



COMBINED ANNUAL GENERAL MEETING OF 14 APRIL 2023

TF1 held its Combined Annual General Meeting of shareholders on 14 April 2023 at 9.30am (CET), at the registered office, with Chairman and CEO Rodolphe Belmer in the chair.

Shareholders were able to vote by correspondence, by internet, and during the meeting, and submit any questions before and during the meeting.

A total of 1,881 shareholders participated in the meeting for Ordinary business, representing 177,832,717 shares and 177,832,717 voting rights and a total of 1,880 shareholders participated in the meeting for Extraordinary business, representing 177,832,483 shares and 177,832,483 voting rights, equivalent to 84,32 % of the total voting rights.

Results of the vote on the resolutions

Total number of shares with voting rights	210,897,781	
Number of votes	210,897,781	
Number of shareholders present, represented, or having voted by correspondence	Ordinary General Meeting	1,881
	Extraordinary General Meeting	1,880
Number of shares/votes by shareholders present, represented, or having voted by correspondence	Ordinary General Meeting	177,832,717
	Extraordinary General Meeting	177,832,483

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 2022 financial year				
		177,575,909	99.93%	132,420	0.07%	124,388
2	Passed	Approval of the consolidated financial statements for the 2022 financial year				
		177,580,553	99.93%	127,976	0.07%	124,188
3	Passed	Appropriation of profits for the 2022 financial year and setting the amount of the dividend				
		177,803,371	>99.99%	6,371	<0.01%	22,975
4	Passed	Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code (1)				
		53,905,921	64.80%	29,279,732	35.20%	373,586
5	Passed	Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Rodolphe Belmer as Chief Executive Officer as from 27 October 2022				
		139,894,134	78.78%	37,687,268	21.22%	251,315
6	Passed	Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Gilles Pélissou as Chairman as from 27 October 2022				
		177,056,988	99.62%	678,803	0.38%	96,926
7	Passed	Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2022 financial year to Gilles Pélissou as Chairman and Chief Executive Officer until 27 October 2022				
		141,850,451	79.81%	35,885,244	20.19%	97,022
8	Passed	Approval of the information concerning the remuneration of the corporate officers described under Article L.22-10-9 of the French Commercial Code				
		139,558,562	78.50%	38,214,716	21.50%	59,439

9	Passed	Approval of the remuneration policy applicable for Rodolphe Belmer, as Chief Executive Officer until 13 February 2023 and as Chairman and Chief Executive Officer as from 13 February 2023				
		139,827,890	79.55%	35,950,432	20.45%	2,054,395
10	Passed	Approval of the remuneration policy for Directors				
		177,478,720	99.83%	298,877	0.17%	55,120
11	Passed	Ratification of the cooptation as Director of Rodolphe Belmer				
		156,609,725	88.08%	21,187,384	11.92%	35,608
12	Passed	Reappointment of Olivier Bouygues as Director for a three-year term				
		147,879,995	83.17%	29,922,704	16.83%	30,018
13	Passed	Reappointment of Catherine Dussart as Director for a three-year term				
		143,486,823	80.72%	34,279,194	19.28%	66,700
14	Passed	Authorisation to the Board of Directors to trade in the Company's shares, subject to a maximum of 10% of the share capital, for an 18-month period				
		144,813,447	81.45%	32,988,891	18.55%	30,379

(1) The shareholders with an interest, representing 94,273,478 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
15	Passed	Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares, for an 18-month period				
		177,743,474	99.97%	53,707	0.03%	35,302
16	Passed	Delegation of competence to the Board of Directors to increase the share capital with pre-emptive rights for existing shareholders maintained, by issuing ordinary shares and any securities which are capital securities giving access to the company's other capital securities, or granting allocation of debt securities or any securities giving access to capital securities to be issued, for a 26-month period				
		144,140,486	81.07%	33,662,511	18.93%	29,486
17	Passed	Delegation of competence to the Board of Directors to increase the share capital by incorporating share premiums, reserves, earnings or others, for a 26-month period				
		169,769,139	95.49%	8,025,879	4.51%	37,465
18	Passed	Delegation of competence to the Board of Directors, for a 26-month period, to increase the share capital by way of public offerings other than those mentioned in Article L.411-2 of the French Monetary and Financial Code, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate and/or deferred access to shares in the company				
		143,463,967	80.69%	34,335,374	19.31%	33,142
19	Passed	Delegation of competence to the Board of Directors to increase the share capital by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without pre-emptive rights for existing shareholders, by issuing shares and all securities giving immediate or deferred access to the shares in the company, for a 26-month period				
		143,799,438	80.88%	34,001,027	19.12%	32,018
20	Passed	Authorisation to the Board of Directors to set the price, in accordance with the terms decided by the General Meeting, for immediate or future issues of equity securities, without pre-emptive rights for existing shareholders, for a 26-month period				
		143,742,605	80.84%	34,064,540	19.16%	25,338

21	Passed	Delegation of competence to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without pre-emptive rights for existing shareholders, for a 26-month period				
		143,750,888	80.85%	34,050,852	19.15%	30,743
22	Passed	Delegation of powers to the Board of Directors to increase the share capital without pre-emptive rights for existing shareholders, as consideration for contributions in kind to the company consisting of another company's equity securities or securities giving access to its capital, outside of a public exchange offer, for a 26-month period				
		143,934,524	80.95%	33,874,662	19.05%	23,297
23	Passed	Delegation of competence to the Board of Directors to increase the share capital, without pre-emptive rights for existing shareholders, as consideration for securities tendered a public exchange offer initiated by the company, for a 26-month period				
		143,994,161	80.98%	33,814,659	19.02%	23,663
24	Passed	Delegation of competence to the Board of Directors to increase the share capital, without pre-emptive rights for existing shareholders, for the benefit of employees or corporate officers of the Company or related companies who are members of a company savings scheme, for a 26-month period				
		169,217,027	95.17%	8,586,756	4.83%	28,700
25	Passed	Amendment to Article 10 of the Articles of Association concerning the term of office of the employee representative Directors				
		177,560,931	99.88%	221,491	0.12%	50,061
26	Passed	Creation of a new Article 16 of the Articles of Association entitled "Censor"				
		143,816,827	80.89%	33,967,794	19.11%	47,862
27	Passed	Authorisation to carry out formalities				
		177,790,674	>99.99%	16,256	<0.01%	25,553

Governance

Composition of the Board of Directors and the Board committee as of 14 April 2023 :

Chairman and Chief Executive Officer : Rodolphe BELMER

Directors :

- Olivier BOUYGUES, Director of BOUYGUES
- Catherine DUSSART, Director - independent
- Farida FEKIH, Director - Representing employees
- Sophie LEVEAUX, Director - Representing employees
- Marie-Aude MOREL, Director - Representing employee shareholders
- Orla NOONAN, Director - independent
- Marie PIC-PÂRIS ALLAVENA - Director - independent
- Olivier ROUSSAT, Director - Chief Executive Officer of BOUYGUES
- BOUYGUES, Director - represented by Pascal GRANGE
- SCDM, Director - represented by Charlotte BOUYGUES

Composition of the **Audit Committee** : Marie PIC-PÂRIS ALLAVENA (Chair), Orla NOONAN and Pascal GRANGE (committee members).

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

Composition of the **Selection and Remuneration Committee** : Orla NOONAN (Chair), Catherine DUSSART, Sophie LEVEAUX and Olivier ROUSSAT (committee members).