



27 APRIL 2017

## RESULT OF THE VOTES ON THE RESOLUTIONS SUBMITTED TO THE COMBINED ANNUAL GENERAL MEETING OF 27 APRIL 2017

Bouygues held its Combined Annual General Meeting of shareholders on 27 April 2017 at Challenger, 1 avenue Eugène Freyssinet, Guyancourt, 78061 Saint-Quentin-en-Yvelines (France), with Martin Bouygues in the chair.

Shareholders representing 244.7 million shares or 66.8% of total shares with voting rights, and 375.8 million voting rights or 76.9% of total voting rights, were present in person or represented.

Number of shares with voting rights	355,469,435
Number of votes	488,158,303
Number of shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 3,877 Extraordinary General Meeting: 3,887
Number of shares held by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 244,799,473 Extraordinary General Meeting: 244,809,368
Number of votes by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 375,843,628 Extraordinary General Meeting: 375,867,711

During the meeting, Martin Bouygues, with the assistance of Philippe Marien and Olivier Roussat, Deputy CEOs, and Jean-François Guillemin, General Counsel, gave an overview of the 2016 financial year and the strategy for 2017 of each of the Group's business segments, the company's corporate social responsibility, and Bouygues' position compared with that of its competitors for 2017.

Colette Lewiner, Chairwoman of the Selection and Remuneration Committee, outlined the characteristics of corporate governance, and presented the profiles of Helman le Pas de Sécheval, whose directorship is proposed for renewal, and of Alexandre de Rothschild, whose appointment as director is proposed for approval. She then presented the remuneration components of Executive Officers in 2016, as well as the new report on remuneration principles and criteria for Executive Officers introduced by the Sapin 2 Act.

Philippe Marien presented the 2016 accounts, and Helman le Pas de Sécheval, Chairman of the Accounts Committee, gave an overview of the work by the Committee in 2016.

Finally, the statutory auditors presented the content of their reports.

Following these presentations, the Chairman opened discussions and answered shareholders' questions. He then moved to the presentation of and voting on resolutions.

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 2016 and the payment of a dividend of €1.60 per share, unchanged versus the previous financial year. The dividend payment date is 5 May 2017;
- approved the regulated agreements and commitments;
- approved the remuneration of Executive Officers in respect of the 2016 financial year;
- approved the remuneration policy applicable to Executive Officers for the 2017 financial year;
- set the annual maximum amount of directors' fees;
- renewed the term of office of Helman le Pas de Sécheval as a director;
- appointed Alexandre de Rothschild as a director;
- authorised the company to trade in its own shares and to reduce share capital;
- authorised the Board of Directors to grant options to acquire new or existing shares to employees or corporate officers of the company;
- authorised capital increases with or without pre-emptive rights for existing shareholders;
- authorised the issue of equity warrants during the period of a public offer.

The result of the votes on resolutions is detailed below:

Resolutions submitted to the Ordinary General Meeting						
No.	Result	For		Against		Abstained
		No. of votes	%	No. of votes	%	No. of votes
<b>1</b>	Approval of the parent company financial statements and transactions for the year ended 31 December 2016					
	Adopted	375,257,467	99.84%	349,271	0.09%	236,890
<b>2</b>	Approval of the consolidated financial statements and transactions for the year ended 31 December 2016					
	Adopted	373,435,047	99.36%	2,172,532	0.58%	236,049
<b>3</b>	Appropriation of earnings, setting of dividend					
	Adopted	373,108,225	99.27%	2,499,062	0.66%	236,341
<b>4</b>	Approval of regulated agreements and commitments					
	Adopted	172,094,173	73.26%	62,567,955	26.64%	241,988
<b>5</b>	Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Bouygues, Deputy Chief Executive Officer, is entitled					
	Adopted	362,625,274	96.51%	12,819,575	3.41%	296,421
<b>6</b>	Approval of the commitment relative to the defined-benefit pension scheme to which Philippe Marien, Deputy Chief Executive Officer, is entitled					
	Adopted	340,950,424	90.72%	34,645,376	9.22%	247,828
<b>7</b>	Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Roussat, Deputy Chief Executive Officer, is entitled					
	Adopted	340,950,603	90.72%	34,645,545	9.22%	247,480
<b>8</b>	Favourable opinion on the remuneration components owed or awarded to Martin Bouygues in respect of the year ended 31 December 2016					
	Adopted	369,433,681	98.29%	6,166,178	1.64%	243,769
<b>9</b>	Favourable opinion on the remuneration components owed or awarded to Olivier Bouygues in respect of the year ended 31 December 2016					
	Adopted	369,351,596	98.27%	6,196,917	1.65%	295,115
<b>10</b>	Favourable opinion on the remuneration components owed or awarded to Philippe Marien in respect of the year ended 31 December 2016					
	Adopted	366,367,214	97.48%	9,181,869	2.44%	294,545
<b>11</b>	Favourable opinion on the remuneration components owed or awarded to Olivier Roussat in respect of the year ended 31 December 2016					
	Adopted	366,379,178	97.48%	9,164,740	2.44%	299,710
<b>12</b>	Remuneration policy applicable to the Chairman and Chief Executive Officer and Deputy Chief Executive Officers					
	Adopted	338,755,385	90.13%	36,843,953	9.80%	244,290

<b>13</b>	Setting of the annual amount of directors' fees						
	Adopted	371,953,068	98.96%	3,604,672	0.96%	285,888	0.08%
<b>14</b>	Renewal of the term of office of Helman le Pas de Sécheval as a director						
	Adopted	374,571,627	99.66%	1,035,835	0.28%	236,166	0.06%
<b>15</b>	Appointment of Alexandre de Rothschild as a director						
	Adopted	324,595,556	86.36%	51,011,048	13.57%	237,024	0.06%
<b>16</b>	Authorisation to the Board of Directors with a view to permitting the company to trade in its own shares						
	Adopted	324,117,690	86.24%	51,481,892	13.70%	244,046	0.06%

Resolutions submitted to the Extraordinary General Meeting							
No.	Result	For		Against		Abstained	
		No. of votes	%	No. of votes	%	No. of votes	%
<b>17</b>	Authorisation to the Board of Directors to reduce share capital by cancelling treasury shares held by the company						
	Adopted	374,725,260	99.70%	898,886	0.24%	243,565	0.06%
<b>18</b>	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	301,882,491	80.32%	73,748,479	19.62%	236,741	0.06%
<b>19</b>	Delegation of powers to the Board of Directors to increase share capital by incorporating share premiums, reserves or earnings, or other amounts into capital <sup>a</sup>						
	Adopted	321,283,103	85.48%	54,339,848	14.46%	244,760	0.06%
<b>20</b>	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	300,461,488	79.94%	75,167,754	20.00%	238,469	0.06%
<b>21</b>	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	299,642,718	79.72%	75,980,952	20.21%	244,041	0.06%
<b>22</b>	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 issues of equity securities, by way of public offering or private placement, without pre-emptive rights for existing shareholders						
	Adopted	294,174,051	78.27%	81,448,629	21.67%	245,031	0.06%
<b>23</b>	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	294,032,865	78.23%	81,585,188	21.71%	249,658	0.06%
<b>24</b>	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	301,246,469	80.15%	74,375,885	19.79%	245,357	0.06%
<b>25</b>	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	301,203,314	80.14%	74,420,805	19.80%	243,592	0.06%
<b>26</b>	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	300,659,203	79.99%	74,963,019	19.94%	245,489	0.07%
<b>27</b>	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	318,374,547	84.70%	57,249,324	15.23%	243,840	0.06%

<b>28</b>	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	309,421,258	82.32%	66,201,231	17.61%	245,222	0.07%
<b>29</b>	Delegation of powers to the Board of Directors to issue equity warrants during the period of a public offer for the company <sup>a</sup>						
	Adopted	296,853,537	78.98%	78,776,098	20.96%	238,076	0.06%
<b>30</b>	Powers to carry out formalities						
	Adopted	375,580,913	99.92%	48,282	0.01%	238,516	0.06%

(a) Resolution subject to the same quorum and majority rules as an Ordinary General Meeting.

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

### Chairman and CEO

**Martin Bouygues**

### Director and Deputy CEO

**Olivier Bouygues**

### Directors from the SCDM group

#### **SCDM Participations**

represented by Cyril Bouygues

#### **SCDM**

represented by Edward Bouygues

### Independent directors

#### **Clara Gaymard**

Co-founder of Raise, CEO of  
Raise Conseil

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

Chair of the supervisory board of  
Toulouse-Blagnac Airport

#### **Helman le Pas de Sécheval**

General Counsel of the Veolia group

#### **Colette Lewiner**

Advisor to the Chairman of Capgemini

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

Senior Advisor to BPI group

### Directors representing employees

**Francis Castagné**

**Raphaëlle Deflesselle**

### Directors representing employee shareholders

**Sandra Nombret**

**Michèle Vilain**

### Non-independent, external directors

#### **Alexandre de Rothschild**

Deputy CEO of Rothschild & Co,  
Managing partner of Rothschild & Cie Banque

#### **Patrick Kron**

Chairman of Truffle Capital

## **Composition of the Board committees after the Annual General Meeting**

### **Accounts Committee**

- ✓ Helman le Pas de Sécheval (Chairman)
- ✓ Clara Gaymard
- ✓ Anne-Marie Idrac
- ✓ Michèle Vilain

### **Selection and Remuneration Committee**

- ✓ Colette Lewiner (Chairwoman)
- ✓ Francis Castagné
- ✓ Helman le Pas de Sécheval

### **Ethics, CSR and Patronage Committee**

- ✓ Anne-Marie Idrac (Chairwoman)
- ✓ Raphaëlle Deflesselle
- ✓ Sandra Nombret
- ✓ Rose-Marie Van Lerberghe