

BOUYGUES

A *Société Anonyme* (public limited company) with a share capital of €382,504,795

Registered office: 32 avenue Hoche, 75008 Paris, France

Company Registration No. 572 015 246 Paris

Convening Notice

Shareholders are convened to the Combined Annual General Meeting that will take place on Thursday 28 April 2022 at 3.30pm at Challenger, 1 avenue Eugène Freyssinet, Guyancourt, 78061 Saint-Quentin-en-Yvelines, to consider the following agenda.

The arrangements for holding the Annual General Meeting will be made in compliance with public health requirements. The arrangements for holding and participating in this Annual General Meeting may be subject to change in light of public health and/or legal requirements, you are therefore advised to regularly consult the Annual General Meeting page on www.bouygues.com.

Agenda

Ordinary General Meeting

1. Approval of the parent company financial statements for the year ended 31 December 2021.
2. Approval of the consolidated financial statements for the year ended 31 December 2021.
3. Appropriation of 2021 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 directors.
6. Approval of the remuneration policy for the Chairman of the Board of Directors.
7. Approval of the remuneration policy for the Chief Executive Officer and Deputy Chief Executive Officers.
8. Approval of the information about the remuneration of corporate officers mentioned in paragraph I of Article L. 22-10-9 of the Commercial Code.
9. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2021 financial year to Martin Bouygues, Chairman and Chief Executive Officer until 17 February 2021.
10. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2021 financial year to Olivier Roussat, Deputy Chief Executive Officer until 17 February 2021.
11. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2021 financial year to Martin Bouygues, Chairman of the Board of Directors from 17 February 2021.
12. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2021 financial year to Olivier Roussat, Chief Executive Officer from 17 February 2021.
13. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2021 financial year to Pascal Grangé, Deputy Chief Executive Officer from 17 February 2021.
14. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2021 financial year to Edward Bouygues, Deputy Chief Executive Officer from 17 February 2021.
15. Renewal of the term of office of Olivier Bouygues as a director.
16. Renewal of the term of office of SCDM as a director.

17. Renewal of the term of office of SCDM Participations as a director.
18. Renewal of the term of office of Clara Gaymard as a director.
19. Renewal of the term of office of Rose-Marie Van Lerberghe as a director.
20. Appointment of Félicie Burelle as a director.
21. Renewal of the term of office of Raphaëlle Deflesselle as a director.
22. Renewal of the term of office of Michèle Vilain as a director.
23. Reappointment of Mazars as a principal auditor.
24. Authorisation to the Board of Directors to trade in the company's shares, for a period of eighteen months.

Extraordinary General Meeting

25. 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.
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 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.
28. 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;
29. 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 – Bulletin n°30)* on 11 March 2022.

An amendment to the text of the third resolution concerning distributable earnings has been made. The other resolutions set out in the Notice of Meeting remain unchanged.

The text of the third resolution now written as follows:

Third resolution

(Appropriation of 2021 earnings, setting of dividend)

The Annual General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, notes that net profit for the year ended 31 December 2021 amounts to €550,275,293.58, which minus the transfer to the legal reserve of €174,495.30 and plus retained earnings of €2,497,044,305.84 gives distributable earnings of €3,047,145,104.12.

The meeting resolves, on the proposal of the Board of Directors, to appropriate earnings as follows:

€	
Net profit for the year	550,275,293.58
Transfer to the legal reserve	(174,495.30)
Retained earnings brought forward	2,497,044,305.84
Appropriation	
Ordinary dividend ^a	688,508,631
Retained earnings carried forward	2,358,636,473.12

(a) €1.80 x 382,504,795 shares (number of shares at 31 December 2021).

Accordingly, the dividend for the year ended 31 December 2021 is hereby set at a total of €1.80 per share carrying dividend rights.

The ex-date for the Euronext Paris market will be 3 May 2022, and the dividend will be payable in cash on 5 May 2022 based on positions qualifying for payment on the evening of 4 May 2022.

The entire dividend payout will be eligible for the 40% tax relief mentioned in paragraph 2 of Article 158-3 of the General Tax Code for taxpayers who have elected liability for income tax on a sliding scale basis.

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.

In accordance with law, the Annual General Meeting notes that the following dividends were distributed in respect of the three preceding financial years.

	2018	2019	2020
Number of shares at 31 December	372,377,939 ^c	379,828,120 ^d	380,759,842 ^e
Ordinary dividend per share (€)	1.70	1.70	1.70
Total dividend (€) ^{a b}	631,323,719.80	646,608,316.10	647,177,831.40

(a) The amounts shown represent dividends actually paid, taking account of the fact that shares held by the company itself do not qualify for dividends.

(b) Amounts eligible for the optional 40% tax relief mentioned in paragraph 2 of Article 158-3 of the General Tax Code.

(c) On 31 December 2018, the share capital comprised 372,377,939 shares. Given the cancellation of 869,832 shares by the Board of Directors on 20 February 2019, the number of shares entitled to dividend was 371,508,107.

(d) On 31 December 2019, the share capital comprised 379,828,120 shares; given the exercise stock options for 594,713 shares carried out before the Ordinary General Meeting of 4 September 2020, the number of shares entitled to dividend was 380,422,833.

(e) The Annual General Meeting of 22 April 2021 approved payment of a dividend for each share existing at midnight on the day before that meeting, i.e. a total of 380,759,842 shares.

Participation in the 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. 22-10-28 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 Tuesday 26 April 2022 (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 Tuesday 26 April 2022 (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 26 April 2022 (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: ag2022@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 Brochure, 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 **Wednesday 6 April 2022** on the company's website at www.bouygues.com under Investors/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: ag2022@bouygues.com. Scanned copies of unsigned forms cannot be accepted.

To be taken into account, postal vote forms must actually be received by **Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France**, no later than **midnight (CET) on Monday 25 April 2022 (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 open **from Wednesday 6 April 2022 at 9.00am (CET) until Wednesday 27 April 2022 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 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 will also be available on the company's website at www.bouygues.com, under Investors/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: ag2022@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 **Wednesday 27 April 2022 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 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. 22-10-44 of the Commercial Code, have the right to ask for items or draft resolutions to be put on the agenda of the 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 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 Convening Notice, either by registered letter with acknowledgement of receipt addressed to **Bouygues, Secrétariat Général, 32 avenue Hoche, 75008 Paris, France**, or by e-mail to odj2022@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 draft 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 **Tuesday 26 April 2022 (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 meeting may be sent electronically to odj2022@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 meeting, namely **midnight (CET) on Friday 22 April 2022 (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.ecrites2022@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 as part of this Annual General Meeting will be made available 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. 22-10-23 of the Commercial Code can be accessed on the company's website www.bouygues.com under Investors/Shareholders/Annual General Meeting as of the twenty-first day preceding the meeting.

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. 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 26 April 2022 (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: pretemprunt2022@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 28 April 2022 and for all General Meetings that are held until said shares are sold or returned.

The Board of Directors