



Annual General Meeting, 29 April 2010

Voting results

Bouygues held its Combined Annual General Meeting (AGM) of Shareholders on 29 April 2010 with Martin Bouygues in the chair. All the resolutions proposed by the Board of Directors were adopted.

Shareholders representing 347.7 million voting rights, or 73% 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 355,007,017)	71,001,404	227,421,348	347,744,569
Extraordinary general meeting (1/4 x 355,007,017)	88,751,755	227,420,736	347,743,345

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

The statutory auditors presented their reports. The twenty-three resolutions submitted to the meeting were then adopted by a majority ranging from 75.07% to 99.99%.

Ordinary general meeting:

The shareholders approved the parent company and consolidated financial statements for 2009. They also approved a dividend of €1.60 per share for the year, payable in cash on 7 May 2010. 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 Lucien Douroux, Yves Gabriel, Patrick Kron, Jean Peyrelevade, François-Henri Pinault and SCDM. The shareholders appointed Colette Lewiner as director and elected both Michèle Vilain and Sandra Nombret as directors representing employee shareholders. The shareholders also renewed the term of office for a period of three years of Alain Pouyat as non-voting director. The shareholders renewed the appointment of Mazars as principal auditor for a period of six years and appointed Philippe Castagnac 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	99.45	0.54	0.01
2	Approval of consolidated financial statements	99.57	0.42	0.01
3	Appropriation of earnings, approval of the dividend	99.66	0.33	0.01
4	Approval of regulated agreements and commitments ¹	75.07	24.92	0.01
5	Renewal of the term of office of a director (Lucien Douroux)	95.85	4.14	0.01
6	Renewal of the term of office of a director (Yves Gabriel)	84.97	15.02	0.01

	Resolutions submitted to the ordinary general meeting	For %	Against %	Abstained %
7	Renewal of the term of office of a director (Patrick Kron)	86.57	13.42	0.01
8	Renewal of the term of office of a director (Jean Peyrelevade)	84.01	15.96	0.03
9	Renewal of the term of office of a director (François-Henri Pinault)	95.08	4.91	0.01
10	Renewal of the term of office of a director (SCDM)	85.46	14.53	0.01
11	Appointment of a director (Colette Lewiner)	99.89	0.10	0.01
12	Election of a director representing employee shareholders (Sandra Nombret)	90.63	9.36	0.01
13	Election of a director representing employee shareholders (Michèle Vilain)	90.50	9.49	0.01
14	Renewal of the term of office of a non-voting director (Alain Pouyat)	95.96	4.03	0.01
15	Renewal of the appointment of a principal auditor (Mazars)	99.93	0.06	0.01
16	Appointment of an alternate auditor (Philippe Castagnac)	97.86	2.13	0.01
17	Authorisation for the company to trade in its own shares	81.98	18.01	0.01

¹Shareholders concerned, who account for 115,840,735 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 proceed with the free allotment of new or existing shares to salaried employees and corporate officers, to issue equity warrants and to increase share capital during the period of a public offer for the company's shares and to amend the company's by-laws.

	Resolutions submitted to the extraordinary general meeting	For %	Against %	Abstained %
18	Authorisation to reduce share capital by cancelling shares	98.22	1.76	0.02
19	Authorisation to proceed with the free allotment of new or existing shares to salaried employees and corporate officers	79.15	20.84	0.01
20 ¹	Delegation of powers to issue equity warrants during the period of a public offer for the company's shares	78.61	21.38	0.01
21	Authorisation to increase share capital during the period of a public offer for the company's shares	78.63	21.36	0.01
22	Amendments to the company's by-laws	99.92	0.07	0.01
23	Powers to carry out formalities	99.99	0.00	0.01

¹Resolution 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

Further to the Annual General Meeting of 29 April 2010, 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

Patricia Barbizet

CEO, Artémis

François Bertière

Chairman and CEO, Bouygues Immobilier

Mrs Francis Bouygues

Georges Chodron de Courcel

COO, BNP Paribas

Lucien Douroux

Former Chairman of the Supervisory Board,
Crédit Agricole Indosuez

Yves Gabriel

Chairman and CEO, Bouygues Construction

Patrick Kron

Chairman and CEO, Alstom

Hervé Le Bouc

Chairman and CEO, Colas

Colette Lewiner

Deputy Chairwoman, Capgemini

Sandra Nombret

Director representing employee shareholders

Nonce Paolini

Chairman and CEO, TF1

Helman le Pas de Sécheval

Managing Director, Groupama Centre-Atlantique

Jean Peyrelevade

Vice-Chairman, Leonardo France

François-Henri Pinault

Chairman and CEO, PPR

Michèle Vilain

Director representing employee shareholders

Non-voting director

Alain Pouyat