



## Combined Annual General Meeting of 21 April 2016

Bouygues held its Combined Annual General Meeting of shareholders on 21 April 2016, with Martin Bouygues in the chair. The shareholders adopted all the resolutions proposed by the Board of Directors.

In particular, the shareholders:

- approved the parent company financial statements for the year ended 31 December 2015 and the payment of a dividend of €1.60 per share, unchanged versus FY2014. The dividend payment date is 28 April 2016;
- renewed the terms of office, for a period of three years, of Colette Lewiner, Rose-Marie Van Lerberghe, Sandra Nombret, Michèle Vilain, Patrick Kron and SCDM;
- appointed as directors for a period of three years Clara Gaymard, Olivier Bouygues and SCDM Participations;
- renewed, for a period of six years, the appointment as Mazars as principal auditor;
- renewed the authorisations aimed at permitting the Board of Directors to buy back shares, reduce share capital, allot bonus shares to employees or senior executives, increase share capital for the benefit of employees and senior executives and to issue equity warrants during the period of a public offer.

Shareholders representing 260.9 million shares or 75.6% of total shares with voting rights, and 400.5 million voting rights or 82.3% of total voting rights, were present in person or represented.

Number of shares with voting rights	345,097,995
Number of votes	486,216,916
Number of shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 1,792 Extraordinary General Meeting: 1,827
Number of shares held by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 260,932,525 Extraordinary General Meeting: 260,960,615
Number of votes by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 400,504,518 Extraordinary General Meeting: 400,559,315

## Voting results

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 2015						
	Adopted	400,286,155	99.95%	46,133	0.01%	172,230	0.04%
2	Approval of the consolidated financial statements and transactions for the year ended 31 December 2015						
	Adopted	400,387,248	99.97%	45,567	0.01%	71,703	0.02%
3	Appropriation of earnings, setting of dividend						
	Adopted	398,050,921	99.39%	2,425,651	0.61%	27,946	<0.01%
4	Approval of regulated agreements and commitments <sup>(1)</sup>						
	Adopted	228,273,001	82.74%	47,595,066	17.25%	29,508	0.01%
5	Approval of a regulated commitment for the benefit of Olivier Bouygues <sup>(2)</sup>						
	Adopted	390,263,886	97.44%	10,190,137	2.54%	49,464	0.01%
6	Favourable opinion on the remuneration components owed or awarded to Martin Bouygues in respect of the year ended 31 December 2015						
	Adopted	397,921,596	99.36%	2,551,206	0.64%	31,716	<0.01%
7	Favourable opinion on the remuneration components owed or awarded to Olivier Bouygues in respect of the year ended 31 December 2015						
	Adopted	397,843,951	99.34%	2,590,761	0.65%	69,806	0.01%
8	Renewal of the term of office of a director (Patrick Kron)						
	Adopted	355,679,578	88.81%	44,791,308	11.18%	33,632	<0.01%
9	Renewal of the term of office of a director (Colette Lewiner)						
	Adopted	392,111,601	97.90%	8,359,433	2.09%	33,484	<0.01%
10	Renewal of the term of office of a director (Rose-Marie Van Lerberghe)						
	Adopted	398,895,046	99.60%	1,364,049	0.34%	245,423	0.06%
11	Renewal of the term of office of a director (SCDM)						
	Adopted	359,480,018	89.76%	40,981,837	10.23%	42,663	0.01%
12	Renewal of the term of office of a director representing the employee shareholders (Sandra Nombret)						
	Adopted	367,417,145	91.74%	33,040,760	8.25%	46,613	0.01%
13	Renewal of the term of office of a director representing the employee shareholders (Michèle Vilain)						
	Adopted	367,584,911	91.78%	32,879,548	8.21%	40,059	0.01%
14	Appointment of Olivier Bouygues as a director						
	Adopted	373,616,019	93.29%	26,856,394	6.71%	32,105	<0.01%
15	Appointment of a director (SCDM Participations)						
	Adopted	359,039,459	89.65%	41,425,658	10.34%	39,401	<0.01%
16	Appointment of a director (Clara Gaynard)						
	Adopted	395,990,904	98.87%	4,459,154	1.11%	54,460	0.01%
17	Renewal of the appointment of a principal auditor (Mazars)						
	Adopted	386,977,743	96.62%	13,475,580	3.36%	51,195	0.01%
18	Renewal of the appointment of an alternate auditor (Philippe Castagnac)						
	Adopted	393,100,586	98.15%	7,350,375	1.84%	53,557	0.01%
19	Authorisation to the Board of Directors with a view to permitting the company to trade in its own shares						
	Adopted	344,328,939	85.97%	56,142,961	14.02%	32,618	<0.01%

<sup>(1)</sup> Shareholders concerned, who account for 124,606,943 votes, abstained from voting

<sup>(2)</sup> The shareholder concerned, who accounts for 1,031 votes, abstained from voting

Resolutions submitted to the Extraordinary General Meeting							
No.	Result	For		Against		Abstained	
		No. of votes	%	No. of votes	%	No. of votes	%
20	Authorisation to the Board of Directors to reduce share capital by cancelling treasury shares held by the company						
	Adopted	398,953,190	99.60%	1,564,386	0.39%	41,739	0.01%
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 under this authorisation, for the benefit of employees or corporate officers of the company or related companies						
	Adopted	303,971,968	75.89%	96,496,453	24.09%	90,894	0.02%
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						
	Adopted	337,446,596	84.24%	63,068,572	15.75%	44,147	0.01%
23	Delegation of powers to the Board of Directors to issue equity warrants during the period of a public offer for the company's shares <sup>(3)</sup>						
	Adopted	309,880,288	77.36%	90,632,302	22.63%	46,725	0.01%
24	Powers to carry out formalities						
	Adopted	400,499,400	99.99%	4,498	<0.01%	55,417	0.01%

<sup>(3)</sup> Resolution submitted to the Extraordinary General Meeting but nonetheless subject to the same quorum and majority rules as an Ordinary General Meeting

## Membership of the Board of Directors after the Annual General Meeting

### Chairman and CEO

**Martin Bouygues**

### Director and Deputy CEO

**Olivier Bouygues**

### Directors

#### **Michel Bardou**

Director representing employees

#### **François Bertière**

Chairman and CEO of Bouygues Immobilier

#### **Raphaëlle Deflesselle**

Director representing employees

#### **Clara Gaymard**

Co-founder of Raise

#### **Anne-Marie Idrac**

Chair of the supervisory board of  
Toulouse-Blagnac airport

#### **Patrick Kron**

Director of Sanofi

#### **Hervé Le Bouc**

Chairman and CEO of Colas

#### **Helman le Pas de Sécheval**

General Counsel of the Veolia group

#### **Colette Lewiner**

Advisor to the Chairman of Capgemini

#### **Sandra Nombret**

Director representing employee shareholders

#### **SCDM**

(represented by Edward Bouygues)

#### **SCDM Participations**

(represented by Cyril Bouygues)

#### **Rose-Marie Van Lerberghe**

Chairwoman of the Board of Directors of Institut Pasteur

#### **Michèle Vilain**

Director representing employee shareholders

## Membership of the Board of Directors after the Annual General Meeting

### Accounts Committee

Helman le Pas de Sécheval (Chairman)

Clara Gaymard

Anne-Marie Idrac

Michèle Vilain

### Selection Committee and Remuneration Committee

Colette Lewiner (Chairwoman)

Michel Bardou

Helman le Pas de Sécheval

### Ethics, CSR and Patronage Committee

Anne-Marie Idrac (Chairwoman)

Raphaëlle Deflesselle

Sandra Nombret

Rose-Marie Van Lerberghe