

BOUYGUES

A *Société Anonyme* (public limited company) with a share capital of €380,759,842

Registered office: 32 Avenue Hoche, 75008 Paris, France

Company Registration No. 572 015 246 Paris

Convening Notice

NOTICE – COVID-19 EPIDEMIC

Further to the latest government announcements to contain the spread of Covid-19, the Chief Executive Officer, acting under powers delegated by the Board of Directors, has decided to make use of the provisions of Decree No. 2021-255 of 9 March 2021 (which extended the period of validity of Order No. 2020-321 of 25 March 2020, Decree No. 2020-418 of 10 April 2020 and Decree No. 2020-629 of 25 May 2020).

Consequently, the company's **Combined Annual General Meeting will exceptionally be held behind closed doors at 3.30pm (CET) on Thursday 22 April 2021 at the registered office, 32 avenue Hoche, 75008 Paris, France**, without the shareholders or other people entitled to attend being physically present.

Given the circumstances, no admission cards will be issued. Shareholders will be able to exercise their voting rights remotely or give a proxy vote to the Chairman or to a third party before the General Meeting. Shareholders will not be able submit draft changes to the resolutions or new resolutions during the General Meeting.

The arrangements for participating in the General Meeting set out in this Convening Notice cancel and replace the ones set forth in the Notice of Meeting published in the *Balo (Bulletin des Annonces Légales Obligatoires)* on 5 March 2021.

The General Meeting will be webcast live on the company's website www.bouygues.com, on the Annual General Meeting page.

You are advised to consult that page regularly, since it may be updated to give final details of the arrangements for participating in the General Meeting.

Shareholders are convened to the Combined Annual General Meeting on **Thursday 22 April 2021 at 3.30pm (CET)**, which will exceptionally be held behind closed doors (without the shareholders or other people entitled to attend being physically present) at the registered office, 32 avenue Hoche, 75008 Paris, France, to consider the following agenda and resolutions:

Agenda

Ordinary General Meeting

1. Approval of the parent company financial statements for the year ended 31 December 2020;
2. Approval of the consolidated financial statements for the year ended 31 December 2020;
3. Appropriation of 2020 earnings, setting of dividend;
4. Approval of the regulated agreements specified in Articles L. 225-38 et seq of the Commercial Code;
5. Approval of the remuneration policy for Executive Officers;
6. Approval of the remuneration policy for directors;
7. Approval of the information about the remuneration of corporate officers mentioned in paragraph 1 of Article L. 22-10-9 of the Commercial Code;

8. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2020 financial year to Martin Bouygues, Chairman and Chief Executive Officer;
9. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2020 financial year to Olivier Bouygues, Deputy Chief Executive Officer until 31 August 2020;
10. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2020 financial year to Philippe Marien, Deputy Chief Executive Officer until 19 February 2020;
11. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2020 financial year to Olivier Roussat, Deputy Chief Executive Officer;
12. Renewal of the term of office of Martin Bouygues as a director;
13. Appointment of Pascaline de Dreuzy as a director;
14. Reappointment of Ernst & Young Audit as a principal auditor;
15. Authorisation to the Board of Directors to trade in the company's shares, for a period of eighteen months.

Extraordinary General Meeting

16. 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;
17. Delegation of competence to the Board of Directors, for a period of twenty-six months, to increase share capital, with pre-emptive rights for existing shareholders maintained, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries;
18. Delegation of competence to the Board of Directors, for a period of twenty-six months, to increase share capital by incorporating share premium, reserves or earnings, or other amounts into capital;
19. Delegation of competence to the Board of Directors, for a period of twenty-six months, to increase share capital by way of public offerings other than those mentioned in Article L. 411-2 of the Monetary and Financial Code, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries;
20. Delegation of competence to the Board of Directors, for a period of twenty-six months, to increase share capital by way of public offerings mentioned in Article L. 411-2 1° of the Monetary and Financial Code, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or future access to shares in the company or one of its subsidiaries;
21. Authorisation to the Board of Directors, for a period of twenty-six months, to set the price, in accordance with the terms decided by the Annual General Meeting, for immediate or future issues of equity securities, without pre-emptive rights for existing shareholders;
22. Delegation of competence to the Board of Directors, for a period of twenty-six months, 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;
23. Delegation of powers to the Board of Directors, for a period of twenty-six months, to increase the share capital, without pre-emptive rights for existing shareholders, as consideration for contributions in kind to the company consisting of another company's equity securities or securities giving access to its capital outside of a public exchange offer;

24. Delegation of competence to the Board of Directors, for a period of twenty-six months, to increase share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered to a public exchange offer initiated by the company;
25. Delegation of competence to the Board of Directors, for a period of twenty-six months, to issue shares, without pre-emptive rights for existing shareholders, following the issuance, by a Bouygues subsidiary, of securities giving access to shares in the company;
26. Delegation of competence to the Board of Directors, for a period of twenty-six months, 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;
27. Authorisation to the Board of Directors, for a period of twenty-six months, to grant stock subscription or stock purchase options to employees or corporate officers of the company or related companies;
28. Authorisation to the Board of Directors, for a period of twenty-six months, to allot existing or new shares free of charge, entailing the waiver by shareholders of their pre-emptive rights, in favour of employees or corporate officers of the company or related companies;
29. Authorisation to the Board of Directors, for a period of twenty-six months, to allot existing or new shares free of charge as a retirement benefit, entailing the waiver by shareholders of their pre-emptive rights, in favour of eligible employees or corporate officers of the company or related companies;
30. 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;
31. Amendment to Article 13 of the articles of association to amend the age limit for the Chairman of the Board of Directors;
32. Powers to accomplish formalities

Draft resolutions

The draft resolutions that will be submitted for approval by the Annual General Meeting are included in the Notice of Meeting published in the *Balo (Bulletin des Annonces Légales Obligatoires)* on 5 March 2021.

Arrangements for participating in the Combined Annual General Meeting

The arrangements for participating in the meeting set forth in the Notice of Meeting published in the *Balo (Bulletin des Annonces Légales Obligatoires)* on 5 March 2021 have been replaced by the following arrangements.

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

Shareholders are reminded that they will not be able to attend the meeting in person because it is being held behind closed doors. **Consequently, any requests for admission cards will not be processed.**

A. Formalities for participating the meeting

Only shareholders having confirmed their status at the latest on the second business day preceding the meeting, namely by and before **Tuesday 20 April 2021 (CET)**, in the manner indicated below, may participate in the meeting.

For shareholders wishing to be represented by giving a proxy vote or to 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 Tuesday 20 April 2021 (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 20 April 2021 (CET)**.

B. Arrangements for participating in the meeting

1. Voting by internet

Bouygues gives shareholders (full owners) the option to submit electronically, in advance of the meeting, (i) their voting instructions or (ii) their designation or revocation of proxy, on the conditions indicated below.

- **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 follow the instructions displayed on the screen.

Votaccess is accessible from **Friday 2 April 2021 at 9.00am until Wednesday 21 April 2021 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.

2. Voting by correspondence by post or electronically

For shareholders 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 Brochure, to **CACEIS Corporate Trust, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, France**;
- **in the case of bearer shareholders:** ask the authorised intermediary which manages their securities account for a postal vote form.

You can also download the form on the www.bouygues.com website 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 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-assemblies@caceis.com. Scanned copies of unsigned forms cannot be accepted.

To be taken into account, the duly completed and signed postal vote form (accompanied by the participation certificate "*attestation de participation*" in the case of bearer shareholders) must be effectively received by **CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, France, no later than Wednesday 21 April 2021 at 3.00pm (CET).**

3. Designating a proxy

Shareholders not participating in the meeting may be represented by giving a proxy vote to the Chairman of the meeting, their spouse, their civil-union (PACS) partner, another shareholder or any other natural person or legal entity of their choice, in accordance with Articles L. 225-106 and L. 22-10-39 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 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 Brochure;
- **in the case of bearer shareholders:** ask the authorised intermediary managing their securities account for a proxy vote form.

The proxy vote form is also 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 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-assemblies@caceis.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 **Wednesday 21 April 2021 at 3.00pm (CET).**

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.

Votaccess is accessible from **Friday 2 April 2021 at 9.00am until Wednesday 21 April 2021 at 3.00pm (CET)**, the last business day preceding the meeting.

C. Written questions

Written questions must be submitted at the latest on the second business day preceding the meeting, namely **Tuesday 20 April 2021**, via e-mail to questions.ecrites2021@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.

In accordance with Article L. 225-108 of the Commercial Code, a question will be considered answered if the response is posted in the Q&A section of the company's website.

D. Documents made available to shareholders

The Universal Registration Document containing information and documents to be presented at the Combined Annual General Meeting is accessible on the company's website at www.bouygues.com/en/finance-2/individual-shareholders/annual-general-meeting.

Shareholders may also obtain those documents in accordance with the conditions and time limits specified in Article R. 225-88 of the Commercial Code and Article 3 of Order No. 2020-321 of 25 March 2020, by sending an email to: ag2021@bouygues.com.

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. 22-10-48 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 20 April 2021 (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: pretemprunt2021@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 General Meeting of 22 April 2021 and for all General Meetings that are held until said shares are sold or returned.

The Board of Directors