



Donnons vie au progrès

MINUTES OF THE COMBINED ANNUAL GENERAL MEETING OF 29 APRIL 2025

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The Combined Annual General Meeting of Bouygues SA shareholders was held at 3pm (CET) on Tuesday 29 April 2025 at Challenger - 1 avenue Eugène Freyssinet, Guyancourt in France.

Shareholders were able to attend the meeting in person or follow the proceedings live via a webcast available in full on the Company's website.

The AGM was chaired by Martin Bouygues, Chairman of the Board of Directors. Michèle Vilain, representing the Group's employee share ownership funds (FCPE PEE), and Olivier Bouygues were appointed as the vote tellers. Didier Casas was appointed secretary of the AGM.

The final quorum was 83.95% of shares with voting rights attached.

Martin Bouygues opened the meeting and introduced the agenda. This was followed by several presentations:

- Olivier Roussat, CEO, outlined the Group's situation, in particular its ambitions in terms of CSR, the key figures for the 2024 financial year and the review of operations by business segment;
- Edward Bouygues, Deputy CEO, presented the climate strategy;
- Rose-Marie Van Lerberghe, Chairwoman of the Ethics, CSR and Patronage Committee, gave a report on the work of this committee;
- Pascal Grangé, Deputy CEO, presented the financial statements for the 2024 financial year;
- Benoît Maes, Chair of the Audit Committee, gave a report on the work of this committee;
- The statutory auditors then presented their reports;
- Pascaline de Dreuzy, Chairwoman of the Governance, Selection and Remuneration Committee, presented the committee's report on the composition of the Board of Directors (8 terms of office expired at the Annual General Meeting) and on the remuneration of Executive Officers;
- Olivier Roussat then outlined the Group's outlook for 2025.

During these presentations, several corporate films were shown showcasing the Group, its people and its business activities.

Following these presentations, the Chairman opened the floor to questions from shareholders.

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A *Société Anonyme* (public limited company) with share capital of
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Didier Casas then put the 39 proposed resolutions to the vote, after giving a brief presentation of each of them.

All the resolutions were adopted. They related to the following in particular:

- approval of the consolidated financial statements for FY 2024;
- the payment in cash of a dividend in respect of the year ended 31 December 2024 of €2 per share carrying dividend rights, the dividend ex-date being 5 May 2025 and the payment date 7 May 2025;
- approval of the regulated agreements specified in Articles L. 225-38 et seq of the French Commercial Code;
- approval of the remuneration policies for the Chief Executive Officer and the Deputy Chief Executive Officers, the Chairman of the Board of Directors and the other directors;
- approval of the remuneration of corporate officers in 2024;
- the reappointments of five directors: Félicie Burelle, Clara Gaymard, Olivier Bouygues, SCDM represented by Cyril Bouygues, and Raphaëlle Deflesselle;
- the appointment of three directors: Charlotte Bouygues to replace SCDM Participations, Nathalie Bellon-Szabo to replace Rose-Marie Van Lerberghe, and Sylvie Bruneau to replace Michèle Vilain;
- renewal of financial authorisations and delegations of authority;
- amendments to Bouygues SA's articles of association (arrangements for disclosing the crossing of the ownership threshold, duration of directors' terms of office, and other amendments to the company's articles of association to reflect the law).

Following this Annual General Meeting, the Board of Directors continues to comprise fourteen directors, of whom 50%¹ are independent and 58%² are women. Nathalie Bellon-Szabo joins the Board of Directors as an independent director, replacing Rose-Marie Van Lerberghe, who also replaces her as a member of the Ethics, CSR and Patronage Committee. Clara Gaymard will now chair this committee. Sylvie Bruneau, who replaces Michèle Vilain as a director representing employee shareholders, also succeeds her as a member of the Audit Committee.

Detailed results of the vote on the resolutions, presentations of the Annual General Meeting and the recording of the meeting are available on the Bouygues group website (www.bouygues.com), under: Investors & shareholders > Investing in Bouygues > Annual General Meeting.

¹ Excludes directors representing employees and employee shareholders.

² Includes the directors representing employee shareholders, according to the calculation method used in the new provisions introduced by the Order of 15 October 2024 transposing the EU "Women on Boards" directive in France (which, however, only comes into force in 2027).