



Annual General Meeting, 23 April 2009

Voting results

Bouygues held its Combined Annual General Meeting (AGM) of Shareholders on 23 April 2009 with Martin Bouygues in the chair. All the resolutions proposed by the Board of Directors were adopted.

Shareholders representing 327.6 million voting rights, or 73.3% 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 340,729,176)	68,145,836	222,457,656	327,616,683
Extraordinary general meeting (1/4 x 340,729,176)	85,182,295	222,460,448	327,621,267

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

The twenty-six resolutions submitted to the meeting were then adopted by a majority ranging from 75.91% to 99.90%.

Ordinary general meeting

The shareholders approved the parent company and consolidated financial statements for 2008. They also approved a dividend of €1.60 for the year, payable in cash on 4 May 2009. In addition, they approved the regulated agreements submitted to the AGM.

The shareholders then renewed the term of office for a period of three years of Martin Bouygues, Mrs Francis Bouygues, Pierre Barberis, François Bertière and Georges Chodron de Courcel. The shareholders renewed the appointment of Ernst & Young Audit as principal auditor for a period of six years and appointed Auditex as alternate auditor. The shareholders authorised the company to trade in its own shares.

	Resolutions submitted to the ordinary general meeting	For %	Against %	Abstained %
1	Approval of parent company financial statements	99.42	0.57	0.01
2	Approval of consolidated financial statements	99.35	0.64	0.01
3	Appropriation of earnings, approval of the dividend	99.79	0.20	0.01
4	Approval of regulated agreements and commitments ¹	78.74	21.25	0.01
5	Renewal of the term of office of a director (Martin Bouygues)	98.29	1.70	0.01
6	Renewal of the term of office of a director (Mrs Francis Bouygues)	89.50	10.48	0.02
7	Renewal of the term of office of a director (Pierre Barberis)	96.03	3.96	0.01
8	Renewal of the term of office of a director (François Bertière)	90.66	9.33	0.01
9	Renewal of the term of office of a director (Georges Chodron de Courcel)	87.04	12.94	0.02
10	Renewal of the appointment of a principal auditor (Ernst & Young Audit)	99.85	0.14	0.01
11	Renewal of the appointment of an alternate auditor (Auditex)	98.80	1.17	0.03
12	Authorisation to the Board of Directors with a view to enabling the company to buy back its own shares	81.12	18.87	0.01

¹ Shareholders concerned, who account for 113,507,762 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 share capital, to increase share capital with or without pre-emptive rights for existing shareholders, and to issue securities giving access to share capital or to the allotment of debt securities.

	Resolutions submitted to the extraordinary general meeting	For %	Against %	Abstained %
13	Authorisation to reduce share capital by the cancellation of treasury stock	98.80	1.19	0.01
14	Delegation of powers to increase share capital with pre-emptive rights for existing shareholders, by issuing shares or securities giving access to shares of the company or one of its subsidiaries	96.84	3.16	0.00
15 ¹	Delegation of powers to increase share capital by incorporating share premiums, reserves or earnings into capital	99.65	0.34	0.01
16	Delegation of powers to increase share capital without pre-emptive rights for existing shareholders, by issuing shares or securities giving access to shares of the company or one of its subsidiaries	77.69	22.24	0.07
17	Authorisation to increase the number of securities to be issued in the event of a capital increase with or without pre-emptive rights for existing shareholders	79.37	20.56	0.07
18	Authorisation to set the price, in accordance with the terms decided by the Annual General Meeting, for immediate or future public issues of equity securities or issues falling within the scope of paragraph II, Article L. 411-2 of the Monetary and Financial Code, without pre-emptive rights for existing shareholders	77.51	22.41	0.08
19	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	97.23	2.69	0.08
20	Delegation of powers to increase share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered to a public exchange offer	79.62	20.31	0.07
21	Delegation of powers to increase share capital for the benefit of employees or corporate officers of the company or a related company who are members of a company savings scheme	86.32	13.61	0.07
22	Delegation of powers to issue shares following the issue by a Bouygues subsidiary of securities giving access to shares in the company	80.16	19.77	0.07
23	Delegation of powers to issue all securities giving rights to allotment of debt securities	98.70	1.23	0.07
24 ¹	Delegation of powers to issue equity warrants during the period of a public offer for the company's shares	75.91	24.02	0.07
25	Authorisation to increase share capital during the period of a public offer for the company's shares	75.99	23.94	0.07
26	Powers to carry out formalities	99.90	0.03	0.07

¹Resolutions submitted to the extraordinary general meeting but nonetheless 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: Bouygues, Direction de la Communication Interne, 32 Avenue Hoche, 75008 Paris, France.

Composition of the Board of Directors

At the Board meeting held on 23 April 2009, following the AGM, the Board of Directors opted to maintain the combined functions of Chairman and Chief Executive Officer. The Board renewed the term of office of Martin Bouygues as Chairman and Chief Executive Officer and the term of office of Oliver Bouygues as Deputy Chief Executive Officer.

At 23 April 2009, the composition of the Board of Directors is 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

Chairman and 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 director

Alain Pouyat