

3 April 2009

BOUYGUES

A *Société Anonyme* (public limited company) with share capital of €342,818,079.
Registered office: 32 avenue Hoche, 75008 Paris, France.
Registration No. 572 015 246 Paris – APE code: 7010Z.

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 23 April 2009 at 3:30pm (CET), to consider the following agenda and draft resolutions:

Agenda

Within the authority of the ordinary general meeting:

- Board of Directors' report on the resolutions introduced at the ordinary general meeting.
- Board of Directors' management report.
- Report of the Chairman of the Board of Directors.
- Board of Directors' special report on stock options.
- Auditors' report on the parent company financial statements for the year ended 31 December 2008.
- Auditors' report on the consolidated financial statements for the year ended 31 December 2008.
- Auditors' report on the report by the Chairman of the Board of Directors.
- Auditors' special report on regulated agreements and commitments.
- Approval of the parent company financial statements and transactions for the year ended 31 December 2008.
- Approval of the consolidated financial statements and transactions for the year ended 31 December 2008.
- Appropriation of earnings, setting of dividend.
- Approval of regulated agreements and commitments.
- Renewal of the term of office of Martin Bouygues as a director.
- Renewal of the term of office of Mrs Francis Bouygues as a director.
- Renewal of the term of office of Pierre Barberis as a director.
- Renewal of the term of office of François Bertière as a director.
- Renewal of the term of office of Georges Chodron de Courcel as a director.
- Renewal of the appointment of Ernst & Young Audit as principal auditors.
- Appointment of Auditex as alternate auditors.
- 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' report on the resolutions introduced at the extraordinary general meeting.
- Auditors' special reports.
- Authorisation to the Board of Directors to reduce share capital by cancelling shares.
- Delegation of powers to the Board of Directors to increase share capital with pre-emptive rights for existing shareholders, by issuing shares or securities giving access to shares of the company or one of its subsidiaries.
- Delegation of powers to the Board of Directors to increase share capital by incorporating share premiums, reserves or earnings into capital.
- Delegation of powers to the Board of Directors to increase share capital without pre-emptive rights for existing shareholders, by issuing shares or securities giving access to shares in the company or one of its subsidiaries.
- Authorisation to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without pre-emptive rights for existing shareholders.
- Authorisation to the Board of Directors to set the price, in accordance with the terms decided by the Annual General Meeting, for immediate or future public issues of equity securities or issues falling within the scope of paragraph II, Article L. 411-2 of the Monetary and Financial Code, without pre-emptive rights for existing shareholders.
- Delegation of powers to the Board of Directors to increase share capital 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 increase share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered to a public exchange offer.
- Delegation of powers to the Board of Directors to increase share capital for the benefit of employees or corporate officers of the company or a related company 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 access to shares in the company.
- Delegation of powers to the Board of Directors to issue all securities giving rights to allotment of debt securities.
- Delegation of powers 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 increase share capital during the period of a public offer for the company's shares.
- Powers to carry out formalities.

The Combined Annual General Meeting is made up of all shareholders, whatever the number of shares they own.

A. Formalities to be carried out prior to participating in the Annual General Meeting

- in the case of registered shareholders: for their shares to be entered in the registered shares account at the latest by midnight (CET) on Monday 20 April 2009;
- in the case of bearer shareholders: for the authorised intermediary which manages their securities account, to prepare a certificate ("participation certificate") confirming registration or entry of their shares in its account at the latest by midnight (CET) on Monday 20 April 2009.

B. Arrangements for participating in the Annual General Meeting

1. Shareholders wishing to attend this Annual General Meeting may request an entry pass as follows:

- registered shareholders should request an entry 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 44 20 12 42);
- bearer shareholders should ask the authorised intermediary which manages their securities account to ensure that Bouygues sends them an entry pass on the basis of the participation certificate issued by said intermediary; bearer shareholders who have not received their entry pass by midnight (CET) on Monday 20 April 2009 can ask the authorised intermediary which manages their securities account to issue the participation certificate directly to them.

2. Shareholders who are not attending the Annual General Meeting in person and wishing to be represented or to vote by postal ballot may:

- in the case of registered shareholders: return the proxy/postal ballot form, sent to them with the notice of meeting, to Bouygues, Service Titres, 32 Avenue Hoche, 75008 Paris, France;
- in the case of bearer shareholders: request the authorised intermediary which manages their securities account for a proxy/postal ballot and send it with the participation certificate to Bouygues, Service Titres, 32 Avenue Hoche, 75008 Paris, France.

Postal ballot forms must reach Bouygues, Service Titres, 32 Avenue Hoche, 75008 Paris, France, no later than midnight (CET) on Monday 20 April 2009.

3. In accordance with Article R. 225-85 III of the Commercial Code, if a shareholder has already sent a postal vote, sent a proxy, or requested an entry pass or participation certificate to attend the Annual General Meeting, he may not subsequently change the manner in which he will attend/be represented at the meeting.

In accordance with Article R. 225-73 of the Commercial Code, the notice of meeting was published in the *Bulletin des Annonces Légales Obligatoires* of 6 March 2009.

THE BOARD OF DIRECTORS