

TF1 held its Combined Annual General Meeting of shareholders on 15 April 2021 at 9.30am (CET), at the registered office, with Chairman and CEO Gilles Pélisson in the chair.

Exceptionally, in light of the measures taken to limit the spread of Covid-19, the Combined Annual General Meeting was held without shareholders and other persons authorised to attend the meeting being present physically or by telephone conference or by any audiovisual means.

The general meeting was webcast on internet. Shareholders were able to vote by correspondence or by internet, and submit any written questions before the meeting.

A total of 1 642 shareholders participated in the meeting for Ordinary business, representing 168 965 167 shares and 168 965 167 voting rights.

A total of 1 641 shareholders participated in the meeting for Extraordinary business, representing 168 965 105 shares and 168 965 105 voting rights.

Equivalent to 80,31% of the total voting rights.

Results of the vote on the resolutions

Total number of shares with voting rights	210 392 991	
Number of votes	210 392 991	
Number of shareholders present, represented, or having voted by correspondence	Ordinary General Meeting	1 642
	Extraordinary General Meeting	1 641
Number of shares/votes by shareholders present, represented, or having voted by correspondence	Ordinary General Meeting	168 965 167
	Extraordinary General Meeting	168 965 105

The shareholders adopted all the resolutions proposed by the Board of Directors.

Resolutions within the competence of the Ordinary General Meeting							
N°	Result	For		Against		Abstained	
		Number of votes	%	Number of votes	%	Number of votes	
1	Passed	Approval of the financial statements for the 2020 financial year					
		168 353 061	99,93	123 585	0,07	488 521	
2	Passed	Approval of the consolidated financial statements for the 2020 financial year					
		168 708 189	99,93	123 585	0,07	133 393	
3	Passed	Appropriation of profits for the 2020 financial year and setting the amount of the dividend (€0,45 per share)					
		168 196 644	99,55	759 313	0,45	9 210	
4	Passed	Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code (1)					
		40 449 992	52,59	36 459 168	47,41	105 366	
5	Passed	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 CEO					
		122 422 217	72,48	46 487 183	27,52	55 767	
6	Passed	Approval of the information concerning the remuneration of the corporate officers described under Article L. 22-10-9 of the French Commercial Code					
		153 611 694	90,92	15 335 130	9,08	18 343	
7	Passed	Approval of the remuneration policy applicable for Gilles Pélisson, Chairman and CEO					
		151 274 609	89,56	17 634 816	10,44	55 742	

8	Passed	Approval of the remuneration policy for Directors				
		168 861 735	99,95	83 475	0,05	19 957
9	Passed	Reappointment of Laurence Danon Arnaud as Director for a three-year term				
		166 739 316	98,69	2 211 777	1,31	14 074
10	Passed	Reappointment of Bouygues as Director for three-year term				
		144 132 234	85,31	24 818 912	14,69	14 021
11	Passed	Reappointment of SCDM as Director for a three-year term				
		142 634 430	84,43	26 298 206	15,57	32 531
12	Passed	Appointment, for a period of three years, as Director representing the employee shareholders of Marie Aude Morel				
		164 809 795	97,55	4 135 346	2,45	20 026
13	Passed	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				
		168 666 803	99,97	44 592	0,03	253 772

(1) The shareholders with an interest, representing 91,950,641 votes, did not take part in this vote

Resolutions within the competence of the Extraordinary General Meeting						
N°	Result	For		Against		Abstained
		Number of votes	%	Number of votes	%	Number of votes
14	Passed	Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares, for an 18-month period				
		168 915 311	99,98	39 231	0,02	10 563
15	Passed	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				
		126 526 343	74,89	42 426 068	25,11	12 694
16	Passed	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 (2)				
		162 398 124	96,12	6 550 932	3,88	16 049
17	Passed	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				
		131 318 343	77,73	37 627 853	22,27	18 909
18	Passed	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				
		131 316 245	77,73	37 631 084	22,27	17 776
19	Passed	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				
		131 291 462	77,71	37 655 997	22,29	17 646

20	Passed	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	126 111 655	74,65	42 830 823	25,35	22 627
21	Passed	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	131 317 780	77,73	37 630 534	22,27	16 791
22	Passed	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	131 322 795	77,73	37 625 836	22,27	16 474
23	Passed	Overall limitation of financial authorisations.	168 683 689	99,85	252 644	0,15	28 772
24	Passed	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	158 775 623	93,98	10 171 526	6,02	17 956
25	Passed	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	168 922 956	99,99	16 298	0,01	25 851
26	Passed	Authorisation to carry out formalities	168 941 434	>99,99	6 502	<0,01	17 169

(2) Resolutions subject to the same quorum and majority rules as an Ordinary General Meeting

Governance

Composition of the Board of Directors and the Board committee as of 15 April 2021 :

Chairman and Chief Executive Officer : Gilles PELISSON

Directors :

- Marie ALLAVENA - Director - independent - Chief Executive of Eyrolles
- Olivier BOUYGUES, Director of BOUYGUES
- Laurence DANON-ARNAUD, Director - independent - Chairwoman of Primerose SAS
- Pascaline de DREUZY, Director - independent - Chairwoman of P2D Technology
- Catherine DUSSART, Director - independent - Manager of Catherine Dussart Production-CDP
- Sophie LEVEAUX TALAMONI, Director - Representing employees - Artistic Director of Acquisitions
- Marie-Aude MOREL, Director - Representing employee shareholders – Manager in the Technology Department
- Olivier ROUSSAT, Director - Chief Executive Officer of BOUYGUES
- BOUYGUES, Director - represented by Pascal GRANGE - Deputy CEO Chief Financial Officer of BOUYGUES
- SCDM, Director - represented by Charlotte BOUYGUES – Director of e-commerce at Aufeminin
- Sabrina ZERBIB, Director - Representing employees - assistant in the Business, CSR & Innovation-Digital Department

Composition of the Audit Committee : Laurence DANON-ARNAUD (Chair), Marie ALLAVENA and Pascal GRANGE (committee members).

Composition of the Ethics, CSR and Patronage Committee : Catherine DUSSART (Chair), Marie-Aude MOREL and Sabrina ZERBIB (committee members).

Composition of the Selection and Remuneration Committee : Marie ALLAVENA (Chair), Catherine DUSSART, Sophie LEVEAUX TALAMONI and Olivier ROUSSAT (committee members).