



## Minutes of the Annual Meeting

*The stockholders of Bouygues, at their Annual Meeting on 25 April 2002 under the chairmanship of Martin Bouygues, adopted all the resolutions proposed by the Board of Directors.*

The Annual Meeting was attended by stockholders representing 253 million voting rights, or 60,50% of the total.

Martin Bouygues opened the meeting by giving a presentation of the Group.

The 20 resolutions were then adopted, each between 89,16% and 99,99% of the votes cast.

The dividend paid in respect of 2001 is 0.36 euro net per share and per investment certificate, plus a tax credit of 0.18 euro (on the basis of a 50% rate).

The dividend will be paid in cash as of 3 May 2002.

The stockholders approved the following resolutions in particular :

- authorisation given to the Board of Directors to enable the company to buy its own shares or investment certificates ;

- delegation of powers for the Board of Directors to increase the authorised capital preserving or cancelling the preferential subscription right ;

- delegation of powers for the Board of Directors to increase the authorised capital in favour of employees of the company or of companies in the group, including if it makes use of authorisations to increase the capital ;

- amendment of the by-laws to take account of the provisions of Act of 15 May 2001 on new economic regulations in particular, those concerning the identification of stockholders, the balance of powers and the operation of governing bodies ;

- approval of the merger by absorption of Société Financière et Immobilière de Boulogne – SFIB, a wholly-owned subsidiary of Bouygues.

The Annual Meeting also renewed the directorships of Artémis represented by Mrs Patricia Barbizet, of Mr Michel Derbesse, of Mr Alain Dupont and of Mr Patrick Le Lay.

*The financial report was provided to stockholders on the day of the meeting. It is available on the corporate website and may be obtained from the company (Investor Relations Department – Michel Madesclaire – Challenger – 1, avenue Eugène Freyssinet – 78061 Saint Quentin en Yvelines Cedex).*