

## **BOUYGUES**

A *Société Anonyme* (public limited company) with share capital of €319,157,468.

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

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

### **Convening Notice**

Shareholders are convened to the Combined Annual General Meeting (ordinary and extraordinary) that will take place at Challenger, 1 Avenue Eugène Freyssinet, 78280 Guyancourt, France on Thursday 25 April 2013 at 3.30pm CET to consider the following agenda:

### **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 2012;
- Approval of the consolidated financial statements and transactions for the year ended 31 December 2012;
- Appropriation of earnings, setting of dividend;
- Approval of regulated agreements and commitments;
- Renewal of the term of office of Yves Gabriel as a director;
- Renewal of the term of office of Patrick Kron as a director;
- Renewal of the term of office of Colette Lewiner as a director;
- Renewal of the term of office of Jean Peyrelevade as a director;
- Renewal of the term of office of François-Henri Pinault as a director;
- Renewal of the term of office of SCDM as a director;
- Appointment of Rose-Marie Van Lerberghe as a director;
- Appointment of Jean-Paul Chifflet as a director;
- Election of two directors representing employee shareholders;
- Authorisation to the Board of Directors with a view to permitting the company to trade 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 treasury 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 and all securities giving immediate or future 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, or other amounts 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 and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries;
- Delegation of powers to the Board of Directors to increase share capital through a private placement, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries in accordance with 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 offerings or private placements of equity securities 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 increase share capital, without pre-emptive rights for existing shareholders, as consideration for contributions in kind to the company consisting of equity securities or securities giving access to the 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, without pre-emptive rights for existing shareholders, 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 all securities giving the right to the allotment of debt securities;
- Delegation of powers to the Board of Directors to increase share capital, without pre-emptive rights for existing shareholders, for the benefit of employees or corporate officers of the company or related companies who are members of a company savings scheme;

- Authorisation to the Board of Directors to allot existing or new bonus shares, without pre-emptive rights for existing shareholders, for the benefit of employees or corporate officers of the company or related companies;
- 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 use, during the period of the public tender offer for the company's shares, all the authorisations and delegations of powers to increase the share capital;
- 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 admission card or participation certificate to attend the Annual General Meeting, he or she may no longer choose to participate in a different manner.

## **A. Formalities for participating in the Annual General Meeting**

For all shareholders wishing to attend, be represented or vote by postal ballot at this Annual General Meeting, it is mandatory:

- in the case of registered shareholders: for their shares to be entered in the registered share account by and before Monday 22 April 2013;
- in the case of bearer shareholders: for the authorised intermediary which manages their securities account, to prepare a certificate ("participation certificate") confirming registration or book entry of their shares in its account by and before Monday 22 April 2013.

Only shareholders who have thus confirmed their status by and before Monday 22 April 2013, in the manner indicated above, may participate in this Annual General Meeting.

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

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

Shareholders wishing to attend this Annual General Meeting must do as follows:

- registered shareholders should request an admission card 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 admission card on the basis of the participation certificate issued by said intermediary; bearer shareholders who have not received their admission card 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 must do as follows:

- in the case of registered shareholders: return the proxy/postal ballot form sent to them with the Convening 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, 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 22 April 2013 (at the end of the calendar day).

## **3. Designation of 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 must 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 designated as the proxy, the Chairman of the Annual General Meeting will 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 designate a representative who will agree to vote in the way they indicate.

Shareholders who wish to be represented must 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 Convening 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, 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 scanned copy, in an attachment sent by e-mail to [mandat2013@bouygues.com](mailto:mandat2013@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, namely Wednesday 24 April 2013 at 3.00pm (CET). Scanned copies of unsigned forms will not be accepted.

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

Only designations or revocations of proxies may be sent by e-mail to [mandat2013@bouygues.com](mailto:mandat2013@bouygues.com); no votes, other requests or notifications concerning other subjects can be considered and/or dealt with in this way.

### **C. 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 will 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, namely midnight (CET) Friday 19 April 2013 at the end of the calendar day, 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 [ge2013@bouygues.com](mailto:ge2013@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 written questions within the meaning of Article R. 225-84 may be sent by e-mail to [ge2013@bouygues.com](mailto:ge2013@bouygues.com); no other requests or notifications concerning other subjects can be considered and/or dealt with in this way.

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

The statement of reasons for the resolutions contained in the Board of Directors' reports and including the table summarising the financial authorisations submitted to the Combined Annual General Meeting, as well as other information and documents to be presented at the general meeting are available on the company's website, [www.bouygues.com](http://www.bouygues.com), under Finance/Shareholders, Shareholders, Annual General Meetings.

Documents and information relating to the Annual General Meeting are available to shareholders at the registered office at 32 avenue Hoche, 75008 Paris, France. Depending on the document, they will be made available either as from the publication of this Convening Notice or within the fifteen-day period preceding the Annual General Meeting.

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 2013.

**The Board of Directors**