



Annual General Meeting, 24 April 2008

Voting results

Bouygues held its Combined Annual General Meeting (AGM) of Shareholders on 24 April 2008 with Martin Bouygues in the chair. All the resolutions proposed by the Board of Directors were passed.

Shareholders representing 320 million voting rights, or 71.2% of the total, were present in person or represented.

	Quorum requirement	No. of shares (present, represented or voting by post)	No. of votes
Ordinary general meeting (1/5 x 340,790,818)	68,158,164	212,403,198	319,926,259
Extraordinary general meeting (1/4 x 340,790,818)	85,197,705	212,408,198	319,935,519

Martin Bouygues opened the AGM by presenting the Group and answering shareholders' questions.

The 14 resolutions submitted to the meeting were then adopted by a majority ranging from 77.16% to 99.95%.

Ordinary general meeting

The shareholders approved the parent company and consolidated financial statements for 2007. They also approved a dividend of €1.50 for the year, payable in cash on 2 May 2008. In addition, they approved the regulated agreements submitted to the AGM.

The shareholders then renewed the term of office for a three-year term of Patricia Barbizet and appointed Hervé Le Bouc, Nonce Paolini and Helman le Pas de Sécheval as directors for a three-year term.

The shareholders authorised the company to trade in its own shares.

	Resolutions submitted to the ordinary general meeting	For	Against	Abstained
1	Approval of the parent company financial statements	99.25%	0.71%	0.04%
2	Approval of the consolidated financial statements	99.30%	0.67%	0.03%
3	Appropriation of earnings, approval of a dividend	99.95%	0.02%	0.03%
4	Agreements referred to in Article L. 225-38 of the Commercial Code ⁽¹⁾	83.26%	16.68%	0.06%
5	Renewal of the term of office of a director (Patricia Barbizet)	97.24%	2.72%	0.04%
6	Appointment of a director (Hervé Le Bouc)	89.91%	10.05%	0.04%
7	Appointment of a director (Nonce Paolini)	89.93%	10.03%	0.04%
8	Appointment of a director (Helman le Pas de Sécheval)	99.80%	0.16%	0.04%
9	Authorisation with a view to enabling the company to buy back its own shares	84.73%	15.23%	0.04%

⁽¹⁾ The shareholders concerned, who account for 113,487,825 votes, refrained from voting.

Extraordinary general meeting

The shareholders approved all the delegations of powers and authorisations granted to the Board of Directors to reduce the company's capital, grant stock options, issue equity warrants and increase the company's capital in the event of a public offer.

	Resolutions submitted to the extraordinary general meeting	For	Against	Abstained
10	Authorisation to reduce the company's capital by the cancellation of treasury stock	99.89%	0.07%	0.04%
11	Authorisation to grant stock options	78.45%	21.51%	0.04%
12	Delegation of powers to issue equity warrants during the period of a public offer for the company's shares ⁽¹⁾	77.16%	22.80%	0.04%
13	Authorisation to increase the company's capital in the event of a public offer	77.36%	22.60%	0.04%
14	Powers to carry out formalities	99.61%	0.35%	0.04%

⁽¹⁾ Resolution submitted to the extraordinary general meeting but subject to the same quorum and majority rules as an ordinary general meeting.

Shareholders attending the AGM received a copy of the Registration Document in French. The document can be downloaded from the Bouygues website at www.bouygues.com or the website of the French securities regulator, the AMF, at www.amf-france.org. It can also be obtained by writing to the internal and corporate publications unit of Bouygues at 32 Avenue Hoche, 75008 Paris, France.

At 30 April 2008 the composition of the Board of Directors will be as follows:

Chairman and CEO

Martin Bouygues

Executive Director

Olivier Bouygues

Deputy CEO and standing representative of SCDM, director

Directors

Pierre Barberis

Former Deputy CEO, Oberthur

Thierry Jourdain

Director representing employee shareholders

Patricia Barbizet

CEO and director, Artémis

Patrick Kron

Chairman and CEO, Alstom

François Bertière

Chairman and CEO, Bouygues Immobilier

Hervé Le Bouc

Chairman and CEO, Colas

Mrs Francis Bouygues

Nonce Paolini

CEO, TF1

Georges Chodron de Courcel

COO, BNP Paribas

Helman le Pas de Sécheval

CFO, Groupama

Charles de Croisset

International Advisor to Goldman Sachs International

Jean Peyrelevade

Vice-Chairman, Leonardo France

Lucien Douroux

Former Chairman of the Supervisory Board, Crédit-Agricole Indosuez

François-Henri Pinault

Chairman and CEO, PPR

Yves Gabriel

Chairman and CEO, Bouygues Construction

Jean-Michel Gras

Director representing employee shareholders

Non-voting directors

Philippe Montagner

Alain Pouyat