

## **TÉLÉVISION FRANÇAISE 1 – TF1**

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

### **COMBINED ANNUAL GENERAL MEETING ON 15 APRIL 2021 HELD BEHIND CLOSED DOORS UPDATED MEANS OF TAKING PART**

In accordance with Decree n°2021-255 published in the Official Journal on 10 March 2021, adopted by the Government due to the persistence of the health crisis and the need to maintain the measures restricting or prohibiting public assemblies, **the Combined Annual General Meeting of TF1 will held on Thursday 15 April 2021, at 09:30 at TF1's headquarters, behind closed doors**, without the physical presence of its shareholders and of the other persons authorized to attend such meeting, as a result of the administrative measures restricting or prohibiting travels or public assemblies on health grounds, the obligation to comply with social distancing measures and the number of people habitually attending previous Annual General Meetings.

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

The rules for participation in the General Meeting are as it follows:

#### **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, 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, or sent a proxy, he or she may no longer choose to participate in a different manner.

#### **A. Formalities for participating in the meeting**

Only shareholders having confirmed their status at the latest on the second business day preceding the meeting, namely by and before at 00:00, Paris time on Tuesday 13 April 2021, in the manner indicated below, may participate in the meeting.

For all shareholders wishing to be represented or vote by correspondence, it is mandatory:

– **in the case of registered shareholders:** for their shares to be entered in the registered share account by and before at 00:00, Paris time on Tuesday 13 April 2021;

– **in the case of bearer shareholders:** for the authorised intermediary managing their securities account, to prepare a participation certificate "*attestation de participation*" confirming book entry of their shares in its account by and before at 00:00, Paris time on Tuesday 13 April 2021.

#### **B. Arrangements for participating in the meeting**

##### **1. Attending the meeting**

In the context of the Covid-19 health crisis, the shareholders will not be allowed to attend physically the General Meeting.

Therefore, no admission card “*carte d’admission*” will be delivered.

## **2. Voting by correspondence**

### **2.1 Voting by correspondence by post or electronically**

Shareholders 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 CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue de Rouget de Lisle 92862 Issy Les Moulineaux Cedex 09;
- **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 on Thursday 25 March 2021 on the company’s website at [www.groupe-tf1.fr](http://www.groupe-tf1.fr), under Investors / General Meeting.

The duly completed and signed postal vote forms (accompanied by the participation certificate “*attestation de participation*” in the case of the bearer shareholders) must be sent:

- either by post to CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue de Rouget de Lisle 92862 Issy Les Moulineaux Cedex 09;
- or electronically, in the form of a scanned copy, in an attachment sent by e-mail to: [ag2021@tf1.fr](mailto:ag2021@tf1.fr). Scanned copies of unsigned forms cannot be accepted.

To be taken into account, postal vote forms must reach CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue de Rouget de Lisle 92862 Issy Les Moulineaux Cedex 09, no later on Wednesday 14 April 2021 at 03:00 pm (Paris time).

### **2.2 Voting by correspondence by internet**

TF1 also gives shareholders (full owners) the option of voting by internet, before the meeting, on the Votaccess secure platform that can be accessed as indicated below.

- **registered shareholders** can connect to the <https://serviceactionnaires.tf1.fr> website by entering their login and password, and clicking on “Vote by internet” on the home page; Shareholders must then follow the instructions displayed on the screen;
- **bearer shareholders** whose financial intermediary managing their securities account is a member of the Votaccess secure platform can connect to the internet portal of their financial intermediary with their usual login codes and click on the icon displayed on the line corresponding to TF1 shares to access Votaccess. Shareholders must then follow the instructions displayed on the screen.

Votaccess will be accessible from Wednesday 31 March 2021 at 9.00am until at 3 p.m., Paris time, on Wednesday 14 April 2021, the last business day preceding the meeting.

In order to avoid potential congestion on Votaccess, shareholders are advised not to wait until the last few days before the meeting to connect and vote.

## **3. Designating a proxy**

Shareholders not attending the meeting may be represented by giving proxy to the Chairman of the General Meeting, their spouse, their civil-union (PACS) partner, another shareholder or any other natural person or legal entity of their choice, in accordance with Articles L. 225-106 et L. 22-10-39 of the Commercial Code.

In accordance with the provisions of Article R. 225-79 of the Commercial Code, the proxy given by a shareholder must be signed by the shareholder. He/she shall indicate his/her last name, first name and address, and may designate a representative, whose last name, first name and address must be

given, or, in the case of a legal entity, the denomination or corporate name and the registered office. The representative is not authorised to replace himself/herself by another person.

When no representative is designated as the proxy, the Chairman of the General Meeting will vote for draft resolutions presented or approved by the Board of Directors and vote against all other draft resolutions. To cast a different vote, shareholders must designate a representative who will agree to vote in the way they indicate.

### **3.1 Designating a proxy by post or electronically**

Shareholders who wish to be represented must do as follows:

- **in the case of registered shareholders:** return to the company in the manner indicated below the proxy vote form sent to them with the Convening Notice;
- **in the case of bearer shareholders:** ask the authorised intermediary managing their securities account for a proxy vote form.

The proxy vote form will also be available on the company's website at [www.groupe-tf1.fr](http://www.groupe-tf1.fr), under Investors / General Meeting.

The duly completed and signed proxy vote forms (accompanied by the participation certificate "*attestation de participation*" in the case of the bearer shareholders) must be sent:

- either by post to CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue de Rouget de Lisle 92862 Issy Les Moulineaux Cedex 09;
- or electronically, in the form of a scanned copy, in an attachment sent by e-mail to: [ag2021@tf1.fr](mailto:ag2021@tf1.fr). Scanned copies of unsigned forms will not be accepted.

To be taken into account, the designations or revocations of representatives transmitted electronically must be received at the latest on the day preceding the meeting, namely Wednesday 14 April 2021 at 3 pm, Paris time.

Shareholders may revoke the designation of their representative, provided the revocation is made in writing and communicated to the company in the same manner as the designation.

### **3.2 Designating a proxy by internet**

Shareholders who wish to designate a proxy by internet must do as follows:

- **in the case of registered shareholders:** connect to the <https://serviceactionnaires.tf1.fr> website by entering their login and password, and clicking on "Vote by internet" on the home page; Shareholders must follow the instructions displayed on the screen;
- **in the case of bearer shareholders** whose financial intermediary managing their securities account is a member of the Votaccess secure platform: connect to the internet portal of their financial intermediary with their usual login codes and click on the icon displayed on the line corresponding to TF1 shares to access Votaccess. Shareholders must follow the instructions displayed on the screen.

To be taken into account, the designations or revocations of representatives transmitted electronically must be received at the latest on the day preceding the meeting, namely Wednesday 14 April 2021 at 3 pm, Paris time.

Shareholders may revoke the designation of their representative, provided the revocation is made in writing and communicated to the company in the same manner as the designation.

## **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 published in the official gazette, Bulletin des Annonces Légales Obligatoires (BALO) on 1 March 2021, either by registered letter with acknowledgement of receipt addressed to TF1 – Direction des Affaires Juridiques – boîte 61 - 1, quai du Point du jour, 92100 Boulogne Billancourt, France, or by e-mail to [tf1inscriptionodjag2021@tf1.fr](mailto:tf1inscriptionodjag2021@tf1.fr). The request to put an item on the agenda must include a brief statement of reasons. The request to put draft resolutions on the agenda must include the text of the draft resolutions and, if need be, a brief statement of reasons.

Persons making a request must demonstrate at the date of their request that they possess or represent the required fraction of the capital by having the corresponding shares shown either on the company's registered shares accounts or on the bearer-share accounts held by an authorised intermediary. They are to transmit a book entry confirmation certificate "*attestation d'inscription en compte*" along with their request.

For an item or proposed resolution to be taken up by the meeting, the persons making the request must submit a new certificate confirming the book entry of the shares in the same accounts on the second business day preceding the meeting, namely by and before at 00:00, Paris time on Tuesday 13 April 2021.

Where the purpose of a draft resolution is to present a candidate for the Board of Directors, the request must include the information provided for in paragraph 5 of Article R. 225-83 of the Commercial Code, i.e. the last name, first name and age of the candidate, professional references and professional activities over the past five years, including the functions exercised at present or previously in other companies, where applicable, any positions and functions that the candidate has held in the company, and the number of registered or bearer shares he or she owns.

Only requests to put items or draft resolutions on the agenda of the General Meeting may be sent electronically to [tf1inscriptionodjag2021@tf1.fr](mailto:tf1inscriptionodjag2021@tf1.fr); no other requests or notifications concerning other subjects can be considered and/or processed in this way.

#### **D. Written questions**

In accordance with Article R. 225-84 of the Commercial Code, all shareholders are entitled to submit questions in writing, to which the Board of Directors is obliged to respond during the meeting. A single response may be given to questions addressing the same issue. A question will be considered answered if the response is posted in the Q&A section of the company's website.

Written questions shall be submitted at the latest on the second business day preceding the General Meeting, namely midnight (CET) on Tuesday 13 April 2021 (at the end of the calendar day), either by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of Directors, TF1 - boîte 61 - 1, quai du Point du jour, 92100 Boulogne Billancourt, France, or by e-mail to [tf1questionecriteag2021@tf1.fr](mailto:tf1questionecriteag2021@tf1.fr). In the case of bearer shareholders, questions must be accompanied by a book entry certificate confirming that the bearer shares are in the accounts held by an intermediary mentioned in Article L. 211-3 of the Monetary and Financial Code.

Only written questions within the meaning of Article R. 225-84 may be sent to the company; no other requests or notifications concerning other subjects can be considered and/or processed in this way.

#### **E. Documents made available to shareholders**

The Universal Registration Document containing information and documents to be presented at the Combined Annual General Meeting will be available from 11 March 2021 on the company's website [www.groupe-tf1.fr](http://www.groupe-tf1.fr) under Investors / General Meeting.

Documents and information relating to the Annual General Meeting will be made available to shareholders at the registered office, Direction des Affaires Juridiques at boîte 61 - 1, quai du Point du jour 92100 Boulogne Billancourt, France, under the conditions stipulated by applicable legal and regulatory provisions.

Furthermore, the documents and information provided for in Article R. 22-10-23 of the Commercial Code can be accessed on the company's website [www.groupe-tf1.fr](http://www.groupe-tf1.fr), under Investors / General Meeting as of the twenty-first day preceding the Combined Ordinary and Extraordinary General Meeting namely Thursday, March 25, 2021.

#### **F. Transactions involving the temporary transfer of shares**

All persons who come to hold, on a temporary basis, a number of shares representing more than 0.5% of the voting rights must notify the company and the AMF, under the conditions stipulated in Article L. 22-10-48 of the Commercial Code and Article 223-38 of the AMF General Regulation, at the latest on the second business day preceding the meeting, namely by and before namely by and before at 00:00, Paris time on Tuesday 13 April 2021

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

They must send the company the same information by e-mail to: [declarationpretemprunt2021@tf1.fr](mailto:declarationpretemprunt2021@tf1.fr).

If the company and the AMF are not informed under the aforementioned conditions, the voting rights attached to shares acquired through the temporary transactions concerned will be suspended for the Combined Ordinary and Extraordinary General of 15 April 2021 and for all General Meetings that are held until said shares are sold or returned.

*The Chairman and Chief Executive Officer  
Duly empowered by the Board of Directors*