

## **BOUYGUES**

A *Société Anonyme* (public limited company) with a share capital of €378,957,297  
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 25 April 2024 at 3.30pm at Challenger, 1 avenue Eugène Freyssinet, Guyancourt, 78061 Saint-Quentin-en-Yvelines, to consider the following agenda.

The arrangements for holding and participating in this Annual General Meeting are mentioned on the Annual General Meeting page on [www.bouygues.com](http://www.bouygues.com).

### **Agenda**

#### **Ordinary General Meeting**

1. Approval of the parent company financial statements for the year ended 31 December 2023.
2. Approval of the consolidated financial statements for the year ended 31 December 2023.
3. Appropriation of 2023 earnings and setting of dividend.
4. Approval of the regulated agreements specified in Articles L. 225-38 et seq of the Commercial Code.
5. Setting of the overall annual remuneration for directors.
6. Approval of the remuneration policy for directors.
7. Approval of the remuneration policy for the Chairman of the Board of Directors.
8. Approval of the remuneration policy for the Chief Executive Officer and Deputy Chief Executive Officers.
9. Approval of the information about the remuneration of corporate officers mentioned in paragraph I of Article L. 22-10-9 of the Commercial Code.
10. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to Martin Bouygues, Chairman of the Board of Directors.
11. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to Olivier Roussat, Chief Executive Officer.
12. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to Pascal Grangé, Deputy Chief Executive Officer.
13. Approval of the components of the total remuneration and benefits of all kinds paid during or awarded in respect of the 2023 financial year to Edward Bouygues, Deputy Chief Executive Officer.
14. Renewal of the term of office of Martin Bouygues as a director for three years.
15. Renewal of the term of office of Pascaline de Dreuzy as a director for three years.
16. Appointment of Mazars as statutory auditor responsible for providing sustainability assurance.
17. Appointment of Ernst & Young Audit as statutory auditor responsible for providing sustainability assurance.
18. Authorisation to the Board of Directors to trade in the company's shares, for a period of eighteen months.

#### **Extraordinary General Meeting**

19. Authorisation to the Board of Directors, for a period of eighteen months, to reduce the share capital by cancelling shares held by the company.
20. 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.
21. 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.
22. 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.
23. Powers to accomplish formalities.

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## Draft resolutions

The draft resolutions that will be submitted for approval by the general meeting are in the Notice of Meeting published in the *Bulletin des Annonces Légales Obligatoires* of 8 March 2024, No. 30.

The text of the draft twenty-second resolution in French has been subject to a slight correction. The last word, "euros", in point 2 of the draft twenty-second resolution in French has been deleted and now reads as follows:

*"2. [...] the maximum number of equity warrants that may be issued may not exceed one-quarter of the number of shares comprising the share capital at the time the warrants are issued and 94,000,000 (ninety-four million)".*

Subject to this amendment, the draft resolutions as published in the aforementioned Notice of Meeting remain unchanged.

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## 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 23 April 2024 (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 23 April 2024 (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 23 April 2024 (CET)**.

Bouygues also gives shareholders 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

- **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); 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

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 **Thursday 4 April 2024** on the company's website at [www.bouygues.com](http://www.bouygues.com) under Investors/Investing in Bouygues/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 received by **Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France** and received no later than **midnight (CET) on Monday 22 April 2024 (at the end of the calendar day)**.

### 2.2 Voting by correspondence by internet

Bouygues gives shareholders 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 Monday 8 April 2024 at 9.00am (CET) until Wednesday 24 April 2024 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.

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.

### 3.1 Designating a proxy by post

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](http://www.bouygues.com), under Investors/Investing in Bouygues/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 by post to **Bouygues, Service Titres, 32 avenue Hoche, 75008 Paris, France** and received at the latest on the day preceding the meeting, namely **Wednesday 24 April 2024 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.

In accordance with the provisions of Article R. 22-10-24 of the Commercial Code, to be taken into account, the designations or revocations of representatives by internet must be received at the latest on the day preceding the meeting, namely **Wednesday 24 April 2024 at 3.00pm (CET)**.

## 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 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 [odj2024@bouygues.com](mailto:odj2024@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 23 April 2024 (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 [odj2024@bouygues.com](mailto:odj2024@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 19 April 2024 (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.ecrites2024@bouygues.com](mailto:questions.ecrites2024@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](http://www.bouygues.com) under Investors/Investing in Bouygues/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 23 April 2024 (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](mailto:declarationpretsemprunts@amf-france.org).

They must send the company the same information by e-mail to: [pretemprunt2024@bouygues.com](mailto:pretemprunt2024@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 25 April 2024 and for all General Meetings that are held until said shares are sold or returned.

#### **The Board of Directors**