

IMPORTANT : Before selecting, please see instructions on reverse side.

WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM

A I wish to attend the extraordinary meeting and request an admission card.

B I prefer to use the postal voting form or the proxy form as specified below.



Société Anonyme au capital de 336 762 896 €
Siège Social :90, avenue des Champs Elysées
75008 PARIS
572 015 246 R.C.S. PARIS – APE : 452 B

EXTRAORDINARY MEETING OF HOLDERS OF VOTING RIGHTS CERTIFICATES

An extraordinary meeting of holders of voting rights certificates has been called by a first notice of meeting for Wednesday 12 April 2006 at 11 a.m., and if necessary, by a second notice of meeting for Wednesday 26 April 2006 at 2.30 p.m. (*)

at Challenger, 1 avenue Eugène Freyssinet, 78280 Guyancourt.

(*) The first notice of meeting is for 12 April at 11 a.m. In the likely event that the required quorum of one third is not present on this occasion, it will not be possible to proceed with the meeting on that date, and a further meeting will be called for Wednesday 26 April 2006 at 2.30 p.m.

For Company's use only

I VOTE BY POST

See reverse (3)

I vote FOR all the draft resolutions approved by the Board of directors, EXCEPT those indicated by a shaded box – like this [shaded box] for which I vote AGAINST, or I abstain, which is equivalent to voting AGAINST.

On the draft resolutions not approved by the Board of directors, I cast my vote by shading the box of my choice like this [shaded box].

1 [] 2 []

Yes No Abs

A [] []
B [] []
C [] []
D [] []
E [] []

In case amendments or new resolutions are proposed during the meeting, (*)

- I appoint the Chairman to vote on my behalf. []
- I abstain from voting (is equivalent to a vote against). []
- I appoint (see reverse 2) Mr, Mrs or Miss to vote on my behalf. []

(*) Shade the appropriate box

In order to be considered, any postal voting forms must be actually received by the Company no later than midnight on 7 APRIL 2006 in respect of the first notice of meeting and midnight on 21 APRIL 2006 in respect of the second notice of meeting.

Bouygues – Service Titres -1, avenue Eugène Freyssinet – BP 23 – Guyancourt – 78184 Saint Quentin en Yvelines Cedex.

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE EXTRAORDINARY MEETING

date and sign the bottom of the form without completing it see reverse (2)

I HEREBY APPOINT (you may give your proxy either to your spouse or to another holder of voting rights certificates - see reverse (2)) to represent me at the above mentioned meeting.

Mr, Mrs or Miss

Address

Surname, first name, address of the holder of voting rights certificates (if this information is already supplied, please verify and correct if necessary) See reverse (1)

Date and Signature

[Signature box]

INSTRUCTIONS FOR COMPLETION

A. If the holder of voting rights certificates wishes to attend the meeting personally, tick box A on the front of the document. Please also date and sign at the bottom of the form.
B. Otherwise, the holder of voting rights certificates may use this form as a postal vote*. In this case, tick box B on the front of the form and choose one of the three possibilities:

→ Use the postal voting form:
tick the appropriate box,

→ Give your proxy to the Chairman of the meeting:
date and just sign at the bottom of the form without filling in

→ Give your proxy to another holder of voting rights certificates:
tick and fill in the appropriate box,
fill and sign in the appropriate box, date and sign below

WHICHEVER OPTION IS USED the signature of the holder of voting rights certificates is necessary

- (1) The holder of voting rights certificates should write his exact name and address in capital letters in the space provided; if this information is already supplied, please verify and correct if necessary.
If the holder of voting rights certificates is a legal entity, the signatory should indicate his full name and the capacity in which he is entitled to sign on the legal entity's behalf.
If the signatory is not the holder of voting rights certificates (e.g. a legal guardian, etc...), please specify your full name and the capacity in which you are signing the proxy.
The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (Art. 131-3 of March 23, 1967 decree).

POSTAL VOTING FORM

(3) Art. L. 225-107 of Code de Commerce (extract):

"A shareholder can vote by post by using a postal voting form determined by law. Any other methods are deemed to be invalid.
Only the forms received by the company before the meeting, within the time limit and conditions determined by law, are valid to calculate the quorum. The forms giving no voting direction or indicating abstention are deemed to vote against".

→ If you wish to use the postal voting form, you must tick the box on the front of the document "I VOTE BY POST".

In such event, please comply with the following instructions:

• **For the resolutions proposed or agreed by the Board, you can:**

- either vote "for" for all the resolutions by leaving the boxes blank,
- or vote "against" or "abstention" (which is equivalent to voting against) by shading boxes of your choice.

• **For the resolutions not agreed by the Board, you can:**

- vote resolution by resolution by shading the appropriate boxes.

• **In case of amendments or new resolutions during the meeting, you can:**

- choose between three possibilities (proxy to the chairman of the meeting, abstention or proxy to another holder of voting rights certificates) by shading the appropriate box.

PROXY TO THE CHAIRMAN OF THE MEETING OR PROXY TO ANOTHER HOLDER OF VOTING RIGHTS CERTIFICATES

(2) Art. L. 225-106 of Code de Commerce (extract):

"A shareholder can have himself/herself represented by another shareholder or by his/her spouse.

Any shareholder can receive proxies issued by the other shareholders to have themselves represented at a meeting, without any other limitations than those laid down by the law or by the articles of association fixing the maximum number of votes to which

a person is entitled both in his/her own name or as a proxy".

"The clauses in contradiction with the provisions of the foregoing paragraphs are deemed to be invalid.

When proxies do not indicate the name of the appointed proxy, the chairman of the meeting will vote the proxy in favour of the adoption of the draft resolutions presented or approved by the Board of Directors or the Executive Board, as the case may be, and will vote the proxy against the adoption of all the other draft resolutions. To give any other vote, the shareholder must choose a proxy who accepts to vote as he/she indicates".

* The text of the resolutions and all other regulation documents appear in the enclosed notice of the meeting which is sent with this proxy (Art. 131-2 and 133 of March 23, 1967 decree); please do not use both: "I VOTE BY POST" and "I HEREBY APPOINT" (Art. 133§8 of March 23, 1967 decree). THE FRENCH VERSION OF THIS DOCUMENT GOVERNS; THE ENGLISH TRANSLATION IS FOR CONVENIENCE ONLY.

NB: If any information included in this form is used for a computer file, it is protected by the provisions of law 78-17 of January 6, 1978, especially about rights of access and alteration that can be exercised by interested parties.