

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

CONVENING NOTICE

Notice – Covid-19 epidemic

Further to the latest government announcements and to protect the shareholders, guests and organisers, Chairman and Chief Executive Officer Gilles Pélisson, acting under powers delegated by the Board meeting of 10 February 2021, has decided that the Combined General Meeting of 15 April 2021 will be exceptionally held behind closed doors; the registered office, where TF1 usually holds its Annual General Meetings, cannot physically accommodate shareholders while also observing social distancing rules.

As a result, and contrary to what was announced in the Notice of Meeting published in the Balo (Bulletin des Annonces Légales Obligatoires) of 1 March 2021, in accordance with the emergency measures adopted by the government to contain the spread of Covid-19 and with the provisions of Decree No. 2021-255 of 9 March 2021, the Combined General Meeting of TF1 will be held without the shareholders being physically present, on 15 April 2021 at 9.30am (CET) at the registered office.

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

Shareholders are convened to the Combined Ordinary and Extraordinary General Meeting that will be held behind closed doors, on Thursday April 15, 2021 at 9:30 am (Paris time) at registered office, 1, quai du Point du jour - 92100 Boulogne Billancourt, France, to consider the following agenda and the draft resolutions:

Agenda

Ordinary General Meeting

1. Approval of the financial statements for the 2020 financial year.
2. Approval of the consolidated financial statements for the 2020 financial year.
3. Appropriation of profits for the 2020 financial year and setting the amount of the dividend.
4. Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code.
5. Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2020 financial year to Gilles Pélisson as Chairman and Chief Executive Officer.
6. Approval of the information concerning the remuneration of the corporate officers described under Article L. 22-10-9 of the French Commercial Code.
7. Approval of the remuneration policy applicable for Gilles Pélisson, Chairman and Chief Executive Officer.
8. Approval of the remuneration policy for Directors.
9. Reappointment of Laurence Danon Arnaud as Director for a three-year term.
10. Reappointment of Bouygues as Director for three-year term.
11. Reappointment of SCDM as Director for a three-year term.
12. Appointment, for a period of three years, as Director representing the employee shareholders of Marie Aude Morel.
13. Authorisation granted to the Board of Directors to transact in the Company's shares for an 18-month period, subject to a maximum of 10% of the share capital.

Extraordinary General Meeting

14. Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares, for an 18-month period.
15. Delegation of authority granted to the Board of Directors to increase the share capital by public offer, while maintaining shareholders' preferential right of subscription, by issuing shares and any securities giving immediate or deferred access to the Company's shares, for a 26-month period.
16. Delegation of authority granted to the Board of Directors to increase the share capital by incorporating premiums, reserves, profits or others, for a 26-month period.
17. Delegation of authority granted to the Board of Directors, for a period of twenty-six months, to increase the share capital by public offer other than those referred to in Article L. 411-2 of the French Monetary and financial Code, with cancellation of shareholders' preferential right of subscription, through the issuance of shares and any securities giving immediate and/or future access to Company shares.
18. Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, by issuing shares and any securities giving immediate or deferred access to the Company's shares, for a 26-month period by public offers as described under Article L. 411-2 I of the French Monetary and Financial Code.
19. Authorisation granted to the Board of Directors to set, according to the terms determined by the General Meeting, the issue price of equity securities without shareholders' preferential right of subscription, for immediate or deferred issue, for a 26-month period.
20. Delegation of authority to the Board of Directors to increase the number of shares to issue in the event of a capital increase with or without shareholders' preferential right of subscription, for a 26-month period.
21. Delegation of authority granted to the Board of Directors to increase the share capital without shareholders' preferential right of subscription, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital of another Company, not as part of a public exchange offer, for a 26-month period.
22. Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, to remunerate securities contributed to the company as part of a public exchange offer initiated by the company, for a 26-month period.
23. Overall limitation of financial authorisations
24. Delegation of authority granted to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, in favour of employees or corporate officers of the Company or affiliated companies who are members of a company savings plan, for a 26-month period.
25. Amendment to Article 10 of the Articles of Association for the purpose of complying with the new legal provisions applicable in terms of appointing a Director representing employee shareholders.
26. Authorisation to carry out formalities.

Draft resolutions

The notice of Meeting, containing the draft resolutions submitted by the Board of Directors to the Combined General Meeting for approval, was published in the official gazette, Bulletin des Annonces Légales Obligatoires - BALO, No. 26 on 1 March 2021.

The text of the resolutions is in conformity with the text published.

Participation in the General Meeting

The arrangements for participating set out in the Notice of Meeting published in the Balo (Bulletin des Annonces Légales Obligatoires) of 1 March 2021 have been replaced by the following arrangements.

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.

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 is also available from on Thursday 25 March 2021 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:

- 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. 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 is also 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:

- 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. 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. 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 tf1questionecriteaq2021@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.

D. 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 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 (Tel.: +33 (0)1 41 41 40 75) - 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 are accessed on the company's website www.groupe-tf1.fr, under Investors / General Meeting.

E. 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.

They must send the company the same information by e-mail to: declarationpretemprunt2021@tf1.fr.

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

The Board of Directors.