

BOUYGUES

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

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 an Ordinary General Meeting will take place on Friday 4 September 2020 at 2.30pm (CET) at Challenger, 1 avenue Eugène Freyssinet, Guyancourt, 78061 Saint-Quentin-en-Yvelines, France, to consider the agenda and draft resolutions below.

Notice – Covid-19 epidemic

Because of the Covid-19 epidemic, the company may have to alter the arrangements for participating in the General Meeting of 4 September 2020. Specifically, if the provisions of Order No. 2020-321 of 25 March 2020 were to be extended or the relevant conditions met, the General Meeting of 4 September 2020 would be held behind closed doors.

You are therefore advised to consult the Annual General Meeting pages on www.bouygues.com regularly, since they may be updated to give definitive details of the arrangements for participating in the General Meeting in light of public health and/or legal requirements.

Given that the Covid-19 virus remains in circulation, and in line with government advice to avoid public gatherings, the Board of Directors urges the utmost caution and recommends that shareholders vote by correspondence or by giving a proxy vote to the Chairman, rather than attending in person.

The company has taken all necessary steps to facilitate remote voting (by correspondence or proxy) so that shareholders can participate in the meeting without being physically present, by using the form provided on www.bouygues.com under Finance/Individual shareholders/Annual General Meeting, or online via the VOTACCESS secure platform.

Shareholders wishing to send any requests or documents to the company are strongly recommended to do so by e-mail using the following address: ag2020@bouygues.com.

Agenda

1. Payout of a dividend;
2. Approval of the update to the remuneration policy for Executive Officers;
3. Powers to accomplish formalities.

Draft resolutions

First resolution

(Payout of a dividend)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, notes that following the appropriation of earnings for the 2019 financial year by the Annual General Meeting of 23 April 2020, retained earnings amount to €3,092,646,666.78.

Acting on a proposal from the Board of Directors, the meeting resolves to pay a dividend of €1.70 per share in issue as of midnight on the day preceding the meeting, to be appropriated in full from retained earnings.

The ex-date for the Euronext Paris market will be 9 September 2020, and the dividend will be payable in cash on 11 September 2020 based on positions qualifying for payment on the evening of 10 September 2020.

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.

Second resolution

(Approval of the update to the remuneration policy for Executive Officers)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings pursuant to paragraph II Article L. 225-37-2 of the Commercial Code, and having acquainted itself with the Board of Directors' report, hereby approves the changes to the remuneration policy for Executive Officers, as a result of the decision by the Board of Directors on 28 July 2020, as set out in the statement of the reasons for this resolution.

Third resolution

(Powers to accomplish formalities)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, gives full powers to the bearer of an original, excerpt or copy of the minutes of this Annual General Meeting to accomplish all legal formalities and to carry out all necessary filings, publications and declarations stipulated by the applicable legal and regulatory provisions.

Participation in the Ordinary 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 Wednesday 2 September 2020 (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 Wednesday 2 September 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 Wednesday 2 September 2020 (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 as indicated below.

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: ag2020@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. Said admission card can be used directly to attend the meeting in person. Should bearer shareholders not receive their admission card in time or if they mislay it, they 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 Friday 14 August 2020 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: ag2020@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 Tuesday 1 September 2020 (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 then follow the instructions displayed on the screen.

Votaccess will be accessible from Wednesday 19 August 2020 at 9.00am until Thursday 3 September 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. Designating a proxy

Shareholders not attending the meeting may be represented by giving proxy to the Chairman of the 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 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: ag2020@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 Thursday 3 September 2020 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 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 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 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 odj2020@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 Wednesday 2 September 2020 (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 General Meeting may be sent electronically to odj2020@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 General Meeting, namely midnight (CET) on Monday 31 August 2020 (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 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](#) to the company; no other requests or notifications concerning other subjects can be considered and/or processed in this way.

E. Documents made available to shareholders

The documents that must be made available to shareholders a part of this General Meeting will be accessible at the registered office at 32 avenue Hoche, 75008 Paris, France under the conditions stipulated by applicable legal and regulatory provisions.

Furthermore, the documents and information provided for in Article R. 225-73-1 of the Commercial Code can be accessed on the company's website www.bouygues.com under Finance/Individual shareholders/Annual General Meeting as of the twenty-first day preceding the Ordinary General Meeting, namely Friday 14 August 2020.

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 Wednesday 2 September 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: pretemprunt2020@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 Ordinary General Meeting of 4 September 2020 and for all General Meetings that are held until said shares are sold or returned.

The Board of Directors