

## **BOUYGUES**

A *Société Anonyme* (public limited company) with share capital of €319,264,996.

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

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

### **Convening Notice containing a correction to the Notice of Meeting published on 5 March 2014**

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 24 April 2014, at 3.30pm (CET) to consider the following agenda:

#### *Agenda*

#### **Ordinary General Meeting**

- Board of Directors' reports;
- Report by the Chairman of the Board of Directors;
- Auditors' reports;
- Approval of the parent company financial statements and transactions for the year ended 31 December 2013;
- Approval of the consolidated financial statements and transactions for the year ended 31 December 2013;
- Appropriation of earnings, setting of dividend;
- Approval of regulated agreements and commitments;
- 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;
- Favourable opinion on the remuneration components owed or awarded to Martin Bouygues in respect of the year ended 31 December 2013;
- Favourable opinion on the remuneration components owed or awarded to Olivier Bouygues in respect of the year ended 31 December 2013;
- 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;
- 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 tender offer for the company's shares;
- Authorisation to the Board of Directors to use, during the period of a public offer for the company's shares, all the authorisations and delegations to increase the share capital;
- Amendment of the by-laws to permit the appointment of directors representing employees;
- Powers to carry out formalities.

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## Correction to the Notice of Meeting published on 5 March 2014

The draft resolutions included in the Notice of Meeting published in the legal gazette *Bulletin des Annonces Légales Obligatoires (Balo)* No. 28 of 5 March 2014 were amended by the Board of Directors on 3 April 2014. The text of the third resolution is now as follows:

### Third resolution

*(Appropriation of earnings, setting of dividend)*

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, notes that as net loss amounts to €17,940,044.23 and retained earnings to €2,246,347,993.01, distributable earnings total €1,128,407,948.78.

On the Board of Directors' recommendation, the Annual General Meeting hereby resolves to:

- distribute a dividend of €1.60 per share, making a total of €10,823,993.60;
- carry over the remainder in the amount of €1,617,583,955.18 to retained earnings.

Accordingly, the dividend for the year ended 31 December 2013 is hereby set at €1.60 per share carrying dividend rights.

The share will go ex-dividend on the Euronext Paris market on 5 May 2014 (ex-date), and the cut-off point for holdings qualifying for dividend will be the evening of 2 May 2014 (record date).

In accordance with Article 24 of the by-laws, shareholders may opt to take their dividend either in cash or in newly-issued shares with a par value of €1 and with entitlement to dividends from 1 January 2014, it being understood that whichever option is chosen shall apply to the entire amount of dividend to which the shareholder is entitled.

The issue price of the shares allotted in payment of the dividend shall be set at 90% of the average of the opening listed prices of the share on the twenty trading days preceding the date of this Annual General Meeting minus the amount of the dividend, in accordance with Article L. 232-19 of the Commercial Code.

Shareholders must exercise their option to take their dividend in cash or in shares between 5 May 2014 and 20 May 2014 inclusive, by contacting their authorised financial intermediary to this effect or (in the case of holders of fully registered shares) by informing the company directly. If the option is not exercised within this period, the dividend shall be paid in cash only.

Payment of the dividend, whether in cash or in shares, shall take place on 4 June 2014.

If a shareholder opts to take the dividend in shares and the amount of the dividend does not correspond to a whole number of shares, the number of shares received will be rounded down to the nearest whole number, with the shareholder receiving a cash payment for the difference.

The Meeting gives full powers to the Board of Directors, with authority to sub-delegate, to take the necessary measures to implement this distribution of dividends in the form of shares, and in particular to determine the issue price of the shares issued on the terms stipulated above, to confirm the number of shares issued and that the capital increase has taken place, and to carry out the resulting amendments to the by-laws and other legal publication formalities.

This entire dividend payout will be eligible for the 40% tax relief mentioned in paragraph 2 of Article 158-3 of the General Tax Code.

If the company were to hold any of its own shares, the amount representing the dividend not paid on those shares would be allocated to retained earnings.

In accordance with law, the Annual General Meeting notes that the following dividends were paid for financial years 2010, 2011 and 2012:

	2010	2011	2012
Number of shares	365,862,523	314,869,079	319,157,468
Dividend per share	€1.60	€1.60	€1.60
Total dividend (a) (b)	€70,328,377.60	€03,726,526.40	€10,523,948.80

(a) The amounts shown represent dividends actually paid, taking account of the fact that shares held by the company itself do not qualify for dividends.

(b) Amounts eligible for 40% tax relief in accordance with paragraph 2 of Article 158-3 of the General Tax Code.

## **Participation in the Combined Annual General Meeting**

All shareholders are entitled to participate in this Annual General Meeting regardless of the number of shares they hold, under the conditions stipulated in the 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 Friday 18 April 2014 (CET);
- 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 Friday 18 April 2014 (CET).

Only shareholders who have thus confirmed their status by and before Friday 18 April 2014 (CET), 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 Friday 18 April 2014 (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 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 [mandat2014@bouygues.com](mailto:mandat2014@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 23 April 2014 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 [mandat2014@bouygues.com](mailto:mandat2014@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) Thursday 17 April 2014 (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 [qe2014@bouygues.com](mailto:qe2014@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 [qe2014@bouygues.com](mailto:qe2014@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 Registration Document containing information and documents to be presented at the Combined Annual General Meeting have been available since 20 March 2014 on the company's website at [www.bouygues.com](http://www.bouygues.com) under Finance/Shareholders.

Shareholders may, in accordance with the conditions and time limits specific in Article R. 225-88 of the French Commercial Code, ask that the documents referred to in Articles R. 225-81 and R. 225-83 of said Code be sent to them by mail, at an address designated by them, by sending a written request to Bouygues, Secrétariat Général, 32 avenue Hoche, 75008 Paris, France or by faxing it to +33(0)1 44 20 12 44.

Shareholders may, in accordance with the conditions and time limits specified in Articles R. 225-89 and R. 225-90 of the French Commercial Code, consult the aforementioned documents and information at the company's head office at 32 avenue Hoche, 75008, Paris, France.

#### **E. Transactions involving the temporary transfer of shares**

All persons who come to hold, on a temporary basis, a number of shares representing more than 0.5% of the voting rights must notify the company and the AMF, under the conditions stipulated in Article L. 225-126 I of the Commercial Code and Article 223-38 of the AMF General Regulation, at the latest on the third business day preceding the meeting, namely by and before Friday 18 April 2014 (CET).

In accordance with AMF Instruction No. 2011-04, the persons concerned must send the AMF the requisite information by e-mail to [declarationpretsemprunts@amf-france.org](mailto:declarationpretsemprunts@amf-france.org).

They must send the company the same information by e-mail to [declarationpretemprunt2014@bouygues.com](mailto:declarationpretemprunt2014@bouygues.com).

If the company and the AMF are not informed under the aforementioned conditions, the voting rights attached to shares acquired through the temporary transactions concerned will be suspended for the Combined Annual General Meeting of 24 April 2014 and for all General Meetings that are held until said shares are sold or returned.

*The Board of Directors*