



The Annual General Meeting will take place on

Thursday, 24 April 2003 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 2002.
- . Auditors' reports for 2002.
- . Board of Directors' special report on stock options.
- . Approval of the company accounts for the year ended 31 December 2002 as presented by the Board.
- . Approval of the consolidated accounts for the year ended 31 December 2002 as presented by the Board.
- . Appropriation of earnings for 2002.
- . 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 a director.
- . Renewal of the term of office of two directors.
- . Appointment of two directors who are members of the Supervisory Boards of employee mutual funds representing employee stockholders.
- . Appointment of a new supervisor.
- . Appointment of a statutory auditor.
- . Appointment of an alternate auditor.
- . Amount of directors' fees.
- . 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.
- . Authorisation for the Board of Directors to reduce the authorised capital by retiring treasury stock.
- . Authorisation for the Board of Directors to use delegated powers to increase the authorised capital in the event of a tender offer for the company's stock.
- . 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 Friday, 18 April 2003 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 Friday, 18 April 2003 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 Friday, 18 April 2003 at the latest.