

COMBINED GENERAL MEETING OF APRIL 17, 2020

The Annual General Meeting of shareholders held on April 17, 2020, chaired by Gilles Pélisson, passed all the resolutions submitted to it by the Board of Directors.

A total of 240 shareholders participated in the meeting for Ordinary business, representing 164 665 269 shares and 164 665 269 voting rights.

A total of 240 shareholders participated in the meeting for Extraordinary business, representing 164 665 269 shares and 164 665 269 voting rights.

Equivalent to 78,32% of the total voting rights.

Results of voting on the resolutions

Total number of shares	210 242 074	
Number of own shares held	4 583	
Total number of shares with voting rights	210 237 491	
Number of shareholders present, represented or voting by post	Ordinary business	240
	Extraordinary	240
Number of shares/votes present, represented or voting by post	Ordinary business	164 665 269
	Extraordinary	164 665 269

Resolutions within the competence of the Ordinary General Meeting					
N°	Result	In favour		Against	
		Number of vote	%	Number of vote	%
1	Passed	Approval of the individual financial statements for the 2019 financial year			
		164 487 488	99,96	68 500	0,04
2	Passed	Approval of the consolidated financial statements for the 2019 financial year			
		164 487 488	99,96	68 500	0,04
3	Passed	Approval of the related-party agreements stipulated in Article L. 225-38 of the French Commercial Code (1)			
		36 618 902	50,36	36 097 696	49,64
4	Passed	Appropriation of profits for the 2019 financial year			
		164 663 994	99,99	1 275	0,01
5	Passed	Approval of the components of remuneration and benefits paid in 2019 or granted for the 2019 financial year to Gilles Pélisson as Chairman and Chief Executive Officer			
		125 465 708	76,19	39 199 531	23,81
6	Passed	Approval of the report on remuneration paid in 2019 pursuant to Article L. 225-100 II of the French Commercial Code			
		156 231 117	94,88	8 434 122	5,12
7	Passed	Approval of the remuneration policy applicable to Gilles Pélisson, Chairman and Chief Executive Officer			
		122 222 887	74,23	42 442 382	25,77
8	Passed	Approval of the remuneration policy for Directors			
		164 663 967	99,99	1 302	0,01
9	Passed	Ratification of the cooptation as Director of the company SCDM			
		139 304 694	84,85	24 875 702	15,15
10	Passed	Reappointment of Catherine Dussart as Director for a three-year term			
		143 104 926	86,91	21 560 343	13,09

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11	Passed	Reappointment of Olivier Bouygues as Director for a three-year term			
		139 274 065	84,58	25 391 204	15,42
12	Passed	Determination of elections of employee representative Directors, for two years			
		163 991 389	99,88	188 969	0,12
13	Passed	Authorisation given to the Board of Directors to transact in the company's shares for an 18-month period, subject to a maximum of 10% of the share capital			
		164 579 338	99,99	5 363	0,01

(1) The shareholders with an interest, representing 91.947.641 votes, did not take part in this vote

Resolutions within the competence of the Extraordinary General Meeting					
N°	Result	In favour		Against	
		Number of vote	%	Number of vote	%
14	Passed	Authorisation given to the Board of Directors to reduce the share capital by cancelling treasury shares for an 18-month period			
		164 448 103	99,87	216 166	0,13
15	Passed	Amendment to Article 4 of the Articles of Association for the purpose of allowing the Board of Directors to move the registered office anywhere in France			
		164 664 269	100,00	0	0
16	Passed	Amendment to Article 7 of the Articles of Association for the purpose of removing the provisions regarding the identification of the owners of bearer shares			
		164 664 242	99,99	27	0,01
17	Passed	Amendment to Article 7 of the Articles of Association for the purpose of modelling the crossing of statutory thresholds on that of legal thresholds			
		164 664 269	100,00	0	0
18	Passed	Amendment to Article 10 of the Articles of Association for the purpose of complying with the new legal provisions applicable in terms of appointing a Director representing employee shareholders			
		164 664 269	100,00	0	0
19	Passed	Amendment to Article 13 of the Articles of Association for the purpose of allowing the Board of Directors to make certain decisions upon written consultation with the Directors			
		164 664 239	100,00	0	0
20	Passed	Amendment to Article 13 of the Articles of Association for the purpose of delegating the power to the Board of Directors to make the required changes to the Articles of Association in compliance with regulations			
		140 512 481	85,33	24 151 788	14,67
21	Passed	Amendment to Article 14 of the Articles of Association for the purpose of defining the role of the Board of Directors in connection with the social and environmental concerns of the Company's activity			
		164 664 269	100,00	0	0

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22	Passed	Amendment to Article 17 of the Articles of Association for the purpose of removing the repealed provisions concerning certain regulated agreements and removing Article 17			
		164 664 269	100,00	0	0
23	Passed	Harmonisation of the Articles of Association relating to the remuneration of Directors - consequential amendment to Article 15			
		164 664 269	100,00	0	0
24	Passed	Authorisation to carry out formalities			
		164 664 269	100,00	0	0

Pursuant to articles L225-96, L.225-98 and L225-107 of the French Commercial Code, abstentions or void or blank votes are no longer taken into account in the counting of votes.

Governance

Composition of the Board of Directors and the Board committee as of April 17, 2020

Chairman and Chief Executive Officer : Gilles PELISSON

Directors :

- Marie ALLAVENA, Director - independent - Chief Executive Officer of the Eyrolles group
- Olivier BOUYGUES, Director - Deputy Chief Executive Officer of BOUYGUES
- Laurence DANON-ARNAUD, Director - independent - Chairwoman of Primerose SAS
- Pascaline de DREUZY, Director - independent - Chairwoman of P2D Technology
- Catherine DUSSART, Director - independent - General Manager of Catherine Dussart Production-CDP
- Sophie LEVEAUX TALAMONI, Director - Employee Representative on the Board - Artistic Director of Acquisitions
- Olivier ROUSSAT, Director - Deputy Chief Executive Officer of BOUYGUES
- Sabrina ZERBIB, Director - Employee Representative on the Board - Communications Assistant
- BOUYGUES SA, Director - represented by Pascal GRANGE - Deputy Chief Executive Officer of BOUYGUES
- SCDM SAS, Director - represented by Martin BOUYGUES - Chairman and Chief Executive Officer of BOUYGUES

Composition of the Audit Committee : Laurence DANON-ARNAUD (Chair), Pascaline de DREUZY and Pascal GRANGE (committee members).

Composition of the Ethics, CSR and Patronage Committee : Catherine DUSSART (Chair), Marie ALLAVENA and Sabrina ZERBIB (committee members).

Composition of the Selection and Remuneration Committee : Pascaline de DREUZY (Chair), Catherine DUSSART Sophie LEVEAUX TALAMONI and Olivier ROUSSAT (committee members)