

## **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 Thursday April 14<sup>th</sup>, 2022 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 2021 financial year,
2. Approval of the consolidated financial statements for the 2021 financial year,
3. Appropriation of profits for the 2021 financial year and setting the amount of the dividend,
4. Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code,
5. Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2021 financial year to Gilles Pélisson as Chairman and Chief Executive Officer,
6. Approval of the information concerning the remuneration of the corporate officers described under Article L. 22-10-9 of the French Commercial Code,
7. Approval of the remuneration policy applicable for Gilles Pélisson, Chairman and Chief Executive Officer,
8. Approval of the remuneration policy for Directors,
9. Reappointment of Gilles Pélisson as Director for a three-year term,
10. Reappointment of Marie Pic-Pâris Allavena as Director for a three-year term,
11. Reappointment of Olivier Roussat as Director for a three-year term,
12. Appointment of Orla Noonan as Director for a three-year term,
13. Recording of the appointment of the Directors representing the employees for a two-year-term,
14. Reappointment of Ernst & Young Audit as Permanent Statutory Auditor for a term of six financial years,
15. Non-reappointment of Auditex as Alternate Auditor,
16. Authorisation granted to the Board of Directors to transact in the Company's shares for an 18-month period, subject to a maximum of 10% of the share capital.

##### ***Extraordinary General Meeting***

17. Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares, for an 18-month period,
18. Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, in favour of employees or corporate officers of the Company or affiliated companies who are members of a company savings plan, for a 26-month period,
19. Authorisation granted to the Board of Directors to grant stock subscription or purchase options to employees or corporate officers of the company or affiliated companies, for a 38-month period,
20. Authorisation granted to the Board of Directors to carry out awards of performance shares, issued or that may be issued, without shareholders' preferential right of subscription, in favour of employees or corporate officers of the company or affiliated companies, for a 38-month period,
21. Amendment of Article 7 of the Articles of Association concerning the procedures for declaring the crossing of thresholds,
22. Authorisation to carry out formalities.

## ORDINARY GENERAL MEETING

### FIRST RESOLUTION

*(Approval of the financial statements for the 2021 financial year)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors and the Statutory Auditors' reports, approves the individual financial statements for the year ended 31 December 2021 as presented, as well as the transactions reflected in those financial statements and summarised in those reports, showing a net profit of €164 656 869,91.

### SECOND RESOLUTION

*(Approval of the consolidated financial statements for the 2021 financial year)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the consolidated financial statements for year ended 31 December 2021 and the Board of Directors' and statutory auditors' reports, approves the consolidated financial statements for the 2021 financial year as presented, as well as the transactions reflected in those financial statements and summarised in those reports, showing a net profit Group share of 225,3 million.

### THIRD RESOLUTION

*(Appropriation of profits for the 2021 financial year and setting the amount of the dividend)*

The Shareholders' Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, notes that, taking into account the net profit for the financial year ended 31 December 2021 of €164 656 869,91 and retained earnings of €275 310 186,57, the distributable profit for the financial year amounts to €439 967 056,48.

The Shareholders' Meeting decides, on proposal of the Board of Directors, the following appropriation of distributable profit:

| €                                |                |
|----------------------------------|----------------|
| Result for the year              | 164 656 869,91 |
| Retained earnings (credit)       | 275 310 186,57 |
| Appropriation                    |                |
| Ordinary dividend <sup>(a)</sup> | 94 718 535,75  |
| Retained earnings                | 345 248 520,73 |

(a) €0,45 x 210 485 635 capital shares (number of shares at 31 December 2021)

The dividend date on the Euronext Paris market will be 21 April 2022 and will be payable in cash on 25 April 2022 to shareholders of record at the close of business on 22 April 2022 evening.

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

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

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

|  | 2018           | 2019        | 2020           |
|--|----------------|-------------|----------------|
| Number of shares                             | 209 928 940    | 210 242 074 | 210 392 991    |
| Unit dividend                                | €0,40          | €0          | €0,45          |
| Total dividend <sup>(a)</sup> <sup>(b)</sup> | €83 971 576,00 | €0          | €94 676 845,95 |

(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, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having reviewed the special auditors' report on related-party agreements covered by article L. 225-38 et seq. of the 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 2021 financial year to Gilles Pélisson as Chairman and Chief Executive Officer)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having reviewed the corporate governance report, referred to in Article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid during the course of or allocated for the financial year ended on 31 December 2021 to Gilles Pélisson in his role as Chairman and Chief Executive Officer, as presented in Section 3.4 of the 2021 universal registration document.

#### **SIXTH RESOLUTION**

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

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, in accordance with Article L. 22-10-34 I of the French Commercial Code, having acknowledged the corporate governance report, approves the information published pursuant to Article L. 22-10-9 of the French Commercial Code, as presented in Section 3.4 of the 2021 universal registration document.

#### **SEVENTH RESOLUTION**

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

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, in accordance with Article L. 22-10-8 of the French Commercial Code, having acknowledged the corporate governance report, approves the remuneration policy for Gilles Pélisson in his role as Chairman and Chief Executive Officer, described in Section 3.5 of the 2021 universal registration document.

#### **EIGHTH RESOLUTION**

*(Approval of the remuneration policy for Directors)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, in accordance with Article L. 22-10-8 of the French Commercial Code, having acknowledged the corporate governance report, approves the remuneration policy for Directors, described in Section 3.5 of the 2021 universal registration document.

#### **NINTH RESOLUTION**

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

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, reappoints Gilles Pélisson as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called to approve, in 2025, the financial statements for the 2024 financial year.

**TENTH RESOLUTION**

*(Reappointment of Marie Pic-Pâris Allavena as Director for a three-year term)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, reappoints Marie Pic-Pâris Allavena as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called, in 2025, to approve the financial statements for the 2024 financial year.

**ELEVENTH RESOLUTION**

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

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, reappoints Olivier Roussat as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called, in 2025, to approve the financial statements for the 2024 financial year.

**TWELFTH RESOLUTION**

*(Appointment of Orla Noonan as Director for a three-year term)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, appoints Orla Noonan as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called, in 2025, to approve the financial statements for the 2024 financial year.

**THIRTEENTH RESOLUTION**

*(Recording of the appointment of the Directors representing the employees for a two-year-term)*

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, records the appointment of Farida Fekih and Sophie Leveaux as Directors representing the employees made in accordance with Article L.225-27-1 of the French Commercial Code and Article 10 of the Articles of Association, for a two-year term of office.

**FOURTEENTH RESOLUTION**

*(Reappointment of Ernst & Young Audit as Permanent Statutory Auditor for a term of six financial years)*

The General Meeting, ruling in compliance with the quorum and majority rules required for Ordinary General Meetings, reappoints Ernst and Young Audit as Permanent Statutory Auditor, for a term of six financial years, expiring at the end of the General Meeting called in 2028 to approve the financial statements for the 2027 financial year.

**FIFTEENTH RESOLUTION**

*(Non-reappointment of Auditex as Alternate Auditor)*

The General Meeting, ruling in compliance with the quorum and majority rules required for Ordinary General Meetings, notes that the term of office of Auditex as Alternate Auditor expires at the end of this Meeting, and decides not to reappoint it.

**SIXTEENTH RESOLUTION**

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

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

1. hereby authorises the Board of Directors to carry out or have the company carry out the buybacks, under the conditions set out below, of a number of shares representing up to 10% of the company's share capital at the date of the buyback, in compliance with the prevailing legal and regulatory conditions applicable at that date;
2. resolves that this authorisation may be used for the following purposes, corresponding either to a market practice accepted by the AMF (French financial markets authority) or an objective provided for in Article 5 of Regulation (EU) No. 596/2014 on market abuse, or an objective specified in Article L. 22-10-62 of the French Commercial Code:
  - reduce the share capital by cancelling shares under the conditions provided for by law, subject to authorisation by the Extraordinary General Meeting,
  - grant shares to employees or corporate officers of the company or affiliated companies under the terms and conditions laid down by law, in particular as part of profit-sharing schemes, stock option schemes, through an allotment of shares, or corporate or group savings plans,
  - retain shares and, where appropriate, use them subsequently as payment or exchange for acquisitions, mergers, demergers or transfers of assets, in compliance with regulatory requirements,
  - promote market liquidity and regularity in the company's equity securities listings and avoid price variances not justified by market trends, by making use of a liquidity agreement to be managed by an investment services provider acting in compliance with AMF-approved market practice,
  - fulfil obligations related to debt securities, in particular securities giving entitlement to company shares through redemption, conversion or exchange, or in any other manner,
  - implement any market practice accepted by the AMF and generally to carry out any other transaction in compliance with prevailing regulations;
3. resolves that the vesting, sale, transfer or exchange of these shares may be carried out, on one or several occasions, in compliance with rules issued by the AMF in its position/recommendation No. 2017-04, on- or off-market, including on a multilateral trading facility (MTF) or via a systematic "internaliser", or over the counter, in any manner, including the acquisition or disposal of blocks of shares, by using derivative financial instruments, and at any time, including during a takeover bid for the company's shares. The entire programme may be carried out through block trades;
4. resolves that the purchase price may not exceed €15 (fifteen euros) per share, subject to any adjustments relating to share capital transactions. If share capital is increased by incorporating premiums, earnings, reserves or free shares into capital, or in the event of a stock split or reverse stock split, the price indicated above shall be adjusted by a multiplication factor equal to the ratio of the number of shares making up the share capital before the transaction to the number of shares after the transaction;
5. sets at €300,000,000 (three hundred million euros), the maximum amount of funds intended to carry out the share buyback programme thus authorised;
6. notes that, in accordance with law, the total shares held at any given date may not exceed 10% of the share capital outstanding at that date;
7. gives full powers to the Board of Directors, with the power to subdelegate, in accordance with applicable law, to implement this authorisation, place all stock orders, conclude all agreements, in particular with a view to the registration of purchases and sales of shares, to complete all declarations and formalities with the AMF or any other body, and in general to take all necessary measures to execute the decisions taken within the scope of this authorisation;
8. resolves that the Board of Directors shall inform the General Meeting of the transactions carried out, in accordance with applicable regulations;
9. sets the period of validity of this delegation at eighteen months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, and replaces any previous delegation of powers for the same purpose.

## **EXTRAORDINARY GENERAL MEETING**

### **SEVENTEENTH RESOLUTION**

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

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

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

### **EIGHTEENTH RESOLUTION**

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

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

1. delegates to the Board of Directors the authority to decide, at its sole discretion, in the proportion and at the time it will deem fit, one or more share capital increases, within a maximum limit of 2% of share capital existing on the date the decision is made, by issuing ordinary shares or securities giving access to the capital 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 plan;
2. resolves that the subscription price for new shares as set by the Board of Directors or its delegate, in accordance with the provisions of Article L. 3332-19 of the French Labour Code, upon each issue, may not be above the average opening listed price for the share on the Euronext Paris market over the twenty trading days preceding the date on which the decision to establish the opening date of the subscription is made nor below this average plus the maximum premium set by law;
3. notes that this resolution cancels shareholders' preferential right of subscription for the benefit of the employees and corporate officers for whom the capital increase is reserved and waives all rights to other shares and securities giving access to the performance shares issued under this resolution;
4. delegates all powers to the Board of Directors to:

- decide the date and terms of the issues performed under this resolution; in particular to decide whether the shares will be subscribed directly or through the intermediary of a common investment fund or of another entity in accordance with current legislation,
- decide and set the terms of issue of other securities giving access to the share capital, pursuant to the authorisation granted in point 1, above; set the issue price of new shares to be issued pursuant to the rules defined above, the opening and closing dates of subscriptions, the vesting dates, the time period for payment, within the limit of a maximum of three years, and set the maximum number of shares that can be subscribed by each employee, per issue,
- record the completion of capital increases to reflect the amount of shares actually subscribed,
- complete, directly or indirectly, all transactions and formalities,
- amend the Articles of Association accordingly,
- charge the costs of the capital increases against the amount of the premium relating to each increase and deduct from such amount the necessary amounts so that the legal reserve is equal to one-tenth of the new amount of share capital after each increase,
- and generally do whatever is necessary.

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

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

#### **NINETEENTH RESOLUTION**

*(Authorisation granted to the Board of Directors to grant stock subscription or purchase options to employees or corporate officers of the company or affiliated companies, for a 38-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-177 to L. 225-186-1 of the French Commercial Code:

1. authorises the Board of Directors to grant, on one or more occasions, to those beneficiaries which it will name among the employees and corporate officers of the company and/or companies or groupings directly or indirectly connected with it pursuant to Article L. 225-180 of the French Commercial Code, stock options granting a right, of its choosing, to subscribe for new company shares to be issued as part of capital increase, or to purchase existing company shares resulting from a buyback of shares carried out by the company;
2. resolves that the total number of stock options that may be granted by virtue of the present authorisation cannot entitle the holders to subscribe or purchase a number of ordinary shares representing, on the allocation date and in light of the stock options already granted under the present delegation, more than 3% of share capital on the date of the Board of Directors' decision, it being specified that this ceiling is shared with that set for the performance shares awarded under the twentieth resolution of this General Meeting;
3. resolves that the total number of stock options that may be granted to the company's Executive Directors by virtue of the present authorisation cannot entitle the holders to subscribe or purchase a number of ordinary shares representing, on the allocation date and in light of the stock options already granted under the present delegation, more than 5% of the total allocations made by the Board of Directors for thirty-eight months, it being specified that this ceiling will be, as applicable, shared with that set for the performance shares awarded to the corporate officers under the twentieth resolution of this General Meeting.
4. resolves that if a stock option is granted, the subscription price paid by the beneficiaries will be set by the Board of Directors, without discount, on the day on which the stock options will be granted; this price cannot be lower than the average share price listed on the Euronext Paris stock exchange – or any other market which may come to replace this – during the twenty trading days preceding the day on which the stock options will be granted;

5. resolves that if a stock option is granted, the stock purchase price paid by the beneficiaries will be set by the Board of Directors, without discount, on the day on which the stock options will be granted and cannot be lower than the average share price listed on the Euronext Paris stock exchange – or any other market which may come to replace this – during the twenty trading days preceding the day on which the stock options will be granted, nor than the average purchase price of shares held by the company under Articles L. 225-208 and L. 225-209 of the French Commercial Code;
6. resolves that the length of the exercise period of the stock options granted under this authorisation, as recorded by the Board of Directors, cannot exceed ten years from their grant date;
7. notes that in accordance with Article L. 225-178 of the French Commercial Code, the present authorisation includes, for the beneficiaries of subscription options, an express waiver of their preferential right of subscription to shares which may be issued as the options are exercised;
8. delegates all powers to the Board of Directors, with the power to subdelegate within the legal limits, to set the other conditions and terms for the allocation of options and their exercise and in particular to:
  - determine the performance criteria applicable to the beneficiaries of the stock options, be they employees or corporate officers,
  - determine the other conditions under which the stock options will be granted and exercised, and draw up the list of beneficiaries of the stock options; in particular for stock options granted, as applicable, to corporate officers of the company, ensure that stock options cannot be exercised before their terms of office have ended, or determine the quantity of shares that must be held in bearer form until their terms of office have ended,
  - determine the periods for exercising the stock options, and, as appropriate, establish clauses prohibiting the immediate resale of any or all of the shares,
  - set the vesting date, even retroactively, of the new shares resulting from the exercise of the options,
  - decide on the terms and conditions under which the price and number of shares to be subscribed or purchased shall be adjusted, in particular in the cases provided for in the applicable laws in force,
  - provide for the right to temporarily suspend the exercise of options in the event of financial transactions or securities transactions,
  - limit, restrict or prohibit the exercise of options during certain periods or following certain events and its decision may cover all or part of the options and concern all or some of the beneficiaries,
  - enter into any agreement and take all measures, and complete all formalities to finalise the capital increase(s) that may be performed by virtue of the authorisation granted under the present resolution; amend the Articles of Association accordingly and generally do all that is necessary,
  - as it sees fit, charge the costs of the capital increases to the corresponding premiums and deduct from this amount the sums required to bring the legal reserve to one-tenth of the new capital following each increase;
9. set the maximum period for use of this authorisation by the Board of Directors at thirty-eight months from the date of the present General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, any previous authorisation for the same purpose.

## **TWENTIETH RÉSOLUTION**

*(Authorisation granted to the Board of Directors to carry out awards of performance shares, issued or that may be issued, without shareholders' preferential right of subscription, in favour of employees or corporate officers of the company or affiliated companies, for a 38-month period)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code:

1. authorises the Board of Directors to grant, on one or more occasions, to the beneficiaries indicated below, allocations of free shares, issued or that may be issued, in the company;



2. resolves that the beneficiaries of the shares, who will be named by the Board of Directors, may be salaried employees (or certain categories of employees) and/or corporate officers (or some of them) from both the TF1 company and the companies or economic interest groupings related to it, within the meaning of Article L. 225-197-2 of the French Commercial Code;
3. resolves that, under this authorisation, the Board of Directors can award a total number of shares representing not more than 3% of share capital in the company (as it exists when such a decision is made), it being specified that this ceiling will be, as applicable, during the period of validity of this authorisation, shared with that set for the shares that may be subscribed or acquired as part of the options granted under the nineteenth resolution of this General Meeting;
4. resolves that the total number of options that may be awarded to the company's corporate officers by virtue of the present authorisation cannot apply to more than 0.03% of the company's share capital under this authorisation, it being specified that this ceiling will be, as applicable, during the period of validity of this authorisation, shared with that set for the shares that may be subscribed or acquired by the Executive Directors under the options granted by virtue of the nineteenth resolution of this General Meeting.
5. resolves that the award of these shares to their beneficiaries will not vest until the end of a vesting period, the length of which will be set by the Board of Directors and cannot be less than one year;
6. resolves that the Board of Directors may, in addition, require a minimum holding period by the beneficiaries from the vesting of the shares;
7. resolves that, pursuant to law, the total duration of the vesting periods and, as applicable, holding periods of the shares cannot be less than two years ;
8. resolves that award of performance shares will be awarded immediately, before the end of the vesting period, if the beneficiary has a disability as classified in the second or third category set forth in Article L. 341-4 of the French Social Security Code. In such circumstances, moreover, the shares will be immediately transferable;
9. authorises the Board of Directors to make use of the authorisations given or to be given by the General Meeting, pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code;
10. notes that the present authorisation duly includes, for the beneficiaries of ordinary shares that may be issued, an express waiver by the shareholders of their preferential right of subscription to ordinary shares which may be issued as the shares are vested, and of any right to the ordinary shares awarded on the basis of this authorisation;
11. resolves that the Board of Directors will have all powers to implement this authorisation in accordance with the laws and regulations, specifically for the purpose of:
  - draw up the list of beneficiaries of the shares issued or that may be issued, set the performance conditions and criteria applicable to them,
  - set the seniority conditions that the beneficiaries must fulfill,
  - provide for the option of temporarily suspending entitlements,
  - set all other conditions and terms by which the shares will be allocated,
  - complete all formalities to carry out the share buybacks and/or finalise the capital increase(s) that may be performed by virtue of the present authorisation, amend the Articles of Association accordingly, and generally do all that is necessary, with the option of subdelegation, in accordance with the law;
12. set the period of validity of the present authorisation at thirty-eight months from the date of the present General Meeting;
13. take note that this delegation cancels, as from this date, to the extent of any unused amounts, any previous delegation of powers for the same purpose.

## **TWENTY-ONETH RESOLUTION**

*(Amendment of Article 7 of the Articles of Association concerning the procedures for declaring the crossing of thresholds)*

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors, hereby resolves to make the statutory amendments relating to declarations of crossing of thresholds in order to complete the procedure of these declarations.

Consequently, the General Meeting hereby resolves to amend Article 7 " Form of Shares - Shareholding ", as follows:

#### **Previous version**

### **ARTICLE 7 FORM OF SHARES - SHAREHOLDING**

- a. The company's shares may be registered or bearer shares.

The shares and all other securities issued by the company shall be registered in their holders' names or, if appropriate, in the name of an intermediary, under the conditions set forth in the applicable legal and regulatory texts.

- b. All persons, acting alone or in concert, who acquire at least 1%, 2%, 3% or 4% of the capital or voting rights shall be bound, within five days of the registration on their account of the shares causing them to attain or exceed this threshold, to declare to the company the total number of shares and the number of voting rights they possess by means of a return-receipted registered letter sent to the registered office.

This declaration must be undertaken under the conditions stipulated above every time the threshold of 1%, 2%, 3% or 4% is overstepped in either direction.

If they have not been declared in accordance with the above conditions, shares exceeding the proportion that should have been declared shall forfeit their voting rights as provided by law, if one or several shareholders holding at least 5% of the capital so request during the General Meeting.

This provision is in addition to the legal provisions for declarations relative to the overstepping of shareholding thresholds.

For the implementation of the statutory reporting requirements set forth in this Article, the equivalent cases and calculation methods set forth by Articles L. 233-7 and L. 233-9 of the French Commercial Code or by the AMF General Regulation shall be applied.

- c. Cash shares shall be paid up under legal conditions.
- d. Holders of fractional shares resulting from the exchange, consolidation, allotment or subscription of shares shall be responsible for their aggregation and any necessary purchases or sales of shares and/or rights.

#### **New version**

### **ARTICLE 7 FORM OF SHARES - SHAREHOLDING**

- a. The company's shares may be registered or bearer shares.

The shares and all other securities issued by the company shall be registered in their holders' names or, if appropriate, in the name of an intermediary, under the conditions set forth in the applicable legal and regulatory texts.

Any individual person or legal entity, acting alone and/or in concert, who comes to own or control, directly or indirectly, in any way whatsoever, according to Articles L. 233-7 et seq. of the French Commercial Code, a number of shares or voting rights representing a fraction equal to one percent

(1%) of the capital or voting rights of the company or any multiple of this percentage, is required to inform the company in accordance with legal and regulatory provisions. The same declaration must be made each time these thresholds are crossed downwards.

Any individual person or legal entity, acting alone and/or in concert, who owns or controls, directly or indirectly, a number of shares or voting rights equal to or greater than 30% of the capital or voting rights of the company, shall be exempt from the statutory disclosure requirements set out in this Article.

Failure to comply with these obligations, which are in addition to the legal obligations, shall result, at the request of one or more shareholders holding five percent (5%) of the voting rights of the company, under the conditions provided for in the first two paragraphs of Article L. 233-14 of the French Commercial Code, in the deprivation of the voting rights attached to the undeclared shares, in all general meetings held until the expiry of a period of two years following the date of the regularisation of the notification.

The intermediary registered as the holder of shares in accordance with the seventh paragraph of Article L. 228-1 of the Commercial Code shall be required, without prejudice to the obligations of the owners of shares, to make the declarations provided for in this Article, for all the shares of the company in respect of which it is registered.

- b. Cash shares shall be paid up under legal conditions.
- c. Holders of fractional shares resulting from the exchange, consolidation, allotment or subscription of shares shall be responsible for their aggregation and any necessary purchases or sales of shares and/or rights.

## **TWENTY SECOND RESOLUTION**

*(Authorisation to carry out formalities)*

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

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## **PARTICIPATION IN THE COMBINED ANNUAL GENERAL MEETING**

All shareholders are entitled to participate in this meeting regardless of the number of shares they hold, under the conditions stipulated below, either by attending in person, or by being represented by a natural person or legal entity of their choice, or by the Chairman of the meeting, or by voting by correspondence.

In accordance with the provisions of Article R. 22-10-28 III of the Commercial Code, when a shareholder has already voted by correspondence, sent a proxy, or requested an admission card "*carte d'admission*" or a participation certificate "*attestation de participation*" to attend the meeting, he or she may no longer choose to participate in a different manner.

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

Only shareholders having confirmed their status at the latest on the second business day preceding the meeting, namely by and before at 00:00, Paris time on Tuesday 12 April 2022, in the manner indicated below, may participate in the meeting.

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

– **in the case of registered shareholders:** for their shares to be entered in the registered share account by and before at 00:00, Paris time on Tuesday 12 April 2022;

– **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 12 April 2022.

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

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

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

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

- **registered shareholders** can request an admission card "*carte d'admission*" from TF1, Service Titres - C/O Bouygues – 32 avenue Hoche, 75008 Paris, France (+33 (0)1 44 20 11 07 – fax: +33 (0)1 44 20 12 42; e-mail: [ag2022@tf1.fr](mailto:ag2022@tf1.fr)); registered shareholders who have not received their admission card may attend the meeting directly;
- **bearer shareholders** can ask the authorised intermediary managing their securities account to ensure that TF1 sends them an admission card "*carte d'admission*" on the basis of the participation certificate "*attestation de participation*" issued by said intermediary. Said admission card can be used directly to attend the meeting in person. Should bearer shareholders not receive their admission card in time or if they mislay it, they can ask the authorised intermediary managing their securities account to issue the participation certificate directly to them and attend the meeting with said participation certificate.

#### **1.2. Requesting an admission card "*carte d'admission*" by internet**

- **registered shareholders** can request an admission card "*carte d'admission*" on the Votaccess secure platform by connecting to the <https://serviceactionnaires.tf1.fr> website and entering their login and password sent to them by TF1. Shareholders must follow the instructions displayed on the screen;
- **bearer shareholders** whose financial intermediary managing their securities account is a member of the Votaccess secure platform can connect to the internet portal of their financial intermediary with their usual login codes and click on the icon displayed on the line corresponding to TF1 shares to access Votaccess. Shareholders must follow the instructions displayed on the screen.

### **2. Voting by correspondence**

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

Shareholders not attending the meeting and wishing to vote by correspondence must do as follows:

- **in the case of registered shareholders:** return the postal vote form sent to them with the Convening Notice, to TF1, Service Titres, C/O Bouygues, 32 avenue Hoche, 75008 Paris, France;
- **in the case of bearer shareholders:** ask the authorised intermediary which manages their securities account for a postal vote form.

The postal vote form will also be available from Thursday 24 March 2022 on the company's website at [www.groupe-tf1.fr](http://www.groupe-tf1.fr), under Investors / General Meeting.

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

- either by post to TF1, Service Titres, C/O Bouygues, 32 avenue Hoche, 75008 Paris, France;
- or electronically, in the form of a scanned copy, in an attachment sent by e-mail to: [ag2022@tf1.fr](mailto:ag2022@tf1.fr). Scanned copies of unsigned forms cannot be accepted.

To be taken into account, postal vote forms must reach TF1 – Service Titres – C/O Bouygues – 32 avenue Hoche – 75008 Paris, France, no later than midnight (CET) on Monday 11 April 2022 (at the end of the calendar day).

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

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

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

Votaccess will be accessible from Wednesday 30 March 2022 at 9.00am until at 3 p.m., Paris time, on Wednesday 13 April 2022, the last business day preceding the meeting.

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

## **3. Designating a proxy**

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

In accordance with the provisions of Article R. 225-79 of the Commercial Code, the proxy given by a shareholder must be signed by the shareholder. He/she shall indicate his/her last name, first name and address, and may designate a representative, whose last name, first name and address must be given, or, in the case of a legal entity, the denomination or corporate name and the registered office. The representative is not authorised to replace himself/herself by another person.

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

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

Shareholders who wish to be represented must do as follows:

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

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

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

- either by post to TF1 - Service Titres - C/O Bouygues – 32 avenue Hoche, 75008 Paris, France;
- or electronically, in the form of a scanned copy, in an attachment sent by e-mail to: [ag2022@tf1.fr](mailto:ag2022@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 13 April 2022 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 [tf1inscriptionodjag2022@tf1.fr](mailto:tf1inscriptionodjag2022@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 [tf1inscriptionodjag2022@tf1.fr](mailto:tf1inscriptionodjag2022@tf1.fr); no other requests or notifications concerning other subjects can be considered and/or processed in this way.

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

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

Written questions shall be submitted at the latest on the fourth business day preceding the General Meeting, namely midnight (CET) on Friday 9 April 2021 (at the end of the calendar day), either by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of Directors, TF1, 1, quai du Point du jour, 92100 Boulogne Billancourt, France, or by e-mail to [tf1questionecriteag2022@tf1.fr](mailto:tf1questionecriteag2022@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 10 March 2022 on the company's website [www.groupe-tf1.fr](http://www.groupe-tf1.fr) under Investors / General Meeting.

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

Furthermore, the documents and information provided for in Article R. 22-10-23 of the Commercial Code can be accessed on the company's website [www.groupe-tf1.fr](http://www.groupe-tf1.fr), under Investors / General Meeting as of the twenty-first day preceding the Combined Ordinary and Extraordinary General Meeting namely Thursday, March 24, 2022.

#### **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 12 April 2022.

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: [declarationpretemprunt2022@tf1.fr](mailto:declarationpretemprunt2022@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 2022 and for all General Meetings that are held until said shares are sold or returned.

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