



## Combined Annual General Meeting, 21 April 2011

### Voting results

Bouygues held its Combined Annual General Meeting (AGM) of shareholders on 21 April 2011, with Martin Bouygues in the chair. All the resolutions proposed by the Board of Directors were adopted.

Shareholders representing 250 million shares or 70.3 % of total shares with voting rights, and 368 million voting rights or 77.4 % of total voting rights, were present in person or represented.

Number of shares with voting rights	356,508,991
Number of votes	475,753,206
Number of shareholders present, represented or having voted by postal ballot	Ordinary general meeting: 2,065 Extraordinary general meeting: 2,069
Number of shares held by shareholders present, represented or having voted by postal ballot	Ordinary general meeting: 250,493,032 Extraordinary general meeting: 250,492,906
Number of votes by shareholders present, represented or having voted by postal ballot	Ordinary general meeting: 368,393,340 Extraordinary general meeting: 368,393,088

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

The statutory auditors presented their reports. The twenty five resolutions submitted to the meeting were then adopted by a majority ranging from 73.32 % and 99.97 %.

#### Ordinary general meeting:

The shareholders approved the parent company and consolidated financial statements for 2010. They also approved a dividend of €1.60 per share for the year, payable in cash on 4 May 2011. 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 Patricia Barbizet, Hervé Le Bouc, Helman le Pas de Sécheval and Nonce Paolini.

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

Resolutions submitted to the ordinary general meeting							
No.	Result	For		Against		Abstained	
		No. of votes	%	No. of votes	%	No. of votes	%
1	Approval of parent company financial statements						
	Adopted	367,832,687	99.85	217,358	0.06	343,295	0.09
2	Approval of consolidated financial statements						
	Adopted	368,097,579	99.92	217,800	0.06	77,961	0.02
3	Appropriation of earnings, approval of the dividend						
	Adopted	368,299,029	99.97	25,366	0.01	68,945	0.02
4	Approval of regulated agreements and commitments <sup>(1)</sup>						
	Adopted	193,919,985	77.09	57,560,790	22.88	77,911	0.03
5	Renewal of the term of office of a director (Patricia Barbizet)						
	Adopted	308,504,792	83.75	59,803,544	16.23	85,004	0.02
6	Renewal of the term of office of a director (Hervé Le Bouc)						
	Adopted	311,280,855	84.50	57,043,090	15.48	69,395	0.02
7	Renewal of the term of office of a director (Helman le Pas de Sécheval)						
	Adopted	366,971,859	99.61	1,349,399	0.37	72,082	0.02
8	Renewal of the term of office of a director (Nonce Paolini)						
	Adopted	316,325,035	85.87	51,996,475	14.11	71,830	0.02
9	Authorisation for the company to trade in its own shares						
	Adopted	303,211,907	82.31	65,112,692	17.67	68,741	0.02

<sup>(1)</sup> Shareholders concerned, who account for 116,834,654 votes, abstained 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, to grant options to acquire new or existing shares, to issue equity warrants and to increase share capital during the period of a public offer.

Resolutions submitted to the extraordinary general meeting							
No.	Result	For		Against		Abstained	
		No. of votes	%	No. of votes	%	No. of votes	%
10	Authorisation to reduce share capital by cancelling shares held by the company						
	Adopted	368,022,860	99.90	307,956	0.08	62,272	0.02
11	Delegation of powers to increase share capital with pre-emptive rights for existing shareholders, by issuing shares or securities giving access to shares in the company of one of its subsidiaries						
	Adopted	356,252,059	96.70	12,072,571	3.28	68,458	0.02
12	Delegation of powers to increase share capital by incorporating share premiums, reserves or earnings into capital <sup>(1)</sup>						
	Adopted	367,324,512	99.71	999,885	0.27	68,691	0.02
13	Delegation of powers 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						
	Adopted	274,278,206	74.45	94,045,829	25.53	69,053	0.02
14	Delegation of powers to issue shares or securities giving access to shares as stipulated in paragraph 2, Article L. 411-2 of the Monetary and Financial Code, without pre-emptive rights for existing shareholders						
	Adopted	273,416,891	74.22	94,894,522	25.76	81,675	0.02
15	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 2, Article L. 411-2 of the Monetary and Financial Code, without pre-emptive rights for existing shareholders						
	Adopted	276,027,246	74.93	92,282,072	25.05	83,770	0.02
16	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						
	Adopted	279,020,216	75.74	89,297,165	24.24	75,707	0.02
17	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 of another company outside of a public exchange offer						
	Adopted	354,170,542	96.14	14,144,286	3.84	78,260	0.02
18	Delegation of powers 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						
	Adopted	279,119,503	75.77	89,191,962	24.21	81,623	0.02
19	Delegation of powers to issue shares following the issue by a subsidiary of securities giving access to shares in the company						
	Adopted	279,327,931	75.82	88,987,709	24.16	77,448	0.02
20	Delegation of powers to issue all securities giving the right to the allotment of debt securities						
	Adopted	362,366,238	98.36	5,949,430	1.62	77,420	0.02
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						
	Adopted	289,247,584	78.52	79,061,005	21.46	84,499	0.02
22	Authorisation given to grant options to acquire new or existing shares						
	Adopted	280,694,142	76.20	87,583,470	23.77	115,476	0.03
23	Delegation of powers to issue equity warrants during the period of a public offer for the company's shares <sup>(1)</sup>						
	Adopted	270,140,874	73.33	98,169,346	26.65	82,868	0.02
24	Authorisation to increase share capital during the period of a public offer for the company's shares						
	Adopted	270,088,773	73.32	98,225,894	26.66	78,421	0.02
25	Powers to carry out formalities						
	Adopted	368,286,356	99.97	34,958	0.01	71,774	0.02

(1) Resolution 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 if they so wished. The document is available on the Bouygues website ([www.bouygues.com](http://www.bouygues.com)) and the AMF website ([www.amf-france.org](http://www.amf-france.org)). Hard copies are also available at the headquarters (32 avenue Hoche, 75008 Paris, France). Bouygues is also trying out Print on Demand via [www.bouygues.com](http://www.bouygues.com).

## Composition of the Board of Directors

Further to the Annual General Meeting of 21 April 2011, 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**

Chairman of the Board of Directors, Leonardo & Co

**François-Henri Pinault**

Chairman and CEO, PPR

**Michèle Vilain**

Director representing employee shareholders

### Non-voting director

**Alain Pouyat**