



## Combined Annual General Meeting of 24 April 2014

### Voting results

Bouygues held its Combined Annual General Meeting (AGM) of shareholders on 24 April 2014, with Martin Bouygues in the chair. All the resolutions proposed by the Board of Directors were adopted.

Shareholders representing 242.2 million shares or 75.8% of total shares with voting rights, and 385 million voting rights or 83% of total voting rights, were present in person or represented.

Number of shares with voting rights	319,339,007
Number of votes	463,824,835
Number of shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 1,261 * Extraordinary General Meeting: 1,264 **
Number of shares held by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 242,273,757 *** Extraordinary General Meeting: 242,286,369 ****
Number of votes by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 385,019,818 ***** Extraordinary General Meeting: 385,051,927 *****

\* O/w: proxies to the Chairman of the meeting: 355 ; o/w: postal votes: 638

\*\* O/w: proxies to the Chairman of the meeting: 357 ; o/w: postal votes: 640

\*\*\* O/w: proxies to the Chairman of the meeting: 29,353,640 ; o/w: postal votes: 67,677,311

\*\*\*\* O/w: proxies to the Chairman of the meeting: 29,375,770 ; o/w: postal votes: 67,668,081

\*\*\*\*\* O/w: proxies to the Chairman of the meeting: 46,754,569 ; o/w: postal votes: 67,979,247

\*\*\*\*\* O/w: proxies to the Chairman of the meeting: 46,798,829 ; o/w: postal votes: 67,967,672

Martin Bouygues opened the AGM by presenting the Group and answering shareholders' questions.

The statutory auditors presented their reports. The sixteen resolutions submitted to the meeting were then adopted by a majority ranging from 99.91% and 82.50%.

## Ordinary General Meeting:

The shareholders approved the parent company and consolidated financial statements for 2013. They also approved a dividend of €1.60 per share for the year. Shareholders may opt to take their dividend in cash or in shares. The payment date is 4 June 2014. In addition, they approved the regulated agreements submitted to the AGM.

The shareholders then renewed the terms of office for a period of three years of Hervé Le Bouc, Helman le Pas de Sécheval and Nonce Paolini.

They gave a favourable opinion on the remuneration components owed or awarded to Martin Bouygues and Olivier Bouygues in respect of the year ended 31 December 2013.

The shareholders authorised the company to trade in its own shares.

Resolutions submitted to the Ordinary General Meeting							
No.	Result	For		Against		Abstained	
		No. of votes	%	No. of votes	%	No. of votes	%
1	Approval of the parent company financial statements and transactions for the year ended 31 December 2013						
	Adopted	384,575,456	99.88%	419,590	0.11%	24,772	<0.01%
2	Approval of the consolidated financial statements and transactions for the year ended 31 December 2013						
	Adopted	384,518,817	99.87%	482,028	0.13%	18,973	<0.01%
3	Appropriation of earnings, setting of dividend						
	Adopted	383,760,484	99.67%	1,123,042	0.29%	136,292	0.04%
4	Approval of regulated agreements and commitments <sup>(1)</sup>						
	Adopted	219,525,788	82.50%	46,527,759	17.49%	32,394	0.01%
5	Renewal of the term of office of a director (Hervé Le Bouc)						
	Adopted	341,490,750	88.69%	43,514,335	11.30%	14,733	<0.01%
6	Renewal of the term of office of a director (Helman le Pas de Sécheval)						
	Adopted	384,492,687	99.86%	509,601	0.13%	17,530	<0.01%
7	Renewal of the term of office of a director (Nonce Paolini)						
	Adopted	341,295,184	88.64%	43,703,169	11.35%	21,465	<0.01%
8	Favourable opinion on the remuneration components owed or awarded to Martin Bouygues in respect of the year ended 31 December 2013						
	Adopted	382,885,009	99.45%	1,767,388	0.46%	367,421	0.09%
9	Favourable opinion on the remuneration components owed or awarded to Olivier Bouygues in respect of the year ended 31 December 2013						
	Adopted	383,213,841	99.53%	1,769,965	0.46%	36,012	<0.01%
10	Authorisation to the Board of Directors with a view to permitting the company to trade in its own shares						
	Adopted	333,921,153	86.73%	51,074,148	13.27%	24,517	<0.01%

<sup>(1)</sup> Shareholders concerned, who account for 118,933,877 votes, abstained from voting

## Extraordinary General Meeting:

The shareholders approved all the delegations of powers and authorisations granted to the Board of Directors to reduce share capital, to grant options to acquire new or existing shares, to issue equity warrants during a period of a public offer, and to increase share capital during the period of a public offer.

They approved the amendment of the by-laws to permit the appointment of two directors representing employees.

Resolutions submitted to the Extraordinary General Meeting							
No.	Result	For		Against		Abstained	
		No. of votes	%	No. of votes	%	No. of votes	%
11	Authorisation to the Board of Directors to reduce share capital by cancelling treasury shares held by the company						
	Adopted	382,849,191	99.43%	2,179,626	0.57%	23,110	<0.01%
12	Authorisation given to the Board of Directors to grant options to acquire new or existing shares						
	Adopted	338,733,761	87.97%	46,254,124	12.01%	64,042	0.02%
13	Delegation of powers to the Board of Directors to issue equity warrants during the period of a public offer for the company's shares <sup>(1)</sup>						
	Adopted	328,618,563	85.34%	56,411,728	14.65%	21,636	<0.01%
14	Authorisation to the Board of Directors to use, during the period of a public tender offer for the company's shares, all the authorisations and delegations of powers to increase the share capital						
	Adopted	328,632,228	85.35%	56,344,646	14.63%	75,053	0.02%
15	Amendment of the by-laws to permit the appointment of director's representing employees						
	Adopted	384,658,198	99.90%	336,327	0.09%	57,402	0.01%
16	Powers to carry out formalities						
	Adopted	384,706,943	99.91%	322,688	0.08%	22,296	<0.01%

(1) Resolution submitted to the Extraordinary General Meeting but nonetheless subject to the same quorum and majority rules as an Ordinary General Meeting

Shareholders attending the AGM received a copy of the Registration Document in French if they so wished. The Registration Document is available on the company's website ([www.bouygues.com](http://www.bouygues.com)). Hard copies are also available at the headquarters (32 avenue Hoche, 75008 Paris, France).

## Membership of the Board of Directors

Further to the Annual General Meeting, the Board of Directors is as follows:

### Chairman and CEO

**Martin Bouygues**

### Director and Deputy CEO

**Olivier Bouygues**

Deputy CEO and standing representative of SCDM, director

### Directors

**François Bertière**

Chairman and CEO of Bouygues Immobilier

**Mrs Francis Bouygues**

**Jean-Paul Chifflet**

CEO of Crédit Agricole S.A.

**Georges Chodron de Courcel**

Chief Operating Officer of BNP Paribas

**Yves Gabriel**

Chairman and CEO of Bouygues Construction

**Anne-Marie Idrac**

Senior Advisor for Suez Environnement and Sia Partners

**Patrick Kron**

Chairman and CEO of Alstom

**Hervé Le Bouc**

Chairman and CEO of Colas

**Helman le Pas de Sécheval**

General Counsel of Veolia Environnement

**Colette Lewiner**

Advisor to the Chairman of Capgemini

**Sandra Nombret**

Director representing employee shareholders

**Nonce Paolini**

Chairman and CEO of TF1

**Jean Peyrelevade**

Managing partner of Aforge Degroof Finance

**François-Henri Pinault**

Chairman and CEO of Kering

**Rose-Marie Van Lerberghe**

Chairwoman of the Board of Directors of Institut Pasteur

**Michèle Vilain**

Director representing employee shareholders