

## **BOUYGUES**

A *Société Anonyme* (public limited company) with share capital of €365,862,523.

Registered office: 32 avenue Hoche, 75008 Paris, France.

Company Registration No. 572 015 246 Paris – APE code: 7010Z.

### **MEETING NOTICE**

NOTICE IS HEREBY GIVEN that a combined ordinary and extraordinary general meeting will take place at Challenger, 1 avenue Eugène Freyssinet, 78280 Guyancourt, France on Thursday, 21 April 2011, at 3.30pm CET, to consider the following agenda and draft resolutions:

#### Agenda

##### **Ordinary general meeting**

- Board of Directors' reports;
- Report of the Chairman of the Board of Directors;
- Auditors' reports;
- Approval of the parent company financial statements and transactions for the year ended 31 December 2010;
- Approval of the consolidated financial statements and transactions for the year ended 31 December 2010;
- Appropriation of earnings, setting of dividend;
- Approval of regulated agreements and commitments;
- Renewal of the term of office of Patricia Barbizet as a director;
- Renewal of the term of office of Hervé Le Bouc as a director;
- Renewal of the term of office of Helman le Pas de Sécheval as a director;
- Renewal of the term of office of Nonce Paolini as a director;
- Authorisation to the Board of Directors with a view to enabling the company to deal in its own shares.

##### **Extraordinary general meeting**

- Board of Directors' reports and auditors' reports;
- Authorisation to the Board of Directors to reduce share capital by cancelling shares held by the company;
- Delegation of powers to the Board of Directors to increase share capital with pre-emptive rights for existing shareholders, by issuing shares or securities giving access to shares in the company or one of its subsidiaries;
- Delegation of powers to the Board of Directors to increase share capital by incorporating share premiums, reserves or earnings into capital;
- Delegation of powers to the Board of Directors to increase share capital, by way of public offering, without pre-emptive rights for existing shareholders, by issuing shares or securities giving access to shares in the company or one of its subsidiaries;

- Delegation of powers to the Board of Directors to issue shares or securities giving access to shares in the company falling within the scope of paragraph 2, Article L. 411-2 of the Monetary and Financial Code without pre-emptive rights for existing shareholders;
- Authorisation to the Board of Directors 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 2, Article L. 411-2 of the Monetary and Financial Code, without pre-emptive rights for existing shareholders;
- Authorisation to the Board of Directors 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;
- Delegation of powers to the Board of Directors to carry out a capital increase as consideration for contributions in kind consisting of a company's shares or securities giving access to capital of another company outside of a public exchange offer;
- Delegation of powers to the Board of Directors to increase share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered to a public exchange offer initiated by the company;
- Delegation of powers to the Board of Directors to issue shares following the issue by a Bouygues subsidiary of securities giving access to shares in the company;
- Delegation of powers to the Board of Directors to issue securities giving the right to the allotment of debt securities;
- Delegation of powers to the Board of Directors to increase share capital for the benefit of employees or corporate officers of the company or related companies who are members of a company savings scheme;
- Authorisation given to the Board of Directors to grant options to acquire new or existing shares;
- Delegation of powers to the Board of Directors to issue equity warrants during the period of a public offer for the company's shares;
- Authorisation to the Board of Directors to increase share capital during the period of a public offer for the company's shares;
- Powers to carry out formalities.

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All shareholders are entitled to participate in this Annual General Meeting regardless of the number of shares they hold, under applicable laws and regulations, either by attending in person, or by being represented by a natural person or legal entity, or by voting by postal ballot.

In accordance with the provisions of Article R. 225-85 III of the Commercial Code, when a shareholder has already voted by postal ballot, sent a proxy, or requested an entry pass or participation certificate to attend the Annual General Meeting, he may no longer choose to participate in a different manner.

## **A. Formalities to be carried out prior to participating in the Annual General Meeting**

For all shareholders wishing to attend, be represented or vote by postal ballot at a general meeting, it is mandatory:

- in the case of registered shareholders: for their shares to be entered in the registered shares account at the latest by midnight (CET) on Monday 18 April 2011;
- in the case of bearer shareholders: for the authorised intermediary which manages their securities account, to prepare a certificate ("participation certificate") confirming registration or entry of their shares in its account at the latest by midnight (CET) on Monday 18 April 2011.

Only shareholders who have thus confirmed their status by midnight (CET), Monday 18 April 2011, in the manner indicated above, shall be able to participate in this Annual General Meeting.

## **B. Arrangements for participating in this Annual General Meeting**

### **1. Attending the Annual General Meeting**

Shareholders wishing to attend this Annual General Meeting may request an entry pass as follows:

- registered shareholders should request an entry pass from Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France (toll-free number in France only: 0 805 120 007, fax +33 (0)1 44 20 12 42);
- bearer shareholders should ask the authorised intermediary which manages their securities account to ensure that Bouygues sends them an entry pass on the basis of the participation certificate issued by said intermediary; bearer shareholders who have not received their entry pass by midnight (CET) on Monday 18 April 2011 can ask the authorised intermediary which manages their securities account to issue the participation certificate directly to them.

### **2. Voting by postal ballot**

Shareholders who will not attend the Annual General Meeting and who wish to vote by postal ballot are required to do as follows:

- in the case of registered shareholders: return the proxy/postal ballot form sent to them with the Meeting Notice, to Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France;
- in the case of bearer shareholders: request the authorised intermediary which manages their securities account for a proxy/postal ballot form.

The proxy/ballot form is also available on the company's website at [www.bouygues.com](http://www.bouygues.com) under Finance/Shareholders, Annual General Meetings.

The duly completed and signed proxy/postal ballot forms (accompanied by the participation certificate in the case of bearer shareholders) must reach Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France, no later than midnight (CET) on Monday 18 April 2011.

### **3. Voting by proxy**

Shareholders who do not attend the Annual General Meeting may be represented by giving proxy to the Chairman of the Annual General Meeting, their spouse, their civil-union (PACS) partner, another shareholder or any other natural person or legal entity of their choice, in accordance with Article L. 225-106 of the Commercial Code.

In accordance with the provisions of Article R. 225-79 of the Commercial Code, the proxy given by a shareholder must be signed by the shareholder. He/she shall indicate his/her last name, first name and address, and may designate a representative, whose last name, first name and address shall be given, or, in the case of a legal entity, the denomination or corporate name and the registered office. The representative is not authorised to replace himself/herself by another person.

When no representative is named as the proxy, the chairman of the Annual General Meeting shall vote for draft resolutions presented or approved by the Board of Directors and vote against all other draft resolutions. To cast a different vote, shareholders must choose a representative who will agree to vote in the way they indicate.

Shareholders who wish to be represented are required to do as follows:

- in the case of registered shareholders: return to the company in the manner indicated hereafter the proxy/postal ballot form sent to them with the Meeting Notice;
- in the case of bearer shareholders: request the authorised intermediary which manages their securities account for a proxy/postal ballot form.

The proxy/ballot form is also available on the company's website at [www.bouygues.com](http://www.bouygues.com) under Finance/Shareholders, Annual General Meetings.

The duly completed and signed proxy/postal ballot forms (accompanied by the participation certificate in the case of the bearer shareholders) must be sent:

- either by post to Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France,
- or electronically in the form of a digitalised copy, in an attachment sent by e-mail to [bymandatag2011@bouygues.com](mailto:bymandatag2011@bouygues.com).

To be taken into account, the designations or revocations of representatives transmitted electronically must be received no later than the day before the Annual General Meeting, ie Wednesday 20 April 2011 at 3.00pm CET. Digitalised copies of unsigned forms will not be accepted.

Shareholders may revoke the appointment of their representative, provided the revocation is made in writing and communicated to the company in the same manner as the appointment.

Only the designations or revocations of proxies may be sent by e-mail to [bymandatag2011@bouygues.com](mailto:bymandatag2011@bouygues.com); no other requests or notifications concerning other subjects can be considered and/or dealt with in this way.

### **C. Requests to put items or draft resolutions on the agenda of the Annual General Meeting**

In accordance with the provisions of Article L. 225-105 of the Commercial Code, one or more shareholders fulfilling the conditions set forth in Article R. 225-71 of the Commercial Code, or a group of shareholders fulfilling the conditions set forth in Article L. 225-120 of the Commercial Code, have the right to ask for items or draft resolutions to be put on the agenda of the Annual General Meeting.

The Chairman of the Board of Directors shall acknowledge receipt by registered letter of requests to put items or draft resolutions on the agenda within five days of receiving them. The item or proposed resolution shall be put on the agenda of the Annual General Meeting and brought to the attention of shareholders in the manner provided for by applicable regulations.

Any request to put an item or proposed resolution on the agenda must be sent to the company within twenty days of the publication of this notice of meeting, either by registered letter with acknowledgement of receipt addressed to Bouygues, Secrétariat Général, 32 avenue Hoche, 75008 Paris, France, or by e-mail to [byodjag2011@bouygues.com](mailto:byodjag2011@bouygues.com). The request to put an item on the agenda must include a brief explanation of the reasons. The request to put draft resolutions on the agenda must include the text of the draft resolutions and, if need be, a brief explanation of the reasons.

Persons making a request must demonstrate at the date of their request that they possess or represent the required fraction of the capital by having the corresponding shares shown either on the company's registered shares accounts or on the bearer-share accounts held by an authorised intermediary. They shall transmit with their request a book entry confirmation certificate (*attestation d'inscription en compte*).

For an item or proposed resolution to be taken up by the Annual General Meeting, the persons making the request must submit a new certificate confirming the book entry of the shares in the same accounts on the third business day preceding the Annual General Meeting, ie midnight (CET), Monday 18 April 2011.

When the purpose of a proposed resolution is to present a candidate for the Board of Directors, the request shall include the information indicated in paragraph 5 of Article R. 225-83 of the Commercial Code: the last name, first name and age of the candidate, professional references and professional activities over the past five years, including the functions exercised now or previously in other companies, any positions and functions held by the candidate in the company, and the number of registered or bearer shares he or she owns.

Only requests to put items or draft resolutions on the agenda of the Annual General Meeting may be sent electronically to [byodjag2011@bouygues.com](mailto:byodjag2011@bouygues.com); no other requests or notifications concerning other subjects can be considered and/or dealt with in this way.

#### **D. Written questions**

In accordance with the provisions of Article R. 225-84 of the Commercial Code, all shareholders are entitled to submit questions in writing, to which the Board of Directors is obliged to respond during the Annual General Meeting. A single response may be given to questions addressing the same issue. A question shall be considered answered if the response is posted in the Q&A section of the company's website.

Written questions shall be submitted no later than the fourth business day before the Annual General Meeting, ie midnight (CET) Friday 15 April 2011, either by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of Directors, Bouygues, 32 avenue Hoche, 75008 Paris, France, or by e-mail to [byqeaq2011@bouygues.com](mailto:byqeaq2011@bouygues.com). In the case of bearer shareholders, questions must be accompanied by a certificate that the bearer shares are in the accounts held by an intermediary mentioned in Article L. 211-3 of the Monetary and Financial Code.

Only questions written within the meaning of Article R. 225-84 may be sent electronically to [byqeaq2011@bouygues.com](mailto:byqeaq2011@bouygues.com); no other requests or notifications concerning other subjects can be considered and/or dealt with in this way.

#### **E. Documents published or made available to shareholders**

The information and documents to be presented at the Annual General Meeting, in accordance notably with Articles L. 225-115 and R. 225-83 of the Commercial Code, may be viewed as from 31 March 2011 on the company's website at [www.bouygues.com](http://www.bouygues.com) in the Finance/Shareholders section.

The documents and information indicated in Articles L. 225-115 and R. 225-83 of the Commercial Code as well as the documents falling within the scope of Articles R. 225-89 and R. 225-90 of the Commercial Code, shall be made available to shareholders at the registered office, 32 avenue Hoche, 75008 Paris, France. Depending on the document, they will be made available either as from the publication of the Meeting Notice or within the fifteen-day period preceding the Annual General Meeting.

The company shall promptly publish on its website [www.bouygues.com](http://www.bouygues.com), in the Finance/Shareholders section, any items or draft resolutions that are added to the agenda at the request of shareholders, subject to the conditions indicated in paragraph C above.

In accordance with Article R. 225-73 of the Commercial Code, the Notice of Meeting was published in the *Balo* (legal gazette) on 4 March 2011.

*The Board of Directors*