



Combined Annual General Meeting of 25 April 2013

Voting results

Bouygues held its Combined Annual General Meeting (AGM) of shareholders on 25 April 2013, with Martin Bouygues in the chair. All the resolutions proposed by the Board of Directors were adopted.

Shareholders representing 231.5 million shares or 72.5% of total shares with voting rights, and 354.1 million voting rights or 79.9% of total voting rights, were present in person or represented.

Number of shares with voting rights	319,037,468
Number of votes	443,150,480
Number of shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 1,547 ^(a) Extraordinary General Meeting: 1,555 ^(b)
Number of shares held by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 231,525,515 ^(c) Extraordinary General Meeting: 231,525,904 ^(d)
Number of votes by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 354,156,162 ^(e) Extraordinary General Meeting: 354,155,971 ^(f)

(a) O/w: proxies to the Chairman of the meeting: 406 ; o/w: postal votes: 928

(b) O/w: proxies to the Chairman of the meeting: 411 ; o/w: postal votes: 932

(c) O/w: proxies to the Chairman of the meeting: 6,807,321 ; o/w: postal votes: 81,536,285

(d) O/w: proxies to the Chairman of the meeting: 6,807,567 ; o/w: postal votes: 81,536,716

(e) O/w: proxies to the Chairman of the meeting: 10,507,906 ; o/w: postal votes: 84,687,115

(f) O/w: proxies to the Chairman of the meeting: 10,507,860 ; o/w: postal votes: 84,687,546

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

The statutory auditors presented their reports. The thirty-one resolutions submitted to the meeting were then adopted by a majority ranging from 99.77% and 78.45%.

Ordinary General Meeting:

The shareholders approved the parent company and consolidated financial statements for 2012. They also approved a dividend of €1.60 per share for the year, payable in cash on 6 May 2013. 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 Yves Gabriel, Patrick Kron, Colette Lewiner, Jean Peyrelevede, François-Henri Pinault and SCDM, and they re-elected Sandra Nombret and Michèle Vilain as directors representing employee shareholders.

The shareholders also appointed Rose-Marie Van Lerberghe and Jean-Paul Chifflet as directors 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	353,271,820	99.75%	412,821	0.12%	471,521	0.13%
2	Approval of consolidated financial statements						
	Adopted	353,331,916	99.77%	420,510	0.12%	403,736	0.11%
3	Appropriation of earnings, setting of dividend						
	Adopted	353,287,919	99.75%	395,084	0.11%	473,159	0.13%
4	Approval of regulated agreements and commitments ⁽¹⁾						
	Adopted	195,323,011	82.28%	41,649,344	17.55%	410,546	0.17%
5	Renewal of the term of office of a director (Yves Gabriel)						
	Adopted	325,309,015	91.85%	28,437,725	8.03%	409,422	0.12%
6	Renewal of the term of office of a director (Patrick Kron)						
	Adopted	321,827,418	90.87%	31,914,478	9.01%	414,266	0.12%
7	Renewal of the term of office of a director (Colette Lewiner)						
	Adopted	335,366,522	94.69%	18,387,631	5.19%	402,009	0.11%
8	Renewal of the term of office of a director (Jean Peyrelevede)						
	Adopted	313,440,836	88.50%	40,297,657	11.38%	417,669	0.12%
9	Renewal of the term of office of a director (François-Henri Pinault)						
	Adopted	322,885,491	91.17%	30,852,879	8.71%	417,792	0.12%
10	Renewal of the term of office of SCDM as a director						
	Adopted	328,744,564	92.82%	25,008,353	7.06%	403,245	0.11%
11	Appointment of a director (Rose-Marie Van Lerberghe)						
	Adopted	353,077,296	99.70%	668,616	0.19%	410,250	0.11%
12	Appointment of a director (Jean-Paul Chifflet)						
	Adopted	327,774,717	92.55%	25,976,252	7.33%	405,193	0.11%
13	Election of a director representing employee shareholders (Sandra Nombret)						
	Adopted	332,064,329	93.76%	21,675,498	6.12%	416,335	0.12%
14	Election of a director representing employee shareholders (Michèle Vilain)						
	Adopted	332,066,906	93.76%	21,682,136	6.12%	407,120	0.11%
15	Authorisation to the Board of Directors with a view to permitting the company to trade in its own shares						
	Adopted	305,335,062	86.21%	48,405,247	13.67%	415,853	0.12%

⁽¹⁾ Shareholders concerned, who account for 116,773,261 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 or increase share capital, to issue securities, to allot bonus shares for the benefit of employees or corporate officers, to issue equity warrants during a period of a public offer, 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	%
16	Authorisation to the Board of Directors to reduce share capital by cancelling treasury shares held by the company						
	Adopted	353,031,217	99.68%	706,925	0.20%	417,829	0.12%
17	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 and/or future access to shares in the company or one of its subsidiaries						
	Adopted	343,008,315	96.85%	10,738,001	3.03%	409,655	0.12%
18	Delegation of powers to the Board of Directors to increase share capital by incorporating share premiums, reserves or earnings, or other amounts into capital ⁽¹⁾						
	Adopted	352,434,130	99.51%	1,308,148	0.37%	413,693	0.12%
19	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						
	Adopted	278,497,489	78.64%	75,246,644	21.25%	411,838	0.11%
20	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						
	Adopted	280,519,044	79.21%	73,224,167	20.68%	412,760	0.11%
21	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 ("private placements"), without pre-emptive rights for existing shareholders						
	Adopted	278,313,936	78.59%	75,428,298	21.30%	413,737	0.11%
22	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						
	Adopted	278,671,277	78.69%	75,064,975	21.20%	419,719	0.11%
23	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						
	Adopted	347,054,141	97.99%	6,680,779	1.89%	421,051	0.12%
24	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						
	Adopted	278,818,155	78.73%	74,919,687	21.15%	418,129	0.12%
25	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						
	Adopted	278,357,691	78.60%	75,385,829	21.29%	412,451	0.11%

26	Delegation of powers to the Board of Directors to issue all securities giving the right to the allotment of debt securities						
	Adopted	344,313,915	97.22%	9,420,038	2.66%	422,018	0.12%
27	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						
	Adopted	285,860,719	80.72%	67,850,239	19.16%	445,013	0.12%
28	Authorisation to the Board of Directors to allot existing or new bonus shares, without pre-emptive rights for existing shareholders, to salaried employees and corporate officers of the company or related companies						
	Adopted	280,004,636	79.06%	73,703,016	20.81%	448,319	0.13%
29	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	277,836,095	78.45%	75,907,327	21.43%	412,549	0.12%
30	Authorisation to the Board of Directors to use, during the period of a public tender offer for the company's shares, all the authorisations and delegations of powers to increase the share capital						
	Adopted	278,470,795	78.63%	75,273,669	21.25%	411,507	0.12%
31	Powers to carry out formalities						
	Adopted	353,105,278	99.70%	637,600	0.18%	413,093	0.12%

(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).

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

François Bertière

Chairman and CEO of Bouygues Immobilier

Mrs Francis Bouygues

Jean-Paul Chifflet

CEO of Crédit Agricole S.A.

Georges Chodron de Courcel

Chief Operating Officer of BNP Paribas

Yves Gabriel

Chairman and CEO of Bouygues Construction

Anne-Marie Idrac

Former Chair of SNCF

Patrick Kron

Chairman and CEO of Alstom

Hervé Le Bouc

Chairman and CEO of Colas

Helman le Pas de Sécheval

Senior Executive Vice-President, General Counsel of Veolia Environnement

Colette Lewiner

Advisor to the Chairman of Capgemini

Sandra Nombret

Director representing employee shareholders

Nonce Paolini

Chairman and CEO of TF1

Jean Peyrelevalde

Chairman of the Supervisory Board of Leonardo & Co

François-Henri Pinault

Chairman and CEO of PPR

Rose-Marie Van Lerberghe

Former Chair of the Korian management board

Michèle Vilain

Director representing employee shareholders