



BOUYGUES

The Annual General Meeting will take place on

Thursday, 22 April 2004 at 3.30 p.m.

at CHALLENGER - 1, avenue Eugène Freyssinet - 78280 GUYANCOURT

to consider **the following agenda:**

ORDINARY PART

- . Board of Directors' annual report for 2003.
- . Chairman's report on the preparation and organisation of the Board's work and on the internal control procedures introduced by the company.
- . Auditors' reports for 2003.
- . Auditors' observations on the Chairman's report concerning internal control procedures relating to the preparation and treatment of accounting and financial information.
- . Board of Directors' special report on stock options.
- . Approval of the company accounts for the year ended 31 December 2003 as presented by the Board.
- . Approval of the consolidated accounts for the year ended 31 December 2003 as presented by the Board.
- . Appropriation of earnings for 2003.
- . Auditors' special report on the agreements referred to at Article L. 225-38 of the Commercial Code and approval of the agreements mentioned in the report.
- . Ratification of the co-option of two directors.
- . Renewal of the term of office of three directors.
- . Appointment of a director.
- . Renewal of the term of office of a statutory auditor.
- . Renewal of the term of office of an alternate auditor.
- . Authorisation to be given to the Board of Directors to issue debt securities, especially bonds and similar securities.
- . Authorisation to be given to the Board of Directors to enable the company to buy back its own shares or investment certificates.

EXTRAORDINARY PART

- . Board of Directors' and auditors' reports.
- . Delegation of powers to the Board of Directors to increase the authorised capital, either by issuing transferable securities giving immediate or future access to company stock, preserving the preferential subscription right, or by incorporating premiums, reserves, earnings or other sums.
- . Delegation of powers for the Board of Directors to increase the authorised capital by issuing transferable securities giving immediate or future access to company stock, cancelling the preferential subscription right.
- . Authorisation for the Board of Directors to use the delegated powers to increase the authorised capital in the event of a tender offer for the company's stock.
- . 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.
- . Authorisation for the Board of Directors to reduce the authorised capital by retiring treasury stock.
- . Delegation of powers for the Board of Directors to grant stock options.
- . Amendment of the by-laws to ensure compliance with Articles 117 and 129 of the Financial Security Act of 1 August 2003.
- . Powers to carry out formalities.

Shareholders or holders of investment or voting right certificates wishing to attend the meeting, be represented at it or vote by mail must comply with the following requirements.

- Holders of registered shares or voting right certificates must be registered by midnight on Monday, 19 April 2004 at the latest.
- Holders of bearer shares must request a certificate of deposit, attesting to the unavailability of the shares through the date of the Meeting, from the authorised intermediary who manages their investment account. The certificate must reach the company at the following address: Bouygues - Service Titres - B.P. 23 - 1, avenue Eugène Freyssinet - Guyancourt - 78184 Saint Quentin en Yvelines Cedex (Tel. +33 1 30 60 35 82 - Fax. +33 1 30 60 38 08) by midnight on Monday, 19 April 2004 at the latest.

Stockholders or holders of voting right certificates wishing to attend the Meeting may request an admission letter as follows.

- Holders of registered shares or voting right certificates should apply to Bouygues at the address given above.
- Holders of bearer shares should apply to the authorised intermediary who manages their investment account.

Stockholders or holders of voting right certificates who do not wish to attend the Meeting in person but wish to be represented or to vote by mail must comply with the following requirements.

- Holders of voting certificates should request a single proxy form/mail ballot from Bouygues at the address given above.
- Holders of registered shares should return the single proxy form/mail ballot enclosed with the notice of meeting to Bouygues at the address given above.
- Holders of bearer shares should ask the authorised intermediary who manages their account for a single proxy form/mail ballot.

Mail ballots must reach Bouygues at the address given above by midnight on Monday, 19 April 2004 at the latest.