



# REPORT ON THE COMBINED ANNUAL GENERAL MEETING OF 22 APRIL 2021 AND RESULT OF THE VOTES ON THE RESOLUTIONS

PUBLICATION

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Bouygues held its Combined Annual General Meeting of shareholders on 22 April 2021 at 3.30pm (CET), at the registered office; the meeting was chaired by Martin Bouygues, Chairman of the Board of Directors.

In line with the emergency measures adopted by the Government to contain the spread of Covid-19, the Combined Annual General Meeting was held exceptionally 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 live. Shareholders were able to vote by correspondence or by internet, and submit any written questions before the meeting.

A total of 6,062 shareholders participated in the Ordinary General Meeting, representing 297,851,628 shares and 429,107,600 voting rights.

A total of 6,069 shareholders participated in the Extraordinary General Meeting, representing 297,909,153 shares and 429,220,819 voting rights.

Equivalent to 78.25% of the total shares with voting rights.

Number of shares with voting rights	380,727,497
Number of votes	514,384,765
Number of shareholders present, represented or having voted by correspondence	Ordinary General Meeting: 6,062 Extraordinary General Meeting: 6,069
Number of shares held by shareholders present, represented or having voted by correspondence	Ordinary General Meeting: 297,851,628 Extraordinary General Meeting: 297,909,153
Number of votes by shareholders present, represented or having voted by correspondence	Ordinary General Meeting: 429,107,600 Extraordinary General Meeting: 429,220,819

During the meeting, Martin Bouygues, with the assistance of Olivier Roussat, Chief Executive Officer, Pascal Grangé, Deputy CEO and Chief Financial Officer of the Bouygues group, and Arnaud Van Eeckhout, General Counsel, gave an overview of the Group and its eco-system, its pledges and strategic priorities, as well as the highlights and key figures of the 2020 financial year.

Anne-Marie Idrac, Chairwoman of the Ethics, CSR and Patronage Committee, Benoît Maes, Chairman of the Audit Committee, and Colette Lewiner, Chairwoman of the Selection and Remuneration Committee, presented the work of their respective committees during 2020.

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

Following the presentations, the Chairman presented the result of the votes on the resolutions.

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 2020;
- approved the appropriation of 2020 earnings and the setting of the dividend;
- approved the regulated agreements;
- approved the remuneration policy for corporate officers;
- approved the remuneration of corporate officers in respect of the 2020 financial year;
- renewed the term of office of Martin Bouygues;
- appointed Pascaline de Dreuzy as an independent director;
- reappointed a statutory auditor (Ernst and Young Audit);
- authorised the company to trade in its own shares and to reduce the share capital;
- renewed the financial authorisations conferred on the Board of Directors;
- amended the articles of association concerning the age limit of the Chairman of the Board of Directors.

The result of the votes on resolutions is detailed below:

**BOUYGUES – ANNUAL GENERAL MEETING OF 22 APRIL 2021**

**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 for the year ended 31 December 2020					
	Adopted	428,926,329	99.97%	108,482	0.03%	72,789
2	Approval of the consolidated financial statements for the year ended 31 December 2020					
	Adopted	427,992,680	99.76%	1,042,145	0.24%	72,775
3	Appropriation of 2020 earnings and setting of dividend					
	Adopted	425,235,956	99.10%	3,863,952	0.90%	7,692
4	Approval of the regulated agreements specified in Articles L. 225-38 et seq of the Commercial Code <sup>1</sup>					
	Adopted	175,566,512	63.30%	101,790,769	36.70%	12,333
5	Approval of the remuneration policy for Executive Officers					
	Adopted	380,452,485	89.62%	44,073,796	10.38%	4,581,319
6	Approval of the remuneration policy for directors					
	Adopted	428,903,435	99.96%	182,174	0.04%	21,991
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					
	Adopted	415,947,456	97.86%	9,093,992	2.14%	4,066,152
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					
	Adopted	343,471,708	80.82%	81,532,694	19.18%	4,103,198
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					
	Adopted	343,467,061	80.81%	81,538,232	19.19%	4,102,307
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					
	Adopted	422,771,841	98.65%	5,797,319	1.35%	538,440
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					
	Adopted	331,905,519	78.09%	93,099,188	21.91%	4,102,893
12	Renewal of the term of office of Martin Bouygues as a director					
	Adopted	396,368,555	92.37%	32,726,214	7.63%	12,831
13	Appointment of Pascaline de Dreuzy as a director					
	Adopted	428,754,364	99.92%	337,854	0.08%	15,382
14	Reappointment of Ernst & Young Audit as a principal auditor					
	Adopted	410,504,871	95.67%	18,589,960	4.33%	12,769
15	Authorisation to the Board of Directors to trade in the company's shares, for a period of eighteen months					
	Adopted	316,769,694	73.82%	112,330,724	26.18%	7,182

(1) The shareholders concerned, representing 151,737,986 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
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					
	Adopted	429,199,201	>99.99%	12,856	<0.01%	8,762
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					
	Adopted	326,201,946	76.00%	103,011,357	24.00%	7,516
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					
	Adopted	419,371,464	97.71%	9,839,250	2.29%	10,105
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					
	Adopted	301,887,291	70.34%	127,319,148	29.66%	14,380
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					
	Adopted	315,142,899	73.42%	114,063,405	26.58%	14,515
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					
	Adopted	314,163,671	73.20%	115,041,227	26.80%	15,921
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					
	Adopted	302,043,464	70.37%	127,159,493	29.63%	17,862
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					
	Adopted	306,463,840	71.40%	122,746,429	28.60%	10,550
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					
	Adopted	302,015,709	70.37%	127,195,838	29.63%	9,272
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					
	Adopted	301,941,700	70.35%	127,268,099	29.65%	11,020
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					
	Adopted	382,533,737	89.13%	46,675,062	10.87%	12,020

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					
	Adopted	319,294,422	74.39%	109,912,394	25.61%	14,003
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					
	Adopted	345,216,019	80.43%	83,993,622	19.57%	11,178
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					
	Adopted	402,384,138	95.52%	18,884,400	4.48%	7,952,281
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					
	Adopted	299,401,842	69.76%	129,809,991	30.24%	8,986
31	Amendment to Article 13.7 of the articles of association to amend the age limit for the Chairman of the Board of Directors					
	Adopted	420,328,651	98.05%	8,358,810	1.95%	533,358
32	Powers to accomplish formalities					
	Adopted	429,168,362	99.99%	42,684	0.01%	9,773