

Bouygues

A *Société Anonyme* (public limited company) with a share capital of €365,104,531

Registered office: 32 avenue Hoche, 75008 Paris, France

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

Notice of Meeting

NOTICE IS HEREBY GIVEN that a Combined Ordinary and Extraordinary General Meeting will take place at Challenger, 1 avenue Eugène Freyssinet, Guyancourt, 78061 Saint-Quentin-en-Yvelines Cedex (France) on Thursday 26 April 2018, at 3.30pm CET, to consider the following agenda and draft resolutions:

Agenda

Ordinary General Meeting

1. Approval of the parent company financial statements and transactions for the year ended 31 December 2017;
2. Approval of the consolidated financial statements and transactions for the year ended 31 December 2017;
3. Appropriation of 2017 earnings, setting of dividend;
4. Approval of regulated agreements and commitments specified in Articles L. 225-38 of the Commercial Code;
5. Approval of the commitment relative to the defined-benefit pension scheme to which Martin Bouygues, Chairman and Chief Executive Officer, is entitled;
6. Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Bouygues, Deputy Chief Executive Officer, is entitled;
7. Approval of the remuneration components and benefits paid or awarded to Martin Bouygues, in his capacity as Chairman and Chief Executive Officer, in respect of the year ended 31 December 2017;
8. Approval of the remuneration components and benefits paid or awarded to Olivier Bouygues, in his capacity as Deputy Chief Executive Officer, in respect of the year ended 31 December 2017;
9. Approval of the remuneration components and benefits paid or awarded to Philippe Marien, in his capacity as Deputy Chief Executive Officer, in respect of the year ended 31 December 2017;
10. Approval of the remuneration components and benefit paid or awarded to Olivier Roussat, in his capacity as Deputy Chief Executive Officer, in respect of the year ended 31 December 2017;
11. Approval of the principles and criteria for determining, allocating and awarding the components of remuneration and benefits to be awarded to Executive officers, in their capacity as either Chairman and Chief Executive Officer or Deputy Chief Executive Officer;
12. Renewal of the term of office of Martin Bouygues as a director for three years;
13. Renewal of the term of office of Anne-Marie Idrac as a director for three years;
14. Authorisation to the Board of Directors to trade in the company's shares, for a period of eighteen months, up to a limit of 5% of the share capital.

Extraordinary General Meeting

15. Authorisation to the Board of Directors, for a period of eighteen months, to reduce share capital by cancelling treasury shares held by the company, up to a limit of 10% of the share capital in any twenty-four month period;
16. Delegation of powers to the Board of directors, for a period of eighteen months, to issue equity warrants during a period of a public offer for the company's shares, up to a limit of 25% of the share capital;
17. Amendment to Article 22 of the articles of association in order to remove the requirement to appoint alternate auditors;
18. Powers to carry out formalities.

Draft resolutions

Ordinary General Meeting

First resolution

(Approval of the parent company financial statements and transactions for the year ended 31 December 2017)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the parent company financial statements for the year ended 31 December 2017, the management report of the Board of Directors and the auditors' report on the parent company financial statements, hereby approves the parent company financial statements for the year ended 31 December 2017, showing a net profit of €102,398,551.57 million, as well as the transactions recorded in those financial statements and disclosed in those reports.

Second resolution

(Approval of the consolidated financial statements and transactions for the year ended 31 December 2017)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the consolidated financial statements for the year ended 31 December 2017, the Board of Directors' report on the management of the Group included in the management report in accordance with Article L. 233-26 of the Commercial Code, and the auditors' report on the consolidated financial statements, hereby approves the consolidated financial statements for the year ended 31 December 2017, showing a net profit of €1,085 million, as well as the transactions recorded in those financial statements and disclosed in those reports.

Third resolution

(Appropriation of 2017 earnings, setting of dividend)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' management report and the statutory auditors' report on the parent company financial statements, notes that net profit for the year ended 31 December 2017 amounts to €102,398,551.57, which minus the transfer to the legal reserve of €26,276.20 and plus retained earnings of €2,191,898,164.27 gives distributable earnings of €2,294,270,439.64.

The meeting resolves, on the proposal of the Board of Directors, to appropriate earnings as follows:

Net profit for the year	€102,398,551.57
Transfer to the legal reserve	-€26,276.20
Retained earnings brought forward	€2,191,898,164.27
Distributable earnings	€2,294,270,439.64
Appropriation	
- Dividend ^a	€622,412,984.50
- Retained earnings carried forward	€1,671,857,455.14

(a) €1.70 x 366,125,285 shares.

Accordingly, the dividend for the year ended 31 December 2017 is hereby set at €1.70 per share carrying dividend rights.

The ex-date for the Euronext Paris market will be 2 May 2018, and the dividend will be payable in cash on 4 May 2018 based on positions qualifying for payment on the evening of 3 May 2018.

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

If the company holds some of its own shares at the dividend payment date, the dividends not paid on those shares shall be allocated to retained earnings.

In accordance with law, the Annual General Meeting notes that the following dividends were paid for financial years 2014, 2015 and 2016:

	2014	2015	2016
Number of shares	336,086,458	345,135,316	354,908,547
Dividend per share	€1.60	€1.60	€1.60
Total dividend ^{a & b}	€537,731,932.80	€552,128,505.60	€567,837,675.20

(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.

Fourth resolution**(Approval of regulated agreements and commitments specified in Articles L. 225-38 of the Commercial Code)**

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the auditors' special report, and pursuant to Article L. 225-40 of the Commercial Code, hereby approves the regulated agreements and commitments set out in this report that have not yet been approved by the Annual General Meeting.

Fifth resolution**(Approval of the commitment relative to the defined-benefit pension scheme to which Martin Bouygues, Chairman and Chief Executive Officer, is entitled)**

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the auditors' special report, and pursuant to Article L. 225-42-1 of the Commercial Code, hereby approves the commitment relative to the defined-benefit pension scheme to which Martin Bouygues is entitled, with effect from 16 May 2017, the date of the renewal of his appointment as Chairman and Chief Executive Officer.

Sixth resolution**(Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Bouygues, Deputy Chief Executive Officer, is entitled)**

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the auditors' special report, and pursuant to Article L. 225-42-1 of the Commercial Code, hereby approves the commitment relative to the defined-benefit pension scheme to which Olivier Bouygues is entitled, with effect from 30 August 2017, the date of the renewal of his appointment as Deputy Chief Executive Officer.

Seventh resolution**(Approval of the remuneration components and benefits paid or awarded to Martin Bouygues, in his capacity as Chairman and Chief Executive Officer, in respect of the year ended 31 December 2017)**

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, pursuant to Article L. 225-100 of the Commercial Code, having acquainted itself with the Report on corporate governance, hereby approves the fixed and variable components of the total remuneration and benefits of all kinds paid or awarded in respect of the year ended 31 December 2017 to Martin Bouygues, Chairman and Chief Executive Officer. Those components are set out in chapter 5, section 5.4.1 of the Registration Document.

Eighth resolution

(Approval of the remuneration components and benefits paid or awarded to Olivier Bouygues, in his capacity as Deputy Chief Executive Officer, in respect of the year ended 31 December 2017)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, pursuant to Article L. 225-100 of the Commercial Code, having acquainted itself with the Report on corporate governance, hereby approves the fixed and variable components of the total remuneration and benefits of all kinds paid or awarded in respect of the year ended 31 December 2017 to Olivier Bouygues, in his capacity as Deputy Chief Executive Officer. Those components are set out in chapter 5, section 5.4.1 of the Registration Document.

Ninth resolution

(Approval of the remuneration components and benefits paid or awarded to Philippe Marien, in his capacity as Deputy Chief Executive Officer, in respect of the year ended 31 December 2017)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, pursuant to Article L. 225-100 of the Commercial Code, having acquainted itself with the Report on corporate governance, hereby approves the fixed and variable components of the total remuneration and benefits of all kinds paid or awarded in respect of the year ended 31 December 2017 to Philippe Marien, in his capacity as Deputy Chief Executive Officer. Those components are set out in chapter 5, section 5.4.1 of the Registration Document.

Tenth resolution

(Approval of the remuneration components and benefits paid or awarded to Olivier Roussat, in his capacity as Deputy Chief Executive Officer, in respect of the year ended 31 December 2017)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, pursuant to Article L. 225-100 of the Commercial Code, having acquainted itself with the Report on corporate governance, hereby approves the fixed and variable components of the total remuneration and benefits of all kinds paid or awarded in respect of the year ended 31 December 2017 to Olivier Roussat, in his capacity as Deputy Chief Executive Officer. Those components are set out in chapter 5, section 5.4.1 of the Registration Document.

Eleventh resolution

(Approval of the principles and criteria for determining, allocating and awarding the components of remuneration and benefits to be awarded to Executive officers, in their capacity as either Chairman and Chief Executive Officer or Deputy Chief Executive Officer)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, pursuant to Article L. 225-37-2 of the Commercial Code, having acquainted itself with the Report on corporate governance, hereby approves the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds awarded to Executive Officers, in their capacity as either Chairman and Chief Executive Officer or Deputy Chief Executive Officer. Those principles and criteria are set out in chapter 5, section 5.4.2 of the Registration Document.

Twelfth resolution

(Renewal of the term of office of Martin Bouygues as a director for three years)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, renews the term of office of Martin Bouygues as a director for three years. This term shall expire after the Annual General Meeting called to approve the financial statements for 2020.

Thirteenth resolution

(Renewal of the term of office of Anne-Marie Idrac as a director for three years)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, renews the term of office of Anne-Marie Idrac as a director for three years. This term shall expire after the Annual General Meeting called to approve the financial statements for 2020.

Fourteenth resolution

(Authorisation to the Board of Directors to trade in the company's shares, for a period of eighteen months, up to a limit of 5% of the share capital)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, pursuant to Article L. 225-209 of the Commercial Code, having acquainted itself with the Board of Directors' report including its description of the share buy-back programme:

1. authorises the Board of Directors to buy back, under the conditions set out below, shares representing up to 5% of the company's share capital at the date on which the authorisation is used, in compliance with the prevailing legal and regulatory conditions at that date;
2. resolves that the purpose of this authorisation is to enable the company, in relation to market practice accepted by the AMF, an objective specified in Article 5 of Commission Regulation (EU) No. 596/2014 on market abuse, or an objective mentioned in Articles L. 225-209 *et seq.* of the Commercial Code, to:
 - reduce share capital by cancelling shares under the conditions laid down by law, subject to authorisation by the Extraordinary General Meeting,
 - fulfil the obligations arising from debt securities, in particular securities that grant the right to the allotment of company shares via redemption, conversion, exchange, presentation of a warrant or otherwise,
 - grant or sell shares to employees or corporate officers of the company or related companies under the terms and conditions laid down by law, in particular as part of profit-sharing schemes, stock option plans, company savings schemes and Group savings schemes or through allotment of free shares,
 - ensure the liquidity of and organise trading in the company's shares, through an investment services provider acting under the terms of a liquidity agreement that complies with a code of conduct recognised by the AMF,
 - retain shares and, where applicable, deliver them subsequently as a medium of payment or exchange in an acquisition, merger, spin-off or asset-for-share exchange, in accordance with applicable regulations,
 - implement any market practice accepted by the AMF and generally to carry out any other transaction in compliance with prevailing regulations;
3. resolves that the acquisition, sale, transfer or exchange of these shares may be carried out, on one or more occasions, in compliance with rules issued by the AMF in its Position-Recommendation DOC-2017-04, on all markets or off-market, including on Multilateral Trading Facilities (MTFs) or via a systematic "internaliser", or over-the-counter, in any manner, notably through the acquisition or sale of blocks of shares, using derivative financial instruments and at any time, including during a period of a public offer for the company's shares. All or part of the programme may be carried out through block trades;
4. resolves that the maximum purchase price be set at €65 (sixty-five euros) per share, subject to any adjustments in connection with share capital transactions. If share capital is increased by incorporating premiums, earnings or reserves into capital and allotment of free shares, or in the event of a stock split or reverse stock split, the price indicated above shall be adjusted by a multiplication factor equal to the ratio of the number of shares making up the share capital before the transaction to the number of shares after the transaction;

5. sets at €1,200,000,000 (one billion two hundred million euros) the maximum amount of funds that can be used for the share buy-back programme thus authorised, corresponding to a maximum of 18,500,000 shares purchased at a price of €65 (sixty-five euros) per share as authorised above;
6. notes that, in accordance with law, the total shares held at any given date may not exceed 10% of the share capital in issue at that date;
7. gives full powers to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, to implement this authorisation, place all stock market orders, conclude all agreements, in particular with a view to the registration of purchases and sales of shares, completing all steps, declarations and formalities with the AMF and any other body, and in general, taking all necessary measures to execute the decisions taken within the scope of this authorisation;
8. resolves that the Board of Directors shall inform the Annual General Meeting of the transactions carried out, in accordance with applicable regulations;
9. grants this authorisation for eighteen months from the date of this meeting, and notes that it cancels and supersedes the unused portion of any previous authorisation given for the same purpose.

Extraordinary General Meeting

Fifteenth resolution

(Authorisation to the Board of Directors, for a period of eighteen months, to reduce share capital by cancelling treasury shares held by the company, up to a limit of 10% of the share capital in any twenty-four month period)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, pursuant to Article L. 225-209 of the Commercial Code, having acquainted itself with the Board of Directors' report and the auditors' report:

1. authorises the Board of Directors to cancel, at its own initiative, on one or more occasions, some or all of the shares that the company holds or may hold as a result of utilising the various share buy-back authorisations given by the Annual General Meeting to the Board of Directors, up to a limit of 10% in any twenty-four month period of the total number of shares making up the company's share capital at the date of the transaction;
2. authorises the Board of Directors to charge the difference between the purchase value of the cancelled shares and their par value to all available premium and reserve funds;
3. delegates to the Board of Directors, with the power to sub-delegate under and in accordance with applicable law, full powers to carry out the capital reduction(s) resulting from cancellations of shares authorised by this resolution, to have the relevant entries made in the financial statements, to amend the articles of association accordingly, and generally to attend to all necessary formalities;
4. grants this authorisation for eighteen months from the date of this meeting, and notes that it cancels and supersedes the unused portion of any previous authorisation given for the same purpose.

Sixteenth resolution

(Delegation of powers to the Board of Directors, for a period of eighteen months, to issue equity warrants during a period of a public offer for the company's shares, up to a limit of 25% of the share capital)

The Annual General Meeting, in extraordinary session but having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report and the auditors' report, and in accordance with Article L. 233-32 II of the Commercial Code:

1. delegates to the Board of Directors the power to issue warrants on one or more occasions, during the period of a public offer for the company's shares, giving rights to subscribe on preferential terms for one or more shares in the company, and to allot such warrants free of charge to all shareholders who hold shares in the company prior to expiry of the offer period. These warrants will lapse automatically as soon as the offer and any other competing offer has failed, lapsed or been withdrawn;
2. resolves that the capital increase that may result from the exercise of such equity warrants may not exceed one quarter of the number of shares that make up the capital at the time the warrants are issued, or the nominal amount of €91,500,000 (ninety-one million five hundred thousand euros), and that the maximum number of equity warrants that may be issued shall not exceed one quarter of the number of shares that make up the capital at the time the warrants are issued;
3. resolves that the Board of Directors shall have full powers, with the power to sub-delegate under and in accordance with applicable law, to determine the conditions of exercise of the equity warrants, which must relate to the terms of the offer or any other competing offer, and the other characteristics of the warrants, such as the exercise price or the terms for determining the exercise price, and more generally the characteristics and terms of any issue decided under this delegation;
4. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to ordinary shares in the company to which any warrants issued pursuant to this delegation may give entitlement;
5. grants this delegation for a period of eighteen months as from the date of this meeting, and notes that it cancels and supersedes the unused portion of any previous delegation given for the same purpose.

Seventeenth resolution

(Amendment to Article 22 of the articles of association in order to remove the requirement to appoint alternate auditors)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, given the new text of Article L. 823-1 of the Commercial Code, hereby resolves to delete the second paragraph of Article 22 of the company's articles of association, which reads as follows: *"The general meeting of shareholders shall also appoint two alternate auditors, who shall replace the principal auditors in the event of a principal auditor's refusal or inability to act, resignation, or death."*

Eighteenth resolution

(Powers to carry out formalities)

The Annual General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, gives full powers to the holder of an original, a copy of or an excerpt from the minutes of this Annual General Meeting to carry out all necessary filings, publications and formalities.

Participation in the Combined Annual General Meeting

All shareholders are entitled to participate in this meeting regardless of the number of shares they hold, under the conditions stipulated below, either by attending in person, or by being represented by a natural person or legal entity of their choice, or by the Chairman of the meeting, or by voting by correspondence.

In accordance with the provisions of Article R. 225-85 III of the Commercial Code, when a shareholder has already voted by correspondence, sent a proxy, or requested an admission card "*carte d'admission*" or a participation certificate "*attestation de participation*" to attend the meeting, he or she may no longer choose to participate in a different manner.

A. Formalities for participating in the meeting

Only shareholders having confirmed their status at the latest on the second business day preceding the meeting, namely by and before Tuesday 24 April 2018 (CET), in the manner indicated below, may participate in the meeting.

For all shareholders wishing to attend the meeting, be represented or vote by correspondence, it is mandatory:

– **in the case of registered shareholders:** for their shares to be entered in the registered share account by and before Tuesday 24 April 2018 (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 24 April 2018 (CET).

Bouygues also gives shareholders (full owners) the option of voting by internet, before the meeting, on the Votaccess secure platform that can be accessed by:

- **registered shareholders** via the company's dedicated secure website: <https://serviceactionnaires.bouygues.com>
- **bearer shareholders** via the internet portal of the financial intermediary managing their securities account.

Shareholders will be able to access Votaccess from Friday 6 April 2018 at 9am, until 25 April 2018 at 3.00pm (CET), the last business day preceding the meeting.

In order to avoid potential congestion on Votaccess, shareholders are advised not to wait until the last few days before the meeting to connect and vote.

B. Arrangements for participating in the meeting

1. Attending the meeting

Shareholders wishing to attend the meeting in person must request an admission card "*carte d'admission*" as early as possible in order to receive it in time.

1.1. Requesting an admission card "*carte d'admission*" by post or electronically

– **registered shareholders** can 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: ag2018@bouygues.com.); registered shareholders who have not received their admission card may attend the meeting directly;

– **bearer shareholders** can 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 meeting with said participation certificate.

1.2. Requesting an admission card "*carte d'admission*" by internet

– **registered shareholders** can request an admission card "*carte d'admission*" on the Votaccess secure platform by connecting to the <https://serviceactionnaires.bouygues.com> website and entering their login and password sent to them by Bouygues in the post. Shareholders must follow the instructions displayed on the screen;

– **bearer shareholders** whose financial intermediary managing their securities account is a member of the Votaccess secure platform can connect to the internet portal of their financial intermediary with their usual login codes and click on the icon displayed on the line corresponding to Bouygues shares to access Votaccess. Shareholders must follow the instructions displayed on the screen.

2. Voting by correspondence

2.1 Voting by correspondence by post or electronically

Shareholders not attending the meeting and wishing to vote by correspondence 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 5 April 2018 on the company's website at www.bouygues.com, under Finance/Individual shareholders/Annual General Meeting.

The duly completed and signed postal 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: ag2018@bouygues.com. Scanned copies of unsigned forms cannot be accepted.

To be taken into account, postal vote forms must reach Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France, no later than midnight (CET) on Monday 23 April 2018 (at the end of the calendar day).

2.2 Voting by correspondence by internet

Bouygues gives shareholders (full owners) the option of voting by internet, before the meeting, on a dedicated secure website, under the following conditions:

– **registered shareholders** can connect to the <https://serviceactionnaires.bouygues.com> website by entering their login and password, and clicking on "Vote by internet" on the home page;

– **bearer shareholders** whose financial intermediary managing their securities account is a member of the Votaccess secure platform can connect to the internet portal of their financial intermediary with their usual login codes and click on the icon displayed on the line corresponding to Bouygues shares to access Votaccess. Shareholders must follow the instructions displayed on the screen.

3. Designating a proxy

Shareholders not attending the 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.

3.1 Designating a proxy by post or electronically

Shareholders who wish to be represented must do as follows:

– **in the case of registered shareholders:** return to the company in the manner indicated below 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 on the company's website at www.bouygues.com, under Finance/Individual shareholders/Annual General Meeting.

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: ag2018@bouygues.com. Scanned copies of unsigned forms will not be accepted.

To be taken into account, the designations or revocations of representatives transmitted electronically must be received at the latest on the day preceding the meeting, namely Wednesday 25 April 2018 at 3.00pm (CET).

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.

3.2 Designating a proxy by internet

Shareholders who wish to designate a proxy by internet must do as follows:

– **in the case of registered shareholders:** connect to the <https://serviceactionnaires.bouygues.com> website by entering their login and password, and clicking on "Vote by internet" on the home page;

– **in the case of bearer shareholders** whose financial intermediary managing their securities account is a member of the Votaccess secure platform: connect to the internet portal of their financial intermediary with their usual login codes and click on the icon displayed on the line corresponding to Bouygues shares to access Votaccess. Shareholders must follow the instructions displayed on the screen.

C. Requests to put items or draft resolutions on the agenda of the Annual General Meeting

In accordance with the provisions of Article L. 225-105 of the Commercial Code, one or more shareholders fulfilling the conditions set forth in Article R. 225-71 of the Commercial Code, or a group of shareholders fulfilling the conditions set forth in Article L. 225-120 of the Commercial Code, have the right to ask for items or draft resolutions to be put on the agenda of the Annual General Meeting.

The Chairman of the Board of Directors will acknowledge receipt by registered letter of requests to put items or draft resolutions on the agenda within five days of receiving them. The item or draft resolution will be put on the agenda of the Annual General Meeting and brought to the attention of shareholders in the manner provided for by applicable regulations.

Any request to put an item or draft resolution on the agenda must be sent to the company within twenty days of the publication of this Notice of Meeting, either by registered letter with acknowledgement of receipt addressed to Bouygues, Secrétariat Général, 32 avenue Hoche, 75008 Paris, France, or by e-mail to odj2018@bouygues.com. The request to put an item on the agenda must include a brief statement of reasons. The request to put draft resolutions on the agenda must include the text of the draft resolutions and, if need be, a brief statement of reasons.

Persons making a request must demonstrate at the date of their request that they possess or represent the required fraction of the capital by having the corresponding shares shown either on the company's registered shares accounts or on the bearer-share accounts held by an authorised intermediary. They are to transmit a book entry confirmation certificate "*attestation d'inscription en compte*" along with their request.

For an item or proposed resolution to be taken up by the meeting, the persons making the request must submit a new certificate confirming the book entry of the shares in the same accounts on the second business day preceding the meeting, namely by and before Tuesday 24 April 2018 (CET).

Where the purpose of a draft resolution is to present a candidate for the Board of Directors, the request must include the information provided for in paragraph 5 of Article R. 225-83 of the Commercial Code, i.e. the last name, first name and age of the candidate, professional references and professional activities over the past five years, including the functions exercised at present or previously in other companies, where applicable, any positions and functions that the candidate has held in the company, and the number of registered or bearer shares he or she owns.

Only requests to put items or draft resolutions on the agenda of the Annual General Meeting may be sent electronically to odj2018@bouygues.com; no other requests or notifications concerning other subjects can be considered and/or processed in this way.

D. 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 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 meeting, namely midnight (CET) on Friday 20 April 2018 (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 qe2018@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 qe2018@bouygues.com; no other requests or notifications concerning other subjects can be considered and/or processed in this way.

E. Documents published or made available to shareholders

The Registration Document containing information and documents to be presented at the Combined Annual General Meeting will be available from 22 March 2018 on the company's website at www.bouygues.com under Finance/Individual shareholders/Annual General Meeting.

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 6 April 2018, or within the fifteen-day period preceding the meeting.

F. 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 24 April 2018 (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: pretemprunt2018@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 26 April 2018 and for all General Meetings that are held until said shares are sold or returned.

The Board of Directors