



Combined Annual General Meeting of 26 April 2012

Voting results

Bouygues held its Combined Annual General Meeting (AGM) of shareholders on 26 April 2012, with Martin Bouygues in the chair. All the resolutions proposed by the Board of Directors were adopted.

Shareholders representing 232.2 million shares or 73.8% of total shares with voting rights, and 356.7 million voting rights or 80.9% of total voting rights, were present in person or represented.

Number of shares with voting rights	314,749,079
Number of votes	440,645,955
Number of shareholders present, represented or having voted by postal ballot	Ordinary general meeting: 1,499 Extraordinary general meeting: 1,515
Number of shares held by shareholders present, represented or having voted by postal ballot	Ordinary general meeting: 232,249,849 Extraordinary general meeting: 232,250,842
Number of votes by shareholders present, represented or having voted by postal ballot	Ordinary general meeting: 356,668,532 Extraordinary general meeting: 356,670,027

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

The statutory auditors presented their reports. The fifteen resolutions submitted to the meeting were then adopted by a majority ranging from 81.73% and 99.79%.

Ordinary general meeting:

The shareholders approved the parent company and consolidated financial statements for 2011. They also approved a dividend of €1.60 per share for the year, payable in cash on 4 May 2012. 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 Mrs Francis Bouygues, Martin Bouygues, François Bertière and Georges Chodron de Courcel.

The shareholders also appointed Anne-Marie Idrac as director for a three-year term.

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	355,486,337	99.67	366,016	0.10	816,179	0.23
2	Approval of consolidated financial statements						
	Adopted	355,231,206	99.60	371,344	0.10	1,065,982	0.30
3	Appropriation of earnings, setting of dividend						
	Adopted	355,100,261	99.56	501,339	0.14	1,066,932	0.30
4	Approval of regulated agreements and commitments ⁽¹⁾						
	Adopted	196,046,353	81.73	42,740,688	17.82	1,083,692	0.45
5	Renewal of the term of office of a director (Martin Bouygues)						
	Adopted	340,690,159	95.52	15,245,552	4.27	732,821	0.21
6	Renewal of the term of office of a director (Mrs Francis Bouygues)						
	Adopted	325,065,531	91.14	30,476,018	8.54	1,126,983	0.32
7	Renewal of the term of office of a director (François Bertière)						
	Adopted	317,843,927	89.11	37,201,463	10.43	1,623,142	0.46
8	Renewal of the term of office of a director (Georges Chodron de Courcel)						
	Adopted	310,026,377	86.92	45,904,722	12.87	737,433	0.21
9	Appointment of a director (Anne-Marie Idrac)						
	Adopted	336,959,177	94.47	18,965,834	5.32	743,521	0.21

10	Authorisation for the company to trade in its own shares						
	Adopted	310,291,835	87.00	45,645,184	12.80	731,513	0.20

⁽¹⁾ Shareholders concerned, who account for xxxxxxxxxxxxxx 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 issue equity warrants during a period of a public offer, and to increase share capital during the period of a public offer. The company's by-laws were amended to allow the Board of Directors to permit shareholders to vote by electronic means at general meetings.

Resolutions submitted to the extraordinary general meeting							
No.	Result	For		Against		Abstained	
		No. of votes	%	No. of votes	%	No. of votes	%
11	Authorisation to the Board of Directors to reduce share capital by cancelling shares held by the company						
	Adopted	355,808,679	99.76	128,363	0.04	732,985	0.20
12	Delegation of powers to the Board of Directors to issue equity warrants during the period of a public offer for the company's shares ⁽¹⁾						
	Adopted	296,809,676	83.22	59,132,045	16.58	728,306	0.20
13	Authorisation to the Board of Directors to increase share capital during the period of a public offer for the company's shares						
	Adopted	297,021,301	83.28	58,907,891	16.52	740,835	0.20
14	Amendment of Article 19.4 of the by-laws to permit electronic voting at general meetings						
	Adopted	355,895,211	99.78	43,823	0.01	730,993	0.20
15	Powers to carry out formalities						
	Adopted	355,906,752	99.79	32,200	<0.01	731,075	0.20

⁽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) and the AMF website (www.amf-france.org). Hard copies are also available at the headquarters (32 avenue Hoche, 75008 Paris, France). Bouygues also has a Print on Demand service via www.bouygues.com.

Membership of the Board of Directors

Further to the Annual General Meeting and the subsequent Board meeting, the Board of Directors is as follows:

Chairman and CEO

Martin Bouygues

Director and Deputy CEO

Olivier Bouygues

Deputy CEO and standing representative of SCDM, director

Directors

Patricia Barbizet

CEO, Artémis

François Bertière

Chairman and CEO, Bouygues Immobilier

Mrs Francis Bouygues

Georges Chodron de Courcel

Chief Operating Officer, BNP Paribas

Lucien Douroux

Former Chairman of the Supervisory Board,
Crédit Agricole Indosuez

Yves Gabriel

Chairman and CEO, Bouygues Construction

Anne-Marie Idrac

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

Jean Peyrelevade

Chairman of the Board, Leonardo & Co

François-Henri Pinault

Chairman and CEO, PPR

Michèle Vilain

Director representing employee shareholders

Non-voting director

Alain Pouyat