

## TÉLÉVISION FRANÇAISE 1 – TF1

A Société Anonyme (public limited company) with a share capital of €42,078,598.20 €  
Registered office: 1, quai du Point du jour, 92100 Boulogne Billancourt, France  
Company Registration No. 326 300 159 Nanterre – APE code: 6020A

### NOTICE OF MEETING

The shareholders are invited to attend the Combined Ordinary and Extraordinary General Meeting that will be held on Thursday April 15, 2021 at 9:30 am (Paris time) at 1, quai du Point du jour, 92100 Boulogne Billancourt, France, to consider the following agenda and draft resolutions.

#### **Notice – Covid-19 epidemic**

Because of the Covid-19 epidemic, the company may have to alter the arrangements for participating in the General Meeting of 15 April 2021.

Specifically, if the provisions of Order No. 2020-1497 of 2 December 2020 were to be extended or the relevant conditions met, the General Meeting of 15 April 2021 would be held behind closed doors.

You are therefore advised to consult the Annual General Meeting pages on [www.groupe-tf1.fr](http://www.groupe-tf1.fr) regularly, since they may be updated to give definitive details of the arrangements for participating in the General Meeting in light of public health and/or legal requirements.

Given that the Covid-19 virus remains in circulation, and in line with government advice to avoid public gatherings, the Board of Directors urges the utmost caution and recommends that shareholders vote by correspondence or by giving a proxy vote to the Chairman, rather than attending in person.

The company has taken all necessary steps to facilitate remote voting (by correspondence or proxy) so that shareholders can participate in the meeting without being physically present, by using the form provided on [www.groupe-tf1.fr](http://www.groupe-tf1.fr) under Investors / General Meetings, or online via the VOTACCESS secure platform.

Shareholders wishing to send any requests or documents to the company are strongly recommended to do so by e-mail using the following address: [ag2021@tf1.fr](mailto:ag2021@tf1.fr).

The Combined General Meeting will be webcast live and a recorded version will be available on the Group's website [www.groupe-tf1.fr](http://www.groupe-tf1.fr) under Investors / General Meetings

### AGENDA

#### **Ordinary General Meeting**

1. Approval of the financial statements for the 2020 financial year.
2. Approval of the consolidated financial statements for the 2020 financial year.
3. Appropriation of profits for the 2020 financial year and setting the amount of the dividend.
4. Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code.
5. Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2020 financial year to Gilles Pélisson as Chairman and Chief Executive Officer.
6. Approval of the information concerning the remuneration of the corporate officers described under Article L. 22-10-9 of the French Commercial Code.
7. Approval of the remuneration policy applicable for Gilles Pélisson, Chairman and Chief Executive Officer.
8. Approval of the remuneration policy for Directors.
9. Reappointment of Laurence Danon Arnaud as Director for a three-year term.
10. Reappointment of Bouygues as Director for three-year term.
11. Reappointment of SCDM as Director for a three-year term.
12. Appointment, for a period of three years, as Director representing the employee shareholders of Marie Aude Morel.
13. Authorisation granted 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.

## **Extraordinary General Meeting**

14. Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares, for an 18-month period.
15. Delegation of authority granted to the Board of Directors to increase the share capital by public offer, while maintaining shareholders' preferential right of subscription, by issuing shares and any securities giving immediate or deferred access to the Company's shares, for a 26-month period.
16. Delegation of authority granted to the Board of Directors to increase the share capital by incorporating premiums, reserves, profits or others, for a 26-month period.
17. Delegation of authority granted to the Board of Directors, for a period of twenty-six months, to increase the share capital by public offer other than those referred to in Article L. 411-2 of the French Monetary and financial Code, with cancellation of shareholders' preferential right of subscription, through the issuance of shares and any securities giving immediate and/or future access to Company shares.
18. Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, by issuing shares and any securities giving immediate or deferred access to the Company's shares, for a 26-month period by public offers as described under Article L. 411-2 I of the French Monetary and Financial Code.
19. Authorisation granted to the Board of Directors to set, according to the terms determined by the General Meeting, the issue price of equity securities without shareholders' preferential right of subscription, for immediate or deferred issue, for a 26-month period.
20. Delegation of authority to the Board of Directors to increase the number of shares to issue in the event of a capital increase with or without shareholders' preferential right of subscription, for a 26-month period.
21. Delegation of authority granted to the Board of Directors to increase the share capital without shareholders' preferential right of subscription, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital of another Company, not as part of a public exchange offer, for a 26-month period.
22. Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, to remunerate securities contributed to the company as part of a public exchange offer initiated by the company, for a 26-month period.
23. Overall limitation of financial authorisations
24. Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, in favour of employees or corporate officers of the Company or affiliated companies who are members of a company savings plan, for a 26-month period.
25. 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.
26. Authorisation to carry out formalities.

## **DRAFT RESOLUTIONS**

### **ORDINARY GENERAL MEETING**

#### **FIRST RESOLUTION**

*(Approval of the financial statements for the 2020 financial year)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors and the Statutory Auditors' reports, approves the individual financial statements for the year ended 31 December 2020 as presented, as well as the transactions reflected in those financial statements and summarised in those reports.

#### **SECOND RESOLUTION**

*(Approval of the consolidated financial statements for the 2020 financial year)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the consolidated financial statements for year ended 31 December 2020 and the Board of Directors' and statutory auditors' reports, approves the consolidated financial statements for the 2020 financial year as presented, as well as the transactions reflected in those financial statements and summarised in those reports.

### **THIRD RESOLUTION**

*(Appropriation of profits for the 2020 financial year and setting the amount of the dividend)*

The Shareholders' Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, notes that the distributable profit for the financial year amounts to €362,768,680.52.

Taking into account the net loss for the financial year of €206,544,525.47 and retained earnings of €569,313,205.99, it resolves, on proposal of the Board of Directors, the following appropriation of distributable profit:

- distribution in cash of a dividend of €94,676,845.95  
(i.e. a dividend of €0.45 per share of €0.20 par value);
- allocation of the balance to retained earnings of €268,091,834.57

The ex-dividend date on the Euronext Paris market will be 3 May 2021. The dividend will be payable in cash on 5 May 2021 to shareholders of record at the close of business on 4 May 2021.

With this option, the entire dividend is eligible for the 40% rebate mentioned in Section 3-2, Article 158 of the French General Tax Code, if the option has been taken for paying tax according to the sliding scale for income tax.

The General Meeting authorises the appropriation to retained earnings of the dividends on the shares that TF1 is authorised to hold as treasury shares, in accordance with Article L. 225-210 of the French Commercial Code.

The General Meeting notes that the dividends distributed for the last three financial years were as follows:

	2017	2018	2019
Number of shares	209 865 742	209 928 940	210 242 074
Unit dividend	0,35 €	0,40 €	0 €
Total dividend <sup>(1)(2)</sup>	73 453 009,70 €	83 971 576,00 €	0 €

*(1) Dividends actually paid, with deduction where applicable for shares held by TF1 not entitled to distribution.*

*(2) Dividends eligible for the 40% rebate provided for in Article 158.3.2 of the French General Tax Code.*

### **FOURTH RESOLUTION**

*(Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having reviewed the special auditors' report on related-party agreements covered by article L. 225-38 et seq. of the commercial code, approves the related-party agreements presented in this report and not yet approved by the General Meeting.

### **FIFTH RESOLUTION**

*(Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2020 financial year to Gilles Pélisson as Chairman and Chief Executive Officer)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having reviewed the corporate governance report, approves the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid during the course of or allocated for the financial year ended on 31 December 2020 to Gilles Pélisson in his role as Chairman and Chief Executive Officer, as presented in Section 3.4 of the 2020 universal registration document.

#### **SIXTH RESOLUTION**

*(Approval of the information concerning the remuneration of the corporate officers described under Article L. 22-10-9 of the French Commercial Code)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, in accordance with Article L. 22-10-34 of the French Commercial Code, having acknowledged the corporate governance report, approves the information published pursuant to Article L. 22-10-9 of the French Commercial Code, as presented in Section 3.4 of the 2020 universal registration document.

#### **SEVENTH RESOLUTION**

*(Approval of the remuneration policy applicable for Gilles Pélisson, Chairman and Chief Executive Officer)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the corporate governance report, drawn up in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for Gilles Pélisson in his role as Chairman and Chief Executive Officer, described in Section 3.5 of the 2020 universal registration document.

#### **EIGHTH RESOLUTION**

*(Approval of the remuneration policy for Directors)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the corporate governance report, drawn up in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for Directors, described in Section 3.5 of the 2020 universal registration document.

#### **NINTH RESOLUTION**

*(Reappointment of Laurence Danon Arnaud as Director for a three-year term)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, reappoints Laurence Danon Arnaud as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called to approve the financial statements for the 2023 financial year.

#### **TENTH RESOLUTION**

*(Reappointment of Bouygues as Director for three-year term)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, reappoints Bouygues as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called to approve the financial statements for the 2023 financial year.

#### **ELEVENTH RESOLUTION**

*(Reappointment of SCDM as Director for a three-year term)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, reappoints SCDM as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called to approve the financial statements for the 2023 financial year.

## **TWELFTH RESOLUTION**

*(Appointment, for a period of three years, as Director representing the employee shareholders of Marie Aude Morel)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, appoints as Director, representing employee shareholders, for a term of three years, Marie Aude Morel.

The term of office of Marie Aude Morel will end at the end of the Ordinary General Meeting called to approve the financial statements for the 2023 financial year.

## **THIRTEENTH RESOLUTION**

*(Authorisation granted 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)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, pursuant to Article L. 22-10-62 of the French Commercial Code, having reviewed the Board of Directors' report including the description of the treasury share buyback programme:

1. hereby authorises the Board of Directors to carry out or have the company carry out the buybacks, under the conditions set out below, of a number of shares representing up to 10% of the company's share capital at the date of the buyback, in compliance with the prevailing legal and regulatory conditions applicable at that date;
2. resolves that this authorisation may be used for the following purposes, corresponding either to a market practice accepted by the AMF (French financial markets authority) or an objective provided for in Article 5 of Regulation (EU) No. 596/2014 on market abuse, or an objective specified in Article L. 22-10-62 of the French Commercial Code:
  - reduce the share capital by cancelling shares under the conditions provided for by law, subject to authorisation by the Extraordinary General Meeting,
  - grant shares to employees or corporate officers of the company or affiliated companies under the terms and conditions laid down by law, in particular as part of profit-sharing schemes, stock option schemes, through an allotment of shares, or corporate or group savings plans,
  - retain shares and, where appropriate, use them subsequently as payment or exchange for acquisitions, mergers, demergers or transfers of assets, in compliance with regulatory requirements,
  - promote market liquidity and regularity in the company's equity securities listings and avoid price variances not justified by market trends, by making use of a liquidity agreement to be managed by an investment services provider acting in compliance with AMF-approved market practice,
  - fulfil obligations related to debt securities, in particular securities giving entitlement to company shares through redemption, conversion or exchange, or in any other manner,
  - implement any market practice accepted by the AMF and generally to carry out any other transaction in compliance with prevailing regulations;
3. resolves that the vesting, sale, transfer or exchange of these shares may be carried out, on one or several occasions, in compliance with rules issued by the AMF in its position/recommendation No. 2017-04, on- or off-market, including on a multilateral trading facility (MTF) or via a systematic "internaliser", or over the counter, in any manner, including the acquisition or disposal of blocks of shares, by using derivative financial instruments, and at any time, except during a takeover bid for the company's shares. The entire programme may be carried out through block trades;
4. resolves that the purchase price may not exceed €20 (twenty euros) per share, subject to any adjustments relating to share capital transactions. If share capital is increased by incorporating premiums, earnings, reserves or free shares into capital, or in the event of a stock split or reverse stock split, the price indicated above shall be adjusted by a multiplication factor equal to the ratio of the number of shares making up the share capital before the transaction to the number of shares after the transaction;

5. sets at €300,000,000 (three hundred million euros), the maximum amount of funds intended to carry out the share buyback programme thus authorised;
6. notes that, in accordance with law, the total shares held at any given date may not exceed 10% of the share capital outstanding at that date;
7. gives full powers to the Board of Directors, with the power to subdelegate, in accordance with applicable law, to implement this authorisation, place all stock orders, conclude all agreements, in particular with a view to the registration of purchases and sales of shares, to complete all declarations and formalities with the AMF or any other body, and in general to take all necessary measures to execute the decisions taken within the scope of this authorisation;
8. resolves that the Board of Directors shall inform the General Meeting of the transactions carried out, in accordance with applicable regulations;
9. sets the period of validity of this delegation at eighteen months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, and replaces any previous delegation of powers for the same purpose.

## **EXTRAORDINARY GENERAL MEETING**

### **FOURTEENTH RESOLUTION**

*(Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares, for an 18-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, pursuant to Article L. 22-10-62 of the French Commercial Code, having acknowledged the Board of Directors' report and the Statutory Auditors' report:

1. hereby authorises the Board of Directors to cancel, at its sole discretion, in one or more instances, all or part of the shares that the company holds or might come to hold as a result of the use of the various authorisations to buy up its own shares granted by the General Meeting to the Board of Directors, to the extent of up to 10% of the total number of the shares comprising the company's share capital on the date of the operation, in any given period of twenty-four months;
2. authorises the Board of Directors to charge the difference between the purchase value of the cancelled shares and their nominal value to all available premium and reserve funds;
3. delegates to the Board of Directors, with the power to subdelegate under and in accordance with applicable law, full powers to carry out the capital reduction(s) resulting from cancellations of shares authorised by this resolution, to have the relevant entries made in the financial statements, to amend the Articles of Association accordingly, and generally to attend to all necessary formalities;
4. sets the period of validity of this delegation at eighteen months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, and replaces any previous delegation of powers for the same purpose.

### **FIFTEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to increase the share capital by public offer, while maintaining shareholders' preferential right of subscription, by issuing shares and any securities giving immediate or deferred access to the Company's shares, for a 26-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 228-91 and L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate under and in accordance with applicable law, its authority to decide upon, in the proportions, at the times and according to the terms and conditions it deems appropriate, one or several capital increases by issuing with shareholders' preferential right of subscription, both in France and abroad, in euros, in foreign

currencies or any monetary unit calculated with reference to several currencies, (i) ordinary company shares and (ii) any securities of any kind, issued against payment or free of charge, giving immediate and/or deferred access by all means, at any moment or on a fixed date, to ordinary shares issued by the company, the subscription of which may be carried out either in cash or through offsetting of receivables;

2. resolves that the total amount of the cash capital increases likely to be performed immediately and/or at a future date under this delegation may not exceed an overall ceiling of €8,400,000 (eight million four hundred thousand euros) in nominal value, to which sum shall be added, where appropriate, the nominal amount of additional shares to be issued, to retain, in accordance with the law, the rights of holders of securities giving access to the company's ordinary shares; the nominal amount of the ordinary shares that may be issued under the seventeenth, eighteenth, twenty-first and twenty-second resolutions of this General Meeting will be deducted from this overall ceiling;
3. resolves that the securities giving access to the company's ordinary shares as issued may also consist of debt securities or be associated with the issue of such securities, or allow the issue thereof as intermediate securities. They may notably take the form of subordinated or non-subordinated securities with a fixed or indefinite duration and be issued in euros or foreign currencies or in any monetary units calculated with reference to several currencies;
4. resolves that the nominal amount of all of the debt securities likely to be issued under this delegation may not exceed €900,000,000 (nine hundred million euros) or the corresponding value in any other currency or any unit of account on the date the issue is decided, it being specified that this amount does not include the reimbursement of premium(s) above par, if this was established. The nominal amount of the debt securities which may be issued under the seventeenth, eighteenth, twenty-first and twenty-second resolutions will be deducted from this overall ceiling. Loans that give access to the company's ordinary shares may carry interest at a fixed and/or variable rate, or include capitalisation, and may be repaid with or without a premium or amortised, it being specified that the shares may also be repurchased at the Stock Exchange or in the context of a purchase or exchange offer by the company;
5. in the event of use by the Board of Directors of this delegation, it resolves that:
  - a. shareholders will have, in proportion to the sum of their shares, an irreducible preferential right of subscription to ordinary shares and securities which may be issued under this resolution,
  - b. the Board of Directors will also have the power to grant shareholders a reducible right of subscription, which may be exercised in proportion to their rights and within the limits of their requests,
  - c. if irreducible subscriptions and, if applicable, reducible subscriptions do not absorb the entire issue of ordinary shares or securities performed under this delegation, the Board may use, in the order it determines, any of the following options:
    - limit the issue to the amount of subscriptions collected, provided that this amounts to at least three quarters of the issue decided upon,
    - freely share all or part of the unsubscribed securities,
    - offer all or part of the unsubscribed securities to the public, on the French and/or international market and/or abroad,
  - d. the Board of Directors shall determine the characteristics, amount and terms and conditions of any issuance and of the securities issued. In particular, it shall determine the category of shares issued and shall set, bearing in mind the indications contained in its report, their subscription price, with or without premium(s), the terms and conditions of payment, their vesting date, retroactively if applicable, as well as the terms and conditions under which the securities issued under this resolution will give access to the company's ordinary shares, as well as the conditions under which the right to grant securities giving access to ordinary shares would be temporarily suspended in accordance with current legal provisions,
  - e. the Board of Directors will have full powers, with the right to subdelegate in accordance with the applicable law, to implement this delegation, notably by concluding all agreements for this purpose, in particular with a view to the successful conclusion of any issue, in order to carry out the above issues, on one or more occasions, in the proportions and at the times when it sees fit, in France and/or where necessary, abroad and/or on the international market – as well as, where appropriate, to refrain from doing so – record the completion thereof and amend the Articles of Association accordingly, as well as to carry out any formalities and

declarations and apply for any necessary authorisations to carry out and successfully conclude these issues;

6. notes that this delegation implies that the shareholders waive their preferential right of subscription to ordinary company shares to which the securities that may be issued on the basis of this delegation may provide entitlement;
7. sets the period of validity of this delegation, at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, and replaces any previous delegation of powers for the same purpose.

#### **SIXTEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to increase the share capital by incorporating premiums, reserves, profits or others, for a 26-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules specified in Articles L. 225-98 and L. 22-10-32 of the French Commercial Code, having acknowledged the Board of Directors' report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate under and in accordance with applicable law, its authority to decide upon, in the proportion and at the time it will deem fit, one or more capital increases by successively or simultaneously incorporating issue premiums, reserves, profits or other sums into the capital whose capitalisation will be lawful and compliant with the Articles of Incorporation, in the form of the allocation of free shares or an increase in the nominal value of existing shares or by a combination of these two methods;
2. resolves that the total amount of the capital increases that may be performed under the terms of this resolution may not exceed €400,000,000 (four hundred million euros) it being specified that to that sum shall be added, where appropriate, the additional amount of ordinary shares to be issued, to retain, in accordance with the law, the rights of holders of securities giving access to the company's ordinary shares. The ceiling of this delegation is independent and distinct from the overall ceiling established in the fifteenth resolution;
3. in the event of use by the Board of Directors of this delegation, it resolves that, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in the event of a capital increase in the form of an allocation of free shares, fractional shares will not be tradeable or transferrable and the corresponding capital securities will be sold; the sums derived from the sale will be allocated to the owners of the rights within the time specified in the regulations;
4. resolves that the Board of Directors will have all powers, with authority to subdelegate to any person authorised by law, to implement this delegation, and generally, to take all measures and perform all formalities required for the successful performance of each capital increase, record the completion thereof and amend the Articles of Association accordingly;
5. sets the period of validity of this delegation, at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, and replaces any previous delegation of powers for the same purpose.

#### **SEVENTEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors, for a period of twenty-six months, to increase the share capital by public offer other than those referred to in Article L. 411-2 of the French Monetary and financial Code, with cancellation of shareholders' preferential right of subscription, through the issuance of shares and any securities giving immediate and/or future access to Company shares)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 22-10-51, L. 22-10-52, L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate under and in accordance with applicable law, its authority to decide upon, in the proportions, at the times and according to the terms and conditions it deems appropriate, one or several capital increases by public offer, other than that described under Article L. 411-2 of the French Monetary and Financial Code, by issuing without shareholder preferential right of subscription, both in France and abroad, in euros, in foreign currencies or any monetary unit calculated with reference to several currencies, (i) ordinary company shares and (ii) any securities of any kind, giving immediate and/or deferred access by all means, to any ordinary shares issued by the company, the subscription of which may be carried out either in cash or through offsetting of receivables;
2. resolves that the total amount of the share capital increases that may be performed immediately and/or at a future date under this resolution cannot exceed €4,200,000 (four million two hundred thousand euros) in nominal amount, it being specified that to that sum shall be added, where appropriate, the nominal amount of additional shares to be issued, to retain, in accordance with the law, the rights of holders of securities giving access to the company's ordinary shares. This amount will be deducted from the overall ceiling established in the 15th;
3. resolves that the securities giving access to the company's ordinary shares as issued may also consist of debt securities or be associated with the issue of such securities, or allow the issue thereof as intermediate securities. They may notably take the form of subordinated or non-subordinated securities with a fixed or indefinite duration and be issued in euros or foreign currencies or in any monetary units calculated with reference to several currencies;
4. resolves that the nominal amount of all of the debt securities that may be issued by virtue of this delegation may not exceed €900,000,000 (nine hundred million euros) or the corresponding value in any other currency or any unit of account on the date the issue is decided. This amount will be charged against the overall ceiling established in the 15th, it being specified that this amount does not include the reimbursement of premium(s) above par, if this was established. Loans that give access to the company's ordinary shares may carry interest at a fixed and/or variable rate, or include capitalisation, and may be repaid with or without a premium or amortised, it being specified that the shares may also be repurchased at the Stock Exchange or in the context of a purchase or exchange offer by the company;
5. resolves to waive shareholders' preferential right of subscription to securities that may be issued under this delegation, and to confer upon the Board of Directors the power to grant shareholders an irreducible and/or reducible priority to subscribe for such securities in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code. If subscriptions, including any subscriptions by existing shareholders, do not absorb the entire capital increase, the Board of Directors may limit the amount of the transaction under the conditions provided by law;
6. notes that this delegation implies that the shareholders waive their preferential right of subscription to ordinary company shares to which the securities that may be issued under this delegation may provide entitlement;
7. resolves that the Board of Directors shall determine the characteristics, amount and terms and conditions of any issuance and of the securities issued. In particular, it shall determine the category of shares issued and shall set, bearing in mind the indications contained in its report, their subscription price, with or without premium, their vesting date, retroactively if applicable, as well as the duration or the terms and conditions under which the securities issued on the basis of this resolution will give access to the company's ordinary shares, in accordance with the law, as well as the conditions under which the right to allocate securities granting access to the company's ordinary shares would be temporarily suspended in accordance with current legal provisions. It is specified that, unless the provisions of the nineteenth resolution are applied, the issue price of the ordinary shares and securities shall be such that the sum immediately received by the company, plus any amount to be received subsequently by the company will be, for each share issued at least equal to the minimum amount stipulated by the prevailing regulations at the date of the issue, i.e. on this day, according to the provisions of Article R. 22-10-32 of the French Commercial Code, the weighted average of the prices quoted on the regulated market during the three trading days preceding the determination of the subscription price minus a potentially discount of 5%;
8. resolves that the Board of Directors will have full powers, with the right to subdelegate in accordance with the applicable law, to implement this delegation, notably by concluding all agreements for this purpose, in particular with a view to the successful conclusion of any issue,

in order to carry out the above issues, on one or more occasions, in the proportions and at the times when it sees fit, in France and/or where necessary, abroad and/or on the international market – as well as, where appropriate, to refrain from doing so – record the completion thereof and amend the Articles of Association accordingly, as well as to carry out any formalities and declarations and apply for any necessary authorisations to carry out and successfully conclude these issues;

9. sets the period of validity of this delegation, at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, and replaces any previous delegation of powers for the same purpose.

#### **EIGHTEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, by issuing shares and any securities giving immediate or deferred access to the Company's shares, for a 26-month period by public offers as described under Article L. 411-2 I of the French Monetary and Financial Code)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 411-2-1° of the French Monetary and Financial Code and Articles L. 225-129, L. 225-129-2, L. 22-10-51, L. 22-10-52, L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate under and in accordance with applicable law, its authority to decide upon, in the proportion and at the time it will deem fit, one or more capital increases, by means of the offer(s) stipulated in Article L. 411-21 of the French Monetary and Financial Code, by issuing without shareholders' preferential right of subscription, both in France and abroad, in euros, in foreign currencies or any monetary unit calculated with reference to several currencies, (i) ordinary company shares and (ii) any securities of any kind, giving immediate and/or deferred access by all means, to ordinary shares issued by the company, the subscription of which may be carried out either in cash or through offsetting of receivables;
2. resolves that the total amount of the share capital increases likely to be performed immediately and/or at a later date under this resolution can neither exceed 10% of share capital over a period of twelve months, nor €4,200,000 (four million two hundred thousand euros) in nominal amount, it being specified that the nominal amount of the capital increases will be charged against the overall ceiling established in the fifteenth resolution. Where appropriate, to this sum will be added the nominal amount of additional shares to be issued, to retain, in accordance with the law, the rights of holders of securities giving access to the company's ordinary shares;
3. resolves that the securities giving access to the Company's ordinary shares as issued on the basis of this resolution, may also consist of debt securities or be associated with the issue of such securities, or allow the issue thereof as intermediate securities. They may notably take the form of subordinated or non-subordinated securities with a fixed or indefinite duration and be issued in euros or foreign currencies or in any monetary units calculated with reference to several currencies;
4. resolves that the nominal amount of all of the debt securities likely to be issued under this delegation cannot exceed €900,000,000 (nine hundred million euros) or the corresponding value in any other currency or any unit of account on the date the issue is decided. This amount will be charged against the overall ceiling established in the fifteenth resolution, it being specified that this amount does not include the reimbursement of premium(s) above par, if this was established. Loans that give access to the company's ordinary shares may carry interest at a fixed and/or variable rate, or include capitalisation, and may be repaid with or without a premium or amortised, it being specified that the shares may also be repurchased at the Stock Exchange or in the context of a purchase or exchange offer by the company;
5. resolves to waive shareholders' preferential right of subscription to ordinary shares and/or securities that may be issued under this delegation;
6. notes that this delegation implies that the shareholders waive their preferential right of subscription to ordinary Company shares to which the securities that may be issued on the basis of this delegation may provide entitlement;

7. resolves that the Board of Directors shall determine the characteristics, amount and terms and conditions of any issuance and of the securities issued. In particular, it shall determine the category of shares issued and shall set, bearing in mind the indications contained in its report, their subscription price, with or without premium, their vesting date, retroactively if applicable, as well as the duration or the terms and conditions under which the securities issued on the basis of this resolution will give access to the company's ordinary shares, in accordance with the law, as well as the conditions under which the right to allocate securities granting access to the company's ordinary shares would be temporarily suspended in accordance with current legal provisions. It is specified that, unless the provisions of the nineteenth resolution are applied, the issue price of the ordinary shares and securities shall be such that the sum immediately received by the company, plus any amount to be received subsequently by the company will be, for each share issued at least equal to the minimum amount stipulated by the regulations in force at the date of the issue, i.e. on this day, according to the provisions of Article R. 22-10-32 of the French Commercial Code, the weighted average of the prices quoted on the regulated market during the three trading days preceding the determination of the subscription price minus a discount of 5%;
8. resolves that the Board of Directors will have full powers, with the right to subdelegate in accordance with the applicable law, to implement this delegation, notably by concluding all agreements for this purpose, in particular with a view to the successful conclusion of any issue, in order to carry out the above issues, on one or more occasions, in the proportions and at the times when it sees fit, in France and/or where necessary, abroad and/or on the international market – as well as, where appropriate, to refrain from doing so – record the completion thereof and amend the Articles of Association accordingly, as well as to carry out any formalities and declarations and apply for any necessary authorisations to carry out and successfully conclude these issues;
9. sets the period of validity of this delegation at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, any previous delegation of powers for the same purpose.

#### **NINETEENTH RESOLUTION**

*(Authorisation granted to the Board of Directors to set, according to the terms determined by the General Meeting, the issue price of equity securities without shareholders' preferential right of subscription, for immediate or deferred issue, for a 26-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the Statutory Auditors' special report and in accordance with the provisions of Article L. 22-10-52, paragraph 2 of the French Commercial Code, and to the extent that the securities to be issued, immediately or at a future date, are equivalent to company shares admitted for trading on a regulated market:

1. authorises the Board of Directors, with authority to subdelegate under and in accordance with applicable law, for each of the issues decided upon in application of the seventeenth and eighteenth resolutions and within a limit of 10% of the share capital (as it existed on the date of this General Meeting) over a period of twelve months, to depart from the price setting conditions set out in the prevailing regulations on the date on which this authorisation is exercised, i.e. on this day, according to the provisions of Article R. 22-10-32 of the French Commercial Code, and to set the issue price of equity securities to be issued immediately or at a later date, by public offering under Article L. 411-2 of the French Monetary and Financial Code or by public offering as covered by Article L. 411-2 1 of the Code, according to the following procedures:
  - a. for equity securities to be issued immediately, the Board may choose between the following two procedures:
    - issue price equal to the average price recorded over a maximum period of six months preceding the issue,
    - issue price equal to the volume weighted average price on the day preceding the issue (VWAP 1 day) with a maximum discount of 10%,
  - b. for equity securities to be issued at a later date, the issue price will be such that the sum immediately received by the company plus that which they are likely to receive subsequently is, for each share, at least equal to the amount specified above;

2. resolves that the Board of Directors will have all powers to implement this resolution under the conditions set out by the resolution under which the issue is decided;
3. sets the period of validity of this authorisation at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, any previous authorisation for the same purpose.

#### **TWENTIETH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the number of shares to issue in the event of a capital increase with or without shareholders' preferential right of subscription, for a 26-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. delegates powers to the Board of Directors, with the power to subdelegate under and in accordance with applicable law, to decide, in the event of a capital increase with or without preferential right of subscription, to increase the number of shares to be issued, within thirty days of closing the subscription, within a limit of 15% of the initial issue, at the same price as that of the initial issue, subject to compliance with the ceiling(s) set out in the resolution under whose application the issue is decided;
2. sets the period of validity of this authorisation at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, any previous authorisation for the same purpose.

#### **TWENTY-FIRST RESOLUTION**

*(Delegation of authority granted to the Board of Directors to increase the share capital without shareholders' preferential right of subscription, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital of another Company, not as part of a public exchange offer, for a 26-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 22-10-53 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate under and in accordance with applicable law, the powers to issue, based on the report of the contributions auditor mentioned in the 1st and 2nd paragraphs of Article L. 225-147 of the French Commercial Code, ordinary company shares or securities giving immediate and/or deferred access by all means, to ordinary shares that may be issued by the company, in order to pay for contributions in kind granted to the company and comprising shares or securities giving access to the capital of another company, when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;
2. resolves that the total nominal amount of the capital increases likely to be performed, immediately or in the future, by virtue of this delegation, is set at 10% of the share capital existing on the date of this General Meeting. This nominal amount will be deducted from the overall ceiling set out in the 15th resolution;
3. resolves that the nominal amount of all of the debt securities that will be issued under this resolution may not exceed €900,000,000 (nine hundred million euros) or the corresponding value in any other currency or any unit of account on the date the issue is decided, it being specified that this amount does not include the reimbursement of premium(s) above par, if this was established. This amount will be deducted from the overall ceiling established in the 15th resolution;
4. resolves, insofar as this is necessary, to cancel to the benefit of holders of equity securities or other securities that are the subject of contributions in kind, shareholders' preferential right of subscription to shares and/or securities that may be issued under this delegation;

5. notes that this delegation implies that the shareholders waive their preferential right of subscription to ordinary company shares to which the securities that may be issued under this delegation may provide entitlement;
6. resolves that the Board of Directors will have all powers, with the power to subdelegate under and in accordance with the law, to implement this resolution, in particular to approve, on the basis of the report of the Statutory Auditor(s), the evaluation of contributions and the granting of specific benefits; to acknowledge the final completion of the share capital increases performed under this delegation, amend the Articles of Association accordingly; carry out any formalities and declarations and apply for all the authorisations required to perform the issues, as well as determine the conditions under which the right to allocate securities granting access to ordinary shares would be temporarily suspended, in accordance with the applicable legal provisions;
7. sets the period of validity of this delegation at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, and any previous delegation of powers for the same purpose.

## **TWENTY-SECOND RESOLUTION**

*(Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, to remunerate securities contributed to the company as part of a public exchange offer initiated by the company, for a 26-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 22-10-54 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate under and in accordance with applicable law, its authority to issue ordinary shares and/or securities to remunerate securities contributed under a public exchange initiated by the company, in France or abroad, according to local rules, on the securities of a company whose shares are admitted to trading on a regulated market as set out in Article L. 22-10-54 of the French Commercial Code;
2. resolves that the nominal amount of the total share capital increases that may be performed immediately or in the future under the terms of this resolution may not exceed a total amount of €4,200,000 (four million two hundred thousand euros), where appropriate, to this sum will be added the nominal amount of additional shares to be issued, to retain, in accordance with the law, the rights of holders of securities giving access to the company's ordinary shares. This amount will be deducted from the overall ceiling established in the 15th resolution;
3. resolves that the nominal amount of all of the debt securities that will be issued under the terms of this resolution may not exceed €900,000,000 (nine hundred million euros) or the corresponding value in any other currency or any unit of account on the date the issue is decided, it being specified that this amount does not include the reimbursement of premium(s) above par, if this was established. This amount will be deducted from the overall ceiling established in the 15th resolution;
4. resolves to waive shareholders' preferential right of subscription to ordinary shares and/or securities that may be issued under this delegation;
5. notes that this delegation implies that the shareholders waive their preferential right of subscription to ordinary company shares to which the securities that may be issued under this delegation may provide entitlement;
6. resolves that the Board of Directors will have all powers, with the power to subdelegate under and in accordance with the law, to implement this resolution and, in particular:
  - set the exchange ratio and, where appropriate, the amount of the balance in cash to be paid,
  - record the number of securities contributed to the exchange,
  - determine the dates, the conditions governing the issue, in particular the price and the vesting date, of new shares or, where appropriate, securities giving immediate or deferred access to ordinary company shares,

- establish the conditions under which the right to allocate securities granting access to ordinary shares would be temporarily suspended in accordance with current legal provisions,
- record among the liabilities under the item "contribution premium", relating to the rights of the shareholders, the difference between the issue price of the new shares and their nominal value,
- assign all costs and taxes incurred or paid in connection with the authorised transaction to such "contribution premium", where applicable,
- in general, take all useful measures and conclude all agreements to ensure the successful completion of the authorised transaction, record the resulting capital increases and amend the Articles of Association accordingly;

7. sets the period of validity of this delegation at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, any previous delegation of powers for the same purpose.

### **TWENTY-THIRD RESOLUTION**

*(Overall limitation of financial authorisations)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having read the report of the Board of Directors, resolves that:

- the total nominal amount of the cash capital increases that may be performed, immediately or in the future, by virtue of the authorisations granted by the seventeenth, eighteenth, nineteenth, twentieth, twenty-first and twenty-second resolutions of this General Meeting, which will not include, where appropriate, the nominal amount of additional shares to be issued to retain the rights of holders of securities giving access to ordinary company shares, is set at €4,200,000 (four million two hundred thousand euros) and will be deducted from the overall ceiling of €8,400,000 (eight million four hundred thousand euros) set out in the 15th resolution of this General Meeting;
- the total nominal amount of debt securities likely to be issued by virtue of the authorisations granted by the fifteenth, seventeenth, eighteenth, twenty-first and twenty-second resolutions of this General Meeting, it being specified that this amount does not include the reimbursement of premium(s) above par, if this was established, is set at €900,000,000 (nine hundred million euros) or the corresponding value in any other currency or any unit of account on the date the issue is decided.

### **TWENTY-FOURTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, in favour of employees or corporate officers of the Company or affiliated companies who are members of a company savings plan, for a 26-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-129-6 (paragraph 1) and L. 225-138-1, and Articles L. 3332-1 et seq. of the French Labour Code:

1. delegates to the Board of Directors the authority to decide, at its sole discretion, in the proportion and at the time it will deem fit, one or more share capital increases, within a maximum limit of 2% of share capital existing on the date the decision is made, by issuing new shares to be paid up in cash and, where necessary, by the capitalisation of reserves, profits or premiums, and the allocation of free shares or other securities giving access to the capital under the conditions established by law; resolves that the ceiling for this delegation is independent and distinct and that the amount of the resulting share capital increases will not be deducted from the other ceilings established by this General Meeting nor the common ceiling set out in the twenty-sixth resolution for the options for subscription or purchase of shares and the twenty-seventh resolution on performance shares at the General Meeting of 18 April 2019;
2. reserves subscription of all of the shares to be issued to TF1 employees and corporate officers and employees and corporate officers of French or foreign companies which are affiliated to TF1

according to the legislation in force, who belong to a company or group savings plan or any inter-company savings plan;

3. resolves that the subscription price for new shares as set by the Board of Directors or its delegate, in accordance with the provisions of Article L. 3332-19 of the French Labour Code, upon each issue, may not be above the average opening listed price for the share on the Euronext Paris market over the twenty trading days preceding the date on which the decision to establish the opening date of the subscription is made nor below this average plus the maximum premium set by law;
4. notes that this resolution cancels shareholders' preferential right of subscription for the benefit of the employees and corporate officers for whom the capital increase is reserved and waives all rights to other shares and securities giving access to the performance shares issued under this resolution;
5. delegates all powers to the Board of Directors to:
  - decide the date and terms of the issues performed under this resolution; in particular to decide whether the shares will be subscribed directly or through the intermediary of a common investment fund or of another entity in accordance with current legislation,
  - decide and set the terms for the allocation of free shares or other securities giving access to the share capital, pursuant to the authorisation granted in point 1, above; set the issue price of new shares to be issued pursuant to the rules defined above, the opening and closing dates of subscriptions, the vesting dates, the time period for payment, within the limit of a maximum of three years, and set the maximum number of shares that can be subscribed by each employee, per issue,
  - record the completion of capital increases to reflect the amount of shares actually subscribed,
  - complete, directly or indirectly, all transactions and formalities,
  - amend the Articles of Association accordingly,
  - charge the costs of the capital increases against the amount of the premium relating to each increase and deduct from such amount the necessary amounts so that the legal reserve is equal to one-tenth of the new amount of share capital after each increase,
  - and generally do whatever is necessary.

Within the limits established by law and those that it may have previously set, the Board of Directors may delegate to the Chief Executive Officer or, with the latter's agreement, to one or several Deputy Chief Executive Officers, the powers granted to it under the terms of this resolution;

6. sets the period of validity of this delegation at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, any previous delegation of powers for the same purpose.

#### **TWENTY-FIFTH RESOLUTION**

*(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)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors report, hereby resolves to make the statutory amendments necessary for admission of employee shareholder representative Directors onto the Board of Directors, and in accordance with the provisions of Articles L. 225-27-1 and L. 22-10-7 of the French Commercial Code.

The General Meeting resolves that these new provisions are applicable at the expiry of the current terms of office of the Directors representing the personnel elected in accordance with Article 66 of Act no. 86-1067 of 30 September 1986, before being repealed by Ordinance no. 2020-1642 of 21 December 2020 on the provision of audiovisual media services.

Consequently, the General Meeting hereby resolves to amend Article 10 "Board of Directors", as follows.

## Previous version

### ARTICLE 10 – BOARD OF DIRECTORS

- I The Company is directed by a Board of Directors composed of three to eighteen members, subject to the exceptions set forth by law, and one employee shareholder representative Director, elected by the General Meeting, at the proposal of the Supervisory Board of the Company collective investment fund (FCPE), created in the context of the employee savings scheme of the TF1 group and invested primarily in TF1 shares. The Supervisory Board of the FCPE elects one candidate, by simple majority, from among the employee members of the Supervisory Board. Pursuant to Article 66 of Law No. 86-1067 of 30 September 1986, at least one-sixth of the Board of Directors consists of employee representatives, one seat being reserved for engineers, managers and those in a similar category.
- II During the life of the Company, non-employee representative Directors are appointed or reappointed by the Ordinary General Meeting of Shareholders.
- III.1 Non-employee representative Directors and the employee shareholder representative Director hold office for three years. The duties of a non-employee representative Director and of the employee shareholder representative Director shall expire at the end of the Annual Ordinary General Meeting, held in the year during which the term of office of said Director expires. The duties of the employee representative Director shall automatically terminate ahead of schedule if the employment contract is terminated (subject to cases of intra-group transfer) or if the TF1 group exits the company that employs that Director. The Board of Directors shall then take all measures to organise the replacement of that Director whose term of office has thus expired.
- III.2 Employee representative Directors hold office for two years. The term of office of an employee representative Director terminates on announcement of the results of the votes of the electoral colleges held to appoint employee representative Directors; such appointment normally takes place two weeks before the General Meeting for the preceding financial year held during the year in which the term of office of said Director expires.
- III.3 Directors can always be re-elected. Non-employee representative Directors can be removed at any time by the Ordinary General Meeting.

Employee representative Directors and the employee shareholder representative Director can only be removed for misconduct in office, by a summary judgement of the Presiding Judge of the District Court (Président du Tribunal de Grande Instance), at the request of a majority of the members of the Board of Directors. The judgement is immediately enforceable.

Except in the event of termination by the employee, breach of employment contract of a Director elected by the employees or of employee shareholder representative Directors can only be imposed by the adjudication panel of the Industrial Court Employment Tribunal (Conseil des Prud'hommes) ruling in a summary judgement. The judgement is immediately enforceable.

- IV Non-employee representative Directors may be natural or legal persons; they must, when appointed, name a permanent representative who is subject to the same conditions and obligations and who incurs the same responsibilities as if they were a Director in their own right, without prejudice to the joint responsibility of the legal person they represent. This office of permanent representative is granted to them for the length of the term of the legal person they are representing. They must be reappointed each time the latter is reappointed.

If the legal person removes its representative from office, it is required to notify the Company of such removal, without delay, by recorded delivery, and of the identity of its new permanent representative; the same is true in the event of the death, resignation or prolonged incapacity of the permanent representative.

- V If one or more seats of non-employee representative Directors fall vacant between two General Meetings due to death or resignation, the Board of Directors may make one or more interim appointments.

If one or more seats of employee representative Directors fall vacant due to death, resignation, dismissal or termination of employment contract, the vacant seat is filled by an alternate.

Appointments of Directors made by the Board of Directors are submitted for ratification at the very next Ordinary General Meeting.

If they are not ratified, the deliberations and actions taken previously shall remain no less valid. If only one or two Directors remain in office, they, or alternatively, the Statutory Auditors must immediately convene the Ordinary General Meeting of Shareholders for the purpose of completing the Board.

The Director appointed to replace another shall remain in office only as long as the unexpired portion of the term of office of their predecessor.

## **New version**

### ARTICLE 10 – BOARD OF DIRECTORS

10.1 The Company is managed by a Board of Directors comprising three to eighteen members, subject to the exceptions provided for by law, appointed or renewed in office by the Ordinary General Meeting of Shareholders, for a term of three years.

Their duties end at the end of the Ordinary General Meeting held in the year during which the term of office of said Director expires.

If one or more seats of non-employee representative Directors fall vacant between two General Meetings due to death or resignation, the Board of Directors may make one or more interim appointments.

These appointments are subject to ratification by the next Ordinary General Meeting. If they are not ratified, the deliberations and actions taken previously shall remain no less valid. The Director appointed to replace another shall remain in office only as long as the unexpired portion of the term of office of their predecessor.

Non-employee representative Directors may be natural or legal persons; they must, when appointed, name a permanent representative who is subject to the same conditions and obligations and who incurs the same responsibilities as if they were a Director in their own right, without prejudice to the joint responsibility of the legal person they represent.

This office of permanent representative is granted to them for the length of the term of the legal person they are representing. They must be reappointed each time the latter is reappointed. If the legal person removes its representative from office, it is required to notify the Company of such removal, without delay, by recorded delivery, and of the identity of its new permanent representative; the same is true in the event of the death, resignation or prolonged incapacity of the permanent representative.

10.2 The Board of Directors comprises one or two Directors representing employees in accordance with Article L. 225-27-1 of the French Commercial Code.

When the number of non-employee Directors is less than or equal to eight, a Director representing employees must be appointed. If the number of Directors not representing employees exceeds eight, two Directors representing employees must be appointed.

When only one Director representing employees is to be appointed, this Director is appointed by the trade union that obtained the most votes in the first round of the elections mentioned in Articles L. 2122-1 and L. 2122-4 of the French Labour Code in TF1 and its direct or indirect subsidiaries whose registered office is located in France. When two Directors representing employees are to be appointed, these Directors are appointed by each of the two trade unions having obtained the most votes in the first round of these elections.

The duties of the Director(s) representing employees take effect on the date of their appointment. They expire at the end of a period of two years from that date; this appointment must normally be made within two weeks prior to the General Meeting held in the year in which the terms of office of said Directors expire.

If the number of Directors not representing employees becomes less than or equal to eight, the terms of office of the two Directors representing employees shall continue until their term.

The duties of the employee representative Director shall automatically terminate ahead of schedule if the employment contract is terminated (subject to cases of intra-group transfer) or if the TF1 Group exits the company that employs that Director.

If one or more seats of Directors representing employees become vacant by death, resignation, dismissal or termination of the employment contract, the vacant seat shall be filled by an employee appointed under the same conditions pursuant to Article L. 225-34 of the French Commercial Code.

Except in the event of termination at the initiative of the employee, the termination of the employment contract of a Director representing the employees may only be pronounced by the adjudication office of the Industrial Court (Conseil des Prud'hommes), issued under the accelerated procedure on the merits. The judgement is immediately enforceable.

- 10.3 The Board of Directors includes a member representing employee shareholders pursuant to Article L. 225-23 of the French Commercial Code, appointed or reappointed by the Ordinary General Meeting of Shareholders for a term of three years, on the proposal of the Supervisory Board of the FCPE, created as part of the TF1 Group employee savings plan and invested mainly in TF1 shares. The Supervisory Board of the FCPE elects one candidate, by simple majority, from among the employee members of the Supervisory Board.

His or her duties shall end at the end of the Ordinary General Meeting held in the year during which the term of office of said Director expires.

The duties of the employee representative Director shall automatically terminate ahead of schedule if the employment contract is terminated (subject to cases of intra-group transfer) or if the TF1 Group exits the company that employs that Director. The Board of Directors takes all measures to organise their replacement.

Except in the event of termination at the initiative of the employee, the termination of the employment contract of the Director representing the employee shareholders may only be pronounced by the adjudication office of the Industrial Court (Conseil des Prud'hommes), issued under the accelerated procedure on the merits. The judgement is immediately enforceable.

- 10.4 The Director appointed to replace another shall remain in office only as long as the unexpired portion of the term of office of their predecessor.

Directors may be dismissed at any time by the Ordinary General Meeting. By way of derogation from the foregoing and pursuant to Article L. 225-32 of the French Commercial Code, Directors representing employees may only be dismissed for misconduct in the exercise of their mandate, by decision of the President of the Judicial Court, issued under the accelerated procedure on the merits, at the request of the majority of the members of the Board of Directors. The judgement is immediately enforceable.

If only one or two Directors remain in office, they, or alternatively, the Statutory Auditors must immediately convene the Ordinary General Meeting of Shareholders for the purpose of completing the Board.

## **TWENTY-SIXTH RESOLUTION**

*(Authorisation to carry out formalities)*

The General Meeting, ruling in compliance with the quorum and majority rules required for Extraordinary General Meetings, hereby grants all powers to the bearer of an original, a copy or a transcript of the minutes of this General Meeting to accomplish all legal or administrative formalities and to make all publications and registrations required by the prevailing legislation.

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## **PARTICIPATION IN THE COMBINED ANNUAL GENERAL 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 at 00:00, Paris time on Tuesday 13 April 2021, 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 at 00:00, Paris time on Tuesday 13 April 2021;

– **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 at 00:00, Paris time on Tuesday 13 April 2021.

### **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 TF1, Service Titres - C/O Bouygues – 32 avenue Hoche, 75008 Paris, France (+33 (0)1 44 20 11 07 – fax: +33 (0)1 44 20 12 42; e-mail: [ag2021@tf1.fr](mailto:ag2021@tf1.fr)); 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 TF1 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.tf1.fr> website and entering their login and password sent to them by TF1. 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 TF1 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 Notice, to TF1, Service Titres, C/O Bouygues, 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 25 March 2021 on the company's website at [www.groupe-tf1.fr](http://www.groupe-tf1.fr), under Investors / 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 TF1, Service Titres, C/O Bouygues, 32 avenue Hoche, 75008 Paris, France;
- or electronically, in the form of a scanned copy, in an attachment sent by e-mail to: [ag2021@tf1.fr](mailto:ag2021@tf1.fr). Scanned copies of unsigned forms cannot be accepted.

To be taken into account, postal vote forms must reach TF1 – Service Titres – C/O Bouygues – 32 avenue Hoche – 75008 Paris, France, no later than midnight (CET) on Monday 12 April 2021 (at the end of the calendar day).

### 2.2 Voting by correspondence by internet

TF1 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.

- **registered shareholders** can connect to the <https://serviceactionnaires.tf1.fr> website by entering their login and password, and clicking on "Vote by internet" on the home page; Shareholders must then 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 TF1 shares to access Votaccess. Shareholders must then follow the instructions displayed on the screen.

Votaccess will be accessible from Wednesday 31 March 2021 at 9.00am until at 3 p.m., Paris time, on Wednesday 14 April 2021, 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 General 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 et 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 General 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 Notice;
- **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.groupe-tf1.fr](http://www.groupe-tf1.fr), under Investors / 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 TF1 - Service Titres - C/O Bouygues – 32 avenue Hoche, 75008 Paris, France;
- or electronically, in the form of a scanned copy, in an attachment sent by e-mail to: [ag2021@tf1.fr](mailto:ag2021@tf1.fr). 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 14 April 2021 at 3 pm, Paris time.

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.tf1.fr> website by entering their login and password, and clicking on "Vote by internet" on the home page; Shareholders must follow the instructions displayed on the screen;
- **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 TF1 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 General 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 General 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 General 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 TF1 – Direction des Affaires Juridiques 1, quai du Point du jour, 92100 Boulogne Billancourt, France, or by e-mail to [tf1inscriptionodjag2021@tf1.fr](mailto:tf1inscriptionodjag2021@tf1.fr). 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 proposed 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 at 00:00, Paris time on Tuesday 13 April 2021.

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 General Meeting may be sent electronically to [tf1inscriptionodjag2021@tf1.fr](mailto:tf1inscriptionodjag2021@tf1.fr); 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 General Meeting, namely midnight (CET) on Friday 9 April 2021 (at the end of the calendar day), either by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of Directors, TF1, 1, quai du Point du jour, 92100 Boulogne Billancourt, France, or by e-mail to [tf1questionecriteag2021@tf1.fr](mailto:tf1questionecriteag2021@tf1.fr). 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 Universal Registration Document containing information and documents to be presented at the Combined Annual General Meeting will be available from 11 March 2021 on the company's website [www.groupe-tf1.fr](http://www.groupe-tf1.fr) under Investors / General Meeting.

Documents and information relating to the Annual General Meeting will be made available to shareholders at the registered office, Direction des Affaires Juridiques at 1, quai du Point du jour 92100 Boulogne Billancourt, 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.groupe-tf1.fr](http://www.groupe-tf1.fr), under Investors / General Meeting as of the twenty-first day preceding the Combined Ordinary and Extraordinary General Meeting namely Thursday, March 25, 2021.

#### **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 namely by and before at 00:00, Paris time on Tuesday 13 April 2021

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: [declarationpretemprunt2021@tf1.fr](mailto:declarationpretemprunt2021@tf1.fr).

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 Ordinary and Extraordinary General of 15 April 2021 and for all General Meetings that are held until said shares are sold or returned.

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