



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

Bouygues held its Combined Annual General Meeting of shareholders on 26 April 2018 at Challenger, 1 avenue Eugène Freyssinet, Guyancourt, 78061 Saint-Quentin-en-Yvelines (France), with Martin Bouygues in the chair.

Shareholders representing 266.1 million shares or 72.8% of total shares with voting rights, and 385.1 million voting rights or 79.3% of total voting rights, were present in person or represented.

Number of shares with voting rights	365,187,849
Number of votes	485,535,794
Number of shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 4,395 Extraordinary General Meeting: 4,402
Number of shares held by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 266,188,262 Extraordinary General Meeting: 266,198,575
Number of votes by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 385,187,652 Extraordinary General Meeting: 385,210,312

During the meeting, Martin Bouygues, with the assistance of Philippe Marien and Olivier Roussat, Deputy Chief Executive Officers, and Jean-François Guillemin, General Counsel, gave an overview of the 2017 financial year and the strategy for 2018 of each of the Group's business segments, the company's corporate social responsibility, and Bouygues' position compared with that of its competitors for 2018.

Colette Lewiner, Chairwoman of the Selection and Remuneration Committee, outlined the characteristics of corporate governance at Bouygues. She presented the profiles of Martin Bouygues and Anne-Marie Idrac, whose directorships are proposed for renewal. She then presented the remuneration of Executive Officers in respect of the 2017 financial year, as well as the remuneration policy applicable to Executive Officers for 2018.

Philippe Marien presented the 2017 accounts, and Helman le Pas de Sécheval, Chairman of the Accounts Committee, gave an overview of the work by the Accounts Committee in 2017.

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 2017 and the payment of a dividend of €1.70 per share, an increase of €0.10 versus the previous financial year. The dividend payment date is 4 May 2018;
- approved the regulated agreements and commitments;
- approved the remuneration of Executive Officers in respect of the 2017 financial year;
- approved the remuneration policy applicable to Executive Officers for the 2018 financial year;
- renewed the terms of office of Martin Bouygues and Anne-Marie Idrac as directors;
- authorised the company to trade in its own shares and to reduce share capital;
- authorised the issue of equity warrants during the period of a public offer.

The result of the votes on resolutions is detailed below:

## BOUYGUES – COMBINED ANNUAL GENERAL MEETING OF 26 APRIL 2018

## 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 2017						
	Adopted	381,720,392	99.10%	3,463,065	0.90%	4,195	<0.01%
2	Approval of the consolidated financial statements and transactions for the year ended 31 December 2017						
	Adopted	379,967,381	98.64%	5,011,511	1.30%	208,760	0.05%
3	Appropriation of 2017 earnings, setting of dividend						
	Adopted	384,010,530	99.69%	777,148	0.20%	399,974	0.10%
4	Approval of regulated agreements and commitments						
	Adopted	157,616,180	64.86%	85,402,246	35.14%	8,506	<0.01%
5	Approval of the commitment relative to the defined-benefit pension scheme to which Martin Bouygues is entitled						
	Adopted	376,005,909	97.76%	8,597,679	2.24%	7,599	<0.01%
6	Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Bouygues is entitled						
	Adopted	376,386,881	97.76%	8,599,767	2.23%	7,480	<0.01%
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						
	Adopted	376,097,660	97.79%	8,503,887	2.21%	9,640	<0.01%
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						
	Adopted	376,699,070	97.85%	8,278,739	2.15%	16,319	<0.01%
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						
	Adopted	375,512,956	97.49%	9,664,414	2.51%	10,282	<0.01%
10	Approval of the remuneration components and benefits paid or awarded to Oliver Roussat, in his capacity as Deputy Chief Executive Officer, in respect of the year ended 31 December 2017						
	Adopted	375,769,124	97.55%	9,408,047	2.44%	10,481	<0.01%
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						
	Adopted	325,015,482	84.55%	59,392,974	15.45%	9,207	<0.01%
12	Renewal of the term of office of Martin Bouygues as a director						
	Adopted	340,284,895	88.34%	44,901,710	11.66%	1,047	<0.01%
13	Renewal of the term of office of Anne-Marie Idrac as a director						
	Adopted	379,686,298	98.57%	5,492,751	1.43%	8,603	<0.01%
14	Authorisation to the Board of Directors to trade in the company's shares						
	Adopted	302,819,236	78.62%	82,357,192	21.38%	11,224	<0.01%

## Extraordinary General Meeting

No.	Result	For		Against		Abstained	
		No. of votes	%	No. of votes	%	No. of votes	%
15	Authorisation to the Board of Directors to reduce share capital by cancelling treasury shares held						
	Adopted	383,351,446	99.52%	1,856,366	0.48%	2,500	<0.01%
16	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>(1)</sup>						
	Adopted	296,062,949	76.86%	89,145,077	23.14%	2,286	<0.01%
17	Amendment to the articles of association in order to remove the requirement to appoint alternate auditors						
	Adopted	385,152,097	99.98%	51,237	0.01%	6,978	<0.01%
18	Powers to carry out formalities						
	Adopted	385,142,787	99.98%	62,562	0.02%	4,963	<0.01%

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