

# 2020 GENERAL MEETING



APRIL, 17<sup>TH</sup> 2020

The Board of Directors on 31 March 2020 has decided to make use of the provisions of Order No. 2020-321 of 25 March 2020 adapting the rules relating to meetings and deliberations of the shareholders in light of the Covid-19 epidemic.

As a result, the Annual General Meeting is held behind closed doors

## COMPOSITION OF THE COMMITTEE

- Gilles PELISSON, Chairman and CEO
- Philippe DENERY, CFO
- Sébastien FRAPIER, Legal Affairs Director and Board Secretary
- Scruteener:
  - Arnauld van Eeckhout, authorised representative of Bouygues SA
  - Marie-José Lefebvre, authorised representative FCPE TF1 Actions

# BOARD OF DIRECTORS MEMBERS



Gilles Pélisson  
Chairman and CEO



Pascaline de Dreuzy



SCDM  
Martin Bouygues



Laurence Danon-Arnaud



Olivier Roussat



Olivier Bouygues



Marie Allavena



BOUYGUES SA  
Pascal Grangé



Catherine Dussart



Sophie Leveaux  
Employee representative Director



Sabrina Zerbib  
Employee representative Director

**11 Members – 55 % Women**

Independent  
Directors

Renewed term or  
co-optation

Elected by  
employees

This presentation contains certain forward-looking statements based on current expectations, forecasts and assumptions that involve risks and uncertainties. These statements are based on information available to the Company as of the date hereof. All forward-looking statements are TF1 management's present expectations of future events, beliefs, intentions or strategies and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

## OPENING OF THE MEETING

- General meeting convened on first call
- Quorum required for the holding of an ordinary general meeting and extraordinary general meeting reached
- Number of shares and voting rights at the attendance sheet (the voting forms and the powers of the represented shareholders)

## AVAILABLE DOCUMENTS

- The Universal Registration Document containing information and documents to be presented at the Annual General Meeting is available since 11 March 2020 on the company's website at [www.groupe-tf1.fr](http://www.groupe-tf1.fr) under Investors/ General Meeting.
- Documents and information relating to the Annual General Meeting will be made available to shareholders are available on the company's website at [www.groupe-tf1.fr](http://www.groupe-tf1.fr) under Investors/ General Meeting.
- Additional information to the 2019 Universal Registration Document and preparatory documents to the Annual General Meeting of 17 April 2020 on objectives and dividend given the Covid-19 crisis by the Board of Directors held on 31 March 2020

# LIST OF AVAILABLE DOCUMENTS

- Press release indicating the formalities for obtaining or consulting the documents in preparation for the Annual General Meeting of February 26 and March 27, 2020,
- The notices published in B.A.L.O of February 26 and April 1, 2020,
- The notice published in LES PETITES AFFICHES of April 1, 2020,
- The notices published in LES ECHOS of February 26 and April 1, 2020,
- The meeting notice and the copy of the convening notices sent on April 2, 2020 to shareholders and Works Council representatives,
- The copy of letters sent to auditors on April 2, 2020 and acknowledgments,
- The 2019 Universal registration document,
- Additional information to the 2019 Universal Registration Document and preparatory documents to the Annual General Meeting,
- The report of the Board of Directors (ordinary),
- The table of results over the past five financial years,
- The report of the Board of Directors on corporate governance,
- The report on 2019 remuneration including remuneration of the Executive Officer and the report on stock options and performance shares,
- The report on the principles and criteria for determining, allocating, and awarding the remuneration payable to the Chairman and Chief Executive Officer in 2020,

# LIST OF AVAILABLE DOCUMENTS

- The report of the Board of Directors on the resolutions presented to the General Meeting,
- The company financial statements including the balance sheet, income statement and the annexes to the financial year 2019,
- Proposed appropriation of profits,
- The consolidated accounts including the balance sheet, income statement and the annexes to the financial year 2019,
- The auditors' reports and independent verifier's report,
- The list of Directors and their functions in other companies, and the fact sheet for directors whose cooptation or renewal of term of office are mentioned in the agenda,
- The social balance sheet,
- The aggregate amount of remuneration paid to the ten highest-paid individuals, certified as accurate by the Statutory Auditors,
- The list of contributions to corporate philanthropy initiatives, including donations and sponsorship,
- The number of shares and voting rights at the Notice of Meeting date,
- The list of shareholders,
- The attendance sheet, the powers of the represented shareholders and the voting forms by mail, as well as proof of the authorized intermediaries,
- The resolutions,
- The articles of association.

# AGENDA - WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING

- Approval of the individual financial statements and transactions for the 2019 financial year.
- Approval of the consolidated financial statements and transactions for the 2019 financial year.
- Approval of the related-party agreements stipulated in Article L. 225-38 of the French Commercial Code.
- Appropriation of profits for the 2019 financial year.
- Approval of the components of remuneration and benefits paid in 2019 or granted for the 2019 financial year to Gilles Pélisson as Chairman and Chief Executive Officer.
- Approval of the report on remuneration paid in 2019 pursuant to Article L. 225-100 II of the French Commercial Code.
- Approval of the remuneration policy applicable to Gilles Pélisson, Chairman and Chief Executive Officer.
- Approval of the remuneration policy for Directors.
- Ratification of the cooptation as Director of the company SCDM.
- Reappointment of Catherine Dussart as Director for a three-year term.
- Reappointment of Olivier Bouygues as Director for a three-year term.
- Determination of elections of employee representative Directors, for two years.
- Authorization given 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.

## AGENDA - WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

- Authorization given to the Board of Directors to reduce the share capital by cancelling treasury shares for an 18-month period.
- Amendment to Article 4 of the Articles of Association for the purpose of allowing the Board of Directors to move the registered office anywhere in France.
- Amendment to Article 7 of the Articles of Association for the purpose of removing the provisions regarding the identification of the owners of bearer shares.
- Amendment to Article 7 of the Articles of Association for the purpose of modelling the crossing of statutory thresholds on that of legal thresholds.
- 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.
- Amendment to Article 13 of the Articles of Association for the purpose of allowing the Board of Directors to make certain decisions upon written consultation with the Directors.
- Amendment to Article 13 of the Articles of Association for the purpose of delegating the power to the Board of Directors to make the required changes to the Articles of Association in compliance with regulations.
- Amendment to Article 14 of the Articles of Association for the purpose of defining the role of the Board of Directors in connection with the social and environmental concerns of the Company's activity.
- Amendment to Article 17 of the Articles of Association for the purpose of removing the repealed provisions concerning certain regulated agreements and removing Article 17.
- Harmonization of the Articles of Association relating to the remuneration of Directors – consequential amendment to Article 15.
- Authorization to carry out formalities.

**MOVING TO TOTAL VIDEO**

1

2019:

**delivering on our objectives**  
thanks to smart strategic moves

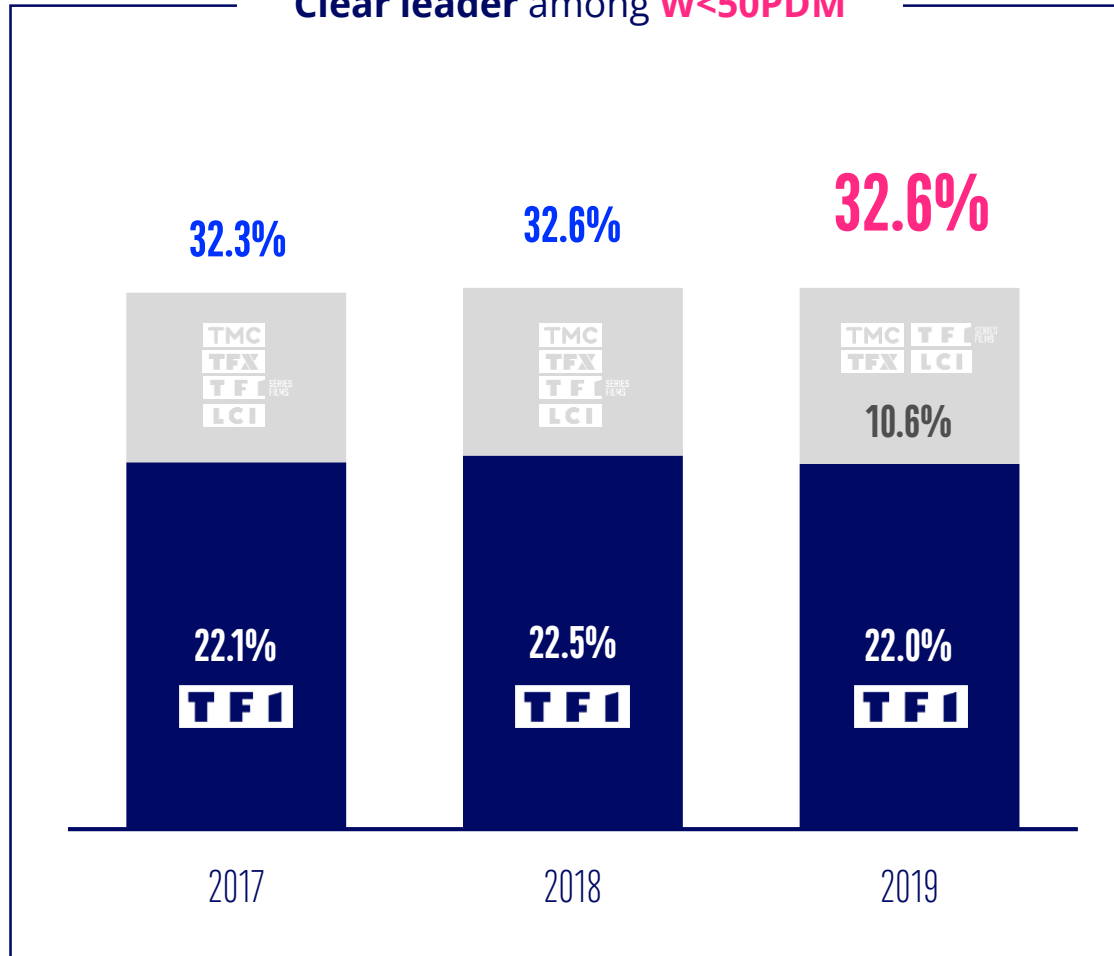
# 1-1

**A winning,  
multi-channel,  
multi-screen  
strategy**

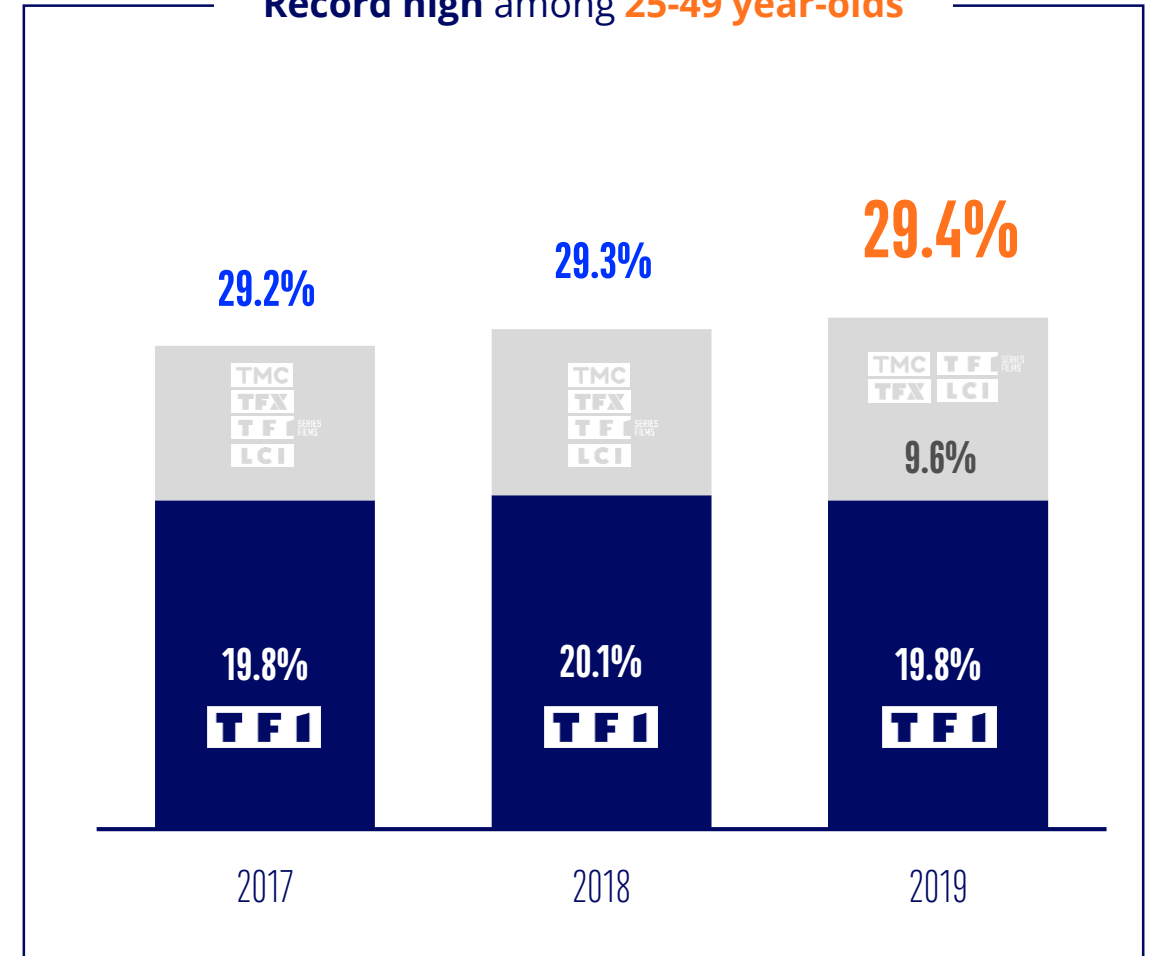


# A WINNING, MULTI-CHANNEL STRATEGY

**Clear leader** among **W<50PDM**

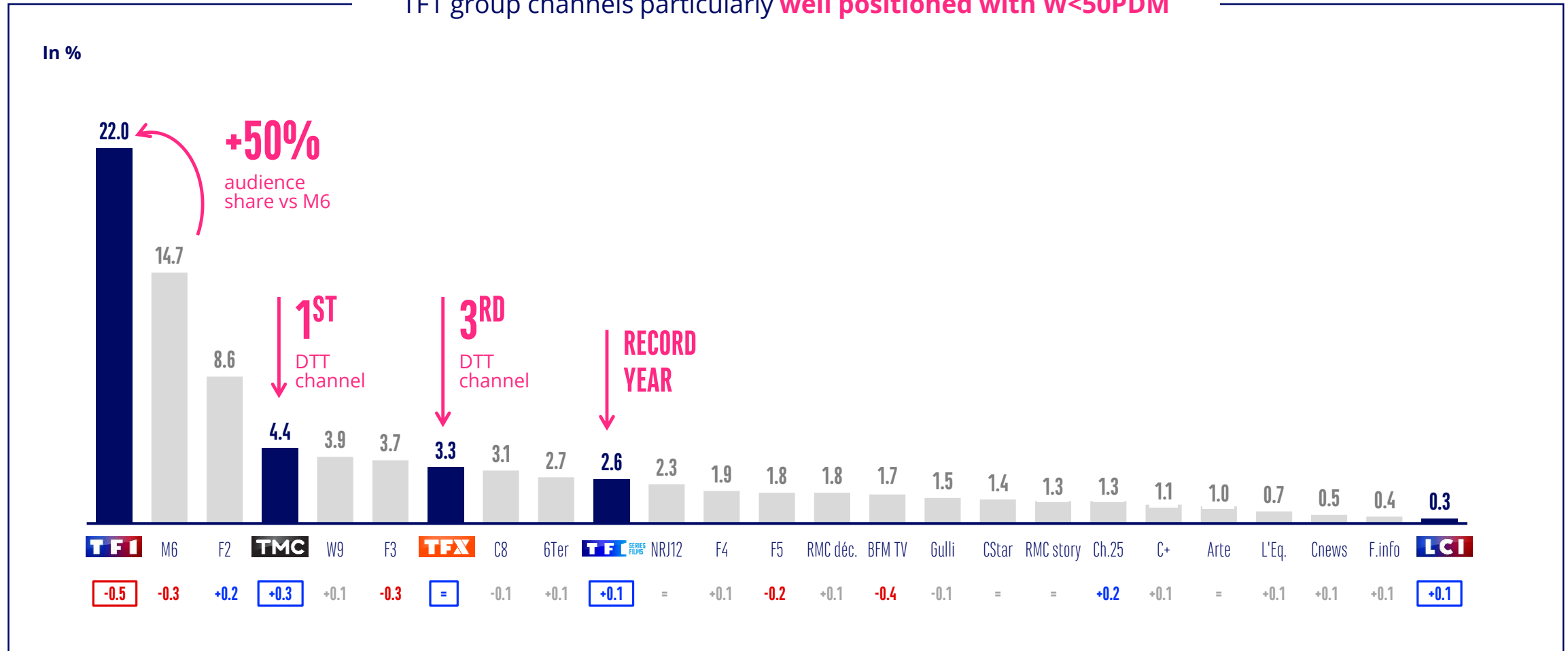


**Record high** among **25-49 year-olds**



# A WINNING, MULTI-CHANNEL STRATEGY

TF1 group channels particularly **well positioned with W<50PDM**



# POWERFUL CONTENT AND UNRIVALLED CHOICE

TF1 core channel: **all Top 100 audiences** among W<50PDM  
**98 of the Top 100 audiences** among 25-49 year-olds

## FRENCH DRAMA

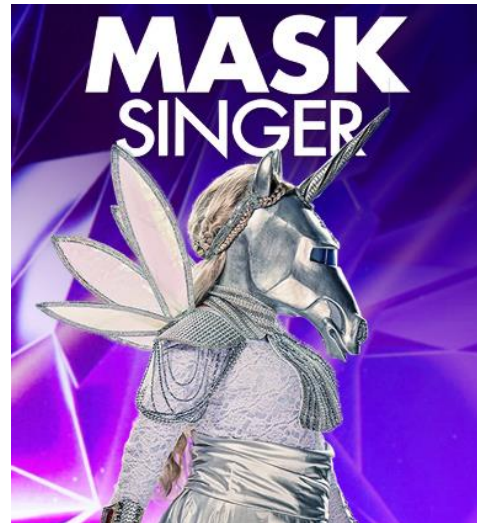
All of the top 50 audiences



Up to **8.5m** viewers  
for *Le Bazar de la Charité*

## ENTERTAINMENT

43 of the top 50 audiences



Up to **7.3m** viewers  
for *Mask Singer*

## SPORT

Top 3 audiences



Up to **10.7m** viewers  
for the *1/4 final of the Women's Football World Cup*

## US SERIES

All of the top 50 audiences



Up to **6.8m** viewers  
for *Manifest*

# EXCELLENT DYNAMIC FOR NEWS

TF1 core channel: **49 of the top 50 audiences**

**TF1**



**4.9m** viewers on average

**+2.4m** vs **•2**

**TF1**



**5.3m** viewers on average

**+0.8m** vs **•2**

**TF1**

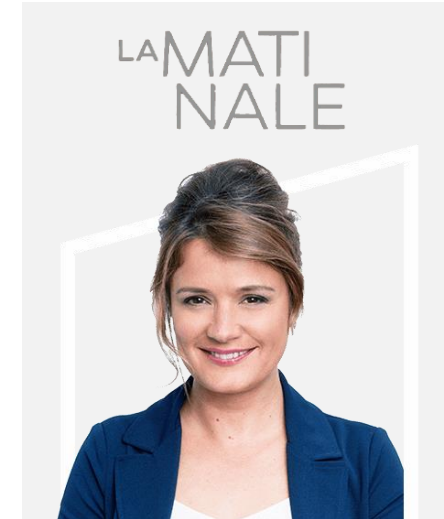


**5.2m** viewers on average

**+2.7m** vs **•2** (lunchtime)

**+1.0m** vs **•2** (evening)

**LCI**



**1%** share of **individuals aged 4+**

**No.2** news channel among  
individuals aged 4+ and ABC1s

# TMC, TFX AND TF1 SÉRIES FILMS: EFFECTIVE COMPLEMENTARITY

## | EXCLUSIVE CONTENT FOR TARGET AUDIENCES



**12%** share of 25-49 year-olds



**10%** share of 25-49 year-olds



**12%** share of 25-49 year-olds

## | CONTENT RECYCLING MAXIMISED



**+500,000** next-day viewers

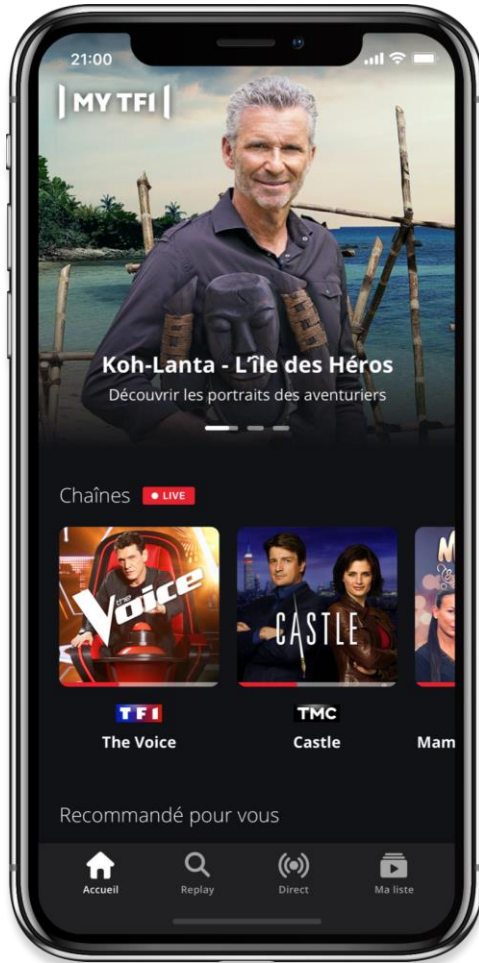


**+800,000** viewers for 1<sup>st</sup> repeat



**3m** viewers for the France/Bolivia football friendly

# THANKS TO MYTF1, THE GROUP IS MOVING TO TOTAL VIDEO



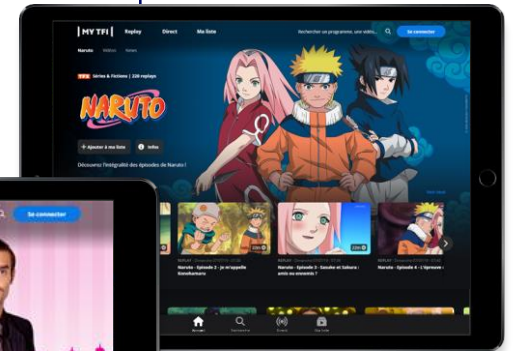
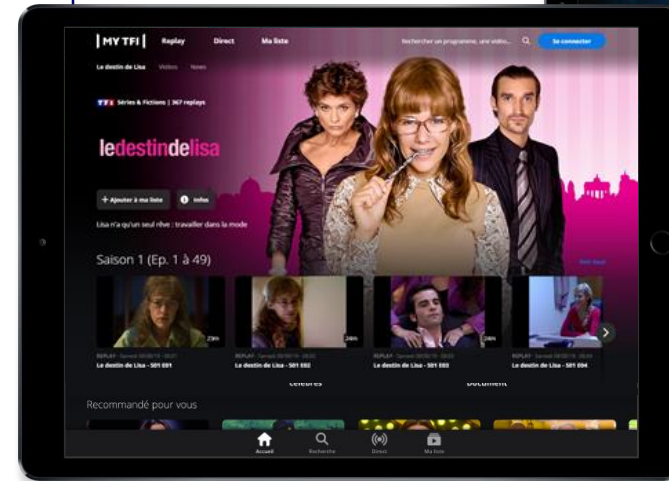
**| MY TF1 |**

## Fresh, personalised user experience

- available since **June 2019**
- **functionalities to the highest standards** in the market
- **more immersive 100% video** experience

## Catch-up TV, enhanced by our AVOD offer

- exclusive content: **manga, telenovela, etc**
- **first-run series**
- **premieres, catch-up, highlights**



# REVENUES OF €1,774 m ; UP €10.5 m YEAR ON YEAR

## SLIGHT DIP IN ADVERTISING REVENUE IN 2019 DUE TO...

- Tough comparative (Men's Football World Cup)
- 3 Rugby World Cup matches cancelled
- Social unrest in France during December

## ... MORE THAN OFFSET BY:

- **Growing sectors:** Retail, Car Industry & Telecoms
- **MYTF1: revenue growth (+8% vs 2018)**  
on price and volume effects
- **TF1 Premium** (full-year impact)

# PROGRAMME COSTS WELL MONITORED

## COMPLEMENTARY INITIATIVES ...

- **Multi-channel** strategy
- Better **recycling** of content
- New acquisitions policy: **cherry picking** vs output deals, **extended rights**
- Programme spend adapted to **seasonal trends**

## ... HELPING TO KEEP COSTS DOWN

- **We delivered on our guidance :**  
€985m in 2019 (-€29m vs 2018)
- **Good inventory management:**  
€650m in 2019 (-19% in 3 years)

1-2  
newen  
successful  
international  
expansion



# NEWEN: CLIENT BASE INCREASING AND DIVERSIFYING

FROM 2 MAIN CLIENTS IN 2016 ...



... TO A LARGE NUMBER OF FRENCH AND INTERNATIONAL CLIENTS IN 2019

## PRODUCTION



## DISTRIBUTION



# NEWEN: ENHANCED DIVERSITY OF CONTENT

## DRAMA

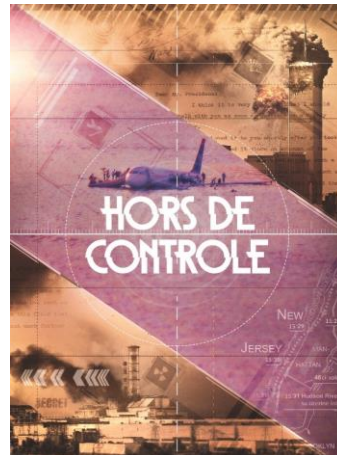
TELFRENCE



**5.2m**  
viewers on average

## DOCUMENTARY/ MAGAZINE

CAPA 17JUN



Distributed in  
**87 COUNTRIES**

## ANIMATION

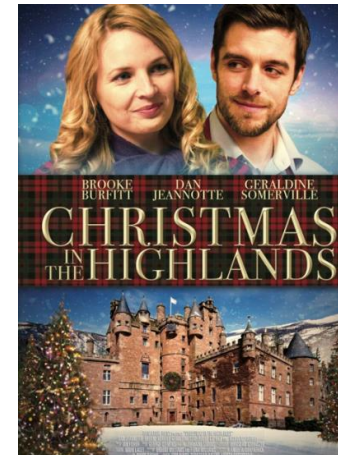
BLUESPIRIT  
PRODUCTIONS



**50 hours**  
for delivery in 2020  
(2x vs 2019)

## TV MOVIES

ROE  
REEL ONE  
ENTERTAINMENT



**MORE THAN 50**  
TV movies produced  
in 2019

## ENTERTAINMENT

DE  
MEN  
SEN



**60%** audience share  
of individuals aged 4+

## CINEMA

TELFRENCE



**300,000**  
box office entries

# 1-3 unify

## reorganising to prepare for growth



# UNIFY: A YEAR OF BUILDING UP THE DIVISION

**Unify division** created in February 2019

Locations rationalised from **7 to 4 sites**

**New management team**

**Recruitment drives** in  France and  Germany

Launch of the **Unify Advertising** one-stop advertising sales house in Q4 2019

**Synergies** between the various **Unify** entities and with the **TF1 group**

A TRANSITIONAL YEAR THAT DENTED  
PROFITS BUT...

... THE FUNDAMENTALS ARE THERE  
FOR TAKE-OFF IN 2020

2

2019:

**financial results**

in line with our objectives

# 2-1

**Double-digit** margin  
objective **achieved**

# FY 2019 CONSOLIDATED REVENUE

(€M)	FY 2019	FY 2018	CHG.€M	CHG.%
<b>BROADCASTING</b>	<b>1,774.2</b>	<b>1,763.7</b>	<b>10.5</b>	<b>0.6%</b>
ADVERTISING REVENUE	1,567.4	1,588.2	(20.8)	-1.3%
OTHER REVENUE	206.8	175.5	31.3	17.8%
<b>STUDIOS &amp; ENTERTAINMENT</b>	<b>390.0</b>	<b>408.6</b>	<b>(18.6)</b>	<b>-4.6%</b>
PRODUCTION / SALE OF AUDIOVISUAL RIGHTS	263.2	253.0	10.2	4.0%
REVENUE FROM GAMES, MUSIC, LIVE SHOWS & HOME SHOPPING	126.8	155.6	(28.8)	-18.5%
<b>DIGITAL (UNIFY)</b>	<b>173.1</b>	<b>116.0</b>	<b>57.1</b>	<b>49.2%</b>
WEB PUBLISHING (DIGITAL CONTENT, SOCIAL E-COMMERCE)	135.8	96.4	39.4	40.9%
OTHER REVENUE (DIGITAL MARKETING)	37.3	19.6	17.7	90.3%
<b>TOTAL REVENUE</b>	<b>2,337.3</b>	<b>2,288.3</b>	<b>49.0</b>	<b>2.1%</b>

Excluding the effect of changes in structure, FY2019 revenue drops by -0.2%

# COST OF PROGRAMMES FOR THE 5 FTA CHANNELS

(€M)	FY 2019	FY 2018	CHG.€M	CHG.%
DRAMA / TV MOVIES / SERIES / PLAYS	-331.8	-348.2	16.4	-4.7%
VARIETY / GAMESHOWS / MAGAZINES	-271.4	-238.5	(32.9)	13.8%
FILMS	-148.3	-159.0	10.8	-6.8%
NEWS (INCL. LCI)	-134.7	-136.7	1.9	-1.4%
SPORTS	-87.4	-118.9	31.4	-26.4%
CHILDREN'S PROGRAMMES	-11.8	-13.0	1.1	-8.7%
<b>TOTAL</b>	<b>-985.5</b>	<b>-1,014.2</b>	<b>28.8</b>	<b>-2.8%</b>

# CONSOLIDATED INCOME STATEMENT

(€M)	FY 2019	FY 2018	CHG.€M	CHG.%
<b>CONSOLIDATED REVENUE</b>	<b>2,337.3</b>	<b>2,288.3</b>	<b>49.0</b>	<b>2.1%</b>
TOTAL COSTS OF PROGRAMMES	(985.5)	(1,014.2)	28.8	-2.8%
OTHER CHARGES, DEPRECIATION, AMORTIZATION, PROVISION	(1,096.7)	(1,075.3)	(21.5)	2.0%
<b>CURRENT OPERATING PROFIT</b>	<b>255.1</b>	<b>198.8</b>	<b>56.3</b>	<b>28.3%</b>
<i>CURRENT OPERATING MARGIN</i>	10.9%	8.7%	-	+2.2PT
OTHER OPERATING INCOME AND EXPENSES	0.0	(22.0)	22.0	N/A
<b>OPERATING PROFIT</b>	<b>255.1</b>	<b>176.8</b>	<b>78.3</b>	<b>44.3%</b>
COST OF NET DEBT	(1.6)	(2.0)	0.4	-20.0%
OTHER FINANCIAL INCOME AND EXPENSES	(6.5)	4.8	(11.3)	-235.4%
INCOME TAX EXPENSE	(82.0)	(47.9)	(34.1)	71.2%
SHARE OF PROFITS / (LOSSES) OF ASSOCIATES	(6.1)	0.2	(6.3)	N/A
<b>NET PROFIT</b>	<b>155.2</b>	<b>127.9</b>	<b>27.3</b>	<b>21.3%</b>
NET PROFIT ATTRIBUTABLE TO THE GROUP	154.8	127.4	27.4	21.5%

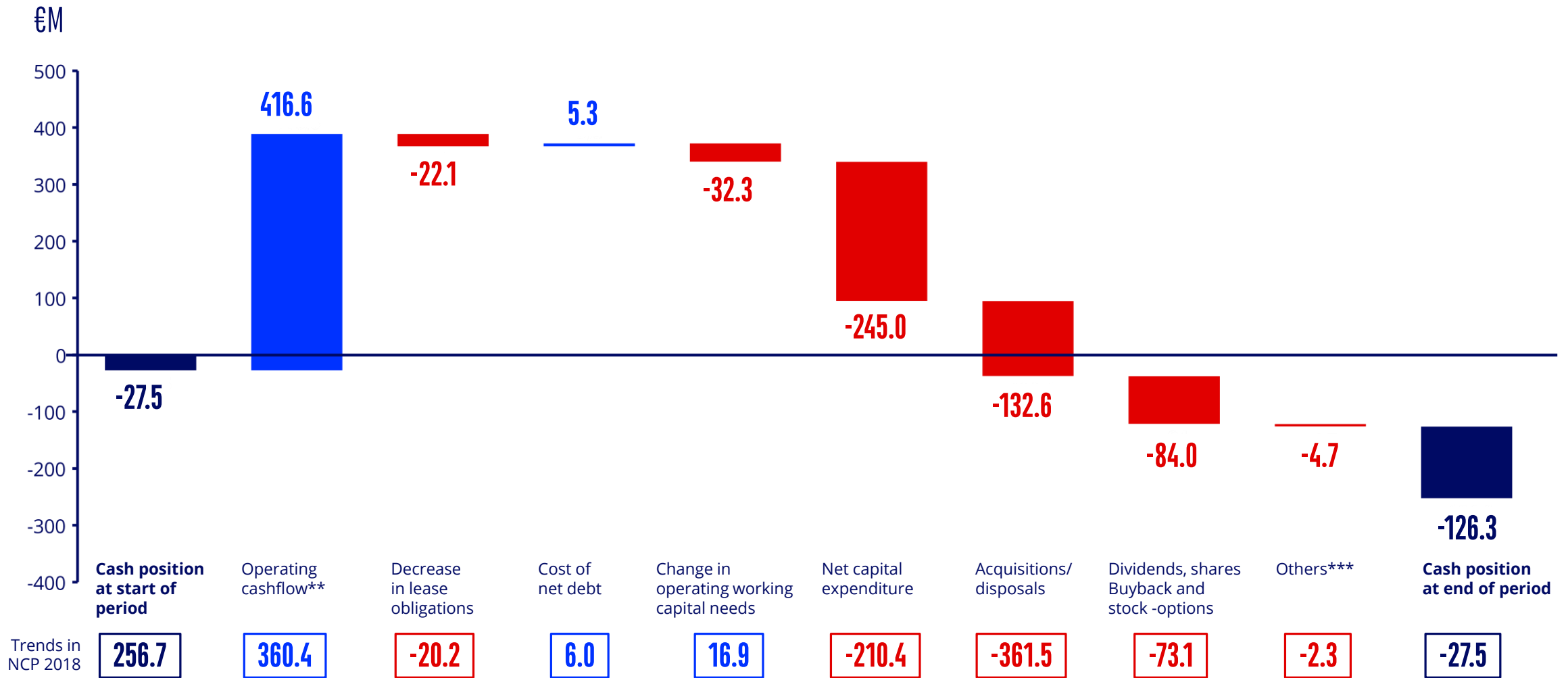
# BALANCE SHEET

CONSOLIDATED ASSETS (€M)	DEC.31 <sup>ST</sup> 2019	DEC. 31 <sup>ST</sup> 2018	CHG.€M
TOTAL NON-CURRENT ASSETS	1,507.3	1,455.4	51.9
TOTAL CURRENT ASSETS	1,836.8	1,799.9	36.9
<b>TOTAL ASSETS</b>	<b>3,344.1</b>	<b>3,255.3</b>	<b>88.8</b>

CONSOLIDATED LIABILITIES (€M)	DEC.31 <sup>ST</sup> 2019	DEC. 31 <sup>ST</sup> 2018	CHG.€M
TOTAL SHAREHOLDERS' EQUITY	1,564.1	1,575.2	(11.1)
<i>SHAREHOLDERS' EQUITY ATTRIBUTABLE TO THE GROUP</i>	<i>1,562.4</i>	<i>1,574.6</i>	<i>(12.2)</i>
TOTAL NON-CURRENT LIABILITIES	377.5	296.5	81.0
TOTAL CURRENT LIABILITIES	1,402.5	1,383.6	18.9
<b>TOTAL LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>	<b>3,344.1</b>	<b>3,255.3</b>	<b>88.8</b>

NET DEBT (-) EXCLUSIVE OF LEASING OBLIGATIONS	(126.3)	(27.5)	(98.8)
NET DEBT (-) INCLUDING LEASING OBLIGATIONS	(225.8)	(130.9)	(94.9)

# TRENDS IN NET CASH POSITION 2019 (EXCLUDING THE IMPACT OF IFRS 16\*)



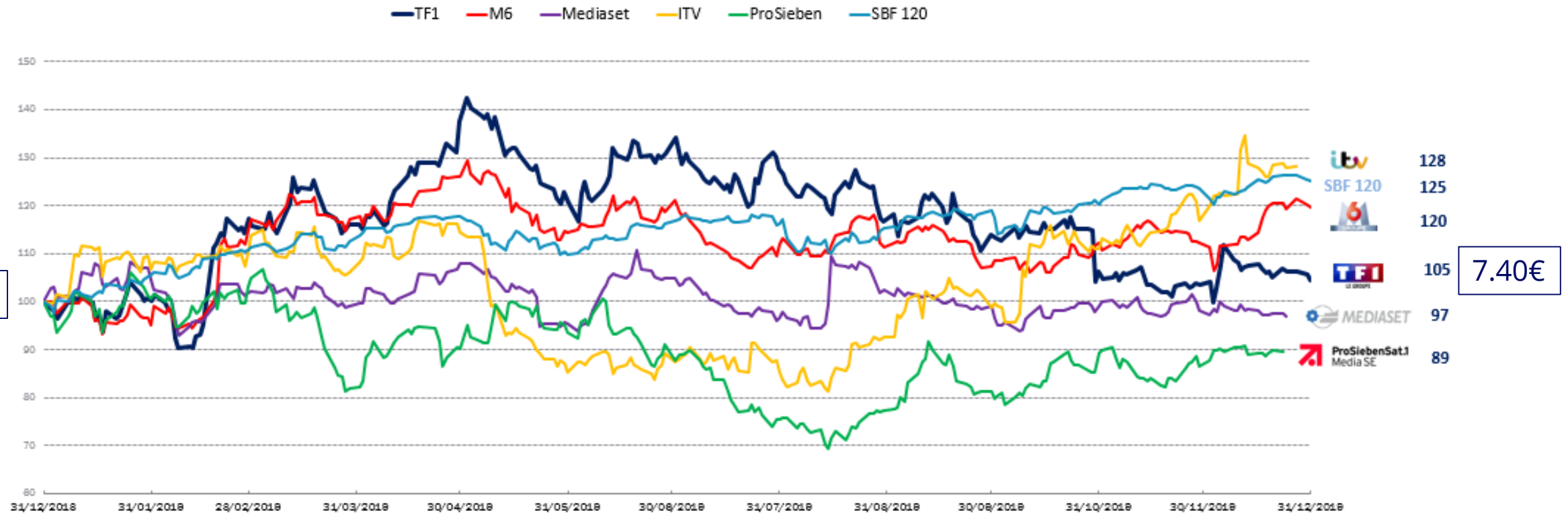
\*Excluding lease obligations

\*\*Cash flow after income from net surplus cash/cost of net debt, interest expense on lease obligations and income taxes paid

\*\*\*Acquisitions of financial assets, net change in loans, cost of net debt, net change in borrowings

# EVOLUTION OF TF1'S STOCK PRICE VS EUROPEAN PEERS ON 12 ROLLING MONTHS

From 01/01/2019 to 31/12/2019 end of day



**2-2**

**Covid-19 – Impacts on Group activity**



# **EMPLOYEES AND LOGISTICS INFORMATION**

## BUSINESS CONTINUITY

**Anticipation** from the beginning of March with the **deployment of homeworking, widespread since March 9**

### BOULOGNE OFFICE

- TF1 TC News production
- LCI Production / Broadcasting
- Operational final production department

### TMC MONACO OFFICE

- TMC / NT1 channels broadcasting

### HYGIENE / HEALTH

- **Hydroalcoholic gels / gloves** supply – distribution in all production areas
- Supply of **surgical masks** to all employees on site and **FFP2 masks** to reports teams

## CRISIS MANAGEMENT

### DAILY COMEX VISIOCONFERENCE AT NOON

### OPERATIONAL MONITORING CELL *(twice a day)*

### HOMEWORKING / OFFICE PRESENCE

- More than 2,000 connections / day
- 350 present employees during the week out of 3,500 in total, usually

### TEMPORARY LAY-OFF

- A compensation up to 100% of the remuneration until the end of the lockdown.

# COVID-19 – GROUP EMPLOYEES DAILY INFORMATION

## INTERNAL, MANAGERIAL COMMUNICATION

## ALL TF1 GROUP MEASURES, HR AND HEALTH INFORMATION



### SANTÉ

**LE SERVICE MÉDICAL MOBILISÉ POUR VOUS RÉPONDRE, VOUS ÉCOUTER, VOUS ORIENTER**



### GROUPE & FILIALES

**COVID-19 : MESSAGE DE GILLES PÉLISSON À L'ATTENTION DE TOUS LES COLLABORATEURS**



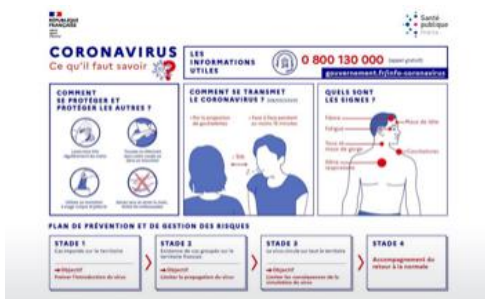
### GROUPE & FILIALES

**CORONAVIRUS : MISE À DISPOSITION D'UN FAQ QUI RECENSE TOUTES VOS QUESTIONS**



### ANTENNES

**VIE À LA MÉDIAFACTORY TF1 PAR TEMPS DE CRISE**



### SANTÉ

**CORONAVIRUS : PROTECTION ET SYMPTÔMES - CE QUE L'ON DOIT SAVOIR**



### SANTÉ

**COVID-19 : VEILLES À BIEN UTILISER VOTRE MASQUE RESPIRATOIRE !!**



### GROUPE & FILIALES

**COVID-19 : LE GROUPE TF1 EST PLUS QUE JAMAIS MOBILISÉ**



### GROUPE & FILIALES

**GROUPE WORKPLACE TF1 "LE GRAND ESPACE DES CONFINÉS" : REJOIGNEZ-LE !**



# BROADCASTING

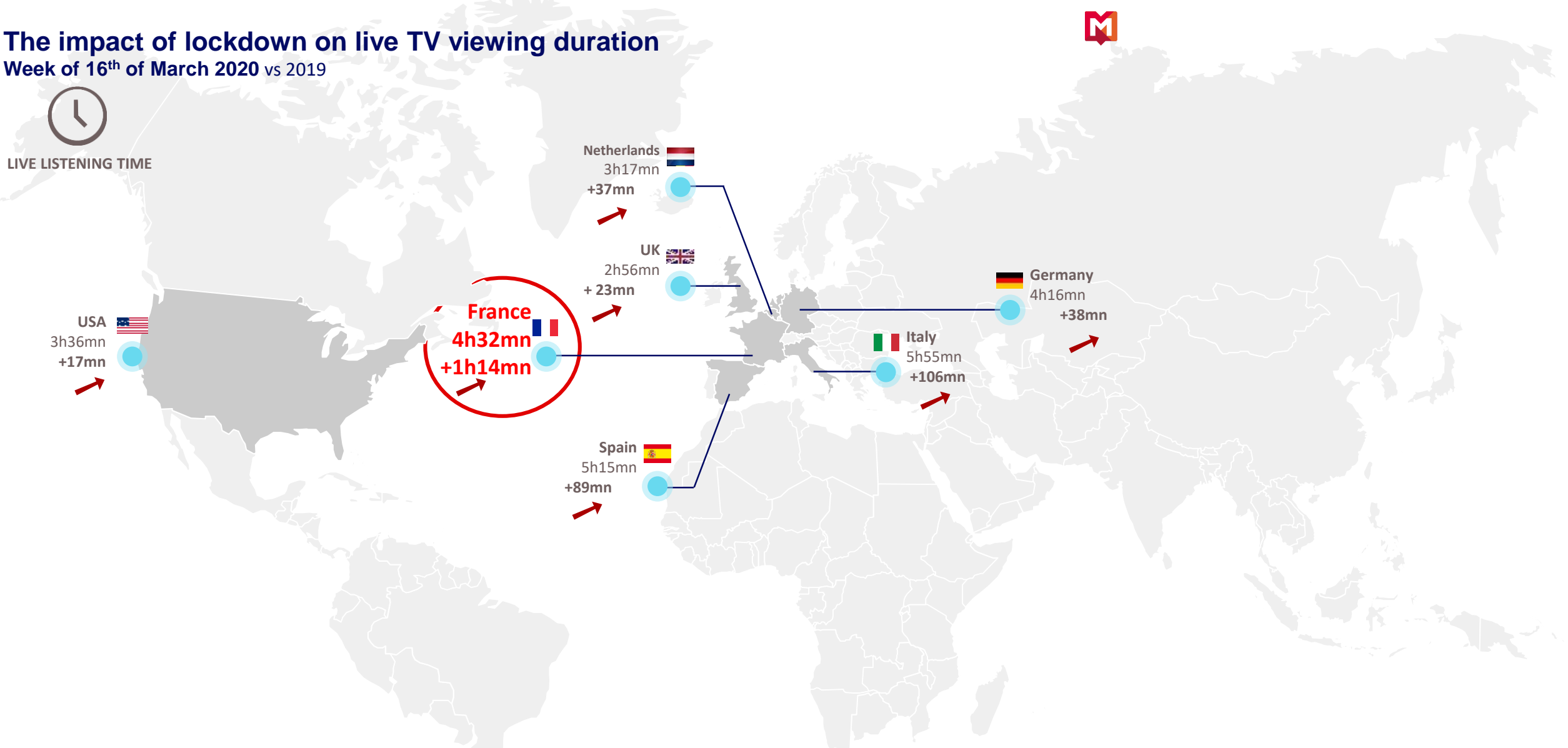
COVID-19  
IMPACTS



# A GLOBAL INCREASE IN TV CONSUMPTION

## The impact of lockdown on live TV viewing duration

Week of 16<sup>th</sup> of March 2020 vs 2019



France Data : 2 first weeks of lockdown  
All TV viewing times include live TV except for Germany where replay D+3 is also included  
Source : Glance / Partenaires pertinents – Copyright Médiamétrie - All rights reserved

# WHAT IS THE IMPACT IN FRANCE ON TV CONSUMPTION?

## +1H14

of daily viewing time on the first two weeks of lockdown (16<sup>th</sup> to 29<sup>th</sup> of March \*)



### A sharp increase in TV consumption:

- An increase of +37% on individuals aged 4+
- A sharp rise in all targets, especially the youngest :
  - +81% on 15-24 year-olds
  - +57% on 25-34 year-olds
  - +38% on W<50PDM
  - +29% on individuals aged 50+
- An increase which is mainly performed during the day and the News bulletins (up to +65% in daily viewing time)
- A record in the daily viewing time on Sunday 22/03 (4h59)
- 50min of daily viewing time on TF1 during the 1<sup>st</sup> week (+30% increase)

# WHAT IS THE IMPACT OF LOCKDOWN ON THE CHOICE OF PROGRAMS ?



## News programmes with high ratings:

- 36.7m. French people in front of the presidential speech on 13/04 including 14,6m. on TF1 channel
- Strong growth of News channels
- TF1 News bulletins with highest ratings since 2007
- Up to 2.4m. TV viewers for *Quotidien* on 17/03



## Most watched programmes are cinema, French drama and family programmes:

- Up to 6.5m. for *Koh Lanta* on 20/03 (up +0.8m. in a week) and 6.6m. for *Profilage* on 19/03
- Day time programmes are competing with News channels
- Decrease of US series and TV reality shows

# TF1 Group: a reshaped programme grid

- ✓ **An overall impact on programmes supply**
- ✓ **Required savings**
- ✓ **Different strategies for our competitors**

# A RESHAPED GRID TO ADAPT TO THE SITUATION, BOTH FROM AN EDITORIAL AND ECONOMIC POINT OF VIEW

## A grid refocused on News

Extended slots for News bulletins and access prime time



## Family programmes on TF1, and maximum of reruns on TNT

TF1: an enhanced family movies offer (in replay)



TNT: sharp decrease in movies during prime time and postponement of TV reality shows...



## Longer slots

Prime time with a single new episode (drama) and shortening of entertainment shows in order to maximize the number of prime time



Rising ratings (daily viewing time rating)  
but a significant decline in audience shares

# SIGNIFICANT IMPACTS ON THE MEDIUM-TERM



# TF1 STRENGTHENS THE NEWS PROGRAMMES OFFER AND LCI DEDICATES MOST OF ITS BROADCASTING TIME TO THE COVID-19 CRISIS

News bulletins extended and co-broadcasting on LCI

LE13H

+ 13 minutes (average time: 48')

Broadcasted on LCI since 23/03

LE20H

+ 20 minutes (average time: 57')

Broadcasted on LCI since 17/03

New formats to support French people during lockdown

7 à 8 La Quotidienne



Ma nouvelle vie



13H à la maison



LCI vous donne la parole



COVID-19  
Computer  
Graphics

Strong interactivity with the viewers thanks to digital innovations

#Le20HTF1VousRépond



LCI Chatbot with Dr Kierzek



# MEASURES IMPLEMENTED BY THE NEWS DIVISION

~100 employees in homeworking<sup>(1)</sup>

~100 employees on sick leave or absent due to child custody<sup>(1)</sup>

## DAILY ORGANIZATION

- **Gloves, caps and FFP2 masks** provided to all **report teams on the field**
- **Regional Daily Press agencies**

## WORK ORGANIZATION

- **Closure of 2 out of 4 production departments**
- **Reduction of staff in production department**
- **Homeworking implementation** (Computer graphics, video editing, digital, communication, documentation, production)

Sources : General Counsel of News Division and HR Division

(1) Estimates at 30 March 2020, a total of more than 600 employees with open-ended and fixed-term contracts

# ADVERTISING: IMPACT OF THE COVID-19

**The Covid-19 has a significant impact on demand for advertising.** There are 3 main phases:

- From 14.02 to 14.03: **targeted cancellations**, mainly in the tourism-hospitality sector
- From 14 to 22 March: **announcement of lockdown measures, large scale cancellations in every sector**
- From 22 March: **a decrease of the cancellations** but still **no recovery of the activity**

The 4 main sectors of TF1 Pub being impacted are:

**car industry, cosmetic/beauty, food and tourism/hospitality**

- **Advertising durations have declined hard in March and April**, mainly during the 2<sup>nd</sup> half of March with **-32% yoy (i.e -1h22/ day)**
- We reach **-52% yoy** for the last week of March (**i.e -1h56**)

**The advertising revenue has been significantly impacted on March 2020; as will be April's and May's**



# COVID 19 FINANCIAL IMPACT

# THE COVID-19 CRISIS HAS AN IMPACT ON ALL GROUP ACTIVITIES FORCING THE BOARD MEETING TO WITHDRAW THE 2020 GUIDANCES

- **Broadcasting :**
  - Cancellations of advertising campaigns extending across all sectors
  - Expected continuation of the current bearish trend in Q2
  - Lack of visibility on the way out of the lockdown
- **Production :**
  - Shootings suspensions and lack of visibility on activities resuming
- **Digital (Unify) :**
  - Decline of advertising and business services
  - Good resilience regarding the social e-commerce activity

TF1 Board Meeting consequently decided on 1<sup>st</sup> of April to **withdraw the 2020 guidances:**

- Double-digit current operating margin
- Cost of programmes of €985 million

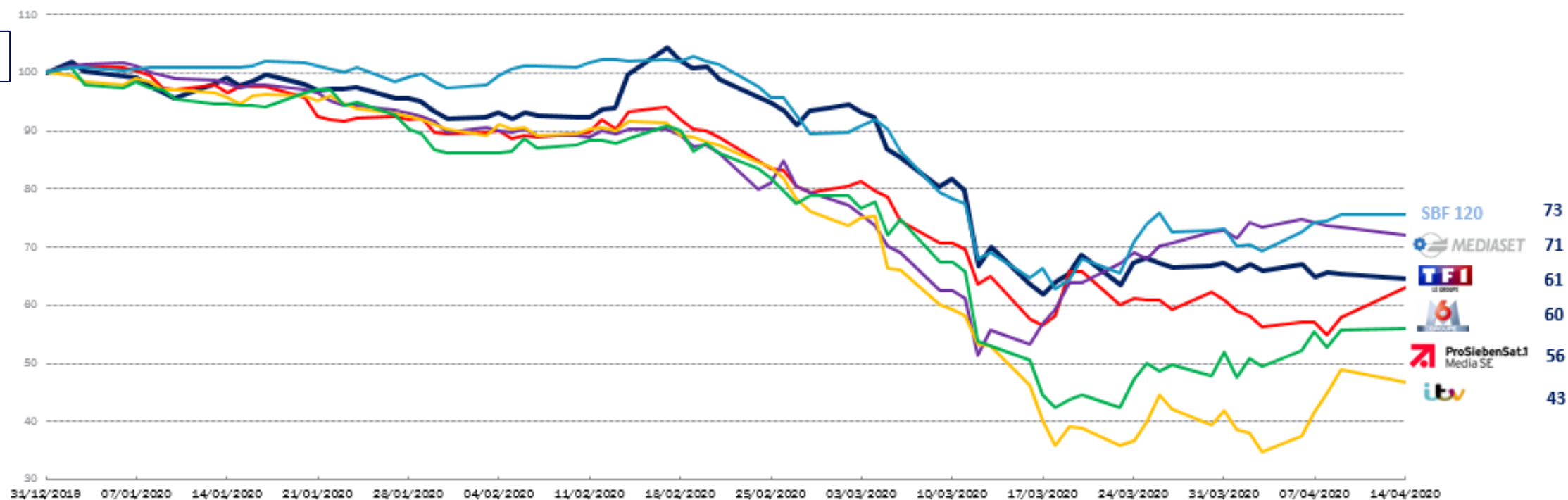
# IN THE ACTUAL CONTEXT OF CRISIS RELATED TO COVID-19, TF1 BOARD MEETING DECIDED TO WITHDRAW THE PROPOSED DIVIDEND DISTRIBUTION

- Participation to solidarity and share of the sacrifices expected of all our partners and staff
- Board Meeting decision to **withdraw the proposal to ask the Annual General Meeting to approve the distribution of a dividend**
- **Full appropriation of the profits for the 2019 financial year in retained earnings**
- **Board meeting will be held in August to review the situation, and to assess the feasibility of proposing a dividend distribution**

# EVOLUTION OF TF1'S STOCK PRICE VS EUROPEAN PEERS SINCE 1ST OF JANUARY 2020

From 01/01/2020 to 15/04/2020 end of day

— TF1 — M6 — Mediaset — ITV — ProSieben — SBF 120





**A GROUP THAT CARES**

# TF1: A GROUP THAT CARES

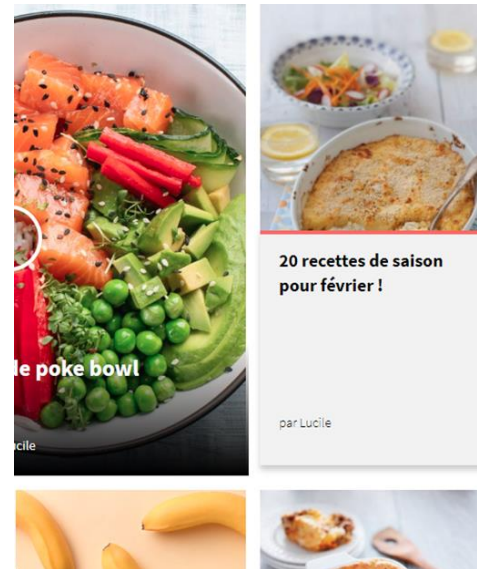
## The 3 pillars of our social engagement initiatives:



**Towards a more sustainable society:**  
our channels engage



Marmiton focuses on **“ healthy eating ”**



**Newen Foundation**  
launched in 2019

*“This partnership aims at [...] encouraging diversity in the French creative industries.”*

Bibiane Godfroid,  
Chairwoman of the Newen Foundation

**CSR policy** recognised  
by **extra- financial ratings agencies**



# AT THE HEART OF THE HEALTH CRISIS, TF1 GROUP IS COMMITTED ALONGSIDE ASSOCIATIONS TO :

- Identify the needs of hospitals and nursing homes
- Collect products and services offers from companies
- Appeal to the public generosity to support healthcare staff, the sick, the vulnerable people and fund medical research



## In the news



## Free TV spots



## On digital



## On social networks



**3**

**SELECTION AND  
REMUNERATION  
COMMITTEE REPORT**

# CHAIRWOMAN OF REMUNERATION COMMITTEE'S INTERVENTION



Pascaline de  
Dreuzy

# PRINCIPLES FOR DETERMINING THE REMUNERATION OF THE EXECUTIVE OFFICER IN RESPECT OF 2019

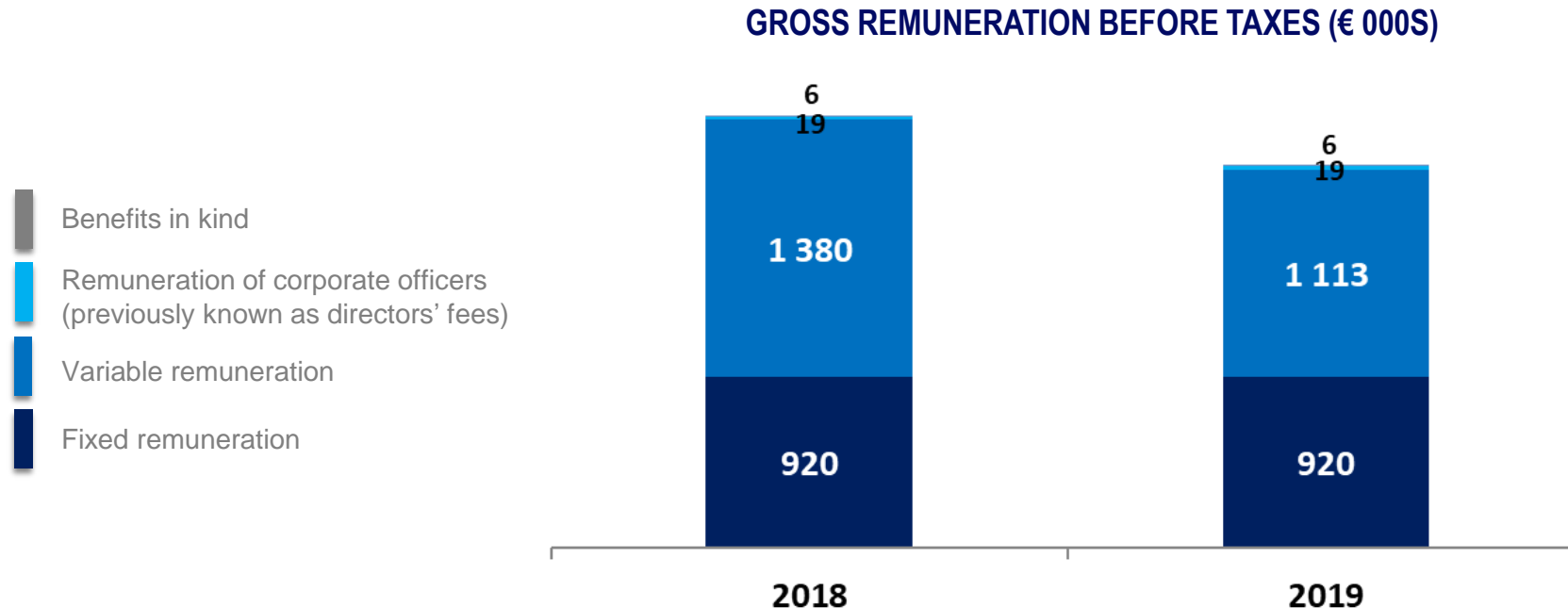
- No benefits associated with the taking-up, termination or change of function
- No non-competition payment
- No deferred variable remuneration
- No multiannual variable remuneration
- Employment contract with Bouygues (the remuneration is paid by Bouygues and then re-invoiced to TF1)
- A fixed remuneration + a variable remuneration capped (150%)
- A supplementary pension granted to executive officers (depending on the level of attainment of the objectives, supplementary pension rights are in a range from a minimum of 0% to a maximum of 0.92% of the reference salary)



# REMUNERATION OF THE EXECUTIVE OFFICER IN RESPECT OF 2019

*Subject to approval of the fifth resolution*

- A fixed remuneration of €920,000, stable for more than 10 years
- A 2019 variable remuneration of €1,113,200, reaching 121% of the fixed remuneration because the quantitative criteria were partially met and the qualitative criteria were fully met
- Complementary pension: the rights to the supplementary pension were set at 0.92 % of the reference salary, because the performance criteria were fully met

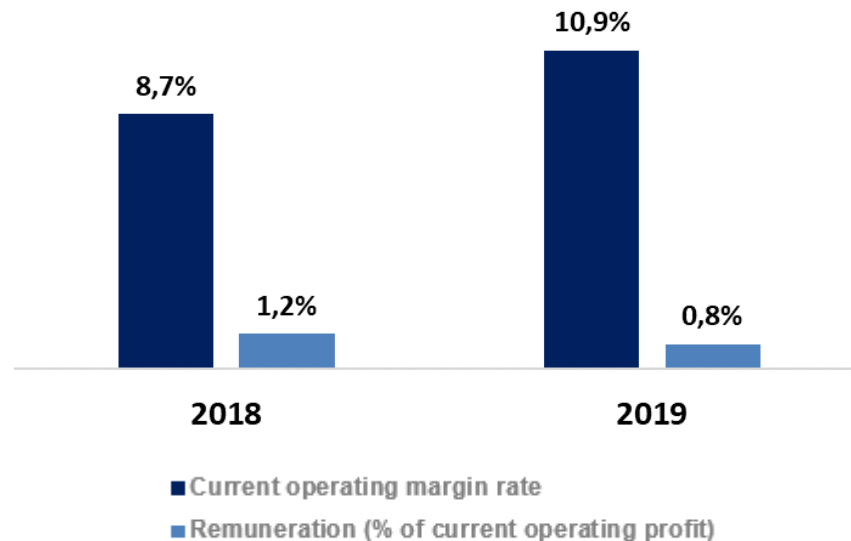


# A REMUNERATION IN LINE WITH PERFORMANCES AND VALUE CREATED

Takes into account the following factors:

- The corporate performance in a highly complex economic, regulatory and competitive environment
- The attainment of a double-digit current margin in 2019
- The further transformation of the core business and the development of the production, and the reorganization of the digital division

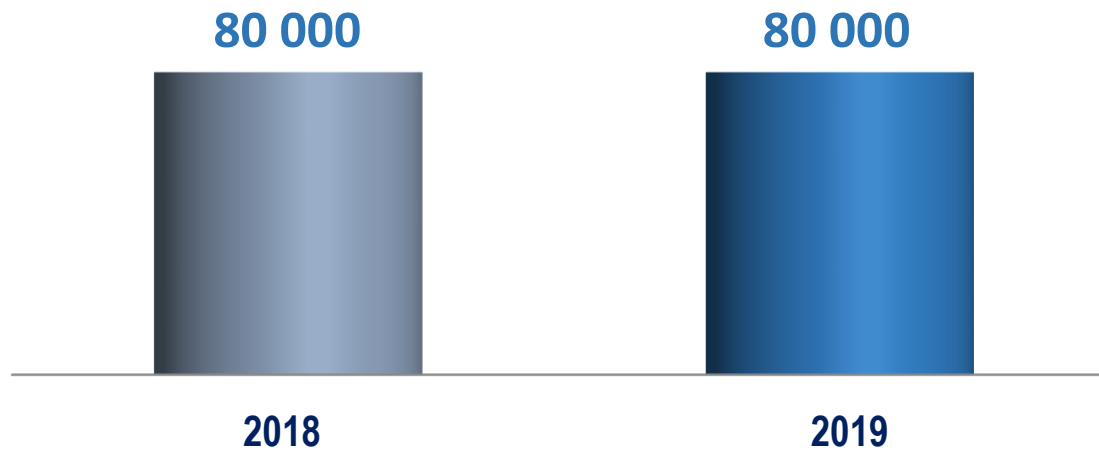
**EVOLUTION OF CURRENT OPERATIONAL MARGIN RATE AND OF THE REMUNERATION**



# STOCK OPTIONS ALLOCATED

- Gilles Pélisson was not awarded any options to subscribe for TF1 shares during 2019
- Gilles Pélisson was awarded options to subscribe for Bouygues shares during 2019

## STOCK SUBSCRIPTION OPTIONS AWARDED BY BOUYGUES



# PRINCIPLES FOR DETERMINING THE REMUNERATION OF THE EXECUTIVE OFFICER IN RESPECT OF 2020

- A fixed stable remuneration
- The quantitative and qualitative criteria determining the variable components have been partially changed
- The maximum theoretical variable remuneration is still capped at 200% of the fixed total remuneration if the performance criteria exceeds the objective
- The variable component is still capped at 150% of the fixed remuneration
- In accordance with legal provisions in effect, a new pension scheme will be granted subject to certain performance conditions similar to 2019



# COMPONENTS OF VARIABLE REMUNERATION FOR 2020

*Subject to approval of the seventh resolution*

P1

**Evolution vs plan of the free cash flow<sup>1</sup> of the Bouygues group**

- 25 % of fixed remuneration if the goal is achieved

P2

**Evolution vs plan of the free cash flow<sup>1</sup> of the TF1 group**

- 15 % of fixed remuneration if the goal is achieved

P3

**Évolution vs plan of the TF1 Group current operating margin**

- 35 % of fixed remuneration if the goal is achieved

P4

**Évolution vs plan of the TF1 Group consolidated net profit<sup>2</sup>**

- 35 % of fixed remuneration if the goal is achieved

P5

**Extra-financial criteria (compliance, CSR and managerial performance)**

- 40 % of fixed remuneration if the goal is achieved

- Discretion left to the Board of Directors to decide to pay exceptional remuneration, but reserved for truly exceptional circumstances.

*If the objective is exceeded or not attained, the variable portion is adjusted on a straight line basis within a specified range.*

*The sum total of the five variable portions cannot under any circumstances exceed the overall cap, set at 150% of the fixed remuneration.*

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

(2) This indicator will be adjusted to eliminate exceptional items.



# PRINCIPLES FOR DETERMINING THE REMUNERATION OF CORPORATE OFFICERS

*Subject to the approval of the eighth resolution*

- 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.
- Those amounts are allocated 70% on the basis of attendance at Board and Committee meetings, and 30% on the basis of the Director's responsibilities.
- The total gross amount of such remuneration before taxes was €269,750 for 2019.



**4**



**AUDITORS'  
INTERVENTION**

# REPORTS ISSUED BY THE JOINT STATUTORY AUDITORS FOR FY 2019

## ■ Ordinary General Meeting

- Report on the financial statements (1<sup>st</sup> resolution)
- Report on the consolidated financial statements (2<sup>nd</sup> resolution)
- Report on related party agreements (3<sup>rd</sup> resolution)

## ■ Extraordinary General Meeting

- Report on the reduction in capital (14<sup>th</sup> resolution)

*These reports are included in the universal registration document*

# REPORT DATED 13 FEBRUARY 2020 ON THE FINANCIAL STATEMENTS

*Pages 262 to 267 of the universal registration document 2019 (1<sup>st</sup> resolution)*

## ■ **Opinion**

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at 31 December 2019 and of the results of its operations for the year then ended in accordance with French accounting principles.

## ■ **Justification of assessments – Key audit matters**

We considered the following to be key audit matters:

- Advertising revenue linked to the commercials broadcast
- Programmes, broadcasting rights and audiovisual rights
- Measurement of equity investments

For each of the risks identified, our report describes how we addressed those risks.

## ■ **Specific verifications**

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report and in the other documents provided to the shareholders with respect to the financial position and the financial statements.

We attest the accuracy and fair presentation of the information given in accordance with the requirements of the French Commercial Code relating to remunerations and benefits paid to directors and any other commitments made in their favour.

# REPORT DATED 13 FEBRUARY 2020 ON THE CONSOLIDATED FINANCIAL STATEMENTS

*Pages 236 to 240 of the universal registration document 2019 (2<sup>nd</sup> resolution)*

## ■ Opinion

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2019 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

## ■ Justification of assessments – Key audit matters

We considered the following to be key audit matters:

- Advertising revenue linked to the commercials broadcast
- Programmes, broadcasting rights and audiovisual rights

For each of the risks identified, our report describes how we addressed those risks.

## ■ Specific verifications

As required by French law, we verified the information pertaining to the Group presented in the management report. We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

# REPORT DATED 6 MARCH 2020 ON RELATED PARTY AGREEMENTS (1/2)

*Pages 88 to 90 of the universal registration document 2019 (3<sup>rd</sup> resolution)*

## ■ Purpose

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements.

## ■ Agreements submitted for approval to the Annual General Meeting

### ***Agreements authorized by your Board of Directors during the year ended***

- Shared services agreement with Bouygues
- Use of aircraft owned or leased by Airby

# REPORT DATED 6 MARCH 2020 ON RELATED PARTY AGREEMENTS (2/2)

*Pages 88 to 90 of the universal registration document 2019 (3<sup>rd</sup> resolution)*

## ■ **Agreements previously approved by the Annual General Meeting**

### ***1. Agreements whose implementation continued during the year ended***

- Shared services agreement with Bouygues
- Top-up pension granted to the CEO
- Re-invoicing by Bouygues of pension contributions for the CEO
- Office space provided by the economic interest grouping GIE “32 avenue Hoche”

### ***2. Agreements which were not implemented during the year ended***

- Services agreement (Open Innovation)
- Use of aircraft owned by Airby

# REPORT PRESENTED TO THE EXTRAORDINARY GENERAL MEETING

*Pages 286 of the universal registration document 2019 (14<sup>th</sup> resolution)*

## ■ Report on the reduction in capital:

- Purpose: Board of Directors' proposal that it be authorized, for a period of 18 months, to proceed with the cancellation of shares the company was authorized to repurchase, representing an amount not exceeding 10% of its share capital, by periods of 24 months.

## ■ Conclusion

We have no matters to report as to the terms and conditions of the proposed reduction in capital.

**5**



# **QUESTIONS FROM SHAREHOLDERS**

**6**



**RESOLUTIONS VOTES**

## ORDINARY BUSINESS

		<b>Passed</b>
<b>RESOLUTION 1</b>	Approval of the individual financial statements and transactions for the 2019 financial year	<b>99.96%</b>
<b>RESOLUTION 2</b>	Approval of the consolidated financial statements and transactions for the 2019 financial year	<b>99.96%</b>
<b>RESOLUTION 3</b>	Approval of the related-party agreements stipulated in Article L. 225-38 of the French Commercial Code	<b>50.36%</b>
<b>RESOLUTION 4</b>	Appropriation of profits for the 2019 financial year	<b>99.99%</b>
<b>RESOLUTION 5</b>	Approval of the components of remuneration and benefits paid in 2019 or granted for the 2019 financial year to Gilles Pélisson as Chairman and Chief Executive Officer	<b>76.19%</b>
<b>RESOLUTION 6</b>	Approval of the report on remuneration paid in 2019 pursuant to Article L. 225-100 II of the French Commercial Code	<b>94.88%</b>
<b>RESOLUTION 7</b>	Approval of the remuneration policy applicable to Gilles Pélisson Chairman and Chief Executive Officer	<b>74.23%</b>

## ORDINARY BUSINESS

		Passed
<b>RESOLUTION 8</b>	Approval of the remuneration policy for Directors	<b>99.99%</b>
<b>RESOLUTION 9</b>	Ratification of the cooptation as Director of the company SCDM	<b>84.85%</b>
<b>RESOLUTION 10</b>	Reappointment of Catherine Dussart as Director for a three-year term	<b>86.91%</b>
<b>RESOLUTION 11</b>	Reappointment of Olivier Bouygues as Director for a three-year term	<b>84.58%</b>
<b>RESOLUTION 12</b>	Determination of elections of employee representative Directors, for two years	<b>99.88%</b>
<b>RESOLUTION 13</b>	Authorization given 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	<b>99.99%</b>

# EXTRAORDINARY BUSINESS

		<b>Passed</b>
<b>RESOLUTION 14</b>	Authorization given to the Board of Directors to reduce the share capital by cancelling treasury shares for an 18-month period	<b>99.87%</b>
<b>RESOLUTION 15</b>	Amendment to Article 4 of the Articles of Association for the purpose of allowing the Board of Directors to move the registered office anywhere in France	<b>100%</b>
<b>RESOLUTION 16</b>	Amendment to Article 7 of the Articles of Association for the purpose of removing the provisions regarding the identification of the owners of bearer shares	<b>99.99%</b>
<b>RESOLUTION 17</b>	Amendment to Article 7 of the Articles of Association for the purpose of modelling the crossing of statutory thresholds on that of legal thresholds	<b>100%</b>
<b>RESOLUTION 18</b>	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	<b>100%</b>
<b>RESOLUTION 19</b>	Amendment to Article 13 of the Articles of Association for the purpose of allowing the Board of Directors to make certain decisions upon written consultation with the Directors	<b>100%</b>

# EXTRAORDINARY BUSINESS

		<b>Passed</b>
<b>RESOLUTION 20</b>	Amendment to Article 13 of the Articles of Association for the purpose of delegating the power to the Board of Directors to make the required changes to the Articles of Association in compliance with regulations	<b>85.83%</b>
<b>RESOLUTION 21</b>	Amendment to Article 14 of the Articles of Association for the purpose of defining the role of the Board of Directors in connection with the social and environmental concerns of the Company's activity	<b>100%</b>
<b>RESOLUTION 22</b>	Amendment to Article 17 of the Articles of Association for the purpose of removing the repealed provisions concerning certain regulated agreements and removing Article 17	<b>100%</b>
<b>RESOLUTION 23</b>	Harmonization of the Articles of Association relating to the remuneration of Directors – consequential amendment to Article 15	<b>100%</b>
<b>RESOLUTION 24</b>	Authorization to carry out formalities	<b>100%</b>



**THANK YOU FOR YOUR ATTENTION**

**TAKE CARE OF YOURSELVES**