



Making progress become reality

COMBINED ANNUAL GENERAL MEETING 23 APRIL 2020

PRESS RELEASE

PARIS

15/04/2020

EXCEPTIONAL MEASURES

The Board of Directors has decided to make use of the provisions of Order No. 2020-321 of 25 March 2020 adapting the rules relating to meetings and deliberations of the shareholders and decision-making bodies of legal persons and of entities without legal personality governed by private law in light of the Covid-19 epidemic.

As a result, and contrary to what was announced in the Notice of Meeting published in the *Balo (Bulletin des Annonces Légales Obligatoires)* of 6 March 2020, the Combined Annual General Meeting of Bouygues shareholders will be held on

23 APRIL 2020 AT 3.30PM (CET)

at the registered office 32 Avenue Hoche, 75008 Paris, France,

without members and other persons authorised to attend the meeting
being present physically or by telephone conference or by any audiovisual means.

The general meeting will be webcast on www.bouygues.com.

SHAREHOLDERS ARE ASKED TO EITHER VOTE REMOTELY OR GIVE A PROXY VOTE

All shareholders are entitled to vote at this meeting regardless of the number of shares they hold, under the conditions stipulated below, either by giving a proxy vote or by voting by correspondence.

A. FORMALITIES FOR VOTING AT THE MEETING

Only shareholders having confirmed their status at the latest on the second business day preceding the meeting, namely by and before Tuesday 21 April 2020 (CET), in the manner indicated below, may vote at this meeting.

BOUYGUES SA • 32 avenue Hoche • 75378 Paris CEDEX 08 • bouygues.com    

A *Société Anonyme* (public limited company) with share capital of €379,828,120

• Registration No. 572 015 246 Paris – I.E. FR 29 572 015 246



For all shareholders wishing to vote by correspondence or give a proxy vote, it is mandatory:

- in the case of registered shareholders: for their shares to be entered in the registered share account by and before Tuesday 21 April 2020 (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 21 April 2020 (CET).

B. ARRANGEMENTS FOR VOTING AT THE MEETING

1. Voting by correspondence

Shareholders may vote by correspondence by using the form attached to the Convening Notice and available to download on www.bouygues.com, under "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 the following address:
CACEIS Corporate Trust
Service Assemblées Générales Centralisées
14 rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 09
France
- or **electronically**, in the form of a scanned copy, in an attachment sent by e-mail to: ct-assemblees@caceis.com. Scanned copies of unsigned forms cannot be accepted.

To be taken into account, postal vote forms must be effectively received by CACEIS Corporate Trust, no later than midnight (CET) on Monday 20 April 2020 (at the end of the calendar day).

2. Voting on-line

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

- **registered shareholders** can connect to the <https://serviceactionnaires.bouygues.com> website, by entering their login 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 then follow the instructions displayed on the screen.

Votaccess is accessible **from Tuesday 7 April 2020 at 9.00am until Wednesday 22 April 2020 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.



3. Giving proxy to the Chairman or designating another person

Shareholders may give a proxy vote to any of the persons specified in Article L. 225-106 I of the Commercial Code by using the form attached to the Convening Notice and available to download on www.bouygues.com, under “Annual General Meeting”.

The duly completed and signed form (accompanied by the participation certificate in the case of bearer shareholders) **must be sent no later than midnight (CET) on 19 April 2020** (in accordance with Article 6 of Decree No. 2020-418 of 10 April 2020):

- either **by post** to the following address:
CACEIS Corporate Trust
Service Assemblées Générales Centralisées
14 rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 09
France
- or **electronically**, in the form of a scanned copy, in an attachment sent by e-mail to: ct-assemblees@caceis.com. Scanned copies of unsigned forms cannot be accepted.

In accordance with Article 6 of Decree No. 2020-418 of 10 April 2020, proxies must send an e-mail to: ct-assemblees@caceis.com containing their instructions for the exercise of their proxy votes on a proxy vote form that can be downloaded from www.bouygues.com, under “Annual General Meeting”; a scanned and signed copy of the form must be sent in an attachment by e-mail no later than the fourth day preceding the meeting, namely 19 April 2020 at midnight (CET).

4. Amendment to arrangements for participating in the meeting

In accordance with Article 6 of Decree No. 2020-418 of 10 April 2020, shareholders who have already voted by correspondence, sent a proxy or requested an admission card or a participation certificate, will be able to choose to participate in a different manner, provided that their instructions reach Bouygues or CACEIS Corporate Trust within the time limits indicated in each of the relevant sections above.

C. Written questions

Written questions must be submitted at the latest on the third business day preceding the meeting, namely **2.00pm (CET) on Monday 20 April 2020**, by sending an e-mail to: questions.ecrites2020@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: questions.ecrites2020@bouygues.com; no other requests or notifications concerning other subjects can be considered and/or processed in this way.



D. Documents published or made available to shareholders

The Universal Registration Document containing information and documents to be presented at the Combined Annual General Meeting is available on the company's website at www.bouygues.com under **Finance/Individual shareholders/Annual General Meeting**.

Shareholders may send an e-mail to ag2020@bouygues.com to ask for the documents and information relating to the Annual General Meeting that must be made available to them.

E. 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 21 April 2020 (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: pretempunt2020@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 23 April 2020 and for all General Meetings that are held until said shares are sold or returned.