



BOUYGUES

The Annual General Meeting will take place on

Thursday, 28 April 2005 at 3.30 p.m.

at CHALLENGER - 1, avenue Eugène Freyssinet - 78280 GUYANCOURT

to consider **the following agenda:**

ORDINARY PART

- . Board of Directors' report on the company's situation and operations in 2004.
- . 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 2004.
- . 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 parent company financial statements for the year ended 31 December 2004 as presented by the Board.
- . Approval of the consolidated financial statements for the year ended 31 December 2004 as presented by the Board.
- . Appropriation of earnings for 2004.
- . Transfer of the special long-term capital gains reserve to the "Other reserves" account.
- . Approval of the agreements referred to at Article L. 225-38 of the Commercial Code.
- . Renewal of the term of office of one director (Michel Rouger).
- . Appointment of two directors representing employee shareholders.
- . 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, preserving the preferential subscription right, by issuing ordinary shares or transferable securities giving access to ordinary shares in the company or in a company of which it owns more than 50%.
- . Delegation of powers to the Board of Directors to increase the authorised capital by incorporating premiums, reserves or earnings.
- . Delegation of powers to the Board of Directors to increase the authorised capital, cancelling the preferential subscription right, by issuing ordinary shares or transferable securities giving access to ordinary shares in the company or in a company of which it owns more than 50%.
- . Authorisation for the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights.
- . Authorisation for the Board of Directors, under terms and conditions determined by the Annual General Meeting, to set the issue price for a public offering, without preferential subscription rights, of stock or transferable securities giving access to the capital, within the limit of 10% of the capital.
- . Delegation of powers for the Board of Directors to increase the capital with a view to remunerating contributions in kind consisting of a company's stock or transferable securities giving access to the capital.
- . Delegation of powers for the Board of Directors to increase the capital, without preferential subscription rights, in order to remunerate contributions of securities in the event of an exchange offer.
- . Delegation of powers for the Board of Directors to increase the capital in favour of employees of the company or companies in the Group who belong to a corporate savings plan.
- . Delegation of powers for the Board of Directors to issue shares following the issuance by a Bouygues subsidiary of transferable securities giving immediate or future access to shares in the company.
- . Authorisation for the Board of Directors to allocate free shares, existing or to be issued, to employees and officers of the company or the Group or certain categories thereof.
- . Authorisation for the Board of Directors to grant stock options.
- . Delegation of powers for the Board of Directors to issue all transferable securities giving entitlement to the allocation of debt securities.
- . Authorisation for the Board of Directors to reduce the authorised capital by cancelling treasury stock.
- . Amendment of the by-laws.
- . Delegation of powers for the Board of Directors to issue non-voting preference shares having the same rights as investment certificates.
- . Powers to carry out formalities.

Shareholders or holders of 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, 25 April 2005 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 (Freephone number: 0 805 120 007 - Fax. + 33 1 30 60 38 08) by midnight on Monday, 25 April 2005 at the latest.

Shareholders 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 right 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, 25 April 2005 at the latest.