

6.3 CAPITAL

Relating to Article 6 of the Articles of Incorporation.

6.3.1 Amount/Category of shares

Since February 15, 2012 TF1 has had capital of €42,186,600.60, divided into 210,933,003 shares, each with a per value of €0.20.

The shares in issue represent 100% of the existing capital and voting rights.

There are no founder shares, beneficiary shares, convertible/exchangeable bonds, voting right certificates, or double voting rights.

Shares are freely negotiable within the limit of the laws or regulations in force, including the conditions stipulated by Acts 86-1067 of

September 30, 1986, 86-1210 of November 27, 1986 and 89-25 of January 17, 1989. Shareholders are bound to respect the specific provisions of the laws in force relative to the ownership or acquisition of the company's shares.

The company is authorised to make use of legal provisions on the identification of holders of shares granting the right to vote in its own Shareholder Meetings immediately or at a later date. To know the geographical location of holders of its capital, TF1 periodically reviews its registered and bearer shareholder base, identified through Euroclear.

6.3.2 Purchase on the stock market

USE IN 2011 OF THE SHARE BUYBACK PROGRAMMES VOTED BY THE COMBINED ANNUAL GENERAL MEETINGS OF 2010 AND 2011

The Combined Annual General Meetings of April 15, 2010 and April 14, 2011 authorised the Board of Directors to buy shares in the company up to a limit of 10% of the number of shares making up the share capital on the date of exercise of the share buyback programme. These authorisations permit the Board of Directors to buy shares in the company to cancel them.

The Combined Annual General Meeting of April 14, 2011 authorised the Board of Directors to reduce the share capital by cancelling purchased shares, up to a limit of 10% of the share capital per 24-month period.

Under the aforementioned authorisations, TF1 acquired 2,473,975 TF1 shares in 2011 at the average weighted price of €10.73 per share, for a total cost of €26.6 million, of which €25,396 in trading fees after company tax.

It cancelled all of the shares bought by the company on November 10, 2011 and February 15, 2012, the second cancellation bringing the number of shares and voting rights to 210,933,003.

The table below, drawn up in compliance with Article L. 225-211 of the Commercial Code, recapitulates the transactions made as part of these authorisations.

TRANSACTIONS MADE BY TF1 ON ITS OWN SHARES IN 2011

	Number of shares	Percentage of share capital
Number of shares held by the company on December 31, 2010	14,625	0.01%
Number of shares purchased in the year	2,473,975	1.2%
Number of shares cancelled in the year	(2,388,600)	1.1%
Number of shares sold in the year	-	-
Number of shares transferred in the year ⁽¹⁾	-	-
Purchase from third parties holding more than 10% of the share capital or from executives in the year	-	-
Number of shares held by the company on December 31, 2011	100,000	0.05%
Book value of shares held by the company on December 31, 2011	€740,370	-
Portfolio value on December 31, 2011 on the basis of the closing price of the share on that date	€754,200	-

(1) Exercise of options granted to employees, debt instruments giving access to capital, and others.

TRANSACTIONS MADE BY TF1 ON ITS OWN SHARES IN 2012 (AS AT FEBRUARY 15, 2012)

	Number of shares	Percentage of share capital
Number of shares held by the company on December 31, 2011	100,000	0.05%
Number of shares purchased as at February 15, 2012	0	-
Number of shares cancelled as at February 15, 2012	(100,000)	0.05%
Number of shares sold as at February 15, 2012	0	-
Number of shares transferred at February 15, 2012 ⁽¹⁾	0	-
Purchase from third parties holding more than 10% of those share capital or from executives at February 15, 2012	0	-
Number of shares held by the company on February 15, 2012	0	-

(1) Exercise of options granted to employees, debt instruments giving access to capital, and others.

DETAIL OF TRANSACTIONS BY PURPOSE

	Number of shares	Percentage of capital	Par value
Share cancellation			
Number of shares cancelled in 2011	2,388,600	1.1%	€477,720
Number of shares cancelled in 2012 – as at 15/02/2012	100,000	0.05%	€20,000
Reallocations to other objectives	-	-	-
Liquidity contract	-	-	-

With the authorisation to buy back shares granted by the Combined Annual General Meeting of April 14, 2011 expiring on October 14, 2012, a proposal will be submitted to the next Annual General Meeting of February 19, 2012 to renew that authorisation in compliance with the methods described below.

TRADING IN TF1 SHARES IN 2011 BY SENIOR MANAGERS OR BY THE PERSONS REFERRED TO IN ARTICLE L. 621-18-2 OF THE MONETARY AND FINANCIAL CODE

Claude Berda, Director, sold 170,515 TF1 shares on September 12, 2011 for a total €1,644,636.77.

6.3.3 Description of the new share buyback programme submitted for vote to the Combined Annual General Meeting on April 19, 2012

Pursuant to Articles 241-1 and 241-3 of the AMF General Regulation and in accordance with European Regulation 2273/2003 of December 22, 2003, the company hereby provides a description of the share buyback programme that will be submitted for the approval of the Combined Annual General Meeting of April 19, 2012.

MAXIMUM PERCENTAGE OF CAPITAL – MAXIMUM NUMBER AND CHARACTERISTICS OF THE SHARES THAT THE COMPANY IS PROPOSING TO ACQUIRE – MAXIMUM PURCHASE PRICE

TF1 has decided to drop from 10% to 5% the total number of shares it may acquire, viewing the uses of financial delegations.

TF1 will be empowered to acquire 5% of the total number of shares making up its share capital at the buyback date. As an illustration, based on the share capital at February 15, 2012, 10,546,650 shares.

TF1 has set the maximum amount allocated to the programme at €150 million.

Since the programme's main goal is the cancellation of shares, this maximum amount is unlikely to be reached. However, TF1 reserves the option of using the entire allocation.

As at February 15, 2012, the company owns none of its shares. It has no open position on derivatives.

GOALS OF THE BUYBACK PROGRAMME

Shares bought back under the programme may be used for the following purposes:

- cancel shares under the conditions provided for by law, subject to authorisation from the Extraordinary General Meeting;
- allocate shares to employees or corporate officers of the company or of related companies, in accordance with the requirements and procedures provided for by law, and particularly in connection with profit-sharing or stock option plans, or *via* company or intercompany savings schemes, or *via* the allocation of shares;
- ensure liquidity and make a market in the company's shares, through an investment services provider operating within the framework of a liquidity agreement that complies with an AMF-recognised Code of Conduct;
- hold shares and, as the case may be, use them as a means of payment or exchange in acquisitions;
- hold shares and, as the case may be, allocate them following the exercise of rights attached to securities giving access to the company's capital;

- implement any market practice accepted by the AMF and, more generally, conduct any transaction that complies with current regulations.

Shares may be acquired, sold, transferred or exchanged by any means allowed by the current regulations, *i.e.* on- or off-exchange, including over the counter and by means of derivative financial instruments, and at any time, except during a public purchase, exchange or standing market offer. The proportion of the programme that may be executed through block trades is not limited and may account for the entire programme.

The purchase price may not exceed €20 per share and the sale price may not be less than €7 per share, subject to adjustments relating to transactions involving the company's capital.

The total number of shares held at given date may not exceed 5% of the share capital at that same date.

DURATION OF THE BUYBACK PROGRAMME

Eighteen months starting from the Combined Annual General Meeting of April 19, 2012.

6.3.4 Financial authorisations submitted for approval to the Combined Annual General Meeting of April 19, 2012

DELEGATIONS AND FINANCIAL AUTHORISATIONS STILL IN EFFECT

In accordance with Article L. 225-100 of the Commercial Code, the following table summarises the delegations and authorisations still in effect and granted by the General Meeting to the Board of Directors, and the use made of such delegations and authorisations in full year 2011.

The maximum nominal amount of immediate and/or deferred capital increases that can be made by virtue of authorisations granted is fixed at €8.6 million with preferential subscription rights and €4.3 million without preferential subscription rights. The overall ceiling on financial delegations is €8.6 million, *i.e.* 20% of the company's capital at April 14, 2011.

Alongside this overall ceiling, a sub-ceiling of €4.3 million, or 10% of the capital at April 14, 2011, is applicable and is shared with other issues depending on the type of transactions planned. These possibilities are limited by the overall ceiling. The maximum nominal amount of debt securities that may be issued under the authorisations would be €900 million.

The following amounts will be deducted from the sub-ceiling:

- issues without preferential subscription rights (21st and 22nd resolutions – capital increase without preferential subscription rights through the issuance of shares or securities *via* public offer or private placement);
- additional issues by application of the green-shoe clause, if the issue is organised without subscription rights (23rd resolution);
- issues for in-kind contributions (25th resolution);
- issues for contributions of shares (26th resolution).

A common overall ceiling equal to 3% of the share capital is provided for in the 28th and 29th resolutions.

The authorisations on share buybacks and reductions of share capital approved by the Annual General Meeting of April 14, 2011 expire in 2012.