



PUBLICATION

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## REPORT ON THE COMBINED ANNUAL GENERAL MEETING OF 23 APRIL 2020 AND RESULT OF THE VOTES ON THE RESOLUTIONS

Bouygues held its Combined Annual General Meeting of shareholders on 23 April 2020 at 3.30pm (CET), at the registered office, with Chairman and CEO Martin Bouygues in the chair.

Exceptionally, in light of the lockdown measures taken to limit the spread of Covid-19, and pursuant to Order No. 2020-321 of 25 March 2020, the Combined Annual General Meeting was held without shareholders and other persons authorised to attend the meeting being present physically or by telephone conference or by any audiovisual means.

The general meeting was webcast on internet. Shareholders were able to vote by correspondence or by internet, and submit any written questions before the meeting.

A total of 4,242 shareholders participated in the Ordinary General Meeting, representing 283,032,480 shares and 410,712,828 voting rights.

A total of 4,247 shareholders participated in the Extraordinary General Meeting, representing 283,054,860 shares and 410,757,588 voting rights.

Equivalent to 74.57% of the total shares with voting rights.

Number of shares with voting rights	379,579,803
Number of votes	510,047,723
Number of shareholders present, represented or having voted by correspondence	Ordinary General Meeting: 4,242 Extraordinary General Meeting: 4,247
Number of shares held by shareholders present, represented or having voted by correspondence	Ordinary General Meeting: 283,032,480 Extraordinary General Meeting: 283,054,860
Number of votes by shareholders present, represented or having voted by correspondence	Ordinary General Meeting: 410,712,828 Extraordinary General Meeting: 410,757,588

During the meeting, Martin Bouygues, with the assistance of Olivier Roussat, Deputy CEO, Pascal Grangé, Senior Vice-President and Chief Financial Officer of the Bouygues group, and Arnauld Van Eeckhout, General Counsel, gave an overview of the Group and its eco-system, strategy, pledges and strategic priorities, the highlights and key figures of the 2019 financial year, as well as the impacts of the sanitary crisis on the Group's situation.

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 Audit Committee, presented the work of their respective committees during 2019.

Finally, Pascal Grangé presented the content of the statutory auditors' reports.

Following the presentations, the Chairman answered the questions submitted by shareholders before the meeting. He then moved to the presentation of the resolutions and the result of the votes.

The shareholders adopted all the resolutions proposed by the Board of Directors. In particular, the shareholders:

- approved the parent company and consolidated financial statements for the year ended 31 December 2019, and the appropriation of earnings in full to retained earnings;
- approved the regulated agreements;
- approved the remuneration policy for corporate officers;
- approved the remuneration of corporate officers in respect of the 2019 financial year;
- renewed the term of office of one director (Alexandre de Rothschild);
- appointed Benoît Maes as an independent director;
- authorised the company to trade in its own shares and to reduce the share capital;
- renewed the delegation of competence to the Board of Directors to issue equity warrants during the period of a public offer for the company's shares;
- amended the articles of association in order to bring them into compliance with legal and regulatory provisions.

The result of the votes on resolutions is detailed below:

**BOUYGUES – COMBINED ANNUAL GENERAL MEETING OF 23 APRIL 2020**

**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 2019					
	Adopted	410,595,754	99.99	30,462	0.01	86,612
2	Approval of the consolidated financial statements and transactions for the year ended 31 December 2019					
	Adopted	410,595,880	99.99	30,216	0.01	86,732
3	Appropriation of 2019 earnings					
	Adopted	410,361,479	99.96	184,372	0.04	166,977
4	Approval of regulated agreements specified in Article L. 225-38 of the Commercial Code <sup>1</sup>					
	Adopted	165,354,560	63.33	95,747,693	36.67	13,489
5	Approval of the remuneration policy for Executive Officers					
	Adopted	318,421,301	77.57	92,096,140	22.43	195,387
6	Approval of the remuneration policy for directors					
	Adopted	410,189,020	99.88	495,991	0.12	27,817
7	Approval of the information about the remuneration of corporate officers mentioned in Article L. 225-37-3 of the Commercial Code					
	Adopted	387,148,071	94.27	23,540,065	5.73	24,692
8	Approval of the remuneration components and benefits paid during 2019 or awarded in respect of the 2019 financial year to Martin Bouygues					
	Adopted	336,855,491	82.30	72,457,844	17.70	1,399,493
9	Approval of the remuneration components and benefits paid during 2019 or awarded in respect of the 2019 financial year to Olivier Bouygues					
	Adopted	334,987,113	81.84	74,325,094	18.16	1,400,621
10	Approval of the remuneration components and benefits paid during 2019 or awarded in respect of the 2019 financial year to Philippe Marien					
	Adopted	326,921,274	79.60	83,769,642	20.40	21,912
11	Approval of the remuneration components and benefits paid during 2019 or awarded in respect of the 2019 financial year to Olivier Roussat					
	Adopted	326,924,134	79.60	83,767,200	20.40	21,494
12	Renewal of the term of office of Alexandre de Rothschild as a director for three years					
	Adopted	385,612,520	93.89	25,080,973	6.11	19,335
13	Appointment of Benoît Maes as a director for three years					
	Adopted	410,573,344	99.97	119,468	0.03	20,016
14	Authorisation to the Board of Directors to trade in the company's shares, for a period of eighteen months					
	Adopted	312,267,140	76.03	98,433,879	23.97	11,809

(1) The shareholders with an interest, representing 149,597,086 votes, did not take part in this vote.

Extraordinary General Meeting						
No.	Result	For		Against		Abstained
		No. of votes	%	No. of votes	%	No. of votes
15	Authorisation to the Board of Directors, for a period of eighteen months, to reduce the share capital by cancelling treasury shares held by the company					
	Adopted	407,038,012	99.10	3,712,070	0.90	7,506
16	Delegation of competence to the Board of Directors, for a period of eighteen months, to issue equity warrants during the period of a public offer for the company's shares, up to a limit of 25% of the share capital					
	Adopted	299,813,344	72.99	110,935,275	27.01	8,969
17	Amendments of the articles of association					
	Adopted	406,125,728	98.88	4,616,543	1.12	15,317
18	Delegation of powers to the Board of Directors to amend the articles of association to bring them into compliance with legal and regulatory provisions					
	Adopted	353,092,991	85.96	57,656,371	14.04	8,226
19	Powers to accomplish formalities					
	Adopted	410,732,665	99.99	17,272	0.01	7,651

In accordance with Article R. 225-29-1 IV of the Commercial Code, the remuneration policy for 2020 as approved today by the shareholders is available at [www.bouygues.com/en/group/corporate-governance/remuneration/](http://www.bouygues.com/en/group/corporate-governance/remuneration/).