



Télévision Française 1

A public limited company « Société Anonyme » with a share capital of € 42 774 118 – 326 300 159 RCS Nanterre
Registered office : 1. quai du Point du Jour – 92656 Boulogne Cedex – France
Tel: (33) 1 41 41 12 34

2007 SHAREHOLDERS' GENERAL MEETING

*The Annual Shareholders' General Meeting of TF1 will take place on:
Tuesday, 17 April 2007 t 9:30 am
at Palais Brongniart, place de la Bourse, 75002 Paris – France.*

<p style="text-align: center;">RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING OF APRIL 17, 2007</p>
--

ORDINARY PART

FIRST RESOLUTION (Approval of the company accounts)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, having heard the Board of Directors' report on the activity and situation of the company for the financial year ended 31 December, 2006, the attached report of the Chairman of the Board of Directors, the Statutory Auditors' reports on the said year's accounts and on the report of the Chairman of the Board of Directors, approves these reports and the annual accounts for the 2006 financial year comprising the Balance Sheet, the Profit and Loss Account and the Notes to the Financial Statements as submitted, as well as the operations reflected in these accounts and summarised in these reports.

The General Meeting approves the Directors' management of the Company for the 2006 financial year.

SECOND RESOLUTION (Approval of the consolidated accounts)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, having noted that the Board's report on the Group is included in the Directors' report and aware of the information contained in the Board's report and in the Statutory Auditors' report on the activity and situation of the Group for the financial year ended 31 December 2006 and on the consolidated accounts for the said financial year, approves these reports together with the consolidated accounts for 2006 comprising the Balance Sheet, the Profit and Loss account and the notes to the financial statements as submitted to them, as well as the operations reflected in these accounts and summarised in these reports.

THIRD RESOLUTION

(Approval of agreements covered by Article L. 225-38 of the French Commercial Code)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, having noted the Statutory Auditors' special report on the agreements covered by Articles L. 225-38 of the French Commercial Code, approves the said agreements and the operations contained therein.

FOURTH RESOLUTION

(Appropriation and distribution of profits)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, having noted the existence of distributable profits of €340,845,843.42, taking into account the net income for the period of €250,816,042.65 and the retained earnings of €90,029,800.77, approves the following appropriation and distribution proposed by the Board of Directors:

- Appropriation to Other Reserves €60,000,000.00
- Distribution of a dividend of €181,790,003.20
(i.e. a net dividend of €0.85 per share with a nominal value of €0.2)

- Appropriation of the remainder to Retained Earnings €99,055,840.22

The dividend will become payable on May 2, 2007.

The General Meeting notes that, in accordance with paragraph 2, section 3 of Article 158 of the General Tax Code, this dividend is eligible for the 40% allowance provided for individuals fiscally domiciled in France.

The General Meeting authorises the appropriation to Retained Earnings of the dividends arising on the TF1 shares that TF1 is authorised to hold as treasury shares, in accordance with Article 225-210 of the Code of Commerce.

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

For the year ended	Net dividend per share	Tax credit	Allowance
31/12/2003	€0.65	€0.325 *	None
31/12/2004	€0.65 **	None	Yes **
31/12/2005	€0.65 ***	None	Yes ***

(*) depending on the tax situation of the beneficiary (based on a 50% rate)

(**) dividend eligible for a 50% allowance for individuals fiscally domiciled in France in accordance with Article 158.3.2 of the General Tax Code

(***) dividend eligible for a 40% allowance for individuals fiscally domiciled in France in accordance with Article 158.3.2 of the General Tax Code

FIFTH RESOLUTION

(Renewal of a Director's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Patricia Barbizet, which expires at the end of this Meeting, for a further two years.

Her new term of office shall end at the close of the General Meeting convened to rule on the accounts for the 2008 financial year.

SIXTH RESOLUTION
(Renewal of a Director's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Martin Bouygues, which expires at the end of this Meeting, for a further two years.

His new term of office shall end at the close of the General Meeting convened to rule on the accounts for the 2008 financial year.

SEVENTH RESOLUTION
(Renewal of a Director's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Olivier Bouygues, which expires at the end of this Meeting, for a further two years.

His new term of office shall end at the close of the General Meeting convened to rule on the accounts for the 2008 financial year.

HEIGHTH RESOLUTION
(Renewal of a Director's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Claude Cohen, which expires at the end of this Meeting, for a further two years.

Her new term of office shall end at the close of the General Meeting convened to rule on the accounts for the 2008 financial year.

NINTH RESOLUTION
(Renewal of a Director's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Patrick Le Lay, which expires at the end of this Meeting, for a further two years.

His new term of office shall end at the close of the General Meeting convened to rule on the accounts for the 2008 financial year.

TENTH RESOLUTION
(Renewal of a Director's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Philippe Montagner, which expires at the end of this Meeting, for a further two years.

His new term of office shall end at the close of the General Meeting convened to rule on the accounts for the 2008 financial year.

ELEVENTH RESOLUTION
(Renewal of a Director's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Etienne Mougeotte, which expires at the end of this Meeting, for a further two years.

His new term of office shall end at the close of the General Meeting convened to rule on the accounts for the 2008 financial year.

TWELFTH RESOLUTION
(Renewal of a Director's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Olivier Poupart-Lafarge, which expires at the end of this Meeting, for a further two years.

His new term of office shall end at the close of the General Meeting convened to rule on the accounts for the 2008 financial year.

THIRTEENTH RESOLUTION
(Renewal of a Director's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Haim Saban, which expires at the end of this Meeting, for a further two years.

His new term of office shall end at the close of the General Meeting convened to rule on the accounts for the 2008 financial year.

FOURTEENTH RESOLUTION
(Renewal of a Statutory Auditor's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, notes that the term of office of the statutory auditor, Mazars & Guerard (Registered office : Tour Exaltis - 61, rue Henri Regnault 92400 Courbevoie) , is about to expire and decides to renew the appointment for a further six financial years. Their new term of office will end at the close of the General Meeting convened to approve the accounts for the 2012 financial year.

FIFTEENTH RESOLUTION
(Renewal of an Alternate Auditor's term of office)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, notes that the term of office of the Alternate Auditor, Thierry Colin (of Tour Exaltis - 61, rue Henri Regnault 92400 Courbevoie), is about to expire and decided to renew the appointment for further six financial years His new term of office will end at the close of the General Meeting convened to approve the accounts for the 2012 financial year.

SIXTEENTH RESOLUTION
(Share buy-back)

The General Meeting, acting in compliance with the quorum and majority rules required for Ordinary General Meetings, after hearing the report of the Board of Directors and in accordance with the provisions of Articles L. 225-209 and following articles of the French Code of Commerce, of regulation No. 2273/2003 dated December 22, 2003 of the European Commission in application of Directive 2003/6/CE dated January 28, 2003, and of Articles 241-1 to 241-8 of the General Regulations of the French stock exchange authority and any provision that may subsequently replace the above, authorises the Board of Directors – with delegation of powers under conditions stipulated by legislation and company Articles of Incorporation – to initiate the purchase by the company of its own shares up to a limit of 10% of the share capital whenever it deems appropriate. It is noted that, on the day this General Meeting is called, the 10% limit represents 21,387,059 shares.

The General Meeting rules that the Board of Directors, may make these purchases, or arrange for them to be made:

- to cancel shares so acquired, as well as any shares that may have been purchased through previously authorised share buy-back programmes; this involves an authorisation given by an Extraordinary General Meeting;
- in the framework of employee participation in the fruits of company growth or with a view to allocating shares to employees and/or corporate officers, notably for share option programmes or group savings schemes;
- through an independent investment services provider, acting in the name of and for the account of the company but without being influenced by the company, within the terms of a liquidity contract conforming to a code of conduct recognised by the French stock exchange authority or any other applicable provisions;
- for the delivery or exchange of shares, particularly when issuing or exercising rights attached to marketable securities entitling the holder to receive shares of the company, immediately or subsequently, or on the occasion of external growth operations, mergers, spin-offs or contributions;
- for any other purpose authorised or to be authorised by prevailing legislation or regulations. In this case, the company will advise shareholders by means of a communiqué or any other means provided for by prevailing regulations.

And to do this, the Board of Directors is authorised to keep the purchased shares, sell or transfer them by any method conforming with current rules and regulations – notably through disposal on the open market or off-market, by public offering or share exchange offer, options or derivatives – and/or cancel them, as well as those purchased under previous buy-back authorisations, subject to authorisation by an Extraordinary General Meeting.

The maximum unit purchase price is set at €45 and the minimum unit selling price at €15. It is to be noted that these prices will not be applicable to the buy-back of shares used to exercise options (or to allocate free shares to employees), in which case the selling price or value will be determined according to the specific provisions applicable.

The maximum funds the company may devote to this operation are €962,417,655.

The General Meeting delegates powers to the Board of Directors to adjust these prices and this amount to take account of any operations that might impact the value of the share – notably those affecting the capital, and in particular, splitting or re-classifying shares, capital increases through incorporation of reserves or allocation of free shares. The prices and the amount will be adjusted by application of a coefficient equal to the difference between the number of shares making up the share capital before the operation and the number after the operation.

The General Meeting rules that shares may be purchased, sold or transferred by any method, including the use of options, derivatives or coupons, and notably by purchasing call options under the conditions specified by the financial market authorities. The General Meeting further rules that the proportion of the capital that can be transacted as block trades can account for the entire buy-back programme.

The General Meeting rules that the company may use this resolution and carry through the buy-back programme even in the event of a public offering on shares or securities issued or initiated by the company.

The Board of Directors is vested with full powers, including that of delegation under conditions specified by the law and the Articles of Incorporation, to execute the present resolution, to specify the terms, if necessary, and determine the process, place orders, conclude agreements, file all documents and in general do whatever is needed to fulfil this resolution.

As laid down by the law, the Board of Directors' report to the Annual General Meeting will advise shareholders of any purchases, transfers, disposals or cancellations of shares in this connection.

The present authorisation is valid until the next General Meeting of the company, convened to approve the accounts for financial year 2007.

It cancels, to the extent it has not been utilized, any prior authorisation having the same purpose.

EXTRAORDINARY PART

AGENDA

- Authorises the Board of Directors to reduce the company's capital through the cancellation of treasury shares,
- Delegates full powers to the Board of Directors to increase the company's capital, with preferential subscription rights maintained, by the issuance of shares or securities giving access to the company's capital,
- Delegates full powers to the Board of Directors to increase the company's capital by incorporating premiums, reserves or profits,
- Delegates full powers to the Board of Directors to increase the capital, with the elimination of preferential subscription rights, by the issuance of shares or securities giving access to the company's capital,
- Authorises the Board of Directors to increase the number of shares to be issued in the case of a capital increase with or without preferential subscription rights.
- Authorises the Board of Directors, in accordance with the terms laid down by the General Meeting, to set the issue price for public offerings, without preferential subscription rights, by the issuance of shares or securities giving access to the capital within the limits of 10% of the said capital,
- Delegates full powers to the Board of Directors to proceed with capital increases to remunerate contributions in the form of shares or securities giving access to the capital,
- Delegates full powers to the Board of Directors to proceed with a capital increase, without preferential subscription rights, to remunerate shares tendered in share exchange offers,
- Delegates full powers to the Board of Directors to issue any securities entitling the holder to debt securities,
- Delegates full powers to the Board of Directors to proceed with capital increases in favour of employees of the company or other group companies who are members of a company savings plan,
- Authorises the Board of Directors to use delegations and authorisations for the purpose of increasing the capital during a period of a public offering for the company's shares.
- Delegates full powers to the Board of Directors to issue share subscription warrants during a period of public offering for the company's shares.
- Delegates full powers to the Board of Directors to grant options to subscribe or purchase shares
- Brings the company's Articles of Incorporation into line with the provisions of Law No. 2006-1566 of December 11, 2006, modifying Decree n°64-236 of March 23, 1967 on commercial companies
- Powers for registration and formalities

All shareholders may participate in the General Meetings, irrespective of the number of shares they own.

All shareholders may vote by correspondence. A shareholder may only be represented at the General Meeting by his/her spouse or another shareholder.

A. Formalities to be completed before participating in the General Meeting. Shareholders wishing to attend, to vote by correspondence or to be represented must:

- Holders of registered shares: be included in the shareholders' register of the company no later than midnight (Paris time) on Thursday April 12, 2007;
- Holders of bearer shares: arrange for the authorised intermediary, who manages their share account, to provide a certificate of participation that specifies the inscription or accounting record of their shares no later than midnight (Paris time) on Thursday April 12, 2007.

B. Participation in the General Meeting:

1. Shareholders wishing to attend the General Meeting may request an admission card as follows:

- for holders of registered shares: request the admission card from TF1 - C/O BOUYGUES - Service Titres - 32 avenue Hoche - 75008 Paris (tel: +33 (0)1.44.20.11.07 - fax: +33 (0)1.44.20.12.42);
- for holders of bearer shares: ask the authorised intermediary who manages their share account to ensure that the admission card be sent to them by TF1 in view of the certificate of participation that has been delivered. Any holder of bearer shares who has not received the invitation by Thursday April 12, 2007 at 0 o'clock Paris time, can have the certificate of participation delivered directly by the authorised intermediary who manages their share account.

2. Shareholders who will not personally attend the General Meeting and wish to be represented or vote by correspondence may:

- for holders of registered shares: return the single proxy/correspondence form sent to them with the invitation to TF1 - Service Titres - C/O BOUYGUES - 32 avenue Hoche - 75008 Paris;
- for holders of bearer shares: ask the authorised intermediary who manages their share account to provide the single proxy/correspondence form and return it, together with the participation certificate, to TF1 - Service Titres - C/O BOUYGUES - 32 avenue Hoche - 75008 Paris.

The forms for voting by correspondence must be physically received by TF1 - Service Titres - C/O BOUYGUES - 32 avenue Hoche - 75008 Paris no later than midnight (Paris time) Saturday April 14, 2007.

- ### 2. In accordance with article 136-III of the Decree of March 23, 1967, modified, when a shareholder has already cast his/her vote by correspondence, sent a proxy, requested the admission card or a participation certificate to attend the General Meeting, he/she can no longer opt for a different form of participation.

C. Requests for inclusion of proposed resolutions

In accordance with articles 128 and 130 of the Decree of March 23, 1967, modified, requests for the inclusion of proposed resolutions in the agenda of the General Meeting emanating from shareholders who have shown, under legal conditions, that they possess or represent the fraction of share capital required, must be sent to the registered offices by return-receipted registered mail, within 20 days of the publication of the notice of the meeting.

The Board of Directors