



## SHAREHOLDER INFORMATION

25/04/2019

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

Bouygues held its Combined Annual General Meeting of shareholders on 25 April 2019 at Challenger, 1 avenue Eugène Freyssinet, Guyancourt, 78061 Saint-Quentin-en-Yvelines (France), with Martin Bouygues in the chair.

Shareholders representing 269.8 million shares or 72.6% of total shares with voting rights, and 394.3 million voting rights or 79.2% of total voting rights, were present in person or represented.

Number of shares with voting rights	371,381,967
Number of votes	497,530,267
Number of shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 4,202 Extraordinary General Meeting: 4,208
Number of shares held by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 269,813,235 Extraordinary General Meeting: 269,833,540
Number of votes by shareholders present, represented or having voted by postal ballot	Ordinary General Meeting: 394,373,687 Extraordinary General Meeting: 394,414,297

During the meeting, Martin Bouygues, with the assistance of Philippe Marien and Olivier Roussat, Deputy Chief Executive Officers, and Arnauld Van Eeckhout, General Counsel, gave an overview of the Group and its eco-system, strategy, pledges and strategic priorities, as well as the highlights and key figures of the 2018 financial year.

Colette Lewiner, Chairwoman of the Selection and Remuneration Committee, Anne-Marie Idrac, Chairwoman of the Ethics, CSR and Patronage Committee, and Helman le Pas de Sécheval, Chairman of the Accounts Committee, presented the work of their respective committees during 2018.

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 2018 and the payment of a dividend of €1.70 per share. The dividend payment date is 3 May 2019;
- approved the regulated agreements and commitments;
- approved the remuneration of Executive Officers in respect of the 2018 financial year;
- approved the remuneration policy applicable to Executive Officers;
- renewed the terms of office of seven directors (Olivier Bouygues, Clara Gaymard, Colette Lewiner, Rose-Marie Van Lerberghe, Michèle Vilain, SCDM and SCDM Participations);
- appointed Raphaële Deflesselle as a director representing employee shareholders;
- authorised the company to trade in its own shares and to reduce share capital;
- renewed the financial authorisations to increase the share capital conferred on the Board of Directors.

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 2018						
	Adopted	394,337,459	>99.99%	36,000	<0.01%	228	<0.01%
2	Approval of the consolidated financial statements and transactions for the year ended 31 December 2018						
	Adopted	392,624,089	99.56%	1,749,100	0.44%	498	<0.01%
3	Appropriation of 2018 earnings, setting of dividend						
	Adopted	394,353,265	>99.99%	18,729	<0.01%	1,693	<0.01%
4	Approval of regulated agreements and commitments						
	Adopted	177,168,890	71.06%	72,157,706	28.94%	363	<0.01%
5	Approval of the commitment relative to the defined-benefit pension scheme to which Martin Bouygues is entitled						
	Adopted	386,961,049	98.26%	6,834,854	1.74%	1,263	<0.01%
6	Approval of the commitment relative to the defined-benefit pension scheme to which Olivier Bouygues is entitled						
	Adopted	386,305,780	98.03%	7,772,462	1.97%	569	<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 2018						
	Adopted	330,027,300	83.68%	64,345,395	16.32%	992	<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 2018						
	Adopted	330,997,340	83.93%	63,375,338	16.07%	1,009	<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 2018						
	Adopted	327,690,897	83.09%	66,682,291	16.91%	499	<0.01%
10	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 2018						
	Adopted	329,976,319	83.67%	64,396,126	16.33%	1,242	<0.01%
11	Approval of the remuneration policy applicable to Executive Officers						
	Adopted	319,186,859	80.94%	75,185,706	19.06%	1,122	<0.01%
12	Renewal of the term of office of Olivier Bouygues as a director						
	Adopted	378,577,436	95.99%	15,795,888	4.01%	363	<0.01%
13	Renewal of the term of office of Clara Gaymard as a director						
	Adopted	388,483,690	98.51%	5,889,038	1.49%	959	<0.01%
14	Renewal of the term of office of Colette Lewiner as a director						
	Adopted	340,849,264	86.43%	53,516,446	13.57%	7,977	<0.01%
15	Renewal of the term of office of Rose-Marie Van Lerberghe as a director						
	Adopted	320,005,157	81.14%	73,411,315	18.61%	957,215	0.24%
16	Renewal of the term of office of Michèle Vilain as a director						
	Adopted	379,627,659	96.26%	14,744,597	3.74%	1,431	<0.01%
17	Renewal of the term of office of SCDM as a director						
	Adopted	373,113,968	94.61%	21,259,071	5.39%	648	<0.01%
18	Renewal of the term of office of SCDM Participations as a director						
	Adopted	369,401,370	93.67%	24,971,596	6.33%	721	<0.01%
19	Appointment of Raphaëlle Deflesselle as a director						
	Adopted	382,061,284	96.88%	12,311,156	3.12%	1,247	<0.01%
20	Authorisation to the Board of Directors to trade in the company's shares						
	Adopted	314,774,167	79.82%	79,599,260	20.18%	260	<0.01%

Extraordinary General Meeting							
No.	Result	For		Against		Abstained	
		No. of votes	%	No. of votes	%	No. of votes	%
21	Authorisation to the Board of Directors to reduce the share capital by cancelling treasury shares held						
	Adopted	393,867,774	99.86%	546,015	0.14%	508	<0.01%
22	Delegation of powers to the Board of Directors to increase the share capital by way of public offering, with pre-emptive rights for existing shareholders maintained						
	Adopted	306,108,849	77.61%	87,907,935	22.29%	397,513	0.10%
23	Delegation of powers to the Board of Directors to increase the share capital by incorporating share premium, reserves or earnings into capital <sup>(1)</sup>						
	Adopted	337,125,616	85.47%	57,282,904	14.52%	5,777	<0.01%
24	Delegation of powers to the Board of Directors to increase the share capital by way of public offering, without pre-emptive rights for existing shareholders						
	Adopted	306,612,622	77.74%	87,363,748	22.15%	437,927	0.11%
25	Delegation of powers to the Board of Directors to increase the share capital, by way of private placement, without pre-emptive rights for existing shareholders						
	Adopted	305,103,935	77.36%	88,901,590	22.54%	408,772	0.10%
26	Authorisation to the Board of Directors to set the price for issues of equity securities, by way of public offering or private placement, without pre-emptive rights for existing shareholders						
	Adopted	305,252,073	77.39%	88,751,287	22.50%	410,937	0.10%
27	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	305,455,486	77.45%	88,548,326	22.45%	410,485	0.10%
28	Delegation of powers to the Board of Directors to increase the share capital, without pre-emptive rights for existing shareholders, as consideration for securities outside of a public exchange offer						
	Adopted	310,145,801	78.63%	83,865,664	21.26%	402,832	0.10%
29	Delegation of powers to the Board of Directors to increase the share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered to a public exchange offer initiated by the company						
	Adopted	305,238,131	77.39%	88,772,713	22.51%	403,453	0.10%
30	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 Bouygues						
	Adopted	306,672,196	77.75%	87,331,504	22.14%	410,597	0.10%
31	Delegation of powers to the Board of Directors to increase the 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	336,857,649	85.41%	57,554,758	14.59%	1,890	<0.01%
32	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	329,776,387	83.61%	64,636,374	16.39%	1,536	<0.01%
33	Authorisation to the Board of Directors to allot existing or new shares free of charge in favour of employees or corporate officers of the company or related companies						
	Adopted	329,760,176	83.61%	64,255,944	16.29%	398,177	0.10%
34	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	302,103,931	76.60%	92,305,851	23.40%	4,515	<0.01%
35	Powers to carry out formalities						
	Adopted	394,391,667	>99.99%	21,797	<0.01%	833	<0.01%

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