

DISCLOSURES ON REMUNERATION OF CORPORATE OFFICERS IN RESPECT OF 2020

Report on remuneration prepared in accordance with Article L. 22-10-9 of the French Commercial Code.

This chapter contains the reports required by the French Commercial Code and the tables recommended in:

- the AFEP/MEDEF Code of Corporate Governance as revised in January 2020, application of which is overseen by the High Committee on Corporate Governance;
- the AMF Recommendation of 22 December 2008 as amended on 24 November 2020, on disclosures on the remuneration of corporate officers to be included in Registration Documents.

1.1. REMUNERATION OF THE EXECUTIVE OFFICER

PRINCIPLES AND RULES FOR DETERMINING THE REMUNERATION OF THE EXECUTIVE OFFICER

General preliminary remarks

- The Executive Officer holds an employment contract with Bouygues SA.
- The Board of Directors has not granted the Executive Officer any entitlement to compensation for assumption, cessation or change of office, or for any non-competition undertaking in the event that he leaves the company.
- He has not been granted any deferred annual variable remuneration or multi-year variable remuneration.
- The total remuneration of the Executive Officer takes into account the existence of a capped supplementary pension.
- Other than his remuneration as a corporate officer (see Table 2 below), he is not paid any remuneration by any subsidiary of the Bouygues group or of the TF1 group.

Role of the Board of Directors

The Board of Directors determines the criteria for awarding the variable portion of remuneration, and the overall amount of remuneration, to be paid to the Executive Officer of TF1. Before doing so, the Board consults the Selection and Remuneration Committee, which takes into account AFEP/MEDEF recommendations on the remuneration of executive officers of listed companies.

The remuneration determined by the Board of Directors is in the general interests of the company. Three factors are taken into account, which serve to maintain a link between the TF1 group's performance and the Executive Officer's remuneration:

- the Group's performance: the Board took the view that the remuneration should be commensurate with the work done and outcomes achieved in a highly complex economic, regulatory and competitive environment;
- stock market performance: the remuneration was considered in light of the company's performance on the stock market, in particular trends in its average share price;
- sector and intra-group comparisons: the remuneration is benchmarked against that awarded to other media sector executives in France and the rest of Europe, and is based on rules that are applied consistently across the Bouygues group's business lines.

This remuneration and the associated social security charges are paid to the Executive Officer by Bouygues (which employs him) and then re-invoiced to TF1. Each year, the TF1 Board of Directors authorises the re-invoicing of this remuneration.

FIXED REMUNERATION

The Executive Officer's fixed remuneration is reviewed annually by the TF1 Board of Directors, in accordance with Article L. 22-10-17 of the French Commercial Code, after taking advice from the Selection and Remuneration Committee. Fixed remuneration is determined in line with the general interests of the company, and takes into account the following factors:

- the level and difficulty of the Executive Officer's responsibilities;
- his experience in the post;
- his length of service with the Group;
- practices followed by the Group or by companies carrying on comparable businesses.

For 2020, Gilles Pélisson's fixed remuneration was set at €920,000.

BENEFITS IN KIND

Benefits in kind consist of the use of a company car and the part-time assignment of a personal assistant and a chauffeur/bodyguard for the personal needs of the Executive Officer.

Those benefits have been valued at €6,220 for the Executive Officer (Gilles Pélisson).

VARIABLE REMUNERATION

General policy on variable remuneration

The criteria for determining variable remuneration are set by the Board in light of AFEP/MEDEF recommendations. Working with the Selection and Remuneration Committee, the Board ensures that the Executive Officer's variable remuneration is consistent with the

company's performance goals, such that it is consistent with the corporate interest and with the medium/long-term commercial strategy.

The variable component is an integral part of the Executive Officer's remuneration.

General description of the method used to determine the Executive Officer's variable remuneration

An objective is defined for each criterion.

Those objectives are precisely defined, but are not disclosed for confidentiality reasons.

When an objective is attained, a variable portion corresponding to a percentage of fixed remuneration is awarded. If all four objectives are attained, the sum total of the four variable portions equals the overall cap of 150%, which the variable remuneration of the Executive Officer cannot usually exceed.

In light of the exceptional circumstances around the COVID-19 pandemic, the Board of Directors - after taking advice from the Selection and Remuneration Committee - decided on a one-off basis to scale down the cap on the variable remuneration of the Executive Officer (Gilles Pélisson) in respect of the 2020 financial year by one-third, from 150% to 100% of his fixed remuneration.

If an objective is exceeded or not attained, the variable portion is adjusted on a straight line basis within a specified range: the variable portion is subject to an upper limit, and is reduced to zero below a specified threshold. The sum total of the four variable portions calculated on this basis cannot under any circumstances exceed the overall cap, which for the Executive Officer is set at 100% of his fixed remuneration.

No deferred annual or multi-year variable remuneration is awarded to the Executive Officer.

The five criteria used to determine the variable portion

On the advice of the Selection and Remuneration Committee, since 2010 the Board has attached greater weight to qualitative criteria in the case of the Executive Officer, on the grounds that his performance must be measured by more than just financial results.

The Executive Officer's gross variable remuneration for 2020 is based on the performances of the TF1 and Bouygues groups, measured by reference to significant economic indicators that are stable and relevant over the long term:

- Quantitative:
 - Criterion P1: variance relative to the 2020 business plan of free cash flow¹ generated by Bouygues during the year (25% of fixed remuneration when the objective is met; captures the financial performances of the entire Bouygues group),
 - Criterion P2: variance relative to the 2020 business plan of free cash flow¹ generated by TF1 during the year (15% of fixed remuneration when the objective is met; captures the financial performances of the TF1 group),
 - Criterion P3: variance relative to the 2020 business plan of TF1 group current operating margin generated during the year (35% of fixed remuneration when the objective is met; gives the Executive Officer an incentive to improve the financial performances of the TF1 group),
 - Criterion P4: variance relative to the 2020 business plan of TF1 group consolidated net profit² generated during the year (35% of fixed remuneration when the objective is met; rewards the Executive Officer for meeting budget commitments, and captures year-on-year growth performance). If TF1 group consolidated net profit as specified in the business plan is 20% or more below that of the previous year (2019), P4 is capped at 25%;
- Qualitative:
 - Criterion P5 (weighted 40%): this criterion comprises three qualitative sub-criteria:
 - o compliance (commitment to developing compliance programmes and implementing the Sapin 2 law): weighted 10%,
 - o Corporate Social Responsibility (increasing the proportion of women on the Management Committee and TF1 retaining its place in at least two extra-financial ratings indices): weighted 10%,
 - o managerial performance: weighted 20%.

A Corporate Social Responsibility criterion has been included in the qualitative criteria since 2014. That criterion is being applied again in 2020, and requires that TF1 retain its place in two extra-financial indices. During 2020, the TF1 group did indeed retain its place in two extra-financial indices: DJSI and Gaïa.

The Selection and Compensation Committee also plans to set an objective for reducing CO2 emission from 2021 onwards; between now and then, the Committee will work on defining how to measure the Group's CO2 emissions.

The table below summarises the method used to determine annual variable remuneration:

¹ Free cash flow after changes in working capital relating to operating activities and to non-current assets used in operations. This indicator is adjusted to eliminate exceptional items.

² This indicator is adjusted to eliminate exceptional items.

		Method used to determine variable remuneration		
		Theoretical annual variable remuneration if performance objective met	Theoretical maximum annual variable remuneration if performance objective exceeded	Annual variable remuneration awarded based on 2020 performance
Objective		(% of FR)	(% of FR)	(% of FR)
P1	Variance vs plan: Bouygues free cash flow	25%	30%	30%
P2	Variance vs plan: TF1 free cash flow	15%	25%	25%
P3	Variance vs plan: TF1 current operating margin	35%	45%	0%
P4	Variance vs plan: TF1 consolidated net profit excluding exceptional items	35%	60%	0%
P5	Qualitative objectives (including CSR)	40%	40%	40%
		Total = 150% of FR Scaled down to 100%	Total = 200% of FR Scaled down 100%	Total = 95% of FR
Cap		100%	100%	100%

FR: fixed remuneration

Overall cap

For 2020, the overall cap for variable remuneration has been scaled down to 100% of fixed remuneration.

The variable remuneration awarded to Gilles Pélisson (Executive Officer since 19 February 2016) for 2020 was €874,000 or 95% of his fixed remuneration.

The variable remuneration paid to the Executive Officer (Gilles Pélisson) in previous years was:

- 2018: 150% of his fixed remuneration;
- 2019: 121% of his fixed remuneration.

The Selection and Remuneration Committee has also decided that if none of the P2, P3 or P4 components were to be payable, the total amount of the P1 and P5 components would be capped at 70% of fixed remuneration.

Conditions for payment

In accordance with Article L. 22-10-34 of the French Commercial Code, payment of the variable remuneration due in respect of the 2020 financial year is subject to approval by the Annual General Meeting called in 2021 to approve the 2020 financial statements. The variable remuneration is paid once it has been approved by the Annual General Meeting.

There is no further deferral period.

EXCEPTIONAL REMUNERATION

In exceptional circumstances, the Board of Directors reserves the right, after taking advice from the Selection and Remuneration Committee, to award an exceptional bonus.

This year, the Board of Directors - acting on a recommendation from the Selection and Remuneration Committee - has decided that the remuneration of the Executive Officer for the 2020 financial year should take account of the quality of his handling of the COVID-19 crisis. That exceptional remuneration was assessed according to the attainment of the following objectives:

- cut in cost of programmes of more than 10% relative to the previous year;
- cost reductions equivalent to at least 45% of the decrease in revenue;
- leadership and management in the COVID-19 crisis:

- support for employees through the crisis and deployment of measures to protect their health and safety,
- business continuity on site: News Division (TF1 and LCI) and transmission,
- business continuity through home-working: operationality of system (business-specific applications, team-working/communication tools) and employee satisfaction.

The criteria set by the Board of Director having been attained, the amount of exceptional remuneration is set at €230,000.

Payment of this exceptional remuneration will be put to an *ex post* vote of the Annual General Meeting of the shareholders held to approve the 2020 financial statements.

REMUNERATION OF CORPORATE OFFICERS (PREVIOUSLY KNOWN AS DIRECTORS' FEES)

Like the other directors, the Executive Officer receives and retains remuneration paid by TF1 for his service as a director; such payments were previously known as "directors' fees" (see table 2).

STOCK OPTIONS AND PERFORMANCE SHARES

Because the Executive Officer (Gilles Pélisson) holds a contract of employment with Bouygues SA, the Bouygues Board of Directors may award him options giving entitlement to subscribe for new Bouygues shares.

During 2020, Gilles Pélisson received options giving entitlement to subscribe for new Bouygues shares; those options were awarded on 8 October 2020 following a decision taken by the Bouygues Board of Directors on 28 July 2020³.

COMPENSATION FOR ASSUMPTION, CESSATION OR CHANGE OF OFFICE

A termination benefit may be paid in respect of salaried positions within the Group, excluding any period of service as a corporate officer, in accordance with the French Labour Code and the national collective agreement applied by the company in question. Corporate officers are not paid any non-compete indemnity when they leave office.

ANNUAL GENERAL MEETING OF 17 APRIL 2020 – "SAY ON PAY"

The Annual General Meeting expressed a favourable opinion on the remuneration package awarded to Gilles Pélisson in respect of the 2019 financial year (5th resolution, passed with 76.2% of votes in favour).

The Annual General Meeting also approved the remuneration policy for the Chairman & Chief Executive Officer (principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds awarded to Gilles Pélisson, 7th resolution, passed with 74.23% of votes in favour).

SUMMARY OF THE REMUNERATION OF THE EXECUTIVE OFFICER (GILLES PÉLISSON) IN RESPECT OF THE 2020 FINANCIAL YEAR

No remuneration other than that mentioned in the table below was paid to the Executive Officer by the TF1 and Bouygues groups.

TABLE 1 – SUMMARY OF REMUNERATION, OPTIONS AND SHARES AWARDED TO THE EXECUTIVE OFFICER

Gilles Pélisson – Chairman and CEO since 19/02/2016 (€)	2020	2019
Remuneration payable for the year (see table 2)	2,048,720	2,057,920
Value of options awarded during the year (see table 4)	240,744	108,800
Value of performance shares awarded during the year (see table 6)	-	-
TOTAL	2,289,464	2,166,720
Change	+6%	-

TABLE 2 – RÉMUNÉRATION OF THE EXECUTIVE OFFICER (GILLES PELISSON)

Gilles Pélisson – Chairman and CEO since 19/02/2016 (€)	2020		2019	
	Gross amounts due before taxes	Gross amounts paid before taxes	Gross amounts due before taxes	Gross amounts paid before taxes
Fixed remuneration	920,000	920,000	920,000	920,000
Change	-	-	-	-
Variable remuneration	874,000	1,113,200	1,113,200	1,380,000
Change	-	-	-	-
% Variable/Fixed ⁽¹⁾	95 %	-	121 %	-
Cap	100 %	-	150 %	-

³ For details of how such options are awarded, refer to the Bouygues Universal Registration Document.

Other remuneration ⁽²⁾	230,000	-	-	-
Remuneration for serving as a director (formerly directors' fees)	18,500	18,500	18,500	18,500
Benefits in kind	6,220	6,220	6,220	6,220
TOTAL	2,048,720	2,057,920	2,057,920	2,324,720

(1) By reference to his annual fixed remuneration of €920,000.

(2) Includes the exceptional remuneration awarded to Gilles Pélisson for his handling of the Covid-19 crisis.

For 2020, Gilles Pélisson's remuneration amounted to €2,057,920.

Gilles Pélisson's variable remuneration for 2020 was €874,000. The quantitative criteria were partially met, and the qualitative criteria were fully met. Payment is suspended pending adoption of the 5th resolution at the Annual General Meeting of 15 April 2021 ("Ex post approval of components of remuneration and benefits paid or awarded to Gilles Pélisson in respect of 2020").

The following factors were taken into account in determining Gilles Pélisson's remuneration:

- The company's performance: the Board took the view that the remuneration was commensurate with the work done and the quality of outcomes. The Board took account of the Group's results in light of the exceptional circumstances associated with the COVID-19 crisis. In this complex environment, the Group showed great agility, cutting the cost of programmes by more than 15% relative to 2019. Those savings, which absorbed 100% of the erosion in advertising revenue from Broadcasting, were implemented without impairing the quality of programming schedules, resulting in high audience ratings. In addition, the Group continued to grow the profitability of its core business thanks to complementary revenue streams (MYTF1, and distribution revenue from the agreements signed with telecoms operators, one of which – with Orange – was renewed at the end of 2020). The Group also accelerated its expansion in production, especially outside France, as shown by the development of Ringside

Studio in the UK. Finally, the Group continued to reorganise its Unify digital division to put it into the best shape to achieve its objectives in 2021, through steps including the launch of the Unify Advertising airtime sales house, a makeover of Unify's main websites, and the development of synergies.

In line with the principles set for the remuneration of the Executive Officer, the Board also took account of the four objectives set in respect of the budget for the 2020 financial year.

Finally, the Board looked at trends in the TF1 share price in 2020. In a media sector that was hit hard by the COVID-19 crisis, the TF1 share price fell by 10.9%, while the fall in the share prices of the company's main European peers was generally more marked (in a range from 33.1% to 1.1%);

- Sector and intra-group comparisons: the remuneration is benchmarked against that awarded to other media sector executives in France and the rest of Europe, and is based on rules that are applied consistently across the Bouygues group's business lines.

SUPPLEMENTARY PENSION

Contingent-rights collective pension scheme governed by Article L. 137-11 of the French Social Security Code (rights for periods of employment prior to 1 January 2020).

Gilles PELISSON, who joined the scheme before 4 July 2019, was eligible for the defined-benefit collective supplementary pension scheme governed by Article L. 137-11 of the French Social Security Code.

Subject to his still being with the Bouygues group on retirement, the Chairman and CEO of TF1 was entitled to an annuity under this scheme.

In accordance with Law No. 2019-486 of 22 May 2019 (the Pacte law) and Order No. 2019-697 of 3 July 2019, this scheme was closed to new members from 4 July 2019 onwards, and the rights of existing members were frozen as of 31 December 2019.

Due to the closure of the scheme and the freezing of scheme members' rights, the Chairman and CEO of TF1 cannot accumulate any further rights under this pension scheme from 1 January 2020 onwards.

Pursuant to Article 5 of Order No. 2019-697 of 3 July 2019, Bouygues intends to transfer the contingent rights under this scheme (governed by Article L. 137-11 of the Social Security Code) to a vested-rights scheme (governed by Article L. 137-11-2 of the Social Security Code), the characteristics of which are identical to those of the vested-rights scheme described below. This means that the pension benefits accumulated under the old scheme will, as a result of the transfer, no longer be contingent on the beneficiary still being with the Bouygues group when he takes retirement.

In any event, no rights may be transferred to the beneficiary above the cap of 30% of his average annual remuneration liable to social security contributions over the last three years under the scheme governed by Article L. 137-11 of the Social Security Code.

Vested-rights pension scheme governed by Article L. 137-11-2 of the French Social Security Code (rights for periods of employment subsequent to 1 January 2020).

Given the closure of and the freezing of contingent rights under defined-benefit pension schemes governed by Article L. 137-11 of the Social Security Code, the Board meetings of 13 November 2019 and 19 February 2020 decided (acting on a proposal from the Selection and Remuneration Committee) to introduce a new vested-rights pension scheme in compliance with currently applicable legislation (Article L. 137-11-2 of the Social Security Code). The new scheme enables members of the Bouygues Management Committee who have not reached the cap adopted by the Board to accumulate pension rights for periods of employment subsequent to 1 January 2020 such that they will receive the same level of annuity (0.92% a year) as under the previous scheme in place within Bouygues, subject to fulfilment of the performance conditions described below.

In accordance with the new regulations, pension rights will vest annually and will no longer be subject to the individual still being with the Company at retirement.

Gilles PELISSON was eligible for this new pension scheme.

This scheme has the following characteristics:

1. Conditions for joining the scheme and other eligibility conditions whereby the beneficiary must:
 - be a member of the Bouygues General Management Committee
 - have at least three years' service within a Bouygues Group company;
2. Reference remuneration: gross annual fixed remuneration plus gross annual variable remuneration;
3. Frequency of vesting of rights: annual.
4. Annual cap on vested pension rights: 0.92% of the reference salary
5. Overall cap: 8x the annual upper limit for Social Security contributions (cap of €329,088 in 2020).
6. Overall cap on vested rights under all schemes governed by Article L. 137-11-2 of the French Social Security Code: 30 points
7. Funding is contracted out to an insurance company, to which an annual contribution is paid.
8. Performance conditions:

The performance conditions for 2020 were:

- 2020 financial year: Objective = that the average of the TF1 Group's consolidated net profit figures for the 2020 financial year and for the 2019 and 2018 financial years ("Average CNP") is no more than 10% below the average of the consolidated net profit figures specified in the plan for the 2020 financial year and in the plans for the 2019 and 2018 financial years.
- This target set is 50% based on TF1 targets and 50% on Group targets.

Terms for determining the vesting of pension rights based on performance and by objective:

- If average CNP is equal to the Objective or is greater than the Objective:
 - Annual pension rights = 0.46% of the reference salary;
- If average CNP is more than 10% below the Objective: annual pension rights = 0.

Between this lower limit and this upper limit, the pension rights allocated by objective vary on a straight -line basis from 0 to 0.46 % of the reference salary.

Because the criteria were met for 2020, the rights awarded were 0,46% of the reference salary.

The amount of pensions paid under the pension schemes covered by Articles L. 137-11 (contingent-rights scheme) and L. 137-11-2 (vested-rights scheme) of the French Social Security Code in force within the Company is limited to eight times the annual social security ceiling (€329,088 in 2020).

EXECUTIVE PAY RATIOS

The executive pay ratio disclosures provided below comply with paragraphs 6 & 7 of Article L. 22-10-9 of the French Commercial Code.

In line with the recommendations of the 2020 report on corporate governance and executive pay issued by the AMF on 24 November 2020, the executive pay ratios presented below are based on an expanded scope including not only TF1 SA (the parent company), but also the historical scope of the TF1 group (excluding Unify and Newen).

A) PAY RATIO BETWEEN THE REMUNERATION OF THE EXECUTIVE OFFICER AND AVERAGE/MEDIAN EMPLOYEE REMUNERATION FOR THE HISTORICAL SCOPE OF TF1

	2016	2017	2018	2019	2020
Executive Officer	Gilles Pélisson	Gilles Pélisson	Gilles Pélisson	Gilles Pélisson	Gilles Pélisson
Ratio to average remuneration paid to employees	13	20	32	32	28
Ratio to median remuneration paid to employees	16	24	39	40	35

B) TABLE COMPARING THE REMUNERATION OF THE EXECUTIVE OFFICER RELATIVE TO THE PERFORMANCE OF TF1 SA AND TO AVERAGE EMPLOYEE REMUNERATION FOR THE HISTORICAL SCOPE OF TF1

	Change 2016 / 2015	Change 2017 / 2016	Change 2018 / 2017	Change 2019 / 2018	Change 2020 / 2019
Annual remuneration paid to the Executive Officer	-54,4%	+45,5%	+72,6%	+2,6%	-14,7%
Company performance: Current operating profit	-18,1%	+43,2%	+5,4%	+28,3%	-25,5%
Company performance: Net profit attributable to the Group	-58,2%	+226,4%	-6,2 %	+21,0%	-64,3%
Average remuneration paid to employees	+1,7%	-0,3%	+6,9%	+2,2%	-2,2%
Pay ratio based on average remuneration paid	13 (-55,2%)	19 (+45,9%)	30 (+61,5%)	30 (+0,4%)	28 (-12,7%)

COMMENTS

- 2016 vs 2015: Gilles Pélisson took office as Chairman & Chief Executive Officer on 19 February 2016; his fixed remuneration is computed on an annualized basis. No variable remuneration was paid to the Executive Officer in 2016.

- 2017 vs 2016: In 2017, Gilles Pélisson served as Chairman & Chief Executive Officer for the entire year. In 2016, he waived 50% of his variable compensation which as calculated based on the specified criteria would have been €1,062,232.

- 2018 vs 2017: In 2018, Gilles Pélisson served as Chairman & Chief Executive Officer for the entire year.

- 2019 vs 2018: In 2019, Gilles Pélisson served as Chairman & Chief Executive Officer for the entire year.

- 2020 vs 2019: In 2020, Gilles Pélisson served as Chairman & Chief Executive Officer for the entire year.

- The financial statements of the TF1 group for the 2015, 2016 and 2017 financial years include non-current items (restructuring costs, amortisation of audiovisual rights remeasured at fair value in the acquisition of Newen) that could explain the significant changes in net profit attributable to the Group for those years.

REMUNERATION OF NON-EXECUTIVE CORPORATE OFFICERS⁴

The Annual General Meeting of 23 April 2003 set the total amount of remuneration of corporate officers for serving as directors at €350,000 annually, leaving it to the Board of Directors to determine how this amount should be allocated.

That amount was allocated as follows:

- The theoretical annual amount for each director is €18,500;
- Committee members:
 - Audit Committee: €3,000 per member per quarter,
 - Selection and Remuneration Committee: €1,350 per member per quarter,
 - Ethics and CSR Committee: €1,350 per member per quarter.

Not all of the €350,000 available for the remuneration of corporate officers for serving as directors was used in 2020.

The total gross amount of such remuneration before taxes (including Gilles Pélisson) was €273,600, as indicated in the tables below.

TABLE 3 – REMUNERATION OF NON-EXECUTIVE CORPORATE OFFICERS FOR SERVING AS DIRECTORS (FORMERLY KNOWN AS DIRECTORS' FEES) (€)

Remuneration of non-executive corporate officers	Type of remuneration	Gross amounts before tax due for 2020	Gross amounts before tax due for 2019
Marie Allavena	Remuneration for serving as a director	23,900	14,438
Charlotte Bouygues ⁽¹⁾	Remuneration for serving as a director	8,787	N/A

⁴ Formerly known as Directors' fees.

Martin Bouygues ⁽²⁾	Remuneration for serving as a director	9,713	23,900
Olivier Bouygues	Remuneration for serving as a director	18,500	13,644
Fanny Chabirand (employee representative) ⁽⁴⁾⁽⁵⁾	Remuneration for serving as a director	7,383	22,281
Laurence Danon Arnaud	Remuneration for serving as a director	30,500	30,500
Pascaline de Dreuzy	Remuneration for serving as a director	35,900	31,310
Catherine Dussart	Remuneration for serving as a director	29,300	28,490
Pascal Grangé ⁽³⁾	Remuneration for serving as a director	24,979	N/A
Sophie Leveaux Talamoni ⁽⁴⁾⁽⁵⁾ (employee representative)	Remuneration for serving as a director	19,570	22,281
Philippe Marien	Remuneration for serving as a director	5,521	34,281
Olivier Roussat	Remuneration for serving as a director	23,900	20,662
Sabrina Zerbib ⁽⁴⁾⁽⁵⁾ (employee representative)	Remuneration for serving as a director	17,147	N/A
TOTAL		255,100	251,250

(1) Permanent representative of SCDM since 28 May 2020.

(2) Director in his own right until 13 February 2020, then permanent representative of SCDM until 28 May 2020.

(3) Pascal Grangé was designated as permanent representative of Bouygues SA on 13 February 2020, replacing Philippe Marien.

(4) Remuneration for the employee representative non-executive corporate officers was paid directly to the trade unions CFTC (€36,717) and FO (€7,383).

(5) The Annual General Meeting of 17 April 2020 noted the results of the election of the two employee representative directors: Sophie Leveaux Talamoni was re-elected, and Sabrina Zerbib was elected to replace Fanny Chabirand.

No other remuneration was paid to the non-executive corporate officers in respect of their corporate office.

The only remuneration paid by TF1 to Martin Bouygues, Charlotte Bouygues, Olivier Bouygues, Olivier Roussat, Pascal Grangé and Philippe Marien was remuneration of corporate officers for serving as a director (formerly known as directors' fees) (see table 3).

The salaried directors (Fanny Chabirand, Sabrina Zerbib and Sophie Leveaux Talamoni) received no exceptional remuneration in respect of their corporate office in the TF1 group.

The remuneration paid to the Executive Officer for serving as a director (formerly known as directors' fees) was as follows:

REMUNERATION OF THE EXECUTIVE OFFICER FOR SERVING AS A DIRECTOR (FORMERLY KNOWN AS DIRECTORS' FEE) (€)

	Gross amounts before tax due for 2020	Gross amounts before tax due for 2019
Gilles Pélisson	18,500	18,500
TOTAL	18,500	18,500

1.2. DISCLOSURES ON STOCK OPTIONS AND PERFORMANCE SHARES

As required by Articles L. 22-10-57 and L. 22-10-60 of the French Commercial Code

This chapter contains the reports required by the French Commercial Code and the tables recommended in the AFEP/MEDEF Code of Corporate Governance or in AMF pronouncements regarding disclosures on the remuneration of corporate officers to be included in Registration Documents.

The Board of Directors did not award any stock options in 2020.

PRINCIPLES AND RULES FOR AWARDS OF TF1 STOCK OPTIONS AND PERFORMANCE SHARES AUTHORISATIONS GIVEN TO THE BOARD OF DIRECTORS BY THE ANNUAL GENERAL MEETING

Currently valid authorisations: The 26th resolution of the Annual General Meeting of 18 April 2019 renewed, for a 38-month period, the authorisation of the Board of Directors to award to employees and senior executives of TF1 or related companies, on one or more occasions, options to subscribe for new or existing shares.

The 27th resolution of the Annual General Meeting of 18 April 2019 authorised the Board of Directors, for a 38-month period, to award to employees and senior executives of TF1 or related companies, on one or more occasions, performance shares which at the Board's discretion may be either existing shares repurchased by the company or new shares issued for the purpose.

To that end, the Annual General Meeting delegated powers to the Board of Directors to set conditions for making such awards, with a view to linking the remuneration of key executives more closely with the performance and future of the Group and with the outcomes of their work.

A limit for the combined amount of such awards was set at 3% of the share capital.

The 26th and 27th resolutions on stock options and performance share awards stipulate that:

- the Board of Directors determines the conditions, in particular the maximum amount for the awarding of stock options or shares to the Executive Officers, as well as the performance criteria applicable to such awards;
- the Board of Directors draws up a list or determines the categories of other beneficiaries of options or shares, and determines the performance criteria applicable to such awards.

Under the 26th resolution on stock options, no discount is permitted.

Depending on the circumstances:

- the subscription price must be no less than the average quoted share price over the 20 trading days preceding the date of grant;
- the purchase price of shares must be no less than (i) the average quoted share price over the 20 trading days preceding the date of grant or (ii) the average price at which the shares were purchased by the company pursuant to Articles L. 22-10-61 and L. 22-10-62 of the French Commercial Code.

The Board of Directors grants options entitling their holders to subscribe for new TF1 shares subject to performance conditions. The Board of Directors has decided not to award any TF1 stock options or TF1 performance shares to the Executive Officer.

GENERAL RULES ON AWARDS OF STOCK OPTIONS AND PERFORMANCE SHARES

The Board of Directors has taken into account the recommendations of the AFEP/MEDEF code and of the AMF.

The general rules applied are summarised below:

- stock options or performance shares are awarded to attract key executives and employees, secure their loyalty, reward them, and give them a medium/long-term interest in the company's development, reflecting their contribution to value creation;
- stock option and performance share plans are awarded to approximately 150 employees of TF1 (or of Group companies) who sit on any of the three management bodies. Grantees are selected and individual awards decided so as to reflect each beneficiary's responsibilities and performance, with particular attention paid to high-potential executives;
- no stock options or performance shares are awarded to the Executive Officer (Gilles Pélisson);
- no discount is applied to grants of stock options;
- awards of stock options and performance shares are subject to performance conditions;
- executives who benefit from these plans are informed about insider trading. Various internal rules have been issued to prevent insider trading. These include establishing a list of individuals with access to privileged information, reminders of prohibitions on trading, and information about stock market law. A dedicated compliance programme was approved and distributed during 2015;
- all TF1 stock option plans and TF1 performance share plans prohibit employees who are on the TF1 insiders list from exercising their options, or selling shares derived from exercised options or awarded shares, during the period preceding publication of the financial statements. That period extends for thirty calendar days up to and including the day of publication of the TF1 half-year and full-year financial statements, and for fifteen calendar days up to and including the day of publication of the quarterly financial statements. This prohibition also applies during any period in which such persons are aware of privileged information, and on the date of publication of such information;
- options are automatically cancelled on termination of the grantee's employment contract or corporate office, unless given special dispensation or in the event of disability or retirement.

The Board of Directors did not award any stock options in 2020.

SPECIFIC RULES APPLICABLE TO CORPORATE OFFICERS

No stock options or performance shares are awarded to the Executive Officer (Gilles Pélisson).

POLICY ON STOCK OPTIONS AND PERFORMANCE SHARES

Acting on a proposal from the Selection and Remuneration Committee, the Board has authorised the use of two forms of performance-related medium/long-term incentive plan for key executives.

These plans are intended to:

- keep key executives motivated to deliver growth in revenue and profitability (performance shares);
- foster team spirit by setting collective objectives and giving everyone an interest in sustaining the transformation of TF1 over time;
- build the loyalty of executives over the long term (stock options).

APPLICATION OF PERFORMANCE CONDITIONS FOR PREVIOUS PLANS

2017: For the 2017 stock option plan and performance share plan, the performance conditions have been met. The calculation was made (i) 50% on the basis of the arithmetical average of performances in the 2017 and 2018 financial years on a constant structure basis, as compared with the budgets set for those financial years and (ii) 50% on the basis of the arithmetical average of performances in the 2018 and 2019 financial years on a constant structure basis as compared with the budgets set for those financial years. Performances for the 2017, 2018 and 2019 financial years were assessed on a constant structure basis by reference to the budgets set in 2016, 2017 and 2018 for the 2017, 2018 and 2019 financial years, respectively.

2018: For the 2018 stock option plan and performance share plan, the performance conditions were met at 61.6% for the performance share plan and 73.1% for the stock option plan. The calculation was made (i) 50% on the basis of the arithmetical average of performances in the 2018 and 2019 financial years on a constant structure basis, as compared with the budgets set for those financial years and (ii) 50% on the basis of the arithmetical average of performances in the 2019 and 2020 financial years on a constant structure basis as compared with the budgets set for those financial years.

2019: For the 2019 stock option plan, the performance conditions were met at 71.9%. The calculation was made (i) 50% on the basis of the arithmetical average of performances in the 2019 financial year on a constant structure basis, as compared with the budget set for that financial year and (ii) 50% on the basis of the arithmetical average of performances in the 2020 financial year on a constant structure basis, as compared with the budget set for that financial year.

The Selection and Remuneration Committee will examine the performance criteria on which vesting of the stock options and performance shares is contingent.

GENERAL INFORMATION AND CHARACTERISTICS OF STOCK OPTIONS

- Terms and periods of exercise: see Table 8.

STOCK OPTIONS GRANTED OR EXERCISED IN 2020

STOCK OPTIONS GRANTED OR EXERCISED DURING THE YEAR

No stock options were awarded or exercised in 2020.

As of 31 December 2020, no TF1 stock options were potentially exercisable.

STOCK OPTIONS AWARDED BY TF1 OR ANY GROUP COMPANY, GRANTED TO OR EXERCISED BY THE EXECUTIVE OFFICER DURING THE YEAR

Gilles Pélisson was not awarded any options to purchase or subscribe for TF1 shares in 2020.

In connection with the office he holds at Bouygues, Gilles Pélisson received during 2020 options giving entitlement to subscribe for new Bouygues shares; those options were awarded on 8 October 2020 following a decision taken by the Bouygues Board of Directors on 28 July 2020.

TABLE 4 – STOCK OPTIONS GRANTED TO THE EXECUTIVE OFFICER IN 2020

Name of executive officer	Plan no. And date	Type of option (purchase or subscription)	Value of option based on method used in consolidated financial statements	Number of options granted during the year	Exercise price	Exercise period
Gilles Pélisson	2020 plan Board meeting date: 28/07/2020 Date of grant: 08/10/2020	Subscription	€3.0093	80,000	€30.53	08/10/2020 to 08/10/2030
TOTAL			€240,744	80,000		

The exercise price was calculated by reference to the average of the opening quoted market prices on the twenty trading days preceding 8 October 2020; no discount was applied.

TABLE 5 – STOCK OPTIONS EXERCISED BY THE EXECUTIVE OFFICER OF TF1 IN 2020

The Executive Officer (Gilles Pélisson) did not exercise any stock options in 2020.

STOCK OPTIONS AWARDED BY TF1 OR ANY GROUP COMPANY, GRANTED TO OR EXERCISED BY SALARIED DIRECTORS DURING THE YEAR

No stock options were granted to salaried directors in 2020. No salaried director exercised any stock options in 2020.

PERFORMANCE SHARES

No performance share plan was awarded in 2020.

TABLE 6 – PERFORMANCE SHARES GRANTED TO THE EXECUTIVE OFFICER

No performance shares were awarded by TF1 to the Executive Officer (Gilles Pélisson) in 2020.

TABLE 7 – PERFORMANCE SHARES THAT BECAME AVAILABLE TO THE EXECUTIVE OFFICER DURING THE YEAR

No performance shares became available as none has been awarded by the company to the Executive Officer (Gilles Pélisson).

PAST STOCK OPTION AWARDS AND OTHER INFORMATION

TABLE 8 – PAST STOCK OPTION AWARDS

	Plan no.14	Plan no.15	2017 plan	2018 plan	2019 plan
Date of Shareholders' Meeting	17/04/2014	17/04/2014	13/04/2017	19/04/2018	18/04/2019
Date of Board Meeting	29/04/2015	26/04/2016	27/04/2017	25/04/2018	14/02/2019
Date of grant	12/06/2015	08/06/2016	12/06/2017	08/06/2018	12/06/2019
Type of plan	Subscription	Subscription	Subscription	Subscription	Subscription
Total number of options granted subject to performance conditions	1,308,800	642,000	710,400	700,900	1,810,500
- to corporate officers	16,000	13,000	13,000	13,000	13,000
- to the 10 employees awarded the greatest number	368,000	114,000	118,000	103,000	460,000
Start date of exercise period	12/06/2018	08/06/2019	12/06/2020	08/06/2021	12/06/2021
Expiration date	12/06/2022	08/06/2023	12/06/2024	08/06/2025	12/06/2029
Subscription price	€15,46	€10,99	€11,45	€9,83	€8,87

Terms of exercise	Options may be exercised and shares sold from 3 rd anniversary of date of grant	Options may be exercised from 3 rd anniversary of date of grant and shares sold from 4 th anniversary of date of grant	Options may be exercised from 3 rd anniversary of date of grant and shares sold from 4 th anniversary of date of grant	Options may be exercised from 3 rd anniversary of date of grant and shares sold from 4 th anniversary of date of grant	Options may be exercised and shares sold from 2 nd anniversary of date of grant
Number of shares subscribed at 31 december 2020	-	-	-	-	-
Cumulative number of options cancelled, not awarded, or forfeited	248,700	118,900	110,200	74,300	121,500

Number of options outstanding at end of period	1,060,100	523,100	600,200	626,600	1 689,000
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For an analysis of the movement in the number of options outstanding, refer to Note 7-4-5-2 to the TF1 consolidated financial statements for the year ended 31 December 2020. The expense recognised for the stock option plans granted by TF1 is presented in Note 7-4-5-3 to the consolidated financial statements. The value per stock option on the date of grant, calculated according to the Black-Scholes model, is €2.75 (plan no. 14), €2.15 (plan no. 15), €1.85 (2017 plan), €0.89 (2018 plan), and €0.97 (2019 plan).

The most recently lapsed plan is stock option plan no. 13, which expired on 12 June 2019.

STOCK OPTIONS GRANTED TO THE TEN EMPLOYEES (OTHER THAN CORPORATE OFFICERS) OF TF1 (OR ANY COMPANY WITHIN THE SCOPE OF COMPANIES ENTITLED TO AWARD STOCK OPTIONS) WHO WERE AWARDED THE MOST OPTIONS IN 2020

None.

STOCK OPTIONS EXERCISED BY THE TEN EMPLOYEES (OTHER THAN CORPORATE OFFICERS) OF TF1 WHO EXERCISED THE MOST OPTIONS IN 2020

None.

PAST PERFORMANCE SHARE AWARDS AND OTHER INFORMATION

TABLE 9 – PAST PERFORMANCE SHARE AWARDS

	2016 performance shares	2017 performance shares	2018 performance shares
Date of Shareholders' Meeting	14 April 2016	14 April 2016	14 April 2016
Date of Board Meeting	26 April 2016	27 April 2017	25 April 2018
Date of grant	8 June 2016	12 June 2017	8 June 2018
Type of shares	New shares to be issued	New shares to be issued	New shares to be issued
Maximum number of shares awarded subject to performance conditions	170,000	172,000	172,300
<i>To corporate officers</i>	0	0	0
<i>To the 10 employees awarded the greatest number</i>	79,600	80,500	86,500
Vesting period	8 June 2016 to 7 June 2019	12 June 2017 to 11 June 2020	8 June 2018 to 7 June 2021
Lock-up period	8 June 2019 to 7 June 2020	12 June 2020 to 11 June 2021	8 June 2021 to 7 June 2022
Date available for sale	From 8 June 2020	From 12 June 2021	From 8 June 2022
Continuing employment condition	Yes	Yes	Yes
Performance conditions	Yes	Yes	Yes
Number of shares vested as of 31 december 2020	160,100	100,100	-
Number of shares granted, cancelled or forfeited	-	16,500	18,500
Number of shares not yet vested	-	55,400	150,400

The value per performance share on the date of grant, calculated according to the Black-Scholes model, is €11.40 (2016 plan), €11.72 (2017 plan), and €9.38 (2018 plan).

No performance share plan was awarded in 2019.

PERFORMANCE SHARES AWARDED DURING 2020 BY TF1 (OR ANY COMPANY WITHIN THE SCOPE OF COMPANIES ENTITLED TO AWARD PERFORMANCE SHARES) TO THE TEN EMPLOYEES OF TF1 (OR OF ANY COMPANY WITHIN THAT SCOPE) AWARDED THE MOST PERFORMANCE SHARES

Name	Number of performance shares awarded in 2020	Vesting date
NONE	NONE	NONE

PERFORMANCE SHARES VESTED DURING 2020 IN THE TEN EMPLOYEES (OTHER THAN CORPORATE OFFICERS) OF TF1 WITH THE HIGHEST NUMBER OF PERFORMANCE SHARES

Salariés	Total number of performance shares vested	Vesting date	Plan no.
NONE	NONE	NONE	NONE

1.3. OTHER DISCLOSURES ABOUT THE EXECUTIVE OFFICER'S REMUNERATION

TABLE 10 – MULTI-YEAR VARIABLE REMUNERATION OF THE EXECUTIVE OFFICER

No deferred annual or multi-year variable remuneration is awarded to the Executive Officer.

TABLE 11 – OTHER DISCLOSURES ABOUT THE EXECUTIVE OFFICER'S REMUNERATION

	Employment contract		Supplementary pension scheme ⁽²⁾		Compensation or benefits due or liable to become due on cessation or change of office ⁽³⁾		Non-compensation indemnity	
	Yes	No	Yes	No	Yes	No	Yes	No
Gilles Pélisson	X ⁽¹⁾		X ⁽³⁾			X ⁽⁴⁾		X

(1) Gilles Pélisson has an employment contract with Bouygues SA, and not with TF1 SA.

(2) See "Supplementary Pension" above.

(3) See "Supplementary Pension" above.

(4) Severance benefits: A termination benefit may be paid in respect of salaried positions within the Group, excluding any period of service as a corporate officer, in accordance with the French Labour Code and the national collective agreement applied by the company in question. Any such compensation would be re-invoiced to TF1 on a pro rata basis for the number of years of service as an employee or corporate officer of the TF1 group.