, 75008 Paris, France.

- Bearer shareholders should ask the authorised intermediary that manages their securities account for a proxy/postal vote form, which they send together with their attendance card to Bouygues, Service Titres, 32 Avenue Hoche, 75008 Paris, France.

Postal vote forms must reach Bouygues, Service Titres, 32 Avenue Hoche, 75008 Paris, France, no later than midnight (CET) on Sunday 22 April 2007.

3. In accordance with Article 136-III of the Decree of 23 March 1967, as amended, shareholders who have previously voted remotely, sent in a proxy or requested an entry pass or attendance card may not elect another method of participating in a general meeting of shareholders.

The notice provided for in Article 130 of the Decree of 23 March 1967 was published in issue no. 30 of the official gazette (Bulletin des Annonces Légales Obligatoires) on 9 March 2007. A correction was published in issue no. 35 of the gazette on 21 March 2007.

The Board of Directors