

TÉLÉVISION FRANÇAISE 1 – TF1

A *Société Anonyme* (public limited company) with a share capital of €42,097,127 €
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 Friday April 14th, 2023 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.

Agenda

Ordinary General Meeting

1. Approval of the financial statements for the 2022 financial year,
2. Approval of the consolidated financial statements for the 2022 financial year,
3. Appropriation of 2022 earnings and setting of 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 2022 financial year to Rodolphe Belmer as Chief Executive Officer as from 27 October 2022,
6. Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Gilles Pélisson as Chairman as from 27 October 2022,
7. Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Gilles Pélisson as Chairman and Chief Executive Officer until 27 October 2022,
8. Approval of the information concerning the remuneration of the corporate officers described under Article L.22-10-9 of the French Commercial Code,
9. Approval of the remuneration policy applicable for Rodolphe Belmer, as Chief Executive Officer until 13 February 2023 and as Chairman and Chief Executive Officer as from 13 February 2023,
10. Approval of the remuneration policy for Directors,
11. Ratification of the cooptation as Director of Rodolphe Belmer,
12. Reappointment of Olivier Bouygues as Director for a three-year term,
13. Reappointment of Catherine Dussart as Director for a three-year term,
14. Authorisation to the Board of Directors to trade in the Company's shares, subject to a maximum of 10% of the share capital, for an 18-month period.

Extraordinary General Meeting

15. Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares held by the company, for an 18-month period,
16. Delegation of competence to the Board of Directors to increase the share capital with pre-emptive rights for existing shareholders maintained, by issuing ordinary shares and any securities which are capital securities giving access to the company's other capital securities, or granting allocation of debt securities or any securities giving access to capital securities to be issued, for a 26-month period,
17. Delegation of competence to the Board of Directors to increase the share capital by incorporating share premiums, reserves, earnings or others, for a 26-month period,
18. Delegation of competence to the Board of Directors, for a 26-month period, to increase the share capital by way of public offerings other than those mentioned in Article L.411-2 of the French Monetary and Financial Code, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or deferred access to shares in the company,
19. Delegation of competence to the Board of Directors to increase the share capital by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate or deferred access to the shares in the company, for a 26-month period,
20. Authorisation to the Board of Directors to set the price, in accordance with the terms decided by the General Meeting, for immediate or future issues of equity securities, without pre-emptive rights for existing shareholders, for a 26-month period,

21. Delegation of competence to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without pre-emptive rights for existing shareholders, for a 26-month period,
22. Delegation of powers to the Board of Directors to increase the share capital without pre-emptive rights for existing shareholders, as consideration for contributions in kind to the company consisting of another company's equity securities or securities giving access to its capital, outside of a public exchange offer, for a 26-month period,
23. Delegation of competence to the Board of Directors to increase the share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered a public exchange offer initiated by the company, for a 26-month period,
24. Delegation of competence to the Board of Directors to increase the share capital, without pre-emptive rights for existing shareholders, for the benefit of employees or corporate officers of the Company or related companies who are members of a company savings scheme, for a 26-month period,
25. Amendment to Article 10 of the Articles of Association concerning the term of office of the employee representative Directors,
26. Creation of a new Article 16 of the Articles of Association entitled "Censor",
27. Authorisation to carry out formalities.

ORDINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of the financial statements for the 2022 financial year)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' report, approves the individual financial statements for the year ended 31 December 2022 as presented, as well as the transactions reflected in those financial statements and summarised in those reports, showing a net profit of €135 861 449,87.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the 2022 financial year)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the consolidated financial statements for year ended 31 December 2022 and the Board of Directors' report and statutory auditors' report, approves the consolidated financial statements for the 2022 financial year as presented, as well as the transactions reflected in those financial statements and summarized in those reports, showing a net profit Group share of €176,1 million.

THIRD RESOLUTION

(Appropriation of 2022 earnings and setting of dividends)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, notes that, taking into account the net profit for the financial year ended 31 December 2022 of €135 861 449,87 and retained earnings of €345 248 520,73, the distributable earnings amount to €481 109 970,60.

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

€	
Result for the year	135 861 449,87
Retained earnings (credit)	345 248 520,73
Appropriation	
Ordinary dividend ^(a)	105 242 817,50
Retained earnings	375 867 153,10

(a) €0,50 x 210 485 635 capital shares (number of shares at 31 December 2022)

The ex-date for the Euronext Paris market will be 20 April 2023 and the dividend will be payable in cash on 24 April 2023 based on positions qualifying for payment on the evening of 21 April 2023.

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

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.

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

	2019	2020	2021
Number of shares	210 242 074	210 392 991	210 485 635
Unit dividend	€0	€0,45	€0,45
Total dividend ^{(a) (b)}	€0	€94 676 845,95	€94 718 535,75

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

(b) 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, having satisfied the quorum and majority requirements for ordinary general meetings, and having acquainted itself with the special auditors' report on related-party agreements covered by article L.225-38 et seq. of the French 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 2022 financial year to Rodolphe Belmer as Chief Executive Officer as from 27 October 2022)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, in accordance with Article L.22-10-34 II of the French Commercial Code, and having acquainted itself with the corporate governance report referred to in Article L.225-37 of the French Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during or awarded in respect of the financial year ended on 31 December 2022 to Rodolphe Belmer in his capacity as Chief Executive Officer as from 27 October 2022, as described in Section 3.4 of the 2022 universal registration document.

SIXTH RESOLUTION

(Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Gilles Pélisson as Chairman as from 27 October 2022)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, in accordance with Article L.22-10-34 II of the French Commercial Code, and having acquainted itself with the corporate governance report referred to in Article L.225-37 of the French Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during or awarded in respect of the financial year ended on 31 December 2022 to Gilles Pélisson in his capacity as Chairman as from 27 October 2022, as described in Section 3.4 of the 2022 universal registration document.

SEVENTH RESOLUTION

(Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Gilles Pélisson as Chairman and Chief Executive Officer until 27 October 2022)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, in accordance with Article L.22-10-34 II of the French Commercial Code, and having acquainted itself with the corporate governance report referred to in Article L.225-37 of the French Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during or awarded in respect of the financial year ended on 31 December 2022 to Gilles Pélisson in his capacity as Chairman and Chief Executive Officer until 27 October 2022, as described in Section 3.4 of the 2022 universal registration document.

EIGHTH 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, having satisfied the quorum and majority requirements for ordinary general meetings, in accordance with Article L.22-10-34 I of the French Commercial Code, having acquainted itself with the corporate governance report, approves the information published pursuant to Article L.22-10-9 of the French Commercial Code, as described in Section 3.4 of the 2022 universal registration document.

NINTH RESOLUTION

(Approval of the remuneration policy applicable for Rodolphe Belmer, as Chief Executive Officer until 13 February 2023 and as Chairman and Chief Executive Officer as from 13 February 2023)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, in accordance with Article L. 22-10-8 of the French Commercial Code, having acquainted itself with the corporate governance report, approves the remuneration policy for Rodolphe Belmer in his capacity as Chief Executive Officer until 13 February 2023 and as Chairman and Chief Executive Officer as from 13 February 2023, as described in Section 3.5 of the 2022 universal registration document.

TENTH RESOLUTION

(Approval of the remuneration policy for Directors)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, in accordance with Article L.22-10-8 of the French Commercial Code, having acquainted itself with the corporate governance report, approves the remuneration policy for Directors, as described in Section 3.5 of the 2022 universal registration document.

ELEVENTH RESOLUTION

(Ratification of the cooptation as a Director of Rodolphe Belmer)

The General Meeting ratifies the cooptation as a Director of Rodolphe Belmer, as approved by the Board of Directors at its meeting held on February 13th, 2023, to replace Gilles Pélisson, resigning Director, for the remaining term of office of his predecessor, due to expire at the Ordinary General Meeting called, in 2025, to approve the financial statements for the 2024 financial year.

TWELTFTH RESOLUTION

(Renewal of the term of office of Olivier Bouygues as a Director for three years)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report, renews the term of office of Olivier Bouygues as a Director for three years, expiring at the end of the Ordinary General Meeting called, in 2026, to approve the financial statements for the 2025 financial year.

THIRTEENTH RESOLUTION

(Renewal of the term of office of Catherine Dussart as a Director for three years)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report, renews the term of office of Catherine Dussart as a Director for three years, expiring at the end of the Ordinary General Meeting called, in 2026, to approve the financial statements for the 2025 financial year.

FOURTEENTH RESOLUTION

(Authorisation to the Board of Directors to trade in the Company's shares, subject to a maximum of 10% of the share capital, for an 18-month period)

The General Meeting, having satisfied the quorum and majority requirements for ordinary general meetings, pursuant to Article L.22-10-62 of the French Commercial Code, and having acquainted itself with the Board of Directors' report including the description the share buyback programme:

1. hereby authorises the Board of Directors to repurchase or arrange for the repurchase by the company of its own shares, under the conditions set out below, shares representing no more than

10% of the company's share capital at the date of on which the autorisation is used, in compliance with the legal and regulatory conditions applicable at that date;

2. resolves that this authorisation may be used for the purposes listed below, in relation to a market practice accepted by the AMF (French financial markets authority) or an objective specified in Article 5 of Commission 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,
 - fulfil the obligations arising from debt securities, in particular securities that grant the right to the allotment of company shares through redemption, conversion or exchange, or in any other manner,
 - grant or sell shares to employees or corporate officers of the company or related companies under the terms and conditions laid down by law, in particular as part of profit-sharing schemes, stock option plans, company or group savings schemes or through allotment of shares,
 - improve market liquidity and the regularity of listings of the company's equity securities and avoid price discrepancies not supported by market trends, by implementing a liquidity agreement managed by an investment services provider acting in compliance with AMF-approved market practice,
 - retain shares and, where appropriate, deliver them subsequently as a medium of payment or exchange for acquisitions, mergers, spin-off or asset-for-share exchange, in accordance with applicable regulations,
 - implement any market practice accepted by the AMF and generally to carry out any other transaction in compliance with applicable regulations;
3. resolves that the acquisition, sale, transfer or exchange of such 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 all markets or off-market, including on multilateral trading facilities (MTF) or via a systematic "internaliser", or over-the-counter, in any manner, including through the acquisition or sale of blocks of shares, using derivative financial instruments, and at any time, including during the period of a public offer for the company's shares. All or part of the programme may be carried out through block trades;
4. resolves that the purchase price may not exceed €15 (fifteen euros) per share, subject to any adjustments in connection with share capital transactions. If the share capital is increased by incorporating share premiums, earnings or reserves into capital or by allotment of free shares, 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 that can be used for 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 in issue 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 market orders, conclude all agreements, in particular with a view to the registration of purchases and sales of shares, to complete all steps, 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 authorisation, which voids and replaces any unused portion of any previous authorization granted for the same purpose, at eighteen months from the date of this General Meeting.

EXTRAORDINARY GENERAL MEETING

FIFTEENTH RESOLUTION

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

The General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, pursuant to Article L.22-10-62 of the French Commercial Code, and having acquainted itself with 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 occasions, all or part of the shares that the company holds or may hold as a result of the use of the various share buyback authorisations given by the General Meeting to the Board of Directors, up to a limit of 10% of the total number of the shares making up 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 share premium and reserve accounts;
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 corresponding accounting entries made, to amend the Articles of Association accordingly, and generally to attend to all necessary formalities;
4. sets the period of validity of this authorization, which voids and replaces any unused portion of any previous authorization granted for the same purpose, at eighteen months from the date of this General Meeting.

SIXTEENTH RESOLUTION

(Delegation of competence to the Board of Directors to increase the share capital with pre-emptive rights for existing shareholders maintained, by issuing ordinary shares and any securities which are capital securities giving access to the company's other capital securities, or granting allocation of debt securities or any securities giving access to capital securities to be issued, for a 26-month period)

The General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with 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 et seq., L.225-132 et seq., L.228-91 et seq., and L.22-10-49 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 competence to carry out one or more capital increases, by such amounts, at such times and under such terms as it deems fit, by issuing, with pre-emptive rights for existing shareholders maintained, both in France and abroad, in euros, in a foreign currency or in any other monetary unit based on a basket of currencies, (i) ordinary shares in the company, and (ii) securities which are equity securities, giving access in whatever manner, immediately and/or in the future, at any time or on a set date, to equity securities of the company or giving access, in whatever manner, immediately and/or in the future, to debt securities, or (iii) securities giving access in whatever manner, immediately and/or in the future, to equity securities to be issued by the company. Such shares and securities may be subscribed for in cash or by set-off of mutual debts, or in part in cash and in part through incorporation of reserves, benefit or share premium;
2. resolves that the total amount of capital increases in cash that may be implemented immediately and/or in the future pursuant to this delegation may not exceed an overall ceiling of €8,400,000 (eight million four hundred thousand euros) in nominal value, plus, as the case may be, the nominal amount of any additional shares to be issued in order to protect, in accordance with law and with other contractual provisions providing for other adjustments, the rights of holders of securities giving access to ordinary shares in the company; the nominal amount of ordinary shares that may be issued pursuant to the eighteenth, nineteenth, twenty-second and twenty-third resolutions of this Annual General Meeting shall count towards that overall ceiling;
3. resolves that the securities giving access to equity securities in the company or a subsidiary so issued may consist of debt securities or be linked to the issuance of such securities, or allow such securities to be issued as intermediate securities. In particular, they may be subordinated or unsubordinated, dated or undated, and issued in euros or a foreign currency or any other monetary unit established by reference to a basket of currencies;

4. resolves that the nominal amount of all debt securities that may be issued pursuant to this delegation may not exceed €600,000,000 (six hundred million euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided; such amount does not include above-par redemption premium, if provided for. The nominal amount of debt securities that may be issued pursuant to the eighteenth, nineteenth, twenty-second and twenty-third resolutions shall count towards that overall ceiling. Debt securities giving access to ordinary shares in the company or a subsidiary may be issued at a fixed and/or floating rate of interest, with or without capitalisation, and may be subject to redemption with or without premium, or repayment; they may also be repurchased on the stock market or be the subject of an offer by the company to purchase or exchange them. The maximum amount mentioned in the present paragraph doesn't apply to debt securities issued in accordance with an authorisation granted by the Board of Directors in application of Article L.228-40 of the French Commercial Code, nor to debt securities mentioned in Articles L.228-92 last paragraph, L.228-93 last paragraph and L.228-94 last paragraph of the French Commercial Code;
5. resolves that the share subscription warrants of the Company may be issued by cash subscription in the conditions described below, or by free allotment to holders of existing shares. In case of free allotment of equity warrants, the Board of Directors may decide that the rights of allotment forming odd lots shall not be negotiable and that the corresponding securities shall be sold;
6. resolves, in the event of use by the Board of Directors of this delegation, that:
 - a. shareholders will have, in proportion to the number of shares they hold, an irreducible pre-emptive right to subscribe for ordinary shares and securities issued pursuant to this resolution,
 - b. the Board of Directors shall also have the option to grant shareholders a reducible right to subscribe for excess shares, which will be exercised in proportion to their rights and up to the limit of the amounts they request,
 - c. if subscriptions using irreducible rights and any reducible subscriptions for excess shares do not account for the entirety of an issue of ordinary shares or securities made pursuant to this delegation, the Board may, in such order as it shall determine, use one or more of the following options:
 - limit the issue to the amount of subscriptions received, on condition that this amount reaches at least three-quarters of the amount of the issue decided,
 - distribute as it deems fit all or some of the unsubscribed securities,
 - offer all or some 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 issue and of the securities issued. In particular, it shall determine the category of the securities to be issued and, taking account of the indications given in its report, set their subscription price with or without premium, the terms for payment of subscriptions, the date of first entitlement to dividends, which may be retroactive, or the terms on which the securities issued pursuant to this resolution shall give access to ordinary shares in the company or a subsidiary, and the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to ordinary shares will be temporarily suspended,
 - e. the Board of Directors shall have full powers, with power to subdelegate in accordance with law, to implement this delegation, in particular by entering into any agreement for that purpose and specifically with a view to the successful completion of all issues; to proceed with the aforementioned issues on one or more occasions, in such amounts and at such times as it deems fit, in France and/or, as the case may be, abroad and/or on the international market (or, as the case may be, to postpone any such issue); to confirm such issue has taken place and amend the articles of association accordingly; and to carry out all formalities and declarations and request all authorisations as may be necessary for the implementation and successful completion of such issues;
7. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to subscribe for those ordinary shares in the Company to which any securities issued under this delegation may give entitlement;

- sets the period of validity of this delegation, which voids and replaces any unused portion of any previous delegation granted for the same purpose, at twenty-six months from the date of this meeting.

SEVENTEENTH RESOLUTION

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

The General Meeting, having satisfied the quorum and majority requirements specified in Articles L.225-98 and L.22-10-32 of the French Commercial Code, having acquainted itself with the Board of Directors' report, and in accordance with the provisions of Articles L.225-129 et seq., and L. 22-10-49 et seq. of the French Commercial Code:

- delegates to the Board of Directors, with power to sub-delegate in accordance with law, its competence to carry out, in such amounts and at such times as it deems fit, one or more capital increases by successively or simultaneously incorporating share premium, reserves, earnings or other amounts which may be incorporated into capital in accordance with law and with the articles of association, in the form of an allotment of shares free of charge or by increasing the nominal value of the existing shares, or through a combination of those two procedures;
- resolves that the total amount of capital increases that may be implemented pursuant to this resolution may not exceed €400,000,000 (four hundred million euros) in nominal value, plus, as the case may be, the amount of any additional ordinary shares to be issued to protect, in accordance with law and with other contractual provisions providing for other adjustments, the rights of holders of securities giving access to ordinary shares in the company. The ceiling set in this delegation is independent of and separate from the overall ceiling set in the sixteenth resolution;
- resolves, in the event that this delegation is used by the Board of Directors, and in accordance with the provisions of Articles L.225-130 and L.22-10-50 of the Commercial Code, that in the case of a capital increase by allotment of shares free of charge, fractional shares may not be traded or transferred and that the corresponding equity securities shall be sold; the proceeds of sale shall be paid to the rights holders within the regulatory time limit;
- resolves that the Board of Directors shall have full powers, with power to sub-delegate to any legally authorised person, to implement this delegation and generally to take all steps and carry out all formalities as may be necessary for the successful completion of each such capital increase, to confirm such increase has taken place and to amend the articles of association accordingly;
- sets the period of validity of this delegation, which voids and replaces any unused portion of any previous delegation granted for the same purpose, at twenty-six months from the date of this meeting.

EIGHTEENTH RESOLUTION

(Delegation of competence to the Board of Directors, for a period of twenty-six months, to increase the share capital by way of public offerings other than those mentioned in Article L.411-2 of the French Monetary and Financial Code, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or future access to shares in the company)

The General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with 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 et seq., L.225-135 et seq., L.228-91 et seq., and L.22-10-49 et seq. of the French Commercial Code:

- delegates to the Board of Directors, with power to sub-delegate in accordance with law, its competence to carry out one or more capital increases by way of public offerings other than those mentioned in Article L.411-2 of the Monetary and Financial Code, in such amounts and at such times as it deems fit, by issuing, without pre-emptive rights for existing shareholders, both in France and abroad, in euros, in a foreign currency or in any other monetary unit based on a basket of currencies, (i) ordinary shares in the company, and (ii) any securities which are equity securities giving access in whatever manner, immediately and/or in the future, at any time or on

a set date, to equity securities to be issued by the company. Such shares and securities may be subscribed for in cash or by set-off of mutual debts;

2. resolves that the total amount of capital increases that may be implemented immediately and/or in the future pursuant to this resolution may not exceed €4,200,000 (four million two hundred thousand euros) in nominal value, plus, as the case may be, the nominal amount of any additional shares to be issued to protect, in accordance with law, the rights of holders of securities giving access to ordinary shares in the company. This amount shall count towards the overall ceiling set in the sixteenth resolution;
3. resolves that the securities giving access to ordinary shares in the company or a subsidiary so issued may consist of debt securities or be linked to the issuance of such securities, or allow such securities to be issued as intermediate securities. In particular, they may be subordinated or unsubordinated, dated or undated, and issued in euros or a foreign currency or any other monetary unit established by reference to a basket of currencies;
4. resolves that the nominal amount of all debt securities that may be issued pursuant to this delegation may not exceed €6,000,000,000 (six billion euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided. This amount shall count towards the overall ceiling set in the sixteenth resolution and does not include above-par redemption premium, if provided for. Debt securities giving access to ordinary shares in the company or a subsidiary may be issued at a fixed and/or floating rate of interest, with or without capitalisation, and may be subject to redemption with or without premium, or repayment; they may also be repurchased on the stock market or be the subject of an offer by the company to purchase or exchange them. The maximum amount mentioned in the present paragraph doesn't apply to debt securities issued in accordance with an authorisation granted by the Board of Directors in application of Article L.228-40 of the French Commercial Code, nor to debt securities mentioned in Articles L.228-92 last paragraph, L.228-93 last paragraph and L.228-94 last paragraph of the French Commercial Code;
5. resolves to cancel the pre-emptive rights of shareholders to securities that may be issued pursuant to this delegation and to give the Board of Directors power to grant shareholders a reducible and/or irreducible priority right to subscribe for the securities, pursuant to Article L.22-10-51 of the Commercial Code. If subscriptions, including, as the case may be, any subscriptions made by shareholders, do not account for the entire issue, the Board may limit the amount of the issue in accordance with applicable law;
6. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to subscribe for those ordinary shares in the company to which any securities issued under this delegation may give entitlement;
7. resolves that the Board of Directors shall determine the characteristics, amount and terms of any issue and of the securities issued. In particular, it shall determine the category of the securities issued and, taking account of the indications given in its report, set their subscription price with or without premium, the date of first entitlement to dividends (which may be retroactive), and, as the case may be, the period during which or the terms on which the securities issued pursuant to this resolution shall give access to ordinary shares in the company or a subsidiary in accordance with applicable law, and the conditions under which the allotment rights of holders of securities giving access to ordinary shares will be temporarily suspended in accordance with applicable law. Unless the provisions of the twentieth resolution are applied, the issue price of the ordinary shares and the securities shall be such that the sum received immediately by the company, or by a subsidiary that issues securities giving access to that subsidiary's ordinary shares, plus any amount likely to be received subsequently by the company or the subsidiary, as the case may be, is equal to or greater than the minimum amount required by applicable regulations for each ordinary share issued as of the date the present delegation is used, which would on this day, pursuant to the provisions of Article R. 22-10-32 of the Commercial Code, be equal to the weighted average for the last three trading days preceding the start date of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, with a possible discount not exceeding 5%;
8. resolves that the Board of Directors shall have full powers, with power to sub-delegate in accordance with law, to implement this delegation, in particular by entering into any agreement for that purpose, and specifically with a view to the successful completion of all issues; to make

the aforementioned issues on one or more occasions, in such amounts and at such times as it deems fit, in France and/or, as the case may be, abroad and/or on the international market (or, as the case may be, to postpone any such issue); to confirm such issue has taken place and amend the articles of association accordingly; and to carry out all formalities and declarations and request all authorisations as may be necessary for the implementation and successful completion of such issues;

9. sets the period of validity of this delegation, which voids and replaces any unused portion of any previous delegation granted for the same purpose, at twenty-six months from the date of this meeting.

NINETEENTH RESOLUTION

(Delegation of competence to the Board of Directors to increase the share capital by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate or deferred access to the shares in the company, for a 26-month period)

The General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with 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, L.225-129 et seq., L.225-135 et seq., L.228-91 et seq., and L.22-10-49 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with power to sub-delegate in accordance with law, its competence to carry out one or more capital increases, through one or more offers falling within the scope of Article L. 411-2 1° of the Monetary and Financial Code, in such amounts and at such times as it deems fit, by issuing, without pre-emptive rights for existing shareholders, both in France and abroad, in euros, in a foreign currency or in any other monetary unit based on a basket of currencies, (i) ordinary shares in the company, and (ii) any securities which are equity securities giving access in whatever manner, immediately and/or in the future, at any time or on a set date, to equity securities of the company or (iii) securities giving access in whatever manner, immediately and/or in the future, to equity securities to be issued by the company. Such shares and securities may be subscribed for in cash or by set-off of mutual debts;
2. resolves that the total amount of capital increases that may be implemented immediately and/or in the future pursuant to this resolution may not exceed 10% of the share capital over a twelvemonth period or €4,200,000 (four million two hundred thousand euros) in nominal value. The nominal amount shall count towards the overall ceiling set in the sixteenth resolution, plus, where applicable, the nominal amount of the additional shares to be issued to protect, in accordance with law and with other contractual provisions providing for other adjustments, the rights of holders of securities giving access to ordinary shares in the company;
3. resolves that the securities giving access to ordinary shares in the company or a subsidiary issued under this resolution may consist of debt securities or be linked to the issuance of such securities, or allow such securities to be issued as intermediate securities. In particular, they may be subordinated or unsubordinated, dated or undated, and issued in euros or a foreign currency or any other monetary unit established by reference to a basket of currencies;
4. resolves that the nominal amount of all debt securities that may be issued pursuant to this resolution may not exceed €6,000,000,000 (six billion euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided. This amount shall count towards the overall ceiling set in the sixteenth resolution and does not include above-par redemption premium, if provided for. Debt securities giving access to ordinary shares in the company may be issued at fixed and/or floating rates of interest, with or without capitalisation, and may be subject to redemption with or without premium, or repayment; they may also be repurchased on the stock market or be the subject of an offer by the company to purchase or exchange them. The maximum amount mentioned in the present paragraph doesn't apply to debt securities issued in accordance with an authorisation granted by the Board of Directors in application of Article L.228-40 of the French Commercial Code, nor to debt securities mentioned in Articles L.228-92 last paragraph, L.228-93 last paragraph and L.228-94 last paragraph of the French Commercial Code;

5. resolves to cancel the pre-emptive rights of shareholders to ordinary shares and/or securities issued under this delegation;
6. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to subscribe for those ordinary shares in the company to which any securities issued under this delegation may give entitlement;
7. resolves that the Board of Directors shall determine the characteristics, amount and terms of any issue and of the securities issued. In particular, it shall determine the category of the securities issued and, taking account of the indications given in its report, set their subscription price with or without premium, the date of first entitlement to dividends (which may be retroactive), and, as the case may be, the period during which or the terms on which the securities issued pursuant to this resolution shall give access to equity securities in the company in accordance with applicable law, and the conditions under which the allotment rights of holders of securities giving access to ordinary shares in the company will be temporarily suspended in accordance with applicable law. Unless the provisions of the twentieth resolution are applied, the issue price of the ordinary shares and the securities shall be such that the sum received immediately by the company, or by a subsidiary that issues securities giving access to that subsidiary's ordinary shares, plus any amount likely to be received subsequently by the company or the subsidiary, as the case may be, is equal to or greater than the minimum amount required by applicable regulations for each ordinary share as of the date the present delegation is used, which would on this day, pursuant to the provisions of Article R. 22-10-32 of the Commercial Code, be equal to the weighted average for the last three trading days preceding the start date of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, with a possible discount not exceeding 5%;
8. resolves that the Board of Directors shall have full powers, with power to sub-delegate in accordance with law, to implement this delegation, in particular by entering into any agreement for that purpose, and specifically with a view to the successful completion of all issues; to make the aforementioned issues on one or more occasions, in such amounts and at such times as it deems fit, in France and/or, as the case may be, abroad and/or on the international market (or, as the case may be, to postpone any such issue); to confirm such issue has taken place and amend the articles of association accordingly; and to carry out all formalities and declarations and request all authorisations as may be necessary for the implementation and successful completion of such issues;
9. sets the period of validity of this delegation, which voids any unused portion of any previous delegation granted for the same purpose, at twenty-six months from the date of this meeting.

TWENTIETH RESOLUTION

(Authorisation to the Board of Directors to set the price, in accordance with the terms decided by the General Meeting, for immediate or future issues of equity securities, without pre-emptive rights for existing shareholders, for a 26-month period)

The General Meeting, having satisfied with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the report of the Board of Directors and the Statutory Auditors' special report and in accordance with the provisions of Articles L.225-129 et seq., L.228-91 et seq., and L.22-10-49 et seq. of the French Commercial Code:

1. authorises the Board of Directors, with power to sub-delegate in accordance with law, for each of the issues decided under the eighteenth and nineteenth resolutions and up to a limit of 10% of the share capital (based on the share capital as at the date of the Board of Directors ruling on the envisaged issuance) for a period of twelve months, to derogate from the pricing conditions stipulated by applicable regulations at the time this authorisation is used, i.e. on this day by Article R. 22-10-32 of the Commercial Code, and to set the price for immediate or future issues of equity securities by way of a public offering other than those mentioned in Article L. 411-2 of the Monetary and Financial Code or a public offering mentioned in Article L. 411-2 1° of the Monetary and Financial Code, in accordance with the following provisions:
 - a. for equity securities to be issued immediately, the Board may opt for one of two alternatives:
 - either the average price observed over a maximum period of six months prior to the issue date, or,
 - the volume-weighted average price on the market on the day preceding the issue (1-day VWAP) with a maximum discount of 10%,

- b. for equity securities to be issued at a later date, the issue price shall be such that the amount received immediately by the company, plus any amount receivable subsequently by the company, will be equal to or greater than the amount referred to in sub-paragraph a) above in respect of each share;
2. resolves that the Board of Directors shall have full powers to implement this resolution on the terms stipulated in the resolution pursuant to which such issue is decided;
3. sets the period of validity of this authorisation, which voids any unused portion of any previous authorisation granted for the same purpose, at twenty-six months from the date of this meeting.

TWENTY-FIRST RESOLUTION

(Delegation of competence to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without pre-emptive rights for existing shareholders, for a 26-month period)

The General Meeting, having satisfied with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with 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 et seq., L.225-135-1, L.228-91 et seq., and L.22-10-49 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with power to sub-delegate in accordance with law, its competence to decide, in the case of a capital increase with or without pre-emptive rights for existing shareholders, to increase the number of securities to be issued, within the limits as to time and quantity specifies in the applicable regulations as of the date of the issue (as of this day, during a period of thirty days from closing of subscriptions, up to a limit of 15% of the initial issue), for the same price as the initial issue, subject to compliance with the ceiling(s) set in the resolution pursuant to which such issue is decided;
2. sets the period of validity of this delegation, which voids any unused portion of any previous delegation granted for the same purpose, at twenty-six months from the date of this meeting.

TWENTY-SECOND RESOLUTION

(Delegation of powers to the Board of Directors to increase the share capital without pre-emptive rights for existing shareholders, as consideration for contributions in kind to the company consisting of another company's equity securities or securities giving access to its capital outside of a public exchange offer, for a 26-month period)

The General Meeting, having satisfied with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with 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 et seq., L.228-91 et seq., and L.22-10-49 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with power to sub-delegate in accordance with law, the powers to issue, based on the report of the expert appraisers referred to in paragraphs 1 and 2 of Article L.225-147 of the Commercial Code, ordinary shares of the company or securities giving access in whatever manner, immediately and/or in the future, to equity securities to be issued by the company, as consideration for contributions in kind made to the company consisting of another company's equity securities or securities giving access to the capital of another company, in cases where the provisions of Article L.22-10-54 of the Commercial Code are not applicable;
2. resolves that the total nominal amount of capital increases that may be implemented immediately and/or in the future pursuant to this delegation may not exceed 10% of the share capital (based on the share capital at the date of the decision of the Board of Directors). This nominal amount shall count towards the overall ceiling set in the sixteenth resolution. As the case may be, the nominal value of any additional shares issued to protect, in accordance with law and with other contractual provisions providing for other adjustments, the rights of holders of securities giving access to ordinary shares in the company shares, will be added to this amount.
3. resolves that the nominal amount of all debt securities that may be issued pursuant to this resolution may not exceed €6,000,000,000 (six billion euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided, it being stipulated that

such amount does not include above-par redemption premium, if provided for. This nominal amount shall count towards the overall ceiling set in the sixteenth resolution;

4. resolves to cancel insofar as is needed, for the benefit of the holders of equity securities or securities that are the subject of the contributions in kind, the pre-emptive rights of shareholders to the shares and/or securities issued under this delegation;
5. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to those ordinary shares in the company to which any securities issued under this delegation may give entitlement;
6. resolves that the Board of Directors shall have full powers, with power to sub-delegate in accordance with law, to implement this resolution, and in particular to determine the valuation of the contributions in kind based on the report of the expert appraiser(s), approve the granting of specific benefits, confirm the capital increases made pursuant to this delegation, amend the articles of association accordingly, deduct, as the case may be and if it see fit, the amount of any expenses, duties and fees incurred in connection with the issuance of the new shares from the amount of the corresponding share premiums, carry out all formalities and declarations, request all such authorisations as may be necessary for such contributions to be made, and determine the conditions under which the allotment rights of holders of securities giving access to ordinary shares will be temporarily suspended in accordance with applicable law;
7. sets the period of validity of this delegation, which voids any unused portion of any previous delegation granted for the same purpose, at twenty-six months from the date of this meeting.

TWENTY-THIRD RESOLUTION

(Delegation of competence to the Board of Directors to increase the share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered to a public exchange offer initiated by the company, for a 26-month period)

The General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with 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 et seq., L.228-91 et seq., and L.22-10-49 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with power to sub-delegate in accordance with law, its competence to issue ordinary shares of the company and/or securities, as consideration for securities tendered to a public exchange offer initiated by the company in France or abroad in accordance with local regulations, for securities of another company whose shares are admitted to trading on a regulated market as referred to in Article L. 22-10-54 of the Commercial Code;
2. resolves that the nominal amount of all capital increases that may be implemented immediately and/or in the future pursuant to this resolution may not exceed €4,200,000 (four million two hundred thousand euros) plus, as the case may be, the nominal amount of any additional shares to be issued in order to protect, in accordance with law and with other contractual provisions providing for other adjustments, the rights of holders of securities giving access to ordinary shares in the company. This amount shall count towards the overall ceiling set in the sixteenth resolution;
3. resolves that the nominal amount of all debt securities that may be issued pursuant to this resolution may not exceed €6,000,000,000 (six billion euros) or the equivalent in any other currency or any other unit of account on the date the issue is decided, it being stipulated that such amount does not include above-par redemption premium, if provided for. This nominal amount shall count towards the overall ceiling set in the sixteenth resolution;
4. resolves to cancel the pre-emptive rights of shareholders to ordinary shares and/or securities issued under this delegation;
5. notes that this delegation entails the waiver by shareholders of their pre-emptive rights to those ordinary shares in the company to which any securities issued under this delegation may give entitlement;
6. resolves that the Board of Directors shall have full powers, with power to sub-delegate in accordance with law, to implement this resolution, and in particular:

- to set the exchange ratio and, as the case may be, any cash balance of the consideration to be paid,
 - to confirm the number of securities tendered for exchange,
 - to determine the dates, terms and conditions of the issue – in particular the price and date of first entitlement to dividends – of the new shares or, as the case may be, of the securities giving immediate and/or future access to ordinary shares in the company,
 - to determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to ordinary shares will be temporarily suspended,
 - to enter on the liabilities side of the balance sheet in a share premium account, to which all shareholders shall have rights, the difference between the issue price of the new ordinary shares and their par value,
 - if necessary, to charge to such share premium account all expenses, taxes and duties incurred in relation to any transaction authorised pursuant to this resolution,
 - generally to take all useful steps and enter into all agreements to bring to successful completion any transaction authorised pursuant to this resolution, confirm the capital increase(s), and amend the articles of association accordingly;
7. sets the period of validity of this delegation, which voids any unused portion of any previous delegation granted for the same purpose, at twenty-six months from the date of this meeting.

TWENTY-FOURTH RESOLUTION

(Delegation of competence to the Board of Directors to increase the share capital, without pre-emptive rights for existing shareholders, for the benefit of employees or corporate officers of the Company or related companies who are members of a company savings scheme, for a 26-month period)

The General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with 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), L.225-138-1 and L.22-10-49 et seq., and Articles L.3332-1 et seq. of the French Labour Code:

1. delegates to the Board of Directors, with power to sub-delegate in accordance with law, the competence to carry out, at its own initiative, in such amounts and at such time as it deems fit, one or more share capital increases, up to 2% of the company's share capital on the day of the Board of Directors' decision, by issuing (i) ordinary shares and/or (ii) equity securities giving access, immediately or in the future, to other equity securities in the company or giving access, immediately or in the future, to debt securities and/or (iii) securities giving access, immediately or in the future, to equity securities to be issued by the company under the conditions established by law, reserved 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 schemes;
2. resolves that the subscription price for the new shares will be set by the Board of Directors or its delegate, upon each issue, in accordance with the provisions of Article L.3332-19 of the French Labour Code;
3. notes that this resolution entails the cancellation of the shareholders' pre-emptive rights in favour of the employees and corporate officers for whom the capital increase is reserved, and the waiver of any entitlement to the shares or other securities giving access to the capital that are allotted free of charge pursuant to this resolution;
4. resolves, by way of application of Article L.3332-21 of the French Labour Code, that the Board of Directors may provide for the attribution of free shares already issued or to be issued or other securities giving access to the share capital of the company already issued or to be issued, (i) by way of company contribution which may be paid in accordance with the regulations of the employee savings scheme of the company or of the group, and/or (ii) as the case may be through the discount;
5. delegates full powers to the Board of Directors, with power to sub-delegate in accordance with law, to:

- set the date and terms and conditions of the issues to be made pursuant to this resolution and in particular, decide whether the shares shall be subscribed directly or through a mutual fund or through another entity in accordance with applicable law,
- decide and fix the terms for allotting shares free of charge or other securities giving access to the capital, pursuant to the delegation given in point 1 above; set the issue price of the new shares to be issued in compliance with the above rules; set opening and closing dates for subscriptions and the dates of first entitlement to dividends; set the payment period, subject to a maximum period of three years; and set, where appropriate, the maximum number of shares that can be subscribed per employee and per issue,
- confirm that the capital increases have taken place, at an amount equal to the amount of shares actually subscribed for,
- carry out all transactions and formalities, directly or through an agent,
- amend the Articles of Association accordingly to reflect the capital increases,
- charge the expenses of the capital increases against the share premium arising on each increase and deduct from such amount the sums required to raise the legal reserve to one-tenth of the new share capital following each increase,
- generally take all necessary measures.

The Board of Directors may, within the limits set by law and any limits predetermined by the Board of Directors, delegate to the Chief Executive Officer or, with his consent, to one or more Deputy Chief Executive Officers, the powers granted to it under this resolution;

6. sets the period of validity of this delegation, which voids any unused portion of any previous delegation granted for the same purpose, at twenty-six months from the date of this meeting.

TWENTY-FIFTH RESOLUTION

(Amendment to Article 10 of the Articles of Association concerning the term of office of the employee representative Directors)

The General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the report of the Board of Directors report, hereby resolves to amend the provisions of the Articles of Association concerning the term of office of the employee representative Directors appointed 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 will be applicable as from the appointment, in 2024, of the new employee representative Directors.

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

Previous version	New version
<p>ARTICLE 10 – BOARD OF DIRECTORS</p> <p>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.</p> <p>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.</p> <p>If one or more seats of non-employee representative Directors fall vacant between two General Meetings due to death or resignation, the Board of</p>	<p>ARTICLE 10 – BOARD OF DIRECTORS</p> <p>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.</p> <p>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.</p> <p>If one or more seats of non-employee representative Directors fall vacant between two General Meetings due to death or resignation, the Board of</p>

<p>Directors may make one or more interim appointments.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>10.2 The Board of Directors comprises one or two employee representative Directors in accordance with Article L. 225-27-1 of the French Commercial Code.</p> <p>When the number of non-employee Directors is less than or equal to eight, an employee representative Directors must be appointed. If the number of non-employee representative Directors exceeds eight, two employee representative Directors must be appointed.</p> <p>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 employee representative Directors are to be appointed, these Directors are</p>	<p>Directors may make one or more interim appointments.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>10.2 The Board of Directors comprises one or two employee representative Directors in accordance with Article L. 225-27-1 of the French Commercial Code.</p> <p>When the number of non-employee representative Directors is less than or equal to eight, an employee representative Director must be appointed. If the number of non-employee representative Directors exceeds eight, two employee representative Directors must be appointed.</p> <p>When only one employee representative Director 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 employee representative Directors are to</p>
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<p>appointed by each of the two trade unions having obtained the most votes in the first round of these elections.</p> <p>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.</p> <p>If the number of Directors not representing employees becomes less than or equal to eight, the terms of office of the two employee representative Directors shall continue until their term.</p> <p>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.</p> <p>If one or more seats of employee representative Directors 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.</p> <p>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.</p> <p>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.</p>	<p>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; 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.</p> <p>The duties of the employee representative Director(s) take effect as of the Annual General Meeting following the date of their appointment, for a period of three years. They end at the close of the Annual General Meeting held in the year during which the term of office of such employee representative Director(s) expire.</p> <p>If the number of non-employee representative Directors becomes less than or equal to eight, the terms of office of the two employee representative Directors shall continue until their term.</p> <p>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.</p> <p>If one or more seats of employee representative Directors 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.</p> <p>Except in the event of termination at the initiative of the employee, the termination of the employment contract of a employee representative Director 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.</p> <p>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</p>
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<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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, employee representative Directors 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.</p> <p>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.</p>	<p>shares. The Supervisory Board of the FCPE elects one candidate, by simple majority, from among the employee members of the Supervisory Board.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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, employee representative Directors 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.</p> <p>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.</p>
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TWENTY-SIXTH RESOLUTION

(Creation of a new Article 16 "Censor" of the Articles of Association of the company)

The General Meeting, having satisfied the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the report of the Board of Directors report, hereby

resolves to allow the Board of Directors to appoint a censor, and resolves to create, consequently, a new Article 16 "Censor" written as follows:

Article 16 – Censor

The Board of Directors may appoint one or several censors for three-year terms, renewable an unlimited number of times.

The duties of the censor shall cease automatically following the Board of Directors meeting held beyond the age of 70.

The censors are responsible for ensuring the proper application of the Articles of Association. The censors can be consulted by the Chairman on the strategic guidelines of the Group and, generally, on any issues related to the organization or the development of the Company. The chairmen of the committees can also request their opinion on the subjects related to their respective skills.

The censors are convened to and attend the Board of Directors meetings in an advisory capacity, without the validity of the Board deliberations being affected by their absence. They can, in an advisory capacity, attend to the meetings of the Board committees. When they see fit, they present their observations to the Board of Directors on any matters on which the Board may deliberate, and they can present their observations on these matters to the General Meeting.

The Board of Directors can resolve to take from the annual remuneration of the Directors a sum intended to compensate the censors.

The General Meeting resolves to renumber correlatively the former Articles 16 and seq. of the Articles of Association.

TWENTY-SEVENTH RESOLUTION
(Authorisation to carry out formalities)

The General Meeting, having satisfied the quorum and majority requirements 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.

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 Wednesday 12 April 2023, 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 Wednesday 12 April 2023;
- **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 Wednesday 12 April 2023.

B. Arrangements for participating in the meeting

1. Attending the meeting

Shareholders wishing to attend the meeting in person must request an admission card "*carte d'admission*" as early as possible in order to receive it in time.

1.1. Requesting an admission card "*carte d'admission*" by post

- **registered shareholders** can request an admission card "*carte d'admission*" from TF1, Service Titres - C/O Bouygues – 32 avenue Hoche, 75008 Paris, France (+33 (0)1 44 20 11 07); 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. Should bearer shareholders not receive their admission card, 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.

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 Friday 24 March 2023 on the company's website at 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 by post to TF1, Service Titres, C/O Bouygues, 32 avenue Hoche, 75008 Paris, France.

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 Tuesday 11 April 2023 (at the end of the calendar day).

2.2 Voting by correspondence by internet

TF1 also gives shareholders 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 29 March 2023 at 9.00am until at 3 p.m., Paris time, on Thursday 13 April 2023, 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.

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, 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 by post to TF1 - Service Titres - C/O Bouygues - 32 avenue Hoche, 75008 Paris, France.

To be taken into account, the designations or revocations of representatives must be received at the latest on the day preceding the meeting, namely Thursday 13 April 2023 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 tf1inscriptionodjag2023@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 Wednesday 12 April 2023.

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 tf1inscriptionodjag2023@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 7 April 2023 (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 tf1questionecriteag2023@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 9 March 2023 on the company's website 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, under Investors / General Meeting as of the twenty-first day preceding the Combined Ordinary and Extraordinary General Meeting namely Friday, March 24, 2023.

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 Wednesday 12 April 2023.

In accordance with AMF Instruction No. 2011-04, the persons concerned must send the AMF the requisite information by e-mail to: declarationpretsemprunts@amf-france.org.

They must send the company the same information by e-mail to: declarationpretemprunt2023@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 14 April 2023 and for all General Meetings that are held until said shares are sold or returned.

The Board of Directors