



Annual General Meeting, 26 April 2007

Voting results

Bouygues held its combined annual general meeting (AGM) of shareholders on 26 April 2007 with Martin Bouygues in the chair. All the resolutions proposed by the Board of Directors were passed.

Shareholders representing 281.9 million voting rights, or 65.93% 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 334,247,497)	66,849,500	189,181,205	281,876,179
Extraordinary general meeting (1/4 x 334,247,497)	83,561,875	189,190,887	281,894,073

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

The 28 resolutions submitted to the meeting were then adopted by a majority ranging from 77.40% to 99.98%.

Ordinary general meeting

The shareholders approved the parent company and consolidated financial statements for 2006. They also approved a net dividend of €1.20 for the year, payable in cash from 3 May 2007. In addition, they approved the regulated agreements submitted to the AGM.

The shareholders then ratified the motion to co-opt Patrick Kron as a member of the Board of Directors. They renewed the terms of office of three directors: Lucien Douroux, Jean Peyrelevade and SCDM. They elected Thierry Jourdain and Jean-Michel Gras as directors representing employee shareholders for a three-year term. And they appointed Alain Pouyat as supervisor 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	99.60%	0.39%	0.01%
2	Approval of the consolidated financial statements	99.73%	0.26%	0.01%
3	Appropriation of earnings, fixing of dividend	99.98%	0.01%	0.01%
4	Agreements referred to in Article L. 225-38 of the Commercial Code ⁽¹⁾	81.96%	18.03%	0.01%
5	Ratification of the co-option of a director (P. Kron)	91.19%	8.80%	0.01%
6	Renewal of the term of office of a director (L. Douroux)	97.23%	2.60%	0.17%
7	Renewal of the term of office of a director (J. Peyrelevade)	93.70%	6.28%	0.02%
8	Renewal of the term of office of a director (SCDM)	94.57%	5.42%	0.01%
9	Election of a director representing employee shareholders (T. Jourdain)	94.74%	5.25%	0.01%
10	Election of a director representing employee shareholders (J.-M. Gras)	94.75%	5.24%	0.01%
11	Appointment of a supervisor (A. Pouyat)	93.59%	6.25%	0.16%
12	Authorisation with a view to enabling the company to buy back its own shares	84.51%	15.48%	0.01%

⁽¹⁾ The shareholders concerned, who account for 111,151,516 votes, refrained from voting.

Extraordinary general meeting

The shareholders approved all the authorisations granted to the Board of Directors to increase the share capital, issue securities giving access to share capital or debt securities, make bonus issues of shares, and reduce the share capital by cancelling shares.

The shareholders also approved draft amendments to the by-laws intended to reflect various legislative provisions to encourage employee share ownership, viz. reference in the by-laws to the method of appointing directors representing employee shareholders, and a three-year term of office for such directors.

	Resolutions submitted to the extraordinary general meeting	For	Against	Abstained
13	Delegation of powers to increase the capital, preserving pre-emptive rights, by issuing ordinary shares or securities giving access to ordinary shares in the company or in a company over which it has more than 50% control	97.09%	2.90%	0.01%
14	Delegation of powers to increase the capital by incorporating premiums, reserves or earnings	97.12%	2.87%	0.01%
15	Delegation of powers to increase the capital, without pre-emptive rights, by issuing ordinary shares or securities giving access to ordinary shares in the company or in a company over which it has more than 50% control	84.95%	15.04%	0.01%
16	Authorisation to increase the number of shares to be issued in the event of a capital increase with or without pre-emptive rights	89.80%	10.19%	0.01%
17	Authorisation to set the price for public issues of equity securities or securities giving access to capital	84.90%	15.09%	0.01%
18	Delegation of powers to carry out a capital increase as consideration for contributions in kind consisting of a company's shares or securities giving access to capital	94.12%	5.87%	0.01%
19	Delegation of powers to carry out a capital increase, as consideration for securities tendered to a public exchange offer	86.23%	13.76%	0.01%
20	Delegation of powers to carry out a capital increase for the benefit of employees or corporate officers	88.00%	11.99%	0.01%
21	Delegation of powers to issue shares following the issue by a subsidiary of securities giving immediate or future access to shares in the company	82.11%	17.88%	0.01%
22	Authorisation to use delegations and authorisations in order to increase the company's capital in the event of a public offer for the company's shares	77.40%	22.59%	0.01%
23	Delegation of powers to issue equity warrants during the period of a public offer ⁽¹⁾	77.40%	22.59%	0.01%
24	Authorisation to allot shares free of charge	83.60%	16.39%	0.01%
25	Delegation of powers to issue all securities giving rights to allotment of debt securities	99.83%	0.16%	0.01%
26	Authorisation to reduce the company's capital by cancelling treasury stock	99.86%	0.13%	0.01%
27	Amendment of the by-laws	99.78%	0.21%	0.01%
28	Powers to carry out formalities	99.91%	0.08%	0.01%

(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. 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.