



The Annual General Meeting will take place on

Thursday, 25 April 2002 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 2001.
- . Auditors' reports for 2001.
- . Board of Directors' special report on stock options.
- . Approval of the company accounts for the year ended 31 December 2001 as presented by the Board.
- . Approval of the consolidated accounts for the year ended 31 December 2001 as presented by the Board.
- . Appropriation of earnings for 2001.
- . 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.
- . Renewal of the term of office of four directors.
- . 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.
- . Assessors' report.
- . Authorisation to be given to the Board of Directors to reduce the authorised capital by retiring treasury stock.
- . Delegation of powers for 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, preserving or cancelling the preferential subscription right, in the event of a tender or exchange 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.
- . Amendment of the by-laws to ensure compliance with the provisions of Act 2001-420 of 15 May 2001 relating to new economic regulations.
- . Approval of the planned merger of Société Financière et Immobilière de Boulogne - SFIB with Bouygues; note of completion of the merger and winding-up without liquidation of Société Financière et Immobilière de Boulogne - SFIB; corresponding amendment of Article 6 of the by-laws.
- . Powers to carry out formalities.

Stockholders who wish to attend, be represented at or vote by mail at this Meeting must:

- for registered stockholders or holders of voting certificates: be registered as a stockholder no later than Monday 22 April 2002 (midnight);
- for holders of bearer stock: request a certificate of deposit, attesting to the unavailability of the stock 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* (Stockholder Services), B.P. 23, 1, avenue Eugène Freyssinet, GUYANCOURT, 78184 SAINT QUENTIN EN YVELINES CEDEX (tel. +33 (0)1 30 60 35 82, fax +33 (0)1 30 60 38 08) no later than Monday 22 April 2002 (midnight).

Stockholders wishing to attend the Meeting may request an admission letter as follows:

- for registered stockholders or holders of voting certificates: by application to Bouygues at the above address;
- for holders of bearer stock: by asking the authorised intermediary who manages their investment account to send them an admission letter.

Stockholders who are not personally attending this Meeting and wish to be represented or to vote by mail, may:

- for holders of voting certificates: request a single proxy form/mail ballot from Bouygues at the above address;
- for registered stockholders: return the single proxy form/mail ballot enclosed with the Notice of Meeting to Bouygues;
- for holders of bearer stock: ask the authorised intermediary who manages their investment account for a single proxy form/mail ballot.

Mail ballots must reach the company at the above address no later than Monday 22 April 2002 (midnight).