



Combined Annual General Meeting of 23 April 2015

Voting results

Bouygues held its Combined Annual General Meeting of shareholders on 23 April 2015, with Martin Bouygues in the chair. All the resolutions proposed by the Board of Directors were adopted.

Shareholders representing 261.7 million shares or 77.7% of total shares with voting rights, and 420.5 million voting rights or 84.2% of total voting rights, were present in person or represented.

Number of shares with voting rights	336,561,980
Number of votes	499,420,597
Number of shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 1,580 * Extraordinary General Meeting: 1,603 **
Number of shares held by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 261,751,120 *** Extraordinary General Meeting: 261,766,034 ****
Number of votes by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 420,513,620 ***** Extraordinary General Meeting: 420,547,923 *****

* Of which proxies to the Chairman of the meeting: 393 - postal votes: 975

** Of which proxies to the Chairman of the meeting: 397 - postal votes: 996

*** Of which proxies to the Chairman of the meeting: 1,645,738 - postal votes: 113,087,990

**** Of which proxies to the Chairman of the meeting: 1,670,653 - postal votes: 113,079,277

***** Of which proxies to the Chairman of the meeting: 3,228,104 - postal votes: 132,398,308

***** Of which proxies to the Chairman of the meeting: 3,277,934 - postal votes: 132,385,357

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

The statutory auditors presented their reports. The twenty-six resolutions submitted to the meeting were then adopted by a majority ranging from 99.81% and 74.38%.

Ordinary General Meeting:

The shareholders approved the parent company and consolidated financial statements for 2014. They also approved a dividend of €1.60 per share for the year. The payment date is 30 April 2015. In addition, they approved the regulated agreements submitted to the AGM.

The shareholders then renewed the terms of office for a period of three years of François Bertière, Martin Bouygues and Anne-Marie Idrac.

They gave a favourable opinion on the remuneration components owed or awarded to Martin Bouygues and Olivier Bouygues in respect of the year ended 31 December 2014.

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 the parent company financial statements and transactions for the year ended 31 December 2014						
	Adopted	419,258,207	99.70%	410,339	0.10%	845,074	0.20%
2	Approval of the consolidated financial statements and transactions for the year ended 31 December 2014						
	Adopted	419,613,491	99.79%	409,769	0.10%	490,360	0.11%
3	Appropriation of earnings, setting of dividend						
	Adopted	419,541,005	99.77%	952,142	0.23%	20,473	<0.01%
4	Approval of regulated agreements and commitments ^(a)						
	Adopted	238,063,535	79.90%	59,873,353	20.10%	12,701	<0.01%
5	Renewal of the term of office of a director (François Bertière)						
	Adopted	363,470,681	86.43%	56,766,402	13.50%	276,537	0.07%
6	Renewal of the term of office of a director (Martin Bouygues)						
	Adopted	382,623,111	90.99%	37,874,705	9.01%	15,804	<0.01%
7	Renewal of the term of office of a director (Anne-Marie Idrac)						
	Adopted	418,305,755	99.47%	2,126,058	0.51%	81,807	0.02%
8	Renewal of the appointment of Ernst & Young Audit as principal auditor						
	Adopted	416,720,008	99.10%	3,770,852	0.90%	22,760	<0.01%
9	Renewal of the appointment of Auditex as alternate auditor						
	Adopted	418,828,483	99.60%	1,380,918	0.33%	304,219	0.07%
10	Favourable opinion on the remuneration components owed or awarded to Martin Bouygues in respect of the year ended 31 December 2014						
	Adopted	375,696,169	89.34%	44,784,975	10.65%	32,476	<0.01%
11	Favourable opinion on the remuneration components owed or awarded to Olivier Bouygues in respect of the year ended 31 December 2014						
	Adopted	375,625,376	89.33%	44,826,695	10.66%	61,549	0.01%
12	Authorisation to the Board of Directors with a view to permitting the company to trade in its own shares						
	Adopted	351,283,663	83.54%	68,915,861	16.39%	314,096	0.07%

^(a) Shareholders concerned, who account for 122,564,031 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 and increase share capital, to grant options to acquire new or existing shares, and to issue equity warrants 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	%
13	Authorisation to the Board of Directors to reduce share capital by cancelling treasury shares held by the company						
	Adopted	417,967,944	99.39%	2,220,820	0.53%	359,159	0.08%
14	Delegation of powers to the Board of Directors to increase share capital, by way of public offering, 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	319,855,713	76.06%	100,681,134	23.94%	11,076	<0.01%
15	Delegation of powers to the Board of Directors to increase share capital by incorporating share premiums, reserves or earnings, or other amounts into capital ^(a)						
	Adopted	329,327,041	78.31%	91,161,931	21.68%	58,951	0.01%
16	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	419,752,339	99.81%	530,503	0.13%	265,081	0.06%
17	Delegation of powers to the Board of Directors to increase share capital, by way of private placement, 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	315,794,875	75.09%	104,574,653	24.87%	178,395	0.04%
18	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, by way of public offering or private placement, without pre-emptive rights for existing shareholders						
	Adopted	312,786,922	74.38%	107,745,883	25.62%	15,118	<0.01%
19	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	318,812,951	75.81%	101,663,009	24.17%	71,963	0.02%
20	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	320,408,874	76.19%	100,078,148	23.80%	60,901	0.01%
21	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	319,000,708	75.85%	101,534,976	24.14%	12,239	<0.01%
22	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	317,310,783	75.45%	103,216,365	24.54%	20,775	<0.01%
23	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	325,987,300	77.51%	94,542,191	22.48%	18,432	<0.01%
24	Authorisation to the Board of Directors to grant options to acquire new or existing shares to employees or corporate officers of the company or related companies						
	Adopted	318,803,857	75.81%	101,726,226	24.19%	17,840	<0.01%
25	Delegation of powers to the Board of Directors to issue equity warrants during the period of a public offer for the company ^(a)						
	Adopted	316,293,086	75.21%	104,107,906	24.76%	146,931	0.03%
26	Powers to carry out formalities						
	Adopted	419,752,339	99.81%	530,503	0.13%	265,081	0.06%

^(a) 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 Registration Document is available on the company's website (www.bouygues.com). Hard copies are also available at the headquarters (32 avenue Hoche, 75008 Paris, France).

Membership of the Board of Directors

After the Annual General Meeting, the membership of 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

Michel Bardou

Director representing employees

François Bertière

Chairman and CEO of Bouygues Immobilier

Jean-Paul Chifflet

CEO of Crédit Agricole SA

Raphaëlle Deflesselle

Director representing employees

Anne-Marie Idrac

Senior Advisor for Suez Environnement and Sia Partners

Patrick Kron

Chairman and CEO of Alstom

Hervé Le Bouc

Chairman and CEO of Colas

Helman le Pas de Sécheval

General Counsel of Veolia

Colette Lewiner

Advisor to the Chairman of Capgemini

Sandra Nombret

Director representing employee shareholders

Nonce Paolini

Chairman and CEO of TF1

Jean Peyrelevade

Partner of Aforge Degroof Finance

François-Henri Pinault

Chairman and CEO of Kering

Rose-Marie Van Lerberghe

Chairwoman of the Board of Directors of Institut Pasteur

Michèle Vilain

Director representing employee shareholders