

BOUYGUES

A *Société Anonyme* (public limited company) with share capital of €354,267,911.
Registered office: 32 avenue Hoche, 75008 Paris, France.
Company Registration No. 572 015 246 Paris – APE code: 7010Z.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a combined ordinary and extraordinary general meeting will take place at Challenger, 1 avenue Eugène Freyssinet, 78280 Guyancourt, France on Thursday 29 April 2010 at 3.30pm to consider the following agenda:

Agenda

Within the authority of the ordinary general meeting:

- Board of Directors' reports
- Report of the Chairman of the Board of Directors
- Auditors' reports
- Approval of the parent company financial statements and transactions for the year ended 31 December 2009
- Approval of the consolidated financial statements and transactions for the year ended 31 December 2009
- Appropriation of earnings, setting of dividend
- Approval of regulated agreements and commitments
- Renewal of the term of office of Lucien Douroux as a director
- Renewal of the term of office of Yves Gabriel as a director
- Renewal of the term of office of Patrick Kron as a director
- Renewal of the term of office of Jean Peyrelevade as a director
- Renewal of the term of office of François-Henri Pinault as a director
- Renewal of the term of office of a representative of the company SCDM as a director
- Appointment of Colette Lewiner as a director
- Election of Sandra Nombret as a director representing employee shareholders
- Election of Michèle Vilain as a director representing employee shareholders
- Renewal of the term of office of Alain Pouyat as non-voting director
- Renewal of the appointment of Mazars as principal auditor
- Appointment of Philippe Castagnac as alternate auditor
- Authorisation to the Board of Directors with a view to enabling the company to deal in its own shares.

Within the authority of the extraordinary general meeting:

- Board of Directors' reports and auditors' reports
- Authorisation to the Board of Directors to reduce share capital by cancelling shares
- Authorisation to the Board of Directors to proceed with the free allotment of new or existing shares to salaried employees and corporate officers of the company or of companies within the Group, or to certain categories thereof
- 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
- Changes to the company's by-laws
- Powers to carry out formalities

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

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

For all shareholders wishing to attend, be represented at or vote by postal ballot at a general meeting, it is mandatory:

- 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, 26 April 2010;
- 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, 26 April 2010.

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, 26 April 2010 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 Meeting Notice, 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, 26 April 2010.

3. In accordance with Article R. 225-85 III of the Commercial Code, if shareholders have already sent a postal vote, sent a proxy, requested an entry pass or participation certificate to attend the Annual General Meeting, they may not subsequently change the manner in which they 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 (BALO)* of 8 March 2010.

The Board of Directors