

BOUYGUES

A *Société Anonyme* (public limited company) with share capital of €345,135,316.
Registered office: 32 avenue Hoche, 75008 Paris, France
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 21 April 2016**, at 3.30pm CET, to consider the following agenda:

Agenda

Ordinary General Meeting

1. Approval of the parent company financial statements and transactions for the year ended 31 December 2015;
2. Approval of the consolidated financial statements and transactions for the year ended 31 December 2015;
3. Appropriation of 2015 earnings, setting of dividend;
4. Approval of regulated agreements and commitments specified in Articles L. 225-38 *et seq.* of the Commercial Code;
5. Approval of a regulated commitment specified in Article L. 225-42-1 of the Commercial Code for the benefit of Olivier Bouygues;
6. Favourable opinion on the remuneration components owed or awarded to Martin Bouygues in respect of the year ended 31 December 2015;
7. Favourable opinion on the remuneration components owed or awarded to Olivier Bouygues in respect of the year ended 31 December 2015;
8. Renewal of the term of office of Patrick Kron as a director;
9. Renewal of the term of office of Colette Lewiner as a director;
10. Renewal of the term of office of Rose-Marie Van Lerberghe as a director;
11. Renewal of the term of office of SCDM as a director;
12. Renewal of the term of office of Sandra Nombret as a director representing employee shareholders;
13. Renewal of the term of office of Michèle Vilain as a director representing employee shareholders;
14. Appointment of Olivier Bouygues as a director;
15. Appointment of SCDM Participations as a director;

16. Appointment of Clara Gaymard as a director;
17. Renewal of the appointment of Mazars as principal auditor;
18. Renewal of the appointment of Philippe Castagnac as alternate auditor;
19. Authorisation to the Board of Directors with a view to permitting the company to trade in its own shares.

Extraordinary General Meeting

20. Authorisation to the Board of Directors to reduce share capital by cancelling treasury shares held by the company;
21. Authorisation to the Board of Directors to allot existing or new bonus shares, entailing the waiver by shareholders of their pre-emptive rights to subscribe to shares, for the benefit of salaried employees or corporate officers of the company or related companies;
22. 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;
23. 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;
24. Powers to carry out formalities.

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 the Chairman of the meeting, or by voting by post.

In accordance with the provisions of Article R. 225-85 III of the Commercial Code, when a shareholder has already voted by post, sent a proxy, or requested an admission card "*carte d'admission*" or participation certificate "*attestation de participation*" 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

Only shareholders having confirmed their status at the latest on the second business day preceding the Annual General Meeting, namely by and before Tuesday 19 April 2016 (CET), in the manner indicated below, may participate in the Annual General Meeting.

For all shareholders wishing to attend, be represented or vote by post at the 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 Tuesday 19 April 2016 (CET);
- **in the case of bearer shareholders:** for the authorised intermediary managing their securities account, to prepare a participation certificate "*attestation de participation*" confirming book entry of their shares in its account by and before Tuesday 19 April 2016 (CET).

B. Arrangements for participating in the Annual General Meeting

1. Attending the Annual General Meeting

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

- registered shareholders should request an admission card "*carte d'admission*" 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; e-mail: ag2016@bouygues.com); registered shareholders who have not received their admission card may attend the Annual General Meeting directly;
- bearer shareholders should ask the authorised intermediary managing their securities account to ensure that Bouygues sends them an admission card "*carte d'admission*" on the basis of the participation certificate "*attestation de participation*" issued by said intermediary; bearer shareholders who have not received their admission card can ask the authorised intermediary managing their securities account to issue the participation certificate directly to them and attend the Annual General Meeting with said participation certificate.

2. Voting by post

Shareholders not attending the Annual General Meeting and wishing to vote by post must do as follows:

- in the case of registered shareholders: return the postal vote form sent to them with the Convening Notice, to Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France;
- in the case of bearer shareholders: ask the authorised intermediary which manages their securities account for a postal vote form.

The postal vote form will also be available from Thursday 31 March 2016 on the company's website at www.bouygues.com under Finance/Shareholders, Shareholders, Annual General Meetings.

The duly completed and signed postal vote 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 ag2016@bouygues.com. Scanned copies of unsigned forms will not be accepted.

To be taken into account, they must reach Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France, no later than midnight (CET) on Monday 18 April 2016 (at the end of the calendar day).

3. Designation of proxy

Shareholders not attending 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 vote form sent to them with the Convening Notice;
- **in the case of bearer shareholders:** ask the authorised intermediary managing their securities account for a proxy vote form

The proxy vote form will also be available from Thursday 31 March 2016 on the company's website at www.bouygues.com under Finance/Shareholders, Shareholders, Annual General Meetings.

The duly completed and signed proxy vote forms (accompanied by the participation certificate "*attestation de participation*" 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 ag2016@bouygues.com.

To be taken into account, the designations or revocations of representatives transmitted electronically must be received at the latest on the day preceding the Annual General Meeting, namely Wednesday 20 April 2016 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.

C. Written questions

In accordance with 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 at the latest on the fourth business day preceding the Annual General Meeting, namely midnight (CET) Friday 15 April 2016 (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 ge2016@bouygues.com. In the case of bearer shareholders, questions must be accompanied by a book entry certificate confirming 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 ge2016@bouygues.com; no other requests or notifications concerning other subjects can be considered and/or processed 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 is available, since 17 March 2016, on the company's website at www.bouygues.com under Finance/Shareholders.

Documents and information relating to the Annual General Meeting will be made 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 1 April 2016, or within the fifteen-day period preceding the Annual General Meeting.

The company will promptly publish on its website, www.bouygues.com in the Finance/Shareholders section, any items or draft resolutions that are added to the agenda at the request of shareholders, as indicated in paragraph C.

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 second business day preceding the meeting, namely by and before Tuesday 19 April 2016 (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.

They must send the company the same information by e-mail to: declarationpretemprunt2016@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 21 April 2016 and for all General Meetings that are held until said shares are sold or returned.

The Board of Directors