

TÉLÉVISION FRANÇAISE 1 – TF1

A *Société Anonyme* (public limited company) with a share capital of €42,097,127.20 €
Registered office : 1, quai du Point du jour, 92100 Boulogne Billancourt, France
Company Registration No. 326 300 159 Nanterre – APE code: 6020A

CONVENING NOTICE

Shareholders are convened to the Combined Ordinary and Extraordinary General Meeting that will be held, on Friday April 14, 2023 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 2022 financial year,
2. Approval of the consolidated financial statements for the 2022 financial year,
3. Appropriation of 2022 earnings and setting of dividend,
4. Approval of regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code,
5. Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Rodolphe Belmer as Chief Executive Officer as from 27 October 2022,
6. Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Gilles Pélisson as Chairman as from 27 October 2022,
7. Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Gilles Pélisson as Chairman and Chief Executive Officer until 27 October 2022,
8. Approval of the information concerning the remuneration of the corporate officers described under Article L.22-10-9 of the French Commercial Code,
9. Approval of the remuneration policy applicable for Rodolphe Belmer, as Chief Executive Officer until 13 February 2023 and as Chairman and Chief Executive Officer as from 13 February 2023,
10. Approval of the remuneration policy for Directors,
11. Ratification of the cooptation as Director of Rodolphe Belmer,
12. Reappointment of Olivier Bouygues as Director for a three-year term,
13. Reappointment of Catherine Dussart as Director for a three-year term,
14. Authorisation to the Board of Directors to trade in the Company's shares, subject to a maximum of 10% of the share capital, for an 18-month period.

Extraordinary General Meeting

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

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

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. 20 on 15 February 2023.

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

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 attending in person, 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 or requested an admission card or an attendance certificate to attend the General Meeting, he or she may no longer choose to participate in a different manner.

A. Formalities for participating in the meeting

Only shareholders having confirmed their status at the latest on the second business day preceding the meeting, namely by and before at 00:00, Paris time on Wednesday 12 April 2023, in the manner indicated below, may participate in the meeting.

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

- **in the case of registered shareholders:** for their shares to be entered in the registered share account by and before at 00:00, Paris time on Wednesday 12 April 2023;
- **in the case of bearer shareholders:** for the authorised intermediary managing their securities account, to prepare a participation certificate "*attestation de participation*" confirming book entry of their shares in its account by and before at 00:00, Paris time on Wednesday 12 April 2023.

B. Arrangements for participating in the meeting

1. Attending the meeting

The reception and the sign-in will take place from 8:30 a.m. to 10:15 a.m. As part of its effort to minimise its impact on the environment, TF1 has chosen not to distribute any gift at the General Meeting of 14 April 2023.

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

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

- **registered shareholders** can request an admission card "*carte d'admission*" from TF1, Service Titres - C/O Bouygues – 32 avenue Hoche, 75008 Paris, France (+33 (0)1 44 20 11 07); registered shareholders who have not received their admission card may attend the meeting directly;
- **bearer shareholders** can ask the authorised intermediary managing their securities account to ensure that TF1 sends them an admission card "*carte d'admission*" on the basis of the participation certificate "*attestation de participation*" issued by said intermediary. Should bearer shareholders not receive their admission card, they can ask the authorised intermediary managing their securities account to issue the participation certificate directly to them and attend the meeting with said participation certificate.

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

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

2. Voting by correspondence

2.1 Voting by correspondence by post.

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

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

The postal vote form will also be available from on Friday 24 March 2023 on the company's website at www.groupe-tf1.fr, under Investors / General Meeting.

The duly completed and signed postal vote forms (accompanied by the attendance certificate "*attestation de participation*" in the case of the bearer shareholders) must be sent by post to TF1 – Service Titres – C/O Bouygues – 32 avenue Hoche – 75008 Paris.

To be taken into account, postal vote forms must reach TF1 – Service Titres – C/O Bouygues – 32 avenue Hoche – 75008 Paris, no later on Tuesday 11 April 2023 at 00:00 (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 29 March 2023 at 9.00am until at 3 p.m., Paris time, on Thursday 13 April 2023, the last business day preceding the meeting.

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

3. Designating a proxy

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

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

Shareholders may cancel a proxy in writing, in the same way as they appointed the proxy, and send the cancellation to the company by the shareholder.

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

3.1 Designating a proxy by post.

Shareholders who wish to be represented must do as follows:

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

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

The duly completed and signed proxy vote forms (accompanied by the participation certificate "*attestation de participation*" in the case of the bearer shareholders) must be sent by post to TF1 – Service Titres – C/O Bouygues – 32 avenue Hoche – 75008 Paris.

To be taken into account, the designations or revocations of representatives transmitted must be received at the latest on the day preceding the meeting, namely Thursday 13 April 2023 at 3 pm, Paris time.

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

3.2 Designating a proxy by internet

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

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

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 Thursday 13 April 2023 at 3 pm, Paris time.

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

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 fourth business day preceding the General Meeting, namely midnight (CET) on Friday 07 April 2023 (at the end of the calendar day), either by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of Directors, TF1 - boîte 61 - 1, quai du Point du jour, 92100 Boulogne Billancourt, France, or by e-mail to tf1questionecriteaq2023@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 is available from 9 March 2023 on the company's website www.groupe-tf1.fr under Investors / General Meeting.

Documents and information relating to the Annual General Meeting will be made available to shareholders at the registered office, Direction des Affaires Juridiques at 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, 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 Wednesday 12 April 2023.

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

They must send the company the same information by e-mail to: declarationpretemprunt2023@tf1.fr.

If the company and the AMF are not informed under the aforementioned conditions, the voting rights attached to shares acquired through the temporary transactions concerned will be suspended for the Combined Ordinary and Extraordinary General of 14 April 2023 and for all General Meetings that are held until said shares are sold or returned.

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