# ARTICLES OF ASSOCIATION

UPDATED 4 NOVEMBER 2026

# PART I

# CORPORATE FORM – PURPOSE – NAME – REGISTERED OFFICE – TERM

## ARTICLE 1: FORM

The company shall be formed between the owners of the shares making up the share capital as defined below and incorporated as a public limited company under French law (*Société Anonyme*), governed by the laws and regulations in force and by these articles of association.

## ARTICLE 2: PURPOSE

The purpose of the company shall be:

- to acquire, directly or indirectly, interests or holdings in French or foreign companies or groupings, whatever their purpose or business, and to manage and dispose of such interests or holdings,

- to form, acquire, operate and dispose of French or foreign undertakings, in any field of business, whether industrial, commercial or financial, including in particular in the fields of construction (building, civil works, roads, property) and services (public utilities management, media, telecommunications),

- and more generally to carry out industrial, commercial, financial, mining and agricultural operations or transactions and operations or transactions involving movable or real property relating directly or indirectly to the above purpose or to all similar or related purposes that may enable or facilitate the attainment or development thereof.

## ARTICLE 3: NAME

The company name shall be Bouygues.

## ARTICLE 4: REGISTERED OFFICE

The registered office shall be located at 32 Avenue Hoche, 75008 Paris (France).

The Board of Directors may decide to move the registered office anywhere on French territory subject to ratification by the next subsequent ordinary general meeting of shareholders.

## ARTICLE 5: TERM

The company shall expire on the fourteenth of October two thousand and eighty-nine (14 October 2089), unless it is extended or dissolved before that date.

# PART II

# CONTRIBUTIONS IN KIND – SHARE CAPITAL – SHARES

## ARTICLE 6: CONTRIBUTIONS

The company received the contributions in kind listed below, generating total share premium of FF10,343,113.47, as a consequence of their approval by an extraordinary general meeting of shareholders on 31 December 1969:

- from Entreprise Francis Bouygues, a public limited company (*Société Anonyme*) with share capital of FF14,500,000, formerly having its registered office at 381 Avenue du Général de Gaulle, Clamart, by way of merger by absorption, net assets of FF47,860,875.78, with consideration by allotment to its shareholders of 382,800 shares in the company,

- from Société Auxiliaire de Matériel de l'Entreprise Francis Bouygues, a limited liability company (*Société à Responsabilité Limitée*) with share capital of FF20,000, formerly having its registered office at 381 Avenue du Général de Gaulle, Clamart (France), by way of merger by absorption, net assets of FF4,370,097.32, with consideration by allotment to its shareholders of 2,100 shares in the company,

- from Société Auxiliaire de Matériel de l'Entreprise Bouygues, a limited liability company (*Société à Responsabilité Limitée*) with share capital of FF20,000, formerly having its registered office at 381 Avenue du Général de Gaulle, Clamart (France), by way of merger by absorption, net assets of FF2,367,680.37, with consideration by allotment to its shareholders of 1,894 shares in the company,

- from Francis Bouygues, transferable securities valued at FF1,003,490, with consideration by allotment of 7,951 shares in the company,

- from René Augereau, transferable securities valued at FF177,320, with consideration by allotment of 1,405 shares in the company.

Upon the merger by absorption of Société Financière et Immobilière de Boulogne (SFIB), a public limited company (*Société Anonyme*) with share capital of €38,100,000, having its registered office at 150, Route de la Reine, 92100 Boulogne Billancourt (France) and registered in the Nanterre Trade and Companies Register under No. 331 843 011, that company's net assets were contributed.

The net value of the contributed assets amounted to €246,430,431.28. Since the company owned the entire share capital of the merged company on the conditions specified in Article 236-11 of the Commercial Code, no capital increase was carried out as consideration for the contribution.

## ARTICLE 7: SHARE CAPITAL

The share capital shall be €387,805,789, divided into 387,805,789 fully paid-up shares with a par value of €1 each.

The share capital may be redeemed, repurchased, increased or reduced on the conditions and subject to the limits stipulated by law.

## ARTICLE 8: FORM OF SHARES – SHARE OWNERSHIP

### 8.1 Form – Registration

Fully paid-up shares may be in registered or bearer form, at the owner's discretion.

Shares shall be registered in an account on the conditions stipulated by law.

### 8.2 Disclosure thresholds – Reporting requirements – Sanctions

Any natural or legal person, acting alone or in concert, that obtains ownership or control, directly or indirectly, of at least one per cent (1%) of the company's share capital or voting rights shall inform the company that it has reached or crossed that threshold. Such disclosure shall be made within four trading days following the day the threshold was crossed, and shall state the date on which the disclosure threshold was reached or crossed and the number of shares, of voting rights and of any securities giving future access to the company's share capital that the natural or legal person holds or controls.

Disclosure thresholds shall be deemed to have been crossed when a trade is made on or off exchange, regardless of when or whether the securities have been delivered.

Such disclosure shall be made by registered letter with acknowledgement of receipt to the company at its registered office.

Such disclosure must be made each time a shareholder, acting alone or in concert, passes above or below that one per cent (1%) threshold or any threshold that is a multiple of one per cent (1%).

In the event of failure to comply with these obligations, which are in addition to the statutory obligations, the undisclosed shares shall be stripped of voting rights, at the request of one or more shareholders holding five per cent (5%) of the company's voting rights on the conditions specified in the first two paragraphs of Article L. 233-14 of the Commercial Code, in respect of all general meetings of shareholders until two years after the date on which such disclosure is properly made.

Intermediaries registered as holders of securities in accordance with Article L. 228-1, paragraph 7 of the Commercial Code are required, without prejudice to the obligations of the owners of the securities, to make the disclosures set forth in the present Article in respect of all the shares for which they are registered.

In implementing the disclosure requirements stipulated by the articles of association as contained in the present Article, the equivalences and calculation methods specified by Articles L. 233-7 and L. 233-9 of the Commercial Code or the AMF General Regulation shall be applied.

## ARTICLE 9: TRANSFER OF SHARES

Share transfers shall be effected by inter-account transfer on the conditions stipulated by law.

## ARTICLE 10: RIGHTS AND OBLIGATIONS ATTACHED TO SHARES

Each share shall give entitlement to a share in the corporate assets and in the distribution of profits proportionate to the interest in the capital that it represents.

Shareholders shall bear losses only up to the amount of their contributions or the value of their shares.

The rights and obligations attached to each share, including rights to dividends or to a share of reserves, shall vest in and be incumbent on the owner upon registration in an account in his name or for his benefit.

Share ownership shall entail acceptance of these articles of association and of all decisions taken at general meetings of shareholders.

## ARTICLE 11: INDIVISIBILITY OF SHARES

Each share shall be indivisible as far as the company is concerned. Joint owners must arrange to be represented by one of them or by a sole representative, on the conditions stipulated by law.

Voting rights attached to shares shall belong to the usufructuary at ordinary general meetings of shareholders and to the bare owner at extraordinary general meetings of shareholders.

## ARTICLE 12: VOTING RIGHTS ATTACHED TO SHARES

Unless otherwise stipulated by law, and except in the case of double voting rights as stipulated below, each shareholder shall have as many voting rights and may cast as many votes in general meetings of shareholders as he has paid-up shares.

However, double voting rights shall be granted on the conditions stipulated by law to all fully paid-up shares which can be shown – no later than the fifth day before the date of the general meeting of shareholders at the beginning of the calendar day (0:00 Central European Time) – to have been registered for at least two years in the name of the same shareholder or in the name of a person in whom such rights are vested through testate or intestate succession, partition of marital community or donation *inter vivos* by the donor to his or her spouse or to a relative in the line of succession.

If the share capital is increased by incorporation of reserves, earnings or share premium, double voting rights shall be granted upon issue to registered shares allotted free of charge in respect of existing shares that already carry double voting rights.

A merger of the company shall not affect double voting rights, which may be exercised within the absorbing company if its articles of association so provide.

# PART III

# BOARD OF DIRECTORS – EXECUTIVE MANAGEMENT

## ARTICLE 13: MEMBERSHIP OF THE BOARD OF DIRECTORS

**13.1** The company shall be managed by a Board of Directors that shall comprise, in addition to those directors specified in Article 13.3, between three and eighteen members subject to the exception stipulated by law in the event of a merger, who shall be appointed by the general meeting of shareholders. The Board of Directors shall also have up to two members representing employee shareholders, elected by the general meeting on the recommendation of the Supervisory Boards of the employee share ownership funds set up as part of the employee savings schemes run by the Bouygues group and primarily invested in the company's shares.

The Supervisory Boards of the employee share ownership funds shall elect by simple majority, from each such fund, two candidates from the employee members of a Supervisory Board of one of the employee share ownership funds. The only candidates allowed to be put forward for election by the general meeting shall be the two persons representing the highest total capitalisation in terms of company shares, based on the number of such shares held by each employee share ownership fund that nominated them.

**13.2** The term of office of directors other than those specified in Article 13.3 shall be three years. However the Board of Directors may, by way of exception and to smooth the renewal of terms of office, propose that the general meeting appoint one or more directors for a term of two or four years. Terms of office shall be renewable. A director's term of office shall expire at the end of the annual ordinary general meeting held in the year during which his three-year term expires. However, the term of office of a director elected from among the employee members of the Supervisory Board of one of the employee share ownership funds shall automatically end early in the event of the termination of the director's employment contract (except in the case of an intra-Group transfer) or if the company that employs the director leaves the Bouygues group. The Board of Directors shall then take all necessary steps to arrange for the replacement of the director whose term of office has ended.

**13.3** In accordance with Article L. 225-27-1 of the Commercial Code, the Board of Directors shall also include either one or two directors representing employees.

Those directors shall be nominated by the Group Council governed by Articles L. 2331-1 *et seq.* of the Labour Code, in accordance with the following rule:

- where the number of members of the Board of Directors appointed by the general meeting, excluding directors representing employee shareholders, is eight or less, the Group Council shall appoint one director representing employees;

- where the number of members of the Board of Directors appointed by the general meeting, excluding directors representing employee shareholders, is more than eight, the Group Council shall appoint two directors representing employees.

The term of office of directors representing employees shall commence on the date of their nomination; it shall expire two years from that date and may be renewed once.

If the number of members of the Board of Directors appointed by the general meeting, excluding directors representing employee shareholders, falls to eight or less, the terms of office of the two directors representing employees shall continue until they expire.

The term of office of a director representing employees shall automatically end early in the event of the termination of the director's employment contract (except in the case of an intra-Group transfer) or if the company that employs the director leaves the Bouygues group.

**13.4** Directors may be removed from office at any time by an ordinary general meeting.

As an exception to the above and pursuant to Article L. 225-32 of the Commercial Code, directors representing employees may be removed from office only on the grounds of misconduct in office, following an interim decision by the president of the Judicial Court in response to fast-track procedures on the merits of the case filed at the request of a majority of the members of the Board of Directors.

**13.5** Each director, with the exception of directors representing employees, must own at least ten shares in the company.

**13.6** Legal persons serving as directors shall appoint a standing representative on the conditions stipulated by law.

**13.7** The Board of Directors shall elect as Chairman one of its members, who must be a natural person; otherwise the appointment shall be invalid. The Board of Directors shall determine the Chairman's remuneration.

The Chairman shall organise and direct the work of the Board of Directors, for which he shall be accountable to the general meeting of shareholders. He shall ensure that the company's management bodies function properly and in particular ensure that the directors are able to fulfil their duties.
The Chairman shall be appointed for a term not exceeding his term of office as a director. The Chairman may be re-elected. The Board of Directors may remove the Chairman from office at any time. If the Chairman is temporarily unable to act or dies, the Board of Directors may appoint a director to perform the duties of Chairman.

The age limit for serving as Chairman, where that office is not combined with that of Chief Executive Officer, shall be 85.
If the Chairman also serves as Chief Executive Officer, the age limit shall be that applicable to the Chief Executive Officer.

## ARTICLE 14: DELIBERATIONS OF THE BOARD OF DIRECTORS

### 14.1 Calling of meetings, quorum and majority rules

The Board of Directors shall meet as often as necessary in the interests of the company. Meetings shall be called by the Chairman and may take place at the registered office or any other venue.

Meetings may be convened in any way, including orally.

The Board of Directors shall be quorate when at least half of its members are in attendance. Decisions shall be taken by a majority of the directors present or represented.

Directors shall be deemed present for the calculation of quorum and majority where they take part in meetings via a telecommunications system that enables their identity to be verified in accordance with applicable legal requirements.

In the event of a tie, the Chairman of the meeting shall have the casting vote.

**14.2 Written consultation**

Deliberations of the Board of Directors may be conducted by written consultation of the directors, which may be effected electronically.

The consultation sent to directors shall contain a proposal for deliberation, along with any necessary supporting information. The proposal shall give each director the option of responding “for”, “against” or “abstain”, and to submit their observations.

The consultation shall also indicate the deadline for responses from directors, which may not exceed five working days; a shorter deadline of any length may be set by the Chairman if required by the context or nature of the deliberations to which the consultation relates.

Any director may object to the use of written consultation within the deadline indicated in the consultation. In the event of an objection, the other directors shall be informed without delay, and the Chairman may call a meeting of the Board of Directors. Deliberations conducted through written consultation may only be adopted if no director has exercised his or her right to object. The other quorum and majority rules shall be those that apply to decisions taken in a meeting.

If no response is received by the deadline, the director in question shall be deemed not to have taken part in the decision. The responses received shall be collated, and the Board of Directors informed of the outcome of the votes. Decisions taken by written consultation shall be recorded in minutes, established on the same basis as for decisions adopted in a meeting.

**14.3 Voting by correspondence**

Directors may, if the convening notice so specifies, vote by correspondence using a form containing the relevant information required by law.

**14.4 Minutes**

Minutes shall be drawn up and copies or extracts of deliberations shall be issued and certified as required by law.

Those minutes shall be retained on the same basis as other decisions taken by the Board of Directors.

## ARTICLE 15: POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall lay down guidelines for the company’s business and ensure that they are implemented in the corporate interest, taking into consideration the social and environmental impacts of the company’s business.

Without prejudice to the powers expressly vested by law in general meetings of shareholders, and within the limits of the corporate purpose, the Board shall consider all issues relating to the proper operation of the company and, by means of its deliberations, shall settle all matters that concern the company.

The Board of Directors shall carry out such inspections and verifications as it deems fit.

The Chairman or the Chief Executive Officer shall provide each director with all the documents and information needed to carry out their duties.

The Board of Directors may assign special powers for one or more specific purposes to one or more of its members or to third parties, whether shareholders or not.

The Board of Directors may decide to form committees to address issues that the Board of Directors or its Chairman submits for an opinion. The Board of Directors shall determine the membership and remit of such committees, which shall conduct their business under its responsibility.

## ARTICLE 16: REMUNERATION OF DIRECTORS

The Board of Directors shall receive an amount charged to overheads, with a view to remunerating directors for their activities. The amount shall be set by a general meeting of shareholders and remain unchanged until otherwise decided. The Board of Directors shall decide how it is to be shared among its members.

The Board of Directors may also award directors exceptional remuneration in the cases and on the conditions stipulated by law.

## ARTICLE 17: EXECUTIVE MANAGEMENT

### 17.1 Chief Executive Officer

Responsibility for the executive management of the company shall be assumed either by the Chairman of the Board of Directors or by another natural person, who may or may not be a director, with the title of Chief Executive Officer.

The Board of Directors may choose between these two executive management models at any time, and shall do so at least upon expiry of the term of office of the Chief Executive Officer or of the Chairman of the Board of Directors if the latter is also responsible for the executive management of the company. The Board of Directors shall inform shareholders and third parties of its choice on the conditions stipulated by applicable regulations.

The Board of Directors' decision on the executive management model shall be taken by a majority of the directors present or represented. In the event of a tie, the Chairman of the meeting shall have the casting vote.

A change in the executive management model shall not require amendment to the articles of association.

The Board of Directors shall appoint the Chief Executive Officer. It shall determine his term of office, which if he is a director may not exceed his term of office as director.

The Board of Directors shall determine the remuneration of the Chief Executive Officer.

The age limit for the Chief Executive Officer shall be 70 years.

If the Chief Executive Officer reaches the age of 65, his term of office shall be submitted for confirmation to the next subsequent Board meeting, for a maximum of one year. The Board of Directors may then renew the term of office annually for one-year periods until the Chief Executive Officer reaches the age of 70, at which time the Chief Executive Officer shall be considered to have automatically resigned.

The Chief Executive Officer may be removed from office at any time by the Board of Directors.

The Chief Executive Officer shall have the broadest powers to act in the name of the company under all circumstances, within the limits of the corporate purpose and without prejudice to the powers expressly vested by law in general meetings of shareholders and the Board of Directors.

The Chief Executive Officer shall represent the company in its dealings with third parties. The company shall be bound by the acts of the Chief Executive Officer even if they are not within the scope of the corporate purpose, unless it can prove that the third party either knew that such act exceeded the corporate purpose or could not have been unaware thereof in the circumstances, it being specified that mere publication of the articles of association shall be insufficient to constitute such proof.

**17.2 Deputy Chief Executive Officers**

On a proposal from the Chief Executive Officer, whether that office be held by the Chairman of the Board of Directors or by another person, the Board of Directors may appoint one or more natural persons, who may or may not be directors, to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

The maximum number of Deputy Chief Executive Officers shall be five.

In agreement with the Chief Executive Officer, the Board of Directors shall determine the scope and duration of the powers granted to Deputy Chief Executive Officers. However, if a Deputy Chief Executive Officer is a director, he may not serve for longer than his term of office as director.

Deputy Chief Executive Officers shall have the same powers as the Chief Executive Officer with regard to third parties.

The Board of Directors shall determine the remuneration of Deputy Chief Executive Officers.

Should the Chief Executive Officer cease or be unable to carry out his duties, the Deputy Chief Executive Officers shall retain their office and powers until a new Chief Executive Officer is appointed, unless the Board of Directors decides otherwise.

The age limit for Deputy Chief Executive Officers shall be 70 years.

If a Deputy Chief Executive Officer reaches the age of 65, his term of office shall be submitted for confirmation to the next subsequent Board meeting for a maximum of one year. The Board of Directors may then renew the term of office annually for one-year periods until the Deputy Chief Executive Officer reaches the age of 70, at which time the Deputy Chief Executive Officer shall be considered to have automatically resigned.

## ARTICLE 18: NON-VOTING DIRECTORS

An ordinary general meeting of shareholders may appoint one or more non-voting directors for a three-year term.

A non-voting director's term of office shall expire automatically at the first general meeting of shareholders held after the non-voting director reaches the age of 70.

Should one or more non-voting directorships fall vacant as a result of death or resignation, the Board of Directors may make temporary appointments. Such appointments shall be subject to ratification at the next subsequent general meeting.

Non-voting directors shall be responsible for ensuring strict compliance with the articles of association. They shall attend Board meetings in a consultative capacity. They shall review the detailed statements of assets and

liabilities and the full-year financial statements and shall present their observations thereon at the general meeting as they deem fit.

Non-voting directors' fees shall be decided by an ordinary general meeting.

# PART IV

# GENERAL MEETINGS OF SHAREHOLDERS

## ARTICLE 19: HOLDING GENERAL MEETINGS OF SHAREHOLDERS

**19.1** Ordinary and extraordinary general meetings, and any special meetings, shall be convened and held and shall deliberate on the conditions stipulated by law.

Meetings shall be held in Paris or at Challenger, 1 Avenue Eugène Freyssinet, 78280 Guyancourt (France).

Meetings shall be chaired by the Chairman of the Board of Directors or, in his absence, by a director specially empowered for the purpose by the Board of Directors. Failing that, the meeting shall elect its own Chairman.

**19.2** Any shareholder may participate in meetings on the conditions stipulated by law.

**19.3** Any shareholder satisfying the conditions required for attendance at meetings may alternatively choose to be represented on the conditions stipulated by law.

**19.4** Any shareholder may alternatively vote by correspondence on the conditions stipulated by law. Postal vote forms shall be accepted only if actually received by the company at its registered office or at an address determined in the Notice of Meeting and the Convening Notice published in the *Balo* (*Bulletin des Annonces Légales Obligatoires*) no later than the third day preceding the meeting.

If the Board of Directors so decides, shareholders may participate in the meeting by telecommunications systems that enable them to be identified. In such cases the company will accept electronic remote vote forms that must be received no later than 3.00pm (CET) on the day preceding the general meeting.

**19.5** Owners of company shares who are not resident on French territory may be shareholders of record and may be represented at general meetings by any intermediary registered on their behalf and holding a general authorisation to manage securities, provided that such intermediary declared that it was acting as an intermediary holding securities for third parties when it opened its account either with the company or with the account-holding financial intermediary, in accordance with the applicable law and regulations.

The company shall be entitled to ask intermediaries that are registered on behalf of shareholders not resident on French territory and that hold a general authorisation to manage securities to provide a list of the shareholders they represent and whose voting rights may be exercised at the meeting.

Votes or proxies shall not be counted if they are cast by an intermediary that has failed to declare itself as such in accordance with the applicable law and regulations or with the present articles of association or that has not disclosed the identity of the owners of the securities.

### ARTICLE 20: POWERS OF GENERAL MEETINGS OF SHAREHOLDERS

General meetings of shareholders, and any special meetings, shall have the powers vested in them by law.

### ARTICLE 21: MINUTES

Minutes of meetings shall be drawn up, and copies thereof shall be issued and certified on the conditions stipulated by law.

## PART V

## STATUTORY AUDITORS

### ARTICLE 22: APPOINTMENT

The ordinary general meeting of shareholders shall appoint at least two statutory auditors for six financial years. Their term of office shall expire after the ordinary general meeting called to approve the financial statements for the sixth financial year.

## PART VI

## FINANCIAL YEAR – APPROPRIATION OF EARNINGS

### ARTICLE 23: FINANCIAL YEAR

The financial year shall begin on the first of January and end on the thirty-first of December.

### ARTICLE 24: APPROPRIATION OF EARNINGS

At least five per cent (5%) of the net profit for the financial year, minus any prior-year losses, shall be appropriated to constitute the legal reserve. Such appropriation shall cease to be mandatory once the legal reserve reaches an amount equal to one-tenth of the share capital. It shall become mandatory again when for any reason the reserve falls below one-tenth of the share capital.

Distributable earnings shall comprise net profit for the financial year minus (i) any prior-year losses and (ii) any amounts appropriated to constitute the legal reserve, plus any retained earnings brought forward. From these distributable earnings shall be drawn any reserves or retained earnings that the general meeting of shareholders may approve and the appropriation and use of which is governed by said general meeting.

The balance of distributable earnings shall be divided between the shareholders.

The general meeting of shareholders voting on the appropriation of earnings may give each shareholder the option of taking some or all of the distributed dividend in cash or in shares.

# PART VII

# LIQUIDATION – DISPUTES

## ARTICLE 25: LIQUIDATION

Should the company expire or be dissolved, the ordinary general meeting of shareholders shall decide on the method of liquidation and appoint one or more liquidators, whose powers it shall determine.

The liquidation surplus shall be divided without distinction among the shares.

## ARTICLE 26: DISPUTES

All company-related disputes that may arise during the company's lifetime or during its liquidation, whether between the shareholders and the company or its directors, or between the company and its directors, or between the shareholders themselves, shall be referred to the competent courts of the place where the company has its registered office.

**TRANSLATED INTO ENGLISH FROM A FRENCH ORIGINAL CERTIFIED BY OLIVIER ROUSSAT, CHIEF EXECUTIVE OFFICER AS A TRUE COPY**