2021

UNIVERSAL REGISTRATION DOCUMENT

INCLUDING THE ANNUAL FINANCIAL REPORT

TF1 LE GROUPE

TABLE OF CONTENT

AFR The information in the Annual Financial Report is shown clearly in the table of contents and in the relevant chapters via the pictogram.
NFPS The information in the Non-Financial Performance Statement is shown clearly in the table of contents and in the relevant chapters via the pictogram.

2021 UNIVERSAL REGISTRATION DOCUMENT

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TF1 LE GROUPE

This is a translation into English of the universal registration document of the Company issued in French and it is available on the website of the Issuer.

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

The Universal Registration Document was filed with the AMF on 10 March 2022. AMF is the competent authority in respect of Regulation (EU) 2017/1129, and the Document was filed without prior approval, in accordance with Article 9 of said regulation. The Universal Registration Document may be used for a public offer of securities or for the admission of securities to trading on a regulated market if it is supplemented by an offer notice and if applicable, a summary and all amendments made to the Universal Registration Document. The ensuing set of documents is approved by the AMF in accordance with (EU) 2017/1129. This document has been prepared by the issuer and engages the liability of its signatories. It may be viewed on and downloaded from: **www.groupe-tf1.fr/en**

Filming of *Demain nous appartient*, a daily series broadcast on TF1 and produced by Newen Studios

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TF1 GROUP INTEGRATED REPORT

ABOUT THIS REPORT

METHODOLOGY

This report is inspired by the framework published by the International Integrated Reporting Council (IIRC). It builds on a pro-active initiative extending back several years in the area of Corporate Social Responsibility and transparent communication with all stakeholders. It was prepared by an internal working group headed up by Financial Communication, in collaboration with the Strategy and CSR Departments.

SCOPE

The report covers the 2021 financial year (1 January to 31 December 2021), and TF1 group entities within the scope of the financial consolidation. It sets out the Group's targets for 2022, provides a progress report, and includes medium/long-term projections to give a forward-looking vision of the Group in its environment.

WITH ITS EXCELLENT RESULTS, THE GROUP HAS PROVEN **ITS CAPACITY TO ADAPT AND PROVIDE ITS CLIENTS AND AUDIENCES WITH THE MOST RELEVANT CONTENT OFFERING**

Ladies, Gentlemen, dear Shareholders,

2021 was a particular eventful year for the TF1 group. With our excellent results, we have proven that we can adapt and provide our clients and audiences with the most relevant content offering possible, based on their individual expectations and consumption habits, while also creating value.

The rapid shift in consumption habits prompted us to rethink both our content and how we broadcast it.

Our editorial strategy was recognised for its bold choices, with a focus on local and premium content that has won large audience shares; this is reflected in our flagship programmes such as *HPI*, *Koh Lanta*, *Quotidien*, *Ici tout commence*, and our ever-popular newscasts. This year the news programming created by our editorial teams was once again an integral part of French daily life; our audience shares rose sharply for the entire Group and in our two main target groups. Among women under 50, for example, we have not seen these kinds of audience levels since 2007.

We have also fundamentally reworked the way we broadcast this content. Alongside linear, which can still generate buzz, like the *Euro* tournament did last summer, we expanded our range of on-demand offerings and services this year. Our audiences can currently consume content via MYTF1, but also on a freemium basis via MYTF1 Max, or subscribe to Salto for exclusive content. They can also find additional and expanded content on our social networks and on websites such as *Marmiton* and *Doctissimo*. This change shows our ability to offer complementary services, mainly in conjunction with Internet service providers, with whom we renewed our distribution agreements over the course of the year. In a growing "attention market", we are positioned to offer the best content, at the best time, and this is how we create new opportunities for our advertisers to reach the most relevant targets.

Advertisers came back in 2021, after feeling the economic impact of the health crisis. In this context, the Group's ad sales house worked to develop accessible, attractive and responsible offerings for its increasingly numerous and diverse clients.

The convergence between television and digital, which lies at the heart of our strategy, is built on synergies between all types of media: linear, non-linear and websites. My goal in combining the digital brands into a new "Media" segment was in fact to maximise these synergies.

Our investments in production are also paying off. Newen Studios reported €335 million in revenue, representing a twofold increase in three years and now split evenly between France and international. Our model, based on multi-genre content production (dramas, series, documentaries, cartoons, etc.), delivers short- and medium-term profitability. It enables us to meet the fast-growing demand for content from television channels and international platforms. Our book of orders is therefore high, giving us excellent visibility on 2022. I would like to acknowledge this strong performance and congratulate the Newen teams, and Bibiane Godfroid in particular. She has served as Chair since 2018 and passed the baton to Romain Bessi, Deputy Chief Executive Officer, in January 2022.

This vastly different audiovisual world has spurred us to reinvent ourselves and continually adjust our model. The direct – and often poorly regulated – competition we are seeing from pure players, alongside shifting consumption habits, requires bold decisions and a French response to these challenges, if we are to protect our cultural sovereignty, our access to high-quality information and our economic future.

That is the purpose behind the acquisition we proposed, with the Bouygues Group's support, when the M6 Group was put up for sale. This merger would create a private French media group under the Bouygues Group's exclusive control. It would have the most diversified TV, radio, digital, content production and technology offering and would thus benefit all audiences and the French audiovisual industry. It would also help us adapt more quickly to new streaming habits as our technology resources, databases and content acquisition capacity would be pooled.

This transaction, which is still subject to approval by the competent authorities, is expected to create significant value, since it could ultimately generate €250 million to €350 million in synergies.

Lastly, in a complex and uncertain environment, we are aware of the influence we have over the general public. That is why, through our content and, more generally, our daily internal and external actions, we are committed to "positively inspiring society".

From a social and environmental responsibility perspective, this mission inspires us to dedicate ourselves to protecting the environment and fighting climate change. Our content and advertising solutions are major catalysts in this respect, thanks to our responsible programmes and commercial offers. The Group is thus committed to a strategy that would reduce its carbon footprint by 30% by 2030. From a diversity and inclusion perspective, we aim to reflect French society, both within the Group and in our programmes. These commitments were recognised again in 2021 by several non-financial agencies. We moved up one spot and are currently ranked 4th in the *2021 Dow Jones Sustainability Index*. At the end of 2021, the Humpact agency awarded us the Grand Prix in the Gender Equality category. This recognition from demanding stakeholders reflects the Group's and its employees' commitment to these issues. I congratulate them and thank them for that engagement.

To conclude, I would like to pay tribute to all of the Group's employees who have gone on doing their jobs under such unique circumstances, at a time when we continue to be threatened by new waves of the COVID-19 pandemic. Protecting the health of our staff has been our priority throughout the year.

I am convinced that 2022 will be a pivotal year for our development. We will continue our transformation, in order to best meet the expectations of our audiences and our clients, while protecting value creation and sharing.

Boulogne, 9 March 2022

Gilles C. Pélisson
Chairman and CEO of the TF1 group

THE TF1 GROUP, A KEY PLAYER IN THE FRENCH AUDIOVISUAL SECTOR

The French and international audiovisual landscape has undergone major changes in recent years. Content is consumed in various ways, from traditional linear viewing to a video-on-demand universe where linear and non-linear coexist. Uses are converging and the content publication and distribution business continues to be fundamentally transformed by its interactions with digital. This transformation presents a clear opportunity to create value for both our audience and our advertiser clients.

At the same time, demand for innovative, local and multi-genre content is rising in both France and other European countries. Consumer tastes and expectations have become more demanding. In response, pure players like Netflix, Amazon Prime Video and Apple TV+, along with traditional broadcasters, are now looking to production companies and their specialised know-how.

The TF1 group is positioned in these two emerging segments and is a key player in the French audiovisual sector. It is ranked first in the sector and has a strong presence in content production and distribution. It seeks to strengthen this position in the coming years by furthering the convergence between television and digital and growing its production activities in France and abroad. Creativity and innovation lie at the heart of the Group's business model.

It aims to use its leadership position to leverage progress not just in its business, but also in society at large and for the environment, with one key ambition: to produce content that positively inspires society.

No. 1
PRIVATE SECTOR BROADCASTER IN FRANCE

WITH:

33.5% and 30.2%
group audience shares of W<50PDM and 25-49 year olds

A MAJOR PLAYER IN CONTENT PRODUCTION AND DISTRIBUTION IN FRANCE AND ABROAD

1,900 hours
delivered by NEWEN in 2021

€2,427m
in revenue

€343m
in current operating profit/(loss) (14.1% of revenue)

€289m
Free cash flow after WCR

€199m
Net cash position

3,290
Employees

Engagement with CSR recognised in key non-financial indices

TF1 GROUP LEVERAGES **2 OPERATING SEGMENTS** THAT SHARE COMMON STRENGTHS AND VALUES

MEDIA

The Media segment offers premium content through its five linear and non-linear channels (TF1, TMC, TFX, TF1 Séries Films and LCI), its four pay theme channels (Ushuaïa TV, Histoire TV, TV Breizh, Série Club) and the aufeminin, Doctissimo and Marmiton sites, which are top special interest platforms.

The Group's two ad sales houses sell advertising space for linear and non-linear programmes, on Group websites, and for Indés Radios.

The TF1 group operates complementary businesses in entertainment, music, live shows, e-commerce (Gambettes Box, My Little Box), advertising services and licensing.

14.6%
Current operating margin in 2021
(+5.5% vs. 2020)

€1,694m
in advertising revenue
(+14% vs. 2020)

Of which

€143m
in digital advertising revenue
(+11% vs. 2020)

2.7 billion
videos viewed on MYTF1
(+15% vs. 2020)

33.5% and 30.2%
group audience shares of W<50PDM and 25-49 year olds

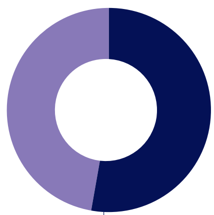
NEWEN STUDIOS

Newen, which operates in France and internationally (Germany, Belgium, Canada, Denmark, Spain, the Netherlands and the United Kingdom), produces a wide range of content (dramas, unscripted shows, cartoons, documentaries, TV movies, feature films) for a diverse client base, ranging from French and foreign broadcasters to video-on-demand platforms.
It helps the Group meet the growing demand for audiovisual content.

Newen Studios acquires and distributes programmes by forging close partnerships in every aspect of television and film, which puts TF1 group in a unique position on the international distribution market.

This activity has enabled the Group to build a footprint in a fast-growing sector where demand for content is very high.

Revenue breakdown France/International



53% France

47% International

11.5%
Current operating margin
(+0.8 pt vs. 2020)

1,600 hours
Book of orders[1]

See section 1.2 of this Universal Registration Document for a simplified organisation chart showing the Group's subsidiaries.

The TF1 group is one of the five business segments of the Bouygues group.

Bouygues is a diversified services group whose five business segments are organised into three sectors of activity: Construction, Telecoms and Media.

(1) Represents, in hours, the volume of confirmed business to be carried out for projects in excess of €1 million excluding Reel One.

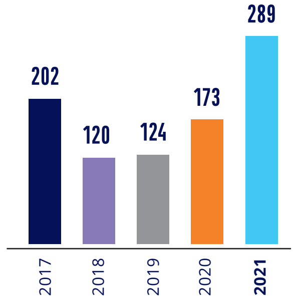
A LONG-TERM VALUE-SHARING STRATEGY

The TF1 group's businesses are long-term growth drivers that help it generate recurring free cash flow. The value created can be reinvested in the Group's development and shared with its stakeholders.

S&P Global
BBB+

TF1 also boasts a sound financial position that has been recognised by the credit rating agencies. This means it can act independently and maintain its current model.

FREE CASH FLOW AFTER WCR AS AT 31/12/2021 (1)



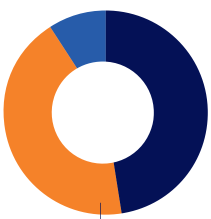
(1) See section 9.7 for a definition of free cash flow after WCR

STOCK MARKET DATA

Share price *(€)*	**2021**	**2020**	**2019**	**2018**
High(1)	**9.36**	7.73	10.08	12.75
Low(1)	**6.56**	4.15	6.40	6.61
Closing price	**8.73**	6.59	7.40	7.08
Performance of TF1 shares over the year	**32.4%**	-10.9%	+4.5%	-42.4%
Performance of the SBF 120 over the year	**26.2%**	-7.6%	+25.2%	-11.7%
Market capitalisation at 31 December *(€ million)*	**1,838**	1,386	1,556	1,486
Average daily volume traded *(thousands of shares)*(2)	**275**	477	402	247
Number of shares in issue at 31 December *(million)*	**210.5**	210.4	210.2	209.9

(1) Highs and lows represent the highest and lowest values recorded at close of trading. (2) Euronext.

SHARE OWNERSHIP AS AT 31/12/2021



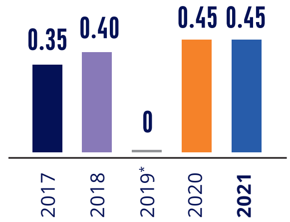
47.2% Free float
43.7% Bouygues
9.1% Employees

SHARE FACTSHEET

LISTED ON: Euronext Paris
MARKET: Compartment A
ISIN CODE: FR0000054900
MAIN INDICES:
SBF 120
CAC MID 60
CAC MID & SMALL
NEXT 150®
EURO STOXX® MEDIA

SHAREHOLDER RETURNS IN LINE WITH OUR RESULTS

Dividend *(in €/share)*



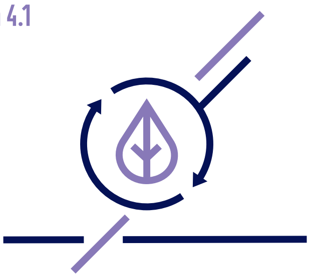
* No dividend paid for 2019 due to the COVID-19 crisis

CSR APPROACH:
11 PRIORITY ISSUES

Based on the materiality analysis conducted in 2021, the Group has identified 11 key priorities that are fully aligned with its strategy. TF1 group aims to positively inspire society while playing a lead role in social and environmental responsibility.

ENVIRONMENTAL TRANSITION ISSUES

→ for more information, see section 4.1 of the URD

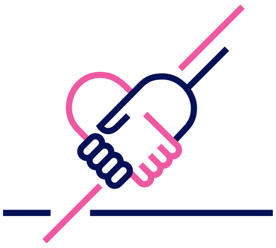


1 Environmental impact of operations

2 Raising public awareness of the environmental transition through our content

3 Responsible advertising

SOCIAL AND SOCIETAL ISSUES



→ for more information, see section 4.2 of the URD

4 Gender equality

5 Diversity and inclusion

6 The company's societal commitment to support the voluntary sector

7 Health and safety and quality of working conditions

8 Media education

ETHICS ISSUES

→ for more information, see section 4.3 of the URD

9 Ethics in business

10 Ethics in programmes

11 Data protection and cybersecurity

In compliance with the European Taxonomy (regulation (EU) 2020/852), the TF1 group worked to identify the portion of its activities which are considered sustainable in 2021. These sustainability indicators, which are integral to monitoring our CSR approach, can be found in section 4 of the 2021 Universal Registration Document.

IN DECEMBER 2020, TF1 GROUP PUBLISHED ITS **GROUP CLIMATE STRATEGY** FOR 2030

TF1's climate strategy is built around three key themes:

01 Reducing the carbon impact of our operations, targeting a 30% cut in scopes 1, 2 and 3a[1] by 2030 relative to our 2019 carbon emissions. This target is based on four key priorities associated with the highest-emission areas of our operations: eco-production of programmes, responsible purchasing, responsible digital, and sustainable transport.

02 Helping our clients promote more environmentally friendly products. Our ad sales houses are becoming more pro-active in offering clients innovative, tailored solutions to help them migrate towards sustainable advertising, and in showcasing environmentally friendly products. To achieve this, they are tapping into their powerful media ecosystem consisting of five free-to-air channels and engaged online communities across a range of websites.

03 Contributing to the low-carbon transition through our content. We intend to ratchet up our role in raising public awareness of environmental issues. We launched a Saturday morning show, *Génération Ushuaïa*, on TF1 on 16 January 2021, and are also broadening the reach of our Ushuaïa brand. Those initiatives build on the already substantial content featured in our online verticals; in our news, magazine, documentary, drama and unscripted programming; and on our special-interest Ushuaïa TV channel, which has promoted environmental protection for the last 15 years.

These targets reflect a strong commitment to combatting climate change, in line with the 2015 Paris Agreement[2].

“En Terre ferme” with Bertrand Piccard and Fanny Agostini broadcast on Ushuaïa TV

INCLUSION AND DIVERSITY

The materiality analysis done in 2021 highlighted the major societal role played by TF1 group either on its channels, namely through its news content and its dramas, but also its digital output to meet the growing expectations of society. Driven by the desire to faithfully represent the diversity of society and to combat stereotypes, TF1 group has focused its actions on its content and on itself.

Inclusion was also a major concern for the TF1 group in 2021 with in particular the roll-out of training on inclusive management within the teams, the establishment of a Diversity and Inclusion Committee in the Newen subsidiary and the desire to broaden the 50/50 gender equality network to encompass inclusion more broadly.

1- Scope 1 & Scope 2: direct and indirect energy emissions; Scope 3: other indirect emissions (e.g., purchasing).
2- The Paris Agreement aims to strengthen the global response to the threat of climate change, including by holding the increase in the global average temperature by 2100 to well below 2°C above pre-industrial levels and pursuing efforts to limit the temperature increase to 1.5°C above pre-industrial levels.

A MODEL THAT CREATES VALUE FOR ALL STAKEHOLDERS

OUR 4 STRENGTHS

HUMAN CAPITAL

- 3,290 employees
- Extensive and wide-ranging training programme through TF1 University
- Talent recruitment and retention
- Staff engagement
- Increase in the proportion of women on executive bodies
- Diversity and inclusion

2021 significant events

- Of the 550 hires in 2021 (on open-ended, fixed-term and work-study contracts), 82% were under the age of 35
- The management committee is 47.3% women in 2021, up 19 points from 2015. Also, TF1 group is in 15th place and ranked as the no. 1 media group for women representation on the executive bodies of SBF 120 companies

INTELLECTUAL CAPITAL

- Editorial expertise, our bond with viewers, the value of our brands and channels
- Commercial expertise in advertising space sales and relationships with advertisers
- Production of content (documentaries, drama, unscripted shows, news, etc.)
- Intellectual property developed in-house, and monetisation of our brands and services
- Capacity to innovate and develop synergies, especially between our channels and websites, in both content and advertising space sales

2021 significant events

- Newen acquired the production companies iZen in Spain and Flare Film in Germany
- TF1 group renewed its distribution agreements with Internet service providers and created the MYTF1 MAX offering
- A partnership was established with leboncoin in segmented advertising

ECONOMIC AND FINANCIAL CAPITAL

- Stable share ownership, with the Bouygues Group as the one major shareholder
- Capital contributed by shareholders
- Profits generated by the company
- Sound cash position

2021 significant events

- Shareholders' equity of €1,768m and a market capitalisation of €1,838m at 31 December 2021
- Net profit of €224m in 2021
- Free cash flow after WCR of €289m
- Net cash position: €199m

PRODUCTIVE ASSETS

- TF1's HQ building, including five studios: TF1 owns its corporate headquarters in Boulogne-Billancourt: 35,167 m^2
- Production equipment (from production to broadcast)
- Newen's operational sites in France and abroad

2021 significant events

- 7,800 hours of programmes broadcast by TF1, of which more than 1,493 hours of news programmes and more than 10,000 news stories, field reports and studio reports in its news bulletins
- 1,900 hours of content delivered by Newen Studios in 2021

OUR BUSINESS MODEL

POSITIVELY INSPIRE SOCIETY

MEDIA

— PUBLISHING
— BROADCASTING
— ADVERTISING

NEWEN STUDIOS

— PRODUCTION
— DISTRIBUTION

OUR VALUE CREATION

OUR AUDIENCE

- Loyal, engaged mass audience: France's no.1 private-sector broadcaster
- High-quality and varied offer of content and services
- Entire offer available for non-linear viewing
- Vast range of add-on services
- Larger proportion of content aimed at raising awareness of socio-environmental issues

OUR CLIENTS

- Variety of high-impact premium advertising slots for all targets
- Innovative solutions (multi-platform, digital, targeted, real-time), such as programmatic
- Support for advertisers who want to balance business strategy with contributions to society
- Diversified content that knows no borders

OUR EMPLOYEES

- Advantageous terms of employment
- Employability built through career pathways and skills development
- Training on current significant risks (anti-corruption, hacking, etc.)

REGULATORS, FRENCH STATE

- Active involvement in helping shape media industry regulations at French and European level, including the introduction of segmented TV advertising, permission to advertise movies, and the media service on-demand decree
- Major contribution with more than 90% of taxes and duties paid in France

FRENCH AUDIOVISUAL SECTOR

- Substantial financial contribution via the French production requirement which promotes the development of the industry
- Responsible employer of French broadcasting industry talent
- TF1 is the market leader with target audiences
- 33.5% and 30.2% group audience shares of W<50PDM and 25-49 year olds

CIVIL SOCIETY AND CHARITIES

- Promotion of diversity in the workplace and in our programmes
- Open to non-profits via donations and free advertising airtime
- Support for over 100 charities involved in mutual aid, promoting diversity, and sustainable development

OUR SHAREHOLDERS

- Return on invested capital paid in the form of dividends
- Transparent communication

OUR STRATEGY REFLECTS THE FAST-CHANGING VIDEO MARKET

The TF1 group is focusing its efforts on consolidating its position as a content producer and publisher, both in linear and digital formats, by providing brands an optimal showcase, while asserting its direct-to-consumer (DTC) strategy through the most inclusive distribution possible:

Lever 1 Strengthen the TF1 group's client-centric core business by capitalising on the close relationship the Group enjoys with the French public and advertisers.

Lever 2 Step up growth in streaming, production and by generating internal synergies.

Lever 3 Develop the Group's "Tech Media" in OTT, AdTech, open innovation and the Cloud.

Lever 4 Positively inspire society by contributing to making it more supportive, inclusive and sustainable, thereby standing out from global players through a commitment to the local ecosystem.

This development is achieved through strengthened collaboration, which respects all links within the audiovisual ecosystem.

The Group is activating **8 key levers** to achieve its strategic objectives and continue improving its profitability:

Strengthening the core, focused on customers	Continuing our growth	Developing our Tech Media	Inspiring society positively, anchoring our values in daily life
#01 Contents: maintaining differentiation of the TF1 group's contents offer	**#04** Streaming: developing a streaming offer suited to the new balance of uses	**#07** Accelerating digitalisation through tech (OTT/AdTech), open innovation and the Cloud	**#08** Acting as a responsible local media for a more sustainable and inclusive society
#02 News: strengthening the TF1 group in news, present on all media supports and true to its values	**#05** Production: making Newen a key player in audiovisual production and distribution		
#03 Advertising: delivering simpler, more effective and committed advertising through convergence and responsibility	**#06** Activating the Group's synergies		

#01 Content: Maintain differentiation in the TF1 group's content offering and rebalance to cater to linear and non-linear use

BACKGROUND AND TRENDS:

• 2021 seems to have confirmed the major trends in French content consumption behaviour observed in recent years.

• First, in terms of equipment, French households have multiple screens (**6** screens[(1)] per household on average): almost all of them have at least one television set (**91%**[(1)]), the majority have a computer (**86%**[(1)]) and half of them have a tablet (**46%**[(1)]). Nearly 4 out of 10 French households[(1)] are equipped with "4 screens", accounting for **11.5**[(1)] million households. French households are also increasingly equipped with smart TV sets, which enable new and diversified uses, notably the consumption of video-on-demand offers.

• Despite French viewers' growing television consumption via digital screens, in 2021, television remained the **preferred medium** for accessing information and entertainment content.

• Rebalancing to adapt to linear and non-linear uses should also make it possible to offset a historical decline in individual viewing times. In 2021, the French spent **3 hours and 39 minutes** [(2)] per day watching television programmes (consolidated viewing time) including replays up to 28 days.

• In 2021, the two time slots of access prime time (6:30 p.m.-9:00 p.m.) and prime time (9:00 p.m.-11:00 p.m.) generated approximately half of the daily television audience, with **46%**[(2)] of daily TV individual viewing times (up **2 points** versus **44%** in 2019). The peak audience for television was confirmed in the evening, with **24.1 million**[(2)] viewers tuned in at 9:29 p.m. in 2021 (**+ 1.1 million** more than in 2019 at the same time).

• In this content hyper offering, the French have demonstrated a growing preference for high-quality, local and diversified television programmes. Major sporting events, French drama and prestigious entertainment franchises have confirmed their high popularity. Conversely, free-to-air linear television players must address more fierce competition to fully engage with consumers.

RESPONSE/STRATEGY:

• The Group aims to consolidate the performance of its multi-channel audiences by **offering the highest-quality and most distinctive programme line-up in the French audiovisual market**, and by stepping up its strategy of differentiation from digital platforms' offerings.

• As it adapts its business model, the Group is working on a **more ambitious programme line-up** and will continue to strengthen its local content offering which includes event-based French drama, major sporting events and popular entertainment.

- The performance of TF1's French drama programmes in 2021 (e.g., *HPI*, *La Promesse*) is the result of the in-depth work conducted over the last few years to reinvent the offering. The Group has illustrated its ability to take risks in the writing phase, to attract the best talent and to tackle social issues considered important to the French. As such, TF1's creations have become a label that is recognised and valued by the general public, and on which the Group plans to build in the future.
- In entertainment, the Group has seen renewed success with its highly popular franchises (*The Voice*, *Koh-Lanta*, *Danse avec les Stars*) with demonstrated innovation in the formats.
- The Group plans to continue offering free-to-air broadcasts of major popular sporting events to as many people as possible.

• Thanks to the complementary nature of its linear channels and streaming services, such as MYTF1, the Group's content is ideally showcased and TF1 has a unique ability to engage its audiences.

• At the heart of the TF1 group's strategic positioning, its content strategy involves offering high-quality unique, distinctive, exclusive and appealing programming. The Group is building a catalogue of content and intellectual property via Newen, fully harnessing its potential both in France and the world over.

• To secure access to content and to safeguard talent, TF1 will develop new approaches enabling the Group to plan budgets and add to production value, and will promote investment in original and distinctive content.

KEY INDICATORS:

In a year once again marked by the COVID crisis and the accelerated transformation of uses, the TF1 group's ambition in content and digital delivered an average of **51 million viewers** per week (**+700,000 viewers over one year**), posting an increase in its audience share, particularly among young people, as well as a rise in consumption on its MYTF1 platform[(3)].

33.5% share of **W<50PDM**,
+1.1 point vs. 2020 – best since 2007[(4)].

30.2% share of **25-49 year-olds**,
+0.3 point vs. 2020 – best since 2011[(4)].

The TF1 channel clocked up **56 evenings with more than 6 million** viewers, attracting **the biggest audience** in France for each programme genre in 2021, including the biggest audience of the year (16.4 million viewers for the France-Switzerland match at the Euros football tournament)[(4)].

The arrival of a second daily soap *Ici tout commence* boosted access prime time audiences, which surged to their highest level among W<50PDM and 15-34 year-olds since 2012[(5)].

On **TMC, Quotidien**, France's **no.1 talk show**, enjoyed a record year with 1.8 million viewers and a 15% share of 25-49 year-olds and ABC1s.

(1) *Médiamétrie 2021*
(2) *Médiamétrie **L'audience de la télévision en 2021** (Television audiences in 2021): https://www.mediametrie.fr/sites/default/files/2022-01/2022%2001%2003%20M%C3%A9diamat%20Annuel%202021_0.pdf.*
(3) *P.R. 2021 Audiences: https://groupe-tf1.fr/sites/default/files/communiques/communique_de_presse_audiences_annuelles_groupe_tf1_2021.pdf*
(4) *TF1 Group 2021 Audiences P.R. https://groupe-tf1.fr/en/press-release/2021-full-year-audiences-more-people-ever-watching-tf1-group-channels*
(5) *https://groupe-tf1.fr/sites/default/files/communiques/communique_de_presse_audiences_mensuelles_groupe_tf1_2021_uk.pdf*

#02 Strengthen the TF1 group's news position, staying active on all media and true to its values

BACKGROUND AND TRENDS:

• Against a backdrop marked by the health crisis, debates on opinions and the transformation of our social models, now more than ever, French people expect reliable, fact-checked and independent information.

• In 2021, television was still the preferred medium for information (**48%**(6), ahead of the Internet (**32%**), radio (**13%**) and print media (**6%**), as reported by the 35th edition of the Kantar-La Croix barometer of French people's trust in the media. As for digital, social networks proved particularly popular in 2021 and are the leading source of information for the French on the Internet (**26%**(6), representing an increase of **+6 points**, ahead of news group sites and applications).

• In television, the time spent watching news programmes was up **18%**(7) in 2021 versus 2019. In 2021, as in 2020, the French remained particularly loyal to their TV news programmes: the evening news bulletin attracted an average of **20.7 million**(7) daily viewers in 2021 (versus **17.5 million**(7) in 2019). Similarly, 24-hour news channels made progress, attracting **16.6 million**(7) viewers per day in 2021 (versus **12.4 million** viewers in 2019).

RESPONSE/STRATEGY:

• The TF1 group will consolidate its news positioning through the professionalism of its editorial teams and by continually repurposing its news offering on the Group's linear and digital channels.

• Supported by its recognised journalistic talents and expertise, the TF1 group will continue to oversee the most inclusive production and broadcasting of thoroughly researched and highly professional information, through its news programmes and magazines, on LCI and in digital.

• The Group's editorial staff are stepping up their efforts to educate and interpret important news events in order to provide accessible information that meets the expectations of the mainstream (e.g., infographics and data visualisation during TV news, contributions from leading experts).

• The TF1 group is introducing innovative digital offerings that deliver fully on the new uses of digital, through the development of its own news site, the launch of new specially designed formats for distribution on platforms and through interactive devices.

• In a time of increasing fake news, a concentrated effort is made to ensure fact-checking and to guarantee reliable information.

• More generally, through the rigour of its journalism, the Group strives to contribute to the pluralism of information and to the exposure of diverse opinions in our society, while fully respecting the independence of editorial staff. In the processing of news, these exacting criteria will enable the Group to stand out in the information hyper offering.

KEY INDICATORS:

TF1 LE GROUPE

The TF1 group's news offering on TF1, LCI, TMC and digital reaches **39.4 million**(8) viewers in France every week.

TF1 NEWS

In 2021, up to **11.2** million viewers for the evening news bulletin; **7.5 million** viewers for the lunchtime news bulletin; **4.9 million** viewers for *Grands Reportages* and 4.7 million viewers for *Sept à Huit*(8).

LCI

LCI recorded its **second-best year ever with a 1.1% audience share**, kick-starting the run-up to next year's presidential elections in December (**1.3% share** in December, best month of 2021)(8).

In September 2021, **LCI unveiled a new ambition**(9) with a brand-new programme schedule, a completely overhauled set and an editorial line refocused on more information and facts as opposed to controversial topics.

TF1 LE GROUPE

In first-quarter 2021, the TF1 group launched the "**Expertes à la Une**" programme with the aim of having more women experts appearing in the media(10).

TF1 LE GROUPE — LCI

In December 2021, TF1/LCI's editorial staff scooped another major award with the ***Grand Prix de la presse internationale*** (Grand Prize for International Press) 2021 in the Television category, awarded to Liseron Boudoul for her outstanding coverage of the crisis in Afghanistan(11).

By displaying a **QR code to be flashed** on TF1 and LCI news programmes, the TF1/LCI editorial team is offering viewers an innovative way of accessing live fact-checking during televised debates, more content (behind-the-scenes footage, filming rushes) as well as practical information and services with *Le 20 heures vous répond*.

(6) *35th edition of the Kantar-La Croix barometer of French people's trust in the media: https://www.meta media.fr/2022/01/20/barometre-kantar-la-croix-les-medias-attendus-comme-acteurs-de-la-democratie.html*
(7) *Médiamétrie **L'Année TV 2021** (TV in 2021): https://www.mediametrie.fr/sites/default/files/2022-01/2022 %2001 %2019 %20CP%20Ann%C3 %A9e%20TV%202021_0.pdf*
(8) *TF1 Group 2021 Audiences P.R. https://groupe-tf1.fr/en/press-release/2021-full-year-audiences-more-people-ever-watching-tf1-group-channels*
(9) *LCI: https://www.lci.fr/culture/nouveaux-visages-nouveaux-rendez-vous-nouveau-decor-lci-fait-sa-rentree-2194664.html*
(10) *Experts: https://groupe-tf1.fr/fr/communiques/le-groupe-tf1-lance-la-promotion-expertes-la-une-pour-plus-de-femmes-expertes-dans-les-medias*
(11) *TF1 Award: https://apepresseetrangere.org/prix-de-la-presse-internationale-2021-tf1-france-info-et-le-point-recompenses/*

#03 Advertising: deliver simpler, more effective and committed advertising by championing convergence and responsibility

BACKGROUND AND TRENDS:

• Downstream in the audiovisual value chain, the vigorous growth of digital media has considerably expanded the scope of the advertising market in which traditional audiovisual players operate. To keep up with the shift in French people's habits towards digital and to remain competitive with e-commerce platforms, French companies are refocusing their business models on digital distribution channels as they develop increasingly omni-channel advertising strategies.

• In France, there is a growing shift in advertising spend towards digital. In 2021, net digital advertising revenue from all sources accounted for more than double the net TV advertising revenue[12].

• Factoring in this **accelerated digitalisation**, brands have strengthened their direct-to-consumer (DTC) strategy as well as their understanding of consumer expectations and habits:

- **83%**[13] of brands reported a development in their direct-to-consumer strategy;
- 78%[13] of advertisers in the largest corporations plan to strengthen the data platforms they use in an effort to understand and segment consumers.

• This growth in digital advertising specifically benefits pure players.

• In response, ad sales houses are significantly accelerating their initiatives in AdTech and TV/video convergence advertising offers, including **segmented TV**, characterised by strong interest from advertisers, particularly local ones.

• Furthermore, **Retail Media** – advertising to retail and e-commerce brands – was driven by the robust growth of e-commerce in France during lockdown periods, in the marketing funnel (which denotes the customer buyer journey) and its perfect timing positioning in and the online purchasing process.

• In addition, French consumers expect **responsible advertising from brands** with **78%**[14] of French people reporting the influence of a responsible brand when making a purchase. However, **67%**[14] of consumers have difficulty identifying responsible brands. In line with these new expectations, the advertising ecosystem is shifting towards the development of responsible advertising.

• Now more than ever, brands are striving for a **holistic advertising medium,** making it possible to protect their image, combine coverage and targeting, measure the effectiveness of their advertising campaigns and elevate their responsible brand image.

(12) SRI 2021 results: https://www.sri france.org/2022/01/28/sri-ludecam-presentent-27eme-edition-de-lobservatoire-de-pub/
(13) Kantar France "Les Stratégies data au cœur de la croissance des marques" ("Data strategies at the centre of brand growth"), June 2021.
(14) P.R. EcoFunding: https://tf1pub.fr/actualites/tf1-pub-lance-le-programme-eco-funding

RESPONSE/STRATEGY:

• TF1 Pub aims **to serve the interests of all advertisers, on all platforms and in all territories**, through its direct relationship with advertisers; automated purchasing; an acceleration in targeting and segmented TV; and effectiveness metrics.

• The TF1 group's ad sales house is able to **support brands in all their marketing challenges**, by leveraging its qualified audiences, its innovative advertising offers and its service-based approaches.

• TF1 Pub is pursuing a policy of innovation to shape tomorrow's advertising – making it **simpler**, more **effective**, and more **committed**. TF1 Pub is also accelerating the deployment of advertising offers, with a focus on two priorities: **convergence** between linear and non-linear on the one hand, and **responsibility** and **commitment** on the other.

• In light of the new challenges facing brands, TF1 Pub is accelerating the deployment of convergence offers, providing advertisers with television coverage, combined with the targeting capacity for digital. This is reflected in the launch of **Hybrid MPI (TV + IPTV)**[15], the opening of prime segmented TV and the activation of new multiscreen data segments. With these new offers, advertisers are able to maximise their investments by combining linear and non-linear inventories, as well as using consistent and unified management indicators. In doing so, the ad sales house will respond to the advertising market's need for transparency and performance through a set of common measurement and performance indicators for TV and digital.

• Combining the best of the TV and digital worlds, **segmented TV** boosts the appeal of television and is a new lever for optimising media strategies by providing brands with all-new targeting solutions.

• To **facilitate purchasing**, the ad sales house is implementing an ambitious development strategy in **AdTech** , with a complete range of B2B solutions including the La Box and La Box Entreprises platforms, the OnePTV programmatic linear television offer, and drive-to-web solutions.

• The TF1 group's ad sales house is actively seeking to lay the foundations for more responsible advertising. To that end, the ad sales house is launching the **EcoFunding programme** – the first-ever environmental advertising fund – to accelerate the ecological transition of brands and champion responsible consumption.

• The publisher brands (Marmiton, Doctissimo, aufeminin and Les Numériques...) are a permanent fixture in the French public's daily lives. These brands are of prime interest to the TF1 group, which is operating in a market where TV and digital are interconnected, against a backdrop of growing convergence.

• Consistent with brands' holistic advertising strategies, TF1 Pub aims to leverage **TF1 Live Lab** in an effort to re-energise the brand advertising experience through interactive media, cross-channel orchestration and special operations.

• In addition to its ad sales house activities, the TF1 group is also strengthening its **B2B offering for brands** through its **TF1 Business Solutions** business with a view to maximising its ability to support brands in all communication areas (branded content production, events, endorsements, licensing, strategic consulting and marketing management).

KEY INDICATORS:

In 2021, the TF1 Pub ad sales house boasted nearly 600 new advertisers [16].

Commercial partnership in **segmented TV** with **leboncoin, deployed from November 2021**.

Segmented TV is already gaining widespread support in the advertising market. According to a study by TF1 Pub, **85%**[17] of the interviewed advertisers consider this advertising solution to be of value to their company. 159 campaigns were conducted in 2021.

100 TV + Digital targets in 2021.

Launch of **EcoFunding** in July 2021, for roll-out in January 2022 (see point 8).

In January 2021, Marmiton scooped the Harris Interactive excellence label[18].

(15) This medium targets both linear and non-linear campaign advertisers, producing a media schedule tailored to individual advertiser needs while using a common measurement for contacts.
(16) New multimedia advertisers excluding last year's absent feedback – December 2021
(17) https://tf1pub.fr/actualites/tv-segmentee-bilan-perspectives
(18) https://unifygroup.com/fr/nos-actualites/marmiton-label-excellence-harris-interactive

#04 Streaming: develop a streaming offering for rebalanced uses

BACKGROUND AND TRENDS:

• All American and European audiovisual groups are ramping up their streaming strategy as they tap into the highly popular use of online video consumption.

• The American conglomerates have integrated vertically and horizontally (studio activities, audiovisual groups, telecom and cable operators, *Pay-TV* operators) and were the first to react to the phenomenal growth of digital giants and Netflix in particular. An example of this is the proposed WarnerMedia/Discovery merger[19], propelled by stronger ambitions in direct-to-consumer (DTC).

• With their high ambitions, all American media groups are deploying streaming platforms. This includes Disney+, HBO Max (WarnerMedia), Paramount+ (ViacomCBS), and Peacock (NBC Universal).

• In a US market that has now reached maturity (**85%**[20] of American households have an SVOD subscription, i.e., + **2pts** in one year), the US platforms are targeting deployment across the rest of the world to increase their subscriber base, boost their revenue and amortise their costs.

• All European broadcasters have responded by stepping up the deployment of their streaming offers with AVOD, SVOD, and the development of new hybrid offers.

• In France, subscription video on demand (SVOD) offers are becoming more widespread, with continued growth. In 2021, an average of **8.7 million**[21] French people aged 15 and over watched an SVOD programme on a daily basis. **72%** of these programmes were watched on a TV screen.

• As a result, streaming is now an essential practice among French consumers and it is vital to the growth strategies of audiovisual groups.

RESPONSE/STRATEGY:

• In streaming, the Group is now providing viewers with their **own personalised, multi-screen, 100% video experience.** The aim is to address all video consumption universes through a coherent range of streaming platforms.

• To achieve this, the Group deploys digital services supported by powerful content, top-quality customer journeys and a coherent strategy in lifetime value of content. Special attention is paid to the development of the relationship with the end customer, the marketing of the offer and the excellence of the user experience.

• **The Group aspires to offer a full range of streaming services** in **AVOD** (free videos financed by advertising), **SVOD** (paid subscription video on demand) and **hybrid** (combining AVOD and SVOD in response to the considerable increase in freemium offers on the market) with MYTF1, SALTO and enhanced partnerships with distributors.

• The Group is continually enhancing its range with new experiences, such as MYTF1 Stream and MYTF1 Max. With the launch of **STREAM**, the TF1 group became the first French broadcaster to offer a new AVOD consumption experience organised by themed streams (French drama, foreign series, manga, entertainment, movies, lifestyle). To cover the entire range of uses, the TF1 group has expanded its streaming range with **MYTF1 MAX**, the first French ad-free extended catch-up offer available on PCs, mobiles and tablets, and on TV sets via the cast function[22].

• The Group is keen to perpetuate **and enhance partnerships** with distributors, to build stronger, direct relationships with all audiences.

KEY INDICATORS:

MY TF1 [23]

2021 was a record year for MYTF1 with an average of **27 million** monthly video viewers, an increase of **26%**.

MYTF1 recorded the **10 strongest TV time-shift viewings** of 2021: **HPI** on 6 May; **Koh-Lanta** on 24 August; **La Promesse** on 7 January, etc.

Launched in 2019, the AVOD offer continued its development with **200 new franchise launches** across all genres (TV films, French dramas, US series, entertainment, etc.) that can be accessed free of charge.

MYTF1 racked up **2.7 billion** video views in 2021, representing approximately 50 million weekly video views, an increase of **15%** vs. from 2020.

(19) *https://about.att.com/story/2021/warnermedia_discovery.html*
(20) *Kantar, January 2022: https://www.kantar.com/north-america/inspiration/technology/85-per-cent-of-us-households-have-a-video-subscription-service*
(21) *Médiamétrie L'Année TV 2021 (TV in 2021): https://www.mediametrie.fr/sites/default/files/2022-01/2022 %2001 %2019 %20CP%20Ann%C3 %A9e%20TV%202021_0.pdf*
(22) *P.R. MYTF1 Max: https://groupe-tf1.fr/sites/default/files/communiques/press_release_mytf1_max_301121.pdf*
(23) *MYTF1 data: https://groupe-tf1.fr/sites/default/files/communiques/press_release_tf1_fy_2021_vdef.pdfMYTF1 data: https://groupe-tf1.fr/sites/default/files/communiques/press_release_tf1_fy_2021_vdef.pdf*

#05 Production: transform Newen into a key player of audiovisual production and distribution

BACKGROUND AND TRENDS:

• Upstream in the value chain, competition for access to talent and formats is accelerating. The production market has undergone significant transformation.

• First, all large corporations, and particularly the digital platforms, are increasing their investment in content to develop their capacity to produce original and distinctive formats. A case in point is the Disney group, which has announced plans to invest **$33 billion**[24] in content for 2022, versus **$25 billion** spent in 2021, representing a year-on-year increase of **32%**.

• Backed by their substantial production budgets and their global reach, SVOD platforms are also signing exclusive deals with talent, including actors, directors, and producers.

• To support their strategy to win new markets in streaming, integrated US media groups are increasingly reserving their studio content (films and series) which they add to their own platforms and are experimenting with day-and-date theatrical and streaming release strategies.

• To stand out at the local level, all streaming players will seek to invest in original drama and entertainment formats. This trend will be supported in France by the entry into force of the media service on-demand decree (SMAD), which aims to have international VOD platforms contribute to the financing of French and European works.

• As such, production players must be well-organised to meet the increased demand from all players (linear television channels and on-demand video platforms; national and international players), attract and retain the best talent and develop their capacity to invest in large-scale projects.

RESPONSE/STRATEGY:

• Newen is pursuing an ambitious development strategy to **create a multi-genre, multi-country, multi-client content production and distribution group** as well as **capitalising on the growing demand for content the world over**. The Group's ambition is to create refreshing and engaging content that resonates with the times, to fuel and develop popular culture, but also to showcase future talent.

• Newen has transformed into a leading global player in creation, production and distribution, with a **strong international presence** (in the United Kingdom, Spain, Germany, Belgium, the Netherlands, Northern Europe and Canada) and is **active in all the major genres** (cinema, drama, cartoons, documentaries, TV movies, magazines/entertainment shows, etc.). The Group's multi-genre catalogue meets the needs of a wide range of clients worldwide.

• The Newen group, which boasts a wealth of creative and complementary **talent**, is active in all genres and many territories. As such, the Group is highly capable of carrying out **wide-scale projects** for the benefit of its clients.

• Through its simultaneous development in France, internationally, and across the main genres, Newen has not only increased its appeal, but also its visibility. This means that the Group will be more easily identifiable by talents and potential partners.

• Newen Connect, a distribution subsidiary, enables Newen to create international market opportunities and to activate production-distribution synergies, by facilitating the circulation of the Group's catalogue formats and IP. Newen Connect is therefore one of the key players in audiovisual distribution, operating a rich, multi-genre catalogue marketed to all players in the sector, from public and private channels to digital platforms, with the capacity to meet the expectations of local and global partners.

• The Newen group is proud to be able to share a positive vision with its audiences – and which reflects today's society – by offering content that is representative of diversity in all genres produced.

KEY INDICATORS:

newen

47% of Newen's revenue is generated **internationally.**

In 2021, Newen continued its international development and its strategy of bringing together talent in various audiovisual genres:

- Newen acquires a majority stake in German production company **Flare Film**[25];
- A+E Networks acquired a stake in **Reel One**[26];
- Newen tied a new partnership with **Kubik Films**, the company of the Sánchez-Cabezudo brothers and acquired a majority stake in the **iZen** group, a key player in Spanish production[27].

Newen Connect is one of the key players in European audiovisual distribution with around 40 new drama programme assignments secured in 2021.

In February 2021, **Newen** and **UGC** joined forces in International Sales & French Distribution[28].

(24) Disney 10-K: https://sec.report/Document/0001744489-21-000220/
(25) P.R. Flare Film: https://www.newenstudios.com/actualite/newen-prend-une-participation-majoritaire-dans-le-groupe-de-production-allemand-flare-film/
(26) P.R. A+E Networks: https://www.newenstudios.com/actualite/ae-networks-entre-au-capital-de-reel-one-filiale-de-newen/
(27) https://www.newenstudios.com/actualite/newen-prend-une-participation-majoritaire-dans-le-groupe-izen-acteur-majeur-de-la-production-espagnole/
(28) Newen UGC: https://www.newenstudios.com/en/actualite/newen-ugc-images-join-forces-in-international-sales-french-distribution/

#06 Activate the Group's synergies

BACKGROUND AND TRENDS:

• The media market is undergoing deep-seated transformation following the emergence of digital giants with unrivalled financial resources and which leverage captive ecosystems deployed across the globe.

• All media players are scaling up initiatives in response to the size gap with the platforms. By way of example:

- the American media giant groups are stepping up their investment in production and streaming (e.g., Disney, WarnerMedia/Discovery, NBCUniversal/Comcast) with international expansion to amortise their cost base;
- brands deploy integrated communication strategies to establish a direct-to-consumer (DTC) relationship, thereby developing a more subtle understanding of consumer habits and expectations.

• The creation of organic synergies is a virtuous driver for targeting new territories in the case of local media players who do not enjoy the size benefits of the digital giants.

RESPONSE/STRATEGY:

• The TF1 group is keen to **strengthen the synergies** between its TV and digital activities, its media division and its production division, by harnessing its complementary brands along with its editorial and technological expertise.

• The aim is to **further develop the gateways between the businesses** in order to highlight the Group's talents and brands, and enable them to communicate across all media.

• The Group's presence in various stages of the value chain allows for the development of new ways of producing, broadcasting and monetising its content.

• The Group seeks to **actively combine the exceptional know-how of its various businesses**, in terms of editorial, creation, marketing and technological innovation. By strengthening the cross-functionality of its main businesses, the Group will be able to deliver innovative solutions combining media, content, e-commerce and business solutions.

KEY INDICATORS:

Development of the "Ad'vise" and "VolxTF1" offers, digital pre-roll offers highlighting publisher brands, and special operations between TF1 Pub and Unify Advertising, such as for Philips.

TF1 PUB newen

TF1 Pub/Newen partnership with Vinted, focused on *Ici tout commence* and *Demain nous appartient*, with an all-new TV and digital medium.

marmiton

Marmiton/*Petits plats en équilibre* synergies

ad

Unify Advertising/TF1 Pub partnership with Veepee|Ad, Veepee's retail media solution(29) delivering a brand-new immersive shopping experience.

(29) P.R. Unify Advertising: https://unifygroup.com/fr/nos-actualites/Partenariat%20Unify%20/%20TF1%20Pub%20avec%20Veepee%20%7C%20Ad,%20la%20solution%20retail%20m%C3%A9dia%20de%20Veepee

#07 Develop Tech Media: accelerate digitalisation – Tech OTT/AdTech, open innovation and the Cloud

BACKGROUND AND TRENDS:

• The transformations led by digital players in customer experience are setting new and increasingly exacting standards for consumption. Users are looking for personalised, seamless experiences that are widely available at all times and on all screens, so they can consume the content that best matches their interests and profile more easily.

• In this context, the use of artificial intelligence, technology and data are at the heart of momentum in customer loyalty. These tools make it possible to enhance the user experience in streaming through innovative interfaces, which drive better engagement.

• For advertisers, the advertising solutions provided by digital players focus on a service-based approach (scheduling, campaign management, performance measurement, assessment, etc). Brands pay close attention to the context in which their advertising campaigns are posted and to the quality of the advertising experience against a background where Internet users expect less intrusive and more innovative formats.

• Technology is becoming as important as content in the ability of media groups to provide attractive offerings, whether in B2C for consumers or B2B for the benefit of brands and all partners, which include distributors, producers and suppliers.

RESPONSE/STRATEGY:

• The TF1 group seeks to **add value through technological expertise** in four priority areas:

a) Streaming:

Firstly, the TF1 group is developing **cutting-edge** streaming technologies to support its ambition in AVOD/SVOD as well as the growth strategy of its services including MYTF1.

The aim is to enable regular and iterative developments of digital products using scalable and modular technological infrastructure. To **accelerate the pace of product development**, the teams use agile methods (e.g., organisation in feature teams, agile routines, Objectives and Key Results (OKR) coordination). Through its improved understanding of client expectations, the Group will be in a position to increase its capacity to **offer personalised experiences**.

b) AdTech:

The second tech capability priority concerns the strategic area of advertising technology. This includes automation of purchasing, targeted advertising and segmented TV offerings, performance measurement, programmatic purchasing and accelerated TV/video convergence.

The aim is to enable the Group to devise a **distinctive value proposition** for advertisers.

c) Internal digitalisation:

Thirdly, the Group is stepping up its digital transformation initiative by migrating to the Cloud and by digitalising its internal processes.

The aim is to enable its businesses to continuously innovate **by putting technology at the service of agility and responsiveness,** on **a daily basis.**

d) Open innovation:

Lastly, the TF1 group has sought to stimulate open innovation with the start-up ecosystem, notably through its Media Lab accelerator programme at the Station F campus and its One Inno fund.

The TF1 Media Lab aims **to test** and deploy technological solutions and innovative services within the Group's businesses, which are **intended** to prepare for the next key industry developments.

KEY INDICATORS:

MEDIA LAB TF1 Station F

TF1 Medialab at Station F, a catalyst for innovation to accelerate the future of media with **11** start-ups accelerated in 2021, with **a 60%** conversion rate of partnership objectives with Group activities on average since the launch of the programme and **80%** in season 6 in H1 2021;

Launch of the third season of the entrepreneurship programme, with **45** innovation recommendations from **900** Group employees, resulting in **3** selected projects, **2** of which were actively accelerated.

#08 Positively inspire society by operating as a responsible local media player to develop a more sustainable and inclusive society

BACKGROUND AND TRENDS:

- More than ever, the French public expect companies to firmly commit to developing a more responsible society:
  - **88%**[30] of French people believe that companies can improve society;
  - **90%**[31] of French people think that a company can combine international competitiveness with the promotion of local know-how.

RESPONSE/STRATEGY:

- As a creator and broadcaster of content for a wide-reaching audience, the TF1 group is committed, through its programming and its **TF1 Initiatives** approach, to **contributing to the development of a more supportive, inclusive, and sustainable society.**
- The TF1 group aspires to be a key player in the ecological transition, which is a driver of inclusion, diversity and solidarity. These values are upheld across the board by all the Group's employees.
- The Group's ambitious CSR roadmap identifies three main types of challenges: environmental, social and societal, and ethical (see Integrated Report and Chapter 4).

KEY INDICATORS:

TF1 LE GROUPE

The TF1 group **topped the overall ranking** of media groups **and finished second in** the overall ranking of the most responsible French companies, as published in November 2021 by French newspaper, Le Point[31].

The TF1 group **became the number one media group and scooped** 15th **place** in the SBF 120 ranking for 2020 of companies with women-held executive positions, published in October 2021. The Group therefore moved up 7 places in one year[32].

The TF1 group **was the preferred media company for** students and graduates in the 2021 ranking of the Epoka/Harris Interactive barometer conducted in partnership with L'Étudiant[33].

The TF1 group launched **"Les rencontres de l'info",** a new initiative in association with CLEMI (French Centre for Media and News Education)[34].

newen

In October 2021, the Newen group, which has been committed to diversity and inclusion for many years, announced the creation of a **Diversity & Inclusion Committee**[35].

In July 2021, TF1 Pub organised an **"ecoresponsibility" campus**[36].

110 charities supported in 2021[37].

56% of women within the Group in 2021.

(30) *Mazars France "Construire la sortie de crise" ("Finding a way out of the crisis") June 2021*
(31) *https://groupe-tf1.fr/fr/communiques/le-groupe-tf1-dans-le-top-3-des-entreprises-les-plus-responsables-de-france*
(32) *https://groupe-tf1.fr/fr/communiques/le-groupe-tf1-1er-groupe-media-dans-le-palmares-de-la-feminisation-des-instances-dirigeantes*
(33) *https://groupe-tf1.fr/fr/communiques/le-groupe-tf1-entreprise-media-preferee-des-etudiants-et-jeunes-diplomes-francais*
(34) *https://groupe-tf1.fr/fr/communiques/les-rencontres-de-l-info-nouvelle-initiative-lancee-par-tf1-en-partenariat-avec-le-clemi*
(35) *Newen Diversity & Inclusion Committee: https://www.newenstudios.com/en/actualite/newen-annonce-la-creation-dun-comite-diversite-et-inclusion/*
(36) *2021 Ecoresponsibility Campus: https://www.youtube.com/watch?v=v7f9gvvr_eM*
(37) *https://groupe-tf1.fr/fr/engagements-rse/notre-politique-rse*

ENGAGED AND DIVERSIFIED GOVERNANCE

COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SPECIALIST COMMITTEES AT 31 DECEMBER 2021

Expertise

Audiovisual and Digital | International | Governance | Management | CSR | Finance

Employee representative Director

Employee shareholder representative Director

Independent Director

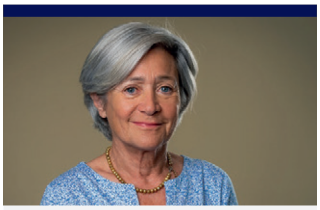
- **Audit Committee**
- **Ethics, CSR and Patronage Committee**
- **Selection and Remuneration Committee**
- **Committee chair**

CHARLOTTE BOUYGUES
Permanent representative of SCDM, Director

OLIVIER BOUYGUES
Director

GILLES PÉLISSON
Chairman of the Board of Directors, Chief Executive Officer

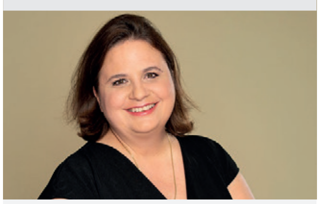
LAURENCE DANON ARNAUD
Director



CATHERINE DUSSART
Director

PASCAL GRANGÉ
Permanent representative of Bouygues, Director

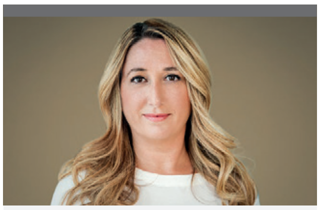
SOPHIE LEVEAUX
Director



MARIE-AUDE MOREL
Director

MARIE PIC-PÂRIS ALLAVENA
Director

OLIVIER ROUSSAT
Director



SABRINA ZERBIB
Director

BOARD PROFILE AT 31/12/2021

11 DIRECTORS

3 DIRECTORS REPRESENTING EMPLOYEES, INCLUDING 1 FOR EMPLOYEE SHAREHOLDERS

7.3 YEARS AVERAGE LENGTH OF SERVICE

56.7 YEARS AVERAGE AGE

37.5% INDEPENDENT DIRECTORS(1)

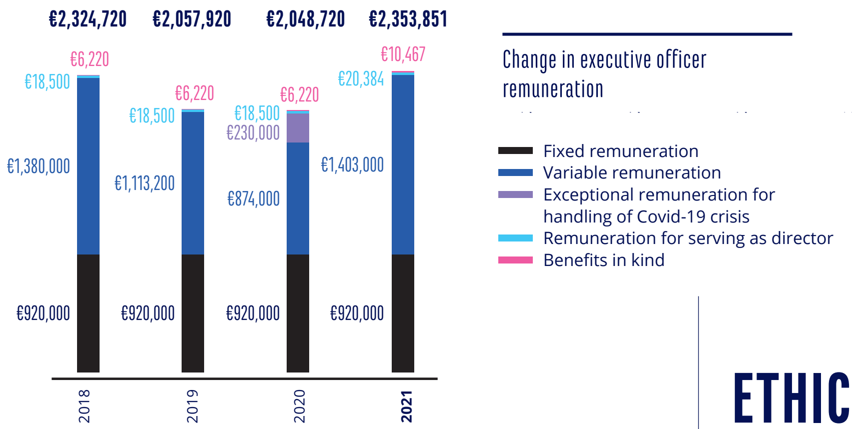
50% WOMEN DIRECTORS(1)

5 MEETINGS IN 2021

1- Excluding directors representing employees.

See section 3 for details on the work of the Board of Directors, the composition of the Board committees and the work of these committees in 2021.

REMUNERATION POLICY: CRITERIA ALIGNED WITH OUR STRATEGY AND WITH SUSTAINABLE DEVELOPMENT



Change in executive officer remuneration

Remuneration of the executive officer

The remuneration determined by the Board of Directors, on the advice of the Selection and Remuneration Committee, is in the general interests of the company, and takes into account the following three factors:

- business performance;
- stock market performance;
- peer and intra-Group comparisons.

The following factors are taken into account in determining the Executive Officer's fixed remuneration:

- 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.

Variable remuneration is contingent on the attainment of objectives based on collective and individual criteria, both quantitative and qualitative. The variable remuneration of the Executive Officer for 2021 is defined according to six criteria, and is capped at 170% of his fixed remuneration.

A Corporate Social Responsibility criterion has been included in the qualitative criteria since 2014. On the advice of the Selection and Remuneration Committee, the Board of Directors also decided to set a target for reducing CO_2 emissions from 2021 onwards, in line with the Group's Climate Strategy announced in December 2020.

In accordance with Say-on-Pay rules, the remuneration policy and the remuneration due or granted to the executive officer for the last financial year are submitted to a shareholder vote at the General Meeting.

See section 3 of the 2021 Universal Registration Document for more information.

Remuneration of executive committee members

Since 2017, the variable remuneration of each Executive Committee member has included a CSR criterion. The actual criterion varies between each Executive Committee member, depending on their managerial responsibilities and the associated CSR issues.

ETHICS AND COMPLIANCE: AN ENDURING GROUP COMMITMENT

A major audiovisual group such as TF1 Group, which broadcasts and produces content consumed daily by several tens of millions of viewers and Internet users, has a far-reaching impact on society.

To earn the trust of our audiences, clients, partners (producers, advertisers, etc.) and our shareholders and investors, we must demonstrate an unwavering commitment to ethical values.

TF1 Group has therefore developed a Code of Ethics that sets out the fundamental values it expects its employees to embody in their work. This Code establishes clear and specific principles to help employees make decisions when faced with real-life situations. It also governs the quality of the information produced and broadcast on all media and makes sure that our programmes comply with our commitments to society.

The Ethics, CSR and Patronage Committee is one of the major forces behind this effort.

The Code of Ethics and the compliance programmes are regularly updated to account for feedback and are communicated to employees.
The Code of Ethics underwent a major update in 2019.

The Code of Ethics is available at www.groupe-tf1.fr

OUTLOOK FOR 2022

Over the last few years, the Group has successfully developed its business model to factor in new ways of consuming content and to expand its offering to advertising clients, thereby supporting the convergence between television and digital. The Group's Media segment has been strengthened in several ways: the 2021 renewal of distribution agreements with telecom operators; the development of MYTF1; and of the enhanced Salto platform, as well as segmented television offering for advertisers.

Newen Studios will step up its development in 2022, against the background of a buoyant market, notably propelled by the application of the European Audiovisual Media Services (AVMS) directive in France and in Europe. Together, our expertise and client knowledge will respond effectively to the increase platform orders for local content.

The proposed merger between the TF1 and M6 groups, which seeks to address the industry's far-reaching changes, continues on schedule with the initially announced timeline. Final completion of the transaction is still subject to approval by the competent authorities (Antitrust Authority and ARCOM).

PRESENTATION OF THE TFI GROUP

1

1.1. GROUP HISTORY

1987
- The Bouygues group becomes the operator of the TF1 channel, which is privatised and listed on the Stock Exchange on 24 July
- Francis Bouygues becomes Chairman and Chief Executive Officer of TF

1991
- Eurosport, the leading pan-European sports channel, joins the TF1 group

1994
- News channel LCI is launched on cable on 24 June

1996
- Creation and launch of TPS, Télévision Par Satellite

2001
- TF1 acquires 50% of SérieClub and raises its stake to 100% in Eurosport, by buying the shares of Canal+ and Havas

2004
- TF1 increases its stake in TV Breizh to 71.1%
- TF1 finalises the acquisition of 100% of the capital of Histoire

2005
- Digital Terrestrial Television (DTT) arrives in France
- Launch of the Ushuaïa channel

2008
- TF1 becomes available in HD on DTT

2010
- TF1 becomes majority shareholder of the TMC and NT1 channels (now TFX)

2011
- TF1 groups its digital offer around the federating brand, MYTF1, available on all screens

2012
- The TF1 group launches HD1, the Group's fourth free-to-air channel, now known as TF1 Séries Films

2014
- TF1 sells majority control of Eurosport to the Discovery Communication group and maintains a 49% stake

2015
- TF1 sells its stake in Eurosport to the Discovery Communication group
- The CSA approves free broadcasting for the LCI channel

2016
- TF1 acquires a 70% equity interest in the Newen group
- Gilles Pélisson is appointed Chairman and CEO of TF1 group

2017
- Marketing agreement for TF1 advertising space in Belgium
- TF1 signs a distribution agreement with Altice-SFR
- Newen takes a majority shareholding in Tuvalu

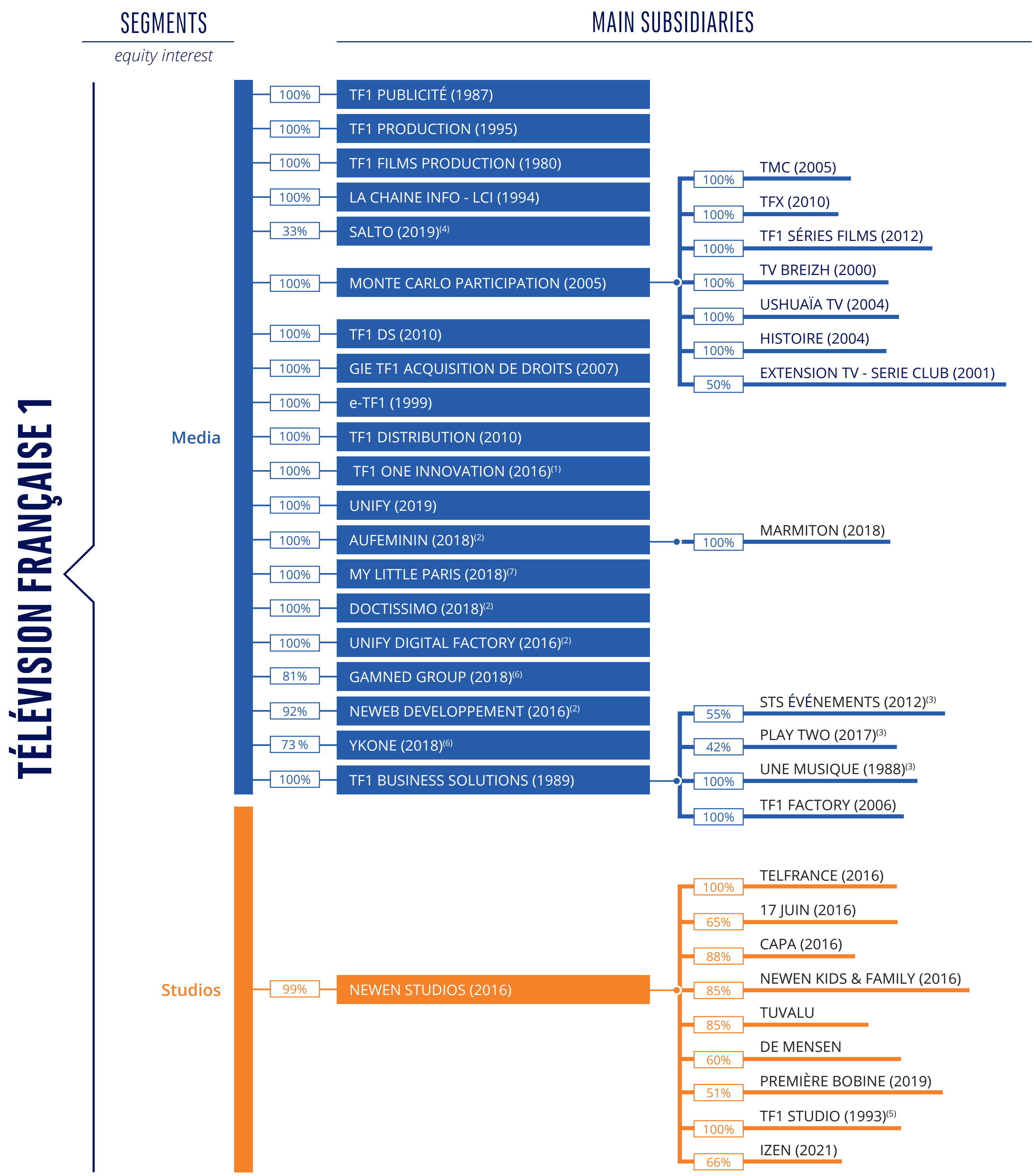
2018
- Distribution agreements signed with Bouygues Telecom, Orange, Iliad and Canal+
- TF1 owns 100% of the Newen group
- Acquisition of the aufeminin group
- Announcement of the common OTT platform project between TF1, France Télévisions and M6
- Acquisition of studios Pupkin (Netherlands) and Nimbus (Denmark)

2019
- Approval received for launch of Salto, the OTT platform common to TF1, France Télévisions and M6
- Newen acquires De Mensen in Belgium and Reel One in Canada
- Home Shopping is sold off

2020
- Newen creates production company Ringside Studios with UK producer Gub Neal and DoveTale Media
- Launch of Salto, the OTT platform common to TF1, France Télévisions and M6
- The Orange and TF1 groups sign two new agreements on segmented advertising on TF1 group channels and the renewal of the distribution of TF1 audiovisual services on Orange TV

2021
- Announcement of exclusive negotiations with a view to merging the TF1 and M6 groups
- First segmented TV advertising campaigns following agreements signed with Bouygues Telecom, Orange and SFR
- Newen acquires production companies iZen of Spain and Flare Film of Germany
- Renewal of distribution agreements with Bouygues Telecom, Free and SFR

1.2. SIMPLIFIED ORGANISATION CHART



The year of incorporation and/or acquisition is shown in brackets.

(1) Owned via TF1 Expansion.
(2) Owned via Unify.
(3) Owned via Muzeek One, Believe owns 25% of Play Two.
(4) Owned via TF1 SPV.
(5) Owned via Newen Connect.
(6) Owned via TF1 Marketing Services.
(7) Owned via TF1 Social e-Commerce.

1.3. MARKETS

1.3.1. Television in France

Television is historically the core business of the TF1 group which produces five free-to-air channels (TF1, TMC, TFX, TF1 Séries Films and LCI) and thematic channels (TV Breizh, Histoire TV, Ushuaïa TV and Sérieclub).

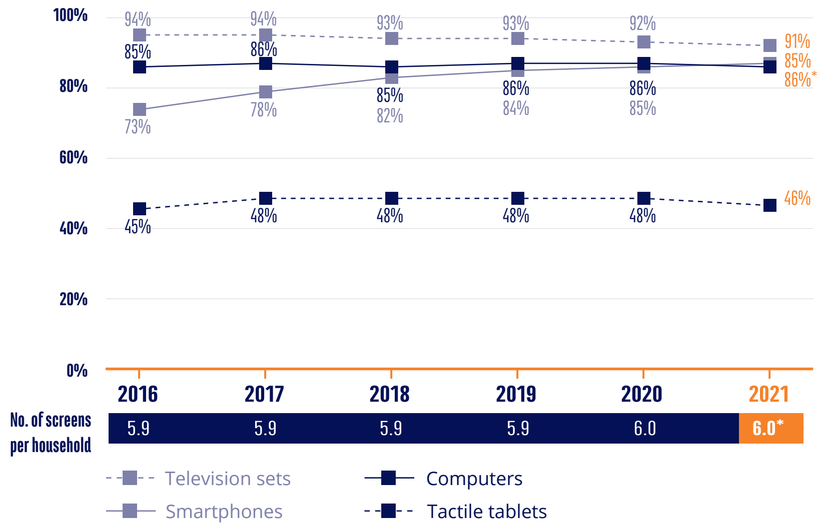
The television market has changed considerably over the last few years:

- a growing number of channels with the arrival of DTT in 2005, then HD DTT in 2012, with the total number of free-to-air channels having risen from 6 before 2005 to 27 at present. At the same time, this change has coincided with the arrival of new free-to-air television groups (NextRadioTV, NRJ Group, Canal Plus, and Amaury);
- television equipment has improved significantly with the introduction of Internet-connected televisions;
- new personal, mobile screens have appeared via devices such as smartphones and tablets, promoting mobile consumption and the personalisation of media content;
- with generalised access to high-speed Internet, these new uses have accelerated the delinearisation of content consumption, although linear consumption remains strong;
- pure player video entities such as Google, Amazon, Facebook, Apple and Netflix have consolidated their position, paving a new way for broadcasting television content across different screens.

1.3.1.1. French audiovisual landscape, equipment, reception modes and consumption[1]

Audiovisual equipment[2]

The number of screens per household is stable at six, supported by the number of mobile screens (smartphones[3], computers and tablets). Almost every French household now has a television set: 91% have at least one TV set.

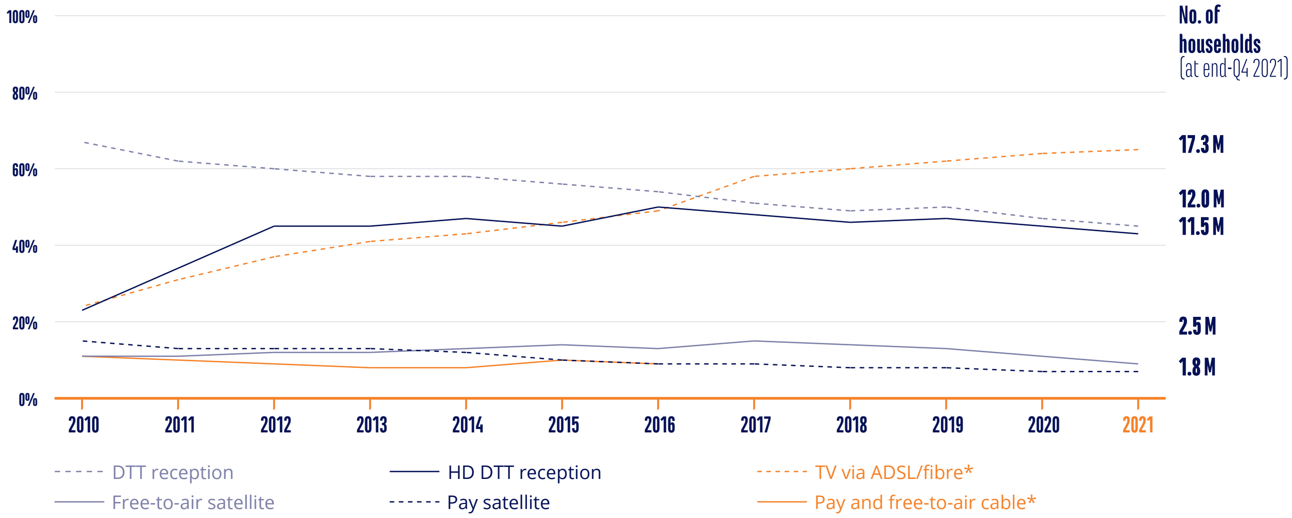


*Data updated in Q3 2021.

(1) Médiamétrie – Médiamat.
(2) Médiamétrie – 2021 Figures.
(3) GFK – Consumer Equipment Reference, individuals aged 11+.

Trends in television reception modes[1]

Of TV-equipped households, 45% have DTT as their reception mode for television. Thanks to the increased eligibility of households for triple-play Internet offers, IPTV (ADSL television, cable/fibre optics) continues to grow steadily with a penetration rate of 65%.



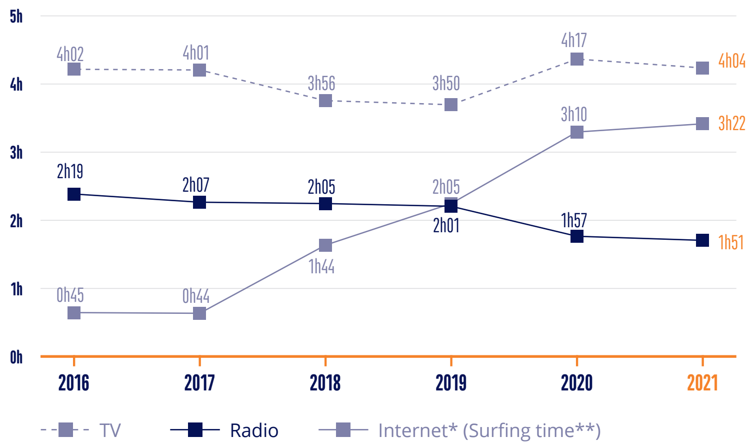
*Since 2016, Médiamétrie includes cable via ADSL.

Consumption

NB: this data does not include the consumption of the three screens at home (live or replay), but since April 2020, it does integrate all the rest of the consumption outside the home on the four screens. Over the next two years, Médiamétrie is expected to include the last missing share of consumption (three screens at home), estimated to be 2 minutes at end-2020.

Television, the top media choice[2]

Television is still the most popular media with the French population on a daily basis. An individual aged 15 and over in France watches an average of 4 hours and 04 minutes of television a day, compared with 1 hour and 51 minutes for radio and 3 hours and 22 minutes spent surfing on the Internet[3][4].



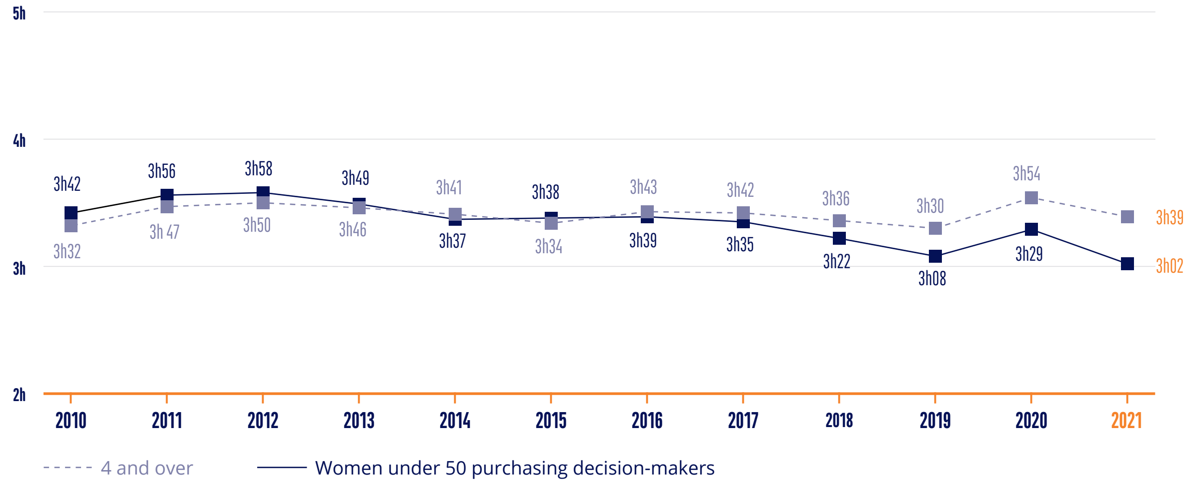
*Before 2018, the measurement only included fixed Internet. Since 2018, the measurement covers three-screen Internet (computers, tablets and smartphones).
**Time spent on the Internet excluding watching video.

(1) Médiamétrie – 2021 Figures.
(2) Médiamétrie – Médiamat/Radio/NetRatings.
(3) Global Internet Panel – Médiamétrie – daily and monthly average 2021 – France – Individuals aged 15+.
(4) Before 2018, the measurement only included fixed Internet. Since 2018, the measurement covers three-screen Internet (computers, tablets and smartphones). This is time spent on the Internet excluding video-watching.

Sustained TV viewing time[1]

French interest in television was sustained, following a year characterised by health restrictions. Daily television consumption by the French was 3 hours and 39 minutes, an increase of nine minutes compared with 2019, the most recent baseline year excluding the health crisis. Viewing outside the home on all four screens has been included since April 2020.

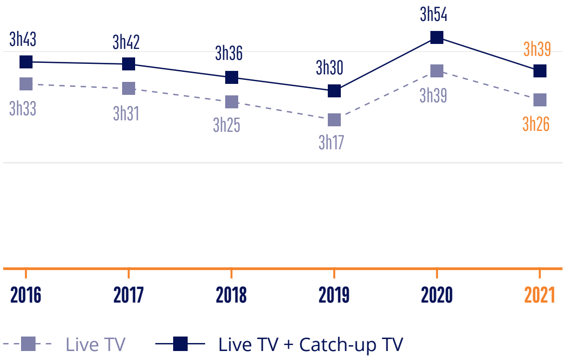
▼ Individual viewing times for individuals aged 4 and over and women aged under 50 purchasing decision-makers (W<50PDM)



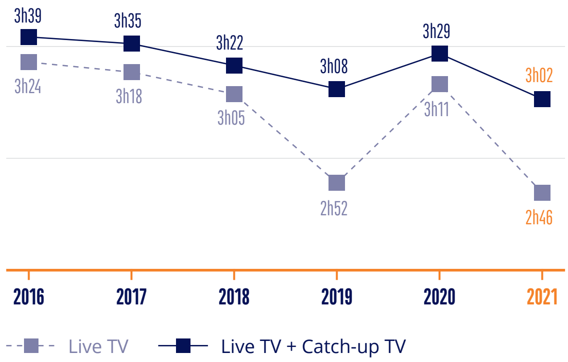
The gradual integration of catch-up viewing[2]

Médiamat audience ratings have since January 2011 integrated private recordings on hard disk, DVD recorders and video cassette recorders. Catch-up TV viewing was included in audience ratings in October 2014.

▼ Individual viewing times for individuals aged 4 and over

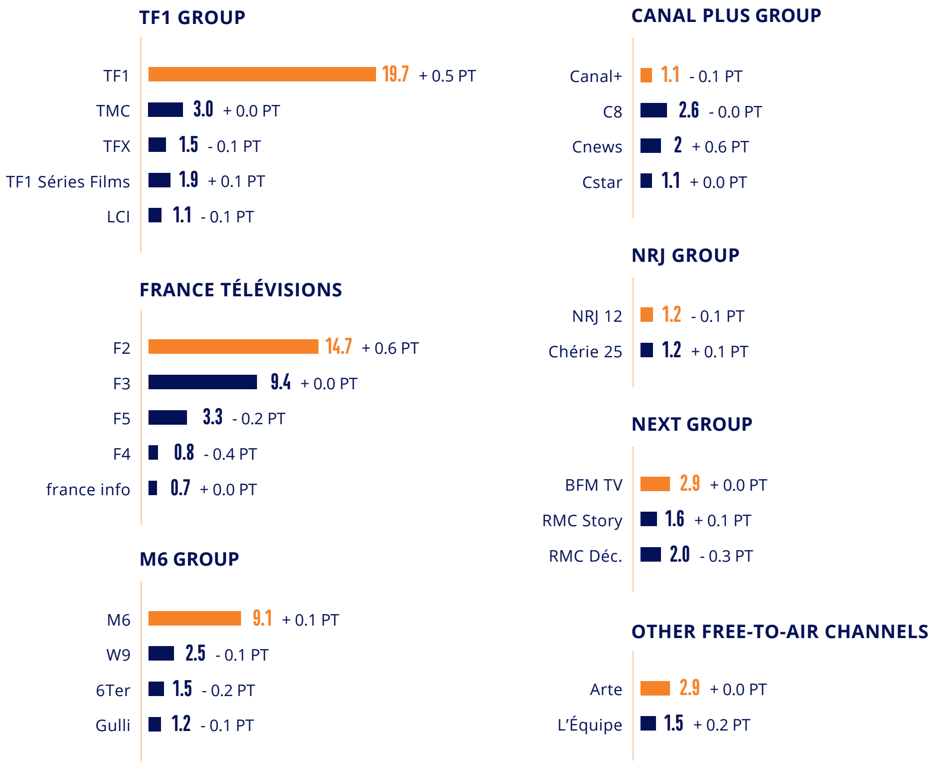


▼ Individual viewing times women aged under 50 purchasing decision-makers (W<50PDM)

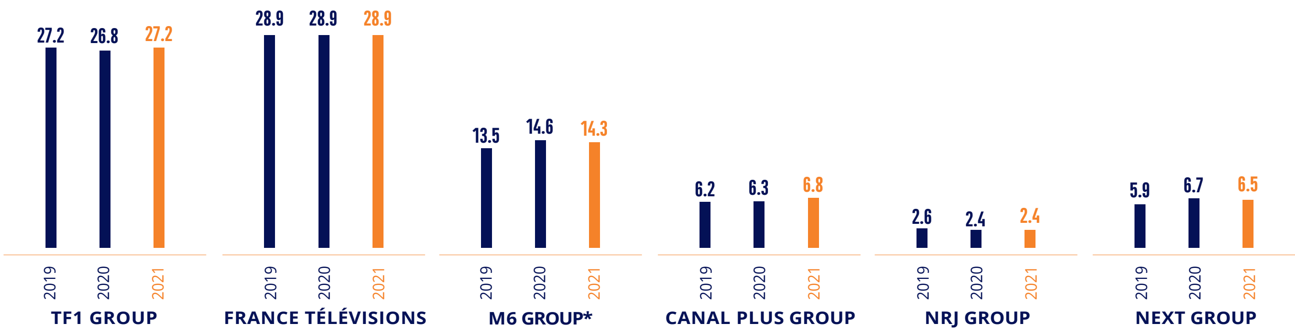


(1) Médiamétrie – Médiamat. Consolidated data.
(2) Médiamétrie – Médiamat. Live and consolidated data.

Audience share of individuals aged 4+

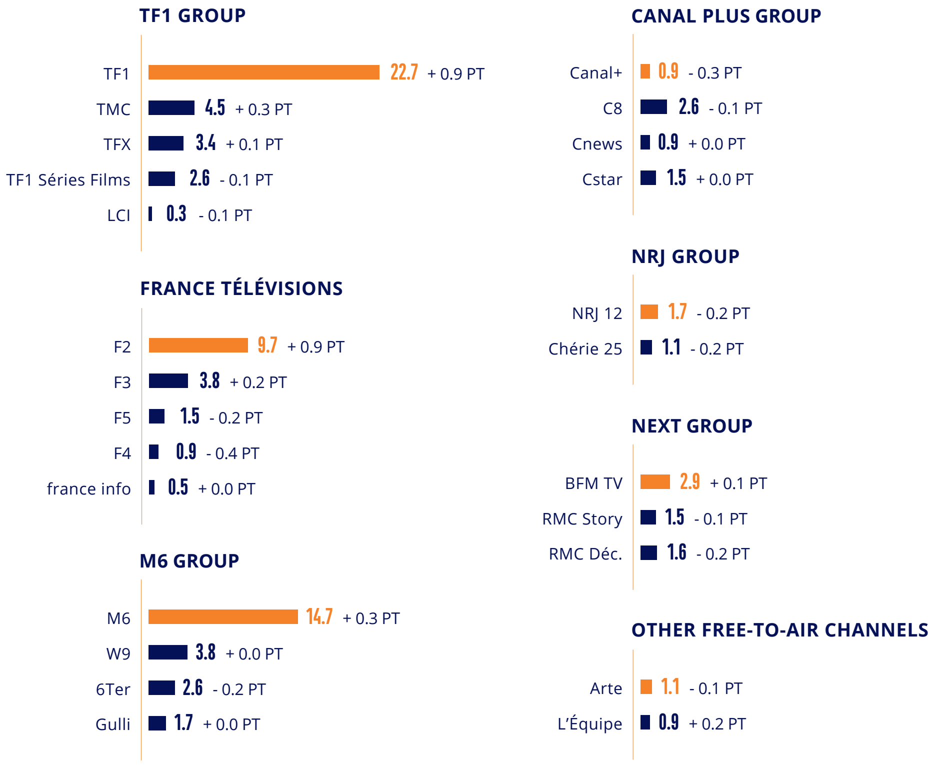


Group audience share of individuals aged 4+

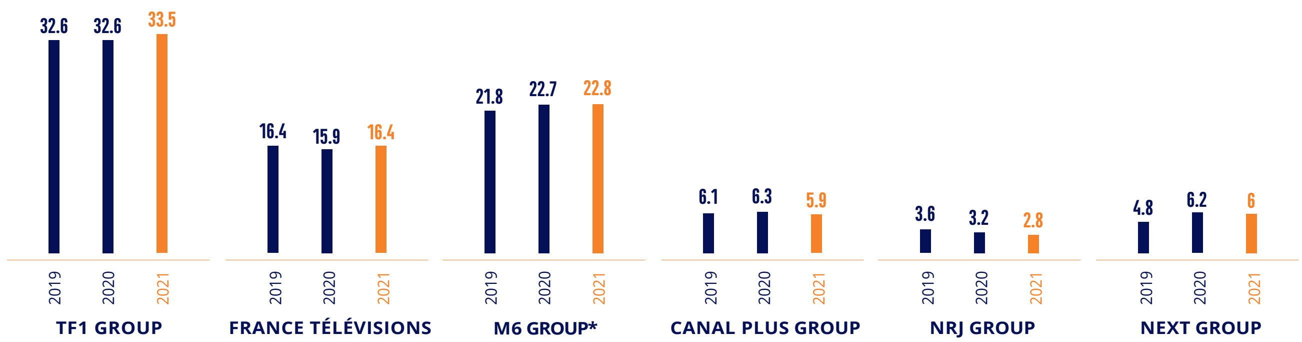


*Including Gulli since September 2019

Audience share of women aged under 50 purchasing decision-makers (W<50PDM)

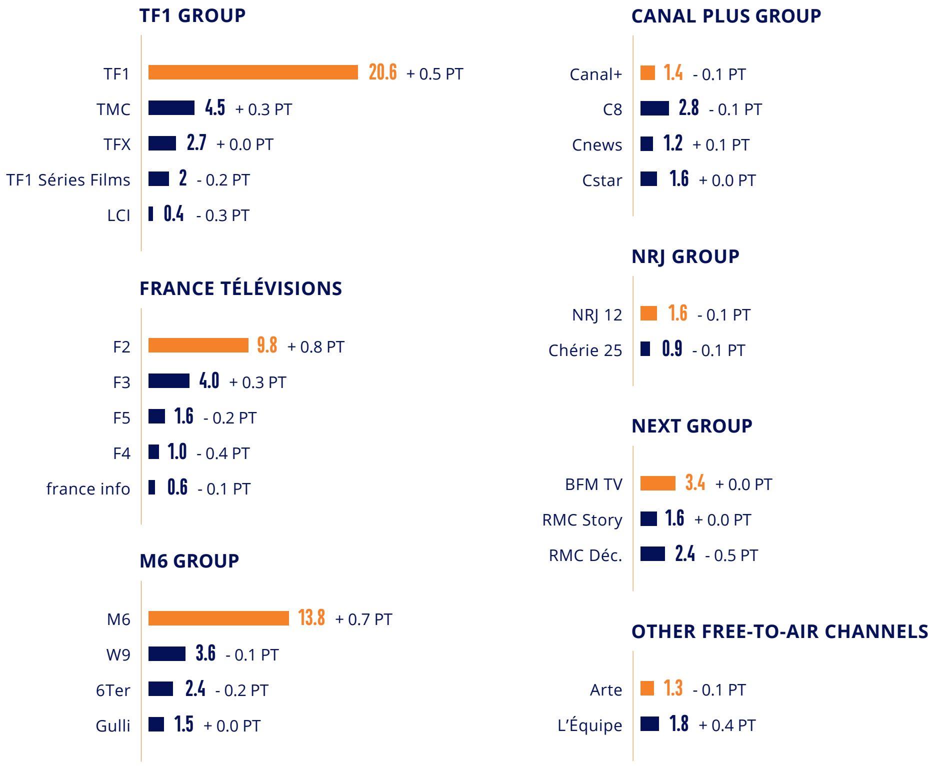


Group audience share of women aged under 50 purchasing decision-makers (W<50PDM)

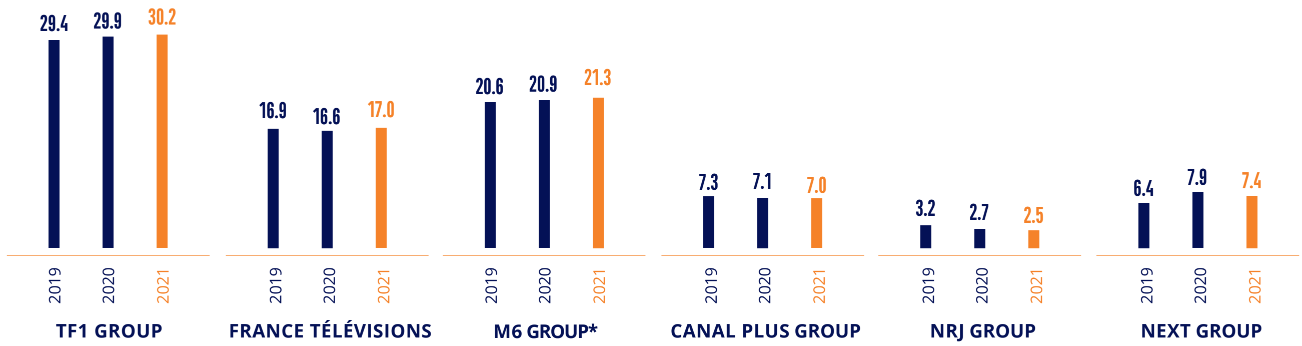


*Including Gulli since September 2019

Audience share of individuals aged 25-49



Group audience share of individuals aged 25-49



*Including Gulli since September 2019

Rise in popularity of multi-screen use

At end-December 2021, 48 million French citizens aged 15 and over had Internet access, equivalent to more than 90% of the population. On average, 79% of French people connect on a daily basis.

In 2021, French people aged 15 and over increasingly prioritised Internet access via smartphone, with almost 44 million[1] individuals, while there were slightly fewer computer users (37.7 million[1]) and the number of tablet users was up slightly (to 20.8 million[1]).

At end-2021, the TF1 group had 32 million monthly French Internet users. The Group reported a decline in its coverage on all screens:

- 10.1 million (-20%)[1] French people connect using their computer[2];
- 24.7 million (-2%)[1] French people connect using their smartphone[2];
- 6.4 million (+13%)[1] French people connect using their tablets[2].

Thanks to the ever-increasing deployment and distribution of the MYTF1 service, the TF1 group channels (TF1, TMC, TFX and TF1 Séries Films) are the most watched of all general interest channels, thanks to strong performances on all screens:

- On average per month, in 2021, the TF1 group general interest channels attracted nearly 24.5 million[3] viewers (+24.9% vs. the 2020 average), for an average viewing time of 54 minutes[3] (+1 minute, 45 seconds in one year);
- 7.2 million[4] unique video viewers consume the Group's content on their computer smartphone and tablet (-11%) for a viewing time of more than 47 minutes[4] (+2 minutes over one year).

The smartphone is the first screen to access replays and live broadcasts from the four channels:

- 5.7 million French people watch videos on MYTF1 using their smartphone[4];
- 2.8 million French people use their computer[4];
- 1.3 million French people use their tablet[4].

1.3.1.2. Television market trends and developments

Slowdown in the fragmentation of free-to-air television and continued increase in non-linear consumption

The number of free-to-air channels in France is not expected to change significantly in the coming years.

In addition, the deployment of fibre optic should continue to favour an increase in the number of IPTV-eligible households.

Lastly, non-linear consumption of content should continue to advance, due to the improvement in available speeds on mobile phones and tablets (widespread availability of 4G and arrival of 5G) and its measurement to be completed to integrate the Médiamétrie measurement of these new uses.

1.3.2. The paid on-demand video market

The Internet's on-demand video market is structured into various types of paid products: on-demand video subscriptions, generally referred to as SVOD (Subscription Video on Demand) and permanent downloads, or EST, ("Electronic Sell-Through") or on-demand video rental, more often referred to as VOD (Video on Demand).

A Barometer report published in December 2021 by the French National Cinematography Centre (CNC)[5] found that the 2021 on-demand video market grew +11.9% to €1,746.5 million compared with the same period in 2020. Within this market, SVOD was up +17.5% while, in parallel, the rental market was down 14.1% with a 20% decline for the sales market. In 2021, SVOD accounted for 87.6% of the French market. In December 2021, the CNC also estimated the daily number of French SVOD users at 8.7 million, versus 8.1 million in December 2020.

The TF1 group actively operates in the paid on-demand video market via the SALTO platform, launched October 2020 in collaboration with France Télévisions and M6.

1.3.3. The online video market

The online video market, which is free to consumers and based on advertising, is organised into different consumption practices: online video platforms, such as TikTok, YouTube, Dailymotion and Twitch; social networks, such as Facebook, Twitter and Instagram, which now have dedicated video playback spaces; and websites that can provide video sections or embed them in their articles.

In addition, new 'hybrid' online video offerings combining several business models (ad-supported and subscription-based) are gradually emerging and should develop further in the future.

The TF1 group actively operates in the online video market via its MYTF1 platform and its various publisher sites such as *Marmiton* and *aufeminin*. The Group's channels also offer rich and specialised content on the various social networks and online platforms.

(1) Global Internet Panel – Médiamétrie – December 2021 – France – Individuals aged 15+.
(2) Connected at least once with this device.
(3) Four-screen TV audience – Médiamétrie – Month of data – Total monthly coverage and daily viewing time – France – Individuals aged 15+.
(4) Internet Video Panel – Médiamétrie – December 2021 – Total monthly coverage and daily viewing time – France – Individuals aged 15+.
(5) CNC: On-demand video barometer – December 2021.

1.3.4. Advertising market

1.3.4.1. Change in net plurimedia investments in 2021[1]

Note:

- *on the date of publication of this report, IREP's net advertising revenue in the BUMP – Baromètre Unifié du Marché Publicitaire (Unified Survey of the Advertising Market) – for 2021 had not yet been published. The net data below relate to the first nine months of 2021, whereas the e-pub Observatory data for the SRI covers the full year of 2021;*
- *as a reminder, since 2019, advertising revenue from each media including that which is published by IREP in the BUMP include the revenue from media brand extensions into digital, all formats, all marketing methods combined, excluding any 100% digital diversification (e.g.: mytf1.fr and lci.fr are included in television but StudioFy is not);*
- *SRI data also include declared information regarding the digital extensions of historical media.*

Plurimedia advertising revenue - Net data

Net plurimedia revenue, first 9 months Including digital extensions of historical media	2021 net revenue *(€m)*	Change: 2021 vs. 2020 *(in %)*
Television	**2,430**	**+24.3**
of which sponsoring	*254*	*+33.9*
Press	**974**	**+15.1**
Outdoor advertising	**657**	**+11.5**
Radio	**380**	**+13.1**
Cinema	**14**	**-37.8**
TOTAL	**4,455**	**+18.8**

Net digital investments, annual figures 2021	2021 net revenue *(€m)*	Change: 2021 vs. 2020 *(in %)*
Digital 2021	**7,678**	**+24**
of which Search	*3,254*	*+28*
of which Social	*2,034*	*+22*
of which Display	*1,501*	*+31*
*of which Other Levers**	*890*	*+8*

* *Affiliation, comparators and emailing.*

Over the first three quarters of 2021, plurimedia advertising revenue posted strong momentum (+18.8%) at €4,455 million, net. This increase was owing to the rebound in the advertising market, after the sharp decline reported in 2020 (-21.6% over the first nine months of the year versus 2019), impacted by the COVID-19 health crisis. This rebound was particularly marked for television (+24.3%), whose advertising revenue in 2021 exceeded that of the pre-crisis period (€2,430 million in 2021 vs. €2,368 million in 2019). Radio advertising revenue, which was less affected by the 2020 crisis than other media (-12.7% between January-September 2019 and January-September 2020), was up +13.1% in 2021, approaching its 2019 levels (-1.3% vs. 2019).

The press and outdoor advertising media recovered, but remained at levels well below those seen in 2019. Lastly, cinema, penalised again this year by several months of closures, posted a decline in its advertising revenue by a further -37.8% in 2021 vs. 2020.

For the full year 2021, advertising spend across all digital media amounted to €7,678 million, net, marked by a renewed acceleration (+24%) following the slowdown experienced by the digital segment in 2020 (+3% vs. 2019). All segments rebounded, and particularly Display (+31% in 2021 vs.2020), Search (+28%), driven by Retail Search, which was supported by the strong development of e-commerce and Social (+22%).

(1) Source: BUMP – First nine months of 2021/25th and 27th editions of SRI's Observatoire e-pub (2020 and 2021) – Changes compared to the same period in 2020.

1.3.4.2. Television in 2021

Gross market share of TV channels – All TV (excluding sponsoring)

	Year 2021	Year 2020	Year 2019
Free-to-air TV channels	**92.3%**	**92.5%**	**92.1%**
TF1 Pub	**41.3%**	**41.1%**	**41.7%**
TF1	27.6%	27.6%	28.5%
TMC	6.0%	5.6%	5.7%
TFX	3.7%	3.7%	3.7%
TF1 Séries Films	3.1%	3.1%	3.0%
LCI	0.9%	1.1%	0.8%
M6 Publicité	**23.1%**	**23.2%**	**22.0%**
M6	16.0%	15.9%	16.1%
W9/6ter/Gulli(1)	6.4%	6.5%	N/A
W9/6ter(2)	N/A	N/A	5.9%
Gulli Kids(3)	0.7%	0.8%	N/A
France Télévisions Publicité	**5.4%**	**5.5%**	**4.8%**
France 2	3.6%	3.6%	3.2%
France 3	1.3%	1.3%	1.2%
France 4	0.0%	0.0%	0.0%
France 5	0.5%	0.5%	0.4%
France Ô(4)	N/A	0.0%	0.0%
CANAL+ Brand Solutions	**9.2%**	**8.2%**	**8.8%**
C8Star+(5)	6.8%	7.1%	7.8%
Cnews	2.3%	1.2%	1.0%
Altice Média Ads & Connect	**7.5%**	**8.4%**	**7.1%**
BFM TV Max(6)	3.7%	4.4%	3.5%
RMC2(7)	3.9%	4.0%	3.5%
NRJ Global	**4.0%**	**4.3%**	**4.7%**
NRJ12	2.4%	2.8%	3.2%
Chérie25	1.6%	1.5%	1.5%
Amaury Média	**1.8%**	**1.7%**	**1.7%**
L'Équipe 21	1.8%	1.7%	1.7%
Lagardère Publicité	**N/A**	**N/A**	**1.3%**
Gulli(8)	N/A	N/A	1.3%
Pay-TV channels	**7.7%**	**7.5%**	**7.9%**
TOTAL TELEVISION	**100.0%**	**100.0%**	**100.0%**

(1) In 2020, since the acquisition of Gulli by the M6 Group, Gulli screens sold to adult targets are bundled with W9 and 6ter in the "Puissance TNT" package.
(2) In 2019, W9 and 6ter are marketed jointly in the "Puissance TNT" package, without Gulli.
(3) In 2020, since the acquisition of Gulli by the M6 Group, Gulli screens sold to young people are distinguished from adult screens (marketed with W9 and 6ter), under the name Gulli Kids. Since 2021, this package also includes M6 screens sold to young people.
(4) France Ô stopped broadcasting in 2020.
(5) Since 2019, the Canal+, C8 and CStar channels have been marketed jointly in the "C8Star+" package.
(6) Since 2019, all of BFM TV's screens, as well as those of the morning news shows, RMC Découverte and RMC Story, have been bundled in the "BFMTV MAX" package.
(7) Since 2019, RMC Découverte and RMC Story, not including the morning news programmes, were first bundled in the "RMC Power TNT" package and now in "RMC²".
(8) The Gulli channel was acquired by the M6 Group in September 2019, but all of the channel's advertising revenue was still associated with the Lagardère Publicité advertising ad sales house in 2019.

TV market (excluding sponsoring)

In a buoyant television advertising market in 2021, TF1 confirmed its position as the leading channel for investment with stable gross market share at 27.6%. The Group's other free-to-air channels increased their gross market share (13.7%) by 0.2 point vs. 2020, thanks to the robust momentum of TMC. As such, TF1 Pub's ad sales house cemented its leadership with €5,790 million in gross television advertising revenue and an increase in gross market share to 41.3% (+0.2 point vs. 2020).

1.3.4.3. Display in 2021[1]

Display, the digital segment the most adversely affected by the health crisis in 2020 (-10% between 2019 and 2020), also delivered the strongest performance in 2021 (+31% vs. 2020). In this respect, the following trends were observed for 2021:

- Advertising revenue from digital video increased +46% vs. 2020, totalling €693 million, and now representing 46% of advertising revenue for Display (+5 points vs. 2020); video instream was overwhelmingly in the majority, accounting for 90% of Display video investments.
- Programmatic continued its strong momentum (+38%), now representing 64% of total Display revenue (excluding special operations).
- Digital audio once again posted brisk growth at +58% (€48 million of advertising revenue).

Thanks to its unique four-screen instream premium video offering, also available in programmatic, TF1 Pub retains an attractive position in the Display market. This appeal is further boosted by the data targeting capabilities offered by TF1 Pub on all screens, thanks to its 20 million logged consumers and strategic partnerships with leading market players (Médiamétrie, Internet service providers, etc.), coupled with the deployment of an extensive digital audio offering comprising more than 90 live streams, 300 thematic web radios and the TF1 group's podcasts.

1.3.4.4. TF1 Pub: striving towards convergent and responsible advertising

2021: TF1 Pub, partnering the relaunch of brands using a convergent and sustainable model

Marked by a significant rebound in advertising investments, 2021 underscored advertisers' confidence in the television medium to ensure their recovery, a confidence justified by its excellent performance in terms of Return On Investment *(ROI)*: €5.6 of revenue generated for €1 invested in television[2].

As an effective partner in the relaunch of brands, TF1 Pub supported 1,389 advertisers in their television advertising (traditional or sponsorship), i.e., more than in 2019 and 2020 (+ 181 and +100 advertisers respectively). Among these were 443 advertisers who had not communicated on the TF1 group's channels in the two previous years, thereby illustrating the strong winning performance of the ad sales house in 2021[3]. During the period, TF1 Pub also pursued its policy of differentiated support, which was tailored to client issues. This included the extension of the *Emmenez-moi* offer for the travel and tourism sector, still weakened by the health crisis, the launch of Live Shopping offers for e-tailers, and training in the television medium for cinema advertisers newly authorised to communicate on television.

Parallel to this, TF1 Pub has accelerated its convergence strategy, aiming to provide all advertisers with premium, time-stamped video and audio inventories, on all media and accessible via all purchasing methods. The ad sales house achieved a major milestone in 2021, with the launch of segmented television offers to Orange and Bouygues Telecom subscriber households, to reach an eligible box base of 3.8 million households by end-2021. Through these offers, 159 advertising campaigns were broadcast on segmented television on the TF1 group's channels in 2021. These include a large number of new advertisers (89 new clients) for whom segmented television not only enables them to provide more accurate targeted advertising, with a focus on geographical criteria (76% of campaigns), but also considerably increases the accessibility of the medium. Moreover, TF1 Pub has continued to develop its convergent offers, such as OnePTV (linear television offer purchasable in programmatic mode and in cost per thousand via a Demand-Side Platform – (DSP) - digital) with enhanced targeting options based on multiple criteria (socio-demographic, areas of interest, geo-location, accommodation type, small-scale television consumers, etc.), making it possible, for example, to target those who intend to take photographs (through our Unify data) or those who intend to become e-commerce gardeners (through our data partners).

Lastly, TF1 Pub has made every effort to actively contribute to a more responsible advertising sector, a commitment clearly reflected in the consolidation of the Eco-Respons'Ad offer, in collaboration with ADEME (French environmental agency) and its successful solidarity advertising offer, available through TF1 and MYTF1, in partnership with Goodeed (more than €340,000 collected by TF1 Pub as part of advertising campaigns in 2021 to the benefit of charities).

(1) Sources: 27th edition of SRI's Observatoire e-pub (2021) – changes compared to the same period in 2020.
(2) Source: SNPTV #ROITV3 Study – Overall ROI = short + long term.
(3) Source: Kantar Media – Traditional Television and sponsoring on TF1, TMC, TFX, TF1 Séries Films, TV Breizh, Ushuaïa TV and Histoire TV.

2022: Industrialising convergence and working towards responsible transformation

In 2022, against a backdrop of fragmented media consumption which is expected to continue, TF1 Pub intends to offer advertisers the best possible advertising programmes for their consumers:

- by focusing more than ever on the major live and unifying events offered by the Group's channels, which retain their capacity for instant coverage to all audiences. With an exceptionally rich Sports line-up (Men's European Handball Cup, Champions League Final, Women's European Football Cup, Women's Rugby World Cup, Women's European Handball Cup and Men's Football World Cup), the ad sales house is providing advertisers with a wide range of fast-developing, effective and relevant offers on all screens;
- by also stepping up the industrialisation of convergence through simple and easily purchasable advertising solutions, combining linear and non-linear inventories: mirroring the direction taken by the Internal Programming Method (MPI), a purchase method that is popular with television at a guaranteed price) which, by becoming hybrid, blurs the boundaries between linear television and digital catch-up inventories, streamlining broadcasting of advertising campaigns;
- by deploying its targeting capabilities on all screens: in addition to the possibilities offered by the TF1 group's digital environment (Unify data, MYTF1 logged users), the extended scopeof segmented television (launch with SFR subscribers in January 2022, opening up ofprime time and the option to post several adverts in the same screen) ensures effective television forall advertisers, regardless of their budget and challenges.

The challenges of the ecological transition, which have been especially foregrounded since the crisis, are now essential, not only for brand advertising, but also for the credibility of the entire industry. Buoyed by the TF1 group's long-term commitment to sustainability, TF1 Pub is continuing to implement its ambitious policy in favour of more sustainable advertising. This consists of measuring the carbon footprint of the campaigns in all media operated by the ad sales house, as well as a large-scale training plan for TF1 Pub employees focusing on the challenges of the ecological transition, by end-2022.

Within the market, TF1 Pub is optimising its CSR offers dedicated to promoting responsible brand advertising (extended offers in partnership with Goodeed, new version of the Eco-Respons'Ad offer), and is launching EcoFunding in 2022; a virtuous programme with an environmental purpose. Through this programme, and for each advertising campaign including an environmental label recommended by ADEME, the TF1 group undertakes to contribute – in proportion to the campaign budget – to the financing of messages to raise public awareness of the benefits of these labels, with advertising and its impact making a positive contribution to changing consumption habits.

1.3.5. Content market

Production

TF1 is mainly present in content production via Newen Studios.

Faced with a television content market that has experienced increased demand in recent years, as well as a consolidation around players such as Endemol Shine, Banijay and ITV Studios, TF1 acquired the production company, Newen Studios, wholly owned since July 2018.

In 2021, this consolidation was stepped up, as witnessed by the plans for the takeover in 2021 of MGM by Amazon as well as the merger of Warner Media and Discovery.

Against this background, Newen Studios is expanding through acquisitions in France and internationally. The Group now actively operates in eight countries: France, United Kingdom, Belgium, the Netherlands, Denmark, Spain, Canada and Germany.

Newen Studios' revenue increased both in France and worldwide, driven on the one hand by organic growth and on the other by acquisitions and the traction of the Group's international activities.

Newen's positioning and ambition will enable the TF1 group to capture a significant share of the growth in demand for content, fuelled in part by the rise of streaming platforms such as Netflix and Amazon Prime, particularly in the context of the entry into force of the obligation to invest in local and European content, following the transposition of the European AVMS Directive[1].

Film rights

The TF1 group is active in the audiovisual rights market through TF1 Studio. TF1 Studio's role is to initiate or acquire new cinema projects, showcase films and support talent throughout the value chain: cinema/e-cinema releases, video, VOD, TV/SVOD sales in France, international sales, etc.

TF1 Studio's stated editorial stance focuses on films that are unifying, ambitious and popular.

TF1 Studio is committed to promoting a catalogue of almost 1,000 heritage films which includes celebrated masterpieces such as *Rocco et ses Frères, L'Homme de Rio, La vie est un long fleuve tranquille* and *Le Salaire de la peur.*

(1) "Audiovisual Media Services" Directive.

1.4. GROUP ACTIVITIES

1.4.1. Group activities by sector

1.4.1.1. Media

TF1

In a context of the gradual easing health measures and changing consumption habits, in 2021, TF1 confirmed its position as a major generalist and events channel, with a unique ability to bring together all genres and all audiences. As the leader with a 22.7% audience share among W<50PDM and 20.6% among 25-49 year olds, TF1 holds 70 of the top 100 television audiences and has the best audience in each genre. In addition to a key position on local and premium content such as French drama (*HPI* and its outstanding performance with up to 12.4 million viewers), TF1 has been particularly successful with excellent performances in entertainment *(Koh-Lanta),* sport with resounding audience turnout for Euro 2020, a leading news offering, and a solid cinema offering *(Le Sens de la Fête, Le Grand Bain).* With nearly 26.5 million viewers per day on its channel, TF1 remains the leading private channel in France.

TMC

In 2021, TMC confirmed its position as the leading DTT channel with a 4.5% audience share among individuals aged 25 to 49 and among W<50PDM. This year, TMC strengthened its positioning with a sixth record year for the *Quotidien* talk-show the number-one viewed television programme with a record 2.3 million viewers. The channel's performances were also propelled by a premium cinema offering, with up to 1.8 million viewers for *Black Panther,* and by the success of its prime time streams (up to 1.9 million viewers for new show, *Canap*).

TFX

TFX is the TF1 group's channel targeting a *Millennial* audience. In 2021, TFX was once again the third most successful DTT channel, with a 2.9% audience share among individuals aged 15 to 34 and 3.4% among W<50PDM, as a result of its variety of generational programmes which have been the key to its success, in particular TV reality shows, true-life story programmes, and its cinema offering.

TF1 Séries Films

TF1 Séries Films is the TF1 group's 100% cinema-series channel. In 2021, the channel's audience share was 2.6% among W<50PDM. The triad of cinema, French drama and US series, drove the channel's highly balanced growth in terms of women audiences.

LCI

As the first-ever news channel launched in France, LCI is positioned as the channel for debating and politics, embodied by household names such as David Pujadas, Ruth Elkrief, Darius Rochebin, Elizabeth Martichoux and well-known columnists. Since summer 2021, the TF1 group news channel is setting the pace for the French presidential campaign with innovative, large-scale events. As the first news channel to arrange each of these events (first presidential primary for France's Republican political party (Les républicains), Ecologist ticket presidential primaries, *Mission Convaincre*, etc.), LCI has showcasedits ability to deliver close coverage of the key moments in French democratic life. LCI is now a well-known brand across all platforms, with its digital version, TF1info.fr, established as one of the top news websites in France.

TV Breizh

TV Breizh is the channel of the greatest cult heroes and series and offers viewers the opportunity to watch or re-watch their favourite series such as *Columbo, Hercule Poirot, The Experts, Tandem* and *Balthazar*. TV Breizh is the leading pay channel with a 0.9% audience share among individuals aged 4 and over, and is also the leader in the targeted W<50PDM.

Histoire TV

A generalist channel on historical topics, Histoire TV explores living history in all its facets, through a wide variety of formats and perspectives. Civilizations, wars, and contemporary history, but also art and heritage: the channel cultivates a unique editorial stance to tell the stories that make history. Annually, more than 300 hours of new programming are available to the eleven million households subscribing to the channel across the French-speaking world. With more than 3.5 million viewers, the channel is the leader in the field of history.

Ushuaïa TV

The only channel 100% dedicated to protecting the planet, a theme more than ever at the heart of the French public's concerns, Through a rich and varied panel of documentaries, magazines and cinema films, the channel invites viewers to explore the world and marvel at its inexhaustible beauty, but also, and above all, protect it. Distributed in more than 30 countries and received by nearly 16 million subscribing households, Ushuaïa TV is the third largest channel in the world of discovery, with 3.5 million monthly viewers.

MYTF1

MYTF1, the TF1 group's digital platform, offers a 100% video consumer experience accessible on various media: computers, smartphones, tablets, TV (via the IPTV offer). The service makes it possible to find all the major airtime franchises in replay, meaning 10,000 hours of programmes. The MYTF1 offering also includes a line-up of AVOD content, based on five major programme genres: foreign series, French drama, mangas, novelas and reality TV. In June 2021, MYTF1 launched Stream, a new streaming consumption experience based on its AVOD offer allowing users to watch videos based on their preferred themes. In November 2021, the Group's video offering was enhanced by the launch of MYTF1 MAX, the first ad-free extended catch-up offer available on PCs, mobiles and tablets, and on TV sets via the cast function.

Série Club

Co-owned 50/50 by TF1 and M6, Série Club is broadcast via cable, satellite and the main independent networks.

TF1 Pub

TF1 Pub, the leading plurimedia ad sales house network in France, is the business partner for advertisers and agencies. It markets the most complete product on the market for meeting targeting and coverage requirements. TF1 Pub markets the TF1 group's free-to-air and Pay TV channels and its digital media (MYTF1, TFOU and Ici.fr). TF1 Pub is also a leading ad sales house in the radio market, notably with Les Indés Radios and M Radio. Thanks to its content marketplace, a gateway to a multi-screen media product, TF1 Pub creates custom-made 360° systems, drawing on all the Group's assets (programmes, artists, licences, shows, etc.) to add value for its clients. With the goal of supporting and positively inspiring the advertising market, TF1 Pub leverages all of its expertise to offer innovative solutions to brands based on awareness, affinity and effectiveness.

Websites

These activities consist of around ten websites including *aufeminin, Marmiton, Doctissimo* and *Les Numériques*. The TF1 group's publishing activities are thought-leading in women's, health, cooking and high-tech themes, with an audience of 48 million unique visitors in France.

Advertising services

These activities support advertisers in all their digital marketing challenges and problems via a single entry point: Unify Advertising. This pure player ad sales house offers a package of services throughout the consumer's journey: from branding to performance, from power to ultra-targeting.

TF1 Production

TF1 Production is a subsidiary of the TF1 group, which produces programmes for the TF1 group channels. TF1 Production activities primarily focus on unscripted and sports programmes.

TF1 Films Production

TF1 Films Production co-produces and buys French and European films. It acquires broadcasting rights for the TF1 channel as well as co-producer shares, through which it is entitled to a part of the revenue generated by the films.

These investments enable TF1 to contribute 3.2% of its advertising revenue to the financing of film production.

Revenue from other activities

Music/Events

As a first-choice partner of the cultural industry, and in a desire to support talent throughout the value chain, the TF1 group has strengthened its position in the music sector.

In addition to its growing music entities (TF1 Musique, TF1 Spectacle, Une Musique and La Seine Musicale), the TF1 group has acquired a stake in Play Two, a music and entertainment production company founded in October 2016 by Julien Godin and Sébastien Duclos, and the leading independent French label since 2017.

E-commerce

Through its brands *MyLittle Paris* and *Gambettes Box*, the TF1 group is present on the e-commerce market, selling fashion boxes. An average of 217,000 boxes are sold per month, both in France and abroad.

1.4.1.2. Newen Studios

Newen

Created in 2008, Newen is the audiovisual production and distribution leader in France, with a standout ability to develop all formats, all registers and all genres: from the daily dramas of access prime-time to headline-making series, to animated features, to prestigious documentaries, to fact-based entertainment, to infotainment magazines and TV movies. Since joining the TF1 group, Newen has accelerated its international expansion, acquiring new entities in the Netherlands (Pupkin), Denmark (Nimbus and Real Lava), Belgium (De Mensen), Canada, the United States and the United Kingdom (Reel One Entertainment, Ringside). Newen is one of the top audiovisual distributors in France and worldwide, with more than 1,900 hours produced per year.

Newen Connect is one of the key players in European audiovisual distribution with 40 or so new fiction programme mandates signed in 2021, with public and private channels and platforms as clients.

TF1 Studio

- TF1 Studio, a Newen Connect subsidiary, is the TF1 group's in-house cinema label. TF1 Studio's role is to develop, co-produce and acquire new cinema projects, showcase films and support talent throughout the value chain: cinema/e-cinema releases, video, VOD, TV/SVOD sales in France, international sales, etc. TF1 Studio is also committed to promoting a catalogue of almost 1,000 heritage films.

1.4.2. Significant holdings

Série Club

Co-owned 50/50 by TF1 and M6, Série Club is broadcast via cable, satellite and the main independent networks.

SALTO

SALTO is a public limited company owned equally by the TF1, M6, and France TV groups, created to operate the French platform which was launched in October 2020.

Champlain Media

Champlain Media is a Canadian group 25% owned by Reel One (itself a 51% owned subsidiary of Newen). Champlain Media specialises in audiovisual production – specifically TV movies – as well as programme distribution in Canada.

1.5. GROUP STRATEGY

Vision

We are convinced that **there is nothing more powerful than content, shared through an unprecedented experience.** At the TF1 group, we share a passion for content and a common goal: to **produce, publish and distribute excellent content day in, day out.** Whether it is news, sport, entertainment, drama, or animation, the Group explores all formats and genres, provided they have the capacity to provoke thought and shared emotions.

Content is the common denominator of all TF1 group activities, from our TV channels to Newen, and from MYTF1 to *Marmiton.*

Our mission: to positively inspire society

As a media group, we have a unique opportunity but also a great responsibility. Through all our content, our ambition is to **positively inspire society.**

The TF1 group intends to step up its **ambitious policy in content creation and digital,** to continue developing their distribution on the widest possible channels and to play its role as a **creator of social connections,** positioning the Group at the French people's daily lives with a popular events-focused offering that leads by exemplary standards.

Conviction

Historically, the TF1 group's strength lies in producing and publishing content that is valued by the general public, to generate the best audiences thanks to its multi-channel linear and non-linear strategy, and, as a result, to offer brands an excellent advertising setting to showcase their communication strategies.

In a fast-changing market, the TF1 group aspires to be more closely connected than ever with its clients, and seeks to:

- meet the changing habits and expectations of its audience and brands, through:
  - **unifying major-event TV**:

    As has always been the case, the TF1 group will continue to provide outstanding local content, creating popular momentum around major events based on a strong brand;
  - **personalised consumption,** whether of on-demand or live content, widely available on a multi-screen basis, offered on a mass scale:

    To achieve this, the Group aims to offer the highest ergonomic standards in the market and to focus on innovation, in particular by investing in technology and data;
- by driving forward the media industry transformation;
  - by ramping up **strategically-transformational initiatives** across the board: proposing innovative formats (e.g., *HPI*), proactively introducing TV/video convergence (e.g., with the MPI Hybrid), and advancing media sector practices (e.g., launch of the EcoFunding fund);
  - by forging **virtuous partnerships** alongside all stakeholders within France's audiovisual ecosystem.

The TF1 group wants to **combine the best of the television and digital experience** in a world of accelerated convergence that is increasingly hybrid.

The TF1 group is focusing its efforts on consolidating its position as a content producer and publisher, both in linear and digital formats, by providing brands an optimal showcase, while asserting its direct-to-consumer (DTC) strategy through the most inclusive distribution possible:

- **Lever 1:** Strengthen the TF1 group's client-centric core business by capitalising on the close relationship the Group enjoys with the French public and advertisers;
- **Lever 2:** Step up growth in streaming, production and by generating internal synergies;
- **Lever 3:** Develop the Group's "Tech Media" in OTT, AdTech, open innovation and the Cloud;
- **Lever 4:** Positively inspire society by contributing to making it more supportive, inclusive and sustainable, thereby standing out from global players through a commitment to the local ecosystem.

This development is achieved through strengthened collaboration, which respects all links within the audiovisual ecosystem.

The Group is activating eight key levers to achieve its strategic objectives and continue improving its profitability:

Strengthening the core, focused on customers	Continuing our growth	Developing our Tech Media	Inspiring society positively, anchoring our values in daily life
#01 **Contents:** maintaining differentiation of the TF1 group's contents offer	#04 **Streaming:** developing a streaming offer suited to the new balance of uses	#07 **Accelerating digitalisation** through tech (OTT/AdTech), open innovation and the Cloud	#08 **Acting as a responsible local media** for a more sustainable and inclusive society
#02 **News:** strengthening the TF1 group in news, present on all media supports and true to its values	#05 **Production:** making Newen a key player in audiovisual production and distribution		
#03 **Advertising:** delivering simpler, more effective and committed advertising through convergence and responsibility	#06 **Activating the Group's synergies**		

#01 Content: Maintain differentiation in the TF1 group's content offering and rebalance to cater to linear and non-linear use

Background and trends

- 2021 seems to have confirmed the major trends in French content consumption behaviour observed in recent years.
- First, in terms of equipment, French households have multiple screens (six screens[(1)] per household on average): almost all of them have at least one television set (91%[(1)]), the majority have a computer (86%[(1)]) and half of them have a tablet (46%[(1)]). Nearly four out of 10 French households are equipped with "four screens", accounting for 11.5 million households[(2)]. French households are also increasingly equipped with smart TV sets, which enable new and diversified uses, notably the consumption of on-demand video offers.
- Despite French viewers' growing television consumption via digital screens, in 2021, television remained the preferred medium for accessing information and entertainment content.
- Rebalancing to adapt to linear and non-linear uses should also make it possible to offset a historical decline in individual viewing times. In 2021, the French spent 3 hours and 39 minutes[(3)] per day watching television programmes (consolidated viewing time including replays up to 28 days)[(4)].
- In 2021, the two time slots of access prime time (6:30 p.m.-9:00 p.m.) and prime time (9:00 p.m.-11:00 p.m.) generated approximately half of the daily television audience, with 46%[(3)] of daily TV individual viewing times (up +2 points versus 44% in 2019). The peak audience for television was confirmed in the evening, with 24.1 million[(3)] viewers tuned in at 9:29 p.m. in 2021 (+1.1 million more than in 2019 at the same time).
- In this content hyper offering, the French have demonstrated a growing preference for high-quality, local and diversified television programmes. Major sporting events, French drama and prestigious entertainment franchises have confirmed their high popularity. Conversely, free-to-air linear television players must address more fierce competition to fully engage with consumers.

Response/Strategy

- The Group aims to consolidate the performance of its multi-channel audiences by offering **the highest-quality and most distinctive programme line-up in the French audiovisual market,** and by stepping up its strategy of differentiation from digital platforms offerings.
- As it adapts its business model, the Group is working on a **more ambitious programme line-up** and will continue to strengthen its local content offering which includes event-based French drama, major sporting events and popular entertainment.
  - The performance of TF1's French drama programmes in 2021 (e.g., *HPI, La Promesse*) is the result of the in-depth work conducted over the last few years to reinvent the offering. The Group has illustrated its ability to take risks in the writing phase, to attract the best talent and to tackle social issues considered important to the French. As such, TF1's creations have become a label that is recognised and valued by the mainstream, and on which the Group plans to build in the future.
  - In entertainment, the Group has seen renewed success with its highly popular franchises *(The Voice, Koh-Lanta, Danse avec les stars)* with demonstrated innovation in the formats.
  - The Group plans to continue offering free-to-air broadcasts of major popular sporting events to as many people as possible.

(1) Médiamétrie – Médiamat
(2) SNPTV Précis de télévision 2021 (2021 Television Summary): https://www.snptv.org/wp-content/uploads/2021/05/Guide-SNPTV-2021.pdf
(3) Médiamétrie L'Année TV 2021 (TV in 2021): https://www.mediametrie.fr/sites/default/files/2022-01/2022 %2001 %2019 %20CP%20Ann%C3 %A9e%20TV%202021_0.pdf
(4) Médiamétrie L'audience de la télévision en 2021 (Television audiences in 2021): https://www.mediametrie.fr/sites/default/files/2022-01/2022%2001%2003%20M%C3%A9diamat%20Annuel%202021_0.pdf.

- Thanks to the complementary nature of its linear channels and streaming services, such as MYTF1, the Group's content is ideally showcased and TF1 has a unique ability to engage its audiences.
- At the heart of the TF1 group strategic positioning, its content strategy involves owning distinctive, exclusive and appealing premium content. The Group is building a catalogue of content and intellectual property via Newen, fully harnessing its potential both in France and the world over.
- To secure access to content and to safeguard talent, TF1 will develop new approaches enabling the Group to plan budgets and add to production value, and will promote investment in original and distinctive content.

Key indicators

- In a year once again marked by the COVID-19 crisis and the accelerated transformation of uses, the TF1 group's ambition in content and digital delivered an average of 51 million viewers per week (+700,000 viewers over one year), posting an increase in its audience share, particularly among young people, as well as a rise in consumption on its MYTF1 platform(1).
- 33.5% share of **W<50PDM,** +1.1 point vs. 2020 – best since 2007(2).
- 30.2% share of **25-49 year-olds,** +0.3 point vs. 2020 – best since 2011(2).
- The **TF1 channel** clocked up 56 evenings with more than 6 million viewers, attracting the **biggest audience** in France for each programme genre in 2021, including the biggest audience of the year (16.4 million viewers for the France-Switzerland match at the Euros football tournament)(2).
- The arrival of a second daily soap *Ici tout commence* boosted access prime time audiences, which surged to their highest level among W<50PDM and 15-34 year-olds since 2012(3).
- On **TMC,** ***Quotidien,*** France's no.1 talk show, enjoyed a record year with 1.8 million viewers and a 15% share of 25-49 year-olds and ABC1s.

#02 Strengthen the TF1 group's news position, staying active on all media and true to its values

Background and trends

- Against a backdrop marked by the health crisis, debates on opinions and the transformation of our social models, now more than ever, French people expect reliable, fact-checked and independent information.
- In 2021, television was still the preferred medium for information (48%(4), ahead of the Internet (32%), radio (13%) and print media (6%)), as reported by the 35th edition of the Kantar-*La Croix* barometer of French people's trust in the media. As for digital, social networks proved particularly popular in 2021 and are the leading source of information for the French on the Internet (26%(4), representing an increase of +6 points, ahead of news group sites and applications).
- In television, the time spent watching news programmes was up 18%(5) in 2021 versus 2019. In 2021, as in 2020, the French remained particularly loyal to their TV news programmes: the evening news bulletin attracted an average of 20.7 million(5) daily viewers in 2021 (versus 17.5 million(5) in 2019). Similarly, 24-hour news channels made progress, attracting 16.6 million(5) viewers per day in 2021 (versus 12.4 million viewers in 2019).

Response/Strategy

- The TF1 group will consolidate its news positioning through the professionalism of its editorial teams and by continually repurposing its news offering on the Group's linear and digital channels.
- Supported by its recognised journalistic talents and expertise, the TF1 group will continue to oversee the most inclusive production and broadcasting of thoroughly researched and highly professional information, through its news programmes and magazines, on LCI and in digital.
- The Group's editorial staff are stepping up their efforts to educate and interpret important news events in order to provide accessible information that meets the expectations of the mainstream (e.g., infographics and data visualisation during TV news, contributions from leading experts).
- The TF1 group is introducing innovative digital offerings that deliver fully on the new uses of digital, through the development of its own news site, the launch of new specially designed formats for distribution on platforms and through interactive devices.
- In a time of increasing fake news, a concentrated effort is made to ensure fact-checking and to guarantee reliable information.
- More generally, through the rigour of its journalism, the Group strives to contribute to the pluralism of information and to the exposure of diverse opinions in our society, while fully respecting the independence of editorial staff. In the processing of news, these exacting criteria will enable the Group to stand out in the information hyper offering.

(1) 2021 Audiences P.R.: https://groupe-tf1.fr/sites/default/files/communiques/communique_de_presse_audiences_mensuelles_groupe_tf1_2021_uk.pdf
(2) TF1 group 2021 Audiences P.R.: https://groupe-tf1.fr/en/press-release/2021-full-year-audiences-more-people-ever-watching-tf1-group-channels
(3) https://groupe-tf1.fr/sites/default/files/communiques/communique_de_presse_audiences_mensuelles_groupe_tf1_2021_uk.pdf
(4) 35th edition of the Kantar-*La Croix* barometer of French people's trust in the media: https://www.meta-media.fr/2022/01/20/barometre-kantar-la-croix-les-medias-attendus-comme-acteurs-de-la-democratie.html
(5) Médiamétrie L'Année TV 2021 (TV in 2021): https://www.mediametrie.fr/sites/default/files/2022-01/2022 %2001 %2019 %20CP%20Ann%C3 %A9e%20TV%202021_0.pdf

Key indicators

- The TF1 group's news offering on TF1, LCI, TMC and digital reaches 39.4 million viewers[1] in France every week.
- In 2021, up to 11.2 million viewers for the evening news bulletin; 7.5 million viewers for the lunchtime news bulletin; 4.9 million viewers for *Grands Reportages* and 4.7 million viewers for *Sept à Huit*[1].
- LCI recorded its second-best year ever with a 1.1% audience share, kick-starting the run-up to next year's presidential elections in December (1.3% share in December, best month of 2021)[1].
- In September 2021, LCI unveiled a new ambition[2] with a brand-new programme schedule, a completely overhauled set and an editorial line refocused on more information and facts as opposed to controversial topics.
- By displaying a QR code to be flashed on TF1 and LCI news programmes, the TF1/LCI editorial team is offering viewers an innovative way of accessing live fact-checking during televised debates, more content (behind-the-scenes footage, filming rushes) as well as practical information and services with "Le 20 heures vous répond".
- In first-quarter 2021, the TF1 group launched the "Expertes à la Une" programme with the aim of having more women experts appearing in the media[3].
- In December 2021, TF1/LCI's editorial staff scooped another major award with the Grand Prix de la presse internationale (Grand Prize for International Press) 2021 in the Television category, awarded to Liseron Boudoul for her outstanding coverage of the crisis in Afghanistan[4].

#03 Advertising: deliver simpler, more effective and committed advertising by championing convergence and responsibility

Background and trends

- Downstream in the audiovisual value chain, the vigorous growth of digital media has considerably expanded the scope of the advertising market in which traditional audiovisual players operate. To keep up with the shift in French people's habits towards digital and to remain competitive with e-commerce platforms, French companies are refocusing their business models on digital distribution channels as they develop increasingly omni-channel advertising strategies.
- In France, there is a growing shift in advertising spend towards digital. In 2021, net digital advertising revenue from all sources accounted for more than double the net TV advertising revenue[5].
- Factoring in this **accelerated digitalisation,** brands have strengthened their direct-to-consumer (DTC) strategy as well as their understanding of consumer expectations and habits:
  - 83%[6] of brands reported a development in their a direct-to-consumer strategy;
  - 78%[6] of advertisers in the largest corporations plan to strengthen the data platforms they use in an effort to understand and segment consumers.
- This growth in digital advertising specifically benefits pure players.
- In response, ad sales houses are significantly accelerating their initiatives in AdTech and TV/video convergence advertising offers, including **segmented TV**, characterised by strong interest from advertisers, particularly local ones.
- Furthermore, **Retail Media** – advertising to retail and e-commerce brands – was driven by the robust growth of e-commerce in France during lockdown periods, and its perfect timing positioning in the marketing funnel (which denotes the customer buyer journey) and the online purchasing process.
- In addition, French consumers expect **responsible advertising from brands** with 78%[7] of French people reporting the influence of a responsible brand when making a purchase. However, 67%[7] of consumers have difficulty identifying responsible brands. In line with these new expectations, the advertising ecosystem is shifting towards the development of responsible advertising.
- Now more than ever, brands are striving for **a holistic advertising medium**, making it possible to protect their image, combine coverage and targeting, measure the effectiveness of their advertising campaigns and elevate their responsible brand image.

Response/Strategy

- TF1 Pub aims to **serve the interests of all advertisers, on all platforms and in all territories,** through its direct relationship with advertisers; automated purchasing; an acceleration in targeting and segmented TV; and effectiveness metrics.
- The TF1 group's ad sales house is able to **support brands in all their marketing challenges, by leveraging its qualified audiences,** its innovative advertising offers and its service-based approaches.
- TF1 Pub is pursuing a policy of innovation to shape tomorrow's advertising – **making it simpler,** more **effective,** and more **committed**. TF1 Pub is also accelerating the deployment of advertising offers, with a focus on two priorities: **convergence** between linear and non-linear on the one hand, and **responsibility** and **commitment** on the other.

(1) TF1 group 2021 Audiences P.R. https://groupe-tf1.fr/en/press-release/2021-full-year-audiences-more-people-ever-watching-tf1-group-channels
(2) LCI: https://www.lci.fr/culture/nouveaux-visages-nouveaux-rendez-vous-nouveau-decor-lci-fait-sa-rentree-2194664.html
(3) Experts: https://groupe-tf1.fr/fr/communiques/le-groupe-tf1-lance-la-promotion-expertes-la-une-pour-plus-de-femmes-expertes-dans-les-medias
(4) TF1 Award: https://apepresseetrangere.org/prix-de-la-presse-internationale-2021-tf1-france-info-et-le-point-recompenses/
(5) SRI 2021 results: https://www.sri france.org/2022/01/28/sri-ludecam-presentent-27eme-edition-de-lobservatoire-de-pub/
(6) Kantar France "Les Stratégies *data* au cœur de la croissance des marques" ("Data strategies at the centre of brand growth"), June 2021.
(7) P.R. EcoFunding: https://tf1pub.fr/actualites/tf1-pub-lance-le-programme-eco-funding

- In light of the new challenges facing brands, TF1 Pub is accelerating the deployment of convergence offers, providing advertisers with television coverage, combined with the targeting capacity for digital. This is reflected in the launch of **Hybrid MPI (TV + IPTV)**[(1)], the opening of prime segmented TV and the activation of new multiscreen data segments. With these new offers, advertisers are able to maximise their investments by combining linear and non-linear inventories, as well as using consistent and unified management indicators. In doing so, the ad sales house will respond to the advertising market's need for transparency and performance through a set of common measurement and performance indicators for TV and digital.
- Combining the best of the TV and digital worlds, **segmented TV** boosts the appeal of television and is a new lever for optimising media strategies by providing brands with all-new targeting solutions.
- To **facilitate purchasing,** the ad sales house is implementing an ambitious development strategy in **AdTech,** with a complete range of B2B solutions including the platforms – La Box and La Box Entreprises – the OnePTV programmatic linear television offer, and drive-to-web solutions.
- The TF1 group's ad sales house is actively seeking to lay the foundations for more responsible advertising. To that end, the ad sales house is launching the **EcoFunding programme** – the first-ever environmental advertising fund – to accelerate the ecological transition of brands and champion responsible consumption.
- The *Marmiton, Doctissimo, aufeminin* and *Les Numériques* **publisher brands** are a permanent fixture in the French public's daily lives. These brands are of prime interest to the TF1 group, which is operating in a market where TV and digital are interconnected, against a backdrop of growing convergence.
- Consistent with brands' holistic advertising strategies, TF1 Pub aims to leverage **TF1 Live Lab** in an effort to re-energise the brand advertising experience through interactive media, cross-channel orchestration and special operations.
- In addition to its ad sales house activities, the TF1 group is also strengthening its **B2B offering for brands** through its TF1 Business Solutions business with a view to maximising its ability to support brands in all communication areas (branded content production, events, endorsement, licensing, strategic consulting and marketing management).

Key indicators

- In 2021, the TF1 Pub ad sales house boasted nearly 600 new advertisers[(2)].
- Commercial partnership in segmented TV with leboncoin, deployed from November 2021.
- Segmented TV is already gaining widespread support in the advertising market. According to a study by TF1 Pub, 85%[(3)] of the interviewed advertisers consider this advertising solution to be of value to their company. 159 campaigns were conducted in 2021.
- 100 TV + Digital targets in 2021.
- Launch of **EcoFunding** in July 2021, for roll-out in January 2022 (see point 8).
- In January 2021, *Marmiton* was awarded the Harris Interactive excellence label[(4)].

#04 Streaming: develop a streaming offering for rebalanced uses

Background and trends

- All American and European audiovisual groups are ramping up their streaming strategy as they tap into the highly popular use of online video consumption.
- The American conglomerates have integrated vertically and horizontally (studio activities, audiovisual groups, telecom and cable operators, payTV operators) and were the first to react to the phenomenal growth of digital giants and Netflix in particular. An example of this is the proposed[(5)] WarnerMedia/Discovery merger, propelled by stronger ambitions in direct-to-consumer (DTC).
- With their high ambitions, all American media groups are deploying streaming platforms. This includes Disney+, HBO Max (WarnerMedia), Paramount+ (ViacomCBS), and Peacock (NBC Universal).
- In a US market that has now reached maturity (85%[(6)] of American households have an SVOD subscription, i.e., +2 points in one year), the US platforms are targeting deployment across the rest of the world to increase their subscriber base, boost their revenue and amortise their costs.
- All European broadcasters have responded by stepping up the deployment of their streaming offers with AVOD, SVOD, and the development of new hybrid offers.
- In France, subscription on-demand video (SVOD) offers are becoming more widespread, with continued growth. In 2021, an average of 8.7 million[(7)] French people aged 15 and over watched an SVOD programme on a daily basis. 72% of these programmes were watched on a TV screen.
- As a result, streaming is now an essential practice among French consumers and it is vital to the growth strategies of audiovisual groups.

(1) This medium targets both linear and non-linear campaign advertisers, producing a media schedule tailored to individual advertiser needs while using a common measurement for contacts.
(2) New multimedia advertisers excluding last year's absent feedback – December 2021.
(3) https://tf1pub.fr/actualites/tv-segmentee-bilan-persectives.
(4) https://unifygroup.com/fr/nos-actualites/marmiton-label-excellence-harris-interactive
(5) https://about.att.com/story/2021/warnermedia_discovery.html
(6) Kantar Media, November 2021.
(7) Médiamétrie L'Année TV 2021 (TV in 2021): https://www.mediametrie.fr/sites/default/files/2022-01/2022 %2001 %2019 %20CP%20Ann%C3 %A9e%20TV%202021_0.pdf

Response/Strategy

- In streaming, the Group is now providing viewers with their **own personalised, multi-screen , 100% video experience.** The aim is to address all video consumption universes through a coherent range of streaming platforms.
- To achieve this, the Group deploys digital services supported by powerful content, top-quality client journeys and a coherent strategy in lifetime value of content. Special attention is paid to the development of the relationship with the end client, the marketing of the offer and the excellence of the user experience.
- **The Group aspires to offer a full range of streaming services** in **AVOD** (free videos financed by advertising), **SVOD** (paid subscription on-demand video) and **hybrid** (combining AVOD and SVOD in response to the considerable increase in freemium offers on the market) with MYTF1, SALTO and enhanced partnerships with distributors.
- The Group is continually enhancing its range with new experiences, such as MYTF1 Stream and MYTF1 Max. With the launch of **Stream,** the TF1 group became the first French broadcaster to offer a new AVOD consumption experience organised by the medstreams (French drama, foreign series, manga, entertainment,movies, lifestyle). To cover the entire range of uses, the TF1 group has expanded its streaming range with **MYTF1 Max** – the first French ad-free extended catch-up offer – available on PCs, mobiles and tablets, and on TV sets via the cast function[1].
- The Group is keen to perpetuate and enhance **partnerships** with distributors, to build stronger, direct relationships with all audiences.

Key indicators

- 2021 was a record year for MYTF1 with more than 27 million monthly video viewers, an increase of 26%[2].
- MYTF1 recorded the 10 strongest TV time-shift viewings of 2021: *HPI* on 6 May; *Koh-Lanta* on 24 August; *La Promesse* on 7 January, etc.
- Launched in 2019, the AVOD offer continued its development with 200 new franchise launches across all genres (TV films, French dramas, US series, entertainment, etc.) that can be accessed free of charge.
- MYTF1 racked up 2.7 billion video views in 2021, representing approximately 50 million weekly video views, an increase of 15% from 2020.

#05 Production: transform Newen into a key player of audiovisual production and distribution

Background and trends

- Upstream in the value chain, competition for access to talent and formats is accelerating. The production market has undergone significant transformation.
- First, all large corporations, and particularly the digital platforms, are increasing their investment in content to develop their capacity to produce original and distinctive formats. A case in point is the Disney group, which has announced plans to invest $33 billion[3] in content for 2022, versus $25 billion spent in 2021, representing a year-on-year increase of 32%.
- Backed by their substantial production budgets and their global reach, SVOD platforms are also signing exclusive deals with talent, including actors, directors, and producers.
- To support their strategy to win new markets in streaming, integrated US media groups are increasingly reserving their studio content (films and series) which they add to their own platforms and are experimenting with day-and-date theatrical and streaming release strategies.
- To stand out at the local level, all streaming players will seek to invest in original drama and entertainment formats. This trend will be supported in France.
- As such, production players must be well-organised to meet the increased demand from all players (linear television channels and on-demand video platforms; national and international players), attract and retain the best talent and develop their capacity to invest in large-scale projects.

Response/Strategy

- Newen is pursuing an ambitious development strategy to **create a multi-genre, multi-country, multi-client content production and distribution group as well as capitalising on the growing demand for content the world over**. The Group's ambition is to create refreshing and engaging content that resonates with the times, to fuel and develop popular culture, but also to showcase future talent.
- Newen has transformed into a leading global player in creation, production and distribution, with a **strong international presence** (in the United Kingdom, Spain, Germany, Belgium, the Netherlands, Northern Europe and Canada) and is **active in all the major genres** (cinema, drama, cartoons, documentaries, TV movies, magazines/entertainment shows, etc.). The Group's multi-genre catalogue meets the needs of a wide range of clients worldwide.
- The Newen group, which boasts a wealth of creative and complementary **talent,** is active in all genres and many territories. As such, the Group is highly capable of carrying out **wide-scale projects** for the benefit of its clients.
- Through its simultaneous development in France, internationally, and across the main genres, Newen has not only increased its appeal, but also its visibility. This means that the Group will be more easily identifiable by talents and potential partners.
- Distribution subsidiary, NewenConnect, enables Newen to create international market opportunities and to activate production-distribution synergies, by facilitating the circulation of the Group's catalogue formats and intellectual property. This makes NewenConnect one of the key players in audiovisual distribution, operating a rich, multi-genre catalogue marketed to all players in the sector, from public and private channels to digital platforms, with the capacity to meet the expectations of local and global partners alike.
- The Newen group is proud to be able to share a positive vision with its audiences – and which reflects today's society – by offering content that is representative of diversity in all genres produced.

(1) P.R. MYTF1 Max: https://groupe-tf1.fr/sites/default/files/communiques/press_release_mytf1_max_301121.pdf
(2) MYTF1 data: https://groupe-tf1.fr/sites/default/files/communiques/press_release_tf1_fy_2021_vdef.pdf
(3) Disney 10-K: https://sec.report/Document/0001744489-21-000220/

Key indicators

- 47% of Newen's revenue is generated **internationally.**
- In 2021, Newen continued its international development and its strategy of bringing together talent in various audiovisual genres:
  - Newen acquired a majority stake in German production company Flare Film[1];
  - A+E Networks acquired a stake in Reel One[2];
  - Newen tied a new partnership with Kubik Films, the company of the Sánchez-Cabezudo brothers and acquired a majority stake in the iZen group, a key player in Spanish production[3].
- In February 2021, Newen and UGC joined forces in International Sales & French Distribution[4].
- Newen Connect is one of the key players in European audiovisual distribution with around 40 new drama programme assignments secured in 2021.

#06 Activate the Group's synergies

Background and trends

- The media market is undergoing deep-seated transformation following the emergence of digital giants with unrivalled financial resources and which leverage captive ecosystems deployed across the globe.
- All media players are scaling up initiatives in response to the size gap with the platforms. By way of example:
  - The American media giant groups are stepping up their investment in production and streaming (e.g., Disney, Warner Media/Discovery, NBCUniversal/Comcast) with international expansion to amortise their cost base;
  - brands deploy integrated communication strategies to establish a direct-to-consumer (DTC) relationship, thereby developing a more subtle understanding of consumer habits and expectations.
- The creation of organic synergies is a virtuous driver for targeting new territories in the case of local media players who do not enjoy the size benefits of the digital giants.

Response/Strategy

- The TF1 group is keen to **strengthen the synergies** between its TV and digital activities, its media division and its production division, by harnessing its complementary brands along with its editorial and technological expertise.
- In this respect, the aim is a **sharper focus on synergies and pathways between TF1's businesses**, so that the Group can capitalise on its talents and brands, enabling brands to communicate across all media.
- The Group's presence in various stages of the value chain allows for the development of new ways of producing, broadcasting and monetising its content.
- The Group seeks to **actively combine the exceptional know-how of its various businesses,** in terms of editorial, creation, marketing and technological innovation. By strengthening the cross-functionality of its main businesses, the Group will be able to deliver innovative solutions combining media, content, e-commerce and business solutions.

Key indicators

- Development of the "Ad'vise" and "VolxTF1" offers, digital pre-roll offers highlighting publisher brands, and special operations between the TF1 Pub and Unify Advertising ad sales houses, such as for Philips.
- TF1 Pub/Newen partnership with Vinted, focused on *Ici tout commence* and *Demain nous appartient*, with an all-new TV and digital medium.
- Synergies *Marmiton/Petits plats en équilibre*.
- Unify Advertising/TF1 Pub partnership with Veepee|Ad, Veepee's retail media solution,[5] delivering a brand-new immersive shopping experience.

#07 Develop Tech Media: accelerate digitalisation – Tech OTT/AdTech, open innovation and the Cloud

Background and trends

- The client experience transformations led by digital players are setting new and increasingly exacting standards for consumption. Users desire personalised, seamless experiences that are widely available at all times and on all screens, to easily consume the content that best matches their interests and profile.
- In this context, client loyalty critically depends on the use of artificial intelligence, technology and data. These tools make it possible to enhance the streaming user experience through innovative interfaces, which drive better engagement.
- For advertisers, the advertising solutions provided by digital players focus on a service-based approach (scheduling, campaign management, performance measurement, assessment, etc.). Brands pay close attention to the context in which their advertising campaigns are posted and to the quality of the advertising experience against a background where Internet users expect less intrusive and more innovative formats.
- Technology is becoming as important as content in the ability of media groups to provide attractive offerings whether in B2C for consumers or B2B for the benefit of brands and all partners, which include distributors, producers and suppliers.

(1) P.R. Flare Film: https://www.newenstudios.com/en/actualite/newen-acquires-a-majority-stake-in-german-production-company-flare-film/
(2) P.R. A+E Networks: https://www.newenstudios.com/en/actualite/ae-networks-acquires-a-stake-in-newens-subsidiary-reel-one/
(3) https://www.newenstudios.com/en/actualite/newen-prend-une-participation-majoritaire-dans-le-groupe-izen-acteur-majeur-de-la-production-espagnole/
(4) Newen UGC: https://www.newenstudios.com/en/actualite/newen-ugc-images-join-forces-in-international-sales-french-distribution/
(5) P.R. Unify Advertising: https://unifygroup.com/fr/nos-actualites/Partenariat%20Unify%20/%20TF1 %20Pub%20avec%20Veepee%20 %7C%20Ad,%20la%20solution%20retail%20m%C3%A9dia%20de%20Veepee

Response/Strategy

- The TF1 group seeks **to add value through technological expertise** in four priority areas:
  - a. Streaming:

    First, the TF1 group is developing **cutting-edge streaming technologies** to support its ambition in AVOD/SVOD as well as the growth strategy of its services including MYTF1.

    The aim is to enable regular and iterative developments of digital products using scalable and modular technological infrastructure. To **accelerate the pace of product development,** the teams use agile methods (e.g., organisation in feature teams, agile routines, Objectives and Key Results (OKR) coordination). Through its improved understanding of client expectations, the Group will be in a position to increase its capacity to **offer personalised experiences.**
  - b. AdTech:

    The second tech capability priority concerns the strategic area of advertising technology. This includes automation of purchasing, targeted advertising and segmented TV offerings, performance measurement, programmatic purchasing and accelerated TV/video convergence.

    The ambition of the Group is to devise a **distinctive value proposition** for advertisers.
  - c. Internal digitalisation:

    Third, the Group is stepping up its digital transformation initiative by migrating to the Cloud and by digitalising its internal processes.

    The Group's ambition is to enable its businesses to continuously innovate **by putting technology at the service of agility and responsiveness, on a daily basis.**
  - d. Open innovation:

    Lastly, the TF1 group has sought to stimulate open innovation with the start-up ecosystem, notably through its Media Lab accelerator programme at the Station F campus and its One Inno fund.

    The TF1 Media Lab aims **to test** and deploy technological solutions and innovative services within the Group's businesses, which are **intended** to plan ahead for the next key industry developments.

Key indicators

- Based at the Station F start-up campus in Paris, TF1 Media Lab is an innovation driver designed to accelerate the future of the media. In 2021, TF1 Media Lab accelerated 11 start-ups, with an average conversion rate of partnership targets with Group activities of 60% since the programme launch, registering 80% in season no. 6 in H1 2021.
- Third season launch of the entrepreneurship programme, with 45 innovation recommendations from 900 Group employees, resulting in three selected projects, two of which were actively accelerated.

#08 Positively inspire society by operating as a responsible local media player to develop a more sustainable and inclusive society

Background and trends

- Now more than ever, the French public expect companies to firmly commit to developing a more responsible society:
  - 88%[1] of French people believe that companies can improve society;
  - 90%[1] of French people think that a company can combine international competitiveness with the promotion of local know-how.

Response/Strategy

- As a creator and broadcaster of content for a wide-reaching audience, the TF1 group is committed, through its programming and its **TF1 Initiatives approach, to contributing to the development of a more supportive, inclusive, and sustainable society.**
- The TF1 group aspires to be a key player in the ecological transition, which is a driver of inclusion, diversity and solidarity. These values are upheld across the board by all the Group's employees.
- The Group's ambitious CSR roadmap identifies three main types of challenges: environmental, social and societal, and ethical (see Integrated Report and Chapter 4).

Key indicators

- The TF1 group topped the overall ranking of media groups and finished second in the overall ranking of the most responsible French companies, as published in November 2021 by French newspaper, *Le Point*[2].
- The TF1 group became the number one media group and scoops 15th place in the SBF 120 ranking for 2020 of companies with women-held executive positions, published in October 2021. As a result, the Group moves up seven places in one year[3].
- The TF1 group was the preferred media company students and graduates in the 2021 ranking of the Epoka/Harris Interactive barometer conducted in partnership with *L'Étudiant* [4].
- The TF1 group launched "Les rencontres de l'info", a new initiative in association with CLEMI (French Centre for Media and News Education)[5].
- In October 2021, the Newen group, which has been committed to diversity and inclusion for many years, announced the creation of a Diversity & Inclusion Committee[6].
- In July 2021, TF1 Pub organised an "ecoresponsibility" campus[7].
- 110 charities supported in 2021[8].
- 56% of women within the Group in 2021[8].

(1) Mazars France "Construire la sortie de crise" ("Finding a way out of the crisis") June 2021
(2) https://groupe-tf1.fr/fr/communiques/le-groupe-tf1-dans-le-top-3-des-entreprises-les-plus-responsables-de-france
(3) https://groupe-tf1.fr/fr/communiques/le-groupe-tf1-1er-groupe-media-dans-le-palmares-de-la-feminisation-des-instances-dirigeantes
(4) https://groupe-tf1.fr/fr/communiques/le-groupe-tf1-entreprise-media-preferee-des-etudiants-et-jeunes-diplomes-francais
(5) https://groupe-tf1.fr/en/press-release/les-rencontres-de-l-infoa-new-initiative-launched-tf1
(6) Newen Diversity & Inclusion Committee: https://www.newenstudios.com/en/actualite/newen-annonce-la-creation-dun-comite-diversite-et-inclusion/
(7) 2021 Ecoresponsibility Campus: https://www.youtube.com/watch?v=v7f9gvvr_eM
(8) https://groupe-tf1.fr/fr/engagements-rse/notre-politique-rse

1.6. REGULATORY ENVIRONMENT

1.6.1. Licensing regime

TF1 is an audiovisual communications service that requires a licence. TF1 was awarded a 10-year licence from 4 April 1987 (under the French law of 30 September 1986); that licence expired in 1997.

The licence was renewed for a further five-year period (via French decision No. 96-614 of 17 September 1996) from 16 April 1997, with no requirement to submit to a competitive tendering process.

In accordance with Articles 28-1, 82 and 99 of the French law of 30 September 1986 as amended, TF1's Broadcasting licence has been "automatically" renewed several times.

TF1 also has a supplementary licence to broadcast in high definition (HD), awarded by the Conseil Supérieur de l'Audiovisuel (CSA – French broadcasting regulatory authority) in French decision No. 2008-424 of 6 May 2008, for a ten-year period ending 5 May 2018.

In 2016, as part of the process of freeing up the 700 MHz spectrum for telecoms operators and the resulting shutdown of two DTT multiplexes, TF1 (at the request of the CSA) surrendered its licence to broadcast in standard definition (SD), retaining only its licence to broadcast in HD.

On 27 July 2017, the CSA (in French decision No. 2017-523) renewed TF1's licence to broadcast on HD DTT for a further five-year period. This authorisation will expire on 5 May 2023.

Article 42-3 of the French Audiovisual Communication Act of 30 September 1986 as amended states that TF1's licence to operate a national terrestrial television service may be withdrawn by the CSA without notice in the event of a substantive change in the data on the basis of which the licence was issued, in particular changes in the share ownership structure.

1.6.2. Principal legal texts and obligations

Texts

- Terms of reference established by French decree No. 87–43 of 30 January 1987 and by the French decision of 27 July 2017 renewing the licence granted to TF1.
- French law No. 86-1067 of 30 September 1986 as amended.
- Directive 2010/13/EU of 10 March 2010 (the Audiovisual Media Services Directive (AVMS), as amended by Directive 2018/1808/EU of 14 November 2018.
- French decree No. 2010-747 of 2 July 2010 as amended, on the contribution of terrestrial television services to the production of made-for-cinema films and audiovisual works.
- French decree No. 90–66 of 17 January 1990 as amended (obligations to broadcast).
- French decree No. 92-280 of 27 March 1992 as amended (obligations relating to advertising and sponsorship).

The principal obligations currently in force relating to broadcasting and to investment in production are as follows:

- no more than 244 made-for-cinema films per year may be broadcast. Of those, no more than 196 may begin between 8:30 p.m. and 10:30 p.m., and none may be broadcast from 8:30 p.m. onwards on Saturdays other than pre-funded films, art films or experimental films;
- quotas apply to made-for-cinema films and audiovisual works, across the entire output and in peak viewing hours, whereby at least 60% of broadcast material must be European and 40% must be original French works;
- at least two-thirds of annual broadcasting time on the TF1 core channel must be devoted to French-language programmes;
- there is an obligation to broadcast at least 900 hours of children's programmes annually, comprising 150 hours on the TFX channel and 750 hours on the TF1 core channel (the latter to include at least 650 hours of animation);
- there is an obligation to broadcast at least 800 hours of news programmes annually;
- there is an obligation to commission programmes, whereby 12.5% of net advertising revenue for the previous financial year must be spent on commissioning original French or European audiovisual works, including at least 120 hours of first-run French-language or European audiovisual works (including 18 hours of repeats) in slots starting between 8:00 p.m. and 9:30 p.m.;
- there is an obligation to invest 0.6% of net advertising revenue for the previous financial year in commissioning European or French-language cartoons (this figure is included in the 12.5% general obligation mentioned above), with at least 0.45% of that revenue spent on commissioning from independent producers;
- there is a further obligation to invest 3.2% of net advertising revenue for the previous financial year in the co-production of European made-for-cinema films, with at least 2.5% of that revenue invested in French-language films and at least 75% of the orders placed with independent producers. Such investments must be made by a subsidiary of the broadcaster (TF1 Films Production, in the case of TF1) as a minority investor; the broadcaster and the co-producer should have broadly equivalent shares in the production;
- there is also an obligation to make all the channel's programmes (other than advertising messages) accessible to the deaf or hard-of-hearing. The CSA (French broadcasting regulatory authority) may agree to exempt some programmes from this obligation due to their specific nature (this dispensation is written into TF1's terms of reference).

Compliance with those obligations is monitored, and under Articles 42 to 42-11 of the French law of 30 September 1986, the CSA has the power to impose financial penalties in the event of non-compliance.

To protect children and adolescents, TF1 has adopted a five-tier classification system giving an on-screen indication of the suitability of a programme for various age groups.

1.6.3. Cookies and Internet trackers

Cookies and other trackers are computer devices deposited on users' terminals to track their browsing and offer them targeted advertising. The regulation concerns the interpretation and processing of any information stored or consulted in terminal equipment, regardless of the personal nature of the data in question.

The regulation concerns HTTP cookies, but also other technologies such as "local shared objects", sometimes called "Flash cookies", "local storage" implemented within the HTML 5 standard, identifications by calculating the fingerprint of the terminal or "fingerprinting", identifiers generated by operating systems (whether advertising or not: IDFA, IDFV, Android ID, etc.), hardware identifiers (MAC address, serial number or any other device identifier), etc.

The regulations in force require that the user be notified clearly and comprehensively by the data controller of the purposes for which cookies are deposited and of the user's available resources to oppose them. The deposit and use of cookies can only occur based on user consent, which may result from the appropriate settings on their connection device or any other device under their control. To this end, such provisions require consent to be granted prior to actions to store or access information deposited in a subscriber's or user's terminal equipment, barring any exceptions that apply.

Pursuant to the combined provisions of Article 82 of the French law on "Information Technology and Civil Liberties" (the French Data Protection Act) and Article 4 of the European Union General Data Protection Regulation (GDPR), trackers requiring consent may, subject to the exceptions provided for by these provisions, only be used for interpretation and processing if the user has expressed their free, specific, informed and unambiguous desire as such, through declaration or an explicitly positive form of action.

Article 7.1 of the GDPR requires that the organisations operating the trackers, which are responsible for the processing operation(s), be able to provide, at any time, valid proof of the user's free, informed, and specific consent, expressed in no uncertain terms.

Trackers whose sole purpose is to enable or facilitate electronic communications or are strictly necessary for the provision of an online communications service at the express request of users are exempt from consent.

The practice of "cookie walls" consists of rendering site access conditional upon acceptance of the deposit of trackers. Pending a permanent clarification of this issue by the European legislator (European e-Privacy Directive), the CNIL (French data protection agency) applies the texts in force as clarified by law, to determine on a case-by-case basis whether or not the consent of individuals is free and the cookie wall is lawful. Within this scope, the CNIL will pay special attention to the existence of real and satisfactory alternatives, specifically provided by the same publisher, when the refusal of unnecessary trackers prevents access to the proposed service.

Lastly, the CNIL's deliberation No. 2020-092 of 17 September 2020 adopting a recommendation on practical methods of compliance in the event of using "cookies and other tracers" suggests examples of ease-of-use and presentation, notably the "accept all"/"refuseall" buttons. This recommendation is neither prescriptive nor exhaustive and is solely intended to help the professionals concerned in their compliance process. Professionals may use other methods to obtain consent, provided that they enable consent in accordance with the texts in force.

Regulatory provisions

- The CNIL's deliberation No. 2020-091 of 17 September 2020 adopting guidelines on the application of Article 82 of the amended French law of 6 January 1978 to interpret and process operations on a user's terminal (particularly regarding "cookies and other trackers") and repealing CNIL deliberation No. 2019-093 of 4 July 2019.
- The CNIL's deliberation No. 2020-092 of 17 September 2020 adopting a recommendation on practical methods of compliance in the event of using "cookies and other trackers".
- Council of Europe's Convention No. 108 for the Protection of Individuals with regard to Automatic Processing of Personal Data.
- Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC.
- Directive 2002/58/EC of 12 July 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector, amended by Directive 2009/136/EC of 25 November 2009.
- Directive 2008/63/EC of 20 June 2008 on competition in the markets in telecommunications terminal equipment, and particularly its Article 1.
- French law No. 78-17 of 6 January 1978, as amended, on information technology, files and civil liberties, in particular Articles 8-I-2°-b) and 82.
- French decree No. 2019-536 of 29 May 2019 amended pursuant to French law No. 78-17 of 6 January 1978 on information technology, files and civil liberties.
- Conseil d'État ruling No. 434684 of 19 June 2020.
- Guidelines on consent under Regulation (EU) 2016/679 adopted on 4 May 2020 by the European Data Protection Board (EDPB).

Compliance with legal obligations is monitored and may be subject to criminal and financial penalties by the CNIL (French data protection agency).

RISKS AND HOW THEY ARE MANAGED AFR

2

2.1. RISK FACTORS NFPS

This section describes the principal risks to which the TF1 group believes it is exposed, and which if they materialise could have a significant adverse effect on its operations, financial position, reputation, future prospects, or stakeholders.

In accordance with ESMA guidelines[1], the sole risks addressed in this chapter are specific and material risks included in the TF1 group risk mapping presented to the Board of Directors.

These risks are presented by category. Within each category, the most important risks are described first. The importance of each risk is determined at the date of this Universal Registration Document based on an assessment of its estimated impact and probability, after factoring in measures taken to manage the risk.

However, other risks may exist or arise that are not yet identified at the date of this Universal Registration Document, or that are not regarded as likely to have a significant effect if they materialise.

Risks that are not mentioned in this Universal Registration Document because they are currently regarded as being of low importance are nonetheless taken into account in the risk management procedures operated within each of the TF1 group's businesses. For a description of the Group's principal internal control and risk management procedures, refer to section 2.3 below.

In addition, the Group assessed the risks associated with the COVID-19 pandemic for 2022 and the possible impacts on its business were closely examined. In view of the information it has to date and its ability to adapt in 2020 and 2021, it has been decided not to include this risk in the mapping below. Nevertheless, the Group continues to monitor the situation.

The importance of risks factors is detailed below:

	RISKS	IMPORTANCE*
2.1.1.1	Cyber-security	+ +
2.1.1.2	Risk of loss of key programmes: maintaining leadership	+ +
2.1.1.5	Risks related to the competition of Digital Terrestrial Television and the development of the Internet and new media	+ +
2.1.1.3	Risk of intrusion during live public broadcasts	+
2.1.2.1	Risks related to societal pressure on advertising and programmes	+
2.1.1.4	Risks that programmes will become unsuitable for broadcast	+
2.1.2.3.2	Data protection risks	+
2.1.2.2.2	Complaint and claim filed with the CNIL (French data protection agency)	+
2.1.2.3.1	Risks related to cookies and Internet trackers	+
2.1.2.2.1	Risks related to Broadcasting licences and CSA (French broadcasting regulatory authority) enforcement powers	+
2.1.1.6	Broadcasting of TF1 programmes – Risk of signal transmission interruption and execution risk	+

* *Importance = estimated impact and probability of occurrence.*

+ +: *of significant importance.*

+: *of moderate importance.*

(1) *European Securities and Market Authority.*

2.1.1. Operational risks

2.1.1.1. Cyber-security

Description of the risk

The cyber-attacks that have in recent years affected many large companies, including media groups, have led TF1 to reassess external threats that might disrupt transmission, and its operations in general. TF1 is aware that attempts to hack into corporate information systems are now a recurring problem; it has responded by further raising its vigilance threshold and is constantly working to ensure the security of its sites, operations and infrastructures.

How the risk is managed

Following cyber-attacks on radio stations in 2019, and by numerous other companies, some of them close to TF1, in the last few years, TF1 has speeded up the implementation of a number of upgrades aimed at strengthening security incident detection and response capacities, and the protection of its information system and reconstruction capacities in the event of a major incident. To that end, it has allocated a specific multi-year budget.

To enhance its management of digital risk, TF1 has retained a specialist audit and consultancy firm to conduct a Cyber-Security Assurance Program, which will deliver an external opinion on the effectiveness of the action plan to combat the risk of cyberattacks affecting the Group's strategic operations. This external support also means that TF1's cyber-security trajectory and roadmap can be continuously adjusted in response to emerging cyber-threats.

Action plans have been implemented to enhance protection of the TF1 group's transmission infrastructures, alongside procedures to detect and react to security incidents. Lastly, a disaster recovery plan is currently being rolled out.

TF1 has contracted insurance cover commensurate with the level of risk, which would enable the Group to manage the crisis and protect against some of the consequences of a cyber-attack.

2.1.1.2. Risk of loss of key programmes: maintaining leadership

Description of the risk

The performance of TF1 depends partly on its ability to offer premium programmes in order to maintain its leadership in audience ratings. Consequently, the loss of key programmes represents a risk in terms of the destabilisation of its capacity to attract audiences across all programming, resulting in decreased audiences and the monetisation of the latter, leading ultimately to a negative spiral and an increased decline in the Group's ability to attract audiences across all programming.

How the risk is managed

Thanks to the talent of its artistic staff and its long-standing special relationships with French and foreign partner producers, TF1 currently offers the best programmes on the French market.

It seeks to lock in future programming streams, in part through multi-year contracts with the biggest production companies, reducing the risk of loss of key programmes in the medium and/or long term.

TF1 is also diversifying its sourcing by acquiring alternative programmes outside of long-standing agreements and by working as far upstream as possible in creation with format licences, contributing to programme development and pre-financing, and exploring new forms of partnerships with the major platforms. This co-financing serves, for example, to fund ambitious projects in editorial terms by boosting their production value and reputation.

TF1 focuses constantly on safeguarding its ability to provide the best programmes, and thus the appeal of its offers, by keeping pace with expectations on content and the ways in which audiences consume content.

2.1.1.3. Risk of intrusion during live public broadcasts

Description of the risk

In the current security and social climate, TF1 has reassessed its exposure to the risk of intrusion affecting major entertainment shows broadcast live in front of a public audience, which may prevent programmes from being properly broadcast.

How the risk is managed

Reinforced measures have been introduced to protect members of the public. These measures are the responsibility of TF1 for in-house productions and of the third-party production company for outsourced programmes. In this case, security and safety systems on sets are controlled and audited regularly by the TF1 group's Security Department.

To maintain full control of the broadcasts of its channels, the TF1 group has also introduced a slight delay of a few minutes for major live entertainment broadcasting with live audiences.

2.1.1.4. Risks that programmes will become unsuitable for broadcast

Description of the risk

To secure future supplies of key programmes, TF1 commits to certain programmes (especially series and feature films) at a very early stage relative to the date of transmission. The time-delay can be substantial, and visibility on new products is often low. The TF1 group also invests, notably as part of its investment obligations, in the creation of films and audiovisual works with long development and production cycles.

Because TF1 channels are constantly adapting their editorial line in response to changes in public taste, an artistic mismatch may sometimes arise between current editorial needs (aimed at maximising audiences) and past programme acquisitions. If such mismatches occur, they may lead to spikes in impairment losses taken against broadcasting rights inventory.

How the risk is managed

TF1's exposure to this risk mainly relates to new programmes (with long production cycles and, hence, operational rights dates further in the future) pre-financed by the TF1 group and multi-year contracts with the biggest production and distribution companies (though this type of contract is rarer now than in the past). If such a risk were to materialise, there are two ways of reducing the impact:

- the pooling of rights across the TF1 group's channels offers alternative solutions for using rights to a programme that becomes unsuitable for broadcast on TF1;
- as a last resort, some or all of the risk may be mitigated by selling the rights on to another market player, where TF1 benefits from sub-licencing clauses outside the Group.

2.1.1.5. Risks related to the competition of Digital Terrestrial Television and the development of the Internet and new media

Description of the risk

The TF1 group operates in a constantly changing competitive environment.

- Patterns of consumption are changing; notably through the development of free-to-air channel offers since 2005 and the trend towards delinearised viewing (reflecting the development of connected TV and video content on mobiles and tablets), the boom in online video, and, above all, the arrival of SVoD operators including Netflix, Amazon Prime, Disney+ and OCS. This new consumption method is leading to a structural erosion of the amount of time people spend watching linear television (decrease in individual viewing times). The increase in television viewing in 2020 resulting from lockdowns and health restrictions proved temporary, with the return in second-half 2021 of the downward trend in place before 2020.
- However, the new audience metrics introduced by Médiamétrie in April 2020 taking account of TV consumption outside the home (on all screens including smartphones, tablets, etc.) mean that actual usage is now captured and monetisable.

The situation has had an inevitable knock-on effect on TF1's audience share, which has nonetheless proved resilient. The channel's audience share among individuals aged 4 and over declined from 31.8% in 2004 to 19.8% at end-November 2021. This decrease reflects a fourfold increase in the number of free-to-air channels since 2004 and the inroads made by SVOD platforms.

How the risk is managed

TF1 is limiting its ongoing exposure to fragmentation risk by upscaling its DTT channels and the AVOD MYTF1 platform and increasing their complementarity.

Against this backdrop, the TF1 group is consolidating its market leadership by:

- building a coherent global offer through its free-to-air channels, thanks to high-powered programming;
- positioning itself as a key player in DTT through its portfolio of four complementary channels (TMC, TFX, TF1 Séries Films and LCI);
- optimising the acquisition of programmes for its premium TF1 channel, DTT channels and AVOD platform by adopting a cross-functional organisational structure providing the best fit between each channel's needs and programme purchases and by exploiting and circulating acquired rights subject to the TF1 group's undertakings;
- tightening its control over the value chain by using its in-house production subsidiaries, TF1 Production and Newen, for part of its programme output;
- adapting its commercial policy to the new competitive landscape;
- establishing the MYTF1 catch-up site as one of France's leading media websites, by providing an extensive range of replay content and also by developing exclusive content and complementary consumption offerings to reach a wide audience (AVOS, Stream, etc.).

Personalising the viewer experience also extends to advertising. Segmented advertising (as already practised on digital platforms) involves using geolocation, socio-demographic and affinity data to substitute one ad for another in real time on linear TV to align on the viewer's profile (geolocation and sociodemographic data, interests) in compliance with the European General Data Protection Regulation (GDPR). SNPTV, the French national association of TV ad sales houses (of which TF1 Pub is a member) continues to work with representatives from telecoms operators to finalise the technical specifications for delivering segmented advertising. Since 2021, following the finalisation of agreements with Orange, Bouygues Télécom and SFR, TF1 Pub is now able to market segmented advertising with the IPTV subscribers of these operators. In addition, TF1 Pub is digitalising its inventory through the implementation of the La Box Entreprises platform and the possibility of programmatic inventories.

Lastly, the ongoing process of adapting TV audience ratings metrics to the new media landscape, which began in 2011, will by 2024 see the inclusion of people watching TV at home live and in catch-up on three other types of screen: computers, tablets and smartphones.

2.1.1.6. Broadcasting of TF1 programmes – Risk of signal transmission interruption and execution risk

Description of the risk

TF1's programmes are currently broadcast to French homes by:

- radio waves in free-to-air standard (SD) and high definition (HD) DTT (LCI in SD on the R3 multiplex, TF1/TMC/TFX in HD on R6 and TF1 Séries Films in HD on R7);
- satellite in HD digital;
- cable in SD and HD digital;
- ADSL and fibre optics via all the Internet service providers (Orange, Free, SFR and Bouygues Telecom).

On DTT (which at end-2021 served around 45% of French households with TV sets), TDF is by far the leading national TV signal transmission operator, with a network and technical resources currently unmatched by any other company.

TF1 is therefore dependent on TDF for signal transmission. The emergence of alternative transmission providers is not yet sufficiently advanced for TF1 to manage without TDF for the hosting of transmission equipment. In the event of an outage of the TDF network, TF1 cannot switch to other terrestrial transmission systems to provide quick and affordable coverage of its entire broadcast area.

The loss that TF1 could incur in the event of transmitter failure is proportional to the number of television viewers served by the transmitter. For this reason, TF1 has negotiated a digital transmission agreement requiring a very rapid response from TDF in the event of a failure. Fallback measures for the TF1, TMC, TFX and LCI channels are becoming ever more robust.

As regards operator bundles, TF1 is dependent on the technical resources and supervision/maintenance processes put in place by the operators.

How the risk is managed

The variety of alternative networks to DTT (satellite, cable, ADSL and fibre) and of alternative operators minimises the impact of any failures of the DTT network, since those networks are not connected to each other and rely on their own separate resources.

2.1.2. Legal, regulatory and ethical risks

2.1.2.1. Risks related to societal pressure on advertising and programmes

Description of the risk

Political responses to societal issues such as violence, public health or the environment might induce legislators to attempt to tighten legislation relating to advertising or programmes. This could cause a drop in advertising revenue, or an increase in programmes that have become unsuitable due to new regulations.

How the risk is managed

The TF1 group takes this situation into account in discussions with its key partners, so that such issues can be addressed over time in the interests of all stakeholders. The Group is fully aware of its role as a committed player in the ecological transition. As such, it has made a number of voluntary commitments reconciling climate issues with the economic imperatives of the media sector, and hence offering alternative solutions to the proposals to restrict and regulate advertising developed by the Citizens' Convention for Climate.

In addition, TF1 has a policy of acquiring the best programmes from its production partners in France and internationally and broadcasts programmes intended for a mass audience.

TF1's Programming/Viewing and Compliance teams exercisethe utmost vigilance in protecting young viewers in order to keep this risk to a minimum.

Adverts intended to be shown on the Group's channels and/or via its on-demand audiovisual media services (MYTF1) are subject to pre-vetting by the ARPP (the French advertising regulator) for compliance with current laws and regulations, and with the ethical standards established by the advertising industry representatives within the ARPP. No advert is broadcast unless it has been cleared by the ARPP. This also concerns adverts intended for broadcast only in a part of the service area (segmented television advertising). As regards compliance with ethical standards, TF1 is bound by the rulings of the Jury de Déontologie Publicitaire (Advertising Standards Panel), the official body that examines complaints from the public about broadcast adverts. The Panel is completely impartial and independent, and is in no way bound by ARPP opinions.

In addition, the Programming & Broadcasting Division of TF1 Pub, the Group's ad sales house, views all adverts prior to the broadcast of advertising messages, sometimes with input from Legal Affairs. Even if the ARPP has cleared an advert, TF1 Pub may reject it or impose specific broadcast conditions on the advertiser, in cases where it regards an advert as inappropriate for the editorial line of the media on which it is to be shown, particularly as regards the family audience of TF1. In such cases, the advertiser or agency that produced the advert is informed by letter. The parties then seek a solution, adapting the content or time slot of the advert so that it is consistent with the editorial line of the media in question. If no solution can be found, the advert is not shown. This is made clear in the TF1 Pub general terms and conditions of sale.

Adverts intended to be broadcast on radio stations for which TF1 Pub handles ad sales houses are not subject to the ARPP pre-vetting procedure. However, the Programming & Broadcasting Division of TF1 Pub has a dedicated team (which receives regular training from the TF1 Pub legal team) listening to each advert to check that it complies with current regulations, ethical standards, and the editorial line of the radio station.

TF1 has renewed its commitment to combatting obesity by signing up, alongside other media and advertising industry players, to the third "Charter for the promotion of healthy eating in programmes and advertising" published under the auspices of the CSA (the French broadcasting regulator). The Charter runs for five years from 1 February 2020. Like the previous versions of the Charter, it includes not only editorial commitments (broadcasting programmes that promote healthy eating and regular exercise) but also more ambitious pledges aimed at effectively reducing the extent to which children are exposed to advertising and sponsorship for food and beverages that should only be consumed in moderation as part of a healthy diet.

A new risk related to marketing communication for the gambling and games of chance sector emerged in 2021 following the Euro 2020 competition and the determination of the French national gaming authority, ANJ, to oversee advertising pressure in the sector across all media, particularly targeting minors, and ensure compliance with legal and regulatory provisions on the content of such advertising with a view to the FIFA 2022 World Cup. The SNPTV has initiated discussions with the ANJ to propose a change in its code of conduct dating from 2011. The changes are aimed at supervising the volume and concentration of marketing promoting gambling and gaming operators on television services, which will have no consequence on TF1 Pub's advertising revenue.

2.1.2.2. Risks related to licences

2.1.2.2.1. Risks related to Broadcasting licences and CSA enforcement powers[1]

Description of the risk

TF1 is an audiovisual communications service that requires a licence.

The CSA awarded TF1 a ten-year HD broadcasting licence on 6 May 2008.

In a decision dated 27 July 2017, the CSA extended TF1's licence for a further five years, from 6 May 2018 to 5 May 2023.

TMC, TFX and LCI each hold frequency licences issued by the CSA on 10 June 2003. These licences were extended for a further five years by a CSA decision of 29 May 2019, from 1 March 2020 to 28 February 2025.

TF1 Séries Films holds a frequency licence issued by the CSA on 3 July 2012, which is due to expire on 22 December 2022. The CSA is currently reviewing the extension of this licence for an additional five-year period.

If a TF1 channel fails to meet its contractual obligations, the CSA can, after giving formal notice and depending on the severity of the offence, impose one of the penalties set forth in Article 42-1 of the law of 30 September 1986. These include a fine; a temporary ban (of no more than one month) on producing, broadcasting or distributing the service, or a category of programme, or part of a programme, or one or more advertising spots; reducing the term of the licence to use frequencies by up to one year; withdrawal of the licence; or unilateral termination of the licence agreement.

How the risk is managed

TF1's compliance with its obligations is strictly monitored, and the company has a dedicated Programme Compliance Department tasked with ensuring that the channel's programmes comply with regulatory requirements.

2.1.2.2.2. Complaint and claim filed with CNIL

On 26 June 2020, the Privacy International NGO applied to CNIL, the French data protection agency, for an investigation into whether the *Doctissimo* website complies with the General Data Protection Regulation (GDPR).

In response to the allegations, *Doctissimo* wrote to CNIL clarifying some of the issues raised in the investigation request, and informing CNIL of the status of GDPR deployment on the website.

Following an audit of the processing ofpersonal data accessible via the doctissimo.fr website, CNIL informed *Doctissimo* of the designation of a rapporteur on 2 December 2021.

TF1 is looking into these various actions, and ensuring that GDPR requirements and CNIL guidelines are being implemented as outlined above.

2.1.2.3. Compliance breaches

2.1.2.3.1. Risks related to cookies and Internet trackers

Description of the risk

In January 2017 the European Commission proposed a draft European regulation, ePrivacy, which supplements the GDPR by addressing the protection of electronic communication data (metadata), replacing the eponymous directive of 2002. The potential impacts of this regulation on TF1 include (i) substantially restricting the Group's capacity to freely collect user data using cookies and trackers (files saved in users' browsers to track their browsing history), and (ii) strengthening the position of the Internet giants (led by Facebook and Google) who do not rely on cookies and trackers to collect data (because they require users to log in) and who control web browsers (which under the current ePrivacy proposals will be where user consent and refusal would be centralised).

The proposed European ePrivacy Regulation potentially brings about a triple paradigm shift in the use of cookies:

- switch from implied consent (displaying a notification banner with no break in browsing) to explicit consent (users must opt in to receive cookies);
- setting up browsers to block all cookies as the default, whereas previously the default setting was to accept cookies;
- prohibition on the use of "cookie walls", the hitherto tolerated practice of making access to a site conditional on accepting cookies.

Without waiting for the future ePrivacy regulation currently being discussed at European level, and in response to a 19 June 2020 Conseil d'État ruling partially reversing the CNIL (French data protection agency) decision of 4 July 2019 (which had inferred a general ban on cookie walls), CNIL issued the definitive version of its guidance and recommendations on cookies and other trackers on 1 October 2020. Companies have six months from the publication date to comply with the guidance and regulations (31 March 2021).

The key developments concern two aspects. First, simply browsing a website may no longer be considered as a valid expression of consent for the placing or reading of cookies. Second, CNIL's failure to proactively include in its new guidance any criteria for determining the lawfulness of cookie walls creates legal uncertainty for companies around the alternative ways they can use to offer content/services to users who refuse consent for cookies and other trackers.

(1) ARCOM as of 1 January 2022.

The entry into force of the EU ePrivacy regulation, and how it is interpreted by CNIL, could have a negative impact on advertising revenue from TF1's digital operations.

In addition, Google (through Privacy Sandbox, which will ban third-party cookies from its Chrome browser at end-2023) and Apple (through Intelligent Tracking Prevention (ITP), which already (since iOS 13.4 in March 2020) bans third-party cookies, and through App Transparency Tracking (ATT), which, since iOS 14.5 in April 2021, has imposed an extra layer over and above the web publisher's CMP to obtain consent for placing and reading ad trackers) considerably restrict TF1's capacity to (i) obtain the consent of users to continue its activity of providing ad-financed content and (ii) propose its cookie wall to users, despite the abovementioned ruling of the Conseil d'État.

How the risk is managed

To prevent risk related to cookies and Internet trackers, TF1 has decided to actively participate in European legislative work to stem the process and limit as much as possible its economic impact on the TF1 group, as well as those led by French industry bodies (GESTE, SRI, SNPTV) and regulatory bodies (CNIL, CEPD, ADLC, CSA).

In doing so, TF1 is pursuing two objectives: (i) obtaining a carve-out for trackers placed by media and press sites so as to preserve a balance between two fundamental rights (on the one hand right to privacy, and on the other media pluralism, the fight against fake news, and arts funding); and (ii) legitimising cookie walls by providing users with an alternative payment model not involving the use of trackers.

2.1.2.3.2. Data protection risks

Description of the risk

Given the transformation of its business model, and in particular the expansion of its digital footprint with the creation of Unify, the TF1 group must take care not to breach legislation on data confidentiality and on the protection of users' personal data, as this could lead to reputational damage and financial penalties.

How the risk is managed

Following the entry into force of the General Data Protection Regulation (GDPR) on 25 May 2018, the TF1 group appointed a Data Protection Officer (DPO) and issued a general GDPR policy consisting of internal rules and business-specific factsheets. Each TF1 employee is required to adhere to this data protection policy. To help staff assimilate the new policy, all the internal rules were also turned into user-friendly tutorials.

Since March 2019, the DPO has headed up the TF1 group's DPO network. The Group's first cross-disciplinary community, the network consists of 54 data specialists and corporate lawyers from each of the Group's Departments and subsidiaries. They are tasked with supporting the organisational and technological changes needed to comply with the GDPR.

TF1 and its subsidiaries have addressed the issue of accountability by developing procedures on the management of individual rights and personal data breaches, a set of frameworks on issues such as retention periods, and checklists dealing with security and with privacy by design.

To help staff access the necessary documentation, the corporate Intranet has dedicated GDPR pages that include the internal rules, tutorials, business-specific factsheets, procedures, frameworks and checklists.

TF1 has also identified a need to provide training for operational and legal staff on security measures, to explain (i) concepts like encryption, pseudonymisation, anonymisation, user access management and traceability and (ii) why it matters to require one security measure rather than another when negotiating contracts.

Legal and operational staff have been provided with model Data Processing Agreements (DPAs) and with standard supplier contract clauses, to help in reviewing existing contracts with subcontractors. The TF1 group has also introduced a checklist for staff to use with new subcontractors, explaining the requirements incumbent on subcontractors under the GDPR.

Data processing registers have been compiled for TF1 and its subsidiaries, and distributed to each business segment for validation. Responsibility for updating the registers to reflect new processes has now been pushed down to segment level.

A data privacy tool has been selected and will be rolled out shortly. This is important because fluid and effective compliance requires us to industrialise updates to our registers, requests to exercise rights, and our ability to generate an audit trail for all our compliance actions.

Compliance is a dynamic and ongoing process, and all of our activities are continuing their efforts to implement recommendations that will bring and keep our practices closer into line with GDPR requirements.

Similar initiatives are being implemented for the Group's website activities:

- recruitment and appointment of a DPO, introduction of internal procedures, selection of a tool for maintaining data processing registers;
- negotiation of DPAs with Group partners and subcontractors that process personal data as part of the services they provide for the websites;
- continued updating of personal data protection policies and procedures for collecting consent in accordance with the regulation;
- implementation of a network of GDPR correspondents;
- provision to the teams of data documentation (procedures, best practices, contract models, etc.);
- continued awareness raising.

2.2. RISK PREVENTION MEASURES RELATING TO PROCESSES

The "*Réagir*" Committee, created in 2003, continues to work on monitoring and preventing major risks, especially those associated with TF1's key processes. It also updates TF1's risk mapping, and regularly tests business continuity plans that may be triggered when an exceptional event results in interrupted signal transmission or denial of access to the TF1 building.

Those plans rely on a secure external backup site (in place since 2007), which is operational for three processes: programme transmission, the production of news and weather bulletins (TF1 and LCI), and the preparation of advertising spots for the TF1 channel. The company's vital functions are included in the security plan through an alert and activity resumption process. Besides real-time security, numerous key areas such as accounting, treasury, payroll, e-TF1 and IT are protected to varying degrees by security systems.

Procedures are tested periodically so that the system can be adjusted if necessary. Broadcasting and transmission continuity is ensured 24/7, and an operations simulation is performed regularly.

No broadcasting incidents have required fallback on the external backup site since 1 January 2021.

The measures described above have now been supplemented by a "backstop" solution for the TF1 core channel, located at a site away from TF1 premises and operated by an independent service-provider. This would enable the TF1 channel to continue Broadcasting programmes in the event that both the main transmission site in Boulogne and the external backup site were out of action.

Operational since 2011, "*Réagir 1 Vigilance*" is a preventive plan activated on an as-needed basis, and in particular at any time of heightened risk (building works, equipment maintenance, mass events, live broadcasts, service launches, software upgrades, IT continuity plan tests, etc.). This plan not only ensures that staff remain vigilant, it also offers improved responsiveness to incidents before they escalate. On 20 November 2021, 11 "*Réagir 1 Vigilance*" e-mails were sent to the relevant Departments.

As in the case of operational risks, TF1 has insurance policies (including public liability and property) that could be called upon to cover some of the risks mentioned above.

In addition, a new crisis management manual has been issued; this describes the methodology to be applied, and names the members of the Crisis Management Team. It also specifies the roles and responsibilities that each potential Crisis Management Team member would assume, depending on the nature of the crisis.

Lastly, the Business Continuity Plans (BCPs) were established and updated in 2021 for all business activities that cannot be subject to service interruptions (Media Factory, Diffusion, News Factory, electrical supply, etc.).

Compliance of content with ethical and professional standards

The compliance of the content produced and disseminated by TF1 with commitments on ethical and professionals standards is a core concern. Systems are in place to ensure that:

- channel controllers, in conjunction with the General Counsel's Department, discharge their responsibilities for ensuring that programmes are compliant;
- the Group's News operations discharge their responsibilities and remain independent.

News Division

The TF1 News Division is responsible for ensuring that ethical principles and journalistic standards are applied.

Journalists' charter of professional ethics and the TF1 group's Honesty, Independence and Pluralism Committee

The main unions representing journalists in France have adopted a Charter of Professional Ethics, available on available on the website of the Syndicat National des Journalistes (SNJ), the professional body for journalists in France: http://www.snj.fr/content/charte–d'éthique-professionnelle-des-journalistes (in French only). The National Collective Labour Agreement for Journalists, which applies to all of the 37,000 journalists who hold press accreditation in France, also includes ethical principles. These principles are *de facto* adopted by the Group's journalists, who have press accreditation.

A Code of Conduct specific to the Group's journalists was signed on 28 January 2019, and then sent to all of the Group's journalists on 13 February 2019. All new journalists hired by the Group are given a copy of the Code of Conduct when they sign their employment contract.

The TF1 group's Honesty, Independence and Pluralism Committee met on 16 June and 27 September 2021.

News output compliance

The scope adopted for all content-related issues is the 2021 calendar year.

Two warnings were issued to LCI, and no cease-and-desist orders relating to compliance breaches were made in respect of TF1 group news content.

For the record, TF1 broadcast more than 7,831 hours of programmes (excluding advertising spots), over 1,493 hours of news programmes and more than 10,000 news stories, field reports and studio reports in its news bulletins, while LCI screened between 19 and 20 hours of rolling news programmes a day during the period.

2.3. INTERNAL CONTROL PROCEDURES

2.3.1. Introduction

This report describes the internal control procedures in place within the TF1 group. It covers TF1 SA (the parent company) and subsidiaries over which it exercises exclusive or majority control.

2.3.2. Internal control environment and general principles

2.3.2.1. Organisation and operating procedures

Background

This report is based on information and analyses compiled in collaboration with the various players involved in internal control within TF1 and its subsidiaries, and gives a factual description of the control environment and the procedures in place.

The Internal Control Department co-ordinated the preparation of this report, which was validated by the Group Finance and Purchasing Division (DGAFA) and the Legal Affairs Department (DAJ) before being submitted to the Statutory Auditors and then presented to the Audit Committee and Board of Directors for approval.

Since 2007, TF1 has analysed its internal control system and presented its internal control report in full compliance with the internal control framework published on 22 January 2007 and derived from work carried out by the task force set up by the Autorité des Marchés Financiers (AMF), the French financial markets authority. The AMF reference framework was amended in 2010 to incorporate legislative and regulatory changes in the area of risk management, and the AMF recommendation on Audit Committees.

An internal control system should also contribute to control over operations, effectiveness of transactions, and efficient use of the of the company's resources. However, such policies and systems cannot provide absolute assurance that objectives will be met, or that the risks to which the Group may be exposed will be fully addressed.

TF1 continually adapts its internal control system to reflect the nature of its operations, its evolving business model and its strategic goals.

The general internal control environment is underpinned by the Group's corporate governance principles, but also by its organisational structure and operating procedures and by dissemination of its values and rules.

The organisation, composition and operating procedures of the Board of Directors and of the specialist committees that assist the Board (the Audit Committee, the Selection and Remuneration Committee and the Ethics, CSR and Patronage Committee), as described in the chapter on corporate governance, comply with corporate governance rules and are conducive to effective internal control.

The Board, under the authority of its Chairman, determines the company's policies and, with the support of the Audit Committee, ensures that appropriate internal control systems are in place within the Group. Key commitments are subject to clear validation processes, with decisions being taken by the Executive Management based on proposals from the relevant committees. The Board of Directors is kept regularly informed of such decisions. Gilles Pélisson, as Chairman and Chief Executive Officer of TF1, has operational and functional responsibility for implementing the strategy approved by the Board of Directors for the Group's operations. In particular, he is responsible for organising the deployment of internal control. He is supported by the Executive Committee (COMEX), which comprises the senior executives of the TF1 group and meets weekly, and by the General Management Committee (CODG), which includes the heads of each business line and support function and meets monthly. These Committees enable him to communicate the key internal control policies, and to make executives aware of their responsibility for setting up and monitoring internal control systems in their area.

Powers are delegated to meet the twin objectives of making operational staff accountable and controlling commitments at the appropriate level. On the latter point, the company's organisational structure builds in segregation of duties: operational functions are kept separate from accounting functions so as to allow for independent control.

Every year, the Strategy Division works with the COMEX members to prepare a three-year plan setting out the broad lines of the Group's medium-term strategy. The first year of the plan corresponds to the budget for the forthcoming year, and lays down the framework for commitments made by managers of Group entities.

The three-year plan is a key element of the internal control environment and is consistent with the evolving business model. As well as setting revenue and cost targets, the plan also specifies the resources, structures and organisational methods needed to meet those targets.

A summary of the TF1 group three-year plan is presented to the Chairman and CEO and then to the Board of Directors, which approves the budget.

The internal control system and its objectives

In addition to the three-year plan, the TF1 group is constantly looking to improve its internal control system, maintaining close alignment with its objectives. Since 2007, TF1 has followed an approach applied by the Bouygues group for its main business lines (which include TF1), designed to develop an internal control system based on the AMF reference framework. This process identified a number of simple, measurable principles covering the company's key businesses.

The system is organised around two components:

- accounting and financial internal control principles relating to the co-ordination, organisation and preparation of accounting and financial information;
- general internal control principles encompassing all of the company's key processes.

The approach also builds in regular, structured meetings between internal control representatives from each of the Bouygues group's business lines, to organise monitoring of internal control and manage adaptations to deal with regulatory requirements. This shared system is regularly supplemented by internal control principles specific to TF1's operations, and to changes in its business model, strategic goals and environment.

Within the TF1 group, the internal control system is assessed through annual campaigns across a scope that is representative of the challenges and risks inherent in its various activities. A partial scope is covered each year, but the scope changes from year to year so that the control principles are addressed over a three-year cycle.

A self-assessment campaign is used. Within each entity, the person responsible for the process being analysed prepares and justifies his or her assessment of the application of internal control principles. This is then submitted for validation by a person with a critical perspective (line manager and/or business unit manager). Since 2014, most self-assessments have been in the form of interviews between the person responsible for the process and the head of internal control. This approach helps transmit knowledge about the internal control framework. However, the person responsible for the process still determines the overall rating.

The assessment process has several components: a numerical rating on a scale from one to four, a description of operating procedures, and comments on any discrepancies between operating procedures and best practice. The assessment is supplemented by proposed action plans, to ensure that the annual assessment campaigns result in tangible improvements in the management and security of processes.

The consolidated results of these campaigns are distilled into an aggregate summary by topic, function and operating entity. This serves to alert the Executive Management to any inadequacy detected in processes, and to guide and prioritise action plans. The results are also presented regularly to the TF1 Audit Committee, which in turn informs the Board of Directors.

New businesses are incorporated into the assessment campaigns in a manner that reflects the gradual introduction within those entities of the processes, tools and methods used by the TF1 group to co-ordinate, oversee and control operations.

The 2021 assessment campaign addressed topics related to external growth investments, insurance and purchasing, as well as the accounting and finance principles used to co-ordinate aspects such as the organisation and management of accounting, property, plant and equipment and investments, the purchasing/supplier process and benefits granted to employees.

The majority of revenue-generating entities within the TF1 group were included in the scope of self-assessment.

Audit assignments are also carried out to check the accuracy of internal control self-assessments. Since 2014, Internal Audit and Internal Control have operated within a single Audit and Internal Control Division (DACI), helping to improve risk control and management within the TF1 group. The DACI also handles the risk mapping associated with internal control.

Identifying and managing risks

Group Risk mapping relies on feedback from regular risk Committee Meetings within the operating units and support functions of Group entities about key events that could have an adverse impact on attainment of the objectives in the three-year plan.

These committees are tasked with identifying emerging risks, systematically reviewing all risks identified during previous years, and removing any risks that no longer apply.

Each risk has an "owner" who is responsible for describing the risk, developing scenarios and assigning probabilities, so that risks can be prioritised and specific risk mitigation measures developed. A distinction is drawn between measures that reduce the probability of a risk occurring, and those that reduce the impact of a risk occurring.

The risk committees meet in late September. Monitoring is carried out in March to measure progress on the resources put in place to mitigate risk and propose additional action plans as necessary.

For a description of the principal risks and how they are managed, refer to section 2.1 ("Risk Factors") of this Universal Registration Document, which also describes the Group's policy on insurance. Market risks (including interest rate risk and exchange rate risk) are discussed in Note 8 to the consolidated financial statements in this document and the Annual Financial Report.

2.3.2.2. Control activities

Alongside internal control and risk management, the TF1 group also performs various controls within the operating divisions and, more directly, via the support functions.

Control over broadcasting and other vital company operations

The Technologies Division is responsible for making programmes where it has been retained as producer; for the broadcasting of programmes, and the transmission network; and for developing and operating the IT applications required for the production of information and secure transaction processing.

Applications used to help ensure that accounting and financial information complies with best practice in control are described in the section on "Financial Information Systems" below.

The Technologies Division co-ordinates the identification, control and prevention of major technological risks liable to affect broadcasting service continuity and the ongoing conduct of the Group's vital operations.

To fulfil this remit, the Division works with the Corporate Services Division (responsible for property and facilities management) to develop security policies in two key areas:

Business continuity

"*Réagir*", the crisis management process in place at TF1, identifies and updates the main risk prevention scenarios, and any disaster recovery scenarios required for key processes.

A secure external backup site is in place to ensure resumption of key processes: programme transmission, the production of news bulletins, the preparation and marketing of advertising spots, and the operation of information systems (especially accounting, treasury and payroll).

In the event of a very serious incident, "backstop" arrangements handled by a specialist third-party service-provider would enable the TF1 channel to continue broadcasting autonomously for several days.

Procedures are tested regularly so that the system can be adjusted if necessary.

A website and hotline are available so that employees can keep in touch in an emergency.

A crisis management manual has been produced that describes how the crisis management unit will operate in various scenarios.

Information systems security

In response to the increased risk of cyber-attack, the Technologies Division has introduced extra security measures that go beyond compliance with internal control principles on information systems security:

- extending the coverage of the Security Operations Centre (SOC) for continuous monitoring of information systems and detecting malfunctions caused by cyber-attacks;
- regular audit by external specialists to assess the resilience of systems and technical facilities to new risks, and to perform intrusion tests (including in the Broadcasting space). The division also works with the Internal Communications Department on campaigns to raise user awareness of cyber-attacks, with a special focus on the vulnerability of attachments and web links;
- systematic involvement of IT security teams, and in particular the Head of Information Systems at an early stage in the development of systems used to produce and transmit TV content. These teams ensure that the security policy is correctly applied, and that the system architecture selected is (and will remain) compatible with security imperatives;
- implementation of a Cyber-Security Assurance Program, involving periodic audits of the TF1 group's approach and action plan by an external consultant.

Programme buying and controls over programme compliance

TF1 enters into Broadcasting rights contracts to secure programming for future years. The rights buying process is subject to an investment approval procedure, in which the role of each decision-maker is defined so as to ensure the segregation of duties:

- the Rights Buying Division sets out the key features of the project, such as the unit price and the number of screenings;
- the Artistic Division checks that the programme complies with editorial policy;
- the Programming Division checks that the rights are aligned with the programming schedules of the Group's various channels, as well as with each channel's audience and inventory management targets;
- the Group Finance and Purchasing Division validates the inclusion of the acquisition in the cost of future programme schedules and the investment budget of the Programme Unit, the projected profitability of the acquisition, and the level of inventory. It also checks that the purchase price is in line with market prices and that performance clauses have been included.

At least once a year, Legal Affairs and the operational divisions agree on the contractual policy to be applied by each programme unit, with compulsory or ancillary clauses applicable to rights buying contracts.

Final approval of rights buying contracts is signed off by either the Chairman and Chief Executive Officer of the TF1 group or the Chief Executive Officer of the commissioning channel (or their proxies) in line with delegated powers.

Sports rights are usually acquired by bidding in a tendering process. Such bids are governed by domestic regulations (the French Sport Code) and by European regulations. For the most significant projects, the Board of Directors sets up a special committee to advise on the bid.

Programmes broadcast on the Group's channels are subject to control by the CSA (the French Broadcasting regulator) under agreements signed by the channels. Consequently, the TF1 group's Programme Compliance Division reviews programmes prior to broadcast on its channels, sometimes in collaboration with the Legal Affairs Department. This process also helps minimise the legal risks inherent in Broadcasting television programmes.

Programmes intended for children are submitted for advice from psychologists, who are asked to preview the most sensitive programmes.

Controls over advertising compliance

Dedicated teams at TF1 Pub ad sales house preview all the advertising spots for the channels on which they sell space (TF1, TMC, TFX, TF1 Séries Films and LCI). They also ensure that all spots have been submitted to the ARPP (the French advertising self-regulatory organisation) for pre-vetting, and passed for broadcast.

TF1 Pub monitors compliance with laws and regulations covering the Broadcasting of advertising messages on various types of media. Teams from each broadcaster check that the maximum daily and hourly broadcast times for advertising are not exceeded.

Strategy Division

The TF1 group's Strategy Division is responsible for conducting strategic studies in conjunction with the Executive Management and the members of the Executive Committee. It also analyses trends to inform strategy and align major projects with expected changes in the TF1 group's industry environment. Th Executive Management team supports the operating divisions in their projects on an *ad hoc* basis (e.g., analyses of markets and key players).

Formerly the Strategy, Development and Transformation Division, the Strategy Division has refocused on strategy. Activities related to external growth, the business plan and the monitoring of financial investments are now the responsibility of the Finance and Purchasing Division (DGAFA).

Strategy Committee meetings held monthly with the Executive Management bodies of the Bouygues group and the TF1 group review the main business indicators and issues relating to strategy, partnerships and development.

Finance and Purchasing Division (DGAFA)

The DGAFA includes all of the Group's finance functions. It plays a control role by disseminating procedures, methods and guidance throughout the Group.

The DGAFA was reorganised in September 2021.

The Financial Communications and Investor Relations Department is now part of the DGAFA.

With the exception of the Audit and Internal Control Division, whose organisation and responsibilities remain unchanged, the DGAFA is now organised through an approach based on processes: Transactional, Reporting and Financial Statements, and Performance Monitoring.

The function has also initiated priority cross-functional projects under the responsibility of the four departments of the DGAFA.

These processes and cross-functional projects are detailed below.

Financial Communications and Investor Relations Department

The Financial Communications and Investor Relations Department engages with shareholders, investors and analysts. As described in more detail in the section "Process for managing published financial information" below, the Department ensures that the markets and the financial community are regularly updated to give them the clearest and most comprehensive understanding possible of the company's strategy and business environment. This requirement is followed in strict compliance with market rules and notably, the principle of equal treatment for all investors.

Audit and Internal Control Division (DACI)

The TF1 group's Internal Audit function conducts financial, operational and organisational audits in Group entities (except for audits of the reliability, security and operation of information systems, which are performed by the Bouygues group's Central Audit Department).

All of these audits are conducted according to an annual plan approved by the Executive Management and Audit Committee of the TF1 group. Audit Committee Meetings include progress reports on the plan as well as presentations of key findings and recommendations of completed audits.

Audits are performed following a strict methodology aimed at meeting the standards set by the French Institute of Audit and Internal Control (IFACI). Each audit ends with a report containing recommendations, which are systematically incorporated in an action plan to be applied by the audited entity and monitored by the Internal Audit function.

"Supporting the Transformation of the DGAFA" cross-functional project

Supplementing its regular tasks, the DACI will through end-2022 co-ordinate the "Supporting the Transformation of the DGAFA" project. This will consist in helping employees to properly understand the new processes and objectives, identifying training for employees, contributing solutions to any potential obstacles, and monitoring the phases of the transformation and the other projects.

Transactions and Finance and Purchasing IS Division

This division groups various units:

Group Purchasing Division (other than audiovisual rights buying)

The Purchasing Division optimises the procurement process by applying a high-quality supplier referencing process and a rigorous methodology, in line with best practice.

Our commitment to Responsible Purchasing is described in section 4.3.2.2 of this Universal Registration Document.

Tools and Projects Hub

The Tools and Projects Hub is responsible for piloting the utilisation of and upgrades to the financial information system based on the financial modules of the SAP package and BI Finances and for contributing to the improvement of these tools and the ongoing transformation of DGAFA processes and methods.

Supplier and Client Transaction Support Division (orders/payments and invoicing/recovery)

The Purchasing and Sales Transaction Support Division teams are responsible for the administrative and accounting processing of sales invoicing transactions made by Group entities and the processing of Group purchasing invoices.

They also handle payments made by Group entities, applying procedures consistent with key internal control principles (such as segregation of duties and multiple independent validation), and payment security rules established by the Treasury Department (such as authentication and tamper-proof payment media).

Treasury and Financing Department

This Department assesses the Group's funding requirements and ensures that adequate funding is available from sustainable and diversified sources.

It provides centralised treasury management services for the Group (bank accounts, cash pooling, and interest rate and forex risk management), and oversees the security of the Group's money flows while reducing associated risks, including fraud, legal and counterparty risks.

Every year, the Department works with the Strategy, Management Control and Investor Relations Departments to produce a dossier for the Standard & Poor's ratings agency and the Banque de France, with whom it liaises throughout the year.

Group Tax Division

The Group Tax Division co-ordinates and supervises the teams responsible for compliance with tax obligations at Group entities. To that end, it conducts a watch, in conjunction with the Bouygues group, on trends in tax obligations applying to the business activities of the TF1 group. It ensures that TF1 group entities fully understand all of their tax obligations and provides them with the support necessary to manage their daily work. The Division also ensures the appropriateness and consistency of the main tax options selected by the entities, in particular regarding the tax policy approved by Group governance, by annually reviewing the tax results of entities and coordinating cross-functional theme-based missions.

In addition, it oversees relations with the tax administration, monitoring and supporting the teams during tax investigations or controls and handing any litigation with the tax authorities.

The work to be carried out as part of the "Digital Invoices" project will be supervised by the Transactions and Finance and Purchasing IS Division.

Reporting, Accounts and Financial Statements Division

The Reporting, Accounts and Financial Statements Division fulfils two main tasks:

The preparation of the individual and consolidated financial statements of Group companies.

The teams in charge of this process are organised into activity units (Media and Production) and skills hubs. They keep accounting records of transactions entered into by TF1 group entities and carry out all accounting closes required for the preparation of financial statements.

The team is responsible for establishing and applying accounting policies and preparing the individual and consolidated financial statements of Group companies, the process for which is detailed in the section "Process for managing published accounting and financial information".

An expertise unit monitors developments in international (IFRS) and French accounting standards, and ensures that appropriate accounting policies are in place. It also plays a co-ordinating and training role by drafting and distributing Group-wide rules, procedures and accounting policies.

The preparation of monthly reporting and the co-ordination of an update and re-forecasting process for Group companies.

The Reporting, Accounts and Financial Statements Division monitors delivery on the objectives set in the annual budget as approved by the Board. Key steps in this process include:

- the monthly Group reporting package, which summarises and comments on key financial and operating information relating to the various Group entities and on current or future events that may have an impact.

  This document is based on the monthly reporting packages prepared and commented on by each business unit. These include a monthly accounts close, a revised end-of-year forecast, and performance indicators. The Division checks, validates and analyses these packages and then prepares a consolidated dashboard at Group level, which is presented to the Executive Management at a set time each month.

  At each monthly accounts close, the accounting and management control teams work together to ensure that all expense and income items are recorded and recognised in the correct accounting period. The financial information used in management reporting and in the financial statements all derives from a shared Enterprise Resource Planning (ERP) platform common to all the main structures within the Group, which ensures consistency and control of the data outputs;
- two updates, to allow for adjustments to year-end projections and recalibrate action plans if required;
- a process of regular re-forecasting and/or simulations to assess the impact of current events and give greater agility in high-level business management;
- monthly operating indicators reflecting short-term management objectives for the various business units. These may be used to develop action plans, and hence to measure performance;
- a digital dashboard analysing the components of programming margin for the TF1, TMC, TFX, TF1 Séries Films and LCI channels. Additional margin analyses are prepared regularly for individual programmes, dayparts or hourly slots; these are used to focus action plans.

In addition to the two tasks detailed above, two cross-functional projects were launched in 2021 with a view to improving the Group's production and analysis processes:

- *the "Accounting and analysis guidelines" project, aimed, following a review of the existing system, at developing and implementing initiatives to review and correct the analysis areas available in the Group's transactional tools, the objective being to simplify and harmonise;*
- *the "Reducing accounts close times", aimed at optimising accounts close transactions and processes to reduce the time taken to produce the Group's accounts and consolidated financial statements for first-half 2022.*

Group Performance, Business Plan and Mergers and Acquisitions Monitoring Division

The Group Division responsible for monitoring performance, mergers and acquisitions and the TF1 group's three-year business plan (Media and Production industries) is organised around four processes: the processing and control of data, support for operational teams in launching and monitoring their actions plans and M&A transactions, and the consolidated monitoring of the value created by these action plans with a view to establishing the three-year plan.

The Data and Economic Analysis team is responsible for:

- managing data, including sourcing data, both internally (including from business segment IS Departments) and externally (economic, sector and competitor data), processing data (including statistics and/or modelling), analysing data and making it available for integration in various models;
- finalising and maintaining (correcting and updating) the Group's economic modelling (Canvas Models).

Performance Heads, responsible for operational action plan scenarios and ROI, work on (i) Publisher revenue and broadcast margins, (ii) the acquisition and management of programme inventories, and (iii) production activities (including News) and the control of our fixed costs.

Their role is to:

- analyse and map, working closely with operational teams, potential value-creating mechanisms and options and identify possible economic and operational drivers, factoring in the Group's strategic objectives;
- model business activity and economically and financially forecast and assess the value-creation impact in the short and medium term of the various operational action plans;
- determine with operational staff the key resources for action, establish decision-support arguments and the financial and non-financial KPIs to follow as part of the monitoring of these action plans;
- monitor in real time with operational staff the quantified change in the results of these action plans;
- update in a quantitative and informed manner the post-mortems of the various actions plans and re-update the expected objectives.

The "Performance Management and Monitoring" team is responsible for:

- referencing, aggregating and quantitatively synthesising approved operational actions plans as part of an overall understanding of the Group;
- integrating and monitoring the impact of these action plans in terms of Profit & Loss (P&L), the balance sheet and the cash flow statement, thus enabling a consolidated and forward-looking appreciation of value creation;
- on these bases, managing the interface with the Reporting Division in charge of the TF1/Bouygues management cycle;
- co-ordinating the provision in information systems (Dataviz) of the updated results of these action plans for the various operational Business Units;
- monitoring the impact of M&A transactions in conjunction with the M&A team;
- taking account of the quantitative items generated by the consolidated monitoring of operational actions plans in the 3YP approach.

In compliance with the strategic priorities set by the Group's Executive Management, the M&A/3YP team is tasked with:

- assisting operational staff in the Media and Production sectors and co-ordinating work on external acquisitions or disposals of companies or businesses, and then regularly monitoring investments made in companies, relying on financial, legal and operational divisions, to ensure that their market plan is consistent with the objectives when acquiring the entities;
- establishing the Group's three-year plan:
  - The strategic planning approach is underpinned, with the active support of the Strategy Division, by an analysis of market trends and of the evolving relationship between industry players, consumption patterns, and the competitive environment. Risk mapping is also taken into account,

- In July of each year, once the industry analysis and strategic priorities have been approved and Executive Management has aligned with these priorities, strategic guidance notes are prepared and sent to all Group entities,
- These are used to develop a three-year plan, which incorporates the year 1 budget. That budget represents a commitment by the management of each entity to the Chairman of the TF1 group. Performance against the budget is measured by the Group Finance and Purchasing Division,
- Each company and/or entity prepares its own three-year plan, with active support from the 3YP team to ensure that business plans are compiled to consistent and uniform standards across the Group,
- The plan is approved by the Board of Directors annually.

To supplement this approach, a "Non-financial indicators" project has been launched. The TF1 group's financial markets, shareholders and operational teams understand performance from a global viewpoint, factoring in a number of indicators not solely based on financial aspects. These non-financial indicators are to be found in brand values and off balance sheet commitments, as well as in CSR and Group HR policy indicators. Aspects not to be found in our financial statements should usefully supplement the understanding of our financial performance through the cross-fertilisation of these two areas.

This naturally cross-functional approach also needs to involve all stakeholders, including shareholders, suppliers and employees, both internal and external. The aim is to generate KPI recommendations and the roll-out of a reporting process by autumn 2022.

Human Resources and CSR Division (DGARH and CSR)

The Human Resources and CSR Division plays a key role in selecting, deploying, and developing the human capital needed for TF1 group entities to operate effectively. It monitors compliance with the French Labour Code and changes in labour policy, in conjunction with the various employee representative bodies. To that end, it negotiates group or company agreements with the unions and organises monitoring and control systems through the implementation of special tools, monitoring committees and *ad hoc* meetings.

It also co-ordinates the Management of Jobs and Career Paths policy aimed at supporting the TF1 group's transformation by consolidating and continuing to acquire digital expertise. Through the policy, the DGARH trains employees and develops the technical, relational and managerial skills required by staff to fulfil their duties. The DGARH is attentive to transfer and retraining opportunities serving to support employees in the occupational mapping changes stemming from the Group's digital transformation. As part of this policy, an agreement was signed with the unions in March 2021 defining existing systems and specifying that, in addition to the mandatory and regular information and consultations of employee representative bodies, a monitoring committee ensures the sharing of assessments and forecasts, as well as the suitability of the resources rolled out to support changes in occupations.

As part of the management cycle, the DGARH works with the operating divisions and support functions to plan future human resources needs. These needs are formalised and form an integral part of the three-year financial and strategic planning process determined by the Executive Management. Succession plans and support plans for the top 160 senior executives are updated annually. Any request for a new hire or internal promotion is subject to a formal approval procedure.

The Division also organises and monitors the delegation of powers relative to the representationof the company and the scope of responsibilities, as well as the delegation of powers relative to the GDPR.

The Group's Corporate Social Responsibility policy, which contributes to internal control via the reporting of social and societal information, is presented in Chapter 4.

General Counsel's Department and Legal Affairs Department (DAJ)

The General Counsel's Department of the Group leads and co-ordinates two functions:

- the General Counsel's Department, directly responsible for:
  - managing relations with external bodies and authorities such as the CSA, the French Competition Authority, the French government and parliament, and the European Commission, working in conjunction with the Group's Institutional Relations and Regulatory Affairs Division;
  - monitoring laws, rules and decrees that affect the broadcasting industry;
  - monitoring compliance with regulatory requirements (production-related obligations, reporting for the CSA, the French Competition Authority, etc.);
  - managing relations with trade bodies in the audiovisual sector such as the French copyright collection agency (SACD) and the French TV producers association (USPA), and dealing with industry-wide agreements on broadcasting and production;
- the Legal Affairs Department (DAJ), responsible for:
  - determining the contracting policy and supervising its enforcement within the Group, and more generally monitoring and negotiating key acquisition, distribution, broadcasting, technical and sales contracts in compliance with governance rules;
  - dealing with matters relating to company law (including secretarial support for Board Meetings and General Meetings of TF1 SA, as a publicly listed company), assessing legal aspects of business development proposals (corporate acquisitions and divestments, restructuring, etc.), handling notifications to the French Competition Authority, and relations with the AMF, the French financial markets authority and AFEP/MEDEF;
  - dealing with court proceedings and litigation in all jurisdictions (including the administrative courts), risks and claims are monitored in close collaboration with the Finance and Purchasing Division (DGAFA) to ensure that they are correctly reported in the financial statements;
  - managing intellectual property such as rights, brands and domain names, and protective measures (especially against piracy);
  - monitoring management risk, insurance, and real estate assets. In particular, the DAJ ensures that there is adequate insurance cover and that premiums and deductibles are commensurate with risk exposure.

For several years, the General Counsel's Department and the DAJ have led a policy to enhance security and control over commitments. Tangible results of this process include establishing a Group-wide contractual policy, and standard contract models for all recurring commitments. The DAJ is also working to optimise and secure the insurance policies taken out by TF1 and its subsidiaries to cover against potential risks.

As Ethics Officer at the TF1 group, the General Counsel's Department relies on the DAJ in the implementation of the Code of Ethics across the TF1 group and ensures the application of rules on ethics, conduct and compliance.

Consistent with the GDPR, the TF1 group has appointed a Data Protection Officer (DPO) in the legal function tasked with co-ordinating compliance actions relative to personal data protection and informing and advising TF1 group business segments in this area. The DPO relies on a network of operational data referents and legal and IT specialists designated in each function. It also manages relations with the CNIL, the French data protection agency. Lastly, the DAJ works with DGARH to ensure that there is a consistent policy on delegation of powers. Specifically, subsidiaries over which TF1 exercises exclusive control have been delegated powers based on guidelines established at Group level. At jointly-controlled subsidiaries, internal control is organised on the basis of the TF1 group's expertise and in compliance with shareholder agreements.

2.3.2.3. Process for managing published accounting and financial information

Financial information systems

The Technologies Division, in conjunction with the Tools and Projects Hub, deploys and supervises the TF1 group's financial information systems (accounting, management, treasury and consolidation).

TF1 operates both internally-developed systems and commercial software. Finance-related applications are rigorously analysed, monitored and operated so as to ensure continuity of service, integrity, security, and legal compliance. As part of the Group's information security policy, technical support and training are provided to staff to help prevent viruses or hacking attacks. This is backed by the "Eticnet Charter", a regularly updated document designed to ensure staff take these issues seriously.

TF1 has tools in place to guarantee control over commitments and payments:

- systematic centralised controls:
  - SAP access controls, based on a user role incompatibility matrix;
  - commitment approval procedures based on internal control rules;
- centralised creation and management of databases (suppliers, inventories);
- acceptance only of invoices that relate to a commitment validly approved within the system, by a shared invoice administration department, thereby enhancing segregation of duties between checking invoices on receipt, approving them for payment, and signing off the payment.

Payments made by Group entities are issued from SAP and are subject to multiple approvals including double signature; all payments are subject to formal banking signatory powers, which are updated on a regular basis.

Transaction recording

DCF teams obtain assurance that the processes for collecting and processing financial information are reliable, especially via the SAP, Xotis and Workday applications and upstream operational applications (such as sales, purchases and payroll) that feed data into those applications. They issue sales invoices and process payments received from clients, and handle any associated recovery proceedings; they also process purchase invoices, and pay suppliers within the legal time limits.

Process for the production, consolidation and approval of the financial statements

The TF1 group has fully-documented accounting processes to ensure that transactions are accurately recorded, that all and only those transactions that actually occur are recorded, and that accounting policies are applied consistently from one period to the next.

At each accounting close, period-end adjusting entries are subject to a review.

In addition, the Reporting, Accounts and Financial Statements Division ensures that asset valuation processes are properly applied, consistent with the accounting policies set out in the notes to the financial statements:

- *Goodwill and equity holdings recognised in the balance sheet: position:* periodic review for evidence of impairment, annual impairment testing, and recognition of impairment losses as necessary;
- *Audiovisual rights and other assets:* review of valuation with reference to the relevant criteria;
- *Off balance sheet commitments:* annual review, focusing in particular on commitments to secure future programming schedules and involving the Programmes and Rights Buying divisions, the relevant channel, and the finance function;
- *Litigation and other risks:* joint review with Legal Affairs, Human Resources and the operating divisions.

These processes, and their outputs, are reviewed by the Statutory Auditors.

The TF1 group prepares monthly consolidated financial statements using SAP-BFC (the industry standard consolidation tool), which builds in rigorous analyses and controls over data processing and outputs. Year-on-year movements in financial statement line items are analysed and fully explained.

Elective accounting treatments are reviewed with the Statutory Auditors ahead of each quarterly accounting close and presented to the Audit Committee.

The consolidated financial statements are reviewed each month by the Chief Financial Officer and presented to the Chairman & Chief Executive Officer.

The Statutory Auditors issue an audit opinion on the annual parent company and consolidated financial statements of TF1, and perform a review of the interim consolidated financial statements.

The Audit Committee reviews the consolidated financial statements and the Statutory Auditors' report each quarter, before they are presented to the Board of Directors.

Process for managing published financial information

Only duly authorised persons may communicate financial information to the market. In addition to the Chairman & Chief Executive Officer, these include the Executive Vice President, Group Finance and Purchasing; staff of the Financial Communications & Investor Relations Department; and the Corporate Communications Division.

Procedures have been introduced to inform relevant employees regarding regulatory requirements in terms of insider information and negative windows. Employees who, by virtue of their positions, have access to insider information, are informed before each negative window of the obligation to refrain from any trade in the TF1 share as well as all confidentiality obligations.

Documents provided are drawn up using a process that involves several functional departments (the Finance Department, the Legal Affairs Department, the HR and CSR Department and the Corporate Communication Division) with final approval granted by Executive Management and/or the Statutory Auditors.

The Financial Communications & Investor Relations Department distributes and communicates financial information about the TF1 group and its strategy through, for example:

- the management reports of the Board of Directors;
- the Universal Registration Document, half-yearly financial reports and quarterly financial information;
- financial press releases;
- presentations to financial analysts and investors.

Press releases including financial information are approved by the Audit Committee and the Board of Directors. Barring exceptional circumstances, they are published outside the opening hours of the Paris Stock Exchange.

The Group files its Universal Registration Document with the AMF (the French financial markets authority). Before filing, the Universal Registration Document is reviewed by the Statutory Auditors.

The CSR information contained in the Universal Registration Document is also reviewed by an independent third party, in accordance with the implementation decree of Article 225 of France's Grenelle 2 Act.

Each issue on which TF1 publishes information is accompanied by discussion and analysis that is approved by the Executive Management and updated regularly, providing robust support in the Group's relations with market players.

To guarantee investors equal access to information, all published financial information materials are made available in French and in English and distributed through the following channels:

- information intended for the general public is posted online (or sent by post on demand) on the corporate website at www.groupetf1.fr/en immediately upon publication;
- regulated information is disseminated in accordance with the European Transparency Directive via a primary information provider;
- analyst meetings are accessible in full without restriction via live or catch-up webcast or via conference call;
- foreign visits and discussions with market players are usually conducted by two representatives from TF1, to ensure that the information provided is accurate and to guarantee equal access to that information. Any documents presented on such occasions are posted immediately on the corporate website at www.groupe-TF1.fr/en.

2.3.2.4. Oversight of internal control

The two first lines of defence – operational management, and control activities carried out within the support functions – must themselves be subject to further controls. This is the role of the third line of defence, consisting of Internal Audit and the Audit Committee.

Internal Audit

Internal Audit performs analyses and tests, and prepares reports, that help senior management identify, manage and control risks more effectively.

As part of its role, Internal Audit obtains assurance (in conjunction with the Internal Control function's own assessment programmes) that self-assessments are accurate and that internal controls are actually being applied. In the process, Internal Audit helps raise staff awareness of internal control principles.

In addition, Internal Audit actively monitors best practice in control implemented within the Group.

A summary of audit assignments is presented to the Audit Committee on a six-monthly basis.

Audit Committee

The Audit Committee was set up in 2003 and consists of three directors. To guarantee its independence, no executive officer or employee of TF1 may sit on the Committee.

The Committee reviews the quarterly, half-year and annual consolidated financial statements before they are presented to the Board of Directors, and also receives a presentation on the conclusions of the Statutory Auditors. This review includes assessing whether the accounting policies used for the preparation of the financial statements are appropriate and have been consistently applied, and verifying the procedures used to collect and check the information used.

The Audit Committee is also advised of information about how the Group is perceived by the financial markets. This information is provided to the Committee in the form of a summary of investor expectations of the Group; a description of trends in the TF1 share price; and analyst consensus estimates of current-quarter and current-financial year revenues and profits.

The Audit Committee is provided with regular updates on the deployment of the internal control system, the results of assessment campaigns, major risks identified by the risk mapping process and progress against action plans to address risks. Each year, the third-quarter Audit Committee meeting validates the Internal Audit plan for the following year. A summary report on Internal Audit assignments, highlighting the risks and degree of control for each process audited, is presented to the Audit Committee.

2.3.3. Conclusion and outlook

Throughout 2021, the TF1 group continued to reorganise its processes to make them more efficient and flexible and achieve greater cross-functionality between the entities. The participation rate in the internal control campaign was judged to be highly satisfactory.

TF1 extended the risk mapping process by updating, reassessing and prioritising risks identified in previous years, and adding new risks that could impair attainment of the Group's medium-term strategic goals.

The Audit Committee was kept informed of all these activities on a regular basis.

All of these objectives will be rolled forward to support a dynamic vision of internal control that relies above all on the skills, sense of responsibility and commitment of all Group employees.

CORPORATE GOVERNANCE _3

3.1. CORPORATE GOVERNANCE STATEMENT

3.1.1. Composition of the Board of Directors and its Committees at 31 December 2021

Committees

- Audit Committee
- Ethics, CSR and Patronage Committee
- Selection and Remuneration Committee
- Committee Chair

Expertise

Audiovisual and Digital · International · Governance · Management · CSR · Finance

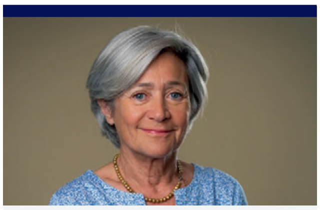
- Employee representative Director
- Employee shareholder representative Director
- Independent Director

GILLES PÉLISSON
Chairman of the Board of Directors, Chief Executive Officer

CHARLOTTE BOUYGUES
Permanent representative of SCDM, Director

OLIVIER BOUYGUES
Director

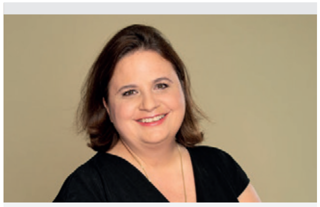
LAURENCE DANON ARNAUD
Director



CATHERINE DUSSART
Director

PASCAL GRANGÉ
Permanent representative of Bouygues, Director

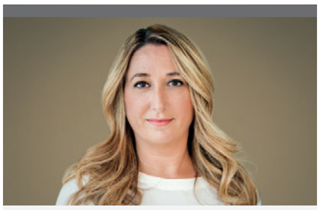
SOPHIE LEVEAUX
Director



MARIE-AUDE MOREL
Director

MARIE PIC PÂRIS ALLAVENA
Director

OLIVIER ROUSSAT
Director



SABRINA ZERBIB
Director

As of 31 December 2021:

Type of Director	Method of Appointment	Term of office	Number of Directors
Non-employee representative Directors	Appointed by an Ordinary General Meeting	3 years	8
Employee representative Directors	Designated by the trade union bodies that obtained the most votes in the latest round of elections	2 years	2
Employee shareholder representative Directors	Appointed by the Ordinary General Meeting, after appointment by the Supervisory Board FCPE TF1	3 years	1

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS IN 2021

15 April 2021 - General Meeting

Directors whose mandate has been renewed	Directors appointed*	Directors remaining in office	
Bouygues SA	Marie-Aude Morel	Olivier Bouygues	Marie Pic-Pâris Allavena
SCDM		Catherine Dussart	Olivier Roussat
Laurence Danon Arnaud		Sophie Leveaux	Sabrina Zerbib
		Gilles Pélisson	

* *Appointment by the Supervisory Board of FCPE TF1.*

Pascaline de Dreuzy resigned from her role as Director, effective from the end of the General Meeting of 15 April 2021.

CHANGES IN THE COMPOSITION OF COMMITTEES IN 2021

Audit Committee	Up to 15 April 2021	From 15 April 2021
Chair	Laurence Danon Arnaud	Laurence Danon Arnaud
Member	Pascaline de Dreuzy	Marie Pic-Pâris Allavena
Member	Pascal Grangé	Pascal Grangé

Ethics, CSR and Patronage Committee	Up to 15 April 2021	From 15 April 2021
Chair	Catherine Dussart	Catherine Dussart
Member	Marie Pic-Pâris Allavena	Marie-Aude Morel**
Member	Sabrina Zerbib*	Sabrina Zerbib*

* *Employee representative Director.*
** *Employee shareholder representative Director.*

Selection and Remuneration Committee	Up to 15 April 2021	From 15 April 2021
Chair	Pascaline de Dreuzy	Marie Pic-Pâris Allavena
Member	Catherine Dussart	Catherine Dussart
Member	Sophie Leveaux*	Sophie Leveaux*
Member	Olivier Roussat	Olivier Roussat

* *Employee representative Director.*

3.1.2. Composition of the Board of Directors submitted to the Annual General Meeting of 14 April 2022

Directors proposed for renewal	Appointment of a Director	Designation*	Directors remaining in office
Gilles Pélisson	Orla Noonan	Sophie Leveaux and	Olivier Bouygues
Marie Pic-Pâris Allavena		Farida Fekih	Laurence Danon Arnaud
Olivier Roussat			Catherine Dussart
			Marie-Aude Morel**
			Bouygues***
			SCDM****

Confirmation by the General Meeting of the designation of the employee representative Directors.
** *Employee shareholder representative Director.*
*** *permanent representative : Pascal Grangé.*
**** *permanent representative : Charlotte Bouygues.*

Director CVs are presented in Section 3.1.3.

The composition of the Board of Directors is updated regularly on the company's website www.groupe-tf1.fr/en, Investors > Governance > Board of Directors.

As it does every year, the Board has considered the mix it would like to achieve in membership of the Board itself and of its committees, especially in terms of diversity (independence, gender balance, age, qualifications, and professional experience).

The Board has sought advice from the Selection and Remuneration Committee in anticipation of the forthcoming Annual General Meeting, and is proposing:

- the reappointment of three directors whose terms of office expire at the next General Meeting;
- the appointment of a new director.

Laurence Danon-Arnaud informed the Company that she will resign from her role as Director at the end of the General Meeting of 14 April 2022.

Refer to "Terms of Office of Directors" in the Report of the Board of Directors on the resolutions (section 8.2 of the Universal Registration Document) for a detailed rationale.

Designation of two Employee representative Directors

Pursuant to Articles L. 225-27-1 of the French Commercial Code and Article 10 of the TF1 SA Articles of Association, employee representative Directors are appointed by the trade union that obtained the most votes in the first round of the elections mentioned in Articles L.2122-1 and L.2122-4 of the French Labour Code in the TF1 group, its subsidiaries, either directly or indirectly held, whose registered office is located in France when one employee representative Director is to be appointed, or when two employee representative Directors are to be appointed, these Directors are appointed by each of the two trade unions having obtained the most votes in the first round of these elections.

Employee representative Directors carry out the same remit under the same conditions as other Directors.

The terms of office of the two employee representative Directors, Sophie Leveaux and Sabrina Zerbib, expire at the end of the General Meeting of 14 April 2022. From that date, Sophie Leveaux and Farida Fekih will be the employee representative Directors, in compliance with the designations made by the two most representative trade unions.

The General Meeting of 14 April 2022 should confirm their designation for a two-year term.

Composition of the Board of Directors after the General Meeting

Subject to approval by the Annual General Meeting of the 9th to 13th resolutions, the composition of the Board of Directors after the Annual General Meeting will be as follows:

- 3 Independent Directors: Marie Pic-Pâris Allavena, Orla Noonan, and Marie Pic-Pâris Allavena;
- 2 employee representative Directors: Farida Fekih and Sophie Leveaux;
- 1 employee shareholder representative Director: Marie-Aude Morel;
- 1 Executive Director: Gilles Pélisson;
- 4 Directors representing the main shareholder: Olivier Bouygues, Olivier Roussat, Bouygues, represented by Pascal Grangé and SCDM, represented by Charlotte Bouygues.

Among its directors not representing employees, the Board of Directors of TF1 would have 3 independent Directors, a proportion of 37.5%, and also 4 women, a proportion of 50% (directors elected by employees and the Director representing shareholder employees are not counted in determining the percentages).

Subject to those same conditions, from 14 April 2022, the Committees will be composed as follows:

Audit Committee

Chair: Marie PIC-PÂRIS ALLAVENA,
Independent Director.
Members: Orla NOONAN,
Independent Director and Pascal GRANGÉ.

Ethics, CSR & Patronage Committee

Chair: Catherine DUSSART,
Independent Director.
Member: Farida FEKIH, Employee Representative Director and Marie-Aude MOREL, Employee Shareholders Representative Director.

Selection and Remuneration Committee

Chair: Orla NOONAN,
Independent Director.
Members: Catherine DUSSART,
Independent Director, Sophie LEVEAUX,
Employee Representative Director and Olivier ROUSSAT.

3.1.3. Directorships and other positions held by Directors in office at 31 December 2021

Directorships and other positions held by Directors of TF1 as of 31 December 2021 and during the past five years are listed below. The Directors are compliant with the rules on multiple directorships.

Current term expires: 2022

Attendance rate at Board meetings: 100 %

Holds 3,000 TF1 shares

Business address:
1, quai du Point du jour
92100 Boulogne-Billancourt, France

GILLES PÉLISSON

CHAIRMAN & CEO, APPOINTED 19 FEBRUARY 2016
DIRECTOR SINCE 18 FEBRUARY 2009 - INDEPENDENT UNTIL 28 OCTOBER 2015

Born 26 May 1957 – French

EXPERTISE AND EXPERIENCE

Gilles Pélisson is a graduate of ESSEC and holds an MBA from Harvard Business School. He began his career in 1983 with the Accor group, in United States and then in the Asia-Pacific region. He served as CEO of the Courtepaille restaurant chain and co-Chairman of the Novotel hotel chain. Appointed CEO of Euro Disney in 1995 and Chairman and CEO in 1997, he moved to the Suez group in 2000 and then to Bouygues Telecom in June 2001, where he served as CEO, and then Chairman and CEO from February 2004. He was appointed CEO of Accor in January 2006, then Chairman and CEO until January 2011.

From 2011 to 2015 he was an independent director of Bic*, Barrière* (hotels and casinos in France), NH Hoteles* (Spain) and Sun Resorts International* (Mauritius), and Senior Advisor to the Jefferies Inc. NY* investment bank (United States).

A director of Accenture plc* (United States) since 2012, he was appointed Lead Independent Director in January 2020. He is a director of the Paul Bocuse Institute.

A director of TF1* since 2009, he has served as Chairman and Chief Executive Officer of TF1 since 19 February 2016.

Gilles Pélisson is an officer of the Légion d'honneur and the Ordre de Mérite.

OTHER DIRECTORSHIPS AND POSITIONS WITHIN THE TF1 GROUP

In France: Chairman and Director of the TF1 Corporate Foundation. Chairman of TF1 SPV, member of the Strategy Committee of Play Two (SAS), permanent TF1 representative of TF1 Social e-Commerce (SASU), Chairman of the Supervisory Committee of My Little Paris (SAS).

Outside France: Deputy Chairman of Télé Monte-Carlo – TMC.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

In France: Director of the Paul Bocuse Institute.

Outside France: Lead Director of Accenture PLC* (United States).

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

2021 - Director of the Paul Bocuse Institute, Chairman of the G&G Pélisson Foundation Institute, Chairman of the Supervisory Board of Salto Gestion (SAS).

2020 – Chairman of Une Musique (SASU).

2019 – Chairman of Ciby 2000 (SASU).

2018 – Director of *aufeminin* (SASU).

2017 – Chairman Director of Monte-Carlo Participations.

* *Listed company.*

CHARLOTTE **BOUYGUES**

PERMANENT REPRESENTATIVE OF SCDM SINCE 28 MAY 2020

Born 29 July 1991 – French

Attendance rate at Board meetings: 100%

Business address:
1, quai du Point du jour 92100 Boulogne-Billancourt, France

EXPERTISE AND EXPERIENCE

Charlotte Bouygues graduated from Babson College in the United States, where she specialised in strategic management. She was a product marketing manager at L'Oréal in the United States for three years, before joining TF1 Pub in September 2016 where she held a post in advertising sales. Two years later she joined the programming teams, as a programmer for the TF1 channel. She was head of e-commerce at *aufeminin*, a TF1 subsidiary from 2019 to 2021.

OTHER DIRECTORSHIPS AND POSITIONS WITHIN THE TF1 GROUP

None.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

In France: Director of Bouygues Telecom and of Bouygues Construction, Director of Heling.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

2020 - Permanent representative of SCDM in its capacity as a Corporate Director of Bouygues SA (listed company).

SCDM

CORPORATE DIRECTOR SINCE 13 FEBRUARY 2020, REPRESENTED BY CHARLOTTE BOUYGUES

RCS Paris 330 139 239

Current term expires: 2024

Holds 100 TF1 shares

Business address:
32, avenue Hoche – 75008 Paris

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

In France: Chairman of SCDM Participations. Director of Bouygues SA (represented by Edward Bouygues). Director of GIE 32 Hoche.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

2018 – Chairman of Actiby.

OLIVIER **BOUYGUES**

DIRECTOR SINCE 12 APRIL 2005

Born 14 September 1950 – French

Current term expires: **2023**

Attendance rate at Board meetings: **100%**

Holds **100 TF1 shares**

Business address: **32, avenue Hoche – 75008 Paris**

EXPERTISE AND EXPERIENCE

Olivier Bouygues, a graduate of École Nationale Supérieure du Pétrole (ENSPM), joined the Bouygues group in 1974. He began his career in the group's Civil Works Division. From 1983 to 1988 at Bouygues Offshore, he was Director of Boscam, a Cameroon subsidiary, then Director of the France Works and Special Projects Division. From 1988 to 1992 he was Chairman and Chief Executive Officer of Maison Bouygues. In 1992 he became Executive Vice President of the Bouygues group's Utilities Management division, which combined the French and international activities of Saur. Olivier Bouygues has been a Director of Bouygues since 1984. From 2002 to 31 August 2020, he was Deputy Chief Executive Officer of Bouygues.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

In France: Director of Bouygues (listed company), Director of Bouygues Telecom and Colas (listed company), Censor of Bouygues Construction, Member of the Board of Bouygues Immobilier, Chairman of SCDM Domaines.

Outside France: Chairman and CEO of Seci (Côte d'Ivoire).

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

2021 – Director of Alstom (listed company); Sole Director of SCDM Energy Limited (United Kingdom).

2020 – Deputy Chief Executive Officer of Bouygues SA, Chief Executive Officer of SCDM, and Chairman of the Board of Directors of Bouygues Europe (Belgium).

2017 – Chairman of Sagri-E.

Current term expires: **2024**

Attendance rate at Board meetings: **100%**

Attendance rate at Audit Committee meetings: **100%**

Holds **100 TF1 shares**

Business address: **30, bd Victor-Hugo – 92200 Neuilly sur Seine**

LAURENCE **DANON-ARNAUD**

INDEPENDENT DIRECTOR SINCE 22 JULY 2010
CHAIR OF THE AUDIT COMMITTEE

Born 6 January 1956 – French

EXPERTISE AND EXPERIENCE

Laurence Danon Arnaud enrolled at École Normale Supérieure Paris in 1977. She obtained an "agrégé" teaching qualification in Physics in 1980. After two years of research at the CNRS national scientific research laboratory, she enrolled at the École Nationale Supérieure des Mines engineering school in 1981, graduating in 1984 as a qualified engineer. Laurence Danon Arnaud then joined the French Ministry of Industry as head of the Industrial Development Department within the Industry & Research directorate of the Picardy region. Three years later she moved to the Hydrocarbons Directorate of the Ministry of Industry, where she headed up the Exploration-Production Department. In 1989, she joined the Elf group, working in commercial managerial roles in the Polymers Division before being appointed head of a unit within the Industrial Specialties Division in 1991. She took on a new role in 1994 as Director of the Global Functional Polymers Division. From 1996 to 2001 she was CEO of AtoFindley Adhesives, which became Bostik (world No. 2 in adhesives in 2000). In 2001, she was appointed as Chairwoman & CEO of Printemps and a member of the Executive Board of PPR (Pinault Printemps Redoute, now Kering), where she successfully oversaw the repositioning towards fashion and luxury goods. She won the "Enterprise" trophy at the "Femmes en or" (France's "Women of the Year" awards) in 2006. Following the successful sale of Printemps in October 2006, she left this role in 2007. Laurence Danon Arnaud joined the Edmond de Rothschild group in 2007 as a member of the Management Board of Edmond de Rothschild *Corporate* Finance, becoming Chairwoman in 2009. In 2013, she moved to Leonardo & Co. SAS, the French subsidiary of the Italian investment bank Banca Leonardo (one of France's leading M&A specialists handling 30 deals a year), as Chairwoman of the Board of Directors. Following the sale of Leonardo & Co. SAS to Natixis in 2015, she joined her family firm Primerose SAS. Laurence Danon Arnaud is an officer of the Légion d'honneur and the Ordre de Mérite. She has also been elected to the Académie des Technologies.

OTHER DIRECTORSHIPS AND POSITIONS HELD OUTSIDE THE TF1 GROUP

In France: Chair of Primerose SAS. Director of listed companies Amundi, GECINA and PLASTIVALOIRE.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

2021 – Director of Groupe Bruxelles – Lambert.

Current term expires: **2023**

Attendance rate at Board meetings: **100%**

Attendance rate at Ethics, CSR & Patronage Committee Meetings: **100%**

Attendance rate at Selection and Remuneration Committee: **100 %**

Holds 100 TF1 shares

Business address:

25, rue Gambetta - 92100 Boulogne-Billancourt

CATHERINE **DUSSART**

INDEPENDENT DIRECTOR SINCE 18 APRIL 2013
CHAIR OF THE ETHICS, CSR AND PATRONAGE COMMITTEE,
MEMBER OF THE SELECTION AND REMUNERATION COMMITTEE

Born 18 July 1953 – French

EXPERTISE AND EXPERIENCE

After studying management, Catherine Dussart began her career as a press officer and then became a producer of documentaries and dramas for cinema and television with the creation of Les Productions Dussart in 1992 and CDP in 1994. Since then she has produced or co-produced nearly 100 films in around 15 countries. Her recent productions include Everything will be OK by Rithy Panh, Once Upon a Time in Calcutta by Aditya Vikram Sengupta (in competition at the 2021 Venice Film Festival) Laila in Haifa by Amos Gitai (in competition at the 2020 Venice Film Festival); Les Irradiés (Irradiated) by Rithy Panh (Best Documentary award at the 2020 Berlin Film Festival); A Tramway in Jerusalem by Amos Gitai and Graves Without a Name by Rithy Panh, presented in the official selection at the 2018 Venice Film Festival; 9 fingers by F.J. Ossang, winner of best screenplay at the 2017 Locarno Festival; The Exile by Rithy Panh, presented in the official selection at the 2016 Cannes Film Festival; Gospel by Pippo Delbono, presented in the official selection at the 2016 Venice Film Festival; and The Missing Picture by Rithy Panh, which won the "Un Certain Regard" prize at the 2013 Cannes Film Festival and the Prix Italia and was also an Academy Award nominee for best foreign film. A number of films are in production during 2022, including new films by Rithy Panh, Amos Gitai and Peter Greenaway.

Catherine Dussart is a consultant for the Doha Film Institute.

She has been a member of the World Cinema Subsidy Commission of the French Ministry of Foreign Affairs; Deputy Chair of the Royalty Advances Commission of the French National Cinematography Centre (CNC); and a member of the CNC's Distribution Subsidy Commission.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

In France: General Manager of Catherine Dussart Production-CDP.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

None.

Attendance rate at Board meetings: **100%**

Attendance rate at Audit Committee meetings: **100%**

Holds **100 TF1 shares**

Business address: **32, avenue Hoche – 75008 Paris**

PASCAL **GRANGÉ**

PERMANENT REPRESENTATIVE OF BOUYGUES, CORPORATE DIRECTOR SINCE 13 FEBRUARY 2020
MEMBER OF THE AUDIT COMMITTEE

Born 22 February 1961 – French

EXPERTISE AND EXPERIENCE

Pascal Grangé has a Master's in Management, a Masters in Law, and a DESS postgraduate diploma in finance. He joined the Bouygues group in 1986 as finance manager of Dragages et Travaux Publics. In 1987, he moved on to the Bouygues group's International Finance Department, then joined Screg as Financial Officer in 1995 before serving as General Counsel of Stereau and Saur France. He became Chief Financial Officer of the Saur group in 2000.

He was appointed General Counsel of Bouygues Construction in 2003, before being promoted to Deputy CEO in 2008. In March 2015, he was appointed Deputy CEO with responsibility for Strategy and Finance, Information Systems, Concessions and Strategic Reflection on Property Development at Bouygues Construction. On 1 October 2019, he was appointed Senior Vice President and Chief Financial Officer of the Bouygues group. On 17 February 2021, he was appointed deputy CEO and will continue to serve as Chief Financial Officer for Bouygues.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

In France: Senior Vice President and Chief Financial Officer of Bouygues (listed company).

Permanent representative of Bouygues, Director of Alstom (listed company), Bouygues Construction, Bouygues Telecom and Colas (listed company).

Permanent representative of Bouygues, member of the Board of Bouygues Immobilier.

Outside France: Director of Bouygues Europe (Belgium); Chairman of Uniservice SA (Switzerland).

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

2021 - Deputy Chief Executive Officer of Bouygues (listed company).

2020 – Director of Bouygues Construction.

2019 – Deputy Chief Executive Officer of Bouygues Construction.

Current term expires: **2021**

Holds **91 946 297 TF1 shares**

Business address: **32, avenue Hoche – 75008 Paris**

BOUYGUES SA

CORPORATE DIRECTOR SINCE 20 FEBRUARY 2008, REPRESENTED BY PASCAL GRANGÉ

RCS Paris 572 015 246

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

In France: Director of Alstom (listed company), Bouygues Construction, Bouygues Telecom and Colas (listed company). Director of GIE 32 Hoche and GIE Intrapreneuriat Bouygues. Member of the Board of Bouygues Immobilier. Member of the Board of Directors of the management body of Centre Gustave Eiffel (not-for-profit organisation 1901 Law). Member of the Board of Directors of GIE Registrar.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

2017 – Director of Bouygues Immobilier and C2S.

SOPHIE **LEVEAUX**

EMPLOYEE REPRESENTATIVE DIRECTOR SINCE 3 APRIL 2014
MEMBER OF THE SELECTION AND REMUNERATION COMMITTEE

Born 11 December 1964 – French

Current term expires: **2022**

Attendance rate at Board meetings: **100%**

Attendance rate at Ethics, CSR & Patronage Committee Meetings: **100%**

Attendance rate at Selection and Remuneration Committee: **100 %**

Holds **10 TF1 shares**

Business address:
1, quai du Point du jour 92100 Boulogne-Billancourt, France

EXPERTISE AND EXPERIENCE

TF1's Artistic Director of Acquisitions and international development manager since July 2008. She joined the Acquisitions Division of TF1 group in 1993 and was appointed Artistic Manager in 1995, since when she has gradually assumed broader responsibilities across the division's spectrum of activities.

OTHER DIRECTORSHIPS AND POSITIONS WITHIN THE TF1 GROUP

None.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

None.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

None.

MARIE-AUDE **MOREL**

EMPLOYEE SHAREHOLDER REPRESENTATIVE DIRECTOR SINCE 15 APRIL 2021
MEMBER OF THE ETHICS, CSR & PATRONAGE COMMITTEE

Born 2 December 1972 – French

Current term expires: **2024**

Attendance rate at Board meetings: **100%**

Attendance rate at Ethics, CSR & Patronage Committee Meetings: **100%**

Holds **10 TF1 shares**

Business address:
1, quai du Point du jour 92100 Boulogne-Billancourt, France

EXPERTISE AND EXPERIENCE

Graduate with an engineering degree in Management IT from EISTI CY-TECH and a master's degree in Telecoms and Media Management from Paris Dauphine University. Marie-Aude Morel joined TF1 in 1995. She held various positions within the TF1 group: IT Researcher from 1995 to 1997, Manager of French Drama from 1997 to 2001, Manager at TF1 Pub from 2001 to 2004, IT Project Manager for broadcasting and broadcasting rights from 2004. In 2012, she was appointed head of the broadcasting support team and held the position of Treasurer of the Social and Economic Committee of TF1 SA from 2013 to 2020.

Since January 2021, she has worked as a Business Intelligence Project Manager in the Technology Department.

OTHER DIRECTORSHIPS AND POSITIONS WITHIN THE TF1 GROUP

None.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

None.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

None.

Current term expires: **2022**

Attendance rate at Board meetings: **100%**

Attendance rate at Ethics, CSR & Patronage Committee Meetings: **100%**

Holds **500 TF1 shares**

Business address: **1, rue Thénard – 75005 Paris**

MARIE **PIC-PÂRIS ALLAVENA**

INDEPENDENT DIRECTOR SINCE 18 APRIL 2019
CHAIR OF THE SELECTION AND REMUNERATION COMMITTEE
MEMBER OF THE AUDIT COMMITTEE

Born 4 July 1960 – Monegasque

EXPERTISE AND EXPERIENCE

Marie Allavena is a graduate of ESSEC. She began her career in banking, starting at BNP Paribas and then moving to the Crédit Agricole group, where she built up expertise in complex financial engineering (including aircraft financing and LBOs). In 1994, she set up her own business, Futurekids, a computing school that introduced children as young as three years old to new technologies. Her company expanded in France and Monaco, both through direct learning and in schools. She sold her company in 2002 and took up management posts in various consultancy firms, including the Bernard Julhiet group.

In 2006 she teamed up with Serge Eyrolles, joining the Eyrolles group (an independent family-owned publishing house) as General Counsel. She was appointed CEO of the Eyrolles group in 2008.

Over 13 years, she has expanded the company's list from its historical roots in professional and technical publishing to more popular works; Eyrolles books are now translated into 35 languages. Marie Allavena was an early pioneer of digital books, sealing partnerships with big players such as Apple and Amazon so that Eyrolles content could be accessed on all platforms and in all formats.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

In France: Director of the Eyrolles group; Chair of the Board of Directors of Banque Populaire Rives de Paris; Member of the Supervisory Board of BPCE.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

2021 – Director of Banque Palatine, Chair of the Risks Committee, Director at COFACE.

2018 – Director of *aufeminin*.

2015 – Director of La Procure.

Current term expires: **2022**

Attendance rate at Board meetings: **100%**

Attendance rate at Selection and Remuneration Committee: **100%**

Holds **100 TF1 shares**

Business address: **32, avenue Hoche – 75008 Paris**

OLIVIER **ROUSSAT**

DIRECTOR SINCE 18 APRIL 2013
MEMBER OF THE SELECTION AND REMUNERATION COMMITTEE

Born 13 October 1964 – French

EXPERTISE AND EXPERIENCE

Olivier Roussat is a graduate of the National Institute of Applied Sciences (INSA) in Lyon. He began his career in 1988 at IBM, where he occupied a number of positions in data network services, service delivery and pre-sales. In 1995 he joined Bouygues Telecom to set up the network management centre and network processes. He then became head of network operations and telecoms and IT service delivery. He was then appointed network manager, followed by manager of the telecommunications and IT services production activities. In May 2003, Olivier Roussat became a member of the Executive Committee of Bouygues Telecom. In January 2007, he took charge of the performance and technology unit, which combines Bouygues Telecom's cross-functional technical and IT Departments, including networks, information systems, process engineering, purchasing, corporate services and property development. He was also given responsibility for the headquarters and Technopôle buildings. Appointed Deputy Chief Executive Officer of Bouygues Telecom in February 2007, then Chief Executive Officer in November 2007 and Chairman and Chief Executive Officer of Bouygues Telecom from May 2013 to November 2018; he served as Chairman of the Board of Directors of Bouygues Telecom up to February 2021. On 30 August 2016, he was appointed Deputy Chief Executive Officer of Bouygues, and became its Chairman on 17 February 2021.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

In France: Chief Executive Officer of Bouygues (listed company), Director of Bouygues Telecom and Colas (listed company) and Bouygues Construction, Member of the Board of Bouygues Immobilier.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

2021 – Deputy Chief Executive Officer of Bouygues (listed company), Chairman of Colas (listed company) and Bouygues Telecom.

2018 – CEO of Bouygues Telecom.

Current term expires: **2022**

Attendance rate at Board meetings: **100%**

Attendance rate at Ethics, CSR & Patronage Committee Meetings: **100%**

Holds **10 TF1 shares**

Business address: **1, quai du Point du jour 92100 Boulogne-Billancourt, France**

SABRINA **ZERBIB**

EMPLOYEE REPRESENTATIVE DIRECTOR SINCE 31 MARCH 2020
MEMBER OF THE ETHICS, CSR & PATRONAGE COMMITTEE

Born 3 June 1979 – French

EXPERTISE AND EXPERIENCE

From 2004 to 2005, PA in the IT Development Department; then from 2005 to 2016: Sales Assistant at TF1 Pub; since September 2016: PR assistant in the Business, CSR & Innovation-Digital Department.

OTHER DIRECTORSHIPS AND POSITIONS WITHIN THE TF1 GROUP

None.

OTHER DIRECTORSHIPS AND POSITIONS OUTSIDE THE TF1 GROUP

None.

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS

None.

3.2. CORPORATE GOVERNANCE ARRANGEMENTS AFR

Taken in conjunction with section 3.1 above, the present section constitutes the Board of Directors' report on Corporate Governance required under Article L. 225-37 of the French Commercial Code. It includes the information specified in Articles L. 22-10-8 to L. 22-10-11 of the French Commercial Code.

This report was prepared by the Secretary to the Board (who is also Group Legal Affairs Director) in conjunction with senior management and the Group Finance Department. It draws upon various internal documents (notably, Articles of Association Rules of Procedure, and minutes of Board and Board Committee Meetings), and takes account of current regulations, corporate governance recommendations issued by the AMF (the French financial markets authority), the recommendations contained in the AFEP/MEDEF Corporate Governance Code of Listed Corporations (the "AFEP/MEDEF Code"), the report of the French High Committee on Corporate Governance, and market practices.

The Board of Directors approved the present report at its meeting of 10 February 2022, after receiving a favourable opinion from the Selection and Remuneration Committee.

3.2.1. Principles governing the composition of the Board of Directors

Rules applicable to the composition of the Board of Directors

Under the Articles of Association, the Board of Directors includes Directors appointed by the General Meeting and Directors nominated by the employees.

The Board has established Rules of Procedure, supplementing the legal and regulatory requirements and the provisions of the Articles of Association. They specify how the Board operates, and reflect the AFEP/MEDEF Corporate Governance Code (which is annexed to the Rules of Procedure).

The Board seeks at all times to operate in a way that ensures good corporate governance.

The composition of the Board and its committees complies with provisions on gender balance and on the presence of independent Directors. It takes into account the significant share of the company's equity capital owned by Bouygues SA and the requirements of the Articles of Association regarding the number of employee representative Directors and employee shareholder representative Directors.

Procedure for selecting Directors

The procedure for selecting future Directors takes account of the preferred diversity profile of the Board and its committees in terms of training, experience, gender balance, independence, etc., and of the needs of the Board.

For each Board vacancy, the Selection and Remuneration Committee works with the Chairman and CEO to assess the profiles of a number of potential members and candidates put forward to it, with a view to achieving a good fit between Board members and coherence in the composition of the Board and its committees.

The committee takes care to ensure that the Board includes a range of competencies, including sector, CSR and financial expertise.

The actual selection process is strictly confidential.

Any proposal to appoint a new member is subject to a collegiate decision by the Board.

Non-employee representative Directors

Non-employee representative Directors are appointed by the General Meeting or co-opted by the Board of Directors. They serve for a three-year term of office, in order to facilitate the phased rotation recommended by the AFEP/MEDEF Corporate Governance Code. They must hold at least 100 TF1 shares throughout their term of office according to the Board of Directors' Rules of Procedure.

Employee representative Directors

By Ordinance No. 2020-1642 of 21 December 2020 (by which the former regime governed by Article 66 of Law No. 86-1067 of 30 September 1986 was repealed), employee representative Directors at TF1 are appointed in line with the provisions of Article L. 225-27-1 of the French Commercial Code and Article 10 of the TF1 Articles of Association.

When only one employee representative Director is to be appointed, this Director is appointed by the trade union that obtained the most votes in the first round of the elections mentioned in Articles L. 2122-1 and L. 2122-4 of the French Labour Code in TF1 and its direct or indirect subsidiaries whose registered office is located in France. When two employee representative Directors are to be appointed, these Directors are appointed by each of the two trade unions having obtained the most votes in the first round of these elections.

Employee representative Directors hold office for two years. Each employee representative Director must hold 10 shares in the company during their term of office (according to the Rules of Procedure of the Board of Directors), and has the same powers and duties as any other Director.

Employee shareholder representative Director

Since the publication of Law 2019-486 of 22 May 2019 on the business growth and transformation action plan (the "Pact" Law), an employee shareholder representative Director is appointed pursuant to Article L.225-23 of the French Commercial Code.

Pursuant to the company's Articles of Association the employee shareholder representative Director is appointed by the General Meeting on proposal from the Supervisory Board of FCPE TF1 Actions (the employee share ownership fund). The Supervisory Board of this FCPE, elects by simple majority, the nominee from the employee representative candidates of the Supervisory Board. The first employee shareholder representative Director was appointed by the General Meeting on 15 April 2021.

The term of office is three years and this Director has the same duties and powers as any other Director.

Age limit

The Articles of Association do not set an age limit for Directors.

Rules of procedure of the Board of Directors and Directors' Code of Conduct

The Board Rules of Procedure describe how the Board and its committees operate, and set out the powers, characteristics and remit of the Board and its committees. Annexes to the Rules of Procedure include the AFEP/MEDEF Corporate Governance Code, currently in the most recently updated version (revised January 2020).

The Board updates the Rules of Procedure regularly to reflect changes in laws and regulations, good corporate governance practice, and changes to the way the Board itself operates.

A separate annex to the Rules of Procedure, the "TF1 Directors' Code of Conduct", specifies the rights and obligations of Directors; this was updated by the Board of Directors at its meeting of 10 February 2021.

At its meeting on 28 April 2021, the Board of Directors updated the Rules of Procedure following a change to Article 10 "Board of Directors" of TF1's Articles of Association by the Combined General Meeting of 15 April 2021 to comply with the regulatory requirement to appoint employee shareholder representative Directors, following the amendment to Article 66 of French Law. No. 86-1067 of 30 September 1986 relative to the freedom of information.

Article 2 (Deliberations and remit of the Board of Directors) of the Internal Procedures, updated by the Board of Directors at its meeting on 10 February 2022, takes into account the new schedule for regular deliberations of the Board, the business plans and the financing policy now presented during the first quarter of each year (at the January meeting) and being no longer during the fourth quarter.

The Rules of Procedure also lay down principles for the annual evaluation of the Board's operating procedures.

The Rules of Procedure and Directors' Code of Conduct are available (in French only) on the TF1 corporate website:

https://www.groupe-tf1.fr/fr/investisseurs/gouvernance

AFEP/MEDEF Corporate Governance Code of Listed Corporations

In 2008, the Board of Directors decided that the company would adhere to the Corporate Governance Code of Listed Corporations published by the AFEP and the MEDEF. That code was updated in January 2020, and is reproduced in an annex to the Rules of Procedure of the TF1 Board of Directors.

An English-language version of the Code can be viewed on the AFEP website at: https://afep.com/wp-content/uploads/2020/01/Afep_Medef-Code-revision-2020-EN-.pdf.

The table below shows TF1's departures from the AFEP/MEDEF Corporate Governance Code, and the reasons for those departures.

Departure from AFEP/MEDEF code	Explanation
Article 11.3: It is recommended that at least one meeting not attended by the executive officers should be organised each year.	The Board is of the opinion that rather than have a meeting attended solely by the independent Directors, it is more appropriate to allow them the opportunity to express their views on the management of the Group from their own distinctive standpoints, in a challenging but supportive manner.

Assessment of Director Independence

Every year, the Board of Directors – having taken advice from the Selection and Remuneration Committee – assesses the position of each Director individually by reference to all of the independence criteria contained in the AFEP/MEDEF Code and also assesses whether a potential conflict of interest exists.

Under Article 9 of the AFEP/MEDEF Corporate Governance Code, a Director is regarded as independent when he or she has no relationship of any kind with the company, its group or its management that may colour their judgment. The Code lists a number of independence criteria, which when applied to TF1 are as follows:

- not being, and not having been within the past five years: (i) an employee or executive officer of TF1; (ii) an employee, executive officer or Director of an entity consolidated by TF1; or (iii) an employee, executive officer or Director of TF1's parent or of an entity consolidated by that parent;
- not being an executive officer of an entity in which (i) TF1 directly or indirectly holds a directorship or (ii) an employee of TF1 is designated as a Director or (iii) an executive officer of TF1 (current, or who has held such office within the past five years) holds a directorship;
- not being a customer, supplier, investment banker, commercial banker or consultant that is (i) material to TF1 or its group or (ii) for which TF1 or its group represents a significant proportion of its business;
- not being related by close family ties to a corporate officer;
- not having been a statutory auditor of TF1 within the past five years;
- not having been a Director of TF1 for more than twelve years (a Director ceases to be independent once he or she has served on the Board for twelve years).

A non-executive officer cannot be regarded as independent if he or she receives variable remuneration in cash or in the form of shares or any remuneration linked to the performance of TF1 or its group.

At 31 December 2021, the Board identified the following Directors as independent Directors based on these criteria: Marie Pic-Pâris Allavena, Laurence Danon Arnaud and Catherine Dussart. Pascaline de Dreuzy, independent Director, resigned from her position with effect from 15 April 2021.

The three independent Directors have no business relationship with TF1. None of the three receives variable remuneration in cash or shares or any remuneration linked to the performance of TF1 or its group.

	Not having been an employee or executive officer of TF1 or the Bouygues group during the past 5 years	AFEP/MEDEF Code independence criteria						
		No cross directorships	No significant business relationship	No close family ties with corporate officer	Not having been TF1's auditor in past 5 years	Not having been a TF1 Director for more than 12 years	Not being a significant shareholder (>10% capital/ voting rights)	Independent Director Qualification
Gilles Pélisson	X	✓	X	✓	✓	X	✓	X
Charlotte Bouygues	X	✓	X	X	✓	✓	X	X
Olivier Bouygues	X	X	X	X	✓	X	X	X
Laurence Danon Arnaud	✓	✓	✓	✓	✓	✓	✓	✓
Catherine Dussart	✓	✓	✓	✓	✓	✓	✓	✓
Pascal Grangé	X	X	X	✓	✓	✓	X	X
Sophie Leveaux	X	✓	✓	✓	✓	✓	✓	X
Marie-Aude Morel	X	✓	✓	✓	✓	✓	✓	X
Marie Pic-Pâris Allavena	✓	✓	✓	✓	✓	✓	✓	✓
Olivier Roussat	X	X	X	✓	✓	✓	X	X
Sabrina Zerbib	X	✓	✓	✓	✓	✓	✓	X

The independence criterion linked to the length of the term of office of a director in excess of twelve years does not apply to any of the independent directors, with the exception of Laurence Danon Arnaud for whom this independence criterion will no longer be fulfilled from July 2022. She has informed the Company that she will resign from her directorship after the General Meeting of 14 April 2022.

The Board of Directors submits to the General Meeting of 14 April 2022, for renewal for a three-year term, the directorships of Gilles Pélisson, Marie Pic-Pâris Allavena and Olivier Roussat (see section 8.2) and the appointment of Orla Noonan as a new Director.

Marie Pic-Pâris Allevena will continue to carry out her role as independent Director as she will continue to fulfil the criteria defined in the AFEP/MEDEF Code.

Subject to shareholders approval, the TF1 Board of Directors would continue to have among its non-employee representative Directors :

- 4 women Directors, which means that the proportion of women Directors would be 50%;
- 3 independent Directors, which means that the proportion of independent Directors would be 37.5%, above the one-third threshold set by the AFEP/MEDEF Code for a "controlled" company (such as TF1).

The proportion of independent Directors on the Board committees is indicated in the description of the composition of each committee.

Diversity policy applied to members of the Board

In accordance with the AFEP/MEDEF Code, the Board periodically reassesses the balance of its membership and of its committees in terms of diversity (gender balance, expertise, experience, etc..), in line with the AFEP/MEDEF Code.

The objectives, procedures and outcomes of the Board's diversity policy are presented below.

Objectives	The Board takes the view that a good balance is achieved by having Directors with diverse profiles, whether in terms of age, length of service, expertise and professional experience relevant to the Group's business activities, and also by having a sufficient number of independent Directors.
Procedures	The Board believes that the expertise and experience of its members, their ability to understand the challenges and risks facing the Group, and their complementarity and commitment, all contribute to the balance of the Board. The Board, acting on recommendations from the Selection and Remuneration Committee, takes account of this diversity objective when proposing new Directors or committee members, and during the annual evaluation of the Board. The Board paid particular attention to the experience and knowledge of the Group's businesses that each Director needs in order to contribute effectively to the work of the Board and its three committees. The presence of employee representative Directors on the Board and its committees also contributes to the diversity policy.
Outcomes	**Age** As of 31 December 2021, the average age of the Directors was 56.7.
	Length of service The average length of service of the Directors as of 31 December 2021 was 7.3 years.
	Expertise The Directors are drawn from a variety of backgrounds. The detailed career CVs in section 3.1 and the table below show the diverse nature of Board members' expertise in fields such as the media industry, entrepreneurship, finance, industry and digital.
	Independent Directors See above.
	International experience Although 10 of the 11 Board members are French nationals, most of them have extensive international professional experience or a bi-national culture.
	Gender balance As of 31 December 2021: • the Board had 4 women Directors, which means that the proportion of women Directors was 50% (without counting employee representative Directors); • each of the three Board committees was chaired by a woman; • eight of the ten committee seats (80%) were held by women.

Policy of non-discrimination and gender balance on executive bodies

The Board regularly obtains assurance that the Executive Officers implement a non-discrimination and diversity policy.

TF1 commitment to diversity and gender balance on TF1 executive bodies has now been recognised by a number of independent third-party organisations. Similarly, TF1 ranks 15th among SBF 120 companies for women representation on executive bodies (up 7 places from 2019) and is the leader in the Media groups category, and in 2021, TF1 group received the Grand Prix Humpact in the Gender Balance category which rewards efforts made in terms of diversity and equal professional treatment. The TF1 group is also the leader in the Media group and ranks 2nd in the overall French company rankings for the most virtuous companies (having gained moved up five places compared with 2020), on Environmental, Social and Governance criteria).

Executive Committee

There were two women on the Executive Committee as of 31 December 2021, i.e., a rate of 22%. TF1 gender balance policy (see "Diversity policy applied to Board members") should over time lead to an improvement in the gender balance on TF1 Executive Committee.

Management Committee

Within TF1 Management Committee, which comprises the 169 senior managers within the Group, 47.3% of the members were women as of 31 December 2021, an increase of 19.3 points relative to 2015.

Looking beyond TF1 executive bodies, TF1 commitment to gender balance is a priority, and is covered by a specific section in TF1 Non-Financial Performance Statement (Chapter 4 of this universal registration document).

Diversity and commitment of the Directors

The following table provides a summary presentation of the personal information and experience of the Directors, as well as their commitment to TF1's corporate governance, as of 31 December 2021.

Martin Bouygues (no longer a Director since 2020) and Olivier Bouygues are brothers, and control SCDM. Charlotte Bouygues is the daughter of Martin Bouygues. The company is not aware of any other family ties between Board members.

	Female/ Male	Age	Expertise	Board committees	First appointed	Current term expires	Years service on Board	2021 Board attendance
Executive Officer								
Gilles PÉLISSON Not independent	♂	64	Audiovisual and Digital, International, Governance, Management, CSR, Finance		2009	2022	13	5/5
Independent Directors								
Laurence DANON ARNAUD Independent	♀	66	International, Governance, Management, Finance	Chair of Audit Committee	2010	2024	11	5/5
Catherine DUSSART Independent	♀	68	Audiovisual and Digital, International, Governance, Management, CSR	Chair of the Ethics, CSR and Patronage Committee, Member of the Selection and Remuneration Committee	2013	2023	9	5/5
Marie PIC-PÂRIS ALLAVENA Independent	♀	61	Audiovisual and Digital, International, Governance, Management, CSR, Finance	Chair of Selection and Remuneration Committee, Member of Audit Committee	2019	2022	3	5/5
Non-Independent Directors								
Charlotte BOUYGUES Permanent representative of SCDM Not independent	♀	30	Audiovisual and Digital, International, Governance, Management		2020	2024	2	4/5
Olivier BOUYGUES Not independent	♂	71	Audiovisual and Digital, International, Governance, Management, Finance		2005	2023	17	5/5
Pascal GRANGÉ Permanent representative of Bouygues Not independent	♂	60	Audiovisual and Digital, International, Governance, Management, Finance	Member of the Audit Committee	2020	2024	2	5/5
Olivier ROUSSAT Not independent	♂	57	Audiovisual and Digital, International, Governance, Management, Finance	Member of the Selection and Remuneration Committee	2009	2022	13	5/5
Employee representative Directors								
Sophie LEVEAUX Not independent	♀	57	Audiovisual and Digital, International, Governance, CSR	Member of the Selection and Remuneration Committee	2014	2022	8	5/5
Sabrina ZERBIB Not independent	♀	42	Audiovisual and Digital, CSR	Member of the Ethics, CSR and Patronage Committee	2020	2022	2	5/5
Employee shareholder representative Directors								
Marie-Aude MOREL Not independent	♀	49	Audiovisual and Digital, CSR	Member of the Ethics, CSR and Patronage Committee	2021	2024	1	4/4

7.3 years
Average length of service of Directors

56.7 years
Average age of Directors

50%(1)
Percentage of women

37.5%(1)
Percentage of independent Directors

(1) Excluding Directors representing employee and employee shareholders

3.2.2. Principles on which corporate governance operates

Governance arrangements

Executive Management

The Board is required by law to elect one of its members as Chairman, to organise and direct the work of the Board and ensure that the company's management bodies function properly.

By law, the Board may choose to delegate responsibility for the executive management of the company to either (i) the Chairman of the Board of Directors or (ii) another natural person, who may or may not be a Director. The Chief Executive Officer is responsible for the executive management of the company.

When deliberating, Board members are aware of the need to ensure that all shareholders are treated equally and that the Board should operate effectively.

Combining the offices of Chairman and Chief Executive Officer

Gilles Pélisson was appointed as Chairman and Chief Executive Officer at the Board Meeting of 17 February 2016, and was confirmed in office when his reappointment as a Director was approved in April 2016 and April 2019.

The Board of Directors took the view that it was preferable not to separate the role of Chairman from that of Chief Executive Officer (given the size of the TF1 group, the nature of its business, and past experience that the proposed governance structure was effective).

The renewal of the appointment of Gilles Pélisson's directorship will be submitted to a vote of the General Meeting on 14 April 2022. It will then be up to the Board of Directors to name its Chair and rule on the separation of the functions of Chair and CEO.

The Board has not appointed a Lead independent Director or Vice Chairman, believing that such appointments are not necessary because:

- TF1 is a controlled company and 37.5% of its Board members qualify as independent, which is above the one-third threshold set by the AFEP/MEDEF Code;
- the way in which the Board and its committees operate allows all Directors complete freedom of judgment and total independence; Board members deal directly with the Chairman and CEO, and have regular access to information about the Group;
- when evaluating the Board, each Director has given a "positive" or "very positive" rating for how both the Board and its committees operate; they have also commented that the information they received was precise, the decision-making process was clear, they were free to speak their minds, and agenda items were fully discussed;
- careful attention is paid to preventing conflict of interests.

Shareholder relations, especially on corporate governance issues (which according to Article 4.4 of the AFEP/MEDEF Code may be entrusted to a Lead independent Director), are handled by the Chair & CEO and the Chief Financial Officer, supported by the Head of Financial Communications. The Board is informed about shareholder expectations as required.

Limits on the powers of the Chairman and Chief Executive Officer

In accordance with the law, the TF1 Articles of Association state that the Chief Executive Officer has the broadest powers to act in the name of the company under all circumstances. He exercises his powers within the limits of the corporate purpose and subject to the powers expressly accorded by law to Shareholders' Meetings and to the Board of Directors.

The measures in place to balance the exercise of executive powers with the powers of the Board of Directors, and to limit the powers of the Chairman & Chief Executive Officer, contribute to good governance within the TF1 group.

A range of governance practices are in place, some of which date back several years:

- the Board Rules of Procedure, which specify rules for how the Board and its committees operate, along with the Directors' Code of Conduct;
- the presence of independent Directors and employee representative Directors on the Board and its committees;
- the existence of three permanent committees to support the work of the Board: the Selection and Remuneration Committee, the Audit Committee, and the Ethics, CSR and Patronage Committee;
- meetings between Directors, without executive and salaried Directors or Bouygues representatives present, at which they can freely discuss any issue;
- four compliance programmes that supplement the Code of Conduct in the fields of anti-corruption, conflicts of interest, securities trading and competition;
- an internal charter incorporating a change to the treatment of such agreements, which is published on the corporate website.

Age limit

The Articles of Association set the age limit for holding office as Chairman of the Board of Directors, Chief Executive Officer or Deputy Chief Executive Officer at sixty-seven years.

Executive Committee

Gilles Pélisson and seven senior executives comprise the Executive Committee (COMEX), the Executive Committee being extended with the attendance of the managing director of Newen group, for which he has direct responsibility. The COMEX reports to Gilles Pélisson and is the senior managerial body in terms of high-level strategic decision-making within the TF1 group.

In this respect, the COMEX implements the overall strategic decisions determined by the Board.

It meets once a week. Key issues discussed include a status report on advertising, financial results, digital developments and economic trajectory, CSR approach; an update by each member on the salient matters within his or her sphere of operations, including their staff; and a look forward to major future events. A written record is kept of all decisions.

As of 31 December 2021, the TF1 COMEX had eight members, and nine when it meets in its extended format.

Alongside the Chairman and Chief Executive Officer, they were :

- Operational:
  - Ara Aprikian: Executive Vice President, Content,
  - François Pellissier: Executive Vice President Business and Sport,
  - Thierry Thuillier: Executive Vice President of News,
  - Bibiane Godfroid: Chair of Newen group;
- Cross-functional:
  - Maylis Çarçabal: Vice President, Communication and Brands;
- Support:
  - Arnaud Bosom: Executive Vice President, Human Resources and CSR,
  - Didier Casas: General Counsel,
  - Philippe Denery: Vice President, Finance and Procurement.

The COMEX members attend Board Meetings to give the Directors insights into market conditions, business performance, new developments and strategy.

From 31 January 2022, Bibiane Godfroid, Chair of the Newen group has been replaced by Romain Bessi.

Succession planning

The Selection and Remuneration Committee reviews succession planning every year, including any unforeseen vacancies.

Rules governing how the Board operates

Powers of the Board of Directors

The powers and remit of the Board of Directors are those specified by law and in the AFEP/MEDEF Code.

The Board's Rules of Procedure state that the Board must promote the creation of long-term value by the company while taking account of the social and environmental issues relating to its activities.

The Board's Rules of Procedure specify which important decisions must be taken by the Board, including:

- the Board of Directors, with the assistance of a special purpose committee if needed, examines and makes decisions on operations of real strategic importance;
- the strategic priorities, business plans and financing policy for each business segment and the Group are presented to the Board for approval;
- the Board must give its prior approval for any transaction regarded as being of major significance for the Group including investments, organic growth, external acquisitions, disposals, or internal restructuring, particularly where the transaction is outside the scope of the company's stated strategy;
- Board approval is required for major financing transactions either via public offer or private placement, as well as for the principal guarantees and major commitments entered into by the Group;
- the Board exercises control over management and oversees the quality of the information supplied to shareholders and to the markets, in particular through the financial statements and in connection with significant corporate actions;
- the Board performs regular reviews of opportunities and risks, including risks of a financial, legal, operational, social or environmental nature, and assesses their impact on the strategy determined by the Board and the measures taken as a consequence, and to that end receives all information necessary to fulfil its remit, notably from senior executives and corporate officers;
- the Board ensures the implementation of a prevention and detection system for corruption and influence peddling. It receives all the necessary information in this respect;
- The Board ensures the implementation by Executive Management of non-discrimination and diversity policies, in particular with respect to gender balance within Executive bodies;
- the Board determines the remuneration of senior executives and corporate officers, subject to powers expressly reserved by law for the General Meeting of shareholders;
- the Board determines, on proposals from Executive Management, the targets in terms of diversity within executive bodies, and defines the diversity policy applicable to executive bodies in the Corporate Governance report, as well as the targets of this policy, the terms and conditions of application and the results obtained during the past year, as well as, where relevant, the reasons these targets were not reached, and the remedial actions taken;
- the Board applies the rules relating to the composition of the Board and of its committees;
- the Board authorises regulated agreements, and monitors the process for determining whether contracts qualify as ordinary agreements contracted on an arm's length basis.

Holding of Board Meetings

The Board of Directors meets as often as the interests of the company require.

Board decisions are only valid if at least half of the Board members are present, and are taken on a majority of the members present or represented. In the event of a tie, the Chairman of the meeting has the casting vote.

All Directors have the same powers and duties. Decisions are taken collectively.

Under the Rules of Procedure, the Board must meet at least once a quarter. In the first quarter, the Board closes off the financial statements for the previous financial year. In the second quarter, it reviews the first-quarter financial statements. In the third quarter, the first-half financial statements are closed off and the strategic priorities are presented to the Board for approval. In the fourth quarter, the Board reviews the third-quarter financial statements and analyses revenue and profit estimates for the current year and subsequent year. From 2022, the business plans and financing policies of the Group and its business segments which had been submitted for Board approval in Q4 will be submitted for approval during Q1.

The TF1 Board of Directors met five times in 2021. It approved all corporate actions – in particular, acquisitions and disposals – likely to materially affect the Group's financial results, balance sheet structure or risk profile. One Board Meeting devoted specifically to the three-year plan, with a focus on the strategic context will now be planned for January of each year.

Each Board Meeting includes an update on corporate actions and events since the previous meeting, and on ongoing key projects likely to be completed before the next meeting. At least once a quarter, the Board is informed by the executive management about the company's financial position, cash position and commitments.

Between Board Meetings, Directors receive all useful information about events or corporate actions that are material to the Group. More generally, they may request from the Chairman at any time all information or documents they regard as useful for fulfilling their remit.

Provision of training and information to Directors

On being appointed to the Board, each Director is given a presentation on the company, its business segments, and the sectors in which it operates. This includes an induction programme in which the incoming Director meets the heads of each of the Group's main divisions. During their term of office, each Director may receive additional training from key executives of TF1 and its subsidiaries. Employee representative Directors also receive specific training.

In general, Directors must be provided in advance with the information necessary for decision-making. During Board discussions, they should make recommendations in full possession of the facts. Decisions are taken collectively.

The Executive Officer communicates in a transparent manner with all Directors, and keeps them informed regularly about the Group's operations and performances.

Directors receive periodic information about the company and the Group, including strategic plans and business plans; information for monitoring the Group's operations and their revenues, the company's financial position, cash position and commitments, any event that has or may have a material effect on the Group's consolidated results, and key events affecting human resources and staffing levels.

Each Director may also obtain further information on their own initiative, the Chairman being available at all times to provide the Board with explanations and information on significant matters.

Since the end of 2017, Directors have had the use of a secure digital platform that enables them to access Board and committee documents and other useful documentation and information (schedule of Meetings – excluding exceptional notices of Meetings, Articles of Association, Board Rules of Procedure, universal registration document, TF1 Corporate Governance Code, etc.).

Rules of Conduct – Conflicts of Interest – Regulated agreements – Assessment of Arm's Length Contracts – Convictions

Directors are bound by the rules of conduct in the AFEP/MEDEF Code and in the Code of Conduct appended to the Rules of Procedure of the Board of Directors. Those documents are available on the TF1 corporate website.

The Code of Conduct deals with the duty to be informed, the duty of regular attendance, the limitation of the numbers of directorships, preventing and managing conflicts of interest, and preventing insider trading. Compliance programmes include rules of conduct on securities trading and the prevention of conflicts of interest.

To the best of TF1's knowledge, in the last five years no member of the Board has been:

- convicted of fraud, or incriminated or publicly sanctioned by any statutory or regulatory authority;
- associated as a senior executive with any bankruptcy, sequestration or liquidation;
- prevented by a court from acting as a member of a Board of Directors, Management Board or Supervisory Board of a publicly listed company or from running such a company.

All Directors are under an obligation to comply with the rules on the prevention of insider trading contained in the Code of Conduct.

Extract from the Directors' Code of Conduct:

" 5. Prevention of conflicts of interest

Directors must ensure that they do not perform an activity that would place them in a conflict of interest with the company. In particular, Directors shall not seek to hold an interest or invest in a company, whether a customer, supplier or competitor of the company, if this interest or investment could influence their actions in their role as a Director.

Directors undertake to inform the Chairman of any conflict of interest, even of a potential nature, between their duties in relation to the company and their private interests and/or other duties, and not to take part in debating or voting on any resolution directly or indirectly affecting them.

Directors may be obliged not to attend Board Meetings during deliberations and not to take part in any voting on a resolution and not to have access to documents and information brought to the attention of the other Directors concerning the subject in question.

The Chairman of the Board of Directors may ask Directors at any time to confirm in writing that they are not subject to any conflict of interest."

Any Director who has a conflict of interest (notably, when regulated agreements are being approved) does not take part in Board discussions on that matter and leaves the meeting when approval is to be decided on.

The company is currently aware of the following potential conflicts of interest:

- Bouygues, a major shareholder, is represented on the Board of Directors by Charlotte Bouygues (permanent representative of SCDM), Olivier Bouygues, Pascal Grangé and Olivier Roussat. Gilles Pélisson is bound by an employment contract with Bouygues;
- Charlotte Bouygues and Olivier Bouygues have family ties. The company is not aware of any other family ties between Board members;
- Charlotte Bouygues, Marie-Aude Morel, Sophie Leveaux and Sabrina Zerbib are bound by employment contracts with the TF1 group;
- other potential conflicts of interest exist because of directorships or positions held by some Directors in other companies. A list of such directorships and positions is provided in section 3.1.3 above.

To the best of the company's knowledge, no potential conflicts of interest currently exist between the duties of Board members to the company and their private interests or other duties.

To the best of the company's knowledge, there are no other service contracts between members of the Board of Directors and TF1 or any of its subsidiaries that provides for the award of any benefits under that contract.

The statutory auditors' special report on regulated agreements (see section 3.3 below) describes the agreements submitted to the Board of Directors for authorisation.

Authorisations of regulated agreements are required under a specific procedure intended to prevent conflicts of interest, with any interested parties excluded from discussions and voting on the matter.

The TF1 group's Internal Charter on Regulated Agreements, adopted at the Board Meeting of 11 December 2019, sets out a methodology for determining whether a contract qualifies as an ordinary agreement contracted on an arm's length basis or as a regulated agreement.

Application of the procedure for unregulated agreements

Any new agreement is assessed on the basis of a list established by the TF1 group of the types of contract which are presumed to be ordinary contracts.

Any new agreement that may be construed as being a regulated agreement is submitted prior to signature to the Legal Affairs Department, who determine whether or not the agreement qualifies as "regulated" by reference to the criteria contained in the Charter. In the case of agreements between TF1 and Bouygues SA, that assessment is carried out by the General Counsel of Bouygues SA.

A reassessment is performed systematically in advance of each amendment, renewal, rollover or termination, to check whether the criteria still apply and the agreement should continue to be classified in the same way.

Evaluation of the Board of Directors

In accordance with the Board's Rules of Procedure and the AFEP/MEDEF Code, the Board of Directors carries out an annual evaluation of how well the Board meets shareholder expectations. This involves a review of the composition, organisation and operation of the Board and its committees.

The evaluation has three key objectives:

- evaluate how the Board and its committees are operating;
- check that important issues are suitably prepared and debated;
- measure the actual contribution of each Director to the Board's work through his or her competence and involvement in discussions.

As in previous years, a detailed questionnaire designed to evaluate the performance of the Board and its committees was distributed to Board and committee members by the Group Head of Legal Affairs and Secretary to the Board. In 2021, the questionnaire was issued in electronic format, guaranteeing the confidentiality and anonymity of the responses provided. Nine out of the ten questionnaires were returned (100% response rate in 2018 and 2019). The responses were compared with those of the two previous years to measure progress.

The evaluation allows each Director to give an opinion on the composition and operation of the Board; the relevance of agenda items; the quality of the discussions; the level of information provided; the assessment of commitments made; the analysis of potential risks; and corporate strategy.

Given the steady progress made on corporate governance issues and the clear satisfaction expressed by the Directors (both during evaluations, and at meetings) on how the Board is operating, the Board has decided to continue with a self-assessment approach rather than retaining a third party.

Principal findings in 2021

In line with previous evaluations, the Directors expressed a high satisfaction rating on the composition and operation of the Board and its committees, the comprehensive, well-documented presentations about the Group's operations, the definition of the Group's strategy, the quality of the information provided, and the commitment of their fellow Directors.

Directors also expressed their appreciation of:

- the quality of information and the commitment of the Board of Directors throughout the COVID-19 crisis;
- the quality and dynamism of exchanges;
- the transparency of information provided as well as the availability of the Chairman and the senior management team;
- the quality of the work carried out in the committees.

Directors noted:

- the representation of all of the different areas of business of the TF1 group on the Board;
- the quality of exchanges, which enabled to shed new light on topics tackled;
- the attentiveness demonstrated during Board meetings.

The quality of preparation of the Committees was also noted.

Progress made

Comments and preferences expressed by Directors in previous years were taken into account.

For example, at each Board meeting, an update of the impact of the crisis on TF1 employees (development of teleworking, support for staff, new IT tools, etc.).

Furthermore, remuneration of Board and Committee members (excluding the Audit Committee) was adjusted, and specific remuneration linked to the role of Committee Chair was introduced.

Areas for improvement

Within the framework of the planned merger between TF1 and M6 ("Newborn"), certain directors requested that Board meetings should cover *"challenges of the TF1 group, the Social dimension (HR)"*, as well as "*the roadmap for 2022 and subsequent years*"; also requested was sharing of *"new strategies and ambitions of the group."*; as well as the work of the Committees to "*support employees in this transition*" and to respond to "*their questions*", as these challenges could warrant the organisation of additional meetings, where appropriate.

Furthermore, an increase in the number of meetings of the Ethics, CSR and Patronage Committee, as well as the number of Board interventions on CSR issues was suggested.

Finally, certain Directors expressed the desire to have items relative to the agenda of the Board of Directors made available on the dedicated platform further ahead of the date of the meetings, to be in a position to actively participate in meetings and deliberations. It was also suggested that the regulatory framework applicable to TF1 be made available on this platform.

Work of the Board of Directors in 2021

The TF1 Board of Directors met five times in 2021. The average attendance rate of Directors was 99%.

Main issues discussed	
Board Meeting of 10 February	
• 2020 business review and outlook for 2021. • Audit Committee report and auditors' opinion on the financial statements. • Closing off the individual and consolidated financial statements for 2020, proposed appropriation of earnings, accounting documents and forecasts. • Selection and Remuneration Committee report. Determination of the variable remuneration of the Chairman and CEO for 2020, and of the remuneration policy for 2021. Proposed reappointment of three Directors and appointment of an employee shareholder representative Director. Changes to the rules of appointment of employee representative Directors. Increase in the amount of compensation of Directors. • Ethics and CSR Committee report. Opinion on the Non-Financial Performance Statement. • Update of the Directors' Code of Conduct, appended to the Board Rules of Procedure, amended in the "Declaration of transactions on company shares", for all related transactions, as well as for the email details for Didier Casas, General Counsel and Ethics Officer of the TF1 group. • Approval of the management report, the report on corporate governance, and the description of the share buyback programme. • Financial delegation of authority to issue bonds and guarantees. • Approval to sell Dujardin and TF1 Games to Jumbodiset. • Calling of the Annual Geneal Meeting and finalisation of the agenda, proposed resolutions and reports to the meeting.	Attendance rate **91%**
Board Meeting of 28 April	
• 2021 first-quarter business review and financial statements, and outlook. • Audit Committee report and auditors' opinion on the financial statements. • Closing off the first-quarter consolidated financial statements and approval of the quarterly Financial Report. • Approval of the acquisition of the Izen group by Newen. • Approval of the summary report on Group strategic decisions. • Update of the Board's Rules of Procedure in line with new regulations governing the obligatory representation of employee shareholder representative Directors.	Attendance rate **100%**
Board Meeting of 17 May	
• Approval of the Newborn project.	Attendance rate **100%**
Board Meeting of 27 July	
• 2021 first-half business review and financial statements, and outlook. • Audit Committee report and auditors' opinion on the financial statements. • Closing off the first-half consolidated financial statements and approval of the half-year Financial Report. Updates to accounting documents and forecasts. • Review of strategic priorities. • Selection and Remuneration Committee. Awarding of Long-Term Bonus for 2021-2022. • Approval of the work of the *ad hoc* committee and the tendering of bids for Rugby World Cup rights. • Approval of the appointment of an independent expect within the framework of the Newborn operation.	Attendance rate **100%**
Board Meeting of 28 October	
• 2021 third-quarter business review and financial statements, and outlook. • Audit Committee report and auditors' opinion on the financial statements. • Closing off the third-quarter consolidated financial statements and approval of the quarterly Financial Report. • Evaluation of the Board of Directors. • Approval of the sale of Play Two shares to Believe. • Review of ongoing regulated agreements. • Approval of the work of the *ad hoc* committee and the tendering of bids for football tournament rights.	Attendance rate **100%**

In 2021, the attendance rate of individual Directors at Board and Committee meetings was as follows:

Attendance in person	Board of Directors		Audit Committee		Selection and Remuneration Committee		Ethics, CSR and Patronage Committee	
Gilles Pélisson	5/5	100%						
Charlotte Bouygues	4/5	80%						
Olivier Bouygues	5/5	100%						
Laurence Danon Arnaud	5/5	100%	4/4	100%				
Pascaline de Dreuzy	1/1	100%	1/1	100%	1/1	100%		
Catherine Dussart	5/5	100%			2/2	100%	2/2	100%
Pascal Grangé	5/5	100%	4/4	100%				
Sophie Leveaux	5/5	100%			2/2	100%		
Marie-Aude Morel	4/4	100%					1/1	100%
Marie Pic-Pâris Allavena	5/5	100%	3/3	100%	1/1	100%	1/1	100%
Olivier Roussat	5/5	100%			2/2	100%		
Sabrina Zerbib	5/5	100%					2/2	100%

Committee of Independent Directors

The independent non-employee representative Directors hold separate meetings at least once a year so that they can freely discuss any issue; this gives them the opportunity to express their views from their own distinctive standpoint, in a critical but supportive manner. During 2021, owing to restrictions stemming from the health crisis, the three independent Directors held one such meeting after the Board of Directors meeting on 27 July 2021.

Board Committees

The Board of Directors may create one or more specialist committees, which function under its responsibility. The remit of those committees is described in annexes to the Rules of Procedure. The committees assist the Board in its work. They are composed exclusively of Directors, with a majority of independent and employee representative Directors (excluding the Audit Committee owing to the specific expertise required).

The three Board committees – each chaired by an independent Director – are the Audit Committee; the Selection and Remuneration Committee; and the Ethics, CSR and Patronage Committee. Each committee issues proposals, recommendations and opinions, and reports to the Board of Directors.

The Board of Directors may set up one or more special-purpose committees, specifically tasked with examining acquisition or development proposals.

Audit Committee

Composition and attendance

In accordance with the AFEP/MEDEF Code, two-thirds of the committee members are independent; in addition, committee members are chosen for their financial and/or accounting expertise.

The committee's members are:

- Laurence Danon Arnaud, Chair, Independent Director, who will be succeeded by Marie Pic-Pâris Allavena, Independent Director at the end of the General Meeting on 14 April 2022;
- Marie Pic-Pâris Allavena, independent Director, who succeed Pascaline de Dreuzy, present up to the 8 February 2021 meeting, and who will be succeeded by Orla Noonan, independent Director at the end of the General Meeting of 14 April 2022 (conditional on approval of the resolution to appoint her as Director);
- Pascal Grangé, Deputy CEO and Chief Finance Officer of the Bouygues group.

The professional track record of the two independent Directors reflects their extensive experience in corporate governance and in economics and finance: their career CVs are provided in section 3.1.3 of this Universal Registration Document.

The Audit Committee met four times in 2021 and once during the first two months of 2022, with an attendance rate of 100% among its members.

Remit

The remit of the Audit Committee is to oversee matters related to the preparation and control of accounting, financial and non-financial information, internal control and risk management systems, and matters related to the statutory auditors. In particular, the committee:

- oversees the process for preparing financial information, and to this end:
  - reviews the parent company and consolidated financial statements before they are presented to the Board,
  - obtains assurance that the accounting policies used in drawing up those financial statements are relevant and consistent,
  - reviews any changes that have a material impact on the financial statements,
  - reviews the principal optional treatments applied at the accounting close, key estimates and judgments, and the main changes in the scope of consolidation,
  - makes any recommendations necessary to safeguard the integrity of financial information;
- oversees the effectiveness of internal control and risk management systems, and of Internal Audit where necessary, as regards procedures for preparing and processing accounting, financial and non-financial information, without undermining its independence, and to this end:
  - reviews internal control procedures relating to the preparation of the financial statements, in conjunction with internal departments and qualified advisors, and also reviews the key accounting, financial, social and environmental risks faced by the company, any changes in those risks, and the arrangements put in place to manage them,
  - performs an annual review of the key risks faced by the company, including social and environmental risks, any changes in those risks, and the arrangements put in place to manage them,
  - reviews key information system risks,
  - performs an annual review of the company's internal control self-assessment;
- oversees matters related to the statutory auditors, and to this end:
  - organises the selection procedure as specified in the relevant laws and regulations with a view to the appointment of the statutory auditors by the Annual General Meeting,
  - makes recommendations to the Board of Directors on the statutory auditors proposed for appointment or reappointment at Annual General Meetings and oversees the execution by the statutory auditors of their engagement,
  - obtains assurance that the statutory auditors are in compliance with the independence criteria specified in the applicable laws and regulations; and to this end, examines the allocation of fees paid by the company itself and by Group companies between each statutory auditor (including members of their networks), including fees paid for services other than the statutory audit of the financial statements,
  - approves the provision of any services other than statutory audit that may be provided by the statutory auditors or by members of their networks, having first analysed the risks posed to the independence of the statutory auditors and the protective measures applied by them,
  - reports to the Board of Directors on the outcomes of the statutory audit engagement, the way in which that engagement contributed to the integrity of financial information, and the role played by the committee in that process;
- reports on its work to the Board of Directors on a regular basis and makes recommendations to the Board of Directors on the matters listed above, both periodically at accounting closes and whenever warranted by a specific event;
- informs the Board of Directors without delay of any difficulties that may be encountered.

In carrying out its duties, the committee has access to all accounting and financial documents that it deems useful. The following are invited to each meeting at which the financial statements are examined: the Executive Vice President, Finance and Procurement; the Director of Reporting, Accounting, Tax, Treasury and Financing; and the statutory auditors. The statutory auditors provide the committee with a memorandum pointing out key aspects of the scope of consolidation, the audit findings, and the elective accounting treatments applied. The Executive Vice President, Finance and Procurement also submits a memorandum describing risk exposure and the company's major off-balance-sheet commitments. The main recommendations of the statutory auditors give rise to an action plan and a monitoring procedure.

The committee reports on its work at the next meeting of the Board of Directors, and informs the Board without delay of any difficulties encountered. The deliberations of the Audit Committee, and the information communicated to the committee, are highly confidential and may not be divulged outside the Board of Directors.

Work of the Audit Committee in 2021

During the four meetings held in the year, the committee reviewed the quarterly, half-year or annual financial statements, plus cash management reports and the conclusions of the Internal Audit and Internal Control Departments before they are submitted to the Board. The committee obtained assurance that issues relating to the preparation and audit of accounting and financial information were being followed up.

The Audit Committee also monitored significant corporate actions during the year and progress on the audit plan, analysed the year-on-year change in the share price, and reviewed key litigation and claims, financial and legal risks, major risk mapping, and insurance coverage and cybersecurity.

Selection and Remuneration Committee

Composition and attendance

In accordance with the AFEP/MEDEF Code, the Selection and Remuneration Committee consists of three or four Directors, one of whom must be an employee representative Director and a majority of whom must be independent Directors. The Committee is chaired by an independent Director.

The committee's members are:

- Marie Pic-Pâris Allavena, independent Director, who succeed Pascaline de Dreuzy, present up to the 8 February 2021 meeting, and who will be succeeded by Orla Noonan, independent Director at the end of the General Meeting of 14 April 2022 (conditional on approval of the resolution to appoint her as Director);
- Catherine Dussart, independent Director;
- Sophie Leveaux, Employee representative Director;
- Olivier Roussat.

Their career CVs are provided in section 3.1.3 of this Universal Registration Document.

The committee met twice in 2021 and once during the first two months of 2022, with an attendance rate of 100% among its members.

Remit

The Selection and Remuneration Committee is governed by Rules of Procedure that specify its remit and are regularly amended by the Board of Directors.

The committee's remit includes:

- Remit relating to the composition, organisation and operation of the Board of Directors:
  - periodically reviewing issues related to the composition of the Board, and making proposals to the Board on the appointment or reappointment of Directors, taking account of the principle of achieving a balance on the Board in terms of independent Directors, gender, international experience, expertise, etc.;
  - organising a procedure for selecting future Directors, and carrying out its own research on potential candidates before making any approach to them;
  - examining regularly, and each time the term of office of Executive Officers is up for renewal, (i) what governance arrangements to adopt (in particular, whether to combine or separate the functions of Chairman and Chief Executive Officer) and making recommendations on this, and (ii) changes in the Group's executive bodies, in particular by liaising with the Chairman to prepare succession plans for Executive Officers, especially in the event of an unforeseen vacancy;
  - assessing, on a case by case basis, the situation of each Director or candidate for a directorship with respect to the independence criteria, and recommending proposals to the Board;
  - anticipating and examining any issues relating to conflicts of interest;
  - reviewing proposals to set up Board committees, and suggesting lists of their remits and members;
  - reviewing the draft report on corporate governance, and informing the Board of any observations about that report;
  - preparing the evaluation of the Board and of its specialised committees as specified in Article 6 of the Rules of Procedure of the Board of Directors, presenting the Board with a summary report on that evaluation, and making recommendations to improve the composition, organisation and operation of the Board and its specialised committees;
  - examining the gender balance policy for executive bodies proposed by senior management, the objectives of that policy, how the policy is implemented, and the outcomes achieved in the last financial year, and making any relevant observations to the Board.
- Remit relating to remuneration:
  - reviewing and submitting proposals to the Board on the remuneration policy for corporate officers, with a view to submission of that policy to the Annual General Meeting for approval;
  - reviewing and submitting proposals to the Board of Directors on all components of the remuneration and benefits due or likely to be due to the Executive Officers, and in particular:
    - for variable remuneration components:
      - proposing definitions for how the variable component objectives are to be determined;
      - checking each year that the rules for setting the variable portion have been correctly applied, and are consistent with the assessment of their performance and with the company's medium- and long-term strategy;
    - for long-term remuneration components:
      - proposing and setting the terms of long-term remuneration plans;
      - examining stock option and share ownership plans, and making proposals for awarding such plans to Executive Officers;
      - making proposals on and monitoring compliance with rules specific to Executive Officers (minimum holding of registered shares and prohibition on use of hedging);
  - issuing a recommendation on the overall amount of Directors' remuneration, and the arrangements for allocating that remuneration between the Directors;
  - submitting proposals on remuneration and incentive arrangements for senior executives of the company and the Group other than Executive Officers;
  - proposing a general policy on the granting of stock options, the allotment of shares free of charge or the awarding of performance shares, and determining the frequency thereof for each category of beneficiary;
  - presenting annually the drafts of the reports on the remuneration of corporate officers, on the remuneration policy applicable to Executive Officers, and on stock options or performance shares.

The committee may conduct or commission analyses or surveys in furtherance of its remit, and may call upon assistance from independent experts.

The committee reports regularly to the Board of Directors on how it is fulfilling its remit and makes any recommendations to the Board on the matters described above, both periodically at the Board Meeting held to close off the financial statements and whenever circumstances require, and informs the Board without delay of any difficulty encountered.

Work of the Selection and Remuneration Committee in 2021

Director independence is discussed by the committee and reviewed by the Board of Directors, in particular prior to publication of the annual report. The committee gave an opinion on the composition of the Board of Directors and recommended asking the Combined General Meeting of 15 April 2021 to approve the renewal of the terms of office of Laurence Danon Arnaud to ratify the co-opting of Bouygues and SCDM, as well as the designation of Marie-Aude Morel as employee shareholder representative Director.

The committee also recommended the Board:

- appoint Marie-Aude Morel to the Ethics, CSR and Patronage Committee, for the duration of her directorship;
- nominate the Chairs and members of the Board Committees as follows, with these appointments taking effect from 15 April 2021:
  - Audit Committee: Laurence Danon-Arnaud, Chair, with Marie Pic Pâris Allavena and Pascal Grangé as committee members,
  - Selection and Remuneration Committee: Marie Pic-Pâris Allavena, Chair, with Catherine Dussart, Sophie Leveaux and Olivier Roussat as committee members.
  - Ethics, CSR & Patronage Committee: Catherine Dussart, Chair, with Marie-Aude Morel and Sabrina Zerbib as committee members.

The committee expressed its opinion to the Board on the determination of the components of remuneration and benefits paid in 2020 or awarded with respect of 2020 to the Chairman and CEO, the remuneration policy applicable to the Chairman & CEO and to the Directors for 2021. It reviewed the conditions for the granting of an exceptional bonus to the Chairman and CEO for management of the COVID-19 health crisis. It signed off on the attainment levels for the performance conditions stipulated for the 2018 and 2019 performance share and stock option plans as well as the implementation of retention and performance-related incentives with the TF1 group.

The committee, at its meeting of 8 February 2021, examined the renewal of the TF1 group Long-Term Investment plans, including Newen and Unify. At its 6 July 2021 meeting, the committee noted that the 2021-2023 Long-Term Bonus was not awarded and forfeited and approved the granting of a new 2021-2022 Long-Term Bonus in line with the terms and conditions presented to the committee.

Ethics, CSR and Patronage Committee

Composition and attendance

The Ethics, CSR and Patronage Committee has at least two members and is chaired by an independent Director.

The committee's members are:

- Catherine Dussart, Chair, independent Director;
- Marie-Aude Morel, employee shareholder representative Director, who succeeds Marie Pic-Pâris Allavena (present up to the end of the 2 February 2021 meeting);
- Sabrina Zerbib, employee representative Director who is to be succeeded by Farida Fekih, employee representative Director.

Their career CVs are provided in section 3.1.3 of this Universal Registration Document.

The committee met twice in 2021 and once during the first two months of 2022, with an attendance rate of 100% among its members.

Remit

The Ethics, CSR and Patronage Committee is governed by Rules of Procedure that specify its remit and are regularly amended by the Board of Directors.

The committee's remit is:

- Ethics:
  - to help define rules of conduct or guiding principles to inspire the behaviour of executives and other employees,
  - to propose or offer an opinion on ways to promote exemplary ethical conduct,
  - to monitor compliance with those values and rules of conduct,
  - to give an opinion on the system put in place to prevent and detect corruption and influence peddling;
- CSR:
  - to examine at least once a year issue the Group is facing in terms of responsibility to the environment, employees, and society,
  - to give an opinion to the Board on the non-financial performance statement required pursuant to Article L. 22-10-36 of the Commercial Code;
- Patronage:
  - to set rules or make recommendations for TF1 to follow,
  - to give an opinion to the Chairman of the Board on patronage initiatives proposed by TF1 when they represent a significant financial commitment,
  - to ensures that its recommendations are implemented and its initiatives properly carried out.

In fulfilling its remit, the committee can meet with the Chairman of the Board of Directors or any person designated by him.

Work of the Ethics, CSR and Patronage Committee in 2021

The committee expressed a favourable opinion on the involvment of TF1 group management and on compliance measures and the implementation in 2020 of new regulatory requirements affecting ethics and compliance matters within the TF1 group. These included work done to ensure compliance with French "Sapin 2" law and data protection requirements. In CSR, the committee gave a favourable opinion on initiatives taken by the Group in areas such as ecological transition, gender balance, inclusion, solidarity and transparency of non-financial reporting. The committee recommended that the Board approve the Non-Financial Performance Statement. It signed off the draft 2021 Action Plan.

Other information

Other information is published in section 7 of this Universal Registration Document, including:

- factors liable to have an impact in the event of a public offer (section 7.5.8);
- a table summarising current authorisations granted to the Board of Directors to proceed with capital increases (section 7.4.5);
- transactions in TF1 shares declared by corporate officers in 2021 (section 7.4.4);
- agreements entered into by corporate officers or shareholders with subsidiaries or sub-subsidiaries (section 7.5.9);
- specific rules on the participation of shareholders in General Meetings (section 7.5.4);
- specific arrangements for the participation of shareholders in the Annual General Meeting, or provisions in the Articles of Association that specify such arrangements (section 7.5.4).

3.3. STATUTORY AUDITORS' SPECIAL REPORT ON RELATED-PARTY AGREEMENTS

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.

This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Annual General Meeting held to approve the financial statements for the year ended 31 December 2021

To the Annual General Meeting of TF1,

In our capacity as statutory auditors of your Company, we hereby present to you our report on related party agreements.

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. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code, to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code *(Code de commerce)* of the continuation of the implementation, during the year ended 31 December 2020, of the agreements previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

Agreements submitted for approval to the Annual General Meeting

In accordance with Article L. 225-40 of the French Commercial Code (*Code de commerce*), we have been notified of the following related party agreements made during the financial year ended 31 December 2021 which received prior authorization from your Board of Directors.

1) Shared services agreement with Bouygues, shareholder in your company

Nature, purpose and conditions

At its meeting on 28 October 2021, your Board of Directors authorized the renewal, for a period of one year as from 1 January 2022, of the shared services agreements concluded with Bouygues on 23 February 2016. Under this agreement, Bouygues provides the various companies in its group with specialist services in different fields, such as finance, law, human resources, insurance, sustainable development, patronage, new technologies and advisory services.

Reasons justifying why the Company benefits from this agreeement

Your Board gave the following reasons: the purpose of this shared services agreement, a common arrangement in groups of companies, is to enable your Company to benefit from specialist and management services that Bouygues provides to the various companies in its group in a number of fields.

Financial terms of the agreement

The principle of this agreement is based on rules of allocation and invoicing of the shared service costs including specific services and payment of residual shared costs limited to a percentage of revenue.

Persons concerned

Mr Olivier Bouygues and Mr Olivier Roussat (members of the Board of Directors), Mr Pascal Grangé (permanent representative of Bouygues on the Board of Directors).

2) Use of aircraft owned by Airby

Nature, purpose and conditions

Your Board of Directors authorized the agreement offering your Company, for a period of one year as from 1 January 2022, the possibility of using the services of Airby, operator of a Global 6000 aircraft and other leased aircraft.

Reasons justifying why the Company benefits from this agreement

Your Board gave the following reasons: this agreement covers the provision and use of aircraft (leased or owned by the Bouygues group) including all costs related to associated flight services.

Financial terms of the agreement

Under this agreement, the use of the Global 6000 is invoiced based on a single flat-rate tariff which remains unchanged at €7,000 excluding taxes per flight hour. The provision by Airby of a leased aircraft is still invoiced at the market lease rate, plus €1,000 excluding taxes for chartering services.

The renewal of this agreement for the year 2022 had no financial impact on financial year 2021.

Persons concerned

The company Bouygues (shareholder of your Company , indirect owner of Airby jointly with SCDM): Mr Olivier Bouygues and Mr Olivier Roussat (members of the Board of Directors), Mr Pascal Grangé (permanent representative of Bouygues on the Board of Directors), SCDM and Ms Charlotte Bouygues (permanent representative of SCDM on the Board of Directors).

Agreements previously approved by the Annual General Meeting

Agreements approved in prior years

A) Agreements approved in prior years whose implementation continued during the *year ended 31 December 2021*

In accordance with Article R. 225-30 of the French Commercial Code (Code de commerce), we have been notified that the implementation of the following agreement, which was approved by the Annual General Meeting in prior years, continued during the year ended 31 December 2021.

Shared services agreement with Bouygues, shareholder in your company

Nature, purpose and conditions

The Annual General Meeting of 15 April 2021 approved the renewal, for a period of one year as from 1 January 2021, of the shared services agreement concluded with Bouygues on 23 February 2016, according to which the latter provides the various companies in its group with specialist services in different fields, such as finance, law, human resources, insurance, sustainable development, patronage, new technologies and advisory services.

Financial terms of the agreement

In respect of financial year 2021, the amount invoiced by Bouygues was €3,504,293.36 excluding taxes, of which €3,527,114.57 excluding taxes related to financial year 2021 and €22,821.21 excluding taxes corresponded to a regularization concerning financial year 2020.

Authorized by the Board of Directors on 15 December 2020.

Persons concerned

Mr Martin Bouygues, Mr Olivier Bouygues and Mr Olivier Roussat (members of the Board of Directors), and Mr Philippe Marien (permanent representative of Bouygues on the Board of Directors).

B) Agreements approved in prior years which were not implemented during the *year ended 31 December 2021*

In addition, we have been notified that the following agreement, which was approved by the Annual General Meeting in prior years, was not implemented during the year ended 31 December 2020.

Use of aircraft owned by Airby

Your Annual General Meeting of 15 April 2021 approved the agreement offering your Company, for a period of one year as from 1 January 2020, the possibility of using the services of of Airby, SNC, operator of a Global 6000 aircraft and other leased aircraft.

In respect of the year 2021, your Company did not use the aircraft and no amount was invoiced by Airby.

Authorized by the Board of Directors on 15 December 2020.

Persons concerned

The company Bouygues (shareholder of your Company, indirect owner of Airby jointly with SCDM): Mr Martin Bouygues, Mr Olivier Bouygues and Mr Olivier Roussat (members of the Board of Directors), and Mr Philippe Marien (permanent representative of Bouygues on the Board of Directors).

Paris La Défense, 14 February 2022

The Statutory Auditors

French original signed by:

MAZARS	ERNST & YOUNG Audit
Gilles Rainaut	Nicolas Pfeuty

3.4. DISCLOSURES ON REMUNERATION OF CORPORATE OFFICERS IN RESPECT OF 2021

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 Corporate Governance Code as revised in January 2020, application of which is overseen by the High Committee on Corporate Governance;
- the AMF (French financial markets authority) Recommendation of 22 December 2008, updated on 2 December 2021 as part of its annual report on corporate governance and the remuneration of Corporate Officers for listed companies.

3.4.1. 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.
- 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 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, after consulting the Selection and Remuneration Committee, which takes into account AFEP/MEDEF recommendations on the remuneration of executive officers of listed companies.

The Board of Directors ensures that the Executive Officer's remuneration is consistent with the Company's performance, such that it is consistent with corporate interests and the medium/long-term business strategy.

The Board considers three factors in order to determine remuneration. These criteria serve to maintain a link between the TF1 group's performance and Executive Officer 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 2021, 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. A predetermined number of hours of tax advisory services is also allocated as well as employer funding of part of the contributions to a supplementary pension scheme.

Those benefits have been valued at €10,467 for the Executive Officer (Gilles Pélisson).

Variable remuneration

General policy on variable remuneration

The Board of Directors determines the criteria governing variable remuneration, in line with the AFEP/MEDEF recommendations. In consultation with the Selection and Remuneration Committee, it ensures that the variable remuneration of the Executive Officer 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

A target is defined for each criterion.

Those objectives are precisely defined, referring to the Company's three-year business plan. They are not disclosed for confidentiality reasons.

When the objective is attained, a bonus corresponding to a percentage of the fixed remuneration is granted. If all six objectives are reached, the total of the six bonuses is equal to the 170% cap applicable to the variable remuneration of the Executive Officer.

Variable remuneration for 2021 is determined through the calculation of three "limits" which were previously defined for each of the corresponding criteria. The result of each bonus is adjusted on a straight-line basis (see weighting applied to each criterion using the three limits below). As a result, if just one objective is not attained, it is impossible to award the maximum variable remuneration (170%).

No deferred annual variable remuneration is awarded to the Executive Officer.

The six 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 their performance must be measured by more than just financial results.

The Executive Officer's gross variable remuneration for 2021 is based on the performances of the TF1 group, measured by reference to significant economic indicators that are stable and relevant over the long term:

- measurable financial criteria, which refer exclusively to the TF1 group's three-year business plan, thereby factoring in the Group's financial and operational performance and compliance with budgetary commitments:
  - Criterion P1: variance relative to the 2021 business plan of free cash flow[1] generated by TF1 during the year;
  - Criterion P2: variance relative to the 2021 business plan of TF1 group current operating net cash position/net financial debt achieved during the year,
  - Criterion P3: variance relative to the 2021 business plan of the TF1 group current operating margin generated during the year;
  - Criterion P4: variance relative to the 2021 business plan of the TF1 group consolidated net[2] profit generated during the year;
  - Criterion P5: variance relative to the 2021 business plan of the Unify division current operating margin generated during the year;
- a non-financial criterion, enabling an assessment of the Group's performance in addition to financial results:
  - Criterion P6 (weighted 40%): this criterion comprises three qualitative sub-criteria:
    - Compliance (involvement in the development of compliance programmes and the implementation of the AFA report), weighted 10%;
    - Social and environmental responsibility (comprising a health and safety criterion, a gender balance criterion, and an environmental criterion in line with the Group's CO_2 emissions reduction target of 30% by 2030[3]): weighted 15%;
    - Managerial performance (working practices, involvement in cross-functional Group-wide projects, etc.) weighted 15%.

Since 2014, a Corporate Social Responsibility criterion has been included in the qualitative criteria. The Board of Directors also decided, having consulted the Selection and Remuneration Committee, to set an objective for reducing CO_2 emissions from 2021 onwards, in line with the Group's climate strategy unveiled in December 2020.

The method used to determine annual variable remuneration – based on "low", "middle" and "high" limits – is summarised as follows:

Method used to determine variable remuneration

	Objective	Theoretical annual variable remuneration if low limit objective met (% of FR)	Theoretical annual variable remuneration if middle limit objective met (% of FR)	Theoretical annual variable remuneration if high limit objective met (% of FR)	Annual variable remuneration awarded based on 2020 performance (% of FR)
P1	Variance vs. plan: TF1 free cash flow	10% to 20%	20%	20% to 30%	30%
P2	Variance vs plan, TF1 net cash position/net debt	10% to 20%	20%	20% to 25%	25%
P3	Variance vs plan: TF1 group current operating margin	15% to 30%	30%	30% to 35%	35%
P4	Variance vs plan: TF1 consolidated net profit (excluding exceptional items)	10% to 20%	20%	20% to 25%	25%
P5	P3 Variance vs plan: Unify division current operating margin	7.5% to 15%	15%	15%	0%
P6	Qualitative objectives (including CSR)	For this bonus, the Board of Directors assesses the attainment of the indicator, without exceeding the 40% cap of fixed remuneration (FR)			37.5%
		Total = from 52.5% of FR to 145% of FR (including full attainment of P6)	Total = from 105% of FR to 145% of FR (including full attainment of P6)	Total = from 105% of FR to 170% of FR (including full attainment of P6)	Total = 152.5% of FR
Cap			170%		

FR: fixed remuneration

(1) Free cash flow before changes in operating 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.

(3) For more information, please refer to our climate strategy press release: https://groupe-tf1.fr/sites/default/files/communiques/tf1_group_climate_strategy.pdf

Overall cap

The overall cap for variable remuneration is 170% of fixed remuneration.

The variable remuneration awarded to Gilles Pélisson (Executive Officer since 19 February 2016) for 2021 was €1,403,000 or 152.5% of his fixed remuneration.

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

- 2019: 121% of his fixed remuneration;
- 2020: 95% of his 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 2021 financial year is subject to approval by the Annual General Meeting called in 2022 to approve the 2021 financial statements. It is to be paid upon approval of the payment by the General Meeting.

There is no further deferral period.

Long-term remuneration

Because the Executive Officer (Gilles Pélisson) holds an employment contract with Bouygues SA, he may be awarded long-term remuneration in the form of a deferred and conditional allocation of Bouygues shares, the three main components of which, in terms of performance conditions, are: Bouygues ROCE, Bouygues and TF1 TSR (Total Share Return), and CSR conditions (climate and gender balance).

In respect of the 2021 financial year, Gilles Pélisson was awarded 20,000 Bouygues performance shares, which remain conditional upon achievement of the abovementioned performance criteria in 2023.

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, in accordance with Article L. 22-10-8 of the French Commercial Code.

Executive Officer, Gilles Pélisson, was not awarded any exceptional remuneration in respect of the 2021 financial year.

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 remuneration of Non-Executive Corporate Officers).

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 the 2021 financial year, Gilles Pélisson received stock options giving entitlement to subscribe for new Bouygues shares; those options were awarded on 2 June 2021 following a decision taken by the Bouygues Board of Directors on 17 February 2021[(1)].

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 bargaining agreement applied by the company in question.

Corporate officers are not paid any non-competition indemnity when they leave office.

Combined General Meeting of 15 April 2021 – *Say on pay*

The General Meeting expressed a favourable opinion on the remuneration package awarded to Gilles Pélisson in respect of the 2020 financial year (5th resolution, passed with 72.48% of votes in favour).

The General Meeting of 15 April 2021 approved the remuneration policy for the Chairman & Chief Executive Officer, Gilles Pélisson (7th resolution, passed with 89.56% of votes in favour).

Summary of the remuneration of the Executive Officer (Gilles Pélisson) in respect of the 2021 financial year

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

Summary of remuneration, options and shares awarded to the Executive Officer

Pélisson Gilles – Chairman and CEO since 19 February 2016 *(in €)*	2021	2020
Remuneration payable for the financial year	2,323,000	2,048,720
Value of stock options awarded during the financial year (see below)	121,909	240,744
TOTAL	**2,444,909**	**2,289,464**
Change	+7%	+6%

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

Remuneration of the Executive Officer

Pélisson Gilles – Chairman and CEO since 19 February 2016 *(in €)*	2021		2020	
	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	1,403,000	874,000	874,000	1,113,200
Change	-	-	-	-
% variable/fixed(1)	152.5%	-	95%	-
Cap	170%	-	100%	-
Other remuneration(2)	-	230,000	230,000	-
Remuneration for serving as a director (formerly directors' fees)	20,384	18,500	18,500	18,500
Benefits in kind	10,467	6,220	6,220	6,220
TOTAL	**2,353,851**	**2,048,720**	**2,048,720**	**2,057,920**

(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 in respect of 2020.

For 2021, Gilles Pélisson's remuneration amounted to €2,353,851.

The variable remuneration of Gilles Pélisson amounted to €1,403,000 for 2021. The quantitive and qualitative criteria were partially reached. Its payment is conditional on approval of the fifth resolution submitted to the Combined General Meeting of 14 April 2022 (ex post approval of elements of remuneration and benefits paid or granted to Gilles Pélisson in respect of 2021).

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 significant improvement in the Group's results after 2020 which was hard hit by the economic impacts of the pandemic. As a result, the group exceeded the levels reached in 2019, both in terms of revenue and profitability. Furthermore, the Group continued to enhance the profitability of its core business and diversify its revenue streams, thanks to complementary activities (development of the MYTF offerings, distribution revenues linked to agreements renewed in 2021 with telecom operator partners Play Two/Believe). The Group also stepped up development of production, notably outside France as illustrated by the studio acquisitions of iZen in Spain and Flare Film in Germany, which contributed to growth in the book of orders year-on-year. Lastly, the Group implemented pooling of digital and television activities within a single sector, to promote the development of editorial and commercial synergies.

  In line with the principles set for the remuneration of the Executive Officer, the Board also took account of the five measurable targets set in respect of the budget for the 2021 financial year.

  Lastly, the Board also examined trends in the TF1 share price in 2021. Despite the share price gains chalked up during the year of the health crisis, the stock market performance of companies in the European media sector continued to be dictated by the challenge represented by shifts in video consumption and the development of pure player competition. Against this backdrop, the TF1 share price was up 32.4%, whereas the increase in the share prices of the Group's main French and European peers ranged from between 2% and 29%;
- 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 Chief Executive Officer of TF1 was entitled to an annuity under this scheme.

In accordance with French Law No. 2019-486 of 22 May 2019 (the Pacte law) and French 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 Chief Executive Officer of TF1 cannot accumulate any further rights under this pension scheme from 1 January 2020 onwards.

In application of Article 5 of Order No. 2019-697 of 3 July 2019, Bouygues plans to transfer the contingent rights under this scheme, governed by Article L. 137-11 of the French Social Security Code to a vested-rights scheme governed by Article L. 137-11-2 of the French 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 French 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 is 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 social security ceiling (cap of €329 088 in 2021).
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 2021 were:
   - Financial year 2021: Objective = that the average of the TF1 group's consolidated net profit figures for the 2021 financial year and for the 2020 and 2019 financial years ("Average CNP") is no more than 10% below the average of the consolidated net profit figures specified in the 2021 plan and in the plans for the 2020 and 2019 financial years.
   - The 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 target (TF1 & Bouygues):
   - If average CNP is equal to the Objective or is greater than the Objective: annual pension rights = 0.46% of the reference salary by objective;
   - 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 target are adjusted on a straight-line basis from 0 to 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 2021).

   Because the criteria were partially met for 2021, the rights awarded were 0.65% of the reference salary.

Supplementary share-based pension

In addition to, and on the basis of vesting principles identical to those of the supplementary pension governed by Article L. 137-11-2 of the French Social Security Code, a supplementary share-based pension scheme is envisaged, based on a pension entitlement greater than eight times the annual social security ceiling and capped at fourteen times the annual social security ceiling.

This scheme applies to the beneficiary of the vested-rights governed by Article L.137-11-2 of the French Social Security Code, providing it has reached the cap set by the Board of Directors of Bouygues (eight times the annual social security ceiling) for defined benefit pension plans in force within the Group.

Because the criteria were partially met for 2021, the rights awarded were 0.65% of the reference salary.

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 2021 report on corporate governance and executive remuneration issued by the AMF on 2 December 2021, the executive pay ratios presented below are based on an expanded scope including not only TF1 SA, but also the historical scope of the Group until 2020, and, for 2021, digital activities in addition to the scope of Newen, representing 99.2% of the Group's headcount in France.

A) Pay ratio between the remuneration of the Executive Officer and average/median employee remuneration for the historical scope of TF1

Executive Officer	2017 Gilles Pélisson	2018 Gilles Pélisson	2019 Gilles Pélisson	2020 Gilles Pélisson	2021 Gilles Pélisson
Ratio to average remuneration paid to employees	20	32	32	28	28
Ratio to median remuneration paid to employees	24	39	40	35	34

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 2017/2016	Change 2018/2017	Change 2019/2018	Change 2020/2019	Change 2021/2020
Annual remuneration paid to the Executive Officer	+45.5%	+72.6%	+2.6%	-14.7%	-2.4%
Company performance: current operating profit	+43.2%	+5.4%	+28.3%	-25.5%	+80.5%
Company performance: consolidated net profit	+226.4%	-6.2%	+21.0%	-64.3%	+307.4%
Average remuneration paid to employees	-0.3%	+6.9%	+2.2%	-2.2%	-1.9%
Pay ratio based on average remuneration paid	20 (+45.9%)	32 (+61.5%)	32 (+0.4%)	28 (-12.7%)	28 (=)

Comments

- 2017/2016: Gilles Pélisson served as Chairman & Chief Executive Officer for the entire financial year. In 2016, he waived 50% of his variable remuneration, which as calculated based on the specified criteria, would have been €1,062,232.
- 2018/2017: Gilles Pélisson served as Chairman & Chief Executive Officer for the entire financial year.
- 2019/2018: Gilles Pélisson served as Chairman & Chief Executive Officer for the entire financial year.
- 2020/2019: Gilles Pélisson served as Chairman & Chief Executive Officer for the entire financial year.
- 2021/2020: Gilles Pélisson served as Chairman & Chief Executive Officer for the entire financial 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 officers(1)

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.

Acting on a recommendation from the Committee, the amount of remuneration allocated to the Directors has been adjusted by the Board of Directors in 2021; this is the first time their remuneration has been reassessed since the Board decision of 17 April 2007 (or 15 February 2012, in the case of the Audit Committee), and brings it into line with the practices adopted by comparable companies. The amount allocated varies for Directors depending on whether they chair committees or not.

The new arrangements for allocating remuneration, with effect from 1 April 2021, are as follows:

- remuneration allocated to each Director increased from €18,500 to €21,000 a year;
- remuneration allocated to each Audit Committee member maintained at €12,000 a year;
- remuneration allocated to each Selection and Remuneration Committee member increased from €5,400 to €7,000 a year;
- remuneration allocated to each Ethics, CSR and Patronage Committee member increased from €5,400 to €7,000 a year;
- additional remuneration of €3,000 a year allocated to the Chair of each of the three committees.

From 1 January 2021 to 1 April 2021, remuneration was as follows:

- The theoretical annual amount for each director is €18,500;
- Committee members:
  - Audit Committee: €12,000 per member per year;
  - Selection and Remuneration Committee: €5,400 per member per year;
  - Ethics and CSR Committee: €5,400 per member per year.

Those amounts will be allocated 70% on the basis of attendance at Board and Committee Meetings, and 30% on the basis of the Director's responsibilities.

The components of remuneration for Directors are consistent with the provisions approved by the Board of Directors acting on a recommendation from the Selection and Remuneration Committee, which comprises the remuneration policy for the Company's Corporate Officers as voted by the Annual General Meeting of 15 April 2021 (8th resolution, passed with 99.95% of votes in favour).

Not all of the €350,000 available for the remuneration of Corporate Officers for serving as directors was used in 2021.

(1) Formerly known as Directors' fees.

The total gross amount of such remuneration before taxes (including Gilles Pélisson) was €317,876, as indicated in the tables below.

Remuneration of non-executive corporate officers for serving as directors (previously known as directors' fees) (in euros)

Remuneration of non-executive corporate officers	Type of remuneration	Gross amounts before tax due for 2021	Gross amounts before tax due for 2020
Marie Pic-Pâris Allavena	Remuneration for serving as director	40,304	23,900
Charlotte Bouygues(1)	Remuneration for serving as director	17,118	8,787
Martin Bouygues(2)	Remuneration for serving as director	-	9,713
Olivier Bouygues	Remuneration for serving as director	20,384	18,500
Laurence Danon Arnaud	Remuneration for serving as director	34,859	30,500
Pascaline de Dreuzy(3)	Remuneration for serving as director	9,707	35,900
Catherine Dussart	Remuneration for serving as director	37,949	29,300
Pascal Grangé(4)	Remuneration for serving as director	32,384	24,979
Philippe Marien(4)	Remuneration for serving as director	-	5,521
Fanny Chabirand(5) (employee representative)	Remuneration for serving as director	-	7,383
Sophie Leveaux(5) (employee representative)	Remuneration for serving as director	27,929	19,570
Marie-Aude Morel(6) (employee shareholder representative)	Remuneration for serving as director	21,000	-
Olivier Roussat	Remuneration for serving as director	27,929	23,900
Sabrina Zerbib(5) (employee representative)	Remuneration for serving as director	27,929	17,147
TOTAL		**297,492**	**255,100**

(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) *Resignation of Pascaline de Dreuzy, effective from 16 April 2021.*
(4) *Pascal Grangé was designated as permanent representative of Bouygues SA on 13 February 2020, replacing Philippe Marien.*
(5) *The Annual General Meeting of 17 April 2020 noted the results of the election of the employee representative directors as of 31 March 2020 (in compliance with the designation process for employee representative directors in force at the date of the General Meeting). In this respect, Sophie Leveaux was re-elected and Sabrina Zerbib was elected to replace Fanny Chabirand.*
(6) *The Annual General Meeting of 15 April 2021 approved the appointment of Marie-Aude Morel as Director representing employee shareholders for a three-year period, following her designation by the Supervisory Board of the TF1 Actions mutual fund.*

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).

The salaried directors (Fanny Chabirand, Sabrina Zerbib and Sophie Leveaux) 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)

(in €)	Gross amounts before tax due for 2021	Gross amounts before tax due for 2020
Gilles Pélisson	20,384	18,500
TOTAL	**20,384**	**18,500**

3.4.2. 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 Corporate Governance Code or in AMF pronouncements regarding disclosures on the remuneration of Corporate Officers to be included in Registration Documents.

During the 2021 financial year, the Board of Directors awarded stock options and performance shares.

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 Combined General Meeting of 18 April 2019 authorised the Board of Directors, for a 38-month period, to award on one or more occasions, stock options to subscribe for new or existing shares.

The 27th resolution of the same Combined General Meeting authorised the Board of Directors, for a 38-month period, to award on one or more occasions, free shares (hereafter referred to as "performance shares") issued for the purpose.

The beneficiaries of these awards must be employees and senior executives of TF1 or related companies within the meaning of Article L.225-197-2 of the French Commercial Code.

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, and this represents a strong endorsement of their work;
- 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 TF1 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 beneficiary's employment contract or corporate term of office, unless given special dispensation or in the event of disability, departure or retirement.

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 performance-related medium/long-term incentive plans for key Group senior executives.

These plans are intended to:

- keep key senior executives motivated to deliver growth in revenue and profitability (performance shares);
- foster team spirit by setting collective targets and giving everyone an interest in sustaining the transformation of TF1 over time;
- develop the loyalty of key managers 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 scope 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 scope 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 scope basis by reference to the budgets set in 2016, 2017, 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 examines the performance criteria on which the exercise of stock options and vesting of performance shares is contingent.

General information and characteristics of stock options

- Terms and periods of exercise: see below.

Stock options granted or exercised in 2021

Stock options giving entitlement to subscribe for TF1 shares were awarded in 2021 (see below for detailed characteristics).

On 10 February 2021, the Board of Directors approved the granting on 25 March 2021 of 1,262,000 stock options, equivalent to 0.60% of the share capital, to 113 beneficiaries from the TF1 group.

The exercise price of €7.50 per share is equal to the average listed market prices on the 20 trading days prior to 25 March 2021.

On the date of the grant, the value of each stock option (as measured using the method applied for the purposes of the consolidated financial statements) was €1.06.

Gilles Pélisson was not awarded any stock options.

No stock options were exercised in 2021.

As of 31 December 2021, 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 financial year

Gilles Pélisson was not awarded any stock options to purchase or subscribe for TF1 shares in 2021.

In connection with the office he holds at Bouygues, during the 2021 financial year, Gilles Pélisson received options giving entitlement to subscribe for new Bouygues shares; those options were awarded on 2 June 2021 following a decision taken by the Bouygues Board of Directors on 17 February 2021.

Stock options granted to the Executive Officer in 2021

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 financial year	Exercise price	Exercise period
Gilles Pélisson	2021 plan Board Meeting date: 17/02/2021 Date of grant: 02/06/2021	Subscription	€3.4831	35,000	€34,157	02/06/2023 to 02/06/2031
TOTAL			**€121,909**	**35,000**		

The exercise price was calculated by reference to the average of the opening quoted market prices on the twenty trading days prior to 2 June 2021; no discount was applied.

Stock options exercised by the executive officer of TF1 in 2021

The Executive Officer (Gilles Pélisson) did not exercise any stock options in 2021.

Stock options awarded by TF1 or any group company, granted to or exercised by salaried corporate officers during the year

Employee representative director, Sophie Leveaux, was awarded 17,000 stock options in 2021.

Performance shares

A performance share plan was awarded in 2021.

On 10 February 2021, the Board of Directors approved the granting on 25 March 2021 of 250,000 performance shares, equivalent to 0.12% of the share capital, to 30 beneficiaries from the TF1 group.

On the date of the grant, the value of each performance share was €5.57.

Gilles Pélisson did not receive any performance shares from TF1.

As of 31 December 2021, no performance shares were definitively awarded.

Performance shares granted to the Executive Officer

Gilles Pélisson did not benefit from TF1 performance shares in 2021.

In respect of the 2021 financial year, Gilles Pélisson was awarded 20,000 Bouygues performance shares, exercisable from 2024 which are conditional on achievement of performance criteria in 2023.

Performance shares that became available to the Executive Officer during the year

No TF1 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

Past stock option awards

	Plan No. 14	Plan No. 15	2017 plan	2018 plan	2019 plan	2021 plan
Date of Shareholders' Meeting	17/04/2014	17/04/2014	13/04/2017	19/04/2018	18/04/2019	18/04/2019
Date of Board Meeting	29/04/2015	26/04/2016	27/04/2017	25/04/2018	14/02/2019	10/02/2021
Date of grant	**12/06/2015**	**08/06/2016**	**12/06/2017**	**08/06/2018**	**12/06/2019**	**25/03/2021**
Type of plan	Subscription	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	1,262,000
• *to corporate officers*	*16,000*	*13,000*	*13,000*	*13,000*	*13,000*	*17,000*
• *to the 10 employees awarded the greatest number*	*368,000*	*114,000*	*118,000*	*103,000*	*460,000*	*193,000*
Start date of exercise period	12/06/2018	08/06/2019	12/06/2020	08/06/2021	12/06/2021	25/03/2023
Expiration date	12/06/2022	08/06/2023	12/06/2024	08/06/2025	12/06/2029	25/03/2031
Subscription price	€15.46	€10.99	€11.45	€9.83	€8.87	€7.50
Terms of exercise	Options may be exercised and shares sold from 3rd anniversary of date of grant	Options may be exercised from 3rd anniversary of date of grant and shares sold from 4th anniversary of date of grant	Options may be exercised from 3rd anniversary of date of grant and shares sold from 4th anniversary of date of grant	Options may be exercised from 3rd anniversary of date of grant and shares sold from 4th anniversary of date of grant	Options may be exercised and shares sold from 2nd anniversary of date of grant	Options may be exercised and shares sold from 2nd anniversary of date of grant
Number of shares subscribed at 31 December, 2021	-	-	-	-	-	-
Cumulative number of options cancelled, not awarded, or forfeited	265,500	139,100	130,400	255,239	617,679	29,000
Number of options outstanding at end of period	**1,043,300**	**502,900**	**580,000**	**445,661**	**1,192,821**	**1,233,000**

Movements in the number of options outstanding is presented in note 7.5.4.2 of the notes to the TF1 consolidated financial statements as of 31 December 2021. The total expense related to the stock subscription option plans granted by TF1 is presented in note 7.5.4.3 to the consolidated financial statements. The fair value of the stock option plan was computed using the Black-Scholes model at: €2.75 (Plan No. 14), €2.15 (Plan No. 15), €1.85 (2017 plan), €0.89 (2018 plan), €0.97 (2019 plan) and €1.06 (2021 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 2021

Employee		Number of shares awarded	Exercise price	Due date	Plan No.
Monier	Éric	24,000	7.5	25/03/2031	2021
Marx	Christophe	20,000	7.5	25/03/2031	2021
Pedraza	Fréderic	20,000	7.5	25/03/2031	2021
Dessaux	Jérôme	20,000	7.5	25/03/2031	2021
Bliaut	Laurent	20,000	7.5	25/03/2031	2021
Carne	Fréderic	20,000	7.5	25/03/2031	2021
Geneste	Yann	18,000	7.5	25/03/2031	2021
Faure	Remi	17,000	7.5	25/03/2031	2021
De Groote	Julien	17,000	7.5	25/03/2031	2021
Querne	Bertrand	16,000	7.5	25/03/2031	2021

Stock options exercised by the ten employees (other than corporate officers) of TF1 who exercised the most options in 2021

None.

Past performance share awards and other information

Past performance share awards

	2016 performance shares	2017 performance shares	2018 performance shares	2021 performance shares
Date of Shareholders' Meeting	14 April 2016	14 April 2016	14 April 2016	18 April 2019
Date of Board Meeting	26 April 2016	27 April 2017	25 April 2018	10 February 2021
Date of grant	08 June 2016	12 June 2017	08 June 2018	25 March 2021
Type of shares	New shares to be issued	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	250,000
• *To corporate officers*	*0*	*0*	*0*	*0*
• *to the 10 employees awarded the greatest number*	*79,600*	*80,500*	*86,500*	*128,000*
Vesting period	8 June 2016 to 7 June 2019	12 June 2017 to 11 June 2020	8 June 2018 to 7 June 2021	25 March 2021 to 24 March 2023
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	From 25 March 2023
Continuing employment condition	Yes	Yes	Yes	Yes
Performance conditions	Yes	Yes	Yes	Yes
Number of shares vested as of 31 December 2021	160,100	141,200	84,698	-
Number of shares granted, cancelled or forfeited	9,900	16,500	79,656	-
Number of shares not yet vested	-	14,300	7,946	-

The value per share on the date of grant, calculated on stock market prices is: €11.40 (2016 plan), €11.72 (2017 plan), €9.38 (2018 plan and €5.57 (2021 plan).

No performance share plan was awarded in 2019 or 2020.

Performance shares awarded during the 2021 financial year 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

Employee		Number of shares awarded	Vesting period	Plan No.
Aprikian	Ara	20,000	25/03/2023	2021
Denery	Philippe	13,000	25/03/2023	2021
Casas	Didier	13,000	25/03/2023	2021
Bellin	Christine	13,000	25/03/2023	2021
Pellissier	François	13,000	25/03/2023	2021
Bosom	Arnaud	13,000	25/03/2023	2021
Thuillier	Thierry	13,000	25/03/2023	2021
Bailly	Fabrice	10,000	25/03/2023	2021
Carcabal	Maylis	10,000	25/03/2023	2021
Tassan Toffola	Sylvia	10,000	25/03/2023	2021

Performance shares vested during 2021 in the ten employees (other than corporate officers) of TF1 with the highest number of performance shares

Name		Vesting period	Total number of performance shares vested	Plan No.
Aprikian	Ara	08/06/2021	7,392	2018
Denery	Philippe	08/06/2021	5,544	2018
Abecassis	Olivier	08/06/2021	5,236	2018
Bosom	Arnaud	08/06/2021	5,236	2018
Counillon	Jean-Michel	08/06/2021	4,620	2018
Bellin	Christine	08/06/2021	4,620	2018
Bailly	Fabrice	08/06/2021	4,004	2018
Carcabal	Maylis	08/06/2021	4,004	2018
Tassan Toffola	Sylvia	08/06/2021	4,004	2018
Pellissier	François	08/06/2021	3,696	2018

3.4.3. Other disclosures about the Executive Officer's remuneration

Multi-year variable remuneration of the Executive Officer

In connection with the office he holds at Bouygues, Gilles Pélisson was awarded 20,000 Bouygues performance shares during 2021, which are conditional upon achievement of performance criteria in 2024.

Other disclosures about the Executive Officer's remuneration

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

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

(2) See "Supplementary Pension" above.

(3) 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.

3.5. PRINCIPLES FOR REMUNERATION OF EXECUTIVE OFFICERS IN RESPECT OF 2022

Report on remuneration prepared in accordance with Article L. 22-10-8 of the French Commercial Code.

3.5.1. Components of remuneration to be awarded to the Chairman and Chief Executive Officer

The Board of Directors closed off and approved this report at its meeting of Wednesday 10 February 2022 upon recommendation of the Selection and Remuneration Committee. This remuneration policy is subject to the approval of the General Meeting of Shareholders of 14 April 2022 as part of the seventh resolution

General principles

The Board of Directors has determined nine general principles on the basis of which the 2022 remuneration and benefits of the Chairman and Chief Executive Officer of TF1 will be determined.

1. Compliance with AFEP/MEDEF Code recommendations.
2. No severance benefit or non-competition indemnity on leaving office.
3. Level of remuneration that takes into account the existence of a capped supplementary pension and the fact that no severance benefit or non-competition indemnity has been granted.
4. Remuneration commensurate with the level and difficulty of the Executive Officer’s responsibilities. Remuneration commensurate with the Executive Officer’s experience in the position held and his length of service with the Group.
5. Remuneration that takes account of the practices applied in groups or enterprises carrying on comparable activities.
6. An incentivising remuneration structure comprising the following:
   - fixed remuneration;
   - annual variable remuneration;
   - remuneration for serving as a director;
   - limited benefits in kind;
   - supplementary pension.
7. No deferred annual variable remuneration.
8. Discretion left to the Board of Directors to decide to pay exceptional remuneration in accordance with Article L. 22-10-8 of the French Commercial Code. This derogation is temporary and should be consistent with the Company's social interest. Exceptional circumstances could result in particular from an unexpected change in the competitive environment, a significant change in the Group's scope or a major event affecting markets, the economy and/or the sectors in which the Group operates.
9. No additional remuneration paid to the Executive Officer by any Group subsidiary apart from remuneration for serving as a Director.

Aware that its success and progress depends on the skills and mindset of the men and women who work within it, the Group strives to implement a remuneration policy in all its entities that rewards its employees for achieving or exceeding of individual and collective objectives.

The purpose of determining, reviewing and implementing the remuneration policy is to involve employees in the Company’s results.

Criteria used in 2022 by the Board of Directors to determine, allocate and award the fixed, variable and supplementary pension components of the total remuneration and benefits of all kinds of the Executive Officer

Fixed remuneration

€920,000.

Annual variable remuneration

The Board of Directors and the Selection and Remuneration Committee ensure that the variable remuneration of the Chairman & Chief Executive Officer is aligned on the company’s performance goals, such that it is consistent with the corporate interest and with the medium/long-term commercial strategy. It may not exceed 170% of fixed remuneration, i.e., it is capped at €1,564,000. The annual variable remuneration would be determined by applying six criteria, five of them referring to the first year of a three-year business plan, opening up the possibility of the Executive Officer receiving six variable components: P1, P2, P3, P4, P5 and P6.

- P1: Actual free cash flow[1] of TF1 for the financial year/Objective;
- P2: Actual net cash position/net debt of the TF1 group for the financial year/Objective;
- P3: Actual current operating margin of the TF1 group for the financial year/Objective;
- P4: Actual consolidated net profit (CNP)[2] of TF1 for the financial year/Objective;
- P5: ROCE (return on capital employed) rate of Newen Division/Objective.
- P6: Three non-financial criteria:
  - Compliance (communicating and raising awareness on compliance, implication in compliance programmes): weighted 10%;
  - Social and environmental responsibility (comprising i) a health and safety criterion linked to the decrease of the frequency rate of work-related injuries, ii) an environmental criterion, in line with the Group’s CO2 emissions reduction target to be verified by the SBTI (Science-based Targets Initiative), as well as internal training and raising awareness on environmental issues, and iii) a feminization of management criterion): weighted 15%;

(1) Free cash flow before changes in operating 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.

- Managerial performance (policies against harrassment, employee engagement, communication and social relations, of which remote working agreements and crisis management): weighted 15%.

Method used to determine annual variable remuneration for 2022

The method for determining the annual variable remuneration of the Executive Officer is based on six separate criteria – P1, P2, P3, P4, P5 and P6 – defined above. The variable remuneration for 2022 is based on the result calculated according to three pre-defined "thresholds" for each of the criteria.

(FR: fixed remuneration)

P1, P2, P3, P4 and P5

The variable portion awarded (P1, P2, P3, P4 and P5) reflects the actual performance achieved during the year. It is expressed as a % of fixed remuneration (% of FR). For each criterion, three thresholds have been determined:

- A "lower" threshold that determines the threshold for triggering the bonus;
- An "intermediate" threshold, corresponding to the expected results in 2022;
- An "upper" threshold for overperformance in excess of the financial goals of the intermediate threshold.

Each variable portion (P1, P2, P3, P4 and P5) is calculated as follows:

1. If the lowest target is met:
   - P1 = 10 to 20% of FR;
   - P2 = 10 to 20% of FR;
   - P3 = 15 to 30% of FR;
   - P4 = 10 to 20% of FR;
   - P5 = 7.5 to 15% of FR.
2. If the intermediate target is met:
   - P1 = 20% of FR;
   - P2 = 20% of FR;
   - P3 = 30% of FR;
   - P4 = 20% of FR;
   - P5 = 15% of FR.
3. If the upper threshold is reached:
   - P1 = 20 to 30% of FR;
   - P2 = 20 to 25% of FR;
   - P3 = 30 to 35% of FR;
   - P4 = 20 to 25% of FR;
   - P5 = 15% of FR.

Between these thresholds, the weight of each bonus varies linearly. If the lower threshold is not reached, P=0.

P6

For this bonus, the Board of Directors assesses the attainment of the indicator, without exceeding the 40% cap of fixed remuneration (FR).

Other remuneration

No additional remuneration paid to the Executive Officer by any Group subsidiary apart from remuneration for serving as a Director.

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. A predetermined number of hours of tax advisory services is also allocated as well as employer funding of part of the contributions to a supplementary pension scheme.

Stock options and performance shares and long-term remuneration

Because the Executive Officer (Gilles Pélisson) holds an employment contract with Bouygues SA, he may be awarded long-term remuneration in the form of a deferred and conditional allocation of Bouygues shares, the three main components of which, in terms of performance conditions, are: Bouygues ROCE, Bouygues and TF1 TSR (Total Share Return), and CSR conditions (climate and gender balance).

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 Chief Executive Officer of TF1 was entitled to an annuity under this scheme.

In accordance with French Law No. 2019-486 of 22 May 2019 (the Pacte law) and French 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 Chief Executive Officer of TF1 cannot accumulate any further rights under this pension scheme from 1 January 2020 onwards.

In application of Article 5 of Order No. 2019-697 of 3 July 2019, Bouygues plans to transfer the contingent rights under this scheme, governed by Article L. 137-11 of the French Social Security Code to a vested-rights scheme governed by Article L. 137-11-2 of the French 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 French 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 is 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 social security ceiling (cap of €329,088 in 2022).
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 2022 were:
   - Financial year 2022: Objective = that the average of the TF1 group's consolidated net profit figures for the 2022 financial year and for the 2021 and 2020 financial years ("Average CNP") is no more than 10% below the average of the consolidated net profit figures specified in the 2022 plan and in the plans for the 2021 and 2020 financial years.
   - The 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 target are adjusted on a straight-line basis from 0 to 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 2022).

Supplementary share-based pension

In addition to, and on the basis of vesting principles identical to those of the supplementary pension governed by Article L. 137-11-2 of the French Social Security Code, a supplementary share-based pension scheme is envisaged, based on a pension entitlement greater than eight times the annual social security ceiling and capped at fourteen times the annual social security ceiling.

This scheme applies to the beneficiary of the vested-rights governed by Article L. 137-11-2 of the French Social Security Code, providing it has reached the cap set by the Board of Directors of Bouygues (eight times the annual social security ceiling) for defined benefit pension plans in force within the Group.

3.5.2. Components of remuneration to be awarded to the Directors for 2022

The Annual General Meeting of 23 April 2003 set the total amount of remuneration of Directors at €350,000 annually; it is for the Board of Directors to determine how this amount should be allocated. The Selection and Remuneration Committee makes proposals on the system for remunerating Directors, and specifically on the arrangements for allocating remuneration between them.

Acting on a recommendation from the Committee, the amount of remuneration allocated to the Directors was adjusted from 1 April 2021. The amount is allocated as follows:

- remuneration allocated to each Director increased: €21,000 a year;
- remuneration allocated to each Audit Committee member: €12,000 a year;
- remuneration allocated to each Selection and Remuneration Committee member: €7,000 a year;
- remuneration allocated to each Ethics, CSR and Patronage Committee member: €7,000 a year;
- remuneration of €3,000 a year allocated to the Chair of each of the three committees.

Those amounts will be allocated 70% on the basis of attendance at Board and Committee Meetings, and 30% on the basis of the Director's responsibilities.

This remuneration policy is subject to approval by the General Meeting of Shareholders of 14 April 2022 within the framework of the eighth resolution.

NON-FINANCIAL PERFORMANCE STATEMENT

AFR NFPS

4

FOREWORD

Introductory remarks

Under Article L. 225-102-1 of the Decree of August 2018 transposing the European reporting directive into French law, TF1 group, a subsidiary of Bouygues Group which consolidates its financial statements, is no longer obliged to publish a non-financial report, nor to have the content verified by an independent third party.

Nevertheless, the Group decided to publish its non-financial performance statement (NFPS) on a voluntary basis, together with a third-party audit (see the independent auditor's report in Section 4.4).

The specific disclosures required by the decree are presented in different parts of this document and are cross-referenced from this chapter. Including:

- the business model is presented in the integrated report at the beginning of this document;
- CSR issues which also present an element of risk appear in chapter 2 Risk Factors;
- the methodology for identifying CSR issues is presented in the Foreword;
- for each of the major challenges, this chapter explicitly describes the context in which the activity is conducted, the policies, action plans and measures implemented;
- internal social policy and human rights, as well as ethical issues including corruption and tax evasion, are dealt with in Sections 4.2 and 4.3 of this chapter;
- the European green taxonomy is covered in section 4.1.1.2.2.

As a key player in content, TF1 group implements its CSR approach through:

- actions implemented within the company represented by the following label **INTERNAL**
- the societal and/or environmental impact of its published and/or broadcast content represented by the following label **CONTENTS**
- initiatives that extend beyond the company and the target audience for its content, represented by the following label **EXTERNAL**

The fight against food insecurity and in favour of animal welfare are not significant issues for TF1 and are therefore not covered by the non-financial performance statement.

In the past five years, TF1 group did not make use of structures aimed at artificially reducing the tax expenses related to group companies nor did it transfer tax income to companies with lower tax rates.

CSR organisation

TF1 group's Corporate Social Responsibility policy is the result of collaboration between all of the Group's business lines, co-ordinated by the CSR Department (two full-time staff since September 2021), which is also in charge of non-financial reporting.

Since February 2016, the CSR Department, created in 2005, has reported to Arnaud Bosom, the Executive Committee member who also heads the Human Resources Division.

In 2014, the Board of Directors decided to set up an Ethics and CSR Committee (see chapter 3), which became the Ethics, CSR and Corporate Sponsorship Committee in February 2020.

An update on CSR activities is presented at each Meeting of the Board of Directors by the Chairman of the Board, Gilles Pélisson.

Management commitment, membership of the global compact

The Executive Officer's variable remuneration is based on both financial and non-financial criteria linked notably to the company's CSR performance. In 2021, these criteria assessed the commitment of the Executive Officer to compliance and meeting targets related to gender balance, reducing the carbon footprint of TF1 group and health and safety issues, and could amount to up to 25% of his fixed remuneration (of the 40% weighting which is applied to all non-financial performance criteria).

The Executive Officer also has an incentive, via the Long-Term Incentive plans granted by Bouygues Group, to reach targets in terms of gender balance and rolling out TF1 group's climate strategy.

Since 2017, the variable portion of each member of the Executive Committee (COMEX) has also included at least one CSR criterion. Since 2021, this has also included a major portion of the thirty members of the General Management Committee (CODG). There are a series of criteria, tailored to each area of operation and responsibility that encompass issues connected with the environmental, social, societal and ethics policies. These criteria in particular target the roll-out of TF1 group's climate strategy, gender balance and ethnic diversity in the content, the increase in the number of women on management bodies and policies to promote inclusion within the company. Starting from 2022, the weighting of CSR criteria will be extended to all Management Committee (COMGT) members, which had 169 members at 31 December 2021, and cover 10% of the variable remuneration.

The Bouygues Management institute regularly holds seminars on managerial responsibility and sustainable development that are attended by senior executives of TF1. The goal is to support them in reflecting on their roles, responsibilities, respect for ethical principles in their day-to-day work and in particular efforts to fight against corruption, inclusion of environmental transition challenges and inclusive management.

Bouygues Group, on behalf of all the businesses that it represents, including TF1, renewed its commitment alongside other French and international companies to respect and promote the ten principles of the Global Compact[1] on human rights, labour rights, the environment, and the fight against corruption.

(1) https://www.unglobalcompact.org/

Recognition   Management

Recognition of the performance of TF1 group

TF1 group's overall CSR initiatives are recognised by numerous non-financial rating agencies and in 2021 TF1 group was included in the following indices:

Rating Agencies	Index/rating
S&P Global	• DJSI World Index • DJSI Europe Index • 4th in the media sector
Ethifinance	• GAÏA Index • 3rd in the category of companies with revenue over €500m
MSCI	• AA rating
ISS ESG	• C+ rating

Moreover, in 2021 TF1 group was awarded Écovadis Gold status.

In addition, Bouygues Group received an A- rating in the 2020 Carbon Disclosure Project (CDP) climate questionnaires, including responses from all subsidiaries of Bouygues Group, including TF1 group.

TF1 group took No. 2 spot in the most responsible companies awards in France, representing all sectors, published by the *Le Point* newspaper on Thursday, 18 November 2021. These awards, achieved in partnership with the German institute Statista, look at a list of some 2,000 companies based in France with at least 500 employees. They look at these three main criteria: the environment, social factors and governance.

TF1 group's active gender balance policy has also been recognised with TF1 Group:

- **becoming the top media group in the 2020 ranking in terms of women representation on management bodies in SBF 120 companies announced on 25 October 2021 as part of the *Assises de l'égalité économique et professionnelle* symposium organised by the Gender Equality, Diversity and Equal Opportunities Ministry. It was 15th across all sectors and was up seven places on the previous year;**
- **won the Grand Prix Humpact awarded by the rating agency of that name on 7 December 2021 in the Gender Equality category.**

Scope

This chapter incorporates data for the historical TF1 group and Newen as well as the digital operations (former Unify scope), unless expressly indicated otherwise. The other entertainment-related activities are not included in this chapter except for Play Two when so indicated.

Breakdown of headcount by entity

Headcount broke down as follows across the various organisational structures at 31 December 2021:

- 57% for TF1 and TMC;
- 20.6% for the digital operations (former Unify scope);
- 21.7% for Newen;
- 0.7% of employees for Play Two.

Geographical breakdown of revenue

TF1 group mainly generates revenue in France and in Europe. In 2021, it broke down as follows:

- **88.9%** vs. 91.6% in 2020 in France;
- **7.7%** vs. 5.1% in 2020 in Europe excluding France;
- **3.4%** vs. 3.3% in 2020 for other countries.

Fully and partly consolidated companies are included in the scope of reporting except where TF1 group is not that entity's operator, meaning where it does not have managerial responsibility. A company has managerial responsibility for an entity where it has decision-making power for that entity's operational procedures.

Over the reference period, the Group made a significant acquisition (namely of the production company iZen) and two disposals (TF1 Games and Dujardin).

Furthermore, in June 2021, the structure of TF1 group changed with the combination of the Unify digital division and the operations of the Channels sector, with a view to accelerating synergies. As a result, throughout this chapter the digital operations referring to the former Unify scope are called "digital operations (former Unify scope)".

Recognition   Management

TF1 group materiality analysis

Methodology

TF1 group carried out a fresh materiality analysis in 2021 to reflect the growing expectations of its internal and external stakeholders as regards CSR and the diversity of the Group following a series of takeovers and the establishment of the Newen and digital (former Unify) entities.

The approach is to identify major challenges that may represent **growth opportunities** or conversely **risks for the operations of TF1 group** where they have not been taken into account.

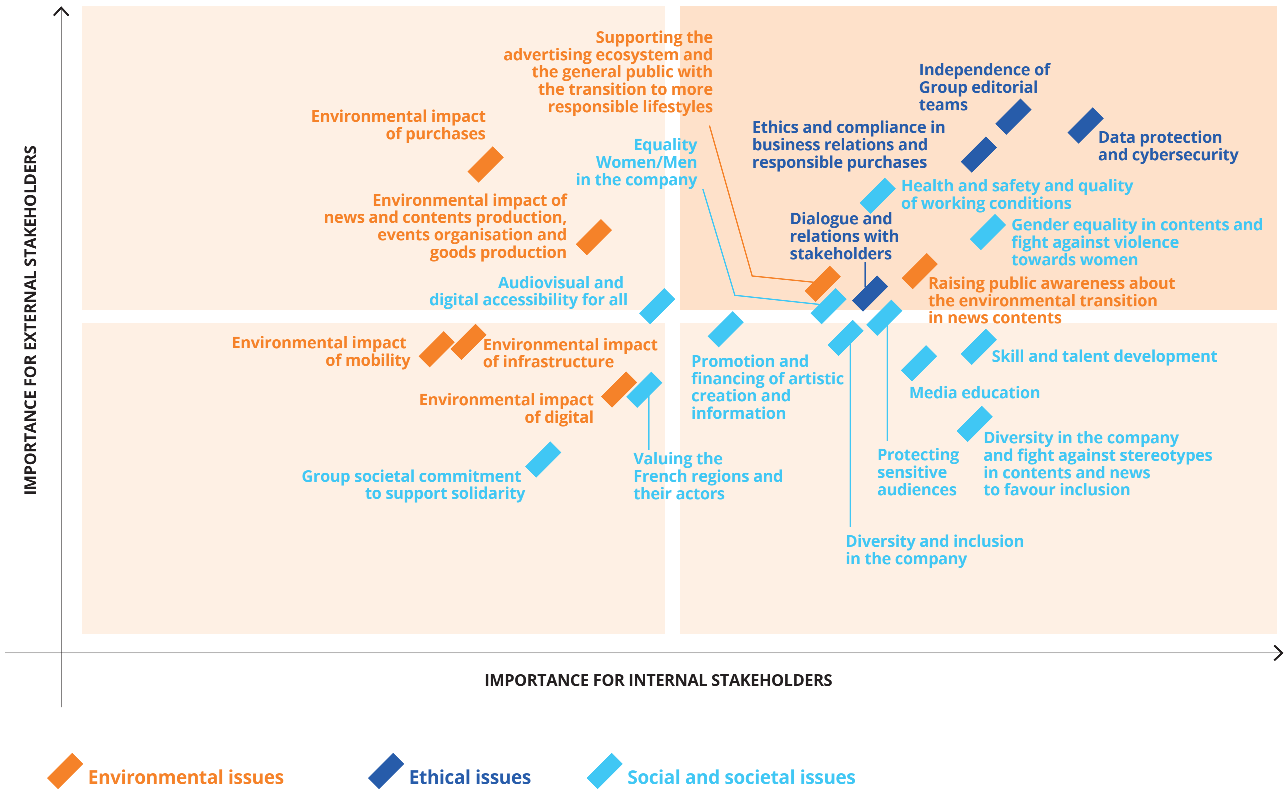
This was done in cooperation with the firm R3 Imaginable and involved a wide-ranging consultation from July to October 2021 of:

- **top management** through 12 personal interviews;
- **TF1 group employees** (including temporary workers) by means of an anonymous online survey that got 942 responses, attesting to the keen interest of employees for TF1 group's CSR approach;
- a **public focus group** by means of an online survey that obtained 724 responses;
- a **committee of external stakeholders** comprised of media agencies, advertisers, experts, suppliers, government agencies, investors, journalists, NGOs and producers that met last Octoberat a brainstorming event organised by R3 Imaginable.

The discussions were inspired by a list of 23 issues arising from topics already addressed in previous materiality analyses by TF1 group, 6 major CSR issues defined in 2020 by TF1 group, expectations of external stakeholders and in particular those of non-financial rating agencies, government agencies and NGOs as well as an industry benchmarking study undertaken by R3 Imaginable.

The materiality matrix resulting from the consultation had 11 major issues prioritised by a committee of TF1 group operational staff having regard to the risks and opportunities as regards reputation, the business, societal impact and/or commitment for employees. The members of these committees were drawn from different Group entities: digital operations (former Unify), Newen, Content, Information, Technology, Purchasing, Investor Relations, TF1 Pub, Legal, Communications, Employee Relations, Staff representatives and CSR.

2021 materiality matrix



Recognition Management

Major CSR challenges

KEY ISSUES OF THE ENVIRONMENTAL TRANSITION

Environmental impact of operations

Raising public awareness of the environmental transition through our content

Responsible advertising

KEY SOCIAL AND SOCIETAL ISSUES

Gender equality

Diversity and inclusion

Health and safety and quality of working conditions

The company's societal commitment to support the voluntary sector

Media education

ETHICS ISSUES

Ethics in news and programmes

Ethics in business

Data protection and cybersecurity

Recognition

Management

Issues	Objectives	2021 significant events	Targets/KPIs	Correspondence
Environmental impact of operations			2030: -30% across scopes 1 & 2 and scope 3 a of the carbon footprint of TF1 group	4.1.1.1.
	Environmentally-friendly production	Measurement of the carbon footprint of Newen France and Blue Spirit productions and publication of a climate plan	2030: -30% carbon footprint across Newen France and Blue Spirit productions (-20% in 2024)	4.1.3.1.1.
	Digital consumption management	Measurement of the carbon footprint of the MyTF1, LCI.fr and TFOUMAX websites and identification of routes to drive reductions	2022: Implementation of steps to reduce the carbon footprint of the websites	4.1.3.1.3.
	Soft mobility	Roll-out of the Sustainable Mobility Package and electrification of the vehicle fleet	2024: 100% hybrid or electric cars in TF1 group's vehicle fleet	4.1.3.1.2.
	Reducing the carbon intensity of purchasing	Introduction of energy consumption criteria for purchasing by the Technology Department	2022: Measurement of the carbon footprint of ex-rights purchasing and identification of purchasing categories that should be targeted in terms of the reduction in carbon intensity	4.1.3.1.4.
	Energy efficiency	Renewal of ISO 50001 certification	2025: -35% in energy consumption for the Tour TF1 building	4.1.3.1.5.
Raising public awareness regarding the challenges surrounding the environmental transition in content and news	**Raising awareness and training teams on the environmental transition**	Climate Fresks done by all teams involved in the special features channels and editorial employees Commitment of channels to enter into a climate agreement with the French broadcasting regulatory authority (CSA)	2023: 50% of Group editorial staff educated (20% in 2022)	4.1.3.2.
	Provide the French public with reliable information on transition challenges	On the channels: Génération Ushuaïa on TF1, Global Citizen concert and 24h sur la Terre on TMC Digital: zero-waste book and better-eating section (*Marmiton*), repairability index (*Les Numériques*)	Monitoring of hours of content offering environmental added value.	4.1.3.2.
	Cultivating new positive narratives around the transition and sustainable behaviour	Incorporation into series and Newen dramas of environmentally-friendly acts to normalise environmentally-responsible behaviour Partnership with Fabrique des Récits	2022: Renewal of the partnership with Fabrique des Récits	4.1.3.2.4.
Supporting the advertising ecosystem and the general public with the transition to more responsible lifestyles	**Training teams across our ad sales houses around the challenges of the transition**	TF1 Pub: Establishment of the "Change Makers" working group of committed employees Environmentally-responsible campus targeting the advertising market		4.1.3.3.1.1.
		Development of training for the ad sales houses regarding challenges around the environmental transition for roll-out in 2022	2022: 80% of TF1 Pub teams trained	4.1.3.3.1.3.
	Measuring the carbon footprint of the advertising campaigns broadcast	TF1 Pub: Development of a carbon footprint calculator and participation on working groups at the SNPTV and SRI to develop a common measurement	2022: Trial roll-out of the carbon footprint measurement of campaigns run by TF1 Pub before widescale roll-out at end-2023.	4.1.3.3.1.3.
		Unify Advertising: Reflection on the roll-out of the carbon footprint calculator	2022: Incorporation of the SRI by Unify Advertising and measurement of the carbon footprint of the advertising campaigns of the TOP 10 advertisers	4.1.3.3.2.
		CAPA *Corporate* (Newen): Introduction of a dedicated carbon footprint calculator	2024: Measurement of the carbon footprint of CAPA Corporate productions (Newen)	4.1.3.1.1.
	Helping consumers make clearer, most sustainable and responsible choices	Launch of EcoFunding environmental advertising funds to help fund the creation and broadcasting of TV awareness campaigns	2022: Commitment of at least €1.5 million gross	4.1.3.3.1.2.

Recognition Management

Issues	Objectives	2021 significant events	Targets/KPIs	Correspondence
Diversity and inclusion in content and internally	**Represent the diversity of French society in an unbiased way**	Societal dramas: "Special Honours: Welcome to Adulthood" and "(S)he"	Renewal of commitments to the French broadcasting regulatory authority (CSA) to reflect the diversity of the French people in our programmes	4.2.3.1.1.
		Over 100 interviews on diversity and inclusion done by "Fraiches"		4.2.3.2.3.
	Promoting diversit y and developing a more inclusive corporate culture	Training on discrimination free hiring and inclusive management (stakeholders in HR, managers) Raising awareness and training regarding sexist references and communications initiatives to combat everyday sexism in the company	2022: Participation in the LGBT+ survey l'Autre Cercle/Ifop	4.2.3.3.2.
	Promoting the employment of employees with disabilities	Participation in the European Week for the Employment of People with Disability (SEEPH) and in Duo Day	Indicator: Number of employees with disabilities	4.2.3.2.3.
		Hiring of 15 people on internships and work/study programmes		
	Promoting the hiring of young people and ensuring equal opportunities	14th intake of the TF1 Foundation Grand prix de l'alternance and Prix Patrick Bourrat for journalism Scholarships from La Chance, pour la diversité dans les médias		4.2.3.1.3.
Gender equality	**Strengthening the presence of women in our content to achieve the gender equality targets**	First intake of "Expertes à la Une"	2022: 2nd intake of "Expertes à la Une"	4.2.2.1.
		Broadcasting of the 2021 World Women's Handball Championship	Broadcasting of major competitions involving French women's teams from the UEFA Women's Euros to the Rugby World Cup	4.2.2.1.
		aufeminin: repositioning around a new mission: "equality is an everyday matter"		4.2.2.1.
	Increasing women representation on management bodiesand equal treatment of men and women	No. 1 media group at the awards for women representation on management bodies of SBF 120 companies 2021 Grand Prix Humpact Gender Equality.	Indicator: general equality index 2023: 55% of women executives and 48% women managers	4.2.2.2.
Health and safety and quality of working conditions	**Ensuring health, safety and well-being at work**	Becoming better at identifying risks and prevention steps (bullying and sexual harassment, work-life balance)	2022: Updating the Single Document on Occupational Risk Assessment and reassessment of the prevention and protection measures	4.2.4.6.2.
		Fall in absences: -6% on 2020	2022: Continuing efforts to prevent absenteeism Indicator: Occupational illnesses and work-related accidents	4.2.4.6.2.
		COVID: Protection of Group employees (increased use of remote working, vaccination centre and PCR testing at head office)	2022: Conducting the working conditions survey	4.2.4.2.3. 4.2.4.6.2.
		Roll-out of the Sustainable Mobility Package and road safety training	2022: Discussions with the social partners on TF1 group's mobility and transport plan	4.1.3.1.2.
		Remote working agreement (2 days a week) Newen: 1st working conditions agreement	2022: Launching a working conditions agreement at the aufeminin Social and Economic Unit	4.2.4.2.3.

Recognition   Management

Issues	Objectives	2021 significant events	Targets/KPIs	Correspondence
Societal commitment and support for the voluntary sector	**Supporting associations that are working on important causes**	110 associations supported in 2021, with donations and gifts of free space amounting to €115 million	Indicators: Number of associated supported Total amount of gifts and free space	4.2.5.
	Encouraging French people to show even greater solidarity, in particular through charity appeals	Opération Les Pièces Jaunes, Restos du Cœur, Sidaction, ELA, C'est que du bonheur, Fondation pour la Recherche Médicale		4.2.5.
	Passing on messages from government agencies	Passing on messages from the government regarding efforts to combat COVID		4.2.5.
Media education	**Explaining the work of those in the audiovisual and news production sectors**	"La semaine de l'info" on TikTok "Info et Vous : les coulisses de l'info" podcast "Rencontres de l'info": event in partnership with the Centre de liaison de l'enseignement et des médias d'information (an agency of the French Ministry of Education responsible for media education across the education system)	2022: Increase in the number of activities in schools 2022: Further Rencontres de l'info	4.2.6.
	Combatting fake news	Combatting fake news with "Les Vérificateurs" Broadcasting on LCI of reports raising awareness around disinformation	2022: Partnership with "Les surligneurs": a legal checking website that will collaborate with Les Vérificateurs.	4.3.1.1.
	Involvement in training future journalists	Supporting and providing additional financial support for La Chance pour la diversité dans les médias and establishment of scholarships		4.2.3.1.3.
Group editorial independence and news pluralism	**Ensuring the News Division operates ethically and remains independent**	Special code of conduct for journalists at TF1, handed to every new journalist News Ethics Committee TF1 Union of Journalists reformed in 2021 Training on media law	Indicator: Cautions and warnings from the French broadcasting regulatory authority (CSA)	4.3.1.1.
Ethics in business relations, responsible purchasing and dialogue with stakeholders	**Ensuring ethical business dealings**	Strengthening governance through an internal ethics committee for the roll-out of France's Sapin 2 mechanism and other ethical and compliance matters Roll-out of e-learning training available to all Group employees and enhanced training for those employees who are most exposed to corruption and influence peddling risks	2022: Ongoing high expectations as regards training on ethical risks for all newcomers and at risk groups	4.3.2.1.
	Applying TF1 group's responsibility principles (societal and environmental) throughout the purchasing chain	14% increase in the revenue covered by an Écovadis assessment or in the process of being assessed (vs. 2019) 33% increase in the revenue generated with the disability-friendly and sheltered sector (vs. 2019)	2023: 100% of calls for tenders to include CSR criteria in the specifications (including environmental) 2023: 100% of buyers trained on reducing the carbon intensity of purchasing	4.3.2.2.
	Keeping open lines with our stakeholders	Dialogue with media agencies, advertisers and ADEME (the French Environment and Energy Management Agency) when putting together TF1 Pub's advertising offering Creation of a committee of outside stakeholders for the purposes of the materiality analysis	2022: Suppliers convention organised by the Purchasing Department Overhaul of the TF1 Pro website aimed at journalists	4.3.2.3.

Recognition   Management

Issues	Objectives	2021 significant events	Targets/KPIs	Correspondence
Data protection and cybersecurity	**Data protection**	Completion of GDPR governance with the addition of a new role of Data Owner responsible for ensuring compliance with the GDPR	Indicators: number of CNIL complaints received and regular updating of the processing register	4.3.3.1
	Strengthening our protection, detection and response to cybersecurity incidents	Development of a cybersecurity plan with in particular the adoption of the NIST framework Support from an audit firm as part of a Cybersecurity Assurance Programme, with twice annual assessments of the maturity of the initiative	2022: Updating the Group's cybersecurity policy Reassessment of the targets in light of the specific challenges facing TF1 group	4.3.3.2.

In line with the mission of TF1 group defined at end-2019 as "Positively inspiring society" and on the back of the work done in 2021 on the materiality analysis, TF1 group is undertaking through its content to **raise the awareness of its audience regarding the challenges associated with the environmental transition** and to encourage **more responsible consumption** by means of the work of its ad sales houses. The Group also wants to make gender equality a priority, reflect the **diversity of French society** while combatting stereotypes and supporting the **voluntary sector** as well as strengthening its societal role in **media education**.

This commitment is based on the recognition of the responsibility of TF1 group in terms of ethics and fair business dealings, to have a **responsible purchasing policy** and to pursue **ongoing dialogue with its stakeholders**.

In light of its influential media role, TF1 group reaffirms the **independence of its editorial staff**, respect for **news pluralism** and the regulatory compliance of its content along with a strong commitment **to data protection and cybersecurity**.

Lastly, TF1 group strives to ensure the consistency of its CSR initiatives both internal and external by means of an active policy of **gender balance and inclusion** within its teams. It also undertakes to ensure the **safety and well-being of its employees and working conditions** and to continue the efforts made to **reduce the environmental impact of its activities.**

Recognition Management

4.1. KEY ISSUES OF THE ENVIRONMENTAL TRANSITION

4.1.1. Environmental context

4.1.1.1. Origin of the Group's environmental approach INTERNAL EXTERNAL CONTENTS

TF1 group has been making efforts to combat climate change for many years with in particular:

- Since 2007, the measurement of the carbon footprint of its main activities;
- Since 2010, a reduction in its electricity consumption;
- In 2015, the signing of the Paris Action Climat charter;
- In 2018, the first ISO 50001 certification;
- In 2019, the signing in Monaco, through its subsidiary TMC, of the commitment charter of the National Energy Transition Pact.

2020 represented a turning point with the publication of reduction targets for scopes 1 & 2 and 3a across TF1 group[1] by 2030 and the inclusion, in the strategy of its operations, of the need for a transition to a low carbon economy in line with applicable agreements and laws (COP, National Low Carbon Strategy…). This work was done on the basis of forecasts looking ahead at TF1 group's activities in these low carbon transition scenarios and setting out its climate strategy.

This is based on the following 3 priority areas:

- **the reduction in the carbon footprint of its activities with a commitment to reduce its carbon footprint by 30% by 2030 across scopes 1, 2 and 3A as compared to the scope used for the purposes of calculating its footprint in 2019;**
- **responsible advertising;**
- **content that supports the environmental transition.**

Details on the follow-up of these commitments can be found in section 4.1.3. " Follow-up of 2030 climate strategy projects" while the other reduction initiatives (energy consumption, waste management) are discussed in sections 4.1.2.3. "Consumption of resources and energy" and 4.1.2.4. "Waste management and circular economy".

The operations of TF1 group are not very exposed to physical risks associated with climate change (extreme weather events), including sharp increases in energy prices or carbon taxes. Only the position of the TF1 head office along the banks of the Seine required the development of a flood prevention plan. The Group's activities across its various offices do not adversely affect biodiversity or water and soil quality.

TF1 group, as a signatory to the "Entreprises engagées pour la nature – Act4Nature France" initiative of the Ministry for a Fair Environmental Transition and run by the French Biodiversity Agency, submitted its biodiversity commitments at end-2021. Details can be found in section 4.1.3.1.5. "Other initiatives to reduce the environmental impact".

4.1.1.2. Changes to the regulatory framework EXTERNAL INTERNAL CONTENTS

4.1.1.2.1. Media climate agreement

In line with the French Climate and Resilience Act, discussions took place in 2021 with the French broadcasting regulatory authority (CSA) concerning the details of the media climate agreement, which have not yet been finalised. The implementation of this agreement will allow ARCOM (the French audiovisual and digital advertising regulator created from the merger of the CSA with HADOPI) to assess the work being done by media groups on the environmental transition in terms in particular of the content they broadcast, responsible advertising and the reduction in the carbon footprint resulting from their activities.

4.1.1.2.2. EU Green Taxonomy

In compliance with the European Taxonomy (regulation (EU) 2020/852) and the delegated acts published as of 31 December 2021, TF1 group is working on identifying the portion of its activities that are considered sustainable in 2021.

These indicators relate to 2021 (and have no comparative information) and to two of the six environmental goals namely climate mitigation and adaptation. The activities of TF1 with respect to production, broadcasting, content programming, events and musical recording are considered eligible in terms of revenue, subject to significantly contributing to preparing for climate change adaptation (requirement for accreditation). Before applying this requirement, almost 90% of the revenue would be eligible. To determine eligible revenue at TF1, the portion corresponding to eligible programmes was estimated pro rata to programmes dealing with the environment, the environmental or climate transition relative to all programmes broadcast between 6 a.m. and midnight.

Based on these estimates, and having applied the requirement for accreditation, 3.6% of TF1 group revenue is eligible based on consolidated revenue of €2,427.1 million at end-December 2021. The proportion of CAPEX across the eligible operations was estimated based on the eligible proportion of revenue, namely 3.6%. With respect to the Group's operating expenses (OPEX), the eligible proportion is not material.

TF1 group's commitment to the environmental transition goes well beyond the reporting framework provided for in the EU Green taxonomy. In fact, aware of its role as a leading media group, TF1 group has an active policy via its TF1 Pub ad sales house to encourage advertisers to maximise their efforts to promote more responsible consumption and encourage more environmentally friendly lifestyles.

Accordingly, in 2021, TF1 Pub booked close to 20% of its advertising spots under CSR[2].

The TF1 Pub action plan and its commitments are discussed in section 4.1.3.3.1.

(1) The targets to reduce the carbon footprint cover the scope of the Tour and Atrium buildings.

(2) This means including an "environmental transition" dimension, "made in France", "electric vehicles", or indeed having one of the environmental criteria recommended by the ADEME (the French Environment and Energy Management Agency) such as the energy rating.

Recognition Management

Guided by this goal, in 2021, TF1 group also expanded its content offering in line with the environmental transition having an impact on climate mitigation or adaptation. Details of the content can be found in section 4.1.3.2.

TF1 group has a policy that seeks to reduce the carbon footprint of its operations. Details can be found in section 4.1.3.1.

TF1 group has estimated its expenditure on its Climate Strategy at over €150 million between now and end-2024.

4.1.2. Assessment of the environmental impact of the Group's activities INTERNAL

4.1.2.1. Environmental reporting parameters

Period:

From 1 October 2020 to 30 September 2021.

Scope:

- For the Carbon footprint:
  - TF1 group companies housed in the Tour and Atrium buildings in Boulogne-Billancourt;
  - the TMC subsidiary, in Monaco;
  - all Newen Group companies on French territory;
  - and the digital operations corresponding to the former Unify scope (French territory also), namely 85.4% of Group employees and 90% of Group revenue at 30 September 2021.
- For electricity consumption:
  - TF1 group companies housed in the Tour and Atrium buildings in Boulogne-Billancourt;
  - and the TMC subsidiary, in Monaco, namely 57% of Group employees and 81% of Group revenue at 30 September 2021.
- For the remaining indicators:
  - TF1 group companies housed in the Tour and Atrium buildings in Boulogne-Billancourt, namely 55.5% of Group employees and 74% of Group revenue at 30 September 2021.

In 2021, all operations, including the digital subsidiaries (former Unify scope), the production companies of Newen Group based in France, and the TMC subsidiary in Monaco were included in the measurement of the carbon footprint of TF1 group.

In addition, the qualitative information, in particular relating to content with environmental added-value and responsible advertising, as well as the approaches taken as part of the 2030 climate strategy include the whole TF1 group.

Indicator collection process

The measures apply to the Tour and Atrium buildings as follows:

- water and steam consumption data is taken from meter readings;
- electricity consumption data is taken from bills and confirmed through remote readings obtained from the EDF website under a load curve monitoring agreement (TCC);
- waste including bulky items (skips), compacted paper, food waste, waste consisting of wet packaging, glass, used oil, batteries, print consumables, electronic waste, is weighed by the company retained by the Group to manage and monitor its waste (TRIO under the agreement with Bouygues Energies et Services). A waste log is kept up to date and Waste Monitoring slips are issued in line with current regulations;
- refrigerant fluids are measured on the basis of summaries from the service providers responsible for servicing the air conditioning systems;
- fuel consumption for electric generators is calculated as the difference between the amount of fuel in the two tanks at the start and end of the period, having regard to any fills in the meantime;
- fuel consumed by the company cars and outside broadcast vehicles is calculated from statements provided by Total based on the use of the company card for fill-ups.

4.1.2.2. Carbon footprint

TF1 has been assessing its greenhouse gas emissions since 2007, and, in 2021, TF1 group retained Axionable to calculate its Bilan Carbone® (carbon footprint) for the period from 1 October 2020 to 30 September 2021. The scope includes TF1 group's head office, namely the storeys of the Tour TF1 and Atrium buildings in Boulogne-Billancourt used by TF1 group employees, the TMC head office in Monaco, as well as the buildings of the Newen and former Unify groups in France.

The emission factors used for the 2021 assessment were taken from version 18.1 of the Bilan Carbone® (carbon footprint) as published by ADEME (the French Environment and Energy Management Agency), except for:

- The ones relating to electricity consumption, which were drawn from version 20.2;
- The ones relating to purchases of audiovisual programmes, excerpts, for internal productions, a report by Workflowers on the carbon footprint of Newen Group productions, and for the other productions, Albert data, used the previous year for all programmes.

This calculation is focused, as in past years, on scopes 1 (direct emissions), 2 (indirect emissions from electricity consumption) and 3a (indirect emissions excluding electricity consumption and product use). Scope 3b, not included, relates in particular to the consumption of content produced, broadcast or published by TF1 group. It is potentially the largest source of emissions, which have increased given increased digital usage. Work was done in 2021 to estimate scope 3b across a limited scope, and hence is not material at this point.

Recognition Management

The methodological changes in the calculation of the Bilan Carbone® (carbon footprint) were focussed on the following points:

- The inclusion of the impact of the TMC, Newen and former Unify subsidiaries in the Bilan Carbone® (carbon footprint) of TF1 group, calculated as indicated in the following table;

Subsidiary	Scope 1	Scope 2	Scope 3 – excluding purchases	Scope 3a – programme purchases	Scope 3a – other purchases
TMC	Data calculated on an actual Q4 2020 – Q3 2021 basis or by estimate on the basis of the Tour & Atrium data	Data calculated on an actual Q4 2020 – Q3 2021 basis or by estimate on the basis of the Tour & Atrium data	Data calculated on an actual Q4 2020 – Q3 2021 basis or by estimate on the basis of the Tour & Atrium data	Data calculated on an actual Q4 2020 – Q3 2021 basis	Data calculated on an actual Q4 2020 – Q3 2021 basis
Newen	2020 data extrapolated over FY20-21 on the basis of key input data at 30/09/2021	2020 data extrapolated over FY20-21 on the basis of key input data at 30/09/2021	2020 data extrapolated over FY20-21 on the basis of key input data at 30/09/2021	2020 data extrapolated over FY20-21 on the basis of key input data at 30/09/2021	2020 data extrapolated over FY20-21 on the basis of key input data at 30/09/2021
Former Unify	Data estimated on the basis of headcount, m^2 and revenue of the former Unify and the Group carbon footprint	Data estimated on the basis of headcount, m^2 and revenue of the former Unify and the Group carbon footprint	Data estimated on the basis of headcount, m^2 and revenue of the former Unify and the Group carbon footprint	Data estimated on the basis of headcount, m^2 and revenue of the former Unify and the Group carbon footprint	Data estimated on the basis of headcount, m^2 and revenue of the former Unify and the Group carbon footprint

- The use of emission factors, calculated specifically for France by Workflowers and having regard to the French energy mix, for all audiovisual programmes produced internally. Previously, all emission factors associated with programme purchases were drawn from a UK report (Albert);
- The exclusion from "Purchases of goods and services" of films released in cinemas and audiovisual programmes multicast internationally, which were included in full in previous Bilans Carbone® (carbon footprints).

INDICATOR: GREENHOUSE GAS EMISSIONS

Bilan Carbon® (carbon footprint) emissions by source® (MTCO2e V18.1 and 20.2 of Bilan Carbone®)	From 01/10/2020 to 30/09/2021	From 01/10/2019 to 30/09/2020	From 01/10/2018 to 30/09/2019
Scope 1: Direct emissions from stationary sources (electric generator fuel)	146	24	26
Scope 1: Direct emissions from mobile fuel combustion sources (outside broadcasting vehicles and company cars)	791	384	403
Scope 1: Direct fugitive emissions (refrigerant gases)	524	249(1)	88
Scope 2: Indirect electricity consumption-related emissions	1,223	706	753
Scope 2: Indirect steam consumption-related emissions	127	160	336
Scope 3: Emissions relating to energy consumption not covered by direct or indirect energy emissions	681	414	586
Scope 3: Products purchased	142,891(2)	213,364	307,032
Scope 3: Fixed assets	2,878	2,536	-
Scope 3: Waste generated	71	41(3)	230(3)
Scope 3: Business travel (excluding outside broadcasting vehicles and company cars)	2,944	1,921	3,687
Scope 3: Transport of visitors and clients	12	18	-
Scope 3: Employee travel	1,425(4)	1,825	1,247
TOTAL (EXCLUDING PRODUCT USE)	**153,712**	**221,642**	**314,388**

(1) The large increase in this item in 2020 related to refrigerant leaks in the company restaurant.
(2) The 33% reduction in this item is primarily related to a change in methodology excluding all films released in cinemas and programmes multicast internationally.
(3) The method used to calculate the waste item and the associated emissions factors changed between 2019 and 2020.
(4) The way employee travel was calculated was changed in 2021 to reflect an average level of remote working over the period under review. This was not the case for the previous year.

Recognition Management

Using comparable scope and methodologies as in 2021, TF1 group's carbon footprint would be estimated at 194,308 MTCO2e and 128,782 MTCO2e for 2019 and 2020.

In 2021, the largest items remained unchanged on the previous year: the largest items in terms of emissions remains "Products purchased" (scope 3a). This is followed by fixed assets, business travel and commuting by employees.

Emissions by scope of the *Greenhouse Gas (GHG) Protocol* in MTCO2e	From 01/10/2020 to 30/09/2021	From 01/10/2019 to 30/09/2020	From 01/10/2018 to 30/09/2019
Scope 1	1,461	657	517
Scope 2	1,350	866	1,089
Ratio in metric tons of CO_2 scopes 1 + 2 per employee	*0.8*	*0.7*	*0.7*
Ratio in metric tons of CO_2 scopes 1 + 2 per million euros of revenue	*1.3*	*0.9*	*0.8*
Ratio in metric tons of CO_2 scopes 1 + 2 per square metre	*0.036*	*0.025*	*0.026*
Scope 3	150,902	220,119	312,782
TOTAL SCOPES 1, 2 AND 3A (EXCLUDING PRODUCT USE)	**153,712**	**221,642**	**314,388**

The methodological changes involving the inclusion of TMC, Newen and former Unify subsidiaries also explain the 76% increase on scopes 1 and 2 between 2020 and 2021.

4.1.2.3. Consumption of resources and energy

For the resource and energy consumption indicators at the Tour and Atrium buildings (excluding fuel), the storeys of the Atrium building in Boulogne used by employees of Bouygues Télécom are included in the figures indicated below.

Electricity

INDICATOR: ELECTRICITY CONSUMPTION *(IN MEGAWATT HOURS)*

	% cover revenue	From 01/10/2020 to 30/09/2021	From 01/10/2019 to 30/09/2020	From 01/10/2018 to 30/09/2019
TOUR/ATRIUM	74	16,566	17,883	19,075
TMC (MONACO)	7	1,197	1,020	1,003

TF1 group uses electricity to run the company and in particular to operate and cool technical equipment used to make and broadcast its programmes (plant and IT rooms, ad sales houses, studio lighting, etc.). Electricity is also used for other purposes such as heating and cooling (comfort), lighting, to run offices and indeed ventilation. The fall in consumption seen since 2010 continued in 2021: -6% between 2020 and 2021 across the scope of the Tour and Atrium buildings in Boulogne-Billancourt and the TMC premises in Monaco. One of the main drivers of this reduction was the replacement of heat pumps in the walls of the office areas as part of the Next Door refurbishment project.

Fuel

INDICATOR: FUEL CONSUMPTION *(IN LITRES)*

	% cover revenue	From 01/10/2020 to 30/09/2021	From 01/10/2019 to 30/09/2020	From 01/10/2018 to 30/09/2019
ELECTRIC GENERATOR FUEL TF1 TOUR/ ATRIUM	74	682	8,900	9,667
FUEL ALL VEHICLES (OUTSIDE BROADCASTING – COMPANY CARS)	74	149,911	163,851	195,855

The fuel is used in electric generators at the production sites. These electric generators are a backup to the EDF grid in event of a cut in supply to ensure the continuation of the Channel and other key processes. The year-on-year increases and reductions stem from maintenance work on the high voltage stations and risk simulations implemented for the continuity of key processes (example: simulation of the broadcasting of a news broadcast with a cut in grid supply). In 2021, there was no cut in grid supply, reflected in the significant reduction in fuel used for the electric generators.

The fuel for vehicles used for reporting by TF1 and LCI (motorbikes, cars, mobile video trucks) is Gazole Premier and Excellium, Super 98 or 95 unleaded. The measures concerning mobility of employees (details can be found in Section 4.1.3.1.2. "Mobility"), as well as the expansion of remote working made it possible to achieve a 22% reduction in fuel consumption across the company vehicle fleet between 2020 and 2021.

Recognition Management

Water

INDICATOR: WATER CONSUMPTION *(IN CUBIC METRES)*

Site	% cover revenue	From 01/10/2020 to 30/09/2021	From 01/10/2019 to 30/09/2020	From 01/10/2018 to 30/09/2019
TF1 – TOUR/ATRIUM	74	30,915	25,717	38,991

Water is primarily used in the cooling circuit, toiler blocks and kitchens. Spraying the air-cooling towers accounts for a large part of the total water consumption of the "Tour" building, the drop in consumption being due to better management of these towers.

Paper

INDICATOR: PAPER CONSUMPTION *(IN METRIC TONS)*

Site	% cover revenue	From 01/10/2020 to 30/09/2021	From 01/10/2019 to 30/09/2020	From 01/10/2018 to 30/09/2019
TF1 – TOUR/ATRIUM	74	12	20	27

The reduction in paper consumption continued in 2021. The redevelopment of Nextdoor into flexible office space being rolled out in TF1 buildings involves a sharp reduction in paper consumption with storage down to one unit per person and the removal of personal printers.

4.1.2.4. Waste management and circular economy

Waste management

The main waste-generating activities primarily concern catering (packaging waste, food waste), office activities that include paper and other office supplies, works undertaken on buildings to modify and maintain installed building services and equipment, and IT and audiovisual activities (electronic waste).

In 2020, TF1 group approved the elimination of plastic cups as well as plastic bottles in company restaurants and drink dispensers, replaced by metal cans. This measure went hand-in-hand with the distribution of a glass bottle for each employees to encourage efforts to reduce the carbon footprint.

In addition, the profit-sharing criterion created in 2020 concerning the reduction in the quantity of plastic waste collected for recycling was renewed for 2021 (see Section 4.1.3.4.2.)

INDICATOR: QUANTITY OF WASTE COLLECTED

Site	% cover revenue	From 01/10/2020 to 30/09/2021	From 01/10/2019 to 30/09/2020	From 01/10/2018 to 30/09/2019
Total plastic waste – Tour/Atrium *(in metric tons)*	74	0.26	0.52	1.14
Total waste – Tour/Atrium *(in metric tons)*	74	375	444	627
Total waste recycled - TOUR/ATRIUM *(in metric tons)*	74	267 (71%)	306 (69%)	365 (58%)

The sharp decrease in the amount of plastic waste collected is explained in part by the aforementioned measures and also by the exceptional conditions related to the pandemic, which resulted in a decrease in the number of employees on-site in 2021 compared to 2019.

Initiatives to promote food sustainability and to combat food waste

For catering, TF1 and Bouygues énergies et Services require, by means of a contractual guarantee with the service provider, that preference be given to the purchase of local, organic and seasonal vegetables, with one fully organic meal on offer every day. Efforts to reduce food waste are in place: contractual dish portioning by the catering service provider (SODEXO), second portion of bread charged, installation of tray stands, baskets to collect unused condiment packets for recycling and food waste bins to raise awareness of employees.

Recognition   Management

4.1.3. Follow-up of 2030 climate strategy projects

4.1.3.1. Reduction of environmental impact INTERNAL EXTERNAL

With regard to the climate strategy, TF1 group set out four priority areas for the reduction of the carbon footprint of its activities:

- Environmentally-friendly production with the goal of measuring the carbon footprint of productions and the taking of actions to reduce the impact of filming;
- Responsible purchasing with the goal of adding environmental criteria for priority purchasing categories;
- Responsible digital activities with the goal of measuring the carbon footprint of its own digital activities and taking steps to reduce it;
- The prioritisation of alternative modes of transport with the goal of reducing the carbon footprint of business travel and commuting.

4.1.3.1.1. Environmentally-friendly production

The individual initiatives of TF1 group

Steps taken by Newen France in 2021

Aside from the steps taken by TF1 group to encourage an environmentally-friendly approach to the content it produces and/or broadcasts, such as the *En Terre ferme* magazine show or indeed the *Clem* drama series, Newen France has historically taken a range of initiatives throughout the production process of the *Plus Belle la vie* drama rolled out on the more recent daily drama series produced for TF1 *Demain nous appartient* and *Ici tout commence*.

The Newen Green Committee, created in 2020, aims to support Newen Group in an eco-responsible approach through the emergence of concrete actions to limit the carbon footprint of production and promote recycling.

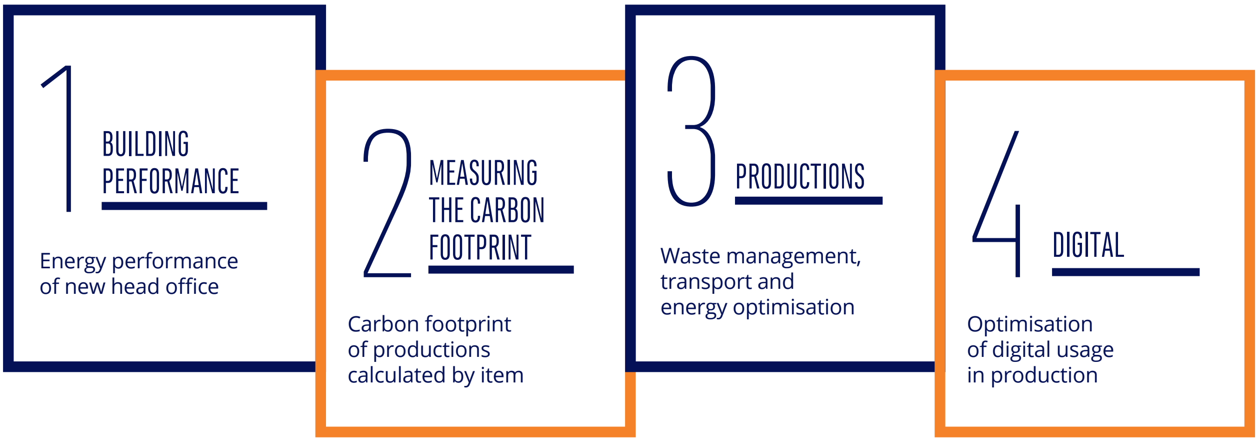
In 2021, the Green Committee undertook the measurement of its carbon footprint with Workflowers, which amounted to 2,900 metric tons of CO2 over the period from 1 January to 31 December 2020 across the Newen France and Blue Spirit scopes including the buildings and content production.

Commitment of Newen France

On the basis of the carbon footprint calculated in 2021, the Newen Green Committee set itself carbon reduction targets:

- **-20% by 2024;**
- **-30% by 2030.**

To achieve this target, the action plan has 4 workstreams:



- **Building performance**

  The Newen Green Committee, in cooperation with the Newen General Affairs Directorate established a sustainable development committee with the lessor of the future premises that will be occupied by Newen France in the first half of 2022 and set itself the goal of achieving the top energy performance rating for the building, targeting a BREEAM Very good certification (the broadest international building performance certification).

- **Measuring the carbon footprint**

  Capa Corporate productions will enjoy a carbon footprint calculator from 2022 making it possible to establish KPIs by production item to aid decision-making and prioritise reduction actions in the areas that generate the most greenhouse gases.

  In parallel, Newen France is a member of the CNC working group looking to establish a common carbon footprint methodology for productions.

- **Productions**

  The work is focused on the following three areas: waste, transport and energy and consists of establishing specific tools and indicators to collect data across these three areas along with a targeted action plan to reduce the carbon footprint with a view to creating an environmentally-friendly charter for each of the genres produced by the Group (dramas, documentaries, unscripted shows, animation, corporate films…).

  The Newen Green Committee worked with Workflowers to establish ongoing reporting that will make it possible to measure the carbon footprint of waste. This will be introduced in 2022 on a trial basis for the *Plus Belle la vie* production with a gradual roll-out for the daily dramas produced for TF1 *Demain nous appartient* and *Ici tout commence*.

Recognition Management

- **Digital**

  The Newen Green Committee began work to optimise the data storage policy.

  In parallel with the Cloud solutions, equipment recycling, low-tech approach already introduced, the Newen Green Committee is working, against the background of the relocation, on new areas for improvement such as for example secure printing, systematic standby mode, or indeed inbox optimisation.

The collective initiatives of TF1 group

From creating the grouping to establishing the Écoprod association

Since 2009, TF1 group has been involved in environmentally-friendly production by participating in the creation of the Écoprod grouping as financial backer and member of the steering committee.

The grouping's mission was to offer:

- training on environmentally-friendly production to those working in the audiovisual sector;
- a resource centre to explore on its website, that includes best practice by function;
- a carbon footprint calculator for audiovisual productions (*Carbon' Clap*);
- an environmentally-friendly production guide and testimonials for producers and other industry professionals;
- the financing of studies on the carbon footprint of the audiovisual sector.

TF1 group was party to the discussions that led the Écoprod grouping becoming an association at end-2021 to strengthen its role and expand its mission to engage more broadly with the audiovisual sector and obtain additional funding through contributions from current and future members. TF1 group is represented on the Boards of Directors and the General Meetings through Christelle Leroy, its Head of CSR, as permanent representative and Céline Roux, Head of Unscripted Shows and Corporate at Newen France and chair of the Newen Green Committee, as her deputy. In light of the major importance of environmentally-friendly production in reducing the carbon footprint of the audiovisual sector, TF1 group increased its funding for the newly founded association.

The CNC Action! plan

This approach comes on top of the Action! plan launched by the CNC (Centre national du cinéma et de l'image animée - National Centre for Film and Moving Images) and announced in 2021 to support the cinema, audiovisual and animation sectors and make them a driver of the environmental and energy transformation. The plan, which is rolled out over 3 years, is built around the following 4 major themes: technical resources; mobility; procurement and waste management; digital issues.

Since 2021, TF1 group and Newen France have participated, alongside other broadcasters, in the working group established by the CNC to create a common methodology to measure the carbon footprint of content with the goal of by 2024 establishing a carbon budget for productions seeking funding.

Media Club Green

Christophe Sommet, as Head of the Special Features Division of TF1 group, also sits on the Board of Directors of Media Club Green, which works to speed up the environmental transition of the audiovisual sector.

4.1.3.1.2. Mobility

TF1 group has taken a whole series of actions to reduce the carbon footprint of employee travel, including a company mobility plan since 2010 and an agreement on remote working since 2018.

Various measures are in place in the TF1 company car and outside broadcasting fleet to reduce this item's emissions. Since 2021, new orders are subject to a ceiling of 130g CO_2 emitted per km for petrol models while diesel models are no longer permitted. To encourage employees to choose vehicles that are cleaner or emit a minimum of CO_2, an increment is applied to their vehicle entitlement when they choose a hybrid or electric vehicle.

At 31 December 2021, 61% of the vehicles in TF1 group's vehicle fleet were hybrid or electric.

TF1 group's target is to have its fleet of outside broadcasting vehicles wholly comprised of hybrid or electric vehicles by the first half of 2023, and a company car fleet that is wholly comprised of hybrid or electric cars by end-2024.

Furthermore, since June 2021, employees with entitlement to a company car benefit from mobility financing. This allows these employees to get a loan to fund alternative means of travel if they give up their company car.

Moreover, the company provides all employees with access to 6 urban-type electric cars and an electric bike sharing scheme for their business travel, along with dedicated parking spaces for electric cars.

Since 2020, TF1 has allowed its employees to have access *via* the Becyclez platform to various benefits when purchasing a new good quality urban bike.

Moreover, in July 2021, TF1 group rolled out the Sustainable Mobility Package to encourage its employees to use less polluting forms of transport when commuting (bicycle, carsharing, scooter, etc.). The Group is now giving interested employees three options:

- 80% refunds on their Navigo Pass;
- 60% refund on their Navigo Pass and an allowance of €240 to cover actual expenses incurred on sustainable mobility;
- An allowance of €400 to cover actual expenses incurred on sustainable mobility.

Around 130 employees took advantage of the Sustainable Mobility Package in 2021.

In 2021, Newen Group introduced a subsidy for electric bike purchases.

Recognition   Management

4.1.3.1.3. Responsible digital activities

Initiatives from TF1 group

Refurbishment of data centres

TF1 group has built two new data centres that will be fully operational in 2024 and that will gradually replace the current plant rooms used for the Group's audiovisual production and broadcasting, with a view to replacing the current facilities with more energy-efficient cutting-edge equipment that has a smaller footprint. The roll-out of innovative air-conditioning technology is a critical area; a free cooling system is thus installed and the heat recovered will be used to heat the building.

Cold corridors allow for more efficient cooling of equipment, and the measurement of each power line in each bay is centralised on a dashboard to improve consumption monitoring.

Measuring the impact of digital activities in TF1 group

In 2021, the Digital and Innovation teams in TF1 group, supported by Axionable, worked on measuring the carbon footprint of the MyTF1, LCI.fr and TFOUMax websites. This calculation factored in the storage, screening and viewing of content hosted on Group websites (including the use and end of life of devices used to view this content). Following this, areas for improvement were identified and the following initiatives are being rolled out:

- optimisation of image resolution;
- restricting the use of background videos on programme pages to just those programmes currently on air;
- the deletion of old data;
- optimisation of storage in the technical infrastructure.

Other areas for improvement may arise in the future, including encouraging consumers to use a WiFi network rather than 4G, optimisation of video streams, and the use of a pop-up to confirm someone is watching (to stop automatic streaming).

Collective initiatives

Planet Tech'Care

TF1 group is one of the signatories to the Planet Tech'Care manifesto, an initiative by the industry body Syntec Numérique launched in October 2020 at the instigation of the French National Digital Council, which aims to support companies looking to factor in the impact of digital activities in their environmental strategy, by providing educational tools and a training programme. As a signatory, TF1 group undertook to measure the carbon footprint of its digital products and services, and then to identify and implement concrete actions to reduce this impact, in particular to extend the lifespan of digital products and services. Since end-2020, the employees impacted by these initiatives have been encouraged to participate in workshops run by Planet Tech'Care. Moreover, TF1 also undertakes to raise awareness amongst stakeholders so that all those involved in the digital ecosystem are able to contribute to reducing their impact on their areas of responsibility.

IT Bouygues Green Committee

An IT Bouygues Green Committee meets 3 to 4 times a year to share information on initiatives and best practices within the industry, and to measure the impact of digital activities within Bouygues Group.

4.1.3.1.4. Reducing the carbon intensity of purchasing

This project ultimately aims to introduce environmental criteria into top priority purchasing families (excluding purchases of audiovisual rights) with areas for reducing carbon intensity identified.

Environmental criteria are already factored into the selection of products purchased by the Technology Department: electricity consumption of the equipment or even of the system of which it is part.

Moreover, in 2021, it became clear that the Group's Centralised Purchasing Department required support from outside experts, to identify top priority purchasing categories, list the relevant environmental criteria in light of the activities and the areas for possible reduction. This support will thus begin in early 2022, and will allow all buyers to better prioritise the steps to be taken in the future and to engage suppliers in this process. Moreover, this support will be backed by training of buyers to increase their level of expertise on the environmental impact of purchasing.

4.1.3.1.5. Other initiatives to reduce the environmental impact

Electricity consumption and ISO 50001 certification

The reduction in electricity consumption that has been ongoing since 2010 continued in 2021: -6% between 2020 and 2021 across the Tour, Atrium and TMC in Monaco, thanks, amongst other things, to better facilities management though the building management system, replacing heat pumps in the office areas with higher spec models, the greater efficiency of the closed water loop in the air-conditioning system and the shutting off of the studio ventilation systems now tied to their usage schedule.

ISO 50001

In terms of ISO 50001 certification, in 2018, TF1 group[(1)] had initially set an energy reduction target of 25% to 30% by 2025 (compared with the 2011 reference year).

As this target has already been met, a new target was set when renewing ISO 50001 certification in December 2021: the Group is now targeting a 35% reduction in consumption by 2025, as compared with 2011.

TF1's ISO 50001: 2018 certification is valid to July 2024 and reaffirms the adherence to and relevance of the reduction plan put in place as well as the targets and goals set. The certification steering committee established co-ordinates the action plans in place both with respect to building management with the service provides and in the production processes (studios, broadcasting, reporting). At TF1, ISO 50001 also encompasses a whole range of internal and external communications, various awareness sessions, and more broadly cross-company coordination that involves employees as well as a number of Group departments.

(1) ISO 50001 certification only related to the TF1 Tour building.

Recognition   Management

Use of renewable energy

For high voltage, in 2021, TF1 renewed for application from 2022 to 2024 a contract with EDF with a "renewable energy" option that requires EDF to feed into the grid the same amount of electricity from renewable sources as is consumed by the Tour and Atrium buildings, which are the subject of the contract.

For low voltage, TF1 also renewed a contract with the supplier Enercoop for 2022 to 2024. This contract exclusively supplies green electricity and covers 100% of the low voltage supply to the Southern wing and carparks of the Tour building in Boulogne-Billancourt.

100% of the electricity used at the Tour and Atrium is thus from renewable sources.

Biodiversity

As discussed above, the nature of the Group's activities in its corporate offices does not generate any direct risks to biodiversity. The Group's activities do nevertheless have an indirect impact on biodiversity, in particular through the use of the resources required to manufacture the IT equipment used by all employees and by the audience watching the programmes produced and broadcast by TF1 group. Moreover, like every company, TF1 group benefits from natural ecosystem services, particularly cultural services offered by biodiversity, and on which certain Group channels, like Ushuaïa TV, are heavily dependent.

That is why TF1 group joined up to the "Entreprises engagées pour la nature – Act4Nature France" initiative launched by the Minister for a Fair Environmental Transition and run by the French Biodiversity Agency in December 2020, with Gilles Pélisson, the Group's Chairman and Chief Executive Officer, signing up to 10 shared commitments.

Later in December 2021, TF1 group submitted its commitments to the Act4Nature platform, touching on its influence as a media group through its reference platform for environmental matters: Ushuaïa TV. In fact, over the coming three years TF1 group has committed, via Ushuaïa TV, to:

- Broadcast a series of at least 10 programmes over a period of 4 weeks primarily looking at biodiversity;
- Partner with one annual B2B/B2C event addressing biodiversity.

In this way, the Group plans to increase public awareness regarding these issues, reiterate messages from those involved in safeguarding biodiversity and showcase positive initiatives.

Carbon emissions prevented

To round off the overall vision of the climate impact of the products and services sold by TF1 group, the Group's CSR Department was informed by Carbone 4 of the emissions prevented and, alongside other Bouygues Group subsidiaries, participated in case studies that led to the publication of a methodological guide listing the potential benefits of the carbon emissions prevented for clients.

4.1.3.2. Offering content that supports the environmental transition

4.1.3.2.1. Audiovisual content CONTENTS

TF1 group makes its audience aware of environmental matters in a range of programmes on its channels as well as through the digital content it publishes, aware of the potential behavioural change from exposure to best practices. In fact, according to a 2020 IPSOS survey for Ushuaïa TV, 92% of French people believe that the media plays a key role in making the public aware of environmental matters. The Group raises awareness across its audience on environmental matters: above and beyond the three channels (TF1, TMC and Ushuaïa TV) these themes run through all content.

TF1

Launched in January 2021, every Saturday morning the Génération Ushuaïa slot offers the best documentaries and programmes from Ushuaïa TV to TF1 viewers. Hosted by Fanny Agostini, the programme showcases those people who work day in day out to protect the planet, as well as the exceptional places that need protection across the world.

News

The news dedicates a large proportion of its coverage to environmental matters. Weekly environmental items are already included in TV news, such as Planète Week-end, Demain and La France défigurée. In addition, on Earth Day, TF1's news programmes covered various items that encouraged environmental protection and raised awareness regarding the threat posed by climate change, with in particular a major report on the 8 o'clock news on the protection of forests in Gabon, the second largest lung on the planet after the Amazon forest. Given the growing challenges surrounding the environmental transition, the TF1 group News Division offered its teams the chance to participate in the Fresque du Climat, and two workshops bringing together the news teams were held at the TF1 head office. During COP 26, various reports ran on the three editions (evening/ lunchtime/ weekend) and the *Le 20 h vous répond* item presented by Garance Pardigon was wholly dedicated to the environmental transition.

Moreover, the series of six reports *Missions Terres australes* by Michel Izard and Bertrand Lachat for the news on TF1 was rewarded in 2021 by the Trophée Victor de l'engagement polaire in the "Media reporting" category, recognising the commitment of the two journalists to increase knowledge and understanding of the polar regions.

Moreover, TF1 group, via its TF1 and LCI channels, supported the 9th "La France des solutions, nation créative" run by the Reporters d'Espoirs association, which was held in Maison de la Radio et de la Musique. This year, the event focussed on concrete initiatives that push back boundaries and those that bring about economic, environmental and social solutions to meet the country's challenges. In this instance, the TF1 lunchtime news and evening news bulletin mentioned the event multiple times.

Recognition Management

Kids

In the TF1 youth slot, TFOU, campaigns to raise awareness amongst young people are already in place, in particular during European sustainable development week, during which innovative episodes addressing respect for nature and environmental protection are broadcast: in 2021, dedicated youth programming was broadcast on the theme of "Making a different every day". All animation programmes transmitted powerful messages to children on waste recycling, wildlife protection and climate chaos. Certain programmes, such as *Barbapapa*, also convey in most of their episodes values such as caring, social integration, diversity and environmental protection.

In parallel, at end-November TFOU and SACD (Société des Auteurs et Compositeurs Dramatiques) launched the 8th TFOU animation competition around the theme this year of "Nature, our great adventure". Writers are encouraged to use this mantra as inspiration for a 90-second film script for children, telling a story that heavily resonates with TFOU's editorial stance.

Drama

The daily series *Ici tout commence* and *Demain nous appartient*, as well as the series *Clem*, include messages encouraging respect, protection of the environment and responsible consumption, particularly of local and seasonal products. mostly promoted in *Ici tout commence.*

Magazine shows and documentaries

Magazine news shows on TF1 allocate a large proportion of their time to environmental-related matters. *Major reports* regularly cover those at the front lines including families who are doing their bit for the environment.

Unscripted Shows

Daily unscripted shows deal with environments issues: *Les Plus Belles vacances* regularly gives examples of healthy and environmentally-friendly holidays.

Short programming

The programme *Petits Plats en équilibre* continues to showcase home cooking, the use of seasonal products and the reduction of waste. Moreover, *Habitons demain* gives viewers insights each week into innovative and responsible ideas on the home front.

Ushuaïa TV

For the past 16 years, the Ushuaïa TV channel, which is broadcast to 30 French-speaking countries, has been the only channel wholly dedicated to protecting the planet. Since 2020, the channel has broadcast the *En Terre Ferme* magazine show, hosted by Fanny Agostini, which looks to showcase citizen engagement and reconnecting with nature. The programming schedule follows topical environmental issues. In September 2021, during the IUCN World Conservation Congress, Ushuaïa TV broadcast a special schedule built around the protection of biodiversity and ecosystems. Ce mois de la biodiversité, hosted by Mathieu Vidard, consisted of six evenings with a series of original films and documentaries, plus a new edition of the *En Terre ferme* magazine show with Yann-Arthus Bertrand. Ushuaïa TV also changed its programming for Earth Day, broadcasting amongst other things *The Salt of the Earth*. In addition, TF1 group won seven awards at the Deauville Green Awards 2021, including *Green Award d'Or*and the *Grand Prix Documentaire* for the *Les Nanosurvies, les pouvoirs invisibles de la nature* reporting, by Pascal Moret and Julien Guiol and co-produced by Ushuaïa TV.

TMC

The *Quotidien* programme regularly covers topical planetary events on the ground in France and abroad, with a breakdown of developments on the international and regulatory fronts. On Earth Day, on 22 April, TMC broadcast 24 hours of non-stop programming on the environmental challenges of our times. The Quotidien magazine show kicked this off on 21 April with an environmental special and Cyril Dion as panellist, with Fanny Agostini then taking over for this extraordinary day. The schedule included socially conscious films like *Tomorrow*, *Home*, reports like *Génération Greta*, as well as the *En Terre ferme show.* In addition, on 25 September 2021, TMC broadcast the *Global Citizen Live* evening-long event, an unprecedented global coming together of citizens, artists, international leaders, corporate bosses, philanthropists and performers to protect the planet and combat poverty with a focus on climate change, vaccine equity and famine.

Movies

Produced in 2020 by Newen, the documentary *Animal* by Cyril Dion, dealing with the mass extinction of wildlife, was included in the official selection of the Cannes Festival and was released in cinemas on 1 December. In September 2021, at the World Conservation Congress in Marseille, Newen also organised a screening of the documentary for employees followed by a Q&A session with the director.

4.1.3.2.2. Digital content CONTENTS

LCI.fr

The *Live Écologie* section, which brings together environmental-related matters, along with the *Impact Positif* section, focused on solutions and positive initiatives, were created on LCI.fr in 2020. These come on top of the *Impact Positif* podcast by Sylvia Amicone, who talks to people who, faced with the climate emergency, develop specific projects.

Digital operations (former Unify scope)

Under the *Unify for Good* label, a very strong positioning was taken thanks to leading brands including:

- *Marmiton*, which is primarily tasked with raising awareness regarding the impact of cooking in everyday life, with respect to health, the planet and socio-economic connections. The brand supports French people with their food transition, with an editorial stance that is firmly focused on reducing food waste and each person's impact on the planet, with for example the introduction of Eco-score, which shows consumers the environmental impact of a recipe. The website and the *Marmiton* magazine show look to emphasise seasonal products throughout the year, with tailored recipes, in particular via the *Better eating* section (vegetarian, vegan and seasonal recipes). Of note also is the publication of the book entitled *Zéro gaspi* in 2021, designed to open up gourmet cooking without waste;
- The *Green Letter* by *My Little Paris,* a weekly newsletter full of ideas linking urban areas with ecology and encouraging more environmentally-friendly behaviour;
- The *Juste Mieux* medium produces more than 100 videos a year on ecology with tutorials on more responsible consumption, highlighting sustainable initiatives and inspiring speeches;
- *Doctissimo*, which provides advice on how to get to zero waste or better understanding of cosmetic labels;
- *les Numériques*, the first online magazine dedicated to the testing of digital products, offers comparative measurements of energy and water consumption and includes a repairability index in product ratings.

Recognition   Management

Finally, these activities gave prominence to Earth Day, in particular on its aufeminin, Marmiton, *Doctissimo* and Juste Mieux platforms and through content on ecofeminism, zero-waste and the effects of pollution on health, and by organising challenges on social media.

Furthermore, TF1 group involves its employees and shares internally content with environmental added-value via internal communications channels like "1 Hour with Christophe Sommet", Head of Special Features Channels.

4.1.3.2.3. Licensed products CONTENTS EXTERNAL

TF1 group emphases respect for the environment and protecting the planet, through product development based on long-standing brands, like Ushuaïa organic cotton fabric ranges developed by a licensee, or through communications support for licensed brands, in cooperation with rights holders like the Smurfs, making it possible using particular graphical styles to communicate on the UN Sustainable Development Goals, of which they have been ambassadors for many years.

4.1.3.2.4. Partnerships EXTERNAL

TF1

TF1 group has an ongoing partnership with "La Fabrique des récits", a community led by Sparknews to help content creators speed up a fair environmental transition. This grouping makes it possible to identify positive initiatives worldwide, to build relationships with high-impact innovators, to create narratives to raise awareness regarding major social and environmental issues, to shift ecosystems and to build communities to create positive change. This partnership was on show at the "En quête de demain" event, a unique collaboration driven by Sparknews and which TF1 and LCI.fr joined, to showcase positive initiatives to support the environmental transition in the regions.

TF1 group has also partnered up with festivals and competitions, to which the Group offers financial support, in particular in the form of a prize. This makes it possible to recognise and encourage initiatives and content on environmental matters. TF1 group thus supports the Deauville Green Awards, which recognise and showcase the production of content dealing with sustainable development. In 2021, at the 10th year of the festival, the TF1 group special prize was awarded to the film *The Dark Side of Green Energies* directed by Jean-Louis Pérez and Guillaume Pitron, and produced by Grand Angle Productions.

Ushuaïa TV

The Ushuaïa TV channel has partnered with a number of festivals, in particular the Le Temps Presse festival, which inspires and raises public awareness through a series of films exploring the purpose of sustainable development, and the Atmosphères festival, which showcases cinema, arts and science for a more sustainable, fairer world that is more in harmony with nature. Ushuaïa has also been supporting events like Forum International de la Météo and Climat et la Fête de la Nature for a number of years. In 2021, Ushuaïa TV also partnered with the French pavilion at the IUCN World Conservation Congress in Marseille.

LCI

Through its partnership with EPE (businesses for the environment), LCI organises the EPE-LCI awards each year, which, in the form of an appeal for projects, targets students and young graduates under the age of 30 who wish to propose concrete solutions to better match their environmental convictions with their current or future career. In 2021, reflecting on the theme of "Finance, an accelerator of environmental transition", the top EPE-LCI award went to the Alix Dardennes project combining community banking with agroecology.

Marmiton

Marmiton has partnered with the Good Planet Foundation to shed light on current challenges and offer simple ways of reconciling health, ecology and pleasure on the dinner plate, anti-waste food and more plant-based. This partnership includes a double spread in every edition of the magazine and the production of videos by Goodplanet, posted on social media and on Marmiton's website.

4.1.3.3. Responsible advertising INTERNAL EXTERNAL

4.1.3.3.1. TF1 Pub

4.1.3.3.1.1. A long-standing commitment to responsible communication

Since 2011, TF1, responsible for selling the advertising inventory of TF1 group, has been offering environmentally-responsible packages to raise awareness and help shift brands towards more responsible communications.

Since 2015, TF1 Pub has devoted multiple magazines targeted at advertisers and media agencies on responsible consumption and has increased the range of initiatives to raise awareness amongst this group.

In 2018, TF1 Pub created the "One Planet" screen on TF1 reserved for sustainable advertisers.

In 2019, TF1 Pub created the "EcoRespons'Ad" offering, which is open to products and services that have a label recommended by ADEME (the French Environment and Energy Management Agency). These include Agriculture Biologique, the EU Ecolabel and the French environmental standard. This offering encouraged advertisers with more responsible communications to advertise on the Group's channels.

In June 2019, TF1 Pub brought together all the players in the advertising ecosystem for a major campus event "Conquering the civic consumer".

Aside from these communications and the Campus event, TF1 Pub began a number of partnerships and regularly takes part in interviews, studies, publications and indeed B-to-B conferences.

At end-2020, TF1 Pub publicly undertook to contribute to TF1 group's climate strategy by playing the role of catalyst to encourage responsible consumption. In parallel, TF1 Pub set up an internal committee called *Change makers*, made up of volunteer employees and co-ordinated by its CEO, Sylvia Tassan-Toffola, to sustain the ad sales house's roadmap for the environmental transition of advertising.

Recognition Management

4.1.3.3.1.2. 2021 action plan for the environmental transition of advertising

Aware of its leading role in the advertising market, TF1 Pub wished to i) support the transformation of the communication and advertising industry and ii) commit to the initiative launched by TF1 group. TF1 Pub thus plans to set an example by applying best practice, both internally and externally, but also by giving impetus to its ecosystem of partners, clients and competitors.

TF1 Pub spent a large portion of 2021 on the environmental transition of advertising underpinned by the Change makers committee, internal and external experts, and by calling on its ecosystem to set out its 2021-2025 Climate roadmap, based on the following four themes:

- Measurement and oversight of the carbon footprint and broadcasting of advertising campaigns;
- Advertising offerings that are tailored based on environmentally-responsible criteria;
- Involvement in advertising market initiatives that seek to promote the environmental transition;
- Improvement of best practice within the ad sales house.

RESPONSIBLE ACTIONS AT ALL LEVELS OF TF1 PUB

Measurement and oversight of the carbon footprint and broadcasting of advertising campaigns

In 2021, TF1 Pub retained Ecoact to:

- measure its carbon footprint;
- create a carbon footprint calculator for advertising campaigns with a view to making the carbon impact of the broadcasting of campaigns more transparent for advertisers and media agencies;
- identify areas for reduction.

The advertising business having being heavily impacted by the pandemic, the study focused on 2019 and 2020 data in order to be representative of the actual annual activity of TF1 Pub.

The broadcast media covered by this study was:

- linear TV via the terrestrial network and the Internet;
- live radio via the radio network and the Internet;
- digital: digital video (in particular catch-up) and display on the Internet.

This includes the electricity consumption of equipment during the following phases:

- ad storage;
- data transfer;
- ad viewing.

Along with proportion of the carbon footprint of the manufacturing/end of life of equipment pro rata to the length of viewing.

At end-2021, TF1 Pub collaborated with BL Evolution to incorporate into its calculator the methodological framework developed by Syndicat des Régies Internet for measuring the carbon footprint of digital campaigns. In 2022, the company plans to incorporate the recommendations of the Syndicat National de la Publicité Télévisée (SNPTV) regarding the measurement of the footprint of TV campaigns.

Advertising offerings that are tailored based on environmentally–responsible criteria

ÉcoRespons'Ad

In 2021, TF1 Pub, supported by the responsible communications agency Sidièse, began reviewing the advertising offerings with a view to encouraging the promotion of more responsible consumption and to contributing to the climate goals of the ad sales house's clients.

This review involved a consultation of the external stakeholders of TF1 Pub and in particular ADEME (the French Environment and Energy Management Agency), advertisers, media agencies and industry bodies. It gave rise to an overhaul and greater recognition of the EcoRespons'Ad offering, solely reserved for products and services that have reduced their environmental impact.

To be eligible for this offering, the products and services promoted by the advertiser must have been granted at least one label identified and approved in line with the requirements of ADEME (the French Environment and Energy Management Agency) having regard to the following criteria:

- environmental labels;
- energy rating;
- repairability index;
- environmental information.

These criteria are subject to ongoing change by ADEME (the French Environment and Energy Management Agency).

Ads for products and services that qualify for this offering will enjoy special placement with a specific look on the TF1 and MYTF1 advertising spots.

Recognition   Management

EcoFunding

In order to help consumers identify the best criteria to use when choosing the most environmentally-friendly products or services and recognise the positive steps of advertisers, TF1 Pub looked to supplement the ÉcoRespons'Ad mechanism with ÉcoFunding starting from 1 January 2022. These are awareness campaigns that are wholly funded by TF1 group, designed to educate the public at large regarding the environment labels and impact criteria recommended by ADEME (the French Environment and Energy Management Agency).

For every qualifying advertising campaign TF1 group will make a contribution to the ÉcoFunding programme pro rata to the media budget invested by the advertiser. These awareness campaigns will be broadcast on TF1 group channels and on MYTF1.

By communicating on their labelled products and services, brands will thus contribute to the broadcasting of awareness campaigns championing both sustainability and responsible consumption.

A FUND 100% FINANCED BY THE TF1 GROUP TO MAKE CONSUMERS AWARE

TF1 Pub's involvement in advertising market initiatives that seek to promote the environmental transition

TF1 Pub plays an active role in cross-industry discussions with all players in the advertising value chain arising in particular from the États généraux de la Communication echoing the Climate Citizens' Assembly and the French Climate and Resilience Act.

TF1 Pub is working to establish harmonised and inter-operable methods for the measurement and monitoring of the carbon footprint of advertising campaigns, thereby enabling the sharing of best practices and the implementation of co-ordinated action plans. At end-2021, the agreed priority was the establishment of a methodological base for digital activities with SRI and for TV with SNPTV.

In parallel, in July 2021, TF1 Pub held a new Campus event for the advertising market that brought together hundreds of participants with a number of speakers discussing the topic of "The environment and the corporate sector: How can we accelerate the transition to a more sustainable society?".

Improvement of best practice within the ad sales house

TF1 Pub via its Change makers committee engaged all its employees in the ad sales house's CSR roadmap and more broadly the climate strategy of TF1 group.

To this end, TF1 Pub surveyed all its employees to assess their daily best practices and their knowledge of the challenges associated with the environmental transition. The outcome of this survey led TF1 Pub to put in place an eco-friendly practices policy, to promote digital consumption management and to train the ad sales house's employees on the challenges associated with the environmental transition by means of a dedicated programme. Details of this programme can be found in section 4.1.3.3.1.3. "Commitments for 2024".

4.1.3.3.1.3. Commitments for 2024

Measuring the carbon footprint

TF1 Pub undertakes to roll out its carbon footprint calculator for the campaigns it runs, allowing the information to be shared with advertisers and/or media agencies who so request. This tool will first be trialled in 2022, with a view to widespread roll-out by 2023.

In 2022, the ad sales house will undertake a review in coordination with TF1 group and its clients and partners to identify areas for reduction, determine and implement a reduction pathway by 2030.

In parallel, TF1 Pub has undertaken to remain involved in industry efforts to harmonise and keep improving this measurement alongside Syndicat des Régies Internet (SRI), Syndicat National de la Publicité Télévisée (SNPTV) and Union Des Entreprises de Conseil et d'Achat Media (UDECAM).

Advertising offerings

Under the EcoFunding programme, TF1 group will make a contribution into a fund to finance awareness campaigns pro rata to the media budget of campaigns by advertisers for qualifying products and services. In the first year following its introduction, TF1 Pub has undertaken to allocate at least €1.5 million gross to this fund, potentially rising to €5 million gross in 2022.

Recognition Management

Employee training

TF1 Pub undertakes to train at least 80% of its employees on the challenges associated with the environmental transition by end-2022.

The goal of this training is to support the roll-out of the ad sales house's CSR roadmap and of TF1 group's climate strategy, and to empower employees to drive it within their area of responsibility, and in particular by :

- raising everyone's awareness regarding climate change worldwide, in particular through the Fresque du Climat;
- incorporating resulting issues within the communications and advertising market;
- identifying the contributors and key resources feeding into their discussions;
- empowering them to actively contribute to the environmental transition of their functions.

4.1.3.3.1.4. Consistency of advertising with sustainable development

Sustainable development and the circular economy, respect for people and animal well-being, responsible, fair and sustainable food, and the promotion of healthy eating habits are some of the elements taken into account by the ARPP (French professional advertising authority), which screens all advertising spots before they are broadcast and whose opinions are followed by TF1.

TF1 Pub in particular pays close attention to the opinions of the ARPP (French professional advertising authority) which, more specifically in its 2020 "sustainable development" recommendation, requires that the content of advertising, the significant actions of the advertiser or the characteristics of its products in terms of sustainable development are presented fairly and comply with the principles of the UN Sustainable Development Goalswhich consider various aspects of sustainable development: economic growth, social integration, environmental protection. Nevertheless, all advertising communications are viewed by TF1 Pub which ensures they are suitable for the programming slot and/or the editorial stance.

TF1 has also signed up to the French broadcasting regulatory authority's (CSA) Food Charter, the third version of which came into force in January 2020. In this respect, the Group undertakes to broadcast at least 17 hours of programming per year promoting healthy living and healthy and sustainable food at favourable slots, and to refer them to mangerbouger.fr.

4.1.3.3.2. Unify Advertising

The *Unify for Good* label, bringing together all the actions carried out by the Group's publishers, such as the creation of socially conscious events and actions, provides the Group's partners with advice in terms of sustainable behaviour.

The "DOERS" programme also enables companies to consult the Vertical Station communities on a specific issue, in order to change the way they communicate and their CSR programmes, or even to address a new method of identifying market needs for their R&D programmes.

Unify Advertising also retained Ecoact to calculate the carbon footprint of the ad sales house and of the advertising campaigns to identify areas for reduction and roll out a carbon footprint calculator to measure the impact of the campaigns of the TOP 10 advertisers.

4.1.3.4. Involvement of employees in TF1 group's climate strategy INTERNAL

4.1.3.4.1. Raising awareness of and training employees on the challenges associated with the environmental transition

Aware of the role that every employee can play in achieving the climate strategy goals, TF1 group is focusing on raising employee awareness regarding the challenges associated with the environmental transition to empower them to act within their area of responsibility.

To this end, the CSR Department has increased its internal discussions on this matter particularly in the course of the Intrapreneurship programme, which focused in 2021 on the environmental transition, through calls for proposals for initiatives that add value from a climate perspective or indeed for offerings to develop responsible digital content and services.

In 2021, despite the pandemic limiting the number of classroom-based training, 175 employees including the Chairman and Chief Executive Officer Gilles Pélisson, as well as members of the TF1 news team, participated in Fresques du Climat and close to 20 employees participated in a Fresque du Numérique. These workshops make it possible to better identify the causes and consequences of global warming and to take steps to reduce the carbon impact within each person's area of responsibility.

Trainings were also developed in 2021 to more closely meet the needs of employees of TF1 Pub, TF1 Business Solutions and the Ex-Rights Purchasing Department, and will be rolled out in 2022.

4.1.3.4.2. Incentive

Profit-sharing agreement

In 2021, TF1 group renewed the terms of its profit-sharing agreement signed in 2020, namely two criteria to reduce the Group's carbon footprint, for which all eligible employees qualify on the following basis:

- 4% fall in electricity consumption over the period from 1 October 2020 to 30 September 2021 relative to the 2019 reference data, namely 19,075 megawatt hours;
- 20% reduction in plastic waste collected for recycling over the period from 1 October 2020 to 30 September 2021 relative to the 2019 reference data, namely 1,140 kg.

These criteria, if satisfied, boost the overall achievement rate for 10% of the amount of the profit share, up to the cap set in the agreement and subject to the triggering of two financial criteria.

The variable remuneration of members of the Management Committee (COMGT)

Aside from the inclusion of CSR criteria in the variable remuneration of members of the COMEX and some members of the General Management Committee, it was decided in 2021 that starting from 2022 all members of the Management Committee, which at 31 December 2021 had 169 members, would have a target with a weighting of 10% of their variable remuneration based on one CSR criterion to be selected from a list of six issues, half of which relate to the environmental transition.

Recognition Management

4.2. KEY SOCIAL AND SOCIETAL ISSUES

The materiality analysis done in 2021 highlighted the major societal role played by TF1 group either on its channels, namely through its news content and its dramas, but also its digital output to meet the growing expectations of society.

This is driven by the desire to faithfully represent the diversity of society and to combat the stereotypes that TF1 group has focused in its content and internally.

2021 saw increased efforts in terms of media education and the representation of women in the news, with an unparalleled support mechanism to maximise women expertise: "Expertes à la Une".

This year also saw an overhaul of the *aufeminin* website with an editorial stance focused on gender equality and combatting any form of discrimination.

"Fraiches" media, which is primarily focused on inclusion, embraced a whole series of societal concerns and matters that were current in 2021 like mental health, student and youth poverty, incest, school bullying and cyber bullying.

The pandemic that continued in 2021 led TF1 group to continue its extraordinary commitment to the volunteer sector and in relaying government awareness campaigns about the pandemic.

4.2.1. Social and societal reporting parameters

Scope:

All employees with an employment contract with TF1 group, including the more recent subsidiaries: Play Two, Newen and the digital operations (former Unify scope). The proportion of employees covered referenced throughout this chapter relate to the scope of 2021 data. The indicators for this social and societal section may be provided in 4 different scopes, expressed as a percentage of total employees:

- 100%: World;
- 85%: France;
- 72.4%: France OE contracts;
- 71.8%: France OE contracts excluding suspended contracts.

It should be noted that the indicators on fixed-term contracts also include apprenticeship and vocational training contracts.

The information published below includes TF1 SA and the Group's long-standing subsidiaries as well as PlayTwo, Newen and the digital operations (former Unify scope), unless expressly stated.

Period:

1 January 2021 to 31 December 2021.

4.2.2. Gender equality

For many years, TF1 group has been working to promote gender equality, both on its channels and in digital services, as well as internally and externally.

TF1 group is also committed to the fight against sexism, sexual harassment and violence against women.

4.2.2.1. Representation of women in content CONTENTS

News

Measuring the representation of women in the news

TF1

Since 2016, TF1 group has been making efforts to increase the representation of women experts in the news with a view to gradually achieving parity on TF1 channel news shows and more broadly making every effort to represent women on all matters in TV news.

The annual survey that was done on a voluntary basis by TF1 group on the place of women in the news since 2016 has become monthly since early 2021 to obtain more frequent quantitative data, allowing for more regular monitoring of indicators and raising awareness of editorial staff.

INDICATOR: PROPORTION OF WOMEN IN TF1 TV NEWS

	2021*	2020	2019
Women in TV news	41%	39%	41%
Non-TF1 women experts	28%	27%	30%

* *Internal data for 2021 (excluding July-August), including the lunchtime news, evening news and Weekend TV news bulletin, and the special shows.*

Although 2021 was once again heavily impacted by the pandemic, TF1 group nevertheless endeavoured to bring health experts onto its shows. The representation of women experts on TF1 sets was 44% in 2021.

Recognition   Management

LCI

LCI is committed to ensuring that the proportion of women on set is at least 30% and is gradually moving towards parity. This trend is tracked every three years.

LCI is working to ensure that the proportion of women politicians on set progressively moves towards parity. The French broadcasting regulatory authority (CSA) assesses the achievement of this commitment whilst taking account of the reality of the political landscape and the need to comply with rules on the time allocated to politicians.

In 2021, at LCI, there were 41.9% of women appearing on set and 40.8% of women politicians among those invited.

Furthermore, on LCI sets, the representation of women experts was 33% in 2021, namely 2 points up on 2020.

Recognition of women expertise

2021 marks a new turning point in the handling of the issue of the representation of women by the News Division.

Studies undertaken by TF1 group showed the need to:

- Raise editorial awareness, with trainings being run since 2017 to better understand the matter of the representation of women in the news;
- Support women experts to train them on the needs of the editorial staff.

It is on the back of this that in March 2021 TF1 group strengthened its 3rd *Expertes à la Une* support programme with an original format that ran over 9 months.

The programme, which brought together 15 experts from sectors such as health, medical research, justice, police, AI or indeed entrepreneurship, aims to increase, in the TV news on TF1 and LCI, the proportion of women experts in fields in which they are currently less visible.

These 15 experts benefitted up to end-2021 from mentoring by editorial employees at TF1 and LCI including Anne-Claire Coudray and Gilles Bouleau, a coaching programme, media training as well as inspiring meet-ups including Élisabeth Badinter as this year's sponsor. Some of them have already been invited onto TF1 or LCI sets.

The event was publicised through a digital programme broadcast on 8 March with round tables on women ambition and recognition of women expertise with Élisabeth Moreno, Minister for Equality, Diversity and Equal Opportunities on the show. On top of this, there was an item in the TV news to mark the programme's launch. At present, this innovative initiative has won the following three awards:

- **EKOPO Awards 2021:** Silver Award, Social innovation category;
- **Good Economy Grand Prize: Silver Trophy, "Promoting inclusion and diversity" category;**
- **CSR Challenge Awards: Special Award.**

The "Expertes à la Une" programme will once again be run in 2022 along the same lines.

Expertes à la une, the podcast

Since September 2020, the "Expertes à la une" brand has expanded to podcasts produced by the TF1/LCI.fr news team involving interviews of around 45 minutes. 23 women have already been interviewed, including the sailor Clarisse Cremer from the Vendée Globe, Patricia Boughani, a Police Commissioner in the French Gendarmerie who led the police contingent of the MINUSMA in Mali, Céline Lasek and Julia Minkowski, criminal lawyers.

Expertes.fr

The editorial staff at TF1, LCI and *aufeminin* renewed their support for Egaé's expertes.fr platform, which lists women experts called on by the media. This financial support helps expand the database of experts to whom editorial staff have access and thereby improves the representation of women expertise on TV News.

A new women presenter for the lunchtime news bulletin

2021 also saw the arrival of Marie-Sophie Lacarrau in early 2021 as presenter of the lunchtime news bulletin to replace Jean-Pierre Pernaut.

Drama

The Drama Department also endeavours to achieve a fair level of women representation on its programmes with the bringing to the fore of heroines like Audrey Fleurot in *HPI*, who becomes a Police consultant thanks to her extraordinary abilities, Sofia Essaïdi in *La Promesse* or indeed Julie de Bona in *Plan B*.

Documentaries

In 2021, Histoire TV in particular screened the following three documentaries:

- *Indochine, quand les femmes entrent en guerre* to mark's the 70th anniversary of women joining the French army;
- *Joséphine Baker, un destin français* to mark her induction into the Pantheon;
- *Le Manifeste des 343, coulisses d'un scandale* to mark the 50th anniversary of the publication of the manifesto, on the scandal created by its publication in Nouvel Observateur in the name of 343 women who claimed to have had illegal abortions. They wanted to raise public awareness around the reality of abortion and the risks incurred by women in backstreet abortions. Its broadcasting was followed by the film "Simone Veil, la loi d'une femme".

In 2022, Histoire TV will broadcast the documentary *Les Incorrectes*, which celebrates Alice Milliat, a pioneer of women's sport who rejected the diktats of her time to push women participation in sport and get women a place in sports competitions. By including modern-day athletes in the documentary, this film puts a fresh contemporary spotlight on the efforts of Alice Milliat and examines the ongoing obstacles and work to be done so that women's sport can take its rightful place.

Women's sport

For several years, TF1 group has been supporting the "Sport Féminin Toujours" initiative by the French broadcasting regulatory authority (CSA) to promote the media coverage of women's sport and the presence of women in sports' governing bodies.

TF1 group played a key role in promoting women's football by broadcasting the Women's Football World Cup in 2019 with very good audience ratings and a journalistic coverage equivalent to men's competitions (same commentators, post-match programmes, team announcements, etc.).

In 2021, TF1, TMC and TFX broadcast 5 matches from the women's handball championship and is planning the broadcasting in 2022 of matches from the European handball championship along with matches from the UEFA Women's Euros and the Women's Rugby World Cup.

Recognition   Management

Short programming

In connection with the UN Generation Equality Forum, in June 2021 TMC broadcast a short programme entitled *Un Jour l'égalité !* produced by INA: 20 portraits of women from across the globe who are striving for gender equality. Epidemiologists, artists, philosophers and politicians tell of the day they got involved.

Kids

In 2021, TF1 co-funded and broadcast in its youth slot the animation programme *Chouette pas chouette* launched at the initiative of Make.org to raise young people's awareness about stereotypes and combat sexism.

Digital

In 2021, *aufeminin* was repositioned under the banner of gender equality and uses its website to inspire everyone to create a more equal world without judgement or discrimination in terms of age or gender and without guilt or restraint.

The "Fraîches" social media gives great prominence to combatting stereotypes and in particular posted an article on the position of women in manufacturing trades.

4.2.2.2. Increasing the proportion of women on management bodies INTERNAL

Convinced of the importance of gender equality for corporate performance, TF1 group pursues a pro-active and ambitious policy to promote gender balance and equality, particularly when it comes to the hiring of its employees and throughout their professional career and in terms of salary policy and promotion.

This policy led to the monitoring of the following indicators and the implementation of actions aimed at increasing the number of women on management bodies.

4.2.2.2.1. Monitoring the proportion of women on management bodies

TF1 group's extended Executive Committee, including Newen, had eight members (excluding corporate officers) at 31 December 2021, including two women, compared with just one at 31 December 2015.

The proportion of women on TF1 group's Management Committee, made up of the 169 key Group managers, including Newen and the digital operations (former Unify scope), rose from 28% at 31 December 2015 to 47% at 31 December 2021.

At 31 December 2021, Newen's Management Committee also had 53% of women.

TF1 group's gender equality scores(1) for 2021 published in March 2022, were as follows: TF1 SA: 90, TF1 Pub: 96, TF1 Production: 96, LCI: 94.

INDICATOR: BREAKDOWN OF EMPLOYEES BY GENDER

Breakdown of employees by gender at 31/12 (Scope: World, OE and FT contracts)	% coverage/ headcount	2021	2020	2019
Women	100	55.9%	56.3%	56.1%
Men	100	44.1%	43.7%	43.9%

INDICATOR: PROPORTION OF WOMEN EMPLOYEES BY STATUS

At 31/12 (Scope: World, OE and FT contracts)	% coverage/ headcount	2021	2020	2019
% of women supervisory staff	100	59.4%	62.7%	62.8%
% of women managers	100	56.5%	56.0%	55.6%
% of women journalists	100	47.3%	46.9%	46.9%

INDICATOR: PROPORTION OF WOMEN EMPLOYEES BY HIERARCHAL LEVEL

At 31/12 (Scope: France, OE and FT contracts)	% coverage/ headcount	2021	2020	2019
% of women on the Management Committee (*top management*)	85	47.3	45.5%	41.8%
% of women in senior management as a whole (C5 department heads and above)	85	48.8	45.4%	47.7%
% of women in the Group's key talents	85	52.7%*	44.8%	49.2%

* *In 2021, the scope of this indicator is the whole TF1 group scope (France), which was not the case in previous years.*

(1) TF1 group excluding Newen and the former Unify. Index available on https://groupe-tf1.fr/fr/engagements-rse/notre-politique-rse

Recognition Management

4.2.2.2.2. Steps taken to increase the proportion of women on management bodies

In 2021, TF1 group implemented the "Gender balance and performance" action plan approved and rolled out by Executive Management.

These concrete steps taken within the Group make it possible to position it as a change leader on the key issue of gender equality in the corporate sphere:

Dedicated support programmes

- A 24-month programme reserved for women managers was offered to seven women employees in 2021 to support their development and help them get promoted;
- High-potential programmes with 54% women for One's (High Potentials) and 52% for Comete's (Junior High Potentials);
- Over 160 employees have taken a "women leadership" training since 2012 and three internal and cross mentoring programmes support women with their career development. As a result, over 200 women employees have received support from a mentor over the past 5 years;

Gender balance networks

- The Fifty-Fifty gender equality network, founded in 2015 and now open to all employees (including Newen and the digital operations (former-Unify)), which currently has 450 members including 30% men. In 2022, Fifty-Fifty plans to continue its efforts with the goal of developing assertiveness, awareness around the opportunities gender balance provides for managers, discussions on the link between gender balance and performance and the identification of ways of improving gender balance within the company.
- This network is itself part of an inter-company network "Mixité en Seine" which gives opportunities for discussions between the CEOs of member companies and for joint initiatives like a cross-mentoring programme.

Other initiatives

TF1 group is also a participant in fora established by "Pour les Femmes Dans les Médias" on gender equality issues in the audiovisual sphere including the technical trades, and by Tech4Good on increased women presence in tech roles and on management bodies. Moreover, the Group via its LCI channel, has supported the Women's Forum for the second year running. This event recognises women's voices and perspectives on major economic and social issues, and allows TF1 group to participate, through mixed delegations, in discussions on the place of women in society. TF1 group also partnered with Assises de la Parité in May 2021, with a view to promoting gender equality and equity within companies.

Parenthood support

TF1 group signed up to the Parenthood Charter on 4 April 2016 and concrete measures were put in place to promote the work-life balance. In 2020, the Group increased parental leave to 4 paid weeks (28 calendar days), which was initially set at 11 calendar days and renamed "second parent settling-in leave".

Pay parity and recruitment

Every year, during the Remuneration Reviews, special attention is paid to pay equity between women and men within TF1 group and to the promotion of women, particularly to positions as "Head of Department" and above.

The variable portion of each COMEX member has, since 2017, also included at least one CSR criterion in their variable remuneration. Since 2021, this affects most General Management Committee (CODG) members. For ten members of the General Management Committee, including COMEX members, these criteria specifically target gender balance and women participation on management bodies.

Finally, for all external and internal hiring, at least one woman must be on the short list for any managerial position, as well as for the recruitment of journalists.

Having harmonised the variable remuneration across genders, in 2022, Newen plans, through its newly established Diversity & Inclusion Committee, to stress internal gender equality.

4.2.2.2.3. Commitments to increase the proportion of women on management bodies

A new gender balance action plan in Bouygues SA Group was launched in 2021. This 2023 action plan includes quantitative targets for TF1:

- **55% women executives;**
- **48% of women managers;**
- **52% women talent managers;**
- **30% women on the COMEX (excluding the Chairman and Chief Executive Officer).**

4.2.2.2.4. Recognition of the efforts to increase women representation on management bodies

TF1 group's commitment has been recognised, with the Group ranked 15th in the Awards for women representation on management bodies in SBF120 companies and in early December received the Grand Prix Humpact France in the Gender Equality category, recognising the Group's hard work on gender balance.

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4.2.2.3. Efforts to combat violence against women, sexism and sexual harassment

TF1 group is fiercely committed to the fight against all forms of violence against women, sexism and sexual harassment across its scope of action.

4.2.2.3.1. Serving as a relay for initiatives to combat violence against women CONTENTS

TF1 group has long been aware of the issue surrounding violence against women and in 2018 had already broadcast the TV movie inspired by the true story of Jacqueline Sauvage *Jacqueline Sauvage: It Was Him or Me* followed by a discussion on the struggle of this women who was a victim of violence from her husband whom she killed after a number of years of being in his grip.

In 2021, TF1 broadcast at prime time the series *Fugueuse* about a teenage girl without a history who, having been manipulated by an older man, went blindly into prostitution and violence. TF1 also broadcast the TV movie *Service volé*, on the true story of a former tennis champion who was repeatedly raped by her coach.

TF1 group also supports government initiatives to share information on mechanisms to combat violence against women, in particular in the news shows on the day of action on 25 November or through the #NERIENLAISSERPASSER awareness campaign broadcast on TF1, MYTF1, as well as *Doctissimo*, *aufeminin*, *Marmiton* and *Les Numériques*.

The Group's various social networks also shared the ad by Fondation des femmes that TF1 group has supported since 2020, to collect funds to take in women who are victims of domestic violence and their children. In 2021, the Quotidien magazine show on TMC also welcomed Anne-Cécile Mailfert, Chair of Fondation des femmes, to mark International Women's Day on 8 March.

TF1 group also produced and broadcast the short programme *Système D* fronted by 5 Group personalities, which was intended to offer concrete solutions in response to harassment on the street as witness or victim, echoing the global Stand Up awareness and training programme designed to combat harassment in public spaces.

On top of the media coverage on TF1 and on the websites, the reporting staff at *aufeminin*, My Little Paris, Fraîches and Tapage were mobilised to showcase the Stand Up programme through a masterclass, various testimonials and a #WeStandUp special.

On International Women's Day, the Group launched the *Écoute-moi bien* podcast developed under the entrepreneurial programme for Fondation des femmes. This is a socially conscious audio drama featuring Julie de Bona, as a victim of an attack on the metro and supplemented by insights from Anne-Cécile Mailfert to prevent and deal with harassment in public spaces.

Over the 2020/2021 period, the Group supported La Maison des femmes de Saint-Denis which takes in victims of violence in what is a holistic environment. Aside from financial support, this partnership included a major prevention and awareness campaign to combat violence against women and appeals for donations were shared on the *aufeminin*, *My Little Pari*s and *Doctissimo* websites to support the work of La Maison des Femmes de Saint-Denis.

In its society section on the *aufeminin* website, a subdomain devoted to violence against women was created in 2021 and brings together some thirty pieces of content to showcase the work of La Maison des Femmes. Issues like the killing of women, incest, but also the culture of rape are also dealt with by the news team at *aufeminin*.

At end-2021, the Orange the world campaign launched by the UN was also profiled to raise public awareness around the issue of violence against women and raising funds to end it. *Doctissimo* also devoted a series of articles on sexual and sexist violence.

4.2.2.3.2. Efforts to combat sexual harassment and sexism within the company INTERNAL

TF1

TF1 group has signed up to #StOpE, an act of commitment to fight everyday sexism within the company and the Charter to Combat Sexual Harassment & Sexist Acts of Pour les Femmes dans les Médias (PFDM).

The signing of these charters is accompanied by awareness-raising actions for TF1 group employees aimed at fighting sexism and stereotypes:

- The establishment of a whistle-blower system and an investigative process for harassment or violence;
- The appointment, training and spotlighting of harassment points of contact;
- A dedicated psychological unit;
- Presentations for employees from Brigitte Gresy and Ines Dauvergne as experts on sexism in the workplace and its possible ill-effects;
- The measurement of perception and the impact of sexism within the company through the Observatoire QVT rolled out in spring 2020 and the survey launched by StOpE together with BVA in early 2021.

All these mechanisms are shared widely with employees by means of a dedicated brochure and internal digital communications (articles, educational content by means of illustrations by A. Chereau and film presenting the points of contact).

In 2021, two investigations were undertaken as a result of reports of sexist acts / remarks, one of which resulted in dismissal.

Since end-2020, close to 200 managers also received training on "Inclusive Management" to identify and combat stereotypes and prevent micro-aggressions with a view to establishing a more respectful and inclusive working environment. To reach as many people as possible, at end-2021 TF1 group provided its employees with an e-learning module created by #StOpE "Everyone against sexism".

In addition, since 2014 TF1 group has worked with an outsourced support service ("Allodiscrim") to handle any discrimination and unequal treatment.

Lastly, TF1 group also offered the "Stand up" training to its employees to raise awareness regarding harassment suffered by women in public spaces and encouraging them to act.

NEWEN

More specifically , management at Newen Group received training on combatting sexual harassment and bullying and sexist behaviour from the ALLEN & OVERY law firm and production staff from the Association européenne contre les Violences faites aux Femmes au Travail (AVFT).

In addition, the managerial training pilot, rolled out in 2022 in the Newen subsidiary, Blue Spirit, will cover harassment, sexist acts and violence at work.

This issue will also be covered in the onboarding process for future employees at Newen France as from 2022.

Recognition Management

4.2.2.4. Outside actions to empower women EXTERNAL

In 2021, TF1 group committed through the Charte Sista to take steps to help improve gender balance in the digital tech space by in particular reducing unequal financing between men and women entrepreneurs and by fostering support for women entrepreneurs.

Gilles Pélisson, as Chairman of TF1, and Olivier Abecassis are both signatories of the "Jamais sans elle" Charter, which is a movement in favour of gender balance promoted by managers or people accustomed to speaking out in public debates and demonstrations and who refuse to participate if women are not also included.

Céline Orjubin, co-founder of the My Little Paris website, is a member of the Sista collective (to promote gender balance in the digital tech space by encouraging investments in companies founded by women) and creator of the "Mona" network (a community dedicated to women and their projects), with a dedicated place (Café Mona) in the Women's Foundation "daring city".

Lastly, for a number of years TF1 group has been promoting on its channels and on digital, the "Levons le doigt pour l'éducation des filles" programme sponsored by Anne-Claire Coudray, journalist and presenter of the Weekend TV news shows. Renamed "Levons le doigt pour l'éducation des plus fragiles" in 2020, the programme aims to raise funds for "Toutes à l'école" (campus in Cambodia) and "Ma chance moi aussi", which is working in disadvantaged urban areas in France.

4.2.3. Inclusion

Inclusion was a major concern for TF1 group in 2021 with in particular the roll out of a training on inclusive management within TF1 group's teams, the establishment of a Diversity and Inclusion Committee in the Newen subsidiary and the desire to broaden the Fifty-Fifty gender equality network to encompass inclusion more broadly.

Inclusion is also a central theme for the Fraiches media, which does over 100 interviews per annum on this topic including matters of inclusion, people with disabilities, transgender and body positivism.

4.2.3.1. Diversity of ethnic and social origins

4.2.3.1.1. Reflection of diversity in society in content CONTENTS

On its channels and websites, TF1 group aims to reflect the broad diversity in society, without stereotypes. Quantitative commitments are sent to the regulator annually regarding the visibility of people seen as non-white in dramas. Furthermore, a letter is sent annually to producers of unscripted programmes to make them aware of diversity in the programmes they produce for the channels.

TF1 group also undertook to pay close attention to the representation of all socio-professional categories.

News

The TF1 lunchtime news bulletin is emblematic for its links with rural France, farmers, the regions and older generations.

The News Division counts the items dealing with diversity issues.

Drama

In dramas, the diversity of social and ethnic origins is often at the heart of stories and the Drama Department includes in its contracts that castings must include actors that represent the diversity of French society. Many heroes and recurring characters are themselves drawn from diversity and the Drama Department looks to combat stereotypes as in the series *Je te promets* and *La Promesse*.

Unscripted Shows

Unscripted shows aim to reflect the diversity of society and some programmes like *The Voice* or *Vendredi tout est permis* in particular have made it possible to unearth and bring forth talent from all social and ethnic origins with unqualified success in the realms of music and comedy.

Letters raising awareness regarding the need to better represent diversity on programmes are sent annually to the companies producing magazine shows, game shows, entertainment and reality TV that supply the Group's programmes.

Short awareness programming

Since its founding, TF1 group has been broadcasting campaigns by the Fraternité Générale that aim to promote the movement throughout France to combat the rejection of communities and identities.

Digital

In 2021, *aufeminin* created new original video formats posted on the website as well as the brand's social media networks (Instagram and Tik Tok) including *Styles* dedicated to the beauty of men and women from all backgrounds.

4.2.3.1.2. Diversity and equal opportunities within the company INTERNAL

The Diversity label

In 2010, TF1 group was the first media group to be awarded the Diversity label. Renewed in 2017, this label attests to the Group's exemplary nature in terms of preventing discrimination, and promoting equal treatment and diversity in the context of human resource management, in addition to its channels.

Dedicated trainings

As required by law, TF1 group's HR teams do a "Hiring without discriminating" training.

Since end-2020, the HR department has also offered its managers the "Inclusive Management" training to combat all forms of stereotype including those associated with ethnic and social origins.

Recognition Management

News initiatives

The Patrick Bourrat award

In 2021, TF1 and LCI held the 9th Patrick Bourrat award. Open to final-year students across the 14 journalism schools recognised by the profession, this competition saw awards handed to five candidates following a fixed-term contract as an editorial employee at TF1, LCI and LCI.fr and during which they were able to sample the various sides of the business: commentary on images, direct, reporting on the ground. The winners each received a fixed-term contract for a further 10 months.

Le Grand Prix TF1 de l'alternance

In 2021, the TF1 News Division launched the Grand Prix TF1 de l'alternance. This initiative aims to give an opportunity to journalism students on work-study contracts at TF1 and at other media outlets who didn't get the opportunity to compete for the Grand Prix Patrick Bourrat. The first winner of this new award received a one-year fixed-term contact in the TF1 news team.

The work of the TF1 Foundation internally

Every year, the TF1 Foundation gathers together a group of young people aged 18 to 30 living in poorer neighbourhoods. The candidates are selected by a jury of professionals and are offered a two-year stint at TF1 group on a work-study contract, with the support of a tutor and a sponsor that will help both expand their network but also show them how the business world works and a training that is recognised in professional circles. The programme covers over 25 roles connected with journalism, audiovisual production and the company's back office. The 14th group was welcomed in September 2021 with 9 candidates chosen.

Over the years, the Foundation has infused a real and natural gender balance to the candidates now applying to TF1. It also allows young people with no qualifications to gain in confidence and rejoin the labour market. There are currently two journalists in the news team who joined following a work-study contract via the TF1 Foundation.

Lastly, the Foundation offers TF1 employees the opportunity to get involved in the "Stop Illiteracy" programme by supporting a certain number of employees with learning to read and write. This programme was continued in 2021 despite the pandemic in both classroom-based and remote formats.

Newen's Diversity & Inclusion Committee

At end-2021, Newen France established its Diversity and Inclusion Committee with a view to improving the diversity within the company, within the production teams and in content.

4.2.3.1.3. External efforts to improve professional integrationof young people EXTERNAL

The external efforts of the TF1 Foundation

The role of the TF1 Foundation is not limited to hiring young people internally. It also has other missions involving the professional integration of young people more broadly. For example, every year the Foundation arranges inter-company internships for third years with "Tous en stage" to enable high school students from disadvantaged educational districts to find their work placement *via* a digital platform, in registered companies. In light of the whole scale explosion in remote working since 2020, it has been transformed into "Tous en stage digital".

The TF1 Foundation also offered the "Le Silence des Justes" association work placements at TF1 for young adults with autism from poorer neighbourhoods.

The TF1 Foundation, Google France and Oreegami, created a digital boot camp offering a "Digital Marketing Expert" training, a comprehensive multi-platform course for young jobseekers who would like to build up digital expertise and small and medium sized companies looking for support from students in building their online presence. In 2021, there were 2 classes with 50 students trained and 30 entrepreneurs in Paris and Montpellier.

In 2021, TF1 group employees in partnership with the association CREO supported young entrepreneurs from poorer neighbourhoods to coach them with the business plans.

The TF1 Foundation also strengthened its efforts in the entrepreneurial space with the associations "100 jours pour entreprendre" and "Boxer Inside".

Lastly, the TF1 Foundation has ongoing interaction with colleges, schools, faculties and institutions of higher learning on speaking out about the issue of the professional integration of young people.

Sponsorship in support of the professional integration ofyoung people

The Newen Foundation

The Newen Foundation was launched at end-2019 with the goal of supporting, in all its diversity, the talent of the future in the audiovisual sector. In 2021, the Newen Foundation awarded two further scholarships to screenwriting students at the Conservatoire Européen d'Écriture Audiovisuelle (CEEA) for a total of €40 thousand.

Immersion Cinéma

Newen has undertaken to increase the number of initiatives that provide access to training and employment for talented young people from diverse backgrounds, like the "Immersion Cinéma" programme organised in Marseille in March 2021, led by the association "La Réplique", in conjunction with Région Sud, ERACM (École Régionale d'Acteurs de Cannes et Marseille), the association "les têtes de l'Art" and the casting directors in the region, including those of *Plus Belle La Vie*, *Demain Nous Appartient* and *Ici Tout Commence*.

As part of this programme, 45 young people aged 16 to 30 identified by local associations, and who had some acting experience, attended the castings. 14 of them got a two-week internships at ERACM and 4 young people got roles, along with talent fees, at the end of the internship, with one young person getting a regular role in *Plus Belle La Vie*. TF1 group decided to give financial backing to this programme to enhance the support provided to the young people in the second season of this programme, which began in January 2022.

Sponsorship by TF1 group

In addition, in response to the issues surrounding the professional integration of young people from diverse backgrounds, for the past number of years TF1 group has been supporting the following 3 associations:

- **La chance pour la diversité dans les médias**, which helps scholarship students succeed in journalism school competitions.

  This partnership involves financial backing and support from the news teams *in the form of* news team visits for students, mentoring and participation in trainings.

  In 2021, TF1 group's News Division decided to increase its support for "La Chance pour la diversité dans les médias" by providing a scholarship to 2 young people who chose a TV specialisation and selected on the basis of their application. These 2 students will be supported by a journalist / tutor who will give them access to the TF1 and LCI news rooms (visits, sitting in on editorial meetings, sitting in on TV news shows, possible internship…) and will support them with their university studies.

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- **Moteur!** which encourages young people aged 14-22 from all walks of life to participate in a competition to make a one-and-a-half minute film about someone they find inspiring. The approach aims to stimulate these young people to progress and grow through the examples provided by inspiring models and thereby favour equal opportunities and professional inclusion through the competition and the assistance programme that accompanies it.

  This partnership is reflected in the financial support provided by TF1, the relay of the highlights of the competition and the production of "inspired minutes" by personalities from the TF1 group. In addition, the TF1 Initiatives Award, sponsored in 2020 by TF1 group presenter Anaïs Grangerac, highlighted the achievements of 10 winners whose themes reflect the major causes and values endorsed by TF1. The 10 winners won a discovery day at TF1, allowing them to familiarise themselves with the audiovisual industry.
- **"Sport dans la ville**", which supports young people from priority areas of the city to actively participate in their social and professional integration through sport. This support aims to enable each young person to gain in self-confidence and acquire the values that are essential for their future to give them the same chances of success. The TF1 group's financial support is focused on professional insertion of young girls. In 2021, a group of young girls was welcomed for a half-day discovery of TF1 through meetings with employees with inspiring experiences. A race organised by Sport dans la Ville was also offered to TF1 group employees during the year to raise awareness for the association's actions within the Group.

The Drama Department also provides financial support for:

- the **Cité des scénaristes'** companionship project to facilitate the integration of young screenwriters who do not all benefit from the networks and financial resources enabling them to access these professions. In 2021, the Cité des scénaristes created and launched its first action with a professional immersion course alternating with a six-month educational course, under the responsibility of a scriptwriter-companion and coached by a scriptwriter-coordinator, giving the right to remuneration and offering complementary aspects with existing training courses;
- the actions of the **FEMIS** and specifically its training offer in series, as an active company in this field. This also helps guarantee the perfect adequacy of the training offered with the professionalisation needs of the sector;
- the **Conservatoire Européen d'Écriture Audiovisuelle** (CEEA), whose mission is to train and professionalise fiction scriptwriters.

The Imagine fiction writing competition

As part of its intrapreneurship program, the TF1 group has decided to support the launch of Imagine, a short fiction competition aimed at identifying new talent (directors, scriptwriters, actors and actresses).

4.2.3.2. Disability

4.2.3.2.1. Representing disability in contents CONTENTS

At the end of 2019, Gilles Pélisson, Chairman and CEO of the TF1 group, signed the CSA Charter on the representation of people with disabilities in the audiovisual media, alongside other leaders. The signing of this charter is a strong signal of TF1 group's commitment[1] in favour of a better representation of people with disabilities on its channels.

Through all of its contents, the TF1 group is helping to change the way people look at things by breaking down clichés about disability in news programs, entertainment and even fiction, by highlighting the individual successes of people with disabilities. After the successful broadcast in 2017 of *Mention particulière* , a fiction based on real facts about a young woman with Down's syndrome who passed her scientific baccalaureate with honours, the TF1 group broadcast the sequel in 2021 entitled *Mention particulière, bienvenue dans l'âge adulte.* Now a radio trainee, the heroine Laura, played by Marie Dal Zotto, who has Down's syndrome herself, dreams of becoming a journalist. In addition, the television films *La dernière partie* and *À tes côtés* addressed the themes of the end of life and highlighted the role of caregivers.

In digital, *Doctissimo* regularly devotes topics to disability, and in the summer of 2021 it highlighted Paralympic athletes, including the experience of Théo Curin, a disabled swimmer who swam across Lake Titicaca, and an insight into how sport is practiced by disabled people, by Dr. Frederic Rusakiewicz.

On the occasion of the European Disability Employment Week, the TF1 group took part in the national awareness day hashtag *#DuoDay2021* for the fourth consecutive year, by welcoming people with disabilities at prime audience times on its channels to present the lottery draw and the weather forecast together with the usual presenters.

4.2.3.2.2. Content accessibility CONTENTS

As a leading family-oriented channel, TF1 must ensure that its programmes are accessible to everyone, particularly people with impaired hearing or vision.

Subtitling

Since September 2010, all TF1 programmes have been subtitled as stipulated by law. For news programmes, a special system has been introduced to deliver quick service combined with excellent quality when transcribing news item commentaries or what the journalist is saying in the studio. The system operates using a team of 3 people and voice recognition software. On 12 December 2011, TF1 signed the CSA's Charter on Subtitling Quality. The Group's channels all go beyond their subtitling obligations.

Audio description

Visual disabilities are taken into account by offering programmes in audio description, a technique that allows people to "see" a film thanks to an appropriate audio description of the action and the environment developed by the AVH (Association Valentin Haüy). On 24 March 2021, the TF1 group further marked its commitment to the inclusion of visually impaired people by offering for the first time an audio-description system in partnership with the French Football Federation for the Ukraine-France match.

Digital content

With regard to the accessibility of digital content, the Group's programmes broadcast with subtitles or audio description are offered in replay on the MYTF1 website. In addition, the implementation of the "FACIL'iti" solution on the MYTF1 and LCI.fr websites allows Internet users to read the adapted web pages according to the pathology they have previously entered on the "FACIL'iti" website.

(1) TF1 scope excluding Newen and former Unify.

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4.2.3.2.3. Employment of people with disabilities INTERNAL

Since 2007, the TF1 group[1] has pledged to integrate people with disabilities into the company, by creating the disability mission and monitoring the following indicators.

INDICATOR: NO. OF PEOPLE WITH DISABILITIES IN THE COMPANY

(Scope: France)	% coverage/ headcount	2021	2020	2019
No. of employees with disabilities at 31/12 (all types of contracts)	85	101	90	90
Disable employees recruited during the year (fixed-term, indefinite contracts)	85	25	14	8

In 2019, Gilles Pélisson signed a manifesto initiated by Sophie Cluzel, Secretary of State for the Disabled, and the "Salon du Handicap" (Les Echos-Le Parisien group) to ensure better inclusion of people with disabilities in companies. The signing of this charter by around one hundred company executives gives rise to regular inter-company discussions to promote the exchange of best practices and feedback.

Disability agreement and internal actions

In 2020, the TF1 group signed its fifth disability agreement, thereby pursuing the roll-out of a pro-active policy in terms of recruitment and retention, awareness-raising and training, and collaboration with the disabled sector.

This agreement includes a plan to hire 24 people with disabilities on open-ended or fixed-term contracts, with a minimum of 6 open-ended contracts, as well as recruiting 12 interns over 3 years.

It is based on the following actions:

- **Recruitment**, by setting up sourcing contracts with specific recruitment firms and a dedicated employee within the recruitment team. The Group made a strong commitment during the 2021 work-study jobdating, with a specific mobilisation of the entire HR Department, future tutors and partners such as Cap Emploi, Avisea and Aktisea. This mobilisation enabled the recruitment of 13 work-study students and 2 interns for the September/October 2021 school year. The various partnerships were also continued, in particular with the GEM school (Master Data dedicated to autistic people with Asperger's syndrome) through a sponsorship, and, for the second year in a row, with the Act'Pro Jaris association, a training centre offering educational support for education and socio-professional integration for people with disabilities, in the fields of media, culture and communication. Through the internal variation of Duoday, the editorial offices of LCI and TF1, in partnership with the Act'Pro association, welcomed 3 disabled trainees into their teams for a week, to allow them to share in the daily life of the teams behind the scenes of programme preparation (shooting, editing, etc.). Days of job presentations, CV workshops and immersion were organised and enabled two Act'Pro Jaris trainees to continue in the Group's teams for a six-month internship.
- **Retention,** involving support for employees by adapting workstations and making equipment available, improving the accessibility of premises, and training front line HR managers on retention. The job retention unit and the Career Committee provide this support and ensure that disabled workers are not discriminated against, with at least one interview scheduled every two years. In addition, the TF1 group has introduced financing of full-rate pension contributions for part-time employees on disability.
- **Awareness-raising and communication** to encourage employees and managers to change their view of disability, in particular through training and awareness-raising for new elected representatives, new managers and tutors of disabled trainees. New training sessions have been launched for managers supervising disabled employees, with individual coaching if necessary, to support them. In addition, for the first year and as part of the Starting B operation, the TF1 group is supporting top-level sportsman Yvan Wouandji (blind football player), to promote and share the Group's values on inclusion. For the 25th European Week for the Employment of People with Disabilities in 2021, the TF1 group implemented through various actions: the "Let's shake up prejudices" campaign to make employees aware of the prejudices surrounding disability, an inspiring one-hour speech by Yvan Wouandji, a round table discussion on "Disabling illnesses, everyone concerned" and the distribution of an awareness and information brochure on the TF1 group's various disability schemes.
- **Subcontracting to the sheltered and adapted** sector by using specialised companies (active in assistance through work or adapted companies) through the drafting of social clauses to include these companies in calls for tenders and thereby promote co-contracting with the adapted sector.
- Extension of the measure consisting of granting parents of children with disabilities or dependent relatives with disabilities 5 additional days off that can be divided into half-days.

Digital activities (former Unify scope), with committed media promoting the inclusion of all, apply the same treatment internally to their employees.

Newen aims to launch an awareness campaign in 2022 on recognition of the disabled worker status.

(1) TF1 scope excluding Newen and former Unify.

Recognition Management

4.2.3.3. Fight against LGBT+ discrimination

4.2.3.3.1. Relaying LGBT+ causes in contents CONTENTS

Fiction

In 2017, the TF1 channel was the first French channel to broadcast on television, in prime time, a series entitled *Louis(e)* featuring a transgender heroine.

In 2021, TF1 proposed another prime time film produced by Newen *Il est elle*, gender dysphoria.

The daily series produced by Newen and/or broadcast by TF1 *Plus Belle la vie* and *Demain nous appartient* address the themes of same-sex marriage, same-sex adoption and transidentity.

The Newen group is also produced the film *L'étincelle: une histoire des luttes LGBT+,* released in 2019.

Unscripted shows

The flagship entertainment programme *Danse avec les stars* welcomed a couple of same-sex dancers for the first time in 2021.

Spot TV

In 2021, TF1 ran another campaign by the French Refuge Foundation, which helps young people who are discriminated against because of their sexual orientation or gender identity.

Digital

aufeminin

aufeminin participates in the evolution of society on themes such as non-binarity and transidentity, via interviews.

The Family section created in 2021 on the *aufeminin* website is aimed at all families whether single-parent or same-sex, and addresses social issues such as medically-assisted procreation, gestational surrogacy, and gender-neutral education, through testimonies, analyses, practical advice and expert opinions.

In addition, new original video formats were broadcast on the site and on the brand's social networks on male *coming out* under the Humans brand.

Fraiches

The social media "Fraîches" addresses the topics of conversion therapy, homophobia and transidentity.

Adverts to fight against LGBT+ discrimination

For Pride Month in 2021, the TF1 group supported the initiative of the French Ministry for Gender Equality, Diversity and Equal Opportunities by producing and running on the Group's social networks an advert delivering a positive message to promote a more inclusive society, and starring LGBT+ people and celebrities with their supporters including the group's presenters/journalists such as Christophe Beaugrand and candidates seen in programmes broadcast by the TF1 group among others.

Showcase The Voice

In addition, to mark the International Day against Homophobia and Transphobia on 17 May, MYTF1, ITV and Santé Publique France organised a concert broadcast on The Voice's Instagram and Facebook accounts. This showcase, hosted by Nikos Aliagas and placed under the sign of openness and sharing, highlighted 11 talents from last season.

4.2.3.3.2. Fight against LGBT+ discrimination within the company INTERNAL

The TF1 group is a signatory of the "L'autre cercle" Charter

Since 2015, the TF1 group has been a signatory of the Charter "L'autre cercle", the reference association for LGBT+ inclusion at work in France. Within this framework, one annual role model within the TF1 group has been designated by "L'autre cercle" for the past three years as an LGBT+ ally or leader. The designation of a role model is widely communicated within the company.

Employees throughout the TF1 group will be asked again in 2022 to respond to the 3rd LGBT+ Barometer "L'autre cercle - Ifop" to measure the situation of LGBT+ people at work in France. The aim of this consultation is to identify areas of progress to promote an inclusive work environment for LGBT+ people.

Childcare leave

In 2020, before the law changed, the TF1 group revised its childcare leave policy so that the parent with primary responsibility for the child (including a child born through MAP or surrogacy) benefits from the same advantages as parents entitled to maternity/adoption leave, and also increased the second parent's leave (formerly paternity leave) to 4 weeks from 11 days. This allows any biological or adoptive parent, whether of the same or different sex as their spouse, as well as single parent families, to benefit.

Saint Valentine's Days rate

Lastly, TF1 group employees are invited to take part in the St. Valentine's Day race organised by Front Runners, an LGBT friendly running association in the Paris region, which aims to raise public awareness of all forms of discrimination, particularly those related to sexual orientation.

Recognition   Management

4.2.4. Internal social policy and human rights INTERNAL

The topics of gender equality, inclusion and diversity are addressed in Section 4.2 "Key social and societal issues".

In 2021, the health crisis again impacted the working methods of all TF1 group teams, and the measures put in place in 2020 were continued to preserve the health and safety of employees on site, while ensuring ties with all employees and the well-being of all were maintained. Particular attention was paid to training and awareness-raising on the subject of moral and sexual harassment, and in particular the prevention of ordinary sexism in the company.

Furthermore, after two years of negotiations, the trade unions concluded a Collective Agreement applying to all employees (production, technical and administrative staff) working for companies broadcasting television programmes.

4.2.4.1. Employees

Indicators: open-ended and fixed-term contracts

INDICATOR: GROUP OPEN-ENDED AND FIXED-TERM HEADCOUNT

At 31/12 (Scope: World, OP, FT)	% coverage/ headcount	2021	2020	2019
Clerical, administration, technical and supervisory staff	100	1,061	896	944
Managerial	100	2,318	2,253	2,173
Journalists	100	581	548	569
TOTAL	**100**	**3,960**	**3,697**	**3,686**

INDICATOR: GROUP OE AND FT WORKFORCE BY REGION

At 31/12 (Scope: World, OP, FT)	% coverage/ headcount	2021	2020	2019
France	**85.4**	**3,382**	**3,297**	**3,301**
International	**14.6**	**578**	**400**	**385**
Europe (excluding France)	12.4	493	300	317
World (excluding Europe)	2.2	85	100	68
TOTAL	**100**	**3,960**	**3,697**	**3,686**

INDICATOR: AGE PYRAMID AND LENGTH OF SERVICE

At 31/12 (Scope: World, OP, FT)	% coverage/ headcount	2021	2020	2019
< 25 years	100	402	337	341
25-54 years	100	3,150	2,977	2,985
55 and over	100	408	383	360
Average age (France)	85	39.05	39.48	39.42
Average length of service at TF1 group (France)	85	9.58	10.07	9.65

INDICATOR: TYPE OF EMPLOYMENT CONTRACT

At 31/12 (Scope: World, OP, FT)	% coverage/ headcount	2021	2020	2019
Number of employees on OE contracts	100	3,290	3,206	3,207
Number of employees on FT contracts (including apprenticeship, work-study, professionalisation contracts	100	670	491	479
o/w number of employees with a professional development contract	*100*	*59*	*121*	*189*
o/w number of employees with an apprenticeship contract	*100*	*272*	*162*	*79*

Recognition Management

INDICATOR: FULL-TIME EQU. (FTE) OVER 12 MONTHS OF TEMPORARY EMPLOYEES (EXCL. FREELANCERS)

January-December (Scope: World total temporary staff end of month/total temporary staff end of month + workforce on OE contracts at end-of-year N)	% coverage/ headcount	2021	2020	2019
Percentage of FTE workers	100	24%	24%	26%

TF1 group policy on the use of temporary employment

The use of temporary employment is inherent to the production business, particularly a TF1 Production (percentage of temporary employment in 2021: 59%), Play Two (temporary employment in 2021: 28%) and Newen (temporary employment in 2021: 57%). The use of temporary employment is standard practice in this sector, where activity is inherently unpredictable. At Newen, identifying temporary workers to become interns is made on a case by case basis, with 8 undertaken in 2021.

Status of temporary staff in TF1 group

In order to provide temporary staff with high-quality social security cover, the STP (a private television union) signed the National Inter-Sector Collective Agreement establishing collective cover for death and disability insurance, which TF1 group has applied since 2008. TF1 group (not including Play Two and Newen) also gives eligible temporary staff the opportunity to benefit from the social and cultural activities offered by the TF1 group Works Councils and they are also eligible for the Group's incentive and profit-sharing schemes. The latter benefit from the Bouygues group's leveraged savings plans.

Indicators: hiring and departures

INDICATOR: HIRINGS

January-December (OE, FT)	% coverage/ headcount	2021	2020	2019
Number of hires on open-ended contracts, fixed-term, apprenticeship and professional training contracts	100	1,147	874	961
o/w open-ended recruitment, France	*72.4*	*365*	*286*	*355*

INDICATORS: DEPARTURES BY REASON

January-December (Scope: France, OE)	% coverage/ headcount	2021	2020	2019
Number of resignations	72.4	164	128	136
Number of compulsory retirements	72.4	2	0	0
Number of compulsory retirements	72.4	3	2	6
Number of redundancies	72.4	76	76	69
Number of mutually agreed terminations of contract	72.4	67	90	84

INDICATOR: INSTABILITY RATE

January-December (Scope: France, OE) (total open-ended contract resignations + redundancies + total agreed contractual terminations)/average workforce open-ended contracts	% coverage/ headcount	2021	2020	2019
Instability rate	72.4	10.67%	10.02%	9.99%

Recognition Management

4.2.4.2. Working conditions and quality of life at work

4.2.4.2.1. Communication with employees

The Internal Communication Division, which reports to the Human Relations Department, exists to support the Group's development and give clear and consistent meaning. It ensures that exchanges and the involvement of employees are animated and structured, while preserving the pride of belonging. It contributes to engaging and empowering employees in their contribution to the Group's collective success.

Through editorial and visual content or face-to-face meetings using the appropriate communication channel, all employees are informed of the TF1 group's day-to-day life and keep in touch with the company.

While the COVID-19 crisis highlighted the essential role of Internal Communication within the Group in 2020, the easing of health measures during 2021 and the gradual return of employees to the office has given way to a hybrid and innovative mode of communication.

It was accompanied by the technical, functional and graphic development of four internal communication channels: mobile app, internal channel, digital panels in meeting rooms, manager newsletters, all signed with the Employer Brand and in the colours of the Group charter. Thanks to these tools, internal communication functions in a coherent and complementary manner.

Its field of competence allows it to deal with any subject concerning the following scopes: Corporate, communication from management and the Chairman, Human Relations, CSR and the Foundation.

The communication approach to the Group's 2,800 permanent employees (TF1 and Newen) is based mainly on daily editorial highlights (news and life of the Group and its subsidiaries, ethics, strategic issues, HR, general affairs, HR organisation, project information, company networks, etc.) and redistributing press articles or press releases – in exchange with the Communication and Brands division.

The organisation of management meetings (Group Management Committee four times a year) and moments of sharing with senior managers (through Q&A, on site or via our collaborative tools), as well as field operations at the time of the launch of a flagship programme or an annual highlight, for example, are also part of the internal communication contact points.

At the same time, the new mobile app, which went into production in October 2020, offers all the services required for corporate life on the move. Since October 2020, it has also made available to employees the corporate videos and the Talents business, as well as the numerous Group podcasts (news, advertising, programmes).

Thanks to the 50 monitors spread across our sites in Boulogne, the internal channel gives pride of place to videos and "snacking" content: trailers, audiences, stock exchange, fixed panels dedicated to HR information, etc.; we also feature the faces of new arrivals, dynamic photo slideshows, etc.

In 2021, two key themes were launched (and will continue in 2022):

- Support for local managers in continuing to lead and strengthen the team; through a dedicated newsletter to inform them of HR highlights in particular and support them in organising hybrid work (on-site/remote); and through the provision of a "team booklet" summarising all the actions available to employees and managers to reinforce the collective dynamic and the cohesion of their teams;
- The proposed merger between TF1 and M6; in the context of a possible merger with the M6 group, the Internal Communication Division encourages exchanges in a Q&A game with the Chairman, the General Secretary and the entire Executive Management team, the setting up of a news feed selecting the most relevant and didactic press articles, and the sharing of major issues at each Management Committee meeting with the top management.

In 2022, the Internal Communication Division will also upgrade its Intranet, a real communication hub for employees, with nearly one million page views per year, in order to improve its ergonomics and bring it into line with the new corporate charter, as well as to share it with employees of the former Unify, who will soon be working alongside us in Boulogne.

4.2.4.2.2. Work organisation

Agreements on the organisation and reduction of working time (ARTT agreements) have been concluded in all Group companies since 2000 (switch to the 35-hour working week). They govern the different categories of personnel according to their status (agreements concerning permanent personnel – production, technical and administrative personnel, journalists – and non-permanent personnel).

Under these agreements applicable within the TF1 group, non-executive staff work 37 hours per week and benefit from 14 days of RTT per year, and executive staff, who work a fixed annual number of days (213 to 216 days), benefit from 12 or 13 days of RTT per year. The ARTT agreements negotiated thus allow all these staff to work an annual period of time that is shorter than the legal reference periods (1,607 hours and 218 days).

Working hours are monitored through a precise count of periods worked and not worked. This is sent each month to the employees concerned, who inform their Human Relations Division of any anomalies.

The workload is monitored at least once a year, usually during the annual performance review between the manager and the employee. On the basis of this interview, line managers propose, if necessary, an action plan to remedy any imbalance. Employees may also request the intervention of a Human Resources Manager in the event of any conflicting workload appraisal or when the corrective measures do not seem appropriate.

Lastly, the agreement governing the Time Savings Account limits the number of days to 60 to encourage the taking of holidays and thus contribute to the work/life balance. An improved work/life balance is sought, whilst maintaining social ties with the company.

The amendment to the Group agreement[(1)] on teleworking negotiated in spring 2021 extended te number of teleworking days, with three days a week on site now mandatory for all eligible employee categories A per capita budget of €180 to provide additional equipment for teleworkers (second screen, ergonomic chair, etc.) was negotiated with the unions for the TF1 group at end-2020 and renewed with a few improvements in early January 2022.

(1) TF1 group excluding Newen and former Unify.

Recognition   Management

4.2.4.2.3. Quality of life at work

The TF1 group endeavours to support its employees' work/life balance. The Employee Relations Department co-ordinates services to support the personal and family-related concerns of its employees. A new Quality-of-Life-at-Work Agreement was signed for the TF1 group not including the digital activities (former Unify) and Newen in June 2019, the main commitments of which include living together in harmony, support for parenthood, the right to disconnect and the prevention of psychosocial risks. In 2021, Newen negotiated its first Quality-of-Life-at-Work Agreement and a new agreement applicable to the *aufeminin* Economic and Social Unity on workplace equality and the Quality-of Life-at-Work was signed, concerning in particular the harmonisation of exceptional leave, home-office mobility and the recruitment of people with disabilities.

Measuring quality of life at work

The biennial survey on quality of life at work was rolled out in spring 2020 with 42.5% of employees responding; it revealed a good quality of life within the TF1 group[(1)] with 80% of respondents saying they were only slightly or not at all concerned by stress within the Group. Satisfaction with the organisation and working conditions (low arduousness, quality of working environment, satisfaction with teleworking, etc.) contributes as much to the Group's performance as it does to the well-being of employees. A new work-like quality barometer is to be rolled out by the TF1 group in early 2022.

Monitoring and prevention of absenteeism remains a priority for the TF1 group, in particular for groups identified as being over-represented. Committees to monitor sick leave met regularly and were able to implement action plans allowing several distanced employees to return to work after long periods of absence.

Parenthood support

Several commitments to support parenthood for TF1 group employees were made; these include the reservation of 30 cradles in the BABILOU network, occasional and emergency care for all children under the age of 3, the provision of the YOOPIES-WORKLIFE platform with the Colas Group, and the creation of a paid period of 6 weeks leave to prepare for the arrival of an adopted child in the home.

In 2020, the TF1 group decided to extend the paid leave of the second parent to 4 weeks and to allow the parent with the primary care of the child, including children born by assisted reproduction or surrogacy, to be able to benefit from 16 weeks of paid leave. This applies to all biological or adoptive parents, of the same or different sex as their partner, and to a single parent family. This agreement also made it possible to reconfirm what already exists: full time or part-time teleworking for mothers-to-be from the 4th month of pregnancy, financial support for children under 3 years of age, breastfeeding leave for 4 weeks, days off for sick children.

Help for caregivers

For family caregivers, special leave is granted to support a hospitalised parent or partner, while a service has been set up to provide information on help for caregivers in the context of dependency of elderly people, particularly to support the entry into an institution for the elderly. With a simple telephone call, a personal counsellor can offer support throughout the preparatory phase, help with formalities, and provide information and advice. Counsellors can offer guidance in working out the elderly person's needs with regard to services, infrastructures and medical care. This study guides the choice of retirement establishment. Leave donation was brought within the scope of the agreement and the company will top up any leave donated by 25%.

Housing assistance

The TF1 group[(2)] makes financial contributions to the social housing agency "Action Logement", which has been the umbrella organisation for the sector since 1 January 2017. Under this system, eligible TF1 group employees can benefit from various types of support: housing loans, "Loca-Pass", "MobiliPass", "Pass-Assistance", home improvement loans, the "Mobili-Jeune" scheme or advice for a housing project.

Social worker

A social worker is available during fixed weekly hours on-site at TF1 to inform employees of their rights and the various forms of aid for which they may qualify. He or she can also provide them with support in administrative procedures, advising them and putting them in touch with the relevant administrative bodies.

Healthcare Expenses

The manager of the healthcare insurance scheme sends a representative to the company each week to advise employees on procedures in connection with medical issues or to help them obtain a reimbursement under their supplementary health insurance schemes. In 2018, the My Prévention app was set up to assist TF1 employees in the areas of family support (parenthood, child care, school support, family solidarity, separation, loss of a loved one, etc.), employment and retirement (job searches, careers, transition to retirement, etc.), health and social care (health cover, access to care, disability, loss of independence, etc.); budgeting (budget management, housing, transport, administration, etc.). The platform is an information, listening, advice and guidance service for all social issues.

Other measures to improve quality of life at work

Lots of other services have been introduced by the TF1 group[(2)] to make employees' lives easier and ensure their well-being at work. Employees can also find on-site all of the quality-of-life services that have been set up at the TF1 group, among the following:

- on-site access at set times to an osteopath, optician, social worker, healthcare coordinator, concierge and hairdresser;
- provision of electric bicycles and vehicles and a car-sharing platform for employees;
- provision of the BeCyclez platform to purchase electrically-assisted bicycles at discounted rates for TF1 employees;
- coverage of 80% of the cost of the Navigo Pass, mileage allowances for bicycles, transport vouchers for employees living outside the Paris region who need to use their vehicle;
- sustainable mobility package enabling employees to have a choice among 3 options to finance their home-work journeys as described in the section 4.1.3.1.2 "Mobility";
- gym and sports association;
- Navigo Pass recharging terminal, automatic ticket machine, public transport tickets, stamps, etc.

(1) TF1 scope excluding Newen and former Unify.

(2) TF1 group excluding Newen and former Unify.

Recognition   Management

4.2.4.3. Remuneration

4.2.4.3.1. Remuneration and benefits function

The TF1 group Remuneration & Benefits function[1] supports the Human Relations Department on all remuneration issues, in its individual and collective aspects.

In line with its Code of Ethics, the Group ensures above all that each employee receives a decent salary in France and abroad. As such, the TF1 group's top salary levels are well above the legal and conventional minimums. The average and median salaries within the TF1 group by socio-professional category are also significantly higher than the legal and collective bargaining minimums and the average national indicators observed.

The Group also ensures that it applies a competitive and fair remuneration package. The analysis of this system is carried out through the prism of a global remuneration approach, integrating fixed and variable, annual and long-term remuneration elements as well as collective remuneration elements and all social benefits.

Every year, TF1[2] group consults wage studies to ensure that its remuneration systems remain competitive. TF1 uses the “General Industry”, “Media” and “Executive” surveys conducted by the international specialist, Willis Towers Watson (WTW).

These benchmarks enable TF1 group to compare its wage policy with best market practices and to respond to the challenges of attracting and retaining employees in a highly competitive environment and a dynamic labour market in its businesses. Apart from tracking the market positioning of all its employees, these benchmarks have also enabled the TF1 group to introduce payroll management tools (salary bands, hiring matrices, diversity targeting, etc.).

4.2.4.3.2. Equal pay

Gender equality, particularly in terms of pay, is a key TF1 group HR policy.

The latest internal study undertaken on the TF1 scope and based on the methodology used to connect the remuneration surveys of the international specialist firm Willis Towers Watson (WTW), show a difference of 0.2% between women and men in favour of women, implying virtually perfect equality of pay in the scope considered. The study makes a relevant comparison of the remuneration gaps according to the business line, the level of responsibility and seniority, expertise and/or the managerial dimension.

Gender equity is a key issue for the Group, whose objective is to promote a policy of inclusion up to the most strategic functions and the highest positions of responsibility. Examples of concrete measures are detailed in 4.2.2.2.2 "Actions implemented to increase the number of women in management".

4.2.4.3.3. Equal pay and mandatory annual negotiation (NAO)

Gross remuneration

INDICATOR: AVERAGE GROSS ANNUAL REMUNERATION BY PROFESSIONAL CATEGORY

Scope: France OE excluding suspended contracts *(in €)*	**% coverage/ headcount**	**2021**	**2020**	**2019**
Supervisory staff	71.8	40,851	40,840	39,294
Managerial	71.8	69,134	69,368	67,354
Journalists	71.8	71,613	75,368	73,856
All categories	71.8	66,033	66,339	64,463

In view of the prevailing health crisis and its impact on the Group’s earnings in 2020, the 2021 mandatory annual negotiation (NAO) resulted in a 0.7% wage increase for TF1 group employees, targeted to the benefit of employees with less than 5 years length of service and/or whose remuneration was less than €50,000 gross p.a.

The digital company activities (former Unify scope) conduct an annual review of all salaries to guarantee that remuneration is fair and reflects individual performance.

Similarly, Newen conducts an annual review of salaries to ensure that they correspond to the salary scales of the profession, respond to employee development and reflect the performance of each employee. Great importance is attached to one-off, end-of-year bonuses recognising exceptional performance or a higher contextual workload.

(1) TF1 group excluding Newen and former Unify.

(2) TF1 group excluding Newen and former Unify.

Recognition   Management

Variable remuneration

The variable remuneration policy primarily meets the aim to reward individual performance. The remuneration paid to the main TF1 group managers from the Head of Department level (C5) upwards – therefore includes a variable component assessed annually during performance reviews, and depending on the delivery of:

- group collective targets;
- individual quantitative targets;
- individual qualitative targets.

Since 2020, the remuneration of certain young talents and key profiles, which are particularly sought after in the market, has been accompanied by target-based variable remuneration, starting at Group Manager level (C3).

To highlight the TF1 group's commitment to an ambitious and pro-active CSR approach, all members of the Executive Committee were also set at least one goal relating to the main CSR projects in 2021, to which 5% of their variable remuneration was indexed. The Group aims to step up this approach in 2022 with the addition of a CSR criteria for all members of the Management Committee (COMEX, CODG, COMGT) lifted to 10% of the variable remuneration.

A new system to determine variable remuneration for sales staff at TF1 Pub was also rolled out in the third quarter of 2021 and is now steered at the Group level for harmonisation and fairness purposes.

4.2.4.3.4. Employee savings and retirement

INDICATOR: RATES OF MEMBERSHIP OF THE GROUP EMPLOYEE SAVINGS PLAN (PEG) AND THE RETIREMENT SAVINGS PLAN (PERCO)

(Scope: OE, FT contracts)	% coverage/ headcount	2021	2020	2019
Membership rate for the Group Employee Savings Plan (PEG) *(%) (World)*	100	65.96%	71.4%	74.3%
Membership rate for the Retirement Savings Plan (PERCO) *(%) (France)*	85	12.21%	20.4%	19.4%

The TF1 group employee savings plan (PEG) was created on 15 December 1992. It was designed to receive voluntary contributions from employees of member companies, which are then topped up by the company, as well as any sums arising from statutory employee profit-sharing.

In addition, and to help employees save for their retirement, employees of TF1 group member companies have access to a collective retirement savings plan (PERCOL), which also benefits from company top-ups, and to the mandatory retirement savings plan (PEROB), set up by the Bouygues group, subject to conditions.

4.2.4.3.5. Long-term profit-sharing, incentives and incentive plans

INDICATOR: AVERAGE GROSS AMOUNT PAID PER EMPLOYEE (PROFIT-SHARING AND INCENTIVES SCHEMES)

Year of payment (Scope: France)	% coverage/ headcount	2021	2020	2019
Average gross amount paid per employee under profit-sharing scheme *(€)*	85	1,165	1,559	1,256
Average gross amount paid per employee under the incentive scheme *(€)*	85	3,921	1,734	2,457

TF1 group employees are also implicated in the Group's earnings and in value creation through the incentive and profit-sharing schemes.

In August 2020, the TF1 group[1] signed a new incentive agreement covering 2020-2021-2022. The new agreement is designed to reward the commitment of employees and their investment in delivering the company's underlying targets (Group consolidated revenue and current operating profit), in addition to the various employee savings schemes in force at the Group.

In April 2021, the cumulative amount (€17.5m) of profit-sharing and incentives for 2020 paid to 3,311 beneficiaries represented an average of 1.5 months of additional salary for an employee present across the entire year.

In 2021, on the recommendations of the Selection and Remuneration Committee and following approval by the Board of Directors, the TF1 group allocated a bonus share plan to members of the COMEX and CODG, as well as a stock-option plan to the Management Committee (COMGT).

A Newen bonus share plan was also granted to the main mangers and key talents of the Newen group.

(1) TF1 group excluding Newen and former Unify.

Recognition　　Management

4.2.4.4. Talent recruitment and employer brand

4.2.4.4.1. Attracting and recruiting the talents of tomorrow

Attracting and recruiting from among the best profiles on the market and retaining them with a view to developing their career path is the major challenge for the TF1 group.

The TF1 group is very active on social media with publications aimed at promoting its businesses through the various professional and affinity networks (LinkedIn, Jobteaser, Welcome To The Jungle, Instagram etc).

At the same time, an employer image campaign was launched in 2020 in the digital activities (former Unify scope) by overhauling "candidate" communications via a common base on the "Welcome to the Jungle" platform, as well as strengthening the recruitment unit, now composed of 3 profiles, and harmonising internship allowances to ensure attractiveness.

To reinforce its presence with students, the Talent Development Department rolled out at Campus strategy based on four pillars:

- virtual and physical forums;
- interventions by TF1 Campus ambassadors (Group employees) at target school courses (around 100 employees for around 50 events a year);
- studio visits (JT, LCI etc.);
- the creation of specific partnerships with the ESSEC Media and Digital Chair.

The Group is also continuing its recruitment strategy for work-study trainees through an annual talent-dating process uniting candidates from many schools. In 2021, like the previous year, TF1 group organised its Talent Dating online and brought together more than 2,000 candidates. In December 2021, the Group also welcomed 22 work-experience pupils as part of the "Mon Stage chez TF1" operation, for a week's discovery of the audiovisual businesses.

Newen renewed its partnership with the GRETA and regional schools, especially in the South-East of France, to favour geographical diversity and help young people learn about audiovisual businesses.

To strengthen the appeal of the challenging Digital and IT businesses, the recruitment team has stepped up its presence on specialised forums and *job boards* (notably lesjeudis.com). Specialised firms have been called on to speed up recruitment for specific and technical positions. In addition, the Recruitment Department pays particular attention to the women profiles selected for these positions in order to promote gender diversity within the Technology Department. To this end, it participates in events dedicated to women engineers.

In November 2021, the recruitment team for the Publishers division in digital activities (former Unify) joined that of the TF1 group, thereby promoting the sharing of good practices and common actions in recruitment for these understaffed professions.

Tools to manage the pool of former work-study students and interns, which optimises the recruitment of junior profiles, have been modernised and automated. Since September 2021, the evaluation process for work-study students and interns at the end of their contract has been harmonised and implemented in these tools, thereby providing the recruitment team an updated and shared database to identify relevant profiles.

In 2021, for the first time ever, the TF1 group came out No. 1 in the 10th edition of the annual barometer of the favourite companies of students and young graduates (Le Figaro Étudiant, in partnership with the Epoka/Harris Interactive barometer), from French Grandes Ecoles in the Media category. The barometer aims to measure the expectations of nearly 14,000 young people relative to the job industry by selecting their references from 179 companies.

This distinction recognises the collective work achieved by the HR and Employer Image teams to develop the Group's attractiveness with future talents.

INDICATOR: NUMBER OF WORK-STUDY, APPRENTICES AND PUPILS WITH A PROFESSIONALISATION CONTRACT WELCOMED DURING THE YEAR

(Scope: France)	% coverage/ headcount	2021	2020	2019
Interns under agreements with schools	85	394	343	425
Apprentices	85	253	133	69
Students on vocational training contracts	85	66	99	172

4.2.4.4.2. Employee induction

So that everyone remembers their first day at the Group, new employee integration is an important stage for the Human Resources department and team managers.

Each new employee is thus fully integrated through an onboarding process. From the signing of their contract to on-site integration, the future employee is assisted by their future HR representative and future manager, who is tasked with organising their reception, providing them a Welcome Pack, introducing them to the various teams through their integration journey and sending out a welcome note.

Throughout their first weeks, the new recruit is followed closely by their two representatives as well as their "buddy", chosen among the Group's employees to assist in all non-formal aspects.

In a hybrid work context between onsite and teleworking, particular attention is paid to integrating new employees, who are invited to maximise their time onsite in the first few weeks.

A specific procedure to integrate work-study trainees aims to strengthen the community of potential young workers. Integration sessions are organised during their first months, adding to weekly lunches to exchange and share, as well as *Afterworks* gatherings to expand their network.

In 2020, the digital businesses (former Unify scope) set up a new employee onboarding process as well as training initiatives to meet its challenges and employee expectations (mainly management training).

Recognition   Management

4.2.4.5. Skill development and internal mobility

4.2.4.5.1. Assessment process and target setting

INDICATOR: PERCENTAGE OF EMPLOYEES WHO HAD AN ANNUAL APPRAISAL

(Scope: France, OE)	% coverage/ headcount	2021	2020	2019
% of employees who had an annual appraisal	72.4	94.8%	94.7%	85.8%

The assessment and setting of targets for TF1 group employees[(1)] is based on the following three approaches:

Performance appraisal

The performance appraisal focuses on the review of the past year and setting new targets for coming months. The appraisal enables the employee to participate in the assessment and target setting process alongside their manager and if necessary, to define a skill development action plan during the career review.

Career interview

In addition to the annual performance appraisal, each employee has a career interview every two years at least to focus on career development, training and mobility. This consists of a specific discussion between the employee and the manager on the employee's development plan and medium-term career expectations and training needs.

The employee can therefore express their desires concerning the levers they would like to activate to develop their skills: training, skill assessment, career workshops, meeting a career mobility coach, participation in communities etc.

The career interview is also an opportunity for employees to express their personal commitment to an "extra-curricular" role: mentoring, campus ambassador, etc. They are also informed of the French CPF (personal training account), VAE (voluntary service) and CEP (career counselling) schemes.

Six-year assessment

In addition, every 6 years, the employee receives a summary of his or her career path, known as a "six-year assessment", which reviews their professional career path and appraisals, and training they have received over the past 6 years.

In addition, annual performance appraisals have become widespread within the Newen Group, aiming to identify needs and requests in terms of development, which makes it possible to improve the ability to listen and study intra-group mobility requests. There are also career interviews during which employees can find out about available training and New has implemented the 9 Box assessment with managers in France.

For the digital activities (former Unify scope), the standardisation of annual appraisals and career interviews was implemented from January 2020.

At Play Two, annual career interviews have also been set up to better support employees in their career.

4.2.4.5.2. Management of jobs and career paths (GEPP)

The GEPP agreement signed in 2021 between Management and the trade union organisations aims to:

- anticipate as far as possible impacts on the businesses and their developments;
- promote the Group's future needs in terms of skills and training;
- development employee employability;
- expand the choice of options for employees to approach their career end.

As such, actions to promote mobility are all the more important in that they accompany the goals of this GEPP agreement.

The Group Career & Mobility coach offers employees the possibility of benefiting from personalised advice concerning their career development to help them with their reconversion, project creation or mobility goals.

Among the many schemes existing and described in the Livret GEPP career path guide provided to all employees, so-called PEPS workshops (Programme d'Évolution Professionnelle Sur-mesure - or the tailored career development programme) offer employees help with their mobility projects by taking part (free registration) in sessions ranging from rewriting CVs to preparing mobility workshops. In 2021, more than 320 employees benefited from the PEPS scheme, whether in personalised interviews or workshops.

(1) TF1 group excluding Newen and former Unify.

Recognition Management

4.2.4.5.3. Promoting employee mobility within the Group

INDICATOR: INTERNAL MOBILITY AS A PROPORTION OF TOTAL RECRUITMENT

(Scope: France OE) (Transfers within the TF1 group + arrivals from the Bouygues group)/(external recruits on OE contracts + transfers within the TF1 group + arrivals from the Bouygues group)	% coverage/ headcount	2021	2020	2019
Internal mobility as a proportion of total recruitment *(%)*	72.4	38.14%	29.73%	33.02%

In 2021, despite the hybrid work context for employees between onsite and remote working, the Human Resources Division remained fully mobilised.

Indeed, mobility is an enrichment and employability vector for all employees. The HR teams combined with specifically developed tools encourage the publication of offers, promote the diversity of the Group's opportunities and provide support for employees in their mobility process. Several mechanisms have been created over many years and were maintained in 2021 despite the hybrid work context:

- the Mobility Committing bringing together HR directors and representatives of the various entities is held monthly to examine recruitment needs, individual mobility requests and potential gateways. The committee is held at the same time as a monthly exchange between the HR and Mobility directors, in order to maintain close relations;
- the quarterly Mobility Committee held by the Bouygues Group Career and Mobility executives to step up inter-business mobility opportunities among the Bouygues Group entities;
- regular communication on the Intranet concerning employee mobility experiences and the various positions available at TF1 and Bouygues, contributing to employee and manager awareness;
- the "Vis ma vie" (Live my life) scheme offering the possibility for employees that have applied for mobility to spend 3 days of immersion to discover the daily life of the business that they would like to enter. In 2021, more than 30 employees benefited from this scheme.

In 2021, the Human Relations Division along with team managers, implemented 170 position changes within the Group, including mobility between Newen, the former Unify and Bouygues.

4.2.4.5.4. Talent retention

The TF1 group pays particular attention to retaining its talents. The Talent Development Department integrated in the Human Relations & CSR Department works especially on creating and implementing retention programmes.

In 2021, the TF1 group launched a new programme aimed at young employees with strong development potential. This "Comete's" programme, in partnership with the Centrale-Supélec school and ESSEC, aims to support employees in their professional development, enable them to participate in cross-functional projects, develop their network and thus involve them in the Group's strategy.

Over the year, the Talent Development Department also worked on creating the second season of the "One's" programme. This programme, aimed at more experienced and high-potential employees, is designed to develop their cross-functional skills.

Other Talent communities also enable employees to become involved by themselves, alongside the Group. The Collectif 3.0, TF1 Campus Ambassadors and leadership programmes for managers are all opportunities for employees to get involved in the Group and make their skills available for cross-functional initiatives.

The Newen group's mobility teams work in collaboration with those of the TF1 group, and in particular participate in monthly and quarterly mobility committees.

The recruitment and mobility teams of the digital activities (former Unify) joined the TF1 group's recruitment teams at the end of 2021, and are fully integrated into the TF1 group's systems.

4.2.4.5.5. Training

Recurring training offer

INDICATOR: CONTINUING EDUCATION

(Scope: France, OE, FT)	% coverage/ headcount	2021	2020	2019
Number of open-ended and fixed-term employees having received training	85	1,555	1,199	1,849
% of open-ended and fixed-term employees having received training	85	45.98%	36.70%	59.63%
% of payroll spent on training	85	na	na	na
Total training hours, all training systems	85	36,428	24,929	38,525
of which number of internal training hours	*85*	*1,218*	*623*	*4,794*
Average training hours per OE, FT	85	23.43	20.79	20.84

Recognition   Management

INDICATOR: TRAINING OF NON-PERMANENT STAFF

(Scope: France)	2021	2020	2019
Non-permanent employees who received training	49	72	48

TF1 group[(1)] training plan for 2021 was structured around six strategic priorities:

- Business skills: constantly supporting employees in terms of internal and external changes in their business (regulations, new challenges, new tools, etc.). For example, a training course was implemented for the journalistic teams on the theme of fact-checking, in anticipation of the French election year; the advertising sales teams continued courses on the programmatic theme, and a training programme on the Adobe Premiere tool was organised for all the News Factory editors.
- New working methods and personal development: training employees in innovative working methods adapted to the context of market and organisational transformation, and developing their soft skills. In particular, an agility training course was offered to all teams managing projects in agile mode, and training programmes related to change management, project management and design thinking were deployed. In terms of personal development, the emphasis in 2021 was on training in storytelling, public speaking and negotiation.
- The PEPS (Programme d'Évolution Professionnelle Sur-mesure) offer: anticipating structural changes in professions, promoting career development and facilitating mobility. It includes: an offer for everyone, with workshops on career themes, a pilot for managers to enable them to acquire the tools to design the future skills of their teams and to promote their employability, and specific programmes to support changes in professions.
- Management and performance: supporting changes in the managerial posture to engage teams and reach targets in a context of volatility, uncertainty, complexity and ambiguity (VUCA). The form and content of the Manager up courses, intended for new managers, have been adapted to take account of the health situation. in the first half of 2021, distance learning workshops on the themes of communication and commitment were also offered to managers to support the gradual return to the office, new teleworking rhythms and the specificities of hybrid management. The Leadership Connect course was also deployed to local managers in autumn 2021, as soon as face-to-face training resumed.
- Talent programmes: developing the potential of the Group's talents, beyond their job. In 2021, the "Comete's" programme was launched, aimed at the TF1 group's young talent, including employees of Newen and the digital activities (former Unify). This programme is run jointly by Centrale-Supélec and ESSEC. In addition, support for the intrapreneurship programme was redesigned and entrusted to the Boson Project, while the Campus Ambassadors were trained in public speaking to help promote the employer image to students.
- Societal commitment and obligations: strengthening the Group's CSR commitments (inclusion, diversity, climate, etc.) and meeting our legal obligations (health, safety, etc.). In 2021, the training plan supported especially: actions in favour of gender diversity with the large-scale deployment of a new training programme "Gender diversity and stereotypes – creating a respectful and inclusive work environment"; the disability action plan, with support for managers and tutors of disabled employees, but also for recruitment teams in inclusion; the Group's commitment to CSR with the start of a large-scale "Climate Path" programme for all teams in the ad sales house; actions in favour of the quality of life at work with awareness-raising for managers on psychosocial risks, or the health and safety of employees, with the proposal of safety workshops on bicycles; and the Group's obligations in terms of anti-corruption, with the deployment of an e-learning programme for all employees and a specific additional physical attendance module for sensitive populations.

At Newen, specific training in business skills has been deployed (sales, creativity, diversity), as well as training related to health and safety. In addition, a management training pilot was set up at Blue Spirit for permanent and temporary managers, including the themes of inclusive management in recruitment, the fight against sexist behaviour and violence in the workplace. A training course on "Combatting sexual and moral harassment and sexist behaviour" was deployed for the production teams of Demain Nous Appartient and Ici Tout Commence, in partnership with an association fighting violence against women.

Online training offer

In 2021, TF1 University expanded its e-learning training system, giving all employees access to modules on management, digital culture, health and safety and soft skills.

The remote Masterclass format launched in April 2020 during the first lockdown period, “1 H Avec", has taken root. This weekly interactive digital live event, open to all, features inspiring internal and external experts on subjects concerning the group's ecosystem, working methods and the changes in society. Over the course of the year, employees were able to participate in talks on topics as diverse as: “Everything you always wanted to know about advertising”, “The place of women in Koh-Lanta”, “Negotiating like Simone Veil”, “Positive psychology: your ally in an uncertain world”, “Earth Day”. In addition to these inspiring talks, a second weekly "1 H Avec" event was initiated in the first half of 2021, to learn online in a short and interactive format: building an elevator pitch, feedback: what – when – how, graphic facilitation, slide design.

(1) TF1 group excluding Newen and former Unify.

Recognition   Management

4.2.4.6. Human rights

4.2.4.6.1. Social dialogue

Ensuring ongoing and constructive dialogue with social partners

In consultation with its trade unions, the TF1 group continued the policy of health protection for employees introduced in 2020 while organising the return to onsite working and the new work organisation methods.

In 2021, based on the experience of teleworking in the previous months, an amendment to the teleworking agreement signed in 2019 was concluded with the unions. This amendment allows eligible employees to telework up to two days a week (compared to one day previously) and defines an equipment budget of up to €180.

With health restrictions still in place, and after surveying employees and managers about the telework experiment, the Group decided to apply the agreement in a phased manner to follow developments in the health situation. Thus, employees returned to the office for 2 days a week from June 2021, then 3 days in July 2021, before full implementation of the agreement in September.

At Newen, which does not benefit from TF1's telework agreement, a survey of the agreements signed in the companies was carried out and an exchange with social partners initiated with the aim of harmonising practices for 2022.

At the same time, and after more than 2 years of discussions with trade unions, a Group agreement on the GEPP (management of jobs and career paths) was concluded. This agreement provides for the creation of a mapping of businesses (understaffed/emerging, undergoing transformation, sensitive) and the deployment of innovative tools to support the career development of employees (matching CPF contributions, internal and external professional retraining path, mobility leave), to strengthen their employability and to support the end of their careers (reorganisation of working hours via the CET, gradual retirement, part-time work reorganised at 80%, paid at 90%, acquisition of quarterly points etc.).

In 2021, the Bouygues group announced its intention to acquire the shares held by RTL Group in the capital of M6. As part of this industrial project aimed at merging the two audiovisual groups TF1 and M6, TF1's Works Council was consulted and issued a favourable opinion. Once the authorisation procedure launched with the French Competition Authority (ADLC) has been completed in October 2022, and assuming that the latter approves the merger, TF1's trade unions will be consulted again to discuss the terms and conditions for implementing the merger and its consequences in terms of employment, organisation and social status.

To provide the best possible framework for this dialogue with the trade unions and employee representatives during this historic merger project, a method agreement was concluded in June 2021.

Review of agreements signed

Dialogue with the trade unions was constant throughout 2021, whether to supervise the gradual resumption of office activity as the health situation improved, or to improve the TF1 group's social policy.

As of 31 December 2021, the following agreements had been applied and concluded with trade unions:

- a framework profit-sharing agreement for the TF1 group and its quantification rider No. 1 covering the 2020 financial year, which included, for the first time, CSR objectives (reduction of electricity consumption and reduction of plastic waste collected for recycling);
- amendments to the telework agreement concerning the rhythm of telework days;
- Group agreement on the GEPP (management of jobs and career paths);
- TF1 group agreement on the one-off creation of an exceptional carry-over of 5 days of leave to be taken before the end of August to take into account the effects of the health crisis, which may have led employees not to have taken all their leave, thus avoiding them losing it.

In 2021, the Newen group negotiated its first Quality of Life at Work agreement. In addition, a Quality of Life at Work agreement was signed in 2021 for some of the companies in the digital activities (former Unify): *aufeminin*, *Marmiton*, Unify Advertising and Unify Studio.

At TF1, and for the first time, an employee director representing employee shareholders was appointed following the election in January 2021 of the employee members representing unit holders on the Supervisory Board of the FCPE TF1 Actions. The TF1 group also actively participated for more than two years, through the Syndicat des Télévisions Privées, in negotiations for the National Collective Agreement for the Television Broadcasting Sector, which was concluded in July 2021 and came into force on 1 January 2022.

4.2.4.6.2. Employee health and safety

Monitoring of health and safety indicators

INDICATOR: ABSENTEEISM

January-December (Scope: France, OE)	% coverage/ headcount	2021	2020	2019
Absenteeism rate	72.4	2.66%	2.82%	2.40%
Total days absent	72.4	27,734	29,700	25,214
Days absent for sickness	72.4	25,920	28,862	24,212
Days absent for occupational accidents	72.4	1,023	371	620
Days absent for travel-related accidents	72.4	791	467	382
Days absent for occupation illness	72.4	14	0	0

Recognition Management

Since 2018, the TF1 group has been accompanied by a new broker advising on social protection with the aim of significantly improving the accounts and controlling the risk of work stoppage. In this context, the group has committed to an action plan with quality of life at work as a lever, monitoring absenteeism and the inventory of cases opened with the insurer, and measures for maintaining and returning to work after long stoppages.

The increase in the number of days of absence due to accidents at work or commuting accidents is due to a return to work on site.

INDICATOR: WORK-RELATED ACCIDENTS

(Scope: World, all contracts apart from temporary contracts)	% coverage/ headcount	2021	2020	2019
Number of work-related accidents with time off	100	20	11	19
Number of fatal work-related accidents (work-related/commuting)	100	0	0	0
Employees trained in health and safety	100	410	208	840
Frequency rate of work-related accidents	100	3.25	1.94	3.39
Severity rate of work-related accidents	100	0.17	0.07	0.12
Number of occupational illnesses	100	2	3	5

Actions for health and safety in the workplace

The procedure for dealing with violence in the workplace and cases of harassment was updated with trade unions during 2021 and attached to the Internal Procedures of TF1 group companies. As Newen Group employees have not been trained yet, training and awareness sessions have been organised for production, technical and head office teams concerning harassment, sexist behaviour and violence at work.

Also, under the impetus of the Labour Relations Department and with the assistance of health and safety prevention officers and work unit heads, the model of the TF1 SA Single Occupational Risk Assessment Document (DUERP) was completely revised, with the members of the TF1 Health, Safety and Working Conditions Committee (CSSCT), in order to make it a tool that is better understood and used by all stakeholders: top management, work unit heads, managers and employees.

This document, which is updated and enhanced each year, has been deployed in all TF1 group companies. In 2021, measures relating to teleworking and hyperbaric risk were strengthened in view of the increase in the frequency of these two issues.

Prevention of psychosocial risks

In terms of psychosocial risks (PSR), the following were put in place for TF1 group[1] employees when the Quality-of-Life-at-Work agreement was signed:

- training open to all employees to help them improve their management of stress and their emotions (self-coaching);
- training on the prevention of PSR for managers, together with the distribution of a brochure given to all employees by their managers; In particular, and despite a work organisation divided between onsite and remote learning, six additional sessions were held between June and September 2021, with the aim of raising awareness of local managers to the prevention of PSRs and the detection of weak signals, and training them to listen actively to employees and to internal procedures;
- a crisis line with the firm PSYA, open 24/7, provides access to a psychologist for employees who are experiencing professional or personal difficulties or an addiction problem;
- a new set of specifications for the "Quality-of-Life-at-Work Observatory" tool, which measures the effectiveness of the quality of life at work measures introduced in order to identify areas for improvement and assess psychosocial risks. The observatory was deployed under these new conditions in spring 2020, and will be deployed again in early 2022;
- continuation of the telephone consultation service which has been in operation for two years now.

Health and safety risk prevention

The Medical Department has run flu vaccination campaigns for many years. It also offers booster vaccinations and first aid kits to staff travelling on outside broadcasting assignments. Employees regularly attend medical check-ups arranged by TF1's Medical Department. A telephone counselling service was set up, free of charge, in 2018. Accessible 24/7, it means that a professional can be consulted if a GP is not available.

The Group's management, the Health, Safety and Working Conditions Committee and the occupational health team regularly issued recommendations on driving whilst on professional assignment, the use of AVIWEST transmission equipment or the security protocols to follow during outside broadcasts in high-risk areas. All these players work together to ensure that regular training is provided in life saving and first aid. All work-related accidents are analysed by the Health, Safety and Working Conditions Committee and corrective measures are implemented where necessary.

Lastly, to prevent absenteeism and musculoskeletal disorders, on-site osteopath appointments are offered twice a week to all employees covered by the private health insurance scheme. Since September 2020, appointments can also be made at home. The DAGS has also bolstered site security procedures in view of the continuing threats in France, particularly towards the media. The tightened security procedures have resulted in increased security personnel at access points and the installation of special security perimeters, as well as a new entry control system.

(1) TF1 group excluding Newen and former Unify.

Recognition Management

Systems are already in place at Newen, especially at 17 June, TELEFRANCE and Newen Distribution:

- "Médecin Direct", a remote medical consultation service accessible 24/7, on the web or via the free app, which offers three communication channels: video, written message, or telephone. "Médecin Direct" fits in perfectly with the existing healthcare arrangements and complements community-based medicine;
- deuxiemeavis.fr, a medical assessment service that gives patients suffering from serious, rare or disabling illnesses to obtain a second medical opinion within 7 days. On the basis of a medical questionnaire and medical examinations transmitted online, expert doctors give a personalised opinion to help patients make more informed decisions;
- Support offered by the Group to all employees who would like it since the end of the lockdown via a life coach and behaviourist who remains active.

Management of the health crisis

Following on from the precautionary measures taken in 2020 to protect employee health, the TF1 group remained mobilised in 2021: daily supply of masks, distribution of hand sanitiser throughout the company, cleaning, disinfection and "aeration" procedures for specific buildings, regulation of staff flows and associated signage in the head offices buildings in Boulogne-Billancourt, site attendance gauges, teleworking encouraged for all eligible activities, PCR tests offered by the TF1 medical practice and a partner laboratory. Most of these measures are far superior to those stipulated by the national health protocol for companies.

In 2021, the Group also offered access to the COVID-19 vaccination for all its volunteer employees as soon as the government campaign was launched. Astrazeneca and Moderna vaccines were administered at the occupational health department, priority slots were reserved at the Saint-Quentin-en-Yvelines vaccinodrome, and leave of absence during working hours was granted for the vaccination. The vaccination campaign resumed for the third booster dose at TF1's headquarters with the creation of a vaccinodrome. Between 10 December and early January 2022, 1,113 TF1 group employees were vaccinated (permanent and fixed-term staff, work-study, interns, temporary or freelance workers, from Colas, Bouygues Télécom, Bouygues Immobilier and TF1's main service providers present on site).

From September 2021 onwards, employees affected by the obligation to present a health pass or a complete vaccination schedule worked smoothly with management.

The Newen Group's production companies also continued the actions started the previous year, drawing up a white paper on the re-start of filming after the lockdowns. Regular communications accompanied the deployment of COVID officers to each shoot and the updating of the DUERP with a specific focus on these sensitive locations.

Fight against violence in the workplace and harassment

The procedure for dealing with workplace violence and harassment was updated with trade unions during 2021.

Since 2014, the TF1 group has had an external and anonymous hotline, "Allodiscrim". Its objective is to inform and advise employees on the steps to take if they feel they are being discriminated against or treated unequally within the company.

At Newen, training and awareness sessions were organised for production, technical and head office teams concerning acts of harassment, sexism and violence at work. In 2019, the "Allodiscrim" hotline was also opened to all the Group's employees, whether permanent or temporary.

Contributors to the health and safety approach

The Medical Department is responsible for the day-to-day medical care of employees and for the prevention of occupational hazards. The occupational health physician, assisted by three nurses, designs and implements collective and individual measures. Occupational health physicians raise awareness of lifestyle issues among the workforce and alert HR if and when they identify psychosocial risks.

From 1 January 2020, TF1 group, including Newen and Unify as subsidiaries located in Paris and its inner suburbs, will be served by the Centre Médical de la Publicité et des Communications (CMPC). In addition to having a very good understanding of the media industry, the CMPC is confident that it will be able to:

- support the Group to reform mandatory health services;
- roll out a multidisciplinary team (ergonomist, occupational psychologist, addiction specialist, etc.) that can be mobilised rapidly;
- support the Group to introduce occupational risk prevention programmes.

In July 2021, the CMPC and the Centre Médical de la Bourse (CMB - SSI exclusive to entertainment workers) merged to create THALIE SANTÉ and thus form a structure dedicated to companies and organisations in the cultural sector (entertainment, press, publishing, advertising, inter-professional sector). An occupational physician is dedicated to the Group, thus allowing for more effective local support.

If they need to, employees can also contact the on-site social worker whose role is to assess the situation and assist employees in their actions by liaising with specialised organisations.

TF1 group considers the dialogue on health and safety at work to be of the utmost importance. This takes place both through agreements signed with the trade unions on employee health and safety, and through the Health, Safety and Working Conditions Committee (CSSCT). The Corporate and Security Services Division (DAGS) is regularly involved in issues relating to health, safety and working conditions.

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Health and safety related training

Regular health and safety training is organised to keep employees' skills current and to inform them of regulatory changes. Particular attention is paid to health training, in particular, *"self-coaching"* workshops with My Osteopratic training courses, designed and facilitated by an osteopath, tailored to the work situations encountered by our employees (outside broadcasting staff, make-up artists etc.). Safety training is offered to the employees concerned: local security personnel, first aid, electrical accreditations, safe driving courses, etc.

Training modules on "awareness of urban areas and crowd movements" have been tailor-made for outside broadcasting staff. Training is also delivered to TF1 employees who are obliged to travel and work in "risk" countries and warning apps are installed on their smartphones so that they can report in case of serious events occurring on the ground. In addition, a memo was sent to remind employees using their vehicles for work (journalists in particular) of the precautionary measures to be taken and the need for strict compliance with the highway code. Furthermore, in 2021, all employees interested were provide awareness training for respecting the highway code for cyclists.

4.2.4.6.3. Fundamental labour rights - Working abroad in high-risk areas

Concerning human rights-related issues, the promotion of and compliance with the provisions of the fundamental conventions of the International Labour Organisation (ILO), TF1, a French company and whose workforce is mainly French, applies French, European and international law. Child or forced labour is strictly prohibited.

A stakeholder committee meeting was held in June 2021, asking participants about their perception of key human rights issues based on the Bouygues Group Compliance Plan.

Given the limited workforce abroad, employee representation is not an issue for the TF1 group.

In contrast, employees who travel and work in so-called "high-risk" countries are trained accordingly (see Section 4.3.2.2 "Employee health and safety").

The TF1 group also took out a repatriation insurance policy with AXA aimed at supporting employees sent on missions abroad.

4.2.5. Solidarity

4.2.5.1. Sponsorship activities INTERNAL CONTENTS EXTERNAL

On its channels and on digital, the TF1 group offers wide visibility to major causes and the associations that support them. Support is adapted to needs and takes many different forms:

- free broadcasting of donation and/or awareness-raising adverts on TV and radio;
- editorial relays in the news and/or on the Group's websites and social networks;
- invitation of representatives of associations on the programmes;
- appeals for donations on programmes, on digital and social networks;
- special programmes dedicated to a cause or association (12 Coups de midi, Le Grand concours);
- production of short programmes, fundraising spots, awareness-raising spots;
- relay of cases by Group presenters/journalists;
- payout of game winnings (Game of talent, District Z, Good Singers, Marble mania).

On the channels and digital, the TF1 group focuses its efforts on associations in connection with:

- medical research: Fondation recherche médicale, Fondation Arc, Sidaction;
- support for patients/disabled people and their families: Fondation des hôpitaux, Ela, ARSEP, Petits Princes, Princesse Margot;
- the fight against precariousness: Les Restos du cœur, the Abbé Pierre foundation, Action contre la faim;
- Violence against women: the women's foundation, La maison des femmes de St-Denis...;
- child protection: Action Enfance e-enfance;
- major disasters: Alliance Urgences, Croix-Rouge;
- ecological transition: Stop energy exclusion, Surfrider.

The channels widely relay institutional messages, particularly those related to the health crisis. In 2021, institutional messages represented 72% of the total amount of free space granted.

Off air, support for the Bouygues, TF1 and Newen corporate foundations and sponsorship actions are focus primarily on the professional integration of young people.

In 2021, the TF1 group supported a total of more than a hundred associations, foundations or organisations, thus offering visibility to as many people as possible to serve a variety of causes that meet the most pressing needs.

The channels also relay operations linked to deceased candidates who have left their mark on the programmes. During the broadcast of the finals of Koh Lanta in 2020 and 2021, the #PourBertrandKamal fund created by the Arc Foundation and dedicated to research into pancreatic cancer was highlighted following the death of the candidate.

In 2021, on the occasion of the special broadcasts dedicated to the 20th anniversary of Star Academy, appeals for donations were made for the benefit of the Gregory Lemarchal association, which, since 2007, has financed major research programmes for cystic fibrosis, helped patients and their families to improve their lives, informed the general public and raised awareness about organ donation.

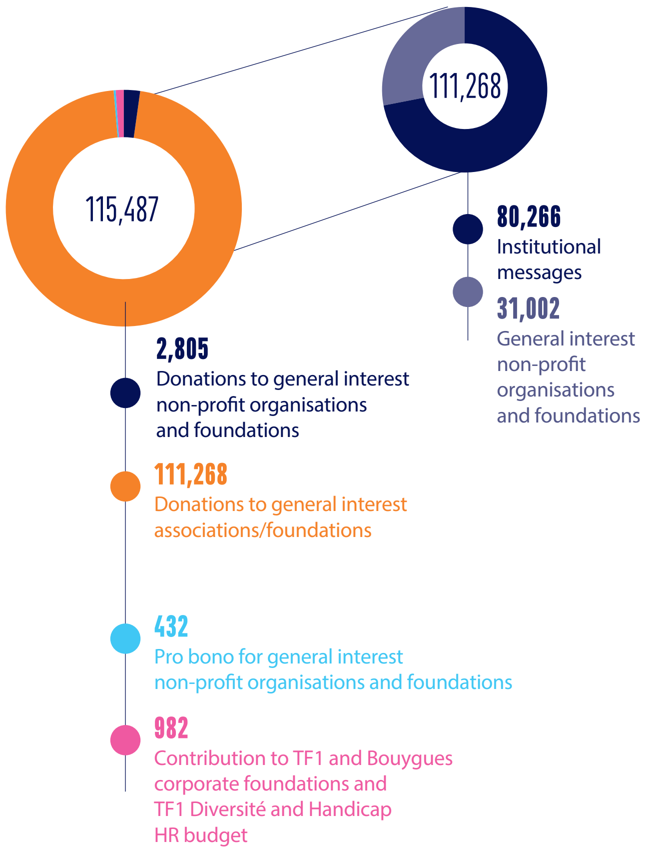
Employees are informed of the major humanitarian operations supported by the group and are involved as much as possible (solidarity races, collection for the Pièces Jaunes operation, distribution of Sidaction ribbons, etc.).

Recognition Management

INDICATOR: TOTAL SUPPORT FOR SOLIDARITY ACTIONS

(thousands of euros)	2021	2020	2019
Number of organisations having received donations	110	125	152
Donations to general interest associations/foundations	111,268	135,812	42,143
Donations to general interest associations and foundations	2,805	2,875	3,221
Pro bono for organisations and foundations	432	211	228
Contribution to TF1 and Bouygues corporate foundations and TF1 Diversité and Handicap HR budget	982	1,045	1,156
TOTAL SUPPORT FOR SOLIDARITY ACTIONS (THOUSANDS OF EUROS)	**115,487**	**139,943**	**46,748**

The TF1 group maintains a high level of support via its free space on channels especially in view of the continuing high number of institutional messages related to the health crisis.



INDICATOR: BREAKDOWN OF VALUATION OF FREE SPACE IN 2021

Institutional messages	80,266
General interest associations and foundations	31,002
TOTAL	**111,268**

Recognition Management

4.2.5.2. Solidarity advertising EXTERNAL CONTENTS

Goodeed

In 2020, TF1 Pub was the first multi-media advertising agency to work alongside Goodeed, and market the solidarity advertising format on digital and terrestrial, enabling brands to act alongside Internet users and to donate part of their budget to charities.

By the end of 2021, a year after the launch of the solidarity advertising format with Goodeed, 32 campaigns had been broadcast on TF1 or MYTF1, raising €325,000 for 27 associations active in various fields such as the environment, inclusion, education or poverty. On the strength of this success, TF1 Pub and Goodeed have deployed new TV, digital and social media offers, including Unify Advertising's inventory and the TF1 group's DTT channels.

WhatRocks

Unify Advertising and TF1 Pub are signatories to the "solidarity advertising pact" launched by the WhatRocks Foundation. By making all of its media brands available, Unify Advertising and TF1 Pub are helping to highlight new ways of financing major social and environmental causes.

A year after signing the WhatRocks™ Pact for solidarity advertising, the digital businesses (ex-Unify) confirmed their commitment to responsible advertising by joining the label's Founding Member Programme, on the occasion of its launch in France in September 2021. The initiative created by WhatRocks™ allows Internet users, by viewing a digital ad, to accumulate a virtual currency convertible into donations to the association of their choice. For its arrival in France, WhatRocks™ is partnering with the label's member publishers to distribute one billion Rocks™ to its users for free.

Vinted

In partnership with Vinted, TF1 initiated the "Month of the Second Hand": for the first time and throughout the month of October 2021, the outfits worn by the actresses and actors in the daily series *Ici Tout Commence* and *Demain Nous Appartient* were put on sale on the Vinted platform. Profits from sales of the outfits were donated to the association La Cravate Solidaire, which supports people on social integration programmes and fights against discrimination in job interviews, particularly those related to appearance.

4.2.6. Learning about media CONTENTS EXTERNAL

Convinced of its role to play as a media group that produces, publishes and broadcasts content and information, the TF1 group has set up a number of initiatives to help educate all audiences about the media and information production.

Education for all publics

On LCI.fr, the section *La médiatrice vous répond*[1] is where Christelle Chiroux, TF1 and LCI's news ombudsman, answers viewers' questions. In addition, she regularly produces articles entitled *C'est quoi ton job?* and interviews with TF1 group news staff, such as the head of the 8-10pm news slot at LCI. In 2021, the news ombudswoman also launched the *Info & Vous* podcast, highlighting what goes on behind the scenes in the LCI and TF1 newsrooms.

In 2021, TF1 also inaugurated *Les rencontres de l'info,* an event aimed at the public, based on a partnership with the Centre de Liaison de l'Enseignement et des Médias d'Information (CLEMI). The first event took place on 20 October 2021 in the TF1 auditorium and gave the public the opportunity to meet and discuss with three major reporters and an image reporter. The launch of this event, which is intended to be held monthly in 2022, illustrates TF1's desire to further strengthen its proximity to viewers and to be transparent about news production in order to improve understanding of professions in this field. The partnership established with CLEMI, which invites many high school students to th event, helps reach out to young audiences and give them the opportunity to exchange directly with the TF1 group's editorial staff.

The editorial offices maintain close links with CLEMI and the Seine-Saint-Denis General Council and in 2021 organised more than 130 interventions by journalists in secondary schools on social issues such as freedom of expression, notably as part of the Agora programme or during the "Press and Media Week in Schools" (SPME). The latter, organised by CLEMI for 4 million pupils, aims to help school children, from kindergarten to high school, to understand the media system, to shape their critical judgement and to develop their taste for news.

In addition, and with a view to increasing young people's awareness of current affairs and strengthening their links with the news, but also with a view to educating them and making the editorial professions more transparent, the TF1 group joined forces with the *TikTok* social network for a special operation entitled "TF1 group news week" in January 2021. The programme for this operation included a *Masterclass* with a behind-the-scenes look at the news and weather, a live show presented by Christophe Beaugrand, and a #ThisNewsQui challenge to try to get the TikTok community to react to current events. This "news week" was a great success, with 40 million views and over 2,000 contributions.

To help educate children and teenagers, LCI broadcasts a weekly news magazine called *L'info à suivre*, which presents information in an accessible and educational way.

Through the "Mon Stage at TF1" operation, the Group welcomes interns from the fourth year of secondary school, selected by competition through a one-minute video, enabling them to discover all the jobs of a media group over one week. A new "Audiovisual Morning" operation will be organised in February 2022 in the form of remote interviews, this time open to all secondary school pupils and students.

The "Experts à la Une" initiative (detailed in section 4.2.2.1. "Representation of women in content") is also part of this approach, through the pairings created between women experts and journalists, thus enabling women experts to better understand the workings and needs of the editorial offices. The Group plans to renew this operation in 2022.

The fight against fake news and raising public awareness of its importance is addressed in section 4.3.1.1 "Independence of the Group's editorial teams, pluralism, ethics and ethics in information and in programmes".

(1) https://www.lci.fr/actualite/la-mediatrice-vous-repond-12838/

Recognition Management

4.3. ETHICS

4.3.1. Ethics in contents CONTENTS

4.3.1.1. Independence of the Group's editorial teams, pluralism, ethics and ethics in information and in programmes

As part of its own production of news and other programmes, programme purchases and advertising, the TF1 group has a special responsibility due to its status as a leading channel. The Group ensures compliance with its public commitments in terms of ethics and professional conduct of the content produced and broadcast (independence of information, protection of vulnerable audiences, respect for privacy, presumption of innocence, etc.). which are a pre-condition of its licence-to-operate, if the regulator were to rule on major non-compliance. Compliance is subject to rigorous controls:

- by the General Secretary or the News or Broadcasting Divisions, not just with regard to compliance with the commitments given by the channel (terms and conditions and agreements signed with the CSA, Journalists' Code of Ethics, etc.), but also on programme standards and the protection of younger viewers:
  - the TF1 News Division has responsibility for ensuring that ethical principles and journalistic standards are applied in the editorial offices,
  - the main unions representing journalists in France have adopted a Charter of Professional Ethics, available on the website of the Syndicat National des Journalistes (SNJ), the professional body for journalists in France,
  - a Code of Conduct specific to journalists present at TF1 was signed on 28 January 2019, and then sent to all of the company's journalists on 13 February 2019. All new journalists hired by the Group are given a copy of the Code of Conduct when they sign their employment contract;
- by setting up an Honesty, Independence and Pluralism of Information Committee (in accordance with the law of 14 November 2016); Since 2017, this committee, composed of independent figures, has been tasked with contributing to compliance with the principles of honesty, independence and pluralism of news and programmes within TF1 channels. This committee met twice in 2021;
- by the editorial staff of TF1, which is extremely attentive to the quality of image sources and prohibits the use of amateur videos when their origin is not strictly verified. When they use these amateur documents, which can be cropped and edited, they insert the wording "amateur document" and specify, if possible, the date on which the images were shot;
- by ensuring advance viewing of certain programmes (by a child psychologist and an *ad hoc* committee), and ensuring that accurate rating information is provided for programmes;
- by submitting advertising to the ARPP in advance (advertising);
- by introducing controls on the channel's websites and community spaces (moderation system, safe surfing);
- by providing in-house training for news professionals, including press law training in 2021.

See section 2.2. "Compliance of content with ethical and professional standards".

Fight against fake news

Developing and promoting its expertise is one of the priorities of the TF1 group's News Division. It legitimises its societal role. Since 2020, the fact-checking of content on the channels of TF1, LCI and the Group's digital news media have been brought together under the banner of "The Verifiers".

Thanks to social media, everyone, with knowledge or belief, hyper-specialist or neophyte, can now spread a message. The more likely it is to generate emotion, and in particular anxiety, the larger its audience and footprint. For the TF1 group journalists in charge of fighting against fake news, this involves helping them question rumours and allegations, and distinguish between facts and their interpretation, between true and false.

This verification is based on techniques and tools: monitoring social media, finding the date of the first publication of an image, its context and thus verifying that it has not been misappropriated, retrieving messages that have been erased, interviewing sources recognised for their expertise, etc.

In partnership with the CFPJ (the French professional training centre for journalists), the TF1 group has trained digital editorial journalists and documentalists. In 2021, this training was extended to journalists from the LCI channel and to contacts in each TF1 editorial Department, Economy, Politics, General News, Society and International Discussions.

It is up to these 70 fact-checking experts to enrich the digital section *"The Verifiers"*, the daily items in the LCI news sections and the formats of the TF1 newscast, *"Fake news"*, *Factual* and *"True False"*, or invent new formats. These fact-checking experts complement the daily work of TF1's 700 news staff, including 350 journalists. This digital offering was expanded in April 2021 with the launch of a monthly programme on the Twitch platform. Entitled FCdebunk, this programme is dedicated to the fight against fake news, and for its first issue, two journalists focused on the phenomenon of deep fakes.

Furthermore, through the content that the TF1 group broadcasts, the subject of disinformation is addressed, as in the documentary series *C'est un complot!* broadcast on Histoire TV in 2021, which aimed to respond to conspiracy theories on the ground in order to rectify the historical truth. In addition, LCI has broadcast numerous reports raising awareness about disinformation, including *Comment nous avons piégé les complotistes* (*How we tricked the conspiracists*).

Recognition Management

4.3.1.2. Ethics in advertising content

The Programming & Broadcasting Division of TF1 Pub, the Group's airtime sales house, views all adverts prior to broadcast, sometimes with input from Legal Affairs.

Even if the ARPP has cleared an advert, TF1 Pub may reject it or impose specific broadcast conditions on the advertiser, in cases where it regards an advert as inappropriate for the editorial line of the media on which it is to be shown, particularly as regards the family audience of TF1.

In this case, a letter is sent to the advertiser or communication agency that designed the message. A solution is sought to adapt the message or its broadcast schedule to the editorial line of the medium. If no solution is found, the message is not broadcast. This situation is provided for in TF1 Pub's general conditions of sale.

The websites of the TF1 group's channels (MYTF1) and LCI.fr as well as several websites (aufeminin.com, doctissimo.fr and marmiton.org) are also certified with the Digital Ad Trust label, a demanding label for better transparency and advertising quality. Since 2017, this label offers guarantees on the security of the website environments in which the brands appear to meet the new requirements of advertisers and users.

4.3.1.3. Protection of vulnerable audiences

Youth signage

Since 2002, terrestrial television channels have been required to display content rating signage during all non-advertising programmes that are not recommended for general viewing. Each channel is responsible for introducing the signage system and informs the CSA of its composition but remains solely responsible for rating decisions. The signage provides practical information about age appropriateness for each of the five categories (general, -10, -12, -16, -18). The TF1 channel does not broadcast any -18 rated programmes. The Viewing Committee set up by TF1, which rules on the rating information to be put in place, brings together the heads of Broadcasting, programming, programme compliance, acquisitions and youth programming.

A psychologist for children's programmes (TFOU)

Since the creation of the youth slot, the artistic teams and/or a psychologist for children have screened all the youth series purchased and worked in close collaboration for the series co produced by the channel. When she deems the images unsuitable for children, the psychologist suggests cuts or sometimes qualifies episodes as not being broadcastable. These recommendations are always followed.

In addition, the TF1 group is a signatory of the protocol of commitments "For a reasonable and sensible use of screens by minors" initiated by the Secretary of State for Children and Families, which reports to the Ministry of Solidarity and Health. The TF1 group's General Secretariat is taking part in the discussions which are intended to enrich the jeprotegemonenfant.gouv website with sections aimed at parents and highlighting tools for limiting screen time and inappropriate content.

4.3.2. Ethics and compliance in business relations, responsible purchasing and dialogue with stakeholders INTERNAL EXTERNAL

4.3.2.1. Ethics and compliance in business relations

Through its Code of Ethics, updated in 2019, and compliance programmes detailing the Group's policy in terms of anti-corruption, conflict of interest management, compliance with competition law, stock exchange law and international sanctions, the TF1 group informs all of its employees of the best practices to ensure compliance with its ethics policy in its business relations.

In 2021, the TF1 group also continued to roll out *e-learning* training on the fight against corruption and influence peddling to all employees. Through letters of visible commitment the Group's managers have also pledged to respect the ethical and corruption prevention principles set out in the above-mentioned internal documents.

In 2022, the Group intends to continue to raise awareness of managers and those most exposed to the risks of corruption and influence peddling in order to ensure that these issues are dealt with, particularly at the highest level of the organisation.

4.3.2.2. Responsible purchasing

In this chapter, only the business relationships and purchases of the historic TF1 group are taken into account (excluding Newen and the digital activities (former Unify).

Types of purchases

Rights purchasing, which accounted for €826 million over the period, or 61% of the Group's total purchases (59% in 2020), was done through the Purchasing EIG. Since the main risk for this type of purchase is compliance (failure to comply with the agreement signed with the CSA, for example, on quotas of French-speaking programmes or on the aspects of ethical or professional integrity set out in section 2.1.2.2.1 "Risks and how they are managed"), it is monitored by Broadcasting, the Legal Affairs Department and Internal Audit.

The Central Purchasing Division (excluding programmes) is largely responsible for implementing the responsible purchasing approach, as described below. It accounts for €321.6 million, or 24% of total purchases (26% in 2020).

The remaining expenditure is made up of TF1 Games merchandise or purchases made directly by entities not covered by the Central Purchasing Division.

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Responsible Purchasing Approach of the Central Purchasing Division

To extend TF1's CSR approach to also cover the Group's service providers and suppliers, in 2008 TF1 initiated a Responsible Purchasing approach excluding the purchasing of rights.

TF1 group is a signatory of the Responsible Supplier Relations Charter. This consists of 10 commitments aimed at building balanced and sustainable relationships between the major companies that are signatories of the charter and their suppliers. By signing this charter, TF1 is demonstrating its desire to apply the best practices described and to establish a climate of mutual trust with its suppliers.

The Supplier Relations and Responsible Purchasing Label, which aims to recognise organisations that have demonstrated sustainable and balanced relationships with their suppliers, was first awarded to TF1 in 2014 by the Label Attribution Committee (French Ministry of the Economy, Finances and Recovery associated with the French National Purchasing Council), then renewed on 29 March 2018 for a period of three years, subject to the successful completion of the two reviews.

This label, associated by the ISO 20400 standard, recognises the continuous improvement initiative to which TF1 and the Purchasing Division have long been committed. The implementation of these commitments concerns all buyers and more broadly involves other Departments that contribute to building an efficient and sustainable purchasing ecosystem.

Main initiatives

Through its Responsible Purchasing policy, the TF1 Purchasing Division adopts a multi-pronged approach in accordance with Bouygues group's CSR approach. This mainly includes promoting sustainable relations with its suppliers, applying CSR criteria to purchases, making greater use of the sheltered sector, tackling corruption and offering professional training for its buyers.

With a view to perpetuating balanced and sustainable relationships, implementing this commitment and guaranteeing the independence of its suppliers, Arnaud Bosom, Executive Vice President, Human Relations and CSR, was appointed as an internal mediator in November 2017. The mediator's role is to seek to settle, out of court, any potential disputes that may be referred to it, as part of a pro-active understanding of the supplier's situation and in the mutual interest of stakeholders. The mediator can be contacted directly at: mediateur@tf1.fr.

A rudimentary risk map, focusing on critical issues for the 57 families of the ex-rights purchasing nomenclature, was introduced in 2015 in accordance with ISO 26000 and 31000. The potential risks (environment, employment law, health and safety) were summarised and a list drawn up of the measures in place. These were accompanied by an action plan.

Together these formed the comprehensive "parent company vigilance" action plan launched by Bouygues in 2017. In 2022, the TF1 group intends to improve and reinforce the actions already deployed depending on any new risks that will be identified and will adopt new action plans, if necessary.

Promoting balanced and sustainable relations

The commitment of the TF1 group Purchasing Division towards sustainable and balanced relations with its suppliers and partners remains a major objective.

TF1 prefers to have framework contracts with its suppliers, whilst establishing multi-annual contracts for services or supplies requiring significant investment and implementation. For several years, the TF1 group has had a balanced contractual framework compliant with the legislation and regularly reviews its General Terms and Conditions of Purchase.

Between now and 2023, TF1 has pledged to halve the percentage of invoices paid late by redoubling the efforts of its Executive Committee to implement related action plans such as stepping up digitalisation of the order and settlement process; ongoing dematerialisation of invoices; and strengthening the exchange and support actions carried out by operating staff. So far, 70% of suppliers have opted for dematerialised invoicing.

Lastly, TF1 has drawn up an Invoicing Charter (available on the corporate site under Commitments > Responsible Purchasing > Supplier Regulations). Its objective is to share best practices and facilitate administrative exchanges with the Group's supplier partners.

Supplier assessment with ecovadis and the CSR questionnaire

Since 2008, one aspect of the Responsible Purchasing approach has been based on the CSR assessments of suppliers. These assessments, carried out by EcoVadis, are focused on 4 components: the environment, social aspects, business ethics and purchasing policy. The assessments lead to a report that provides a score for each component, an overall rating, the weak points, strengths and opportunities of the company assessed as well as a benchmark and 360-degree information.

As a priority, major suppliers are assessed when the stakes are higher than €200k and the suppliers identified in the CSR risk map as soon as revenue with TF1 exceeds €70k. TF1 commits its suppliers to a continuous improvement process by encouraging those identified as being at risk to implement a corrective action plan (overall score ≤ 35/100).

By the end of September 2021, 180 suppliers had been subject to an EcoVadis assessment over the previous three years. Of the companies assessed, 30% employ between 100 and 999 people; 9% employ between 26 and 99 people, 7% less than 25 people and 55% more than 1,000 people.

The average score for the panel of suppliers contacted and assessed was 59.13/100 (overall EcoVadis average of 47.6/100), with 75% of these having their registered office in France.

In addition to the EcoVadis assessments, the Central Purchasing Division includes a CSR questionnaire based on the ISO 26000 standard in all its consultations. Thanks to a rapid and effective analysis, this questionnaire allows us to better understand the supplier and identify their CSR issues.

Buyer training and involvement

To date, 70% of Central Purchasing Division buyers have been trained in Responsible Purchasing and CSR since 2015.

Moreover, 25% of the collective variable remuneration of the Purchasing Director and buyers from the Central Purchasing Division, depends on their Responsible Purchasing actions: inclusion of CSR criteria in purchasing decisions, deployment of CSR assessments (EcoVadis or CSR questionnaire), contribution to the management plan, and monitoring economic dependency.

Use of the sheltered/adapted sector

The Group's 2020-2022 collective agreement for the integration and retention of employees with disabilities in the Group's work includes provisions relating to purchases and the use of structures in the sheltered and adapted sector. The Central Purchasing Division commits to a minimum of €800k in revenue over the term of the agreement.

Recognition　　Management

Integration of social responsibility criteria and clauses in calls for tender

An “ethics and compliance” clause referencing the Group’s Code of Ethics is included in contracts and the General Terms and Conditions of Purchase, recalling that respect for a socially responsible approach and ethical business conduct in compliance with applicable laws and regulations (and in particular the principles of the UN Global Compact, respect for human rights, international labour standards, the environment and the fight against corruption) as well as adopting responsible purchasing practices are fundamental principles of the TF1 group.

The contractor thus commits to respecting the principles set forth in the Compact, the Responsible Supplier Relations Charter and the "Supplier and/or Subcontractor CSR Charter" on the TF1 group website, under "Commitments" (https://groupe-tf1.fr/fr/commitments-csr/our csr policy) and makes sure its subcontractors do the same. The contractor is informed that not respecting these principles will result in contract termination and/or would cause serious damage to the image of the TF1 group.

For more than 10 years, TF1 has been committed to an active policy to promote the integration of people with disabilities into the economy. The signing of the manifesto for the inclusion of people with disabilities in the economy at the end of 2019 accelerated the action plan of the Central Purchasing Division (excluding programmes): inclusion in all calls for tenders of social criteria relating to inclusion and disability, and when the type of purchase is appropriate, a social clause may also be implemented and require the candidate to comply with a social commitment as a criterion of eligibility.

Responsible actions outside the Central Purchasing Division

Rights purchasing

Ethical issues related to rights purchasing (including potential corruption among rights holders and broadcasters) are rare, because rights are granted by means of calls for tender which follow a strict procedure (publication of tender specifications, submission of secure bids, opening of bids in the presence of a commission, etc.). TF1 is careful to include compliance clauses in its bids, a policy which is usually reflected in – or inspired by – rights purchasing agreements.

Regarding TF1’s internal process, the bid prices are set by an Executive Management Select Committee, or for major rights (such as the FIFA or Rugby World Cup) by an *ad hoc* committee set up by the Board of Directors. The Legal Affairs Department is routinely involved in the preparation of bids.

Summary of actions for departments involved in the process

	Central Purchasing Division	Rights Purchasing Division
Publication of the Responsible Purchasing policy	Yes	-
Buyer training in Responsible Purchasing	Yes	Yes
CSR criteria included in calls for tender	Yes	Yes
EcoVadis assessment	Yes	No
CSR questionnaire sent out during tenders	Yes	No
Integration in the CSR risk map	Yes	Yes

INDICATOR: RESPONSIBLE PURCHASING

	From 01/10/2020 to 30/09/2021	From 01/10/2019 to 30/09/2020	From 01/10/2018 to 30/09/2019
Total business scope *(€m)*	CPD 321.6	CPD 315.2	1,376.7
Expenses addressed by CSR criteria *(€m)**	CPD 321.6	CPD 315.2	1,367.7
Share of expenses addressed/addressable expenses *(X %)*	100%	100%	100%
Number of suppliers assessed by EcoVadis or in the process of assessment	180	163	147
Revenue covered by an Écovadis assessment or in the process of being assessed *(in €m)*	226.14	199	125
Revenue with the sheltered/adapted sector *(€K)*	875.7	658	285.8
% of CPD buyers trained in responsible purchasing	70**	80**	70**

* *Expenditure covered by a responsible purchasing approach or purchasing procedures integrating CSR criteria (e.g., contracts incorporating a CSR/SD clause).*
** *2 Central Purchasing Division buyers joined the service in 2020 and 2021 and had not yet been trained at the end of 2021.*

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4.3.2.3. Dialogue with stakeholders

TF1 maintains regular dialogue with all of its stakeholders.

This was intensified in 2021 in terms of CSR, in particular with the regulatory authorities such as the CSA, newly named ARCOM since 1 January 2022, within the framework of the ongoing discussions on the media climate contract, which includes other media groups and which follows the citizen's convention for the climate and the Climate and Resilience law voted in August 2021. The objective of the media climate contract is to enable the regulator to measure the efforts of media groups in favour of the ecological transition, particularly with regard to the content they broadcast, responsible advertising and reducing the carbon impact resulting from their activities.

The TF1 group already reports to the CSA on the progress made in its content, both internally and externally, concerning diversity and especially the representation of women, people with disabilities, the fight against LGBT discrimination and the professional integration of young people from disadvantaged backgrounds. These themes are the subject of commitments and annual reporting to the CSA.

2021 was clearly marked by the new materiality analysis conducted by the TF1 group, which was aimed at defining its major CSR issues and involved consultation with a panel of citizens (more than 700 people), nearly 1,000 TF1 group employees including intermittent workers, its top management and a panel of external stakeholders made up of suppliers (AMP Visual, Air France), producers (ITV, Satisfaction), investors, clients (media agencies, advertisers), NGOs (Manifesto for an ecological awakening, The Shift project, On est prêt, Make. org), institutions (ADEME, CNCPH) which was held in person in October.

As an observer, Arnaud Bosom, Executive Vice President in charge of HR and CSR, also attended a committee of external stakeholders organised by the Bouygues Group on the duty of care, in particular the perception of the key human rights, health and safety and environmental issues facing the Bouygues Group and its suppliers and subcontractors. The panel was made up of representatives from RH sans frontières, Manifeste pour un réveil écologique, Sustaineo, Force Ouvrière, UN Global Compact, Sustainalytics, FIEC.

As part of the work carried out by TF1 Pub in 2021, the advertising network called on its external stakeholders to define its CSR roadmap and, in particular, to build its new advertising offers designed to promote responsible consumption and to strengthen the education of the general public on environmental labels and criteria. This consultation brought together media agencies, advertisers and professional unions and associations, as well as ADEME. TF1 Pub is also actively involved in inter-professional dialogue, in particular with the Syndicat des Régies Internet (SRI), the Syndicat National de la Publicité Télévisée (SNPTV), the Union des Entreprises de Conseil et d'Achat Media (UDECAM), the Union Des Marques (UDM) and the États Généraux de la Communication (communication forum), to work on harmonised methods for measuring the carbon impact of advertising and to identify levers of action for reducing it, taking into account the entire value chain.

TF1 also maintains regular dialogue with its audiences through:

The service responsible for relations with viewers

TF1 & Vous, the TF1 group's viewer relations site, is a website entirely dedicated to audiences, bringing together a community of 100,000 people. The site meets the expectations and needs of viewers including a dynamic FAQ[(1)] section, whose purpose is to enable the public to find all the answers to their questions thanks to an easy-to-use contact form.

To go further, TF1 created the "TF1 group Ambassadors Club"[(2)], a club that allows 20 viewers to have access to the backstage of the Group's channels as well as to those who produce their programmes, and to generate interactions.

News ombudsman

Through the viewer service and on the LCI website, the editorial mediator receives opinions, requests for explanations and any complaints from the public about information broadcast on the TF1 and LCI channels. The mediator explains how the news is broadcast and according to what rules, and also advises the editorial team when many people express similar reactions on a given issue.

In addition to the existing exchanges, in 2021 the news ombudsman created *Les Rencontres de l'info*, a meeting for the public, based on a partnership with CLEMI. The first event took place on 20 October 2021 in the TF1 auditorium and gave the public the opportunity to meet and discuss with three major reporters and an image reporter. The launch of this event, which is set to become a monthly feature in 2022, illustrates TF1's desire to further strengthen its proximity to viewers and to be transparent about the production of information.

The ombudsman also writes articles and has a podcast enabling all publics to go backstage at the LCI and TF1 editorial offices (see section 4.2.6 "Learning about media").

(1) https://tf1-et-vous.tf1.fr/

(2) https://tf1-et-vous.tf1.fr/devenez-ambassadeur

Recognition   Management

4.3.3. Data protection and cybersecurity INTERNAL EXTERNAL

4.3.3.1. GDPR

TF1 appointed a Data Protection Officer for TF1 and Newen (TF1 DPO) in May 2018, who has, since March 2019, been leading a network of 54 operational and legal data officers from each of TF1 and Newen's Departments or subsidiaries, in charge of supporting the organisational and technological changes made necessary by GDPR compliance.

A DPO reporting to the Legal Department of the digital activities (former Unifty) was also appointed for these entities/companies (excluding Gamned for which a specific DPO was appointed).

TF1 has also adopted a general GDPR policy, comprising internal rules and business sheets that each TF1 employee must comply with in terms of personal data protection.

TF1 and its subsidiaries have addressed the issue of responsibility by developing procedures on the management of individual rights and personal data breaches, as well as a set of frameworks on issues like retention periods, the security checklist and the privacy by design checklist.

To help staff access the necessary documentation, the corporate Intranet has dedicated GDPR pages that include the internal rules, business-specific factsheets, procedures, frameworks and checklists. Finally, a data privacy tool has been deployed to enable:

- the automation of the updating of processing registers;
- management of requests to exercise rights received by TF1 Departments.

See Section 2.1.2.3.2. "Data protection risks"

4.3.3.2. Cyber-security

Following cyber-attacks on radio stations in 2019, the TF1 group stepped up the implementation of a number of information system security upgrades.

The Group is assisted by a specialist audit and consultancy firm as part of a Cyber-Security Assurance Program, aimed at delivering an external opinion on the effectiveness of the action plan to combat the risk of cyberattacks affecting the Group's strategic operations. This external support also means that TF1's cyber-security trajectory and roadmap can be continuously adjusted in response to emerging cyber-threats and includes a biannual assessment of the maturity of the Group's cybersecurity approach.

Action plans have also been implemented to enhance protection of the TF1 group's transmission infrastructures, alongside procedures to detect and react to security incidents with the adoption of a NIST reference system in particular. Lastly, a disaster recovery plan is currently being rolled out.

These actions are shared with Newen to guide the subsidiary in its own cyber-security procedures.

In 2022, the TF1 group aims to completely update its cybersecurity policy.

See 2.1.1.1. "Cyber-security".

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4.4. INDEPENDENT THIRD PARTY'S REPORT ON THE NON-FINANCIAL STATEMENT PRESENTED IN THE MANAGEMENT REPORT

This is a free translation into English of the original report issued in the French language and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Year ended 31 December 2021

To the Board of Directors,

As requested and in our quality as an independent verifier, as a member of the network of one of the statutory auditors of your entity (hereafter "entity"), we present our report on the consolidated non-financial statement established for the year ended on the 31/12/2021 (hereafter referred to as the "Statement"), that the entity chose to establish and presented in the management report pursuant to the requirements of articles L. 225 102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code *(Code de commerce).*

The Entity's responsibility

As part of this voluntary approach, it is the responsibility of the entity to establish for preparing the Statement in compliance with the legal and regulatory provisions including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies implemented regarding these risks as well as the results of said policies, including key performance indicators.

The Statement has been prepared in accordance with the procedures of the entity (hereinafter the "Criteria"), the significant elements of which are presented in the Statement and available on request at the headquarters of the entity.

Independence and quality control

Our independence is defined by the code of ethics of our profession. In addition, we have implemented a quality control system, including documented policies and procedures to ensure compliance with legal and regulatory requirements, ethical requirements and professional standards.

Responsibility of the independent third-party

It is our role, in response to the request of the entity, based on our work, to express a limited assurance conclusion on:

- the compliance of the Statement with the requirements of article R. 225-105 of the French commercial code;
- the fairness of the information provided in accordance with article R. 225 105 I, 3 and II of the French commercial code, i.e., the results of the policies, including key performance indicators, and the actions related the main risks (hereinafter the "Information").

It is also our responsibility to express, at the request of the entity and outside the scope of accreditation, a reasonable assurance conclusion on whether the information selected by the entity and identified by an * in Appendix 1 (hereafter the "Selected Information") has been prepared, in all material respects, in accordance with the Criteria.

However, it is not our role to give an opinion on the compliance with other applicable legal and regulatory provisions, in particular regarding the French duty of care law and anti-corruption and tax avoidance legislation nor on the compliance of products and services with the applicable regulations.

1. Limited assurance report on the consolidated non-financial statement presented in the management report

Nature and scope of the work

The work described below was performed in accordance with the provisions of articles A. 225-1 et seq. of the French commercial code, as well as with the professional standards of the National Company of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to such engagements as well as the international ISAE 3000 standard[(1)]:

- we obtained an understanding of the activities of the entity and the description of the main risks associated;
- we assessed the suitability of the Criteria with respect to their relevance, comprehensiveness, reliability, neutrality and understandability by taking into consideration, if relevant, the best practices of the industry;
- we verified that the Statement covers each category of information provided in article L. 225-102-1 III of the French commercial code regarding social and environmental matters, as well as human rights, anticorruption and tax avoidance legislation;
- we verified that the Statement provides the information required under article R. 225-105 of the French commercial code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under article L. 225-102-1 III, paragraph 2 of the French commercial code;
- we verified that the Statement presents the business model and a description of the main risks associated with the activity of the entity, including if relevant and proportionate, the risks generated through its business relationships, products or services, as well as its policies, actions and results thereof, including key performance indicators associated to the main risks;

(1) ISAE 3000 - *Assurance engagements other than audits or reviews of historical financial information.*

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- we consulted documentary sources and conducted interviews to:
  - assess the process used to identify and validate the main risks as well as the consistency of results, including the key performance indicators identified regarding to the main risks and the policies presented, and
  - corroborate the qualitative information (actionsn and results) that we considered to be the most important presented in Appendix 1. Concerning the risk of ethics of contents and compliance of programs, our work was carried out on the consolidating entity, for the others risks, our work was carried out on the consolidating entity and subsidiary Newen;
- we verified that the Statement covers the consolidated scope, i.e. all the entities include in the scope of consolidation in accordance with article L. 233-16 of the French commercial code within the limitations specified in the Statement;
- we took notice of the existence of internal control and risk management procedures put in place by the entity and assessed the data collection process to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative results that we considered as most important presented in Appendix 1, we implemented:
  - analytical procedures to verify the correct consolidation of the data collected and the consistency of their evolutions;
  - detailed tests, using sampling techniques, consisting of checking the correct application of the definitions and procedures and reconciling the data with the supporting documents. This work was carried out on the consolidating entity and the subsidiary Newen and covers between 78% and 100% of the consolidated data;
- we assessed the overall consistency of the Statement based on our knowledge of the entity.

We believe that the work carried out, based on our professional judgement, allows us to express a limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

Means and resources

Our verification work mobilised the skills of five people and took place between October 2021 and February 2022 for a total duration of intervention of about five weeks.

We conducted seven interviews with the persons responsible for the preparation of the Statement including in particular the Human Resources and Corporate Social Responsibility departments.

Conclusion

Based on our work, we have not identified any significant misstatement that causes us not to believe that the non-financial performance statement complies with the applicable regulatory provisions and that the Information, taken together, is fairly presented, in compliance with the Criteria.

2. Reasonable assurance report on the selected information

Nature and scope of the work

For the information selected by the entity identified by an * in Appendix 1, we performed work of the same nature as described in paragraph 1 above for the key performance indicators and other quantitative results that we considered most significant, but in greater depth, particularly with regard to the scope of the tests. The sample selected thus represents between 78% and 100% of the selected information. We believe that this work allows us to express reasonable assurance on the selected information.

Conclusion

In our opinion, the information selected by the entity has been prepared, in all material respects, in accordance with the Criteria.

Paris La Défense, 10 February 2022

Independent third party
French original signed by:
EY & Associés

Eric Mugnier Partner,
Sustainable Development

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Appendix 1: the most important information

SOCIAL INFORMATION	
Quantitative Information (including key performance indicators)	*Qualitative Information (actions or results)*
Total workforce as of 12/31/2021	
The proportion of women in the workforce	
Share of women among managers	
The proportion of women in the COMGT*(the Executive Committee)	
The proportion of talented women in the COMGT* (the Executive Committee)	Promotion of gender equality and inclusion
The number of disabled workers in the company	Quality of life at work / social relations
The frequency rate of work-related accidents among employees (excluding intermittent workers)	Internal mobility policy
The absenteeism rate	Training policy
The number of fatal accidents involving employees	
The proportion of internal mobility in recruitment	
The proportion of employees trained and the volume of training hours	

ENVIRONMENTAL INFORMATION	
Quantitative Information (including key performance indicators)	*Qualitative Information (actions or results)*
Carbon footprint	Climate roadmap (level of deployment of the decarbonization policy)
Electricity consumption	Content with added environmental value
Percentage of company vehicles powered by "hybrid/electric" motors	Responsible advertising

SOCIETAL INFORMATION	
Quantitative Information (including key performance indicators)	*Qualitative Information (actions or results)*
	Compliance of news programs with ethical and deontological commitments, in particular with commitments made to the CSA
The number of CSA interventions	Content with societal added value
	The "Experts à la Une" program and the representation of women in the news

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ANALYSIS OF THE 2021 FINANCIAL YEAR AFR

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5.1. 2021 HIGHLIGHTS

February

Bouygues Telecom and the TF1 group sign an agreement enabling advertisers on the Group's TV channels to benefit from Bouygues Telecom's data and technological expertise in segmented TV.

Newen continued its international development, strengthening positions in the UK. Created by Newen in 2020 with the well-known producer Gub Neal, the UK production company Ringside Studios increased its presence, acquiring a stake in Fictionhouse and signing a development agreement with 44 Drama. Ringside Studios also welcomed Patrick Irwin, who joined the company as executive producer.

March

The TF1 group is proud to present its first intake for the "Expertes à la Une" programme developed by the News Division to strengthen the representation of women experts in news coverage on TF1 and LCI. With Élisabeth Badinter as honorary sponsor, the first intake for the "Expertes à la Une" programme brings together 15 professionals from such areas as healthcare, medical research, justice, security (police, gendarmerie), artificial intelligence and even entrepreneurship.

April

The TF1 group announces the closing of the sale of TF1 Games and Dujardin, France's leading toy and games publishers, to Jumbodiset.

Continuing its strong international growth, Newen has taken a majority shareholding in iZen, a key independent production group in Spanish drama and factual entertainment. Already present in French and English-speaking markets, Newen is extending its presence to include a leading position in the Spanish-speaking world.

May

TF1, M6, Bouygues and RTL Group announced the signature of an agreement to enter into exclusive negotiations to merge the activities of TF1 and M6. This new group will be well position to rise to the challenges stemming from the intensification of competition from global digital platforms, active in the French advertising market and in the production of quality audiovisual content. The finalisation of the transaction is planned to take place before the end of 2022, after consultation of employees' representative bodies, and obtaining regulatory approvals (antitrust and CSA) and shareholder meetings of both companies.

Newen acquired a minority stake in Kubik Films founded in 2016 by the talented Alberto and Jorge Sánchez-Cabezudo brothers. The acquisition of a stake in Kubik Films marks a continuation of Newen's international development with this company and its rich project line-up. It is accompanied by an exclusive distribution agreement. Kubik Films is currently developing several series projects for different platforms.

June

The TF1 group and Free announce that they have signed an agreement to renew, from April 2021, the distribution by Free of all of TF1's TV channels (DTT and theme channels), as well as its non-linear services (MYTF1, TFOUMAX).

A+E Networks, a major media player, acquired a 35% stake in Reel One, the Newen subsidiary. This investment will enable Reel One to step up its growth in production and distribution in North America, and open up new opportunities to produce TV movies and explore other sources of collaboration.

Gilles Pélisson decides to revamp the Group's organisation by merging the Unify digital division with the activities of the Broadcasting segment with a view to boosting synergies with our publishers, and keeping our Business Solutions and social e-commerce activities on a growth path.

The TF1 group was recognised seven times at the 10th edition of the Deauville Green Awards, on sustainable development and social responsibility, and in particular won the Golden Green Award and the Documentary Grand Prize for *Les Nanosurvies, les Pouvoirs invisibles de la nature* coproduced with Ushuaïa TV.

July

Following the press release issued on 17 May 2021, relative to the planned merger between TFI Group and M6, the employees' representative bodies of Bouygues, TF1 and M6 handed down their opinion on 24 June 2021 and unanimously approved the plan. As a result, the Bouygues group and RTL Group on the one hand and TF1 and M6 on the other announced that they had signed an agreement relative to merger of the TF1 and M6 groups. The finalisation of the transaction, which is expected by end-2022, remains conditional on the usual regulatory approvals and in particular approval from the shareholders' meetings of the TF1 and M6 groups.

To support French and European cinema production, the TF1 group has entered into exclusive agreements with cinema organisations. These agreements will translate to increased investments, sharing of investment obligations with all of the Group's channels, commitments in favour of diversity, and extension and modernisation of exposure to cinema production.

September

Newen acquired a majority stake in the German production group Flare Film and thereby embarked on a new stage of its international expansion. The German market is particularly important and attractive in terms of size and productivity. Newen now has a presence in all the main European markets.

TF1 Media Lab has chosen six start-ups to join the new season of TF1's accelerator programme in September. They will work within the Station F ecosystem, the world's biggest start-up campus. This new season – the seventh since the programme first launched at Station F in January 2018 – reflects the TF1 group's commitment to the next generation of entrepreneurs. This programme has already supported more than 30 start-ups.

The TF1 group, historic broadcaster of World Cup Rugby since 1991, is delighted to announce the renewal of its partnership with World Rugby. As a result, the Group's channels will broadcast the Women's Rugby Cup 2021 in 2022 and the men's event in 2023 which will take place respectively in New Zealand and France.

October

The TF1 group ranks 15th in the 2020 ranking of women representation on corporate decision-making bodies in the SBF 120 index, i.e., the No. 1 media company. The Group moved up seven places compared with 2019. This is part of a pro-active ambitious policy.

November

Believe acquired a capital stake in the Play Two music label, amounting to 25%, valuing the company at €50 million. Play Two remains majority owned by the TF1 group. This partnership enables Believe to strengthen its presence in the French market, and enables Play Two to step up its growth, as well as audience development and monetisation of its artists on digital markets in France and abroad.

To support shifting viewer habits, the TF1 group is extending its offering and providing audiences with an enriched *replay* offering without advertising breaks: MYTF1 MAX. Thanks to this pay service, audiences can obtain direct access on computers, smartphones or tablets, to TF1 group channels and thousands of hours of replay programming in HD quality for a better viewing experience. They will also benefit from replays with no advertising breaks. This service is being rolled out as a complement to the existing MYTF1 service, which remains available free of charge and continues to offer replay programming as well as direct access to the channels and to the AVOD offering.

December

TF1 announced the signature of a new partnership in segmented TV with SFR. From the start of 2022, TF1 Pub will offer advertisers targeted advertising for linear TV with households equipped with an SFR box, conditional on consent and technical eligibility related to the box. This new opportunity will enable advertisers to increase the efficiency of their TV campaigns and at the same time provide access to TV media for numerous SMEs and SMIs.

TF1 group was awarded the 'Grand Prix Humpact' in the gender equality category. This award recognises the Group's efforts to achieve gender balance and equal opportunities

5.2. ACTIVITY AND RESULTS

The results below are presented using the segmental reporting structure as presented in Note 4 "Operating segments" to the consolidated financial statements, and in accordance with IFRS 16 (applicable from 1 January 2019).

5.2.1. The Group

These key figures are extracted from TF1 group consolidated financial data.

Consolidated figures

(€m)	2021	2020
Consolidated revenue	**2,427.1**	**2,081.7**
Group advertising revenue	1,694.6	1,483.3
Revenue from other activities	732.5	598.4
Current operating profit	**343.2**	**190.1**
Operating profit	**332.9**	**115.1**(1)
Net profit/(loss) from continuing operations	**225.3**	**55.3**
Operating cash flow before cost of net debt, income from net surplus cash, interest expenses on lease obligations and income tax paid	583.1	372.9
Basic earnings per share from continuing operations *(€)*	1.07	0.26
Diluted earnings per share from continuing operations *(€)*	1.07	0.26
Shareholders' equity attributable to the Group	1,768.1	1,606.5(2)
Net debt of continuing operations	198.5	(0.7)

(1) Operating profit at end-2020 includes the impact of impairment on the asset value of the Unify division for €75 million. See press release from 23 December 2020: https://groupe-tf1.fr/sites/default/files/communiques/cp_unify_vdef_0.pdf.
(2) Historical data for 2020 have been adjusted accordingly. See Note 7.5 to the consolidated financial statements.

Consolidated revenue of the TF1 group amounted to €2,427.1 million at end-2021, a sharp increase of €345.4 million year-on-year (+16.6%). This was also higher than the level reported end-2019 (+3.8%).

The Group's advertising revenue came to €1,694.6 million, up €211.3 million over one year (+14.2 %), and up 2.6% compared with 2019. Steady demand for advertising space was confirmed throughout the year.

Revenue from other activities amounted to €732.5 million, up €134.1 million (+22.4%) and up 6.7% compared with 2019.

Cost of programmes

(€m)	2021	2020
Total cost of programmes	**(981.0)**	**(868.2)**
TV dramas/TV movies/Series/Theatre	(357.0)	(322.9)
Entertainment	(261.7)	(237.6)
Movies	(142.7)	(133.3)
News (including LCI)	(135.8)	(133.0)
Sport	(69.4)	(29.4)
Kids	(14.5)	(12.0)

Cost of programmes – analysis by income statement line item

(€m)	2021	2020
Purchases consumed and changes in inventory	(875.3)	(778.5)
Staff costs	(77.9)	(80.1)
External expenses	(14.0)	(14.2)
Depreciation, amortisation, impairment and provisions, net	(77.2)	(61.0)
Other IFRS income statement line items	63.4	65.6
Amount recognised in current operating profit	**(981.0)**	**(868.2)**

The Group's cost of programmes reached €981.0 million. It reported a decline of €30.6 million versus 2019, but was up on end-December 2020, a year which was market by substantial cost savings against the backdrop of Covid-19.

In 2021, the Group positioned its spend on successful programmes in drama and entertainment, thereby improving its targeted audience share.

Other expenses and depreciation, amortisation and provisions

At end-December, other expenses and depreciation, amortisation and provisions amounted to €1,102.9 million, higher than the end-December 2020 figure of €1,023.4 million which reflected cost savings amid the Covid-19 crisis.

Current operating profit

The Group posted current operating profit of €343.2 million, up €153.1 million year-on-year, and an increase of €88.1 million versus 2019.

For 2021, the current operating margin was 14.1% (12.9% excluding the booking of €29.5 million in tax credits granted under the pandemic), versus 9.1% in 2020 and 10.9% in 2019.

Operating profit

Operating profit came to €332.9 million, after €10.3 million of non-recurring expenses relating to the proposed merger between TF1 and M6.

Net profit

Net profit attributable to the Group was €225.3 million, up €170.0 million year-on-year.

Financial position

Shareholders' equity attributable to the Group was €1,768.1 million as of 31 December 2021 out of a balance sheet total of €3,721.6 million.

TF1 group reported a net cash position of €198.5 million as of 31 December 2021 (net cash position of €134.8 million including lease obligations), compared with net debt of €0.7 million at 31 December 2020 (net debt of €93.1 million including lease obligations).

As of 31 December 2021, TF1 had confirmed bilateral bank credit facilities of €1,100 million, including €190 million for Newen Studios.

Those facilities were backed up by a cash pooling agreement with the Bouygues group.

As of 31 December 2021, drawdowns under those facilities amounted to €57 million, all of which related to Newen Studios.

Shareholder returns

To give a return on capital invested, the Board of Directors will ask the Annual General Meeting of 14 April 2022 to approve the payment of a dividend of €0.45 per share.

The ex-date will be 21 April, the date of record will be 22 April, and the payment date will be 25 April 2022.

Income statement contributions - continuing operations

(€m)	Q1 2021	Q1 2020	Q2 2021	Q2 2020	Q3 2021	Q3 2020	Q4 2021	Q4 2020	2021	2020	CHG.	CHG. %
Revenue	**509.8**	**493.9**	**618.9**	**389.6**	**522.5**	**477.9**	**775.9**	**720.3**	**2,427.1**	**2,081.7**	**345.4**	**16.6%**
Media	444.5	444.1	538.9	340.9	447.6	424.8	660.5	637.9	2,091.5	1,847.7	243.8	13.2%
o/w Advertising	*357.8*	*355.8*	*444.6*	*259.3*	*360.0*	*345.4*	*531.7*	*522.3*	*1,694.1*	*1,482.7*	*211.4*	*14.3%*
o/w Advertising	*27.9*	*27.4*	*35.2*	*25.3*	*30.6*	*31.2*	*48.9*	*44.4*	*142.5*	*128.3*	*14.2*	*11.1%*
Newen Studios	65.2	49.9	80.1	48.6	74.9	53.1	115.4	82.4	335.6	234.0	101.6	43.4
Current operating profit	**56.8**	**42.0**	**112.3**	**25.8**	**54.0**	**57.8**	**120.1**	**64.5**	**343.2**	**190.1**	**153.1**	**80.5%**
Media	46.8	42.7	100.6	28.1	46.5	51.0	110.8	45.7	304.6	167.5	137.1	81.9%
Newen Studios	10.0	(0.7)	11.7	(2.3)	7.5	6.8	9.3	18.8	38.6	22.6	16.0	70.8%
Cost of programmes*	**(202.1)**	**(199.1)**	**(246.6)**	**(139.7)**	**(208.8)**	**(183.0)**	**(296.5)**	**(321.5)**	**(981.0)**	**(868.2)**	**(112.8)**	**13.0%**
Cost of programmes for the 5 channels	(210.8)	(208.2)	(255.6)	(147.2)	(218.1)	(191.3)	(283.6)	(311.4)	(941.0)	(833.2)	(107.8)	12.9%

* *The cost of programmes indicator, which replaces the cost of programmes indicator for the 5 channels from 31 March 21, includes the cost of non-linear activities (MYTF1, LCI Digital) and theme channels (TV Breizh, Ushuaia TV, Histoire TV). The former indicator "cost of programmes for the 5 channels" is reported to the period ending December 2021.*

Media

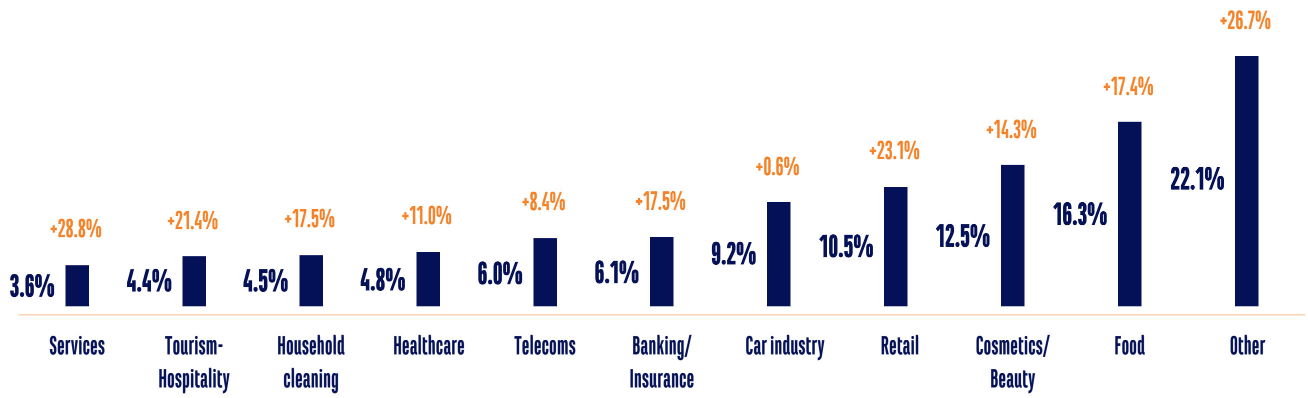
Revenue

Revenue for the Media segment reached €2,091.5 million, an increase of €243.8 million (+13.2%).

- Advertising revenue in the Media sector came to €1,694.1 million (+14.3%) at end-December 2021. The economic recovery favoured market growth, with advertisers continuing to appreciate the appeal of television and the return on investment it offers, despite the intense competition from digital players. This performance also stems from the work carried out by the ad sales house, notably related to the expansion of the customer base and television and digital convergence. Digital advertising revenue came to €142.5 million, up €14.2 million compared with end-December 2020 (+11.1%), mainly driven by MYTF1.
- Revenue from other Media segment activities increased by €32.4 million year-on-year (+8.9%). In particular, it benefitted from growth in the music and entertainment activities in a context of gradually easing health restrictions.

At end-December 2021, gross revenue from free-to-air channels of the TF1 group increased by 17.3% compared with end-December 2020.

Trends in gross advertising spend (excluding sponsorship) by sector for 2021 for the 5 free-to-air channels are shown in the following chart.



Source: Kantar Media, 2021 vs. 2020.

Current operating profit

The Media segment reported current operating profit of €304.6 million, a year-on-year rise of €137.1 million, generating a current operating margin of 14.6% (a 5.5-point increase year-on-year).

Media audience ratings

At end-December 2021, average daily viewing remained at good levels. It stood at 3 hours 39 minutes among individuals aged 4+. While down on a year earlier, against the backdrop of the health restrictions linked to the COVID-19 crisis, it is up 9 minutes over two years. Average daily viewing is down slightly over two years for the target audience of women aged under 50 purchasing decision makers (W<50PDM) (2 hours 58 minutes, down 4 minutes) and for 25-49 year-olds (2 hours 51 minutes, down 5 minutes).

The growth in average daily viewing time also reflects the fact that since April 2020, audience metrics have included viewing outside the home on any device (such as TV sets in second homes, bars, workplaces or railway stations, computer, smartphone, etc.). TV viewing within the home on other Internet-enabled screens (computers, tablets, smartphones, etc.) is due to be incorporated in Médiamétrie audience metrics during 2024.

In a highly competitive environment with a busy line-up of sport and political events over the year, TF1 group continues to attract and engage with a majority of French people through its premium offer. This performance is demonstrated by the very high audience numbers at end-December 2021:

- 33.5% audience share of W<50PDM (+1.1pt year-on-year);
- 30.2% of 25-49 year-olds (+0.3pt year-on-year)

TF1

TF1 delivered an excellent performance in 2021, thanks to its editorial strategy which focuses on local and premium content such as French drama.

TF1 confirmed its unique ability to bring people together across all programme genres and audiences. Its audience share at end-December 2021 reached 19.7% among individuals aged 4+ (+0.5 pts year-on-year) and 22.7% among W<50PDM (+0.9 pts year-on-year) over the period.

At end-December 2021, the channel earned 70 of the top 100 ratings among individuals aged 4+, and 81 of the top 100 ratings among W<50PDM, thanks to its extensive and varied line-up across a range of programme genres:

- **French drama:** The TF1 group is more committed than ever to putting French drama at the heart of its schedules. After the successes of the first half (*HPI* and its spectacular performance, attracting up to 12.4 million viewers), investments carried out in this category led to further strong audience shares in the second half of the year, like the drama *Mensonges* which attracted up to 6.7 million viewers, with a 32% share among W<50PDM on average. 2021 also saw the success of the launch of the new daily soap *Ici tout commence*, which attracted an average 3.5 million viewers daily, of which 27% in the 15-34 year-old category. Non-linear viewing represented an average of 21% of total audiences of the programme (and 34% of the total audience for 15-34 year-olds.
- **Entertainment:** In 2021, TF1 entertainment programmes again stood out for their ability to create events, as illustrated by the new season of *Koh-Lanta la légende,* which launched end-summer with up to 6.8 million viewers and a 45.8% audience share among W<50PDM. Similarly, the Miss France beauty pageant, was watched by 7.4 million viewers, with a 57.2% audience share among W<50PDM.
- **News:** The news offering continued to be the reference in 2021, with the success of the *Journal de 20 heures*, which attracted up to 8.1 million viewers, i.e., audience share of 31.2%. Events such as the presidential addresses attracted high viewing numbers, as demonstrated by the 9 November address which attracted 8.2 million viewers, i.e., 30.8% share of individuals aged 4+.
- **Sport:** On the back of successful audience engagement at Euro 2020, the second half of the year was also marked by closely watched football matches. These included the France vs. Belgium Nations League match, with 6.8 million viewers, representing 31.0% of individuals aged 4+ and the France vs. Finland World Cup qualifier match on 16 November, which attracted up to 6.3 million viewers on TF1.
- **Movies:** The movie offering proved very popular over 2021, as demonstrated by the success of French films such as *Le sens de la fête* (7.5 million viewers, 31.2% audience share), and, *Bienvenue chez les Chtis* (6.3 million viewers) or *Le Grand Bain* (32% audience share among W<50PDM).

DTT channels

During 2021, TF1 group's DTT arm — TMC, TFX, TF1 Séries Films and LCI — maintained its target audience leadership with audience share for the year at 10.8% among W<50PDM (+0.2pt year-on-year). The division also won audience share pf 9.6% among 25-49 year-olds (-0.2pt year-on-year).

TMC

This year, TMC consolidated its positioning with a sixth record year for *Quotidien* – France's No. 1 televised talk show – averaging 1.8 million viewers and a peak of 2.3 million.

The channel's performance was also driven by its premium movie offering with up to 1.8 million viewers for *Black Panther*, coupled with successful prime-time slots (up to 1.9 million viewers for new show *Canap*).

It is the leading DTT 4+ channel for the fourth consecutive year at 3.0% (stable over one year) and still the clear DTT leader among target audiences, with 4.5% share among 25-49 year-olds and WPDM15-49 (+0.3 pts year-on-year for both groups). This represents unprecedented levels for a DTT channel's advertising targets.

TFX

In day-time viewing, TFX is the free-to-air leader in the W<50PDM 15-49 category, and the evening movie offering is a rounding success (with up to 1.3 million viewers for *Maman j'ai raté l'avion*). The channel's best audience share in 2021 was the Italy/Spain semi-final of the League of Nations (1.4 million viewers).

In 2021, audience share came to 3.4% in the WPDM 15-49 category (with Q4 up slightly by +0.1 points) making it the third ranking free-to-air channel in this target category for the fourth year in a row. It was also the third-ranking free-to-air channel in the 15-34 year-old category, with 2.9%.

TF1 Séries Films

The channel turned in a good performance this year with individuals aged 4+, at 1.9% (+0.1pt vs.2020). Conversely, performance slightly declined by -0.1pt among WPDM 15-49.

Certain shows such as *New York Section criminelle* remained strong in prime time (with up to 800,000 viewers) as well as *Les Experts Manhattan* and *Miami* (up to 600,000). Movies continued to bring together large viewer numbers, with up to 1 million viewers for *Le Jour de gloire.*

LCI

LCI retained its No. 3 ranking among free-to-air TV news channels in France (1.1% audience share among individuals aged 4+ and 0.7% audience share of ABC1s).

This year's must-see line-up on LCI attracted a strong audience as evidenced by the 2022 Ecologist ticket presidential primaries and the first presidential primary for France's Republican political party (Les républicains).

Theme channels (TV Breizh, Ushuaïa TV and Histoire TV)

In 2021, all three theme channels saw record audience ratings:

- TV Breizh retained its status as the pay-TV market leader , with a 0.9% share of individuals aged 4+, and also as market leader with the W<50PDM target audience for the second time in a row.
- Ushuaïa enjoyed record audience since the end of the summer: +23% for individuals 4+ year-on-year. In Q4, the channel continued to developed cyclical themes and prestigious productions;
- the Histoire TV channel enjoyed record audiences. It ranked third Discovery channel for individuals 4+ ans second for ABC1s. In Q4, the channel also continued to pursue development of thematic cycles, prestigious productions (Josephine Baker in the pantheon) and exclusive historical drama *(Nos Années miraculeuses).*

e-TF1

The TF1 group is pursuing its digital non-linear expansion strategy in line with and benefiting from synergies with linear activities.

e-TF1 revenue was up sharply on end-December 2020, due to higher advertising and interactivity revenue.

The uptick in end-December 2021 video viewings (+15%) was accompanied by a surge in advertising revenue for the MYTF1 platform.

Interactivity also trended upwards, driven by programmes such *as Koh-Lanta* and *Danse avec les stars.*

At end-December 2021, operating profit increased compared with the same period a year earlier.

Websites

On the *Marmiton* site, the number of sessions came to 686 million at end-December 2021. The number of sessions for the *Doctissimo* site came to 295 million. Despite the decline compared with the previous year, the two sites were leaders in their respective categories.

Advertising services

Advertising services revenue was up year-on-year at end-December, largely fuelled by the influencer marketing activities of agencies such as Ykone and Gamned.

Revenue from other activities

Music/events

Revenue was up versus end-December 2020, reflecting:

- Revenue growth at the Play Two music label, driven by in-store and digital sales;
- This increase was partially offset by lower revenue from live shows, due to further ongoing public health restrictions, despite the gradual recovery in entertainment activities.

E-commerce

E-commerce revenue (subscription box sales) increased slightly year-on-year at end-December, largely driven by the My Little Paris and Gambettes Box lines.

Newen Studios

The Newen Studios group, which has operations in nine countries, produces and distributes content across several genres such as drama, unscripted shows, cartoons, documentaries, TV movies, and feature films.

Revenue generated from the Newen Studios division came to €335.6 million at end-December 2021, up 43.4% year-on-year. Excluding the effect of changes in structure linked to the deconsolidation of the Games activities, revenue for Newen Studios was up 58.9%.

In 2021, Newen Studios continued to pursue its multigenre differentiating strategy, offering drama, TV movies, magazine shows, documentaries and successful animated series. Attracting talent, creating new labels and strengthening the studios as well as ambitious distribution partnerships with A&E in the US and the Anton investment fund, contribute to this development.

Newen is stepping up its international growth strategy, as reflected in its acquisition of a majority stake in German production company, Flare Films, in September, after the acquisition of Spanish production studio, iZen, in April. With global business increasing, the portion of international business in Newen Studios' revenue amounts to 47%.

Collaboration with platforms continues and Newen Studios is leveraging its recognised expertise and customer knowledge. In 2021, the Belgian studio De Mensen produced the *Ferry spin-off* of the successful *Undercover* series. In Spain, the iZen studio produced *Insiders* a reality show for Netflix. At end-December 2021, the book of orders stood at more than 1,600 hours.

Distribution activities are also extremely buoyant, as witnessed by new series, HPI which is already distributed by Newen in 68 countries outside France.

Current operating profit for the division came to €38.6 million, with a current operating margin of 11.5%.

5.2.2. Outlook

In recent years, the Group has succeeded in transforming its business mode to keep up with new consumer use of content and broadened its offering with advertising customers, thereby accompanying the convergence between television and digital. The 2021 renewal of our distribution agreements with the telecom operators, the development of MYTF1 and the Salto platform, the segmented television offering for advertisers are all opportunities that contribute to the strengthening of the Group's Media sector.

Newen Studios will step up its development in 2022, against the background of a buoyant market, notably propelled by the application of the European Audiovisual Media Services (AVMS) directive in France and in Europe. Together, our expertise and client knowledge will respond effectively to the increase platform orders for local content.

The merger plan between TF1 and M6 groups, which aims to contribute a response to deep sector changes is proceeding according to the initial schedule. Final completion of the transaction is still subject to approval by the competent authorities (Antitrust Authority and ARCOM).

5.2.3. Significant events after the reporting period

The TF1 group announced on 28 February that it has received a put option from Altice Media's TFX channel (channel 11 of DTT) and has granted it exclusivity.

Completion of the sale is subject in particular to informing and consulting the employee representative bodies; to obtaining clearance from the relevant authorities (the French Competition Authority and Arcom); and to completion of the proposed merger between the TF1 and M6 groups.

Consequently, the TFX channel will remain under the full control of the TF1 group throughout 2022.

The sale of TFX would be tied into the proposed merger between the TF1 and M6 groups announced on 17 May 2021, and would help the combined group comply with legislation by avoiding its being in the position of owning more than seven national DTT channels.

5.2.4. Role of TF1 in dealings with its subsidiaries and parent company

The TF1 group consists of around 100 directly or indirectly owned operating subsidiaries (see the organisation chart provided in section 1.2 of this Universal Registration Document), mostly located in France.

The role of TF1 is to define the overall strategic priorities of the Group, and to provide leadership in areas such as identifying synergies and harmonising procedures.

It also provides corporate support functions to its subsidiaries in fields such as management, human resources, advisory services, finance, legal services. These services are rebilled by TF1 to the relevant subsidiaries.

For information about services provided by Bouygues to TF1, refer to the disclosures about related-party agreements in section 8.2 of this Universal Registration Document, and to the Statutory Auditors' special report on such agreements and commitments in section 3.3 of this Universal Registration Document.

The TF1 Treasury Department manages and consolidates the treasury and financing needs of all entities controlled by the Group, and supervises those needs for other Group entities.

5.2.5. TF1 parent company (TF1 SA)

Results of TF1 SA

In 2021, TF1 SA generated revenue of €1,210.9 million (up 14.1% versus 2020), of which €1,141.7 million in advertising revenue (+14.4% versus 2020). The operating result came to €106.1 million, up €9.5 million compared with 2020. Net financial income came to €e106.6 million (versus a financial expense of €300.0 million in 2020). Net profit for the year came to €164.7 million (versus a loss of €206.5 million in 2020).

Spending covered by Article 39-4 of the French General Tax Code for financial year 2021 came to €267,376. The tax expense related to such spending amounted to €75,962. This spending which is not deductible for the determination of corporate income tax will be presented for approval to the General Meeting in line with the provisions of Article 223 *quater* of the French General Tax Code.

Appropriation and distribution of TF1 SA profits

In the resolutions that are presented to you for approval, we ask you to approve the parent company financial statements and consolidated financial statements for financial year 2021.

We propose, after noting the existence of a distributable profit of €439,967,056.48, taking into account the net profit for the financial year of €164,656,869.91 and the retained earnings of €275,310,186.57, to decide the following allocation and distribution:

- distribution in cash of a dividend of €94,718,535.75 (a dividend of €0.45 per share of €0.20 nominal value), on the basis of the 210,485,635 shares outstanding at 31 December 2021;
- appropriation of the balance of €345,248,520.73 to retained earnings.

The ex-date of the dividend on the Euronext Paris market will be 21 April 2022. The date of record (i.e., the day at the end of which the post-settlement positions entitled to the dividend are determined) will be 22 April 2022. The payment date of the dividend will be 25 April 2022.

With this option, the entire dividend is eligible for the 40% rebate mentioned in Section 3–2, Article 158 of the French General Tax Code, if the option has been taken for paying tax according to the sliding scale for income tax.

We are also asking for your authority to transfer to retained earnings the amount of dividend accruing to any of its own shares that TF1 may hold, in accordance with Article L.225-210 of the French Commercial Code.

The amount of dividend distributed in respect of the three previous financial years was as follows:

	2018	2019	2020
Number of shares	209,928,940	210,242,074	210,392,991
Dividend per share	€0.40	€0	€0.45
Total dividend (1)(2)	€83,971,576.00	€0	€94,676,845.95

(1) Dividends actually paid, excluding any own shares held by TF1 (which are not entitled to dividend).

(2) Dividends eligible for the 40% rebate provided for in Article 158-3-2 of the French General Tax Code.

Five-year financial summary

Indicator	2017	2018	2019	2020	2021
I – FINANCIAL POSITION AT END OF PERIOD					
a) Share capital	41,973,148	41,985,788	42,048,415	42,078,598	42,097,127
b) Number of shares in issue	209,865,742	209,928,940	210,242,074	210,392,991	210,485,635
c) Number of bonds convertible into shares					
II – INCOME STATEMENT DATA					
a) Sales excluding VAT	1,168,507,814	1,198,717,225	1,170,945,915	1,060,936,664	1,210,892,808
b) Profit before tax, employee profit-sharing, depreciation, amortisation and provisions	145,811,250	145,001,875	127,846,591	165,696,197	205,306,209
c) Income tax expense	1,905,992	8,373,401	13,324,906	4,067,549	28,210,237
d) Employee profit-sharing	0	0	0	0	3,342,736
e) Profit after tax, employee profit-sharing, depreciation, amortisation and provisions	131,630,700	91,702,495	18,290,036	206,544,525	164,656,870
f) Dividend payout	73,453,010	83,971,576	0	94,676,846	(1)
III – PER SHARE DATA					
a) Profit after tax and employee profit-sharing, but before depreciation, amortisation and provisions	0.70	0.65	0.54	0.81	1.09
b) Profit after tax, depreciation, amortisation and provisions	0.63	0.44	0.09	-0.98	0.78
c) Dividend per share	0.35	0.40	0.00	0.45	(1)
IV – EMPLOYEE DATA					
a) Number of employees(2)	1,589	1,608	1,465	1,442	1,438
b) Total payroll(3)	143,979,806	129,363,942	121,424,785	130,986,932	135,389,798
c) Employee benefits paid(3)	62,439,755	53,469,546	54,387,824	53,127,410	58,251,987

(1) Subject to approval by the Annual General Meeting
(2) Average for the year (excluding interns).
(3) Including accrued expenses.

Disclosures about customer and supplier payment terms as specified in Article D. 441-6 of the French Commercial Code.

Customer payment terms

	Article D. 441-I-2: Invoices *issued* and due for payment that remain unpaid at the end of the reporting period					
	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)
(A) AGEING PROFILE OF PAYMENT ARREARS						
Number of invoices	1,068					82
Total amount of invoices (ex VAT)	263,430,959.61	1,424,159.58	492,793.40	429,768.87	765,482.53	3,112,204.38
Total revenue for the year (ex VAT)						1,210,892,807.86
Percentage of total revenue for the year (ex VAT)	21.76%	0.12%	0.04%	0.04%	0.06%	0.26%
(B) INVOICES EXCLUDED FROM (A) BECAUSE THEY ARE DISPUTED OR NOT RECOGNISED IN THE ACCOUNTS						
Number of invoices excluded						-
Total amount of invoices excluded (ex VAT)						-
(C) BENCHMARK PAYMENT TERMS USED (CONTRACTUAL OR STATUTORY – ARTICLE L.441-6 OR ARTICLE L.443-1 OF THE FRENCH COMMERCIAL CODE)						
Payment terms used to determine arrears	Contractual payment terms: end of invoice month +30 days - end of invoice month +45 days					

Supplier payment terms

	Article D. 441-I-1: Invoices *received* and due for payment that remain unpaid at the end of the reporting period					
	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)
(A) AGEING PROFILE OF PAYMENT ARREARS						
Number of invoices	1,444					78
Total amount of invoices (ex VAT)	119,540,614.93	1,229,500.89	192,905.84	160,599.86	1,156,182.18	2,739,188.77
Total purchases for the year (ex VAT)						947,319,277.98
Percentage of total purchases for the year (ex VAT)	12.62%	0.13%	0.02%	0.02%	0.12%	0.29%
INVOICES EXCLUDED FROM (A) BECAUSE THEY ARE DISPUTED OR NOT RECOGNISED IN THE ACCOUNTS						
Number of invoices excluded						5
Total amount of invoices excluded (ex VAT)						69,235.00
(C) BENCHMARK PAYMENT TERMS USED (CONTRACTUAL OR STATUTORY – ARTICLE L.441-6 OR ARTICLE L.443-1 OF THE FRENCH COMMERCIAL CODE)						
Payment terms used to determine arrears	Contractual payment terms (in most cases): end of invoice month +45 days					

5.2.6. Principal acquisitions and divestments

The principal acquisitions and divestments of the period are described in Note 3 to the consolidated financial statements in this universal registration document.

FINANCIAL STATEMENTS

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6.1. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the TF1 group for the year ended 31 December 2021 should be read in conjunction with the audited consolidated financial statements for the years ended 31 December 2020 and 31 December 2019, prepared in accordance with international financial reporting standards, as presented in the 2020 French-language *Document d'enregistrement universel* filed with the Autorité des Marchés Financiers (AMF) on 10 March 2021 under reference number D.21-0107. An English-language version of the audited consolidated financial statements for the year ended 31 December 2020 is included in the TF1 2020 Universal Registration Document, available on the TF1 corporate website at: https://www.groupe-tf1.fr/en/investors/results-and-publications.

The financial statements have been audited, and an unqualified opinion has been issued by the auditors.

6.1.1. Consolidated income statement

(€m)	Note	Full year 2021	Full year 2020
Revenue	**5.1**	**2,427.1**	**2,081.7**
Other income from operations		29.4	38.8
Purchases consumed	5.2	(882.3)	(785.7)
Staff costs	5.3	(575.9)	(495.5)
External expenses	5.4	(464.0)	(423.7)
Taxes other than income taxes	5.5	(102.5)	(98.8)
Net charges for depreciation, amortisation, and impairment losses on property, plant & equipment and intangible assets		(371.0)	(260.5)
Net depreciation and impairment expense on right of use of leased assets		(21.5)	(20.6)
Charges to provisions and other impairment losses, net of reversals due to utilisation		5.2	(17.0)
Other current operating income	5.6	487.6	299.9
Other current operating expenses	5.6	(188.9)	(128.5)
Current operating profit/(loss)		**343.2**	**190.1**
Non-current operating income	5.7	-	-
Non-current operating expenses	5.7	(10.3)	(75.0)
Operating profit/(loss)		**332.9**	**115.1**
Financial income		1.5	2.3
Financial expenses		(3.0)	(3.4)
Income from net surplus cash/(cost of net debt)	**5.8**	**(1.5)**	**(1.1)**
Interest expense on lease obligations		(2.8)	(3.4)
Other financial income	5.9	2.2	2.3
Other financial expenses	5.9	(7.9)	(10.4)
Income tax expense	5.11	(70.4)	(37.3)
Share of net profits/(losses) of joint ventures and associates	7.4.4	(28.5)	(11.3)
Net profit/(loss) from continuing operations		**224.0**	**53.9**
Net profit/(loss) from discontinued operations		**-**	**-**
NET PROFIT/(LOSS) FOR THE PERIOD		**224.0**	**53.9**
Net profit/(loss) attributable to the Group		**225.3**	**55.3**
Net profit/(loss) attributable to non-controlling interests		**(1.3)**	**(1.4)**
Basic earnings per share from continuing operations *(€)*		1.07	0.26
Diluted earnings per share from continuing operations *(€)*		1.07	0.26

6.1.2. Statement of recognised income and expense

(€m)	Full year 2021	Full year 2020 restated
Net profit/(loss) for the period	**224.0**	**53.9**
ITEMS NOT RECLASSIFIABLE TO PROFIT OR LOSS		
Actuarial gains/(losses) on post-employment benefits(1)	2.6	(3.6)
Fair value remeasurement of investments in equity instruments(2)	5.1	(9.1)
Taxes on items not reclassifiable to profit or loss	(0.7)	(0.2)
Share of non-reclassifiable income and expense of joint ventures and associates	0.4	(0.6)
ITEMS RECLASSIFIABLE TO PROFIT OR LOSS		
Remeasurement of hedging assets	(0.5)	(0.8)
Translation adjustments	2.8	(1.8)
Taxes on items reclassifiable to profit or loss	0.1	0.2
Share of reclassifiable income and expense of joint ventures and associates		
Income and expense recognised directly in equity	**9.8**	**(15.9)**
TOTAL RECOGNISED INCOME & EXPENSE	**233.8**	**38.0**
Recognised income & expense attributable to the Group	*235.1*	*39.5*
Recognised income & expense attributable to non-controlling interests	*(1.3)*	*(1.5)*

(1) Reflects changes in actuarial assumptions, including an increase in the discount rate from 0.60% as of 31 December 2020 to 1.013% as of 31 December 2021 (see Note 7.4.6.2.).
(2) In 2021, changes in the fair value of non-consolidated equity investments recognised in equity amounted to €5.1 million (see Note 7.4.5.2.).

The balance sheet as of 31 December 2020 has been restated for the application of the IFRS IC agenda decision on the method for calculating the period of service used when measuring the provision for lump-sum retirement benefits.

6.1.3. Consolidated cash flow statement

(€m)	Note	Full year 2021	Full year 2020
Net profit/(loss) from continuing operations		224.0	53.9
Net charges to/(reversals of) depreciation, amortisation, impairment of property, plant and equipment and intangible assets, and non-current provisions	6.2.1	378.7	334.9
Depreciation, impairment and other adjustments on right of use of leased assets		18.6	20.8
Other non-cash income and expenses	6.2.2	(64.9)	(37.0)
Gains and losses on asset disposals		(10.2)	5.1
Share of net profits/(losses) of joint ventures and associates, net of dividends received		29.7	11.3
Dividends from non-consolidated companies		(0.1)	(0.1)
Income taxes paid		(63.1)	(53.3)
Income taxes, including uncertain tax positions	5.11	70.4	37.3
Cash flow after income from net surplus cash/cost of net debt, interest expense on lease obligations and income taxes paid		**583.1**	**372.9**
Reclassification of cost of net debt/income from net surplus cash and interest expense on lease obligations		4.3	4.5
Changes in working capital requirements related to operating activities (including current impairment and provisions)(1)	6.2.3	55.1	103.0
Net cash generated by/(used in) operating activities		**642.5**	**480.4**
Purchase price of property, plant & equipment and intangible assets		(330.8)	(283.1)
Proceeds from disposals of property, plant & equipment and intangible assets		1.5	(0.4)
Net liabilities related to property, plant & equipment and intangible assets		(1.3)	(1.1)
Purchase price of non-consolidated companies and other investments		(0.3)	(0.8)
Proceeds from disposals of non-consolidated companies and other investments		5.1	0.5
Net liabilities related to non-consolidated companies and other investments		-	-
Purchase price of investments in consolidated activities		(38.3)	(1.4)
Proceeds from disposals of consolidated activities		38.0	1.0
Net liabilities related to consolidated activities		8.0	-
Other changes in scope of consolidation (cash of acquired or divested entities)		(4.4)	2.4
Other cash flows related to investing activities: changes in loans, dividends received from non-consolidated companies		13.8	(36.3)
Net cash generated by/(used in) investing activities		**(308.7)**	**(319.2)**
Capital increases/(reductions) paid by shareholders and non-controlling interests and other transactions between shareholders		(11.3)	(7.0)
Dividends paid to shareholders of the parent company		(94.7)	-
Dividends paid by consolidated companies to non-controlling interests		(2.5)	-
Change in current and non-current debt	7.6.1	3.2	(57.2)
Repayments of lease obligations	7.6.1	(19.3)	(20.5)
Cost of net debt/income from net surplus cash and interest expense on lease obligations		(4.8)	(3.8)
Other cash flows related to financing activities		-	-
Net cash generated by/(used in) financing activities		**(129.4)**	**(88.5)**
Effect of foreign exchange fluctuations		**0.7**	**(0.8)**
CHANGE IN NET CASH POSITION		**205.1**	**72.0**
Net cash position at start of period		**174.6**	**102.6**
Net cash flows		205.1	72.0
Net cash position at end of period		**379.7**	**174.6**

(1) Current assets minus current liabilities, excluding (i) taxes and (ii) current debt and financial instruments used to hedge debt, which are classified in financing activities.

6.1.4. Consolidated balance sheet

Assets

(€m)	Note	31/12/2021	31/12/2020
Goodwill	7.4.1	799.7	786.3
Intangible assets	7.1	364.6	339.5
Property, plant and equipment	7.4.2	221.5	218.2
Right of use of leased assets	7.4.3	58.5	86.3
Investments in joint ventures and associates	7.4.4	16.5	11.0
Other non-current financial assets	7.4.5	15.3	52.9
Deferred tax assets		-	-
Non-current assets		**1,476.1**	**1,494.2**
Inventories	7.2	443.9	485.3
Advances and down-payments made on orders	7.3.1	121.5	141.1
Trade receivables	7.3.1	830.2	725.0
Customer contract assets		-	-
Current tax assets		-	8.5
Other current receivables	7.3.1	465.7	330.4
Financial instruments – Hedging of debt		-	-
Other current financial assets		0.2	-
Cash and cash equivalents	7.6.1	384.0	178.6
Current assets		**2,245.5**	**1,868.9**
Held-for-sale assets and operations		-	-
TOTAL ASSETS		**3,721.6**	**3,363.1**
Net surplus cash/(net debt)	7.6.1	198.5	(0.7)

Shareholders' equity and liabilities

(€m)	Note	31/12/2021	31/12/2020 restated[1]
Share capital	7.5.1	42.1	42.1
Share premium and reserves		1,499.0	1,509.4
Translation reserve		1.7	(0.3)
Treasury shares		-	-
Net profit/(loss) attributable to the Group		225.3	55.3
Shareholders' equity attributable to the Group		**1,768.1**	**1,606.5**
Non-controlling interests		(1.2)	(0.8)
Shareholders' equity		**1,766.9**	**1,605.7**
Non-current debt	7.6.1	109.3	140.4
Non-current lease obligations	7.6.3	44.0	71.3
Non-current provisions	7.4.6	46.2	41.8
Deferred tax liabilities	5.11	29.6	38.3
Non-current liabilities		**229.1**	**291.8**
Current debt	7.6.1	71.9	34.9
Current lease obligations	7.6.3	19.7	21.1
Trade payables	7.3.2	686.2	664.4
Customer contract liabilities	7.3.2	40.5	29.4
Current provisions	7.3.3	27.2	21.2
Other current liabilities	7.3.2	874.1	690.1
Overdrafts and short-term bank borrowings	6.1	4.3	4.0
Current tax liabilities		0.4	-
Financial instruments – Hedging of debt		-	-
Other current financial liabilities		1.3	0.5
Current liabilities		**1,725.6**	**1,465.6**
Liabilities related to held-for-sale operations		-	-
TOTAL SHAREHOLDERS' EQUITY & LIABILITIES		**3,721.6**	**3,363.1**

(1) The balance sheet as of 31 December 2020 has been restated for the application of the IFRS IC agenda decision on the method for calculating the period of service used when measuring the provision for lump-sum retirement benefits.

6.1.5. Consolidated statement of changes in shareholders' equity

(€m)	Share capital & share premium	Reserves related to share capital & retained earnings	Consolidated reserves & profit/(loss) for period	Treasury shares held	Items recognised directly in equity	Total – Group	Non-controlling interests	Total
Position at 31/12/2019 (restated)[1]	**62.2**	**1,326.7**	**238.2**	**-**	**(54.5)**	**1,572.6**	**1.7**	**1,574.3**
MOVEMENTS DURING 2020 (RESTATED)								
Net profit/(loss) for the period			**55.3**			**55.3**	**(1.4)**	**53.9**
Income and expense recognised directly in equity					(15.8)	(15.8)	(0.1)	(15.9)
Total comprehensive income	**-**	**-**	**55.3**	**-**	**(15.8)**	**39.5**	**(1.5)**	**38.0**
Share capital and reserves transactions, net	0.1	18.3	(18.3)			0.1		0.1
Acquisitions & disposals of treasury shares						-		-
Acquisitions & disposals without loss of control			(6.1)			(6.1)		(6.1)
Dividends distributed						-		-
Share-based payment			1.5			1.5		1.5
Other transactions (changes in scope of consolidation, other transactions with shareholders, & other items)			(1.1)			(1.1)	(1.0)	(2.1)
Position at 31/12/2020 (restated)[1]	**62.3**	**1,345.0**	**269.5**	**-**	**(70.3)**	**1,606.5**	**(0.8)**	**1,605.7**
MOVEMENTS DURING 2021						-		-
Net profit/(loss)	**-**	**-**	**225.3**	**-**	**-**	**225.3**	**(1.3)**	**224.0**
Income and expense recognised directly in equity	-	-	-	-	9.8	9.8		9.8
Total comprehensive income	**-**	**-**	**225.3**	**-**	**9.8**	**235.1**	**(1.3)**	**233.8**
Share capital and reserves transactions, net		(294.2)	294.2	-	-	-	-	-
Acquisitions & disposals of treasury shares	-	-	-	-	-	-	-	-
Acquisitions & disposals without loss of control	-		3.2	-	-	3.2	(0.1)	3.1
Dividends distributed	-		(94.7)	-	-	(94.7)	(2.5)	(97.2)
Share-based payment	-		1.6	-	-	1.6	-	1.6
Other transactions (changes in scope of consolidation, other transactions with shareholders, & other items)	-		16.4	-	-	16.4	3.5	19.9
POSITION AT 31/12/2021	**62.3**	**1,050.8**	**715.5**	**-**	**(60.5)**	**1,768.1**	**(1.2)**	**1,766.9**

(1) Balance sheets of December 31, 2019 and December 31, 2020 have been restated for the impact of applying the conclusions of IFRS IC relating to the methodology for calculating the purchase period taken into account in the measurement of the provision for retirement indemnities.

Refer to Note 7-5, "Shareholders' equity", for an analysis of these changes.

6.2. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 SIGNIFICANT EVENTS OF 2021

During 2021, the TF1 group returned to levels of activity comparable with those of 2019, enabling it to continue its process of adaptation.

1.1. REORGANISATION OF THE TF1 GROUP

In light of (i) the strategy implemented from 2020 of developing synergies between the TF1 group's broadcasting activities and its digital operations, (ii) the organisational changes announced on 23 June 2021 and (iii) the divestment of TF1 Games, the Group changed the composition of its operating segments and cash generating units with effect from the first half of 2021.

The Group's digital operations are now included with our broadcasting activities in a new operating segment, "Media", alongside our music and entertainment activities. Content production and distribution operations have been combined in a separate segment ("Newen Studios").

To facilitate the interpretation of the Group's 2021 results, proforma figures for 2020 using the new presentation are provided in Note 4, "Operating segments" and Note 5.1, "Revenue".

1.2. PROPOSED MERGER OF THE OPERATIONS OF TF1 AND M6

On 17 May 2021, TF1, M6, Bouygues and RTL Group announced that they had signed agreements to enter into exclusive negotiations to merge the activities of TF1 and M6, creating a major French media group. Based on 2020 proforma figures, the merged entity would generate revenues of approximately €3.4 billion, and current operating profit in the region of €460 million.

Bouygues and RTL Group support the transaction, on completion of which they would hold 30% and 16% of the new entity respectively, following the acquisition by Bouygues of an 11% stake from RTL Group for €641 million. Bouygues would be the controlling shareholder, and would act in concert with RTL Group in a strategic partnership.

The transaction was approved unanimously by the Boards of Directors of TF1, Bouygues and RTL Group and the Supervisory Board of M6, and by the employee representative bodies of Bouygues, TF1 and M6 on 24 June 2021; this in turn led to the signature of agreements between the Bouygues group and RTL Group, and between TF1 and M6, on 8 July 2021.

Closing of the transaction, which is expected to occur by the end of 2022, remains subject to the customary conditions precedent. These include particular regulatory approvals from the French competition authority (ADLC) and French broadcasting industry regulator (CSA), the process for which is ongoing, and the holding of general meetings of TF1 and M6 shareholders.

The TF1 group has decided to recognise external expenses incurred in connection with this transaction within "Non-current operating expenses". The amount of expenses incurred in connection with the transaction in 2021 was €10.3 million.

NOTE 2 ACCOUNTING PRINCIPLES AND POLICIES

Accounting policies

The financial statements have been prepared on a going concern basis.

Accounting policies are described in text boxes at the start of the relevant notes to the financial statements.

2.1. DECLARATION OF COMPLIANCE AND BASIS OF PREPARATION

The consolidated financial statements of the TF1 group for the year ended 31 December 2021 have been prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union, as required under EC Regulation 1606/2002 of 19 July 2002.

They include comparative financial statements as of and for the year ended 31 December 2020, for which the balance sheet, statement of recognised income and expense and statement of changes in shareholders' equity have been restated to reflect the IFRS IC agenda decision on IAS 19 described below.

They include the financial statements of TF1 SA and its subsidiaries and joint ventures, and the TF1 group's interests in associated undertakings. They take account of recommendation no. 2016-01 on the presentation of financial statements, issued by the ANC (the French national accounting standard-setter) on 2 December 2016.

The consolidated financial statements are presented in millions of euros.

2.2. NEW AND AMENDED IFRS ACCOUNTING STANDARDS AND INTERPRETATIONS

In preparing its consolidated financial statements for the year ended 31 December 2021, the TF1 group applied the same standards, interpretations and accounting policies as those used in the preparation of its consolidated financial statements for the year ended 31 December 2020, plus the new standards applicable from 1 January 2021.

The principal new IFRS standards, amendments and interpretations effective within the European Union and mandatorily applicable with effect from 1 January 2021 are:

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

On 27 August 2020, the IASB issued amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 (phase 2) in connection with interest rate benchmark reform. Those amendments were endorsed by the European Union on 13 January 2021, and are applicable retrospectively from 1 January 2021.

The impact of the amendments on the Group is immaterial.

IFRS IC agenda decision on IAS 38

In April 2021, the IASB approved the December 2020 agenda decision of the IFRS IC on accounting for the costs of configuring or customising application software in a Software as a Service (SaaS) arrangement. Depending on their nature, such costs are generally recognised as an expense, either immediately or over the term of the contract. An analysis of those costs within the Group is ongoing, and will be finalised in 2022. At this stage, the impact on the Group would appear to be immaterial.

IFRS IC agenda decision on IAS 19

In May 2021, the IASB approved the IFRS IC agenda decision of December 2020 on the method for calculating the period of service used when measuring the provision for lump-sum retirement benefits. The most common approach currently applied in France (including by the TF1 group) is to attribute the benefit on a straight line basis over the entire period from the date an employee joins the retirement benefit scheme to the date of retirement. However, the IFRS IC takes the view that the benefit should be attributed only over the specified number of pre-retirement years of service at which the benefit entitlement is capped. The effects of applying this decision are as follows:

- As of 1 January 2020: an increase in published shareholders' equity of €10.2 million. Provisions for lump-sum retirement benefits decreased by €13.7 million, and net deferred tax liabilities increased by €3.5 million.
- As of 31 December 2020: an increase in published shareholders' equity of €9.9 million, including a €0.6 million increase (net of deferred taxes) during 2020 in the reserve for actuarial gains and losses. There is no impact on the consolidated income statement for the year ended 31 December 2020. Provisions for lump-sum retirement benefits decreased by €13.3 million, and net deferred tax liabilities increased by €3.4 million.

2.3. CHANGES IN ACCOUNTING POLICY

The TF1 group did not make any material changes in accounting policy during 2021, other than the change in the treatment of lump-sum retirement benefits described above.

2.4. EXERCISE OF JUDGEMENT AND USE OF ESTIMATES

Preparation of the consolidated financial statements requires TF1 management to exercise judgement in the selection of accounting treatments. In addition, the Group uses estimates and assumptions regarded as realistic and reasonable for the remeasurement of assets, liabilities, income and expenses; those estimates and assumptions may have a material impact on the amounts reported in the financial statements. Subsequent events or circumstances may result in changes to those estimates or assumptions, which could affect the value of the Group's assets, liabilities, equity or net profit.

Accounting policies applied to balance sheet items that require the use of estimates are indicated in the relevant notes to the financial statements. Estimates are used in particular for goodwill (see Note 7.4.1); indefinite-lived brands (see Note 7.1.2); audiovisual and broadcasting rights (see Notes 7.1.1 and 7.2); revenue recognition (see Note 5.1); deferred taxes, especially where there is a history of tax losses over a number of years (see Note 5.11); provisions, including for litigation and claims (see Notes 7.3.3 and 7.4.6); leases (lease terms and incremental borrowing rates, see Note 7.6.3); and retirement benefit obligations (see Note 7.4.6.2).

The Group has also analysed the potential impacts of climate change. That analysis did not materially call into question the useful lives and residual values of non-financial assets such as property, plant and equipment, intangible assets, goodwill, or rights of use of leased assets.

NOTE 3 SCOPE OF CONSOLIDATION: SIGNIFICANT CHANGES AND HELD-FOR-SALE OPERATIONS

Accounting policy: business combinations, divestments and goodwill

Business combinations are accounted for using the acquisition method in accordance with IFRS 3.

The cost of a business combination is the fair value, at the date of exchange, of the assets transferred, the liabilities incurred or assumed, and the equity instruments issued by the Group, in exchange for control over the acquiree.

The identifiable assets, liabilities and contingent liabilities of the acquiree that satisfy the IFRS recognition criteria are recognised at their fair value at the acquisition date, subject to the exceptions specified in IFRS 3 (such as deferred taxes).

Any excess of the cost of a business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities at the acquisition date is recognised as goodwill. For each business combination, the Group can elect to account for non-controlling interests:

- at fair value (full goodwill method); or
- at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets (partial goodwill method), with the difference treated as an adjustment to the goodwill arising on the acquisition.

Subsequent changes in percentage interest with no loss of control over the acquiree are accounted for as transactions between shareholders, with the difference between the purchase price (or sale price) and the carrying amount of the interest acquired (or sold) recognised in equity.

In the case of step acquisitions, equity interests held prior to acquisition of control are remeasured at fair value, with the effect of the remeasurement recognised in profit or loss or in other comprehensive income. The same applies to equity interests retained after loss of control.

Costs directly incurred to effect a business combination are recognised in profit or loss.

If the initial accounting for a business combination can be determined only provisionally by the end of the period in which the combination is effected, the TF1 group recognises any adjustments to the provisional values within twelve months following the acquisition date. If the adjustment between provisional and final fair value accounting materially affects the presentation of the financial statements, the comparative information for the period preceding the final accounting for the combination is restated as though the final accounting had been completed at the acquisition date.

If the share of the fair value of the identifiable assets and liabilities acquired exceeds the cost of the combination, the excess is recognised immediately in the income statement as negative goodwill (i.e., gain from a bargain purchase).

Subsequent to initial recognition, goodwill is measured at cost less any impairment losses, determined using the method described in Note 7.4.1. Any impairment losses are charged as an operating item in the income statement, and may not be subsequently reversed.

In the event of a partial sale of the component operations of a CGU, or if a CGU is split up, the TF1 group usually allocates the goodwill of the CGU in proportion to the relative values (as defined in the IFRS 13 hierarchy of valuation methods, see Note 7.4.5) of the divested, retained or split operations at the sale/split date, unless it can be demonstrated that another method better reflects the goodwill of the divested operation, in accordance with paragraph 86 of IAS 36.

The consolidated financial statements of the TF1 group for the year ended 31 December 2021 include the financial statements of the companies listed in Note 9.5.

3.1. SIGNIFICANT CHANGES IN SCOPE OF CONSOLIDATION IN 2021

Acquisition of the iZen group

On 27 April 2021, the Newen group finalised the acquisition of a 65% equity interest in the iZen group, a Spanish audiovisual producer, for a provisional purchase consideration of €22.4 million. The vendors and the Newen group entered into a shareholder agreement which specifies the terms for (i) the payment of contingent consideration and (ii) the exercise of the reciprocal undertakings whereby the vendors have an option to sell, and the Newen group has an option to acquire, additional equity interests of 15% between 2025 and 2027, and of 10% between 2028 and 2031.

The iZen group is fully consolidated in the TF1 group consolidated financial statements with effect from June 2021. As of the date control was obtained, and subsequent to the purchase price allocation, provisional goodwill of €15.4 million was recognised.

Divestment of the Games business

On 15 April 2021, the TF1 group divested its Games business with the sale of Dujardin to Jumbodiset. As a consequence, the activities of Dujardin were deconsolidated with effect from the start of the second quarter of 2021.

3.2. SIGNIFICANT CHANGES IN SCOPE OF CONSOLIDATION IN 2020

There were no significant changes in scope of consolidation in 2020.

NOTE 4 SEGMENT INFORMATION

TF1 organises its operating activities into strategic business units, each of which is managed appropriately to the nature of (i) the products and services sold and (ii) the end customer. This segmentation serves as the basis for the presentation of internal management data, and is also used by the Group's operating decision-maker to monitor performance. The operating segments reported by the Group are those reviewed by the chief operating decision-maker.

Management assesses segmental performance on the basis of current operating profit. Segmental results, assets and liabilities include items directly or indirectly attributable to the relevant segment. Segmental capital expenditure represents total acquisitions of property, plant and equipment and intangible assets as recognised in the corresponding balance sheet line items. Inter-segment sales and transfers are conducted on an arm's length basis.

Media

The Media segment includes all of the Group's TV channels; online content distribution and special-interest web communities; content creation and audience-buying via special-interest online content and brand development; developing and showcasing talent via multi-channel networks (MCNs); and subsidiaries that produce and acquire audiovisual rights for the Group's TV channels in line with French broadcasting industry regulations.

Revenues from such activities derive mainly from the sale of advertising space through individually-negotiated space-buying deals and programmatic ad sale auctions; they also include revenue from making content and services from the Group's TV channels available to cable, satellite and ADSL operators, and from interactivity embedded within broadcast programmes.

The Media segment also includes:

- digital agency and marketing activities, which combine services for the Group's online advertising clients including advertising agency services, audience development and targeting through e-commerce sites and social networks, and affiliation services; and
- entertainment activities (music, live shows, licences, artist support) that add value to the Group's audiovisual content, and sales of subscription boxes, magazines and face-to-face events that receive financial support from the Group's advertising clients.

Newen Studios

This segment comprises content subsidiaries whose activities are primarily focused on producing, acquiring, developing and distributing audiovisual rights (films, drama, TV movies, cartoons, documentaries, unscripted shows, etc) for exploitation independently of the Group's broadcasting operations.

Revenues are derived from fees for the sale of broadcasting rights and all other exploitation rights in France or internationally.

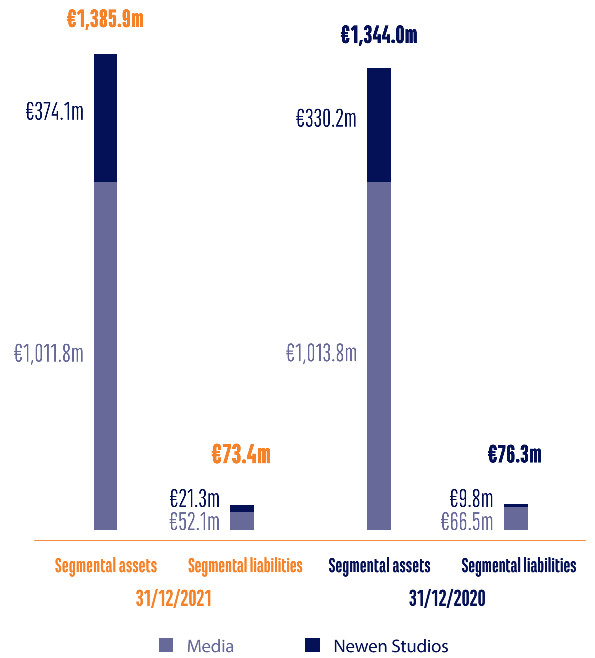
4.1. INFORMATION BY OPERATING SEGMENT

	Media[(1)(2)]	Broadcasting		Newen studios	Studios & entertainment[(2)(3)]		Digital[(1)]	Total TF1 group	
(€m) **Segmental income statement**	Fy 2021	Fy 2020 proforma	Fy 2020 published	Fy 2021	Fy 2020 proforma	Fy 2020 published	Fy 2020 published	Fy 2021	Fy 2020
Segment revenue	2,106.4	1,879.7	1,643.9	380.8	323.9	323.9	160.1	2,487.2	2,127.9
Elimination of inter-segment transactions	(14.9)	(32.0)	(31.1)	(45.2)	(90.0)	(14.7)	(0.4)	(60.1)	(46.2)
Group revenue contribution	**2,091.5**	**1,847.7**	**1,612.8**	**335.6**	**234.0**	**309.2**	**159.7**	**2,427.1**	**2,081.7**
of which Advertising revenue	1,694.1	1,482.7	1,414.8	0.5	0.6	0.6	67.9	1,694.6	1,483.3
of which Other revenue	397.4	365.0	198.0	335.1	233.4	308.6	91.8	732.5	598.4
Current operating profit/(loss)	**304.6**	**167.5**	**163.0**	**38.6**	**22.6**	**31.1**	**(4.0)**	**343.2**	**190.1**
% operating margin on Group contribution	14.6%	9.1%	10.1%	11.5%	9.7%	10.1%	-2.5%	14.1%	9.1%
Interest expense on lease obligations	(2.2)	(2.6)	(2.6)	(0.6)	(0.8)	(0.8)	-	(2.8)	(3.4)
Current operating profit/(loss) after leases	**302.4**	**164.9**	**160.4**	**38.0**	**21.8**	**30.3**	**(4.0)**	**340.4**	**186.7**
Share of net profits/(losses) of joint ventures and associates	(28.3)	(10.5)	(10.4)	(0.2)	(0.9)	(0.9)	-	(28.5)	(11.3)

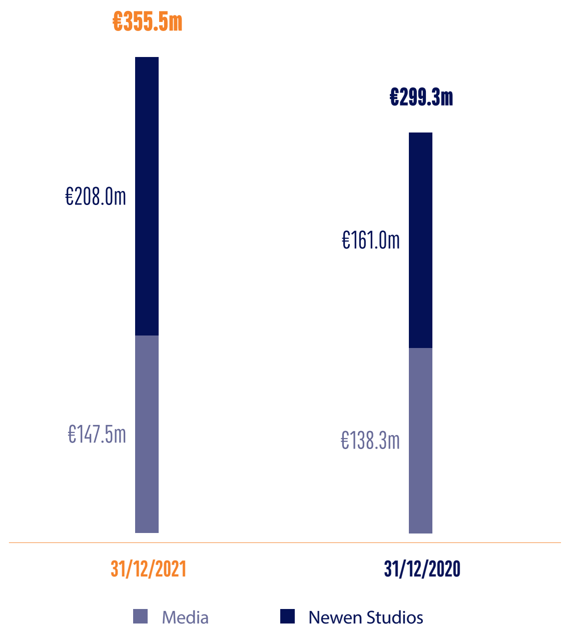
(1) Digital division incorporated in the Media segment (formerly Broadcasting) on a proforma basis for 2020.
(2) Music/Entertainment division reclassified to the Media segment (formerly Broadcasting) on a proforma basis for 2020.
(3) TF1 Games division retained within the Studios & Entertainment segment (renamed Newen Studios) until its divestment in April 2021.

"Current operating profit/(loss) after leases" represents current operating profit after deducting interest expense on lease obligations.

Segmental assets and liabilities



Capital expenditure

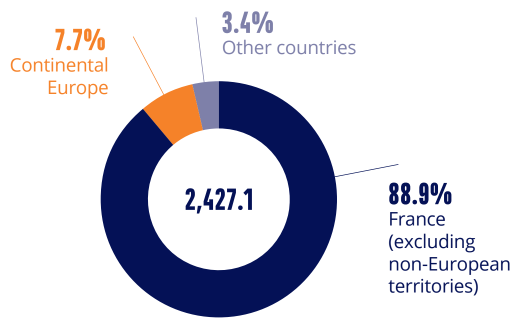


Segmental assets include audiovisual rights, other intangible assets, goodwill, and property, plant and equipment (excluding right of use of leased assets).

Segmental liabilities include current and non-current provisions.

4.2. INFORMATION BY GEOGRAPHICAL SEGMENT

Revenue is generated mainly in France (excluding non-European territories), as shown in the graphic below.



	Revenue	
(€m)	2021	2020
France (excluding non-European territories)	2,158.2	1,905.3
Continental Europe	186.9	105.7
Other countries	82.0	70.7
TOTAL	**2,427.1**	**2,081.7**

France accounts for the vast majority of the Group's assets and capital expenditure; the amounts for other geographical segments are immaterial. There was no significant year-on-year change in the geographical split of revenue, assets and capital expenditure.

NOTE 5 NOTES TO THE INCOME STATEMENT

5.1. REVENUE

Accounting policy

TF1 recognises revenue either when the performance obligation is satisfied or when the customer obtains control over the good or service sold. Control is defined as the ability to direct the use of, and obtain substantially all of the remaining benefits from, an asset.

The specific revenue recognition policies applied to each business line are as follows:

Media segment

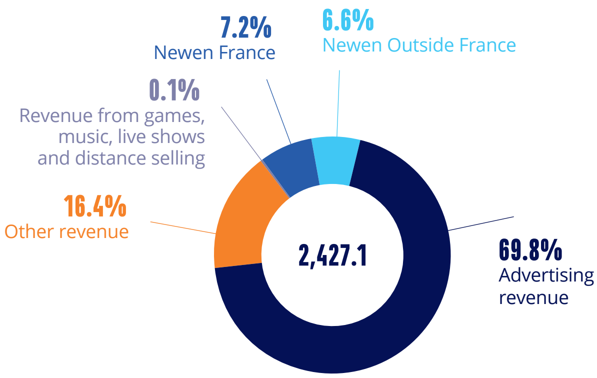
- **Advertising revenue:** Sales of advertising airtime are recognised on transmission of the related advertisement.
  - **Radio and TV media:** Sales of advertising airtime are recognised on transmission of the related advertisement.
    - **TF1 group channels:** Advertising airtime sold by the Group's channels is measured either individually (spot by spot) or on a more aggregated basis according to campaign audience objectives (guaranteed GRP sales), applying the Group's general terms and conditions of sale and the specific terms applicable to each advertiser.

      Where the Group uses third-party advertising sales houses to sell advertising airtime but retains control over that airtime (as is the case in Switzerland and Belgium), it regards itself as acting as principal; the amount recognised in consolidated revenue is the gross sales revenue before deducting commission charged by the third party.
    - **Third-party media:** Where the TF1 group sells advertising airtime on media owned by third parties, it is acting as a commercial agent for that airtime, and therefore recognises only its commission as revenue.
  - **Digital media:** Content on the Group's websites generates audiences, which are monetised with advertisers. Sales of advertising airtime are recognised when the relevant page and/or advertising banner has been viewed. Where the TF1 group uses a third-party advertising sales house or a third-party programmatic advertising auction platform and the third party deducts a commission before remitting the balance to the Group, the revenue is recognised net of the commission charged by the third party.
- **Other revenue:**
  - **Theme channel distribution revenue:** Fees charged by theme channels to cable and satellite operators that broadcast them are calculated on a per subscriber basis or as a fixed annual fee invoiced to the operator. Subscriber-based fees are recognised monthly on the basis of statements received from the operator. Fixed annual fees are recognised as revenue on a straight-line basis over the course of the year.
  - **Free-to-air channel distribution revenue:** "TF1 Premium" (an offer which includes access to the signal for the TF1 group's free-to-air channels plus a range of add-on services and content such as enhanced catch-up, start-over and bonus channels) is sold and billed to TV and telecoms operators by the Group. The operators invoice fees to TF1 for transmission of the content and services. TF1 acts as agent in the provision of this transmission service, and recognises the revenue net of transmission fees.
  - **Interactivity:** "Other revenues" also include interactivity revenue, which arises when viewers play or vote during shows broadcast on TF1 group channels. The revenue collected is recognised gross in real time as and when calls are received; commission charged by telecoms operators is recognised as an expense, on the basis that the Group retains control over the programming of its interactive slots.
  - **Social e-commerce:** The TF1 group has also developed physical offers targeted at web communities, such as gift boxes, magazines and events. Revenue on sales of those physical offers is recognised on the date of delivery to the customer.
  - **Agency and digital marketing revenues:** Revenues from these activities are presented net of media buying and other costs incurred directly on behalf of the customer to whom the service is being provided.

Newen Studios segment

- **Production and sale of audiovisual rights:** Sales of audiovisual rights (whether acquired or produced in-house) are recognised on the date when the rights are opened. Where the Group has been commissioned by a content producer to sell programmes, the proceeds of the sale are recorded gross, before deducting paybacks to rights holders.

An analysis of revenue is provided below:



(€m)	FY 2021	FY 2020 Proforma	FY 2020 Published	Chg (€m)	Chg (%)
Advertising revenue	1,694.1	1,482.7	1,414.8	211.4	14%
of which Digital advertising revenue[(1)]	*142.5*	*128.3*		*14.2*	*11%*
Other revenue	397.4	365.0	198.0	32.4	9%
Media	**2,091.5**	**1,847.7**	**1,612.8**	**243.8**	**13%**
Newen – France	174.4	131.5		42.9	33%
Newen – Other countries	159.0	78.3		80.7	103%
Production/sale of audiovisual rights			229.7	-	
Revenue from games, music, live shows & distance selling[(2)(3)]	2.2	24.2	79.5	(22.0)	-91%
Newen Studios[(4)]	**335.6**	**234.0**	**309.2**	**101.6**	**43%**
Web publishers (digital content, social e-commerce)	-	-	120.2	-	
Business solution marketing	-	-	39.5	-	
Digital[(5)]	**-**	**-**	**159.7**	**-**	
TOTAL REVENUE	**2,427.1**	**2,081.7**	**2,081.7**	**345.4**	**17%**

(1) Digital advertising revenue, combining advertising revenue from (i) MyTF1/LCI and (ii) the former Digital division websites.
(2) Music/Entertainment division reclassified to the Media segment on a proforma basis for 2020.
(3) TF1 Games division retained within the Studios & Entertainment segment (renamed Newen Studios) until its divestment in April 2021.
(4) Newen Studios revenue split between France and other countries on proforma basis for 2020.
(5) Digital division revenue incorporated within the Media segment, split between "Advertising revenue" and "Other revenue" on proforma basis for 2020.

The Group's audiovisual production order book represents the volume of activity still to be completed on productions for which a firm order has been placed (signed contract or deal memo) with a unitary value in excess of €1 million. It stood at €201.2 million as of 31 December 2021, and €225.2 million as of 31 December 2020.

5.2. PURCHASES CONSUMED AND CHANGES IN INVENTORY

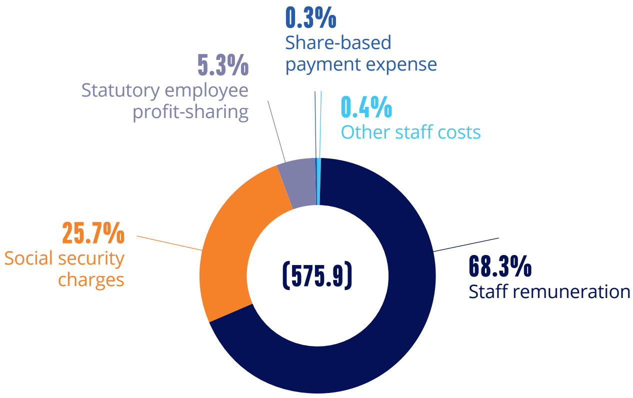
This item breaks down as follows:

(€m)	2021	2020
External production consumed[(1)]	(676.1)	(621.9)
Purchases of services[(2)]	(154.0)	(108.4)
Purchases of goods	(17.9)	(22.4)
Other purchases	(34.3)	(33.0)
PURCHASES CONSUMED	**(882.3)**	**(785.7)**

(1) "External production consumed" relates mainly to programmes acquired from third parties and broadcast by TF1, TMC, TFX and TF1 Séries Films, and by the theme channels TV Breizh, Histoire and Ushuaïa TV.
(2) Purchases include sports transmission rights used during the period.

5.3. STAFF COSTS

Staff costs break down as follows:



(€m)	2021	2020
Staff remuneration	(393.6)	(344.2)
Social security charges	(148.1)	(127.9)
Statutory employee profit-sharing	(30.1)	(21.7)
Share-based payment expense	(1.6)	(1.5)
Other staff costs	(2.5)	(0.2)
STAFF COSTS	**(575.9)**	**(495.5)**

Defined-contribution pension plan expenses are included in "Social security charges", and totalled €37.0 million in 2021.

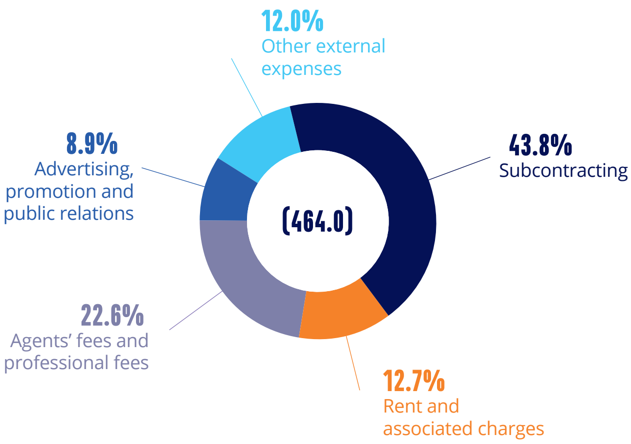
Expenses relating to retirement benefits under the collective agreements applicable to TF1 group companies are recognised as part of the net change in non-current provisions (see Note 7.4.6). Retirement benefits paid during the period are recorded in "Staff remuneration".

Expenses calculated in accordance with IFRS 2 in respect of stock option plans and performance share plans awarded by the parent company (TF1 SA) are classified as equity-settled share-based payment transactions (see Note 7.5.4).

Expenses calculated in accordance with IFRS 2 in respect of stock option plans and performance share plans awarded by other Group companies are classified as cash-settled share-based payment transactions, and recognised in "Staff remuneration".

5.4. EXTERNAL EXPENSES

External expenses break down as follows:

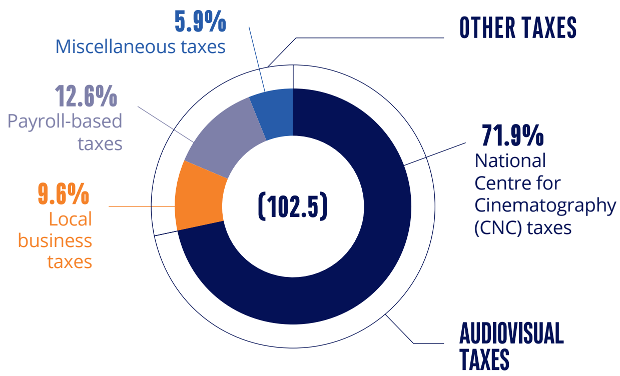


(€m)	2021	2020
Subcontracting	(203.4)	(169.7)
Rent and associated charges	(58.9)	(45.4)
Agents' fees and professional fees	(105.0)	(111.9)
Advertising, promotion and public relations	(41.4)	(48.6)
Other external expenses	(55.3)	(48.1)
EXTERNAL EXPENSES	**(464.0)**	**(423.7)**

"Rent and associated charges" includes €22.2 million of payments on leases exempt from IFRS 16. For 2021, that amount mainly comprises lease expenses relating to short-term leases or to assets with a low as-new value. Non-lease (service) components are recognised on the same line.

5.5. TAXES OTHER THAN INCOME TAXES

Taxes other than income taxes break down as follows:



(€m)	2021	2020
Audiovisual taxes	**(73.7)**	**(64.2)**
• National Centre for Cinematography (CNC) taxes	(73.7)	(64.2)
Other taxes	**(28.8)**	**(34.6)**
• Local business taxes	(9.8)	(15.5)
• Payroll-based taxes	(12.9)	(12.4)
• Miscellaneous taxes	(6.1)	(6.7)
TAXES OTHER THAN INCOME TAXES	**(102.5)**	**(98.8)**

The year-on-year change in this line item is mainly due to an increase of €9.5 million in taxes levied by the French National Centre for Cinematography (CNC) in line with the rise in advertising revenue, partly offset by a reduction of €5.7 million in local business taxes (CVAE and CFE) reflecting a cut in the CVAE rate from 1.5% to 0.75%.

5.6. OTHER CURRENT OPERATING INCOME AND EXPENSES

(€m)	2021	2020
In-house production capitalised, and cost transfers[(1)]	303.6	205.2
Reversals of unused provisions	9.6	11.3
Operating grants	20.8	15.7
Investment grants	19.2	20.1
Foreign exchange gains	3.5	5.5
Other income (including proceeds from divestments of consolidated entities and broadcaster/audiovisual tax credit)[(2)]	130.9	42.1
OTHER CURRENT OPERATING INCOME	**487.6**	**299.9**
Royalties and paybacks to rights-holders	(136.3)	(110.5)
Bad debts written off	(6.7)	(1.3)
Foreign exchange losses	(3.0)	(3.4)
Other expenses (including carrying amount of divested consolidated entities)	(42.9)	(13.3)
OTHER CURRENT OPERATING EXPENSES	**(188.9)**	**(128.5)**

(1) The €98.5 million movement in "In-house production capitalised, and cost transfers" is mainly due to the increased level of activity at Newen Studios.
(2) The movement in "Other income" is largely due to the recognition of income relating to the broadcaster tax credit (€29.4 million) and the audiovisual tax credit (€22 million).

5.7. NON-CURRENT OPERATING INCOME AND EXPENSES

Accounting policy

These line items contain a limited number of income and expense items, which are unusual but are material to the consolidated financial statements. TF1 reports these items separately in its income statement in order to give users of the financial statements a better understanding of the Group's ongoing operating performance.

For 2021, non-current operating items comprised an expense of €10.3 million relating to costs connected with the proposed merger of the operations of TF1 and M6, as described in the relevant section of Note 1 ("Significant events of 2021").

For 2020, the sole non-current operating item was an expense of €75 million for the impairment loss taken against the Digital CGU, as described in the relevant section of Note 1 ("Significant events of 2020") to the 2020 consolidated financial statements.

5.8. INCOME FROM NET SURPLUS CASH/(COST OF NET DEBT)

Accounting policy

"Cost of net debt" (if negative) or "Income from net surplus cash" (if positive) represents the net total of "Expenses associated with net debt" and "Income associated with net debt".

"Expenses associated with net debt" comprise:

- interest expense on current and non-current debt;
- amortisation of financial assets and liabilities measured at amortised cost;
- expenses arising from currency hedges;
- expenses arising from the use of fair value accounting for financial assets and financial liabilities (such as changes in the fair value of the ineffective portion of currency derivatives, and in the fair value of cash equivalents and of financial assets used for treasury management purposes);
- expenses arising on the disposal of assets used for treasury management purposes.

Interest expense is recognised in the income statement in the period in which it is incurred.

"Income associated with net debt" comprises:

- interest income associated with cash and cash equivalents and with financial assets used for treasury management purposes;
- income arising from currency hedges;
- other revenues generated by cash equivalents and financial assets used for treasury management purposes;
- income arising from the use of fair value accounting for financial assets and financial liabilities (such as changes in the fair value of the ineffective portion of currency derivatives, and in the fair value of cash equivalents and of financial assets used for treasury management purposes);
- income generated by the disposal of assets used for treasury management purposes.

Income from net surplus cash/(cost of net debt) breaks down as follows:

(€m)	2021	2020
Interest income	-	0.3
Change in fair value of hedged portion of bond issue	-	-
Change in fair value of interest rate derivatives	-	0.3
Income and revenues from financial assets	1.5	1.7
Income associated with net debt	**1.5**	**2.3**
Interest expense on debt	(3.0)	(3.4)
Change in fair value of interest rate derivatives	-	-
Expenses associated with net debt	**(3.0)**	**(3.4)**
INCOME FROM NET SURPLUS CASH/(COST OF NET DEBT)	**(1.5)**	**(1.1)**

5.9. OTHER FINANCIAL INCOME AND EXPENSES

Other financial income and expenses break down as follows:

(€m)	2021	2020
Dividend income	-	-
Gains on financial assets	-	0.5
Gains arising from changes in value of forward currency purchase/sale contracts	0.2	0.2
Gains arising from the effect of discounting assets and liabilities	-	-
Other income	2.0	1.6
OTHER FINANCIAL INCOME	**2.2**	**2.3**
Losses on financial assets	-	(0.4)
Losses arising from changes in value of forward currency purchase/sale contracts	(0.1)	-
Losses arising from the effect of discounting assets and liabilities	(3.0)	(7.6)
Other expenses	(4.8)	(2.4)
OTHER FINANCIAL EXPENSES	**(7.9)**	**(10.4)**

5.10. NET INCOME AND EXPENSE ON FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The table below shows income, expenses, gains and losses arising on financial assets and liabilities by category, split between items affecting financial income/expense and items affecting operating profit:

(€m)	Financial – FY 2021	Financial – FY 2020	Operating – FY 2021	Operating – FY 2020
Net income/(expense) on loans and receivables at amortised cost	0.4	2.0	(5.9)	(3.5)
Net income/(expense) on financial assets at fair value through profit or loss	0.2	0.1	-	-
Net income/(expense) on financial liabilities at amortised cost	(7.8)	(12.0)	-	-
Net income/(expense) on derivatives	-	0.5	-	-
Other income/(expense), net	-	0.2	0.1	-
NET INCOME AND EXPENSE ON FINANCIAL ASSETS AND FINANCIAL LIABILITIES	**(7.2)**	**(9.2)**	**(5.8)**	**(3.5)**

5.11. INCOME TAX EXPENSE

Accounting policy

Deferred taxation is recognised using the liability method on all temporary differences existing at the end of the reporting period between the carrying amount of assets and liabilities in the consolidated balance sheet and their tax base, except in the specific cases mentioned in IAS 12 (primarily goodwill).

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets arising on deductible temporary differences and on the carry-forward of unused tax losses are recognised only to the extent that it is probable that they can be offset against future taxable profits.

Taxes on items recognised directly in equity are taken to consolidated reserves.

Deferred taxes are presented in the balance sheet in non-current assets or liabilities, after offset of assets and liabilities in each tax jurisdiction.

5.11.1. Current and deferred taxes

▸ Income statement

(€m)	2021	2020
Current taxes	(72.1)	(50.0)
Deferred taxes	1.7	12.7
INCOME TAX EXPENSE	**(70.4)**	**(37.3)**

As of 31 December, temporary differences of French entities were accounted for at the enacted tax rate, which is 25.83% for 2020 and future years.

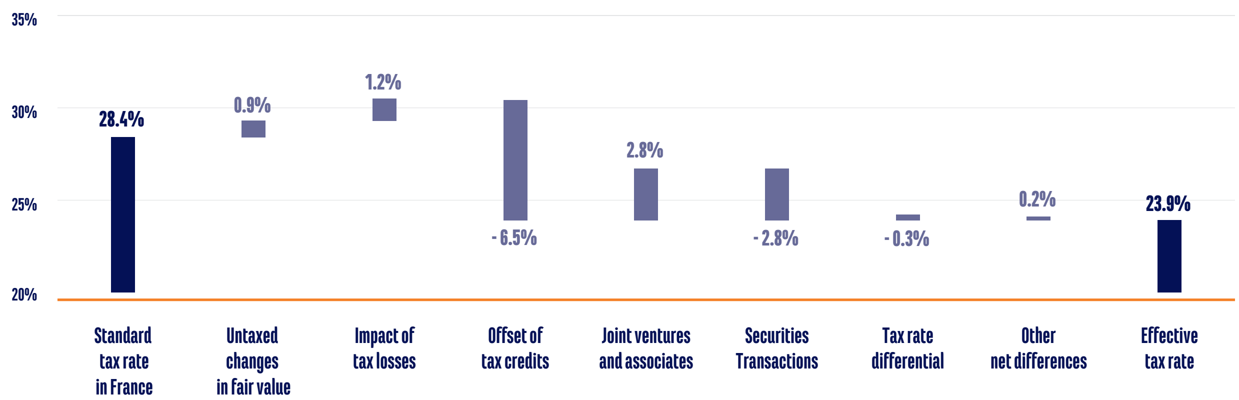
▸ Tax proof

(€m)	2021	2020
Net profit attributable to the Group	**225.3**	**55.3**
Income tax expense	70.4	37.3
Non-controlling interests	(1.3)	(1.4)
NET PROFIT FROM CONTINUING OPERATIONS BEFORE TAX AND NON-CONTROLLING INTERESTS	**294.4**	**91.2**

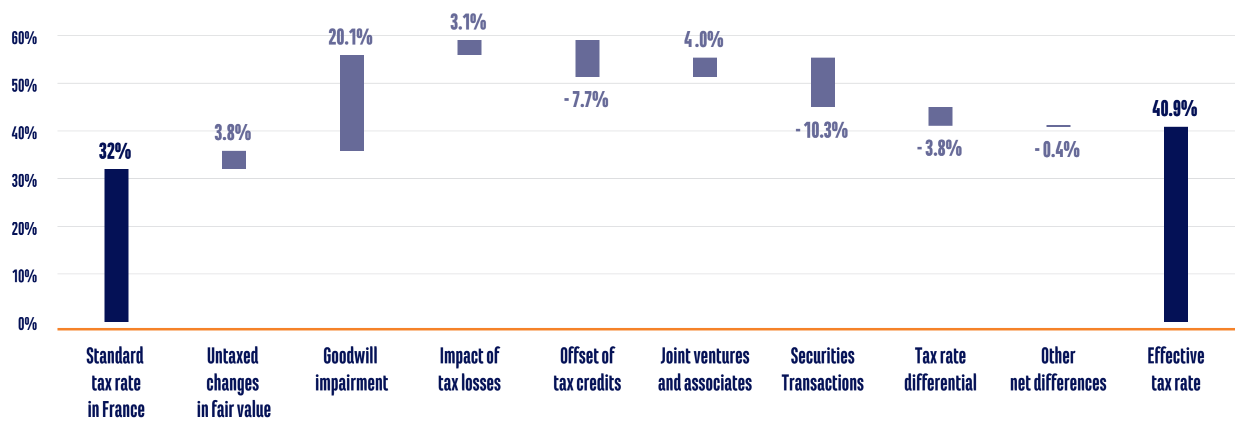
TF1 made a group tax election on 1 January 1989, and has renewed this election regularly since that date.

The theoretical tax rate applicable for 2021 was 28.41%, compared with 32.02% for 2020. The Group's effective tax rate in 2021 was 23.92%, versus 40.9% for 2020.

▾ **2021 tax proof**



▾ **2020 tax proof**



5.11.2. Deferred tax assets and liabilities

▸ **Change in net deferred tax position**

(€m)	2021	2020 restated[1]
Net deferred tax asset/(liability) at 1 January	**(38.3)**	**(50.6)**
Recognised in equity	2.8	0.4
Recognised in profit or loss	1.7	12.3
Changes in scope of consolidation and other items	4.2	(0.4)
NET DEFERRED TAX ASSET/(LIABILITY) AT 31 DECEMBER	**(29.6)**	**(38.3)**

(1) Deferred taxes as of 31 December 2019 and 31 December 2020 have been restated for the effects of applying the IFRS IC agenda decision on the method for calculating the period of service used when measuring the provision for lump-sum retirement benefits.

▸ **Principal sources of deferred taxation**

The principal sources of deferred taxation are as follows:

(€m)	2021	2020 restated
Provisions		
Provisions for programmes	0.9	0.9
Provisions for retirement benefit obligations	11.5	12.8
Provisions for impairment of audiovisual rights		
Provisions for trade receivables	0.5	0.4
Other provisions	4.8	7.9
Employee profit-sharing	2.8	1.5
Tax losses available for carry-forward	-	4.0
Other deferred tax assets[1]	3.2	1.9
Offset of deferred tax assets and liabilities	(23.7)	(29.4)
Deferred tax assets	**-**	**-**
Accelerated depreciation, and depreciation timing differences	(25.9)	(25.2)
Depreciation of head office building	(4.9)	(9.7)
Remeasurement of assets	(25.7)	(27.1)
Other deferred tax liabilities	3.2	(5.7)
Offset of deferred tax assets and liabilities	23.7	29.4
Deferred tax liabilities	**(29.6)**	**(38.3)**
NET DEFERRED TAX ASSET/(LIABILITY) AT 31 DECEMBER	**(29.6)**	**(38.3)**

(1) Deferred taxes as of 31 December 2020 have been restated for the effects of applying the IFRS IC agenda decision on the method for calculating the period of service used when measuring the provision for lump-sum retirement benefits.

Unrecognised deferred tax assets totalled €6.2 million (versus €12.2 million as of 31 December 2020), and comprised tax losses the recovery of which is not sufficiently probable to justify recognition. Such tax losses are available for carry-forward indefinitely.

▸ **Period to recovery of deferred tax assets**

(€m)	Less than 2 years	2 to 5 years	More than 5 years	Offset of deferred tax assets and liabilities	Total
Deferred tax assets	**12.2**	**-**	**11.5**	**(23.7)**	**-**

Deferred tax assets recoverable after more than five years relate to timing differences in the recording of provisions for retirement benefit obligations.

NOTE 6 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

6.1. DEFINITION OF "NET SURPLUS CASH/(NET DEBT)"

"Net surplus cash/(net debt)" is obtained by aggregating the following items:

- cash and cash equivalents, comprising cash in hand, instant access deposits, cash equivalents, overdrafts and short-term bank borrowings;
- debt, comprising non-current and current financial liabilities;
- financial assets contractually allocated to the repayment of debt.

"Net surplus cash/(net debt)" as reported by the TF1 group excludes non-current and current lease obligations.

A reconciliation between the cash position in the cash flow statement and the "Cash and cash equivalents" line in the balance sheet is presented below:

(€m)	31/12/2021	31/12/2020
Cash and cash equivalents in the balance sheet	384.0	178.6
Cash of held-for-sale operations	-	-
Treasury current account credit balances	-	-
Short-term bank borrowings	(4.3)	(4.0)
TOTAL CASH POSITION AT PERIOD-END PER THE CASH FLOW STATEMENT	**379.7**	**174.6**

6.2. NET CASH GENERATED BY/USED IN OPERATING ACTIVITIES

6.2.1. Depreciation, amortisation, provisions and impairment

An analysis of depreciation, amortisation, provisions and impairment is provided below:

(€m)	2021	2020
Intangible assets(1)	346.5	315.4
Property, plant and equipment	24.6	19.8
Financial assets	-	-
Non-current provisions	7.6	(0.3)
NET CHARGES TO/(REVERSALS OF) DEPRECIATION, AMORTISATION, IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS, AND NON-CURRENT PROVISIONS	**378.7**	**334.9**

(1) Includes amortisation, provisions and impairment of audiovisual rights (Note 7.1.1) and intangible assets (Note 7.1.2).

6.2.2. Other non-cash income and expenses

Other non-cash income and expenses comprise the following items:

(€m)	2021	2020
Effect of fair value remeasurement	1.2	8.0
Share-based payment	1.6	1.5
Grants released to profit or loss	(67.7)	(46.5)
TOTAL OTHER NON-CASH INCOME AND EXPENSES	**(64.9)**	**(37.0)**

6.2.3. Change in operating working capital needs

The change in operating working capital needs breaks down as follows:

(€m)	2021	2020
Increase/(decrease) in net inventories	(40.6)	(35.5)
Increase/(decrease) in trade and other receivables	217.0	21.3
Decrease/(increase) in trade and other payables	(208.1)	(69.2)
Decrease/(increase) in other liabilities	(23.4)	(19.6)
INCREASE/(DECREASE) IN OPERATING WORKING CAPITAL NEEDS BEFORE TAXES	**(55.1)**	**(103.0)**

6.3. NET CASH GENERATED BY/USED IN INVESTING ACTIVITIES

6.3.1. Cash effect of changes in scope of consolidation

This item breaks down as follows:

(€m)	2021	2020
Net cash outflows on acquisitions	(28.8)	2.5
Net cash inflows from disposals	32.1	-
EFFECT OF CHANGES IN SCOPE OF CONSOLIDATION	**3.3**	**2.5**

In 2021, the main changes in scope of consolidation were the acquisition of control over the iZen group and the divestment of the Games business, as described in Note 3.1, "Significant changes in scope of consolidation in 2021".

In 2020, the main changes were an adjustment to the purchase price of the Première Bobine (Reel One) group, and the first-time consolidation of Ringside Studios (a Newen subsidiary specialising in the development of British and international drama).

"Net cash outflows on acquisitions" consists of the following items:

(€m)	2021	2020
PURCHASE PRICE		
Cash and cash equivalents acquired	1.3	2.4
Financial assets acquired	2.8	-
Other assets acquired	28.7	(2.6)
Non-controlling interests acquired	(3.5)	0.9
Other liabilities acquired	(17.8)	(0.1)
Net assets acquired	11.5	0.6
Share of net assets acquired (A)	12.1	0.7
Goodwill (B)	26.0	(0.8)
Cash outflow (A) + (B)	**38.1**	**(0.1)**
Cash acquired	1.3	2.4
Net debt of newly consolidated entities	8.0	-
NET CASH OUTFLOW	**28.8**	**(2.5)**

The table below shows the cash flow effects of disposals of subsidiaries:

(€m)	2021	2020
DIVESTMENT PROCEEDS		
Cash inflows	37.8	-
Cash divested	(5.7)	-
Subscriptions to capital increases carried out by subsidiaries	-	-
NET CASH INFLOW	**32.1**	**-**

For 2021, cash inflows mainly related to the divestments of Dujardin, Gofeminin, Alfeminin and Livingly Media.

NOTE 7 NOTES TO THE CONSOLIDATED BALANCE SHEET

7.1. INTANGIBLE ASSETS: AUDIOVISUAL RIGHTS AND OTHER INTANGIBLE ASSETS

The line item "Intangible assets" consists of audiovisual rights and other intangible assets, as shown below:

(€m)	31 December 2021	31 December 2020
Audiovisual rights	221.1	198.6
Other intangible assets	143.5	140.9
TOTAL	**364.6**	**339.5**

7.1.1. Audiovisual rights

Accounting policy

This item primarily includes shares in films and audiovisual programmes produced or co-produced by TF1 SA, TF1 Films Production and TF1 Production; audiovisual rights produced by Newen; audiovisual distribution and trading rights owned by TF1 Studios and TF1 Entertainment; and music rights owned by TF1 group entities.

Audiovisual rights are recognised as an asset in the balance sheet at historical cost under "Audiovisual rights".

Amortisation methods for the various categories of audiovisual rights are as follows:

- producer shares in French drama acquired by broadcasters: amortised on a straight line basis over the projected period of rights exploitation, in line with the expected pattern of consumption of future economic benefits;
- producer shares in French drama produced by the TF1 group: amortised on a reducing balance basis, in line with the expected pattern of consumption of future economic benefits;
- shares in movie co-productions and audiovisual distribution rights: amortised on a reducing balance basis, in line with the expected pattern of consumption of future economic benefits;
- audiovisual trading rights: amortised on a straight-line basis over the contractual term or the projected period of rights exploitation;
- music rights: amortised over 2 years, 75% of gross value in the first year and the remaining 25% in the second year.

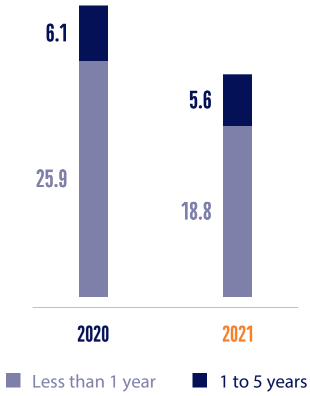
Use of estimates and judgement

Impairment losses are recognised against audiovisual rights on a case by case basis, following an analysis of the expected future economic benefits relative to their carrying amount.

Movements in audiovisual rights during 2021 and 2020 were as follows:

(€m)	Gross value	Amortisation	Impairment	Total audiovisual rights
31 December 2019	**3,094.2**	**(2,659.3)**	**(277.5)**	**157.4**
Increases	272.6	(212.6)	(73.8)	(13.8)
Decreases	(21.8)	18.4	62.6	59.2
Changes in scope of consolidation and reclassifications	(4.9)	(14.3)	15.0	(4.2)
Translation adjustments				
31 December 2020	**3,340.1**	**(2,867.8)**	**(273.7)**	**198.6**
Increases	353.3	(311.5)	(93.8)	(52.0)
Decreases	(4.4)	0.5	72.3	68.4
Changes in scope of consolidation and reclassifications	33.3	(23.0)	(4.2)	6.1
Translation adjustments				
31 DECEMBER 2021	**3,722.3**	**(3,201.8)**	**(299.4)**	**221.1**

The chart below shows the maturities of capitalisable audiovisual rights acquisition contracts entered into by the Group to secure future programming schedules.



7.1.2. Intangible assets (other than audiovisual rights, see Note 7.1.1)

Accounting policy

Intangible assets (other than audiovisual rights) mainly comprise operating licences (other than broadcasting licences and audiovisual rights), brands and similar rights, and software. On the acquisition date, they are measured as follows:

- at acquisition cost, net of accumulated amortisation and impairment losses; or
- at fair value as of the acquisition date, if acquired in a business combination.

Subsequent to the acquisition date, intangible assets are measured at initial recognition cost less accumulated amortisation and impairment losses.

Intangible assets with finite useful lives are amortised using the straight-line method over their expected useful lives.

Intangible assets with indefinite useful lives, such as commercial brands owned by the Group, are not amortised. Those brands are tested for impairment using the royalties method, which takes account of the future royalty cash flow streams that each brand would generate individually, based on the premise that a third party would be prepared to pay a royalty for using the brand (see Note 7.3).

The figures shown below are net carrying amounts:

(€m)	Indefinite-lived brands(1)	Concessions, patents & similar rights	Other	Total
1 January 2020	**112.2**	**6.9**	**36.0**	**155.1**
Increases	-	12.0	15.5	27.5
Amortisation & impairment	(17.1)	(5.6)	(11.6)	(34.3)
Decreases	-	(0.4)	(6.5)	(6.9)
Changes in scope of consolidation and reclassifications	-	(0.5)	-	(0.5)
31 December 2020	**95.1**	**12.4**	**33.4**	**140.9**
Increases	-	4.8	17.7	22.5
Amortisation & impairment	1.1	(5.7)	(10.0)	(14.6)
Decreases	(2.7)	(0.2)	(2.8)	(5.7)
Changes in scope of consolidation and reclassifications	-	5.0	(4.6)	0.4
31 DECEMBER 2021	**93.5**	**16.3**	**33.7**	**143.5**
gross value	*109.5*	*87.1*	*90.9*	*287.5*
amortisation and impairment	*(16.0)*	*(70.8)*	*(57.2)*	*(144.0)*

(1) Impairment tests conducted on other indefinite-lived brands as of 31 December 2021, using the method described in the "Accounting policies" section of this note, identified an impairment loss of €2.5 million relating to the aufeminin brand (€2.5 million) and an impairment loss reversal of €3.6 million relating to the MyLittleParis brand. The decrease of €2.7 million reflects the divestment of Gofeminin and Alfeminile, both associated with the aufeminin brand.
In 2020, impairment tests conducted on indefinite-lived brands, using the method described in the "Accounting policies" section of this note, identified impairment losses as of 31 December 2020 relating to the MyLittleParis brand (€9.5 million) and the aufeminin brand (€7.6 million).

The "Other" column includes intangible assets in progress that may be transferred to "Concessions, patents and similar rights" (via the "Increases" and "Decreases" lines) when they are brought into use.

7.2. INVENTORIES: BROADCASTING RIGHTS AND OTHER INVENTORIES

Accounting policy

Programmes and broadcasting rights

- **Initial recognition**

In order to secure programming schedules for future years, the Group enters into binding contracts, sometimes for a period of several years, under which it acquires (and the other party agrees to deliver) programme rights and sports transmission rights.

A programme is treated as ready for transmission and recognised in inventory under "Programmes and broadcasting rights" when the following two conditions are met: technical acceptance (for in-house and external productions), and opening of rights (for external productions).

In the case of rights and programmes for which these two criteria have not been met (programmes not yet delivered, sports rights for which the right to broadcast is not activated until the date of the event, etc), the Group takes the view that it does not control the asset, since it has neither the right nor the ability to broadcast the programme. Consequently, such rights are not recognised in the balance sheet.

However, any advance payments made to acquire such rights are recognised as supplier prepayments.

The balance sheet line item "Programmes and broadcasting rights" includes:

- in-house productions, made by TF1 group companies for TF1 channels;
- external productions, comprising broadcasting rights acquired by the Group's channels.

The value of programmes and broadcasting rights is measured as follows:

- in-house production: at overall production cost (direct costs plus a portion of indirect production costs);
- broadcasting rights and co-productions: at purchase cost, less consumption for the year calculated at the end of each reporting period.

- **Accounting for consumption of programmes**

TF1 SA programmes (which account for most of the Group's programme inventory) are deemed to have been consumed as transmitted. If they are acquired for a single transmission, they are regarded as having been consumed in full at the time of that transmission. If they are acquired for two or more transmissions, consumption is calculated according to the type of programme using the rules described below, unless otherwise specified in the acquisition contract:

	Dramas with a running time of at least 52 minutes	Series	Films, TV movies and cartoons	Other programmes and broadcasting rights
• 1st transmission	80%	67%	50%	100%
• 2nd transmission	20%	33%	50%	-

"Other programmes and broadcasting rights" in the table above refers to children's programmes (other than cartoons), light entertainment, plays, factual and documentary programmes, news, sport, and dramas with a running time of less than 52 minutes.

- **Impairment and write-offs**

A provision for impairment is recorded once it becomes probable that a programme will not be transmitted, or if the contractual value at which it was recognised in inventory exceeds the value attributable to it using the rules described above.

Programmes that have not been transmitted and the rights to which have expired are written off as a component of current operating profit, and any previously-recognised provisions are reversed.

- **Rights acquired to secure future programming schedules**

Rights ordered under irrevocable contracts but not yet available for transmission (see above) are disclosed in the section relating to contracts entered into by TF1 to secure future programming schedules, and are priced at the contractual amount (or the estimated future cash outflow in the case of output deal contracts) less any advance payments made.

Use of estimates and judgement

Probability of transmission is assessed on the basis of the most recent programming schedules approved by management. If rights are resold, a provision is recorded once the sale is probable to cover any excess of the value at which the rights were initially recognised in inventory (or the amount of advance payments) over the actual or estimated selling price.

Other inventories

Other inventories comprise assets held for sale in the ordinary course of business, in the form of supplies or goods that are consumed as part of a sale process.

They are carried at the lower of cost or net realisable value.

Cost includes the purchase price plus customs duties and other taxes, and other directly attributable costs, minus trade discounts, rebates and other similar items (settlement discounts).

The line item "Inventories" consists mainly of programmes and broadcasting rights:

(€m)	31 December 2021	31 December 2020
Programmes and broadcasting rights	431.7	470.4
Other inventories	12.2	14.9
TOTAL	**443.9**	**485.3**

The table below shows the movement in programme and broadcasting rights inventory, valued in accordance with the accounting policy described above.

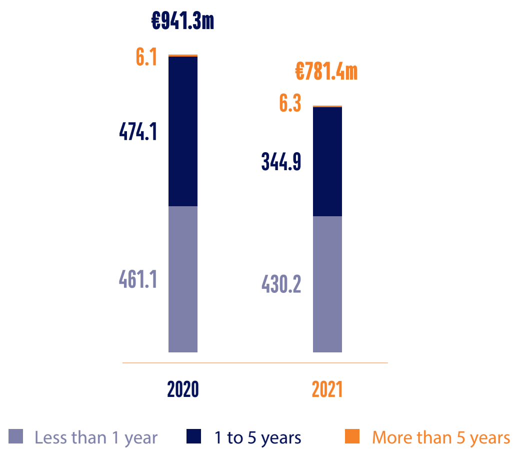
(€m)	Gross value	Impairment (net)	Inventories
1 January 2020	**650.5**	**(142.2)**	**508.3**
Net movement	(37.4)	0.1(1)	(37.3)
Translation adjustments	-	-	-
Changes in scope of consolidation and reclassifications	(0.9)	0.3	(0.6)
31 December 2020	**612.2**	**(141.8)**	**470.4**
Net movement	(69.1)	30.4(2)	(38.7)
Translation adjustments	-	-	-
Changes in scope of consolidation and reclassifications	-	-	-
31 DECEMBER 2021	**543.1**	**(111.4)**	**431.7**

(1) Includes €64.6 million of impairment losses charged, €64.7 million of impairment losses reversed.
(2) Includes €39.6 million of impairment losses charged, €70.0 million of impairment losses reversed.

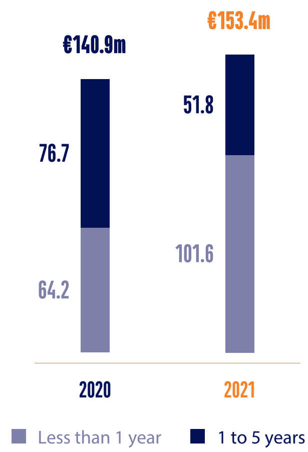
The programme and broadcasting rights inventory reported above is owned primarily by TF1 SA and the TF1 Acquisition de Droits economic interest grouping.

The charts below show the maturities of broadcasting and sports transmission rights acquisition contracts entered into by the Group to secure future programming schedules.

Programmes and broadcasting rights (€M)



Sport transmission rights (€M)



Some of those broadcasting and sports transmission rights contracts are expressed in US dollars; the amounts involved were the US dollar equivalent of €33.3 million in 2021 and €24.6 million in 2020.

In 2021, programmes and broadcasting rights related mainly to TF1 SA (€309.5 million, versus €320.5 million in 2020) and to the Acquisition de Droits economic interest grouping (€364.6 million, versus €501.6 million in 2020).

Sports transmission rights commitments related mainly to TF1 DS (€153.4 million in 2021, €140.9 million in 2020).

7.3. CURRENT ASSETS AND LIABILITIES

7.3.1. Trade and other receivables

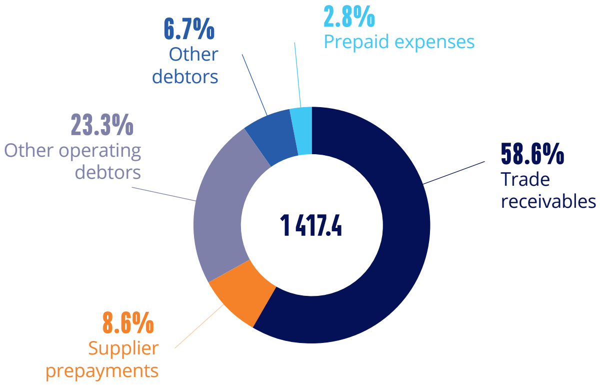
Accounting policy

These financial assets are initially recognised at fair value plus directly attributable transaction costs. At the end of each subsequent reporting period, they are measured at amortised cost using the effective interest method.

This category includes trade receivables, other receivables, loans receivable, deposits and caution money, loans and advances to non-consolidated equity investments, cash, and current account advances to joint ventures, associates and non-consolidated entities.

Loans and receivables are assessed individually for objective evidence of impairment.

Impairment of trade receivables is measured using an expected loss model at the time of initial recognition. Because the Group's trade receivables do not have a material financing component, a standard simplified expected loss model is applied to all such receivables.



(€m)	Gross value 2021	Impairment 2021	Carrying amount 2021	Carrying amount 2020
Trade receivables	842.2	(12.0)	830.2	725.0
Supplier prepayments(1)	122.4	(1.0)	121.5	141.1
Other operating receivables(2)	330.6	-	330.6	228.7
Other receivables(3)	102.0	(7.5)	94.5	74.9
Prepayments	40.7	-	40.6	26.8
TRADE AND OTHER DEBTORS	**1,437.9**	**(20.5)**	**1,417.4**	**1,196.5**

(1) This line includes advance payments in respect of acquisitions of programmes and sports transmission rights.
(2) Primarily amounts due to the government, local authorities, employees and social security bodies.
(3) Primarily receivables relating to minimum guaranteed payments to rights holders under contracts for the distribution of audiovisual content.

Movements in provisions for impairment of trade and other receivables during the period are shown below:

(€m)	2021	2020
Impairment as of 1 January	**(141.2)**	**(146.7)**
Additional provisions booked during the year	(3.6)	(0.3)
Reversals for debts written off during the year	7.0	1.2
Recovered during the year	0.5	1.9
Held-for-sale operations	-	-
Changes in scope of consolidation, translation adjustments and reclassifications(1)	116.8	2.7
IMPAIRMENT AS OF 31 DECEMBER	**(20.5)**	**(141.2)**

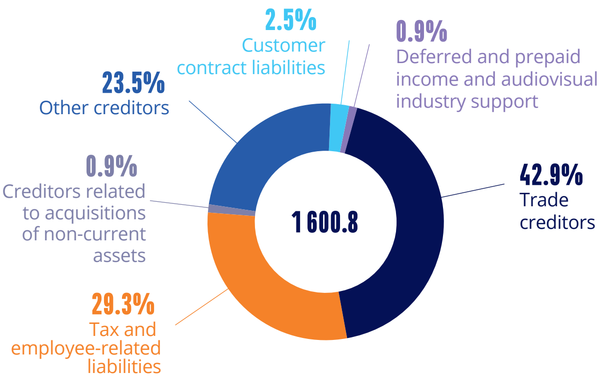
(1) In 2021, TF1 Video transferred its catalogue to TF1 Studios at a gross value of €122.3 million with an impairment allowance of €122.2 million, i.e., at a carrying amount of close to zero.

7.3.2. Trade and other payables

▸ **Breakdown of trade and other payables**

Accounting policy

Grants received by the TF1 group mainly comprise grants received by the Group's production companies from funds set up to support the audiovisual industry, in particular grants awarded by the French National Centre for Cinematography (CNC). Grants awarded by audiovisual industry support funds are initially recorded as deferred income in "Trade and other payables" on the liabilities side of the balance sheet once the grant has been definitively awarded. They are taken to the income statement under "Other current operating income" on exploitation of the corresponding rights.



(€m)	2021	2020
Trades payables	686.2	664.4
Advance payments received	-	-
Tax and employee-related liabilities[1]	469.2	396.2
Amounts payable for acquisitions of non-current assets	14.8	18.7
Other payables	376.5	268.1
Customer sur contrats liabilities	40.5	29.4
Deferred and prepaid income and audiovisual industry support fund grants[2][3]	13.6	7.1
TRADE AND OTHER CREDITORS	**1,600.8**	**1,383.9**

(1) Mainly comprises VAT payable, and amounts owed to employees and social security bodies.

(2) Audiovisual industry support fund grants included in payables mainly comprise grants awarded by the CNC.

▸ **Movement in customer contract liabilities**

	Upfront payments	Audience guarantees on advertising campaigns	Sales of rights not yet opened	Other	Total
31 December 2020	18.4	5.7	5.3	-	29.4
Increases	26.0	11.0	3.5	-	40.5
Revenue recognised during the period	(18.4)	(5.7)	(5.3)	-	(29.4)
31 DECEMBER 2021	**26.0**	**11.0**	**3.5**	**-**	**40.5**

7.3.3. Current provisions

Accounting policy

Provisions are recorded when there is a legal or constructive obligation to a third party arising from a past event; the obligation will certainly or probably result in an outflow of resources with no corresponding inflow of resources; and the amount of the outflow can be measured reliably. Provisions are reviewed at the end of each reporting period, and adjusted where necessary to reflect the best estimate of the obligation as of that date.

Contingent liabilities are obligations whose existence will be confirmed only by the occurrence of future events or for which the outflow of resources cannot be measured reliably. No provision is recorded for contingent liabilities.

Use of estimates and judgement

Provisions include those booked to cover litigation and claims of whatever kind, the amount of which is estimated based on assumptions regarding the most likely outcomes. In determining those assumptions, TF1 management may if necessary rely on the assessments of external advisors.

Current provisions mainly comprise provisions for litigation and claims arising in the normal operating cycle and for which settlement will probably occur within twelve months. They are determined in the same way as non-current provisions (see Note 7.3.6).

The table below shows movements in current provisions during 2021:

(€m)	Litigation and claims: employees	Litigation and claims: commercial	Other contractual litigation, claims, and risks	Other	Total current provisions
1 January 2021	**5.2**	**4.3**	**10.1**	**1.6**	**21.2**
Charges	2.0	3.7	12.7	1.0	19.4
Reversals: used	(0.8)	(0.6)	(4.7)	(0.1)	(6.2)
Reversals: unused	(0.6)	(0.1)	(3.5)	0.1	(4.1)
Changes in scope of consolidation and reclassifications	0.1	-	(2.8)	(0.4)	(3.1)
31 DECEMBER 2021	**5.9**	**7.3**	**11.8**	**2.2**	**27.2**

No material contingent liabilities had been identified as of the date of preparation of the financial statements.

Provisions for commercial litigation and claims mainly relate to ongoing disputes with customers, producers and rights-holders.

Provisions for other contractual litigation, claims and risks are intended to cover risks of claims from other third parties with contractual relations with TF1, including guarantees given by TF1 in connection with divestments of equity interests.

▸ Alleged restraint of trade

In 2014, the Canal+ group filed a complaint with the Competition Authority against TF1, M6 and France Télévisions relating to certain practices adopted in the buying of rights to original French movies known as "catalogue" movies; TF1 was also heard. TF1 received a notice of complaint in February 2018, and presented its counter-arguments on 26 April 2018. In a decision of 27 May 2019, the Competition Authority rejected the complaint, which it judged to be without foundation. The Canal+ group lodged an appeal against this decision; the appeal was rejected by the Appeal Court, which on 8 October 2020 upheld the Competition Authority's original decision. The Canal+ group then lodged an appeal with the *Cour de cassation* (the French supreme court); representations from both parties were filed in 2021, and a ruling is expected in 2022.

In July 2019, Molotov filed a complaint against TF1 and M6 with the Competition Authority alleging abuse of dominant position and abuse of economic dependency. The Competition Authority rejected the complaint on 30 April 2020, on the grounds that Molotov had provided insufficient evidence to substantiate its allegations. On 24 June 2020, Molotov referred the matter to the Paris Appeal Court, seeking to have the Competition Authority's decision struck out and reversed; on 30 September 2021, that appeal was rejected by the Appeal Court.

In a separate claim, Molotov brought an action in damages against TF1 in the Commercial Court on 10 November 2020, alleging unfair contractual terms and breach of the undertakings relating to Salto. On 10 December 2020, TF1 requested a stay in proceedings pending a ruling from the judicial court on counterfeiting. That request having been rejected on 18 October 2021, TF1 filed its pleadings on 10 December 2021. On 7 January 2022, the Paris judicial court ordered Molotov to pay €8.5 million (including €7.9 million for counterfeiting). Contact between the parties has been ongoing since that date to agree on potential arrangements for Molotov to resume carrying TF1 group channels, and on the terms settling the outstanding disputes between the parties.

These risks are not at present covered by any provision in the TF1 consolidated financial statements.

7.4. NON-CURRENT ASSETS AND LIABILITIES

Accounting policy

The recoverable amount of an asset is the higher of value in use or fair value less costs to sell. If fair value less costs to sell cannot be reliably measured, the recoverable amount of an asset is its value in use.

The value in use of assets to which independent cash flows can be directly allocated is determined individually. All other assets are grouped within cash-generating units (CGUs) to determine their value in use. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The value in use of an asset or a CGU is measured using the discounted cash flow (DCF) method, based on 3-year cash flow projections in business plans approved by TF1 management and the Board of Directors plus a standard annual cash flow figure (after lease expenses) for the time horizon beyond the 3-year business plan. The cash flows used are determined on an after-tax basis.

These cash flow projections are discounted using an after-tax discount rate, determined on the basis of the weighted average cost of capital (calculated using market parameters, such as beta and capitalisation) of a sample of companies representative of the business sector to which the asset being tested belongs.

The recoverable amount of the CGU's assets is then compared with their carrying amount in the consolidated balance sheet (after including the right of use of leased assets, and deducting lease obligations).

Use of estimates and judgement

The carrying amount of goodwill in the TF1 consolidated financial statements is reviewed at least annually. These impairment tests are sensitive to medium-term financial forecasts and to the discount rates used to estimate the value in use of cash-generating units (CGUs).

Impairment

At the end of each reporting period, the Group assesses whether there are internal or external events or circumstances which indicate that a non-current asset may have been impaired. If there is such an indication, or if the asset is required to be tested for impairment annually (goodwill, and intangible assets with indefinite useful lives), the recoverable amount of the asset is estimated.

An impairment loss is recognised where the recoverable amount of an asset or CGU is less than its carrying amount. Impairment losses on finite-lived and indefinite-lived items of property, plant and equipment and intangible assets may be reversed subsequently if the recoverable amount of the asset becomes greater than its carrying amount again. The only impairment losses that may not be reversed are those taken against goodwill.

7.4.1. Goodwill

In applying IFRS, the TF1 group has elected to recognise goodwill using the partial goodwill method, i.e., without remeasuring at fair value the non-controlling interests at the acquisition date based on the purchase consideration. Consequently, the effect of fair value remeasurements recognised on buyouts of non-controlling interests is offset against consolidated shareholders' equity, with no additional assets recognised in the balance sheet as a result of the acquisition.

As described in Note 1 ("Significant events of 2021"), the TF1 group has made organisational changes by merging the activities of Unify into those of the Broadcasting segment. In addition, the divestment of the Games business during 2021 led to the Music and Licences business also being merged into the Broadcasting segment.

Consequently, the activities of the Digital/Unify business and the Music & Licences businesses were absorbed into the Broadcasting segment, leading to the creation of two CGUs:

- Media: includes all of the Group's TV channels and online content creation/publishing and special interest community activities; these are monetised primarily through sales of advertising space, distribution of the Group's channels via ISPs and OTT operators, and various associated services.
- Newen Studios: includes content subsidiaries whose activities are primarily focused on producing, acquiring, developing and distributing audiovisual rights.

The table below shows movements in goodwill for the period, by segment:

(€m)	Media	Newen Studios	Digital(1)	Total
Goodwill at 1 January 2020	**407.7**	**192.3**	**245.2**	**845.2**
Acquisitions	-	(0.8)	-	(0.8)
Disposals	-	-	-	-
Translation adjustments		(0.9)		(0.9)
Other adjustments	0.7	-		0.7
Reclassifications	-	-	-	-
Impairment	-	-	(57.9)	(57.9)
Goodwill at 31 December 2020	**408.4**	**190.6**	**187.3**	**786.3**
Acquisitions	0.7	21.8	-	22.5
Disposals	(7.9)	-	(2.4)	(10.3)
Translation adjustments	-	1.2	-	1.2
Other adjustments	-	-	0	-
Reclassifications	184.9	-	(184.9)	-
Impairment	-	-	-	-
GOODWILL AT 31 DECEMBER 2021	**586.1**	**213.6**	**(0.0)**	**799.7**
Gross value	*674.3*	*187.9*	-	*862.2*
Accumulated impairment	*(62.4)*	-	-	*(62.4)*

(1) As explained above, the former Digital segment has been absorbed into the Media segment.

In 2021, increases in goodwill mainly comprised €15.4 million generated by the acquisition of 65% of the iZen group (Spain) as described below, and €4.9 million generated by the acquisition of 51% of the Flare group (Germany).

Decreases in goodwill mainly related to the successive divestments of Alfemminile (Italy), Gofeminin.de (Germany) and Livingly Media (USA). All three divestments were deemed to fall within the scope of IFRS 3, and resulted in the derecognition of goodwill.

In 2020, the goodwill of the Digital CGU was written down by €57.9 million, as described in Note 1 to the consolidated financial statements for the year ended 31 December 2020. The other changes in goodwill arose from the acquisition of Ringside Studios by the Studios & Entertainment division (see Note 6.3.1, "Cash effect of changes in scope of consolidation"), and a reduction of €1.6 million in the final purchase price for Première Bobine (Reel One).

(€m)	Media segment		Newen Studios segment		Digital segment		Total	
Year	**2021**	**2020**	**2021**	**2020**	**2021**	**2020**	**2021**	**2020**
Number of CGUs	**1**	**1**	**1**	**2**	**-**	**1**	**2**	**4**
Media CGU	586.1	-					586.1	-
Newen Studios CGU			213.6	-	-		213.6	-
Broadcasting CGU		408.4					-	408.4
Newen/TF1 Studios CGU				190.6	-		-	190.6
TF1 Entertainment CGU			-	-	-	-	-	-
Digital CGU			-	-	-	187.3	-	187.3
TOTAL	**586.1**	**408.4**	**213.6**	**190.6**	**-**	**187.3**	**799.7**	**786.3**

Impairment testing of goodwill

The recoverable amount of each of the two CGUs (Media and Newen Studios) was determined by calculating the value in use using the discounted cash flow (DCF) method, based on three-year cash flow projections compiled from plans and budgets approved by the TF1 Board of Directors. Cash flows beyond the projection time horizon were extrapolated at a perpetual growth rate that reflects past experience and incorporates prudent assumptions about the growth potential of the markets in which each CGU operates, and their competitive positions in those markets.

The business plans used in the tests were prepared on the basis of revenue growth rates and operating margins consistent with actual performances over the previous five years. Those business plans take account of factors including:

- the impacts of the economic situation and competitive environment, and of trends in how content is consumed and in advertising media;
- the acceleration of the transformation of the TF1 group, and the organic expansion of its activities;
- the ongoing implementation of a resolutely multi-channel, multi-media and multi-line strategy that allies mass audience power with targeting across all platforms, plus the expansion of production activities and the development of new monetisation techniques, which is reflected by:
  - securing the core Media business: TV and online content (including news) and advertising,
  - delivering a high-performance digital offering,
  - opening up new distribution channels (platformisation,, OTT) via the MYTF1 site and the TF1 group's involvement in the Salto project,
  - ongoing build-up of Newen to reinforce the production and distribution side, in France and internationally.

The cash flows used for impairment testing purposes build in any financial impacts from the commitments made by the TF1 group in its climate risks roadmap.

The perpetual growth rates applied for impairment testing as of 31 December 2021 were in a range between 1% and 2% depending on the nature of the CGU's business; the rates used in 2020 were in the same range.

The after-tax discount rate used as of 31 December 2021 was determined using external data sources, using the method described in Note 7.3 (data sources: market data from Associés en Finances). The TF1 group is aware of the growing convergence between TV broadcasting, online video and TV/video content production within key media industry players.

The market inputs available in determining the discount rates used by the Group for the Media and Newen Studios CGUs reflect that convergence, and led the Group to set a single discount rate of 7.30% (compared with the rates used in 2020 of 7.23% for Broadcasting and Studios & Entertainment and 9.01% for Digital).

For both CGUs, analyses were performed of the sensitivity of the calculations to key assumptions (discount rate, growth rate, normative cash flows), both individually and using combinations of discount rate and normative cash flow scenarios, including reasonably possible changes in those assumptions.

For those CGUs, recoverable amount would equal the carrying amount of the assets tested if the following assumptions (taken individually) were to be applied:

2021	Change in discount rate	Change in normative cash flows	Change in perpetual operating margin
Media CGU	799 bp	-65%	-762 bp
Newen Studios CGU	531 bp	-56%	-553 bp

2020	Change in discount rate	Change in normative cash flows	Change in perpetual operating margin
Broadcasting CGU	946 bp	-83%	-1,185 bp
Studios & Entertainment CGUs (aggregated)	702 bp	-65%	-831 bp
Digital CGU	N/A	N/A	N/A

For the Media CGU, in the event of a 10% reduction in normative operating margin combined with an increase of 50 basis points in the discount rate, the recoverable amount would exceed the carrying amount by €1,198 million (€1,251 million at end-2020).

For the Newen Studios CGU, in the event of a 10% reduction in normative operating margin combined with an increase of 50 basis points in the discount rate, the recoverable amount would exceed the carrying amount by €218 million (€373 million at end-2020).

7.4.2. Property, plant and equipment

Accounting policy

- **Property, plant and equipment owned outright**

Property, plant and equipment is carried at acquisition cost net of accumulated depreciation and impairment losses.

Depreciation is charged on a straight-line basis over the expected useful life of the asset, taking account of any residual value of the asset:

- Buildings : 25 to 50 years;
- Technical installations: 3 to 7 years;
- Other property, plant and equipment: 2 to 10 years;
- Land is not depreciated.

Where an asset is made up of components with different useful lives, those components are recognised and depreciated as separate items within property, plant and equipment.

Gains or losses on disposals of property, plant and equipment represent the difference between the sale proceeds and the net carrying amount of the asset, and are included in "Other current operating income and expenses".

The table below shows movements in property, plant and equipment, and in depreciation and impairment, during the years ended 31 December 2021 and 2020 (the figures shown are net carrying amounts):

(€m)	Land	Buildings	Technical facilities	Other property, plant and equipment	Property, plant and equipment in progress	Total
1 January 2020	**64.8**	**73.9**	**16.5**	**45.7**	**5.3**	**206.2**
Increases	-	0.6	10.6	19.1	2.8	33.1
Depreciation & impairment	-	(2.3)	(8.7)	(9.2)	-	(20.2)
Decreases	-	0.1	(0.1)	(0.8)	-	(0.8)
Changes in scope of consolidation and reclassifications	-	-	8.4	(1.7)	(6.8)	(0.1)
31 December 2020	**64.8**	**72.3**	**26.7**	**53.1**	**1.3**	**218.2**
Increases	-	-	9.6	15.6	4.4	29.6
Depreciation & impairment	-	(2.6)	(10.5)	(11.7)	-	(24.8)
Decreases	(0.9)	(0.2)	(0.7)	(0.3)	-	(2.1)
Changes in scope of consolidation and reclassifications	-	(0.1)	3.2	0.5	(3.0)	0.6
31 DECEMBER 2021	**63.9**	**69.4**	**28.3**	**57.2**	**2.7**	**221.5**
Gross value	*63.9*	*107.4*	*190.9*	*159.5*	*2.7*	*524.4*
Depreciation and impairment	*-*	*(38.0)*	*(162.6)*	*(102.3)*	*-*	*(302.9)*

7.4.3. Right of use of leased assets

Accounting policy

IFRS 16 defines the right of use under a lease as an asset that represents a lessee's right to use an underlying asset for the lease term.

This right of use is recognised by the TF1 group on the commencement date of the lease (the date on which the asset is made available). It is measured at cost, which includes:

- the initial amount of the lease obligation;
- lease payments made in advance to the lessor, less any lease incentives received from the lessor;
- material initial direct costs incurred by the lessee to obtain the lease, i.e., costs that would not have been incurred if the lease had not been obtained;
- an estimate of the costs of dismantling the leased asset, or restoring it to the condition required by the terms of the lease.

The right of use asset is depreciated on a straight line basis over the lease term. It is written down by means of an impairment allowance if there is an indication that it may have become impaired.

The lease term is the non-cancellable period for which the lessee has the right to use the underlying asset, including any extension or termination options the lessee is reasonably certain to exercise.

Within the TF1 group, rights of use relate mainly to property leases contracted within France, generally with a lease term of nine years.

An analysis of the right of use of leased assets is presented below:

(€m)	Land and buildings	Technical facilities	Other property, plant and equipment	Total
1 January 2020	**93.8**	**-**	**-**	**93.8**
Translation adjustments	(0.1)	-	-	(0.1)
Changes in scope of consolidation	-	-	-	-
Lease modifications and other movements	13.4	-	-	13.4
Net depreciation expense	(20.8)	-	-	(20.8)
31 December 2020	**86.3**	**-**	**-**	**86.3**
Translation adjustments	0.1	-	-	0.1
Changes in scope of consolidation	(4.9)	-	-	(4.9)
Lease modifications and other movements	(2.7)	-	1.2	(1.5)
Net depreciation expense	(21.1)	-	(0.4)	(21.5)
31 DECEMBER 2021	**57.7**	**-**	**0.8**	**58.5**
gross value	*163.7*	-	*1.2*	*164.9*
depreciation and impairment	*(106.0)*	-	*(0.4)*	*(106.4)*

In 2020 and 2021, the TF1 group sublet part of the Atrium building. That sublease was classified as an operating lease in the TF1 group financial statements, since the Group takes the view that it does not transfer substantially all the risks and rewards of ownership to the lessee. Consequently, the rental income derived from the sub-lease is being recognised in profit or loss on a straight line basis over the entire lease term (€1.0 million in 2021).

► Timing of sub-lease rental income

	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	5 years or more	Total due > 1 year
Timing of sub-lease rental income – 2021	1.6	1.7	1.7				3.4

During 2021, the Group was granted rent concessions of €0.6 million, recognised in profit or loss under the option permitted by the June 2020 amendment to IFRS 16 that allows entities to take such concessions to profit or loss without adjusting the carrying amounts of lease assets and liabilities.

7.4.4. Investments in joint ventures and associates

Accounting policy

Because goodwill included in the carrying amount of investments in associates and joint ventures is not presented separately, this goodwill is not tested individually for impairment, in accordance with IAS 36. The total carrying amount is tested for impairment by comparing its recoverable amount to its carrying amount if there is evidence that the investment is impaired.

The table below gives details of investments in joint ventures and associates:

(€m)	Extension TV	Salto(1)	Other	Total
1 January 2020	**9.8**	**0.4**	**2.1**	**12.3**
Share of profit/(loss) for the period	0.8	(10.8)	(1.3)	(11.3)
Provision for impairment	-	-	-	-
Dividends paid	-	-	-	-
Changes in scope of consolidation and reclassifications		10.4	(0.4)	10.0
Provision for risks	-	-		-
31 December 2020	**10.6**	**(0.0)**	**0.4**	**11.0**
Share of profit/(loss) for the period	0.7	(28.6)	(0.6)	(28.5)
Provision for impairment	-	-	-	-
Dividends paid	(1.7)	-	-	(1.7)
Changes in scope of consolidation and reclassifications	-	28.6	7.1	35.7
Provision for risks	-	-	-	-
31 DECEMBER 2021	**9.6**	**(0.0)**	**6.9**	**16.5**

(1) The investment in Salto had a carrying amount of zero as of 31 December 2021 and 31 December 2020. A provision of €28.7 million was taken against the current account receivable with TF1 SPV SAS, the entity that owns the equity interest in Salto, on the basis that the receivable is effectively quasi-equity. Consequently, that provision has been included in the amounts presented above.

No other material income or expenses recognised directly in equity were reported by joint ventures or associates.

7.4.5. Other non-current financial assets

Accounting policy

With effect from 1 January 2018, financial assets are classified in one of three categories (financial assets at amortised cost, financial assets at fair value through other comprehensive income, and financial assets fair value through profit or loss) depending on the business model for managing the asset and the contractual cash flow characteristics of the asset, which for each of those categories respectively are:

- assets held within a business model whose objective is to hold assets in order to collect contractual cash flows;
- assets held within a business model whose objective is to hold assets in order to collect contractual cash flows and cash flows from selling the asset;
- assets held within any other business model.

IFRS 9 also allows an elective treatment for equity instruments not held for trading, under which changes in fair value can be recognised through other comprehensive income (OCI); this treatment must be elected for each instrument individually, and is irrevocable.

Classification

The TF1 group holds financial assets in the following categories:

- **Financial assets at amortised cost:** these are assets held within a business model whose objective is to hold assets in order to collect contractual cash flows ("basic loans"). The TF1 group classifies the following assets within this category: trade receivables, other receivables, loans receivable, deposits and caution money, loans and advances to non-consolidated equity investments, cash, and current account advances to joint ventures, associates and non-consolidated entities. Such assets are accounted for using the effective interest method, which means that on initial recognition they are measured at fair value (acquisition cost plus transaction costs). They are assessed individually for objective evidence of impairment.
- **Financial assets at fair value:** the Group classifies the following financial assets in this category:
  - **Equity instruments owned by the Group:** these are assets held within a business model whose objective is to hold assets in order to collect contractual cash flows and cash flows from selling the asset. TF1 classifies in this category equity interests in companies over which the Group exercises neither control nor significant influence. They are accounted for at fair value through profit or loss or through OCI, depending on the option elected by the Group. None of the Group's equity interests is held for trading.
  - **Derivative instruments (other than designated and effective hedging instruments):** these are held-for-trading instruments (other business models).

Use of estimates and judgement

IFRS 13 establishes a three-level hierarchy of fair value measurement methods for financial instruments:

- Level I: measurement based on quoted prices in active markets;
- Level II: measurement based on observable market parameters;
- Level III: measurement based on non-observable market parameters.

The methods used by the TF1 group in applying those principles are as follows:

The fair value of financial instruments is where possible measured by reference to the market price derived from trading on a national stock exchange or over-the-counter market. Where no quoted market price is available, fair value is estimated using other valuation methods such as the actual valuation of comparable transactions (revenue or EBITDA multiples) or the discounted cash flow method, which rely on observable (level II) or non-observable (level III) parameters.

Financial instruments whose fair value cannot be measured reliably are carried at cost.

The fair value of interest rate derivatives and currency derivatives is estimated using valuations obtained from bank counterparties or from financial models generally used in the financial markets, on the basis of market data at the end of the reporting period (level II method).

Because of their short maturities, the carrying amount of trade and other receivables, cash, and treasury current accounts is regarded as the best approximation of their fair value.

▸ **Analysis of all financial assets by category**

2021 *(€m)*	Financial assets at amortised cost	Financial assets at fair value: Fair value through profit or loss	Financial assets at fair value: Fair value through OCI	Level	Total
Other non-current financial assets	12.2	1.2	1.9	III	15.3
Advances and down-payments made on orders	121.5				121.5
Trade receivables	830.2				830.2
Customer contract assets	-				-
Other current receivables	465.7				465.7
Other current financial assets					-
Currency derivatives			*0.2*	*II*	*0.2*
Interest rate derivatives					-
Financial assets used for treasury management purposes					-
Cash and cash equivalents	384.0				384.0

2020 *(€m)*	Financial assets at amortised cost	Financial assets at fair value: Fair value through profit or loss	Financial assets at fair value: Fair value through OCI	Level	Total
Other non-current financial assets	50.1	2.3	0.5	III	52.9
Advances and down-payments made on orders	141.1				141.1
Trade receivables	725.0				725.0
Customer contract assets	-				-
Other current receivables	330.4				330.4
Other current financial assets					-
Currency derivatives				*II*	-
Interest rate derivatives					-
Financial assets used for treasury management purposes					-
Cash and cash equivalents	178.6				178.6

No transfers between levels in the fair value hierarchy were made in either 2021 or 2020.

▸ **Other non-current financial assets**

Accounting policy

This category mainly comprises equity instruments at fair value through profit or loss or through OCI, depending on the option elected by the Group. TF1 classifies in this category equity interests in companies over which the Group exercises neither control nor significant influence.

Equity instruments are classified at fair value through profit or loss if the investee's business activities are aligned on the Group's core business.

Other non-current financial assets break down as follows:

(€m)	2021	2020
Equity investments in non-consolidated entities	3.1	2.8
Loans and advances to non-consolidated equity investees	-	0.1
Loans receivable[(1)]	6.6	45.9
Deposits and caution money	5.6	4.1
OTHER FINANCIAL ASSETS	**15.3**	**52.9**

(1) "Loans receivable" mainly comprise production finance advanced by a subsidiary of Première Bobine Inc. to Canadian audiovisual production companies belonging to the Champlain group, which is accounted for as an associate using the equity method in the TF1 group consolidated financial statements.

Equity investments in non-consolidated entities

The main equity investments in non-consolidated entities as of 31 December 2021 break down as follows:

		Financial assets at fair value		
(€m)	% interest at year-end	through profit or loss	through OCI	Total
Studio71	0%			
Other		1.2	1.9	3.1
EQUITY INVESTMENTS IN NON-CONSOLIDATED ENTITIES		**1.2**	**1.9**	**3.1**

In 2021, changes in the fair value of non-consolidated equity investments recognised in equity amounted to €27.5 million and related to Studio71. The equity investment in Studio71 was divested during 2021.

The main equity investments in non-consolidated entities as of 31 December 2020 break down as follows:

		Financial assets at fair value		
(€m)	% interest at year-end	through profit or loss	through OCI	Total
Studio71	6%			
Other		2.3	0.5	2.8
EQUITY INVESTMENTS IN NON-CONSOLIDATED ENTITIES		**2.3**	**0.5**	**2.8**

In 2020, changes in the fair value of non-consolidated equity investments recognised in equity amounted to €9.1 million and related to Studio71.

7.4.6. Non-current provisions

Accounting policy

The main types of non-current provisions are described below.

- **Provisions for retirement benefits**

The Group's employees are entitled to retirement benefits under defined-contribution and defined-benefit plans, which may be partially managed via the Group's pension funds.

Employees of the TF1 group's French subsidiaries belong to general and supplementary French pension schemes. These are defined-contribution plans, under which the TF1 group's obligation is limited to the payment of a periodic contribution based on a specified percentage of staff costs. Those contributions are expensed in profit or loss for the period under "Staff costs".

The Group's obligation is partially covered by an insurance contract. The provision for retirement benefits recognised in the balance sheet represents the total obligation less the value of this contract.

Use of estimates and judgement

The pension cost recognised for defined-benefit plans is determined using the projected unit credit method at the expected retirement date, based on final salary, and taking account of:

- vested benefit entitlements under collective agreements for each category of employee based on length of service,
- staff turnover rate, calculated using historical average data for employees leaving the company,
- salaries and wages, including a coefficient for employer's social security charges as currently payable,
- an annual salary inflation rate,
- life expectancy of employees, determined using statistical tables,
- a discount rate, applied to the obligation and reviewed annually.

Benefit entitlements are recognised on a straight line basis only over the final years of the period of service during which employees' capped benefits vest.

Actuarial gains and losses arise on defined-benefit post-employment benefit plans as a result of changes in the actuarial assumptions used to measure the obligation and plan assets from one period to the next, and of differences between actual market conditions and the expected market conditions used in the assumptions. Since 1 January 2011, the TF1 group has recognised actuarial gains and losses directly in equity, in accordance with the revised IAS 19.

- **Other non-current provisions**

These provisions cover litigation and claims, and risks relating to non-recurring commitments for which settlement occurs outside the normal operating cycle.

Provisions for litigation and claims include the estimated amount payable to third parties in respect of litigation and claims. They also include provisions for charges relating to disputes with tax and social security authorities; in such cases, the amount shown on reassessment notices issued by the authorities is provided for unless the company concerned regards it as highly probable that it will successfully defend its position against the authorities.

Use of estimates and judgement

These provisions are measured as the probable outflow of resources resulting from ongoing litigation or claims arising from an event prior to the end of the reporting period.

Analysis of non-current provisions

The table below shows movements in non-current provisions during 2021 and 2020:

	Provisions for:		
(€m)	Retirement benefits	Other	Total
31 December 2019 restated[(1)]	**36.7**	**0.5**	**37.2**
Charges	4.2	2.3	6.5
Reversals: used	(2.9)	(0.3)	(3.2)
Reversals: unused	(3.6)	-	(3.6)
Actuarial (gains)/losses	4.5	-	4.5
Changes in scope of consolidation and other items[(1)]	0.4	-	0.4
31 December 2020 restated[(1)]	**39.3**	**2.5**	**41.8**
Charges	5.0	6.5	11.5
Reversals: used	(1.8)	(0.3)	(2.1)
Reversals: unused	(1.8)	-	(1.8)
Actuarial (gains)/losses	(2.6)	-	(2.6)
Changes in scope of consolidation and other items	(0.2)	(0.4)	(0.6)
31 DECEMBER 2021	**37.9**	**8.3**	**46.2**

(1) Provisions for lump-sum retirement benefit obligations as of 31 December 2019 and 31 December 2020 have been restated for the effects of applying the IFRIC agenda decision on the method for calculating the period of service used when measuring the provision for lump-sum retirement benefits. See Note 2.2., "New standards, amendments and interpretations effective within the European Union and mandatorily applicable or permitted for early adoption in periods beginning on or after 1 January 2021": IFRS IC agenda decision on IAS 19.

Provisions for retirement benefit obligations

Accounting policy

Use of estimates and judgement: provisions for retirement benefit obligations are calculated by the TF1 group itself using the projected unit credit method, as described in Note 7.4.6. This calculation is sensitive to assumptions regarding the discount rate, the salary inflation rate and the staff turnover rate.

Main actuarial assumptions

	2021	2020	2019	2018	2017
Discount rate (iBoxx A10)	1.0%	0.6%	0.9%	2.1%	1.5%
Expected rate of return on plan assets	0.0%	0.0%	2.5%	2.7%	1.5%
Expected salary inflation rate	2.0%	2.0%	2.0%	2.0%	2.0%
Life table	INSEE	INSEE	INSEE	INSEE	INSEE

In accordance with CNC recommendation 2013-02, only voluntary departures may be used when calculating the staff turnover rate for this purpose. Consequently, staff turnover rates were revised in 2021, based on actual voluntary departures in previous years.

A reduction of 50 basis points in the discount rate applied would increase the obligation by €4.8 million. Under the accounting policies applied by the Group, the resulting actuarial losses would be recognised directly in equity.

Expense recognised in the income statement for retirement benefit obligations

(€m)	2021	2020
Current service cost	(4.7)	(3.7)
Interest expense on the obligation	(0.3)	(0.5)
Expected return on plan assets	-	-
Past service cost	-	-
EXPENSE RECOGNISED	**(5.0)**	**(4.2)**
Amount recognised in "Staff costs"	(5.0)	(4.2)
Actual return on plan assets	**-**	**-**

Changes in the fair value of the retirement benefit obligation and of plan assets

(€m)	Retirement benefit obligation 2021	Fair value of plan assets 2021	Carrying amount 2021	Carrying amount 2020 restated
Start of period	**46.2**	**(6.9)**	**39.3**	**36.7**
Current service cost for the period	4.7	-	4.7	3.7
Interest cost (unwinding of discount)	0.3	-	0.3	0.5
Reversals of provisions	(3.6)	-	(3.6)	(6.5)
Actuarial (gains)/losses	(2.6)	-	(2.6)	4.5
Changes in scope of consolidation and reclassifications	-	(0.2)	(0.2)	0.4
Expected return on plan assets	-	-	-	-
Held-for-sale operations	-	-	-	-
END OF PERIOD	**45.0**	**(7.1)**	**37.9**	**39.3**

Plan assets are in the form of contributions paid into "Fonds Club no.1", a mutual fund denominated in euros and managed by an independent financial institution. Based on financial information supplied by the fund manager, the gross return was 0% in 2021. As of 31 December 2021, the fund had an estimated fair value of €7.1 million.

7.5. SHAREHOLDERS' EQUITY

7.5.1. Share capital

Accounting policy

Treasury shares acquired by the TF1 group are deducted from consolidated equity. No gains or losses arising on the purchase, sale or cancellation of treasury shares are recognised in the income statement.

As of 31 December 2021, the share capital of TF1 SA consisted of 210,485,635 fully paid ordinary shares. Movements in share capital during 2021 were as follows:

Number of shares	Number of shares outstanding	Number of treasury shares	Total number of shares
1 January 2020	**210,242,074**	**-**	**210,242,074**
Capital increases(1)	155,500		155,500
Purchases of treasury shares(2)	(4,583)	4,583	-
Share exchange transaction			-
Cancellation of treasury shares		(4,583)	(4,583)
31 December 2020	**210,392,991**	**-**	**210,392,991**
Capital increases(1)	92,644		92,644
Purchases of treasury shares(2)			-
Share exchange transaction			-
Cancellation of treasury shares			-
31 December 2021	**210,485,635**	**-**	**210,485,635**
Par value	*€0.20*	*€0.20*	*€0.20*

(1) Arising from exercise of stock options (see Note 7.5.4.2).
(2) Treasury shares: see Note 7.5.4.4 on share buybacks below.

7.5.2. Earnings per share

Accounting policy

Basic earnings per share is obtained by dividing net profit for the period by the weighted average number of shares outstanding during the period.

All shares conferring unrestricted rights upon the shareholder are included. Shares in the parent company held by the company itself or by consolidated companies are excluded from the average number of shares outstanding.

Diluted earnings per share is calculated by including all financial instruments giving future access to the capital of the parent company, whether these instruments are issued by the parent company itself or by a subsidiary. The dilutive effect is calculated separately for each instrument, based on the conditions prevailing at the end of the reporting period and excluding anti-dilutive instruments.

Non-dilutive stock subscription option plans are excluded from this calculation.

Basic earnings per share is calculated on the basis of net profit for the year attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding during the year.

Because potentially dilutive ordinary shares have no adjusting effect on net profit for the year, diluted earnings per share is calculated on the basis of net profit for the year attributable to ordinary shareholders and of the weighted average number of ordinary shares outstanding during the year, adjusted for the effects of all potentially dilutive ordinary shares. Diluted earnings per share takes account of the dilutive effect of performance share plans, and of stock subscription option plans where the exercise price is lower than the average quoted market price of TF1 shares over the period.

	2021	2020
Net profit/(loss) from continuing operations attributable to the Group	225.3	55.3
Net profit/(loss) from discontinued or held-for-sale operations	-	-
Net profit attributable to the Group *(€m)*	**225.3**	**55.3**
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES	**210,447,033**	**210,331,637**
Earnings per share from continuing operations	1.07	0.26
Earnings per share from discontinued or held-for-sale operations	-	-
Basic earnings per share *(€)*	**1.07**	**0.26**
AVERAGE NUMBER OF ORDINARY SHARES AFTER DILUTION	**210,704,979**	**210,482,037**
Diluted earnings per share *(€)*	**1.07**	**0.26**

The average number of ordinary shares after dilution is obtained by taking account of the following dilutive effects:

(number of shares)	2021	2020
Weighted average number of ordinary shares for the period	210,447,033	210,331,637
Dilutive effect of stock subscription option plans		-
Dilutive effect of performance share plans	257,946	150,400
AVERAGE NUMBER OF ORDINARY SHARES AFTER DILUTION	**210,704,979**	**210,482,037**

In 2021, only the 2018 and 2021 performance share plans had a dilutive effect.

In 2020, only the 2018 performance share plan had a dilutive effect.

7.5.3. Changes in equity not affecting the income statement

▶ **Dividends**

The proposed dividend in respect of the year ended 31 December 2021, to be paid in 2022, amounts to €94.7 million, or €0.45 per share.

The dividend paid in 2021 in respect of the year ended 31 December 2020 amounted to €94.7 million, or €0.45 per share.

As regards dividends in respect of the year ended 31 December 2019, the Annual General Meeting of 17 May 2020 resolved not to distribute a dividend on the recommendation of the Board of Directors, who wished to show solidarity and to share the sacrifices expected of all the Group's partners and staff.

The yield on TF1 shares for each of the last five financial years is presented in the Universal Registration Document.

Because the dividend payable in 2022 is subject to approval by the shareholders, it was not recognised as a liability in the consolidated financial statements as of 31 December 2021.

7.5.4. Share-based payment and stock option plans

▸ **Stock option and performance share plan (PSP) awards**

The table below shows the terms of stock options awarded in 2021. Details of the terms of previous awards are provided in the notes to the financial statements of previous years.

	2021 stock option plan	2021 PSP
Date of Shareholders' Meeting	15/04/2021	
Date of Board meeting	10/02/2021	
Date of grant	25/03/2021	
Type of plan	Subscription	Performance shares
Total number of options/shares awarded	1,262,000	1,250,000
• *to corporate officers*	*17,000*	*0*
• *to the 10 employees awarded the greatest number*	*193,000*	*128,000*
Total number of options/shares awarded subject to performance conditions	1,262,000	1,741,000
Start date of exercise/vesting period	25/03/2021	25/03/2021
Expiration date	25/08/2031	N/A
Exercise price	€7.50	N/A
Terms of exercise	Options may be exercised and shares sold from 2nd anniversary of date of grant	
Accounting method	Equity	Equity

▸ **Movement in number of options and performance shares outstanding**

	2021		2020	
	Number of options/ performance shares	Weighted average subscription/ purchase price *(€)*	Number of options/ performance shares	Weighted average subscription/ purchase price *(€)*
Options/shares outstanding at 1 January	**4,649,400**	**9.82**	**4,959,800**	**9.92**
Options/shares awarded	1,512,000	7.53	-	-
Options/shares cancelled, not vested, or forfeited	(821,074)	9.32	(154,900)	10.97
Options exercised/shares vested	(84,698)	9.38	(155,500)	11.72
Options/shares expired	-	-	-	-
OPTIONS/SHARES OUTSTANDING AT 31 DECEMBER	**5,255,628**	**9.25**	**4,649,400**	**9.82**
Options/shares exercisable at 31 December	*3,764,682*	*11.49*	*2,183,400*	*13.29*

A total of 84,698 options were exercised during 2021. The average residual life of options outstanding as of 31 December 2021 was 21 months (compared with 21 months as of 31 December 2020).

▸ **Share-based payment expense**

Accounting policy

TF1 may award stock subscription option plans and performance share plans to its employees (see Note 7.5.4.1).

In accordance with IFRS 2, the cost of these equity-settled share-based payment plans is recognised as an expense in "Staff costs", with the opposite entry recognised in equity.

The total expense relating to stock subscription option plans is measured at the date of grant using the Black-Scholes-Merton model, and is recognised on a straight-line basis over the vesting period.

The total expense relating to performance share plans is measured at the date of grant (taking into account any specific terms and conditions liable to affect fair value), and recognised over the vesting period on a straight line basis.

The opposite entry for the movement in this reserve during the period is charged to "Staff costs" in the income statement (see Note 5.3).

Expense related to stock option plans and performance share plans awarded by the TF1 group

The expense related to stock option plans and performance share plans, as recognised in "Staff costs", breaks down as follows:

				Staff costs	
(€m)	Date of grant	Lock-up period	Residual fair value	2021	2020
Plan no. 14	12/06/2015	3 years	-	-	-
Plan no. 15	08/06/2016	3 years	-	-	-
2017 plan	12/06/2017	3 years	-	-	0.2
2018 plan	08/06/2018	3 years	-	-	0.2
2019 plan	12/06/2019	2 years	-	-	0.7
2021 plan	25/03/2021	2 years	1.3	0.8	-
TF1 2016 PSP	08/06/2016	3 years	-	-	-
TF1 2017 PSP	12/06/2017	3 years	-	-	0.3
TF1 2018 PSP	08/06/2018	3 years	-	(0.3)	0.5
TF1 2021 PSP	23/03/2021	2 years	1.0	1.1	-
TOTAL				**1.6**	**1.9**

Stock option plan expense was computed using the Black-Scholes model and the following assumptions:

	Exercise price	Expected volatility	Average maturity	Risk-free rate	Payout ratio	Liquidity discount	Fair value per option
Plan no. 14	€15.46	28%	5.18 years	0.41%	1.57%	-15%	€2.75
Plan no. 15	€10.99	34%	5.14 years	-0.18%	1.81%	-15%	€2.15
2017 plan	€11.45	30%	5.14 years	-0.24%	1.78%	-15%	€1.85
2018 plan	€9.83	26%	5.14 years	-0.01%	3.23%	-15%	€0.89
2019 plan	€8.87	31%	5.14 years	-0.47%	4.24%	-15%	€0.97
2021 plan	€7.50	41%	5.14 years	-0.61%	2.89%	-15%	€1.47

The average maturity used is less than the contractual life of the option in order to take account of exercises by grantees ahead of the contractual expiry date. The volatility assumptions used are consistent with the implied volatility reflected in the price offered at the date of grant by leading banks for TF1 stock options with the same maturity.

The expense relating to the TF1 performance share plan was determined on the basis of the reference quoted market price of TF1 shares at the date of grant, i.e., €7.68.

Expense related to employee benefit plans awarded by the Bouygues group

The expense related to plans awarded by the Bouygues group to TF1 group employees was not material for 2021.

- **Share buybacks**

TF1 did not repurchase any of its own shares during 2021.

In 2020, TF1 repurchased 4,583 of its own shares in the fourth quarter, for less than €0.1 million.

- **Call options granted to non-controlling interests**

The TF1 group had no commitments in place at 31 December 2021 that constituted a call option over TF1 or Bouygues shares exercisable by non-controlling interests.

7.5.5. Cash flow hedge reserve

(€m)	2021	2020
Reserve as of 1 January	**(0.2)**	**0.6**
Cash flow hedges reclassified to profit or loss during the period(1)	-	-
Change in fair value of new cash flow hedges contracted during the period	(0.7)	(0.8)
Change in fair value of existing portfolio of cash flow hedges during the period	-	-
Reclassification to profit or loss of upfront payment on pre-hedge swap	-	
RESERVE AS OF 31 DECEMBER	**(0.9)**	**(0.2)**

(1) Amounts reclassified from equity to profit or loss are recognised as a component of operating profit.

7.6. NET DEBT AND FINANCIAL LIABILITIES

7.6.1. Net debt

Net debt as reported by the TF1 group comprises the following items:

(€m)	31/12/2020	Translation adjustments	Changes in scope of consolidation(1)	Cash flows	Changes in fair value via equity or profit/loss	Other movements	31/12/2021
Cash and cash equivalents	178.6		(2.8)	208.2			384.0
Financial assets used for treasury management purposes	-						-
Overdrafts and short-term bank borrowings	(4.0)		(1.6)	1.3			(4.3)
Available cash	**174.6**		**(4.4)**	**209.5**		**-**	**379.7**
Interest rate derivatives – assets	-						-
Interest rate derivatives – liabilities	-						-
Fair value of interest rate derivatives	-						-
Non-current borrowings	(140.4)	(3.3)	(2.4)	(24.4)	(2.1)	63.3	(109.3)
Current debt excluding overdrafts and short-term bank borrowings	(34.9)	(1.8)	(0.6)	21.2	(0.9)	(54.9)	(71.9)
Total debt	**(175.3)**	**(5.1)**	**(3.0)**	**(3.2)**	**(3.0)**	**8.4**	**(181.2)**
NET SURPLUS CASH/(NET DEBT)	**(0.7)**	**(5.1)**	**(7.4)**	**206.3**	**(3.0)**	**8.4**	**198.5**
Lease obligations	(92.4)		-	(19.3)		48.0	(63.7)
Net surplus cash/(net debt) including lease obligations	**(93.1)**	**(5.1)**	**(7.4)**	**187.0**	**(3.0)**	**56.4**	**134.8**

(1) Mainly relates to the acquisition of control over the iZen group, as described in Note 3.1 ("Significant changes in scope of consolidation in 2021").

▸ Cash and cash equivalents

Accounting policy

The line "Cash and cash equivalents" in the balance sheet comprises cash, cash equivalents, and debit balances on treasury current accounts.

Cash consists of liquidity available in bank current accounts, and sight deposits. Cash equivalents are assets held in order to meet short-term treasury needs. Investments qualify as cash equivalents if they are readily convertible into cash, are subject to an insignificant risk of changes in value, and have a maturity of less than three months. Treasury current accounts represent cash invested with non-consolidated equity investees, joint ventures or associates, and current accounts with other Bouygues group entities.

Cash and treasury current accounts are financial assets classified in the "Loans and receivables" category, and carried at amortised cost.

Cash and cash equivalents consist of the following items:

(€m)	2021	2020
Cash	72.3	59.6
Money-market funds	0.3	3.0
Treasury current accounts(1)	311.4	116.0
CASH AND CASH EQUIVALENTS OF CONTINUING OPERATIONS	**384.0**	**178.6**

(1) For 2021, "Treasury current accounts" include €308 million with Bouygues Relais, compared with €113 million at end 2020.

7.6.2. Financial liabilities

Accounting policy

Financial liabilities are classified in one of two categories: financial liabilities at fair value through profit or loss, or financial liabilities at amortised cost.

- Financial liabilities at **fair value** through profit or loss comprise:
  - liabilities regarded as held for trading, comprising liabilities incurred principally with a view to their redemption in the near term,
  - liabilities designated by the Group on initial recognition as financial instruments at fair value through profit or loss.
- Non-derivative financial liabilities at **amortised cost** mainly comprise borrowings (including credit facilities contracted with banks or with the Group), treasury current accounts with credit balances, bank overdrafts, and finance lease obligations.

Where a financial liability is wholly or partially hedged by an interest rate instrument, the hedged portion is accounted for under hedge accounting rules (see Note 8.2.2).

Commitments to buy out non-controlling interests

Commitments to buy out non-controlling interests are recognised as a financial liability, in accordance with IAS 32, with the opposite entry recognised in equity. Apart from discounting effects (recognised in "Expenses associated with net debt"), the effects of subsequent changes in the liability are also recognised in equity.

Use of estimates and judgement

The fair value of financial instruments is determined by reference to market prices. In the case of derivatives, market prices are determined and supplied to the TF1 group by its bank counterparties. Where no quoted market price is available, fair value is estimated using other valuation methods such as the discounted cash flow method.

Fair value of financial liabilities

Because of their short maturities, the carrying amount of bank overdrafts, trade and other payables and current debt is regarded by the Group as an approximation of their fair value.

The fair value of derivatives is estimated using valuations obtained from bank counterparties or from financial models generally used in the financial markets on the basis of market data at the end of the reporting period (level II method).

The tables below show financial liabilities by category:

2021 (€m)	Financial liabilities at fair value through profit or loss: Designated at fair value on initial recognition	Financial liabilities at fair value through profit or loss: Held for trading	Level	Commitments to buy out non-controlling interests measured at fair value	Level	Financial liabilities at amortised cost	Total
Non-current debt	-	-		69.3	III	40.0	109.3
Current debt	-	-		21.0	III	50.9	71.9
Trade payables	-	-		-		686.2	686.2
Customer contract liabilities	-	-		-		40.5	40.5
Other current liabilities	-	-		-		874.1	874.1
Overdrafts and short-term bank borrowings	-	-		-			-
Other current financial liabilities	-	-		-		-	-
Currency derivatives	-	-		-		-	-
Interest rate derivatives	-	-		-		-	-

2020 (€m)	Financial liabilities at fair value through profit or loss			Commitments to buy out non-controlling interests measured at fair value	Level	Financial liabilities at amortised cost	Total
	Designated at fair value on initial recognition	Held for trading	Level				
Non-current debt	-	-		98.7	III	41.7	140.4
Current debt	-	-		4.5	III	30.4	34.9
Trade payables	-	-		-		664.4	664.4
Customer contract liabilities	-	-		-		29.4	29.4
Other current liabilities	-	-		-		690.1	690.1
Overdrafts and short-term bank borrowings	-	-		-			-
Other current financial liabilities	-	-		-		-	-
Currency derivatives	-	-		-		-	-
Interest rate derivatives	-	-		-		-	-

In 2021, a commitment to buy out non-controlling interests was signed, amounting to €15.9 million. A number of buyout commitments to non-controlling interests were renegotiated to take account of the impact of the 2021 economic crisis on actual and projected performance.

In 2020, a commitment to buy out non-controlling interests was signed, amounting to €7.4 million. A number of buyout commitments to non-controlling interests were renegotiated to take account of the impact of the 2020 economic crisis on actual and projected performance.

7.6.3. Lease obligations

In accordance with IFRS 16, on commencement of a lease the lessee recognises a lease obligation in the balance sheet, equivalent to the present value of the lease payments over the lease term.

The following amounts are included in the lease payments used to measure the obligation:

- fixed payments (including in-substance fixed payments, i.e., payments that may in form contain variability, but in substance are unavoidable);
- variable lease payments that depend on an index or a rate at the commencement date of the lease;
- payments due by the lessee under residual value guarantees;
- the exercise price of a purchase option, if that option is reasonably certain to be exercised;
- payments of penalties for terminating or not extending the lease.

During the term of the lease, the carrying amount of the lease obligation is:

- increased to reflect interest on the lease obligation, which is recognised as an expense in the income statement and calculated using the discount rate used on initial measurement; and
- reduced to reflect lease payments made.

The discount rate used to calculate the lease obligation is determined for each asset on the basis of the incremental borrowing rate at the inception date of the lease. That rate is obtained by aggregating a market rate that reflects the location, currency and lease term, and a sector-specific spread that reflects the nature of the lease.

The Group elected to apply the practical expedients permitted by IFRS 16 to exclude leases where the as-new value of the underlying asset is less than €5,000, and assets where the lease term is reasonably certain to be less than twelve months. Such leases are recognised in profit or loss as and when lease payments are made. The Group also elected to account for each lease component separately, distinguishing the lease components from the non-lease (service) components.

As permitted by IFRS 16, the TF1 group elected not to apply the standard to leases of intangible assets.

The portion of long-term lease obligations due within less than one year is included in current liabilities.

(€m)	31/12/2020	Translation adjustments	Changes in scope of consolidation	Cash flows	New leases, lease modifications and other lease movements	31/12/2021
Non-current lease obligations	71.3	-	(3.9)	-	(23.4)	44.0
Current lease obligations	21.1	-	(1.2)	(19.3)	19.1	19.7
TOTAL LEASE OBLIGATIONS	**92.4**	**-**	**(5.1)**	**(19.3)**	**(4.3)**	**63.7**

Maturity of lease obligations

The table below provides a schedule of discounted future repayments (principal and interest) of lease obligations, based on residual contractual maturities:

	Current lease obligations			Non-current lease obligations						
	1 to 3 months	4 to 12 months	Total due < 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	5 to 6 years	6 years or more	Total due > 1 year
2021 lease obligations	5.2	14.5	19.7	15.3	13.9	11.7	1.1	1.1	0.9	44.0
2020 lease obligations	8.3	12.8	21.1	19.6	16.5	15.9	13.5	2.3	3.5	71.3

NOTE 8 RISK MANAGEMENT

8.1. CAPITAL MANAGEMENT POLICY

The TF1 group has a policy of maintaining a stable capital base, apart from any share buybacks (see the present Annual Financial Report and Registration Document).

In terms of equity capital, the Group uses various indicators, including gearing (defined as the ratio of net debt to equity). Gearing provides investors with an indication of the Group's level of indebtedness relative to the level of equity capital. It is calculated on the basis of net debt as defined in Note 7.6.1 and of shareholders' equity, including reserves used to recognise changes in the fair value of cash flow hedges and of available-for-sale financial assets.

As of 31 December 2021, the Group had net surplus cash of €198.1 million, versus net debt of €0.7 million as of 31 December 2020; the gearing ratio was not applicable as of 31 December 2021, and was 0.04% as of 31 December 2020.

8.2. FINANCIAL RISK MANAGEMENT POLICY

Liquidity risk and market risk (interest rate risk, foreign exchange risk and own equity risk) are managed centrally by the Treasury unit within the Accounting, Tax, Treasury and Financing department.

8.2.1. Liquidity risk

The Treasury unit is responsible for ensuring that the Group has access to adequate, sustainable and appropriate sources of financing. This involves:

- regular multi-currency pooling of surplus cash held by all entities controlled by TF1, to minimise the need for external funding;
- analysis and periodic updating of cash flow projections for all Group entities;
- negotiating credit facilities with phased maturities, and ensuring that such facilities are in place at all times.

The Group assesses liquidity risk by reference to the global drawdown on its confirmed credit facilities, net of available cash.

Financing risk

The TF1 group's financing strategy is based on its ability to cope with market fluctuations and a deteriorating economy while retaining its financial autonomy vis-à-vis the financial and banking markets. The strategy is devised so as to retain the possibility of seizing opportunities for organic growth or acquisitions, while at the same time optimizing the cost of financing by actively managing and renewing the portfolio of credit facilities. The Group's credit facilities are spread among a significant number of French and international banks. They are bilateral facilities and not subject to covenants regarding financial ratios.

The TF1 group's confirmed credit facilities are backed up by a cash pooling agreement with the Bouygues group.

In addition to general purpose financing, Newen has contracted a specific purpose loan to cover expenditure on an audiovisual production; the balance outstanding on the loan was €14.8 million as of 31 December 2021.

2021 (€m)	Authorised facilities Less than 1 year	1 to 5 years	Total	Drawdowns Less than 1 year	1 to 5 years	Total	Available facilities
Confirmed bilateral facilities	0.0	1,100.0	1,100.0	5.9	25.4	31.3	1,068.7
Bouygues cash pooling agreement				32.9		32.9	(32.9)
TOTAL	**0.0**	**1,100.0**	**1,100.0**	**38.8**	**25.4**	**64.2**	**1,035.8**

2020 (€m)	Authorised facilities Less than 1 year	1 to 5 years	Total	Drawdowns Less than 1 year	1 to 5 years	Total	Available facilities
Confirmed bilateral facilities	295.0	745.0	1,040.0	25.1	0.0	25.1	1,014.9
Bouygues cash pooling agreement	-	-	-	39.9	-	39.9	(39.9)
TOTAL	**295.0**	**745.0**	**1,040.0**	**65.0**	**0.0**	**65.0**	**975.0**

Credit rating

The TF1 group has a credit rating from Standard & Poor's, which currently stands at BBB+/Credit Watch Negative/A-2 (November 2021).

Maturity of non-derivative financial liabilities

The tables below provide a schedule of undiscounted future repayments (principal and interest) of financial liabilities (excluding lease liabilities, see Note 7.6.3), based on residual contractual maturities:

2021 (€m)	Carrying amount	Residual contractual amount Less than 1 year	1 to 5 years	Total
Trade and other payables	1,600.8	1,600.8	-	1,600.8
Other financial liabilities	185.5	76.2	109.3	185.5
TOTAL	**1,786.3**	**1,677**	**109.3**	**1,786.3**

2020 (€m)	Carrying amount	Residual contractual amount Less than 1 year	1 to 5 years	Total
Trade and other payables	1,383.9	1,383.9	-	1,383.9
Other financial liabilities	179.3	38.9	140.4	179.3
TOTAL	**1,563.2**	**1,422.8**	**140.4**	**1,563.2**

Investment of surplus cash

The Group exercises great care in choosing the vehicles in which it invests temporary or structural cash surpluses, which must be:

- liquid, i.e., immediately accessible (current accounts, interest-bearing instant access accounts, etc.), with a maturity of no more than 3 months;
- paid interest on the basis of money-market indices, with no capital risk other than counterparty risk;
- contracted with high-grade counterparties.

As of 31 December 2021, €308.0 million out of the Group's €384.0 million of cash and cash equivalents was invested with Bouygues Relais under the terms of the cash pooling arrangement between the two entities.

(€m)	2021	2020	2019
Interest-bearing bank account	3.1	3.0	4.6
Bouygues Relais cash pooling agreement	308.0	113.0	54.0
Other treasury current accounts	72.9	62.6	46.7
TOTAL	**384.0**	**178.6**	**105.3**

8.2.2. Market risk

The Group manages its exposure to interest rate risk and exchange rate risk by using hedging instruments such as swap contracts and forward purchases/sales. Derivatives are used solely for hedging purposes and are never used for speculative purposes.

The Treasury unit monitors the financial markets on a regular basis, and periodically updates the positions to be hedged after netting similar types of exposures between Group entities. The unit submits hedging scenarios to the Financial Transactions and Information Systems department for approval; once they have been approved, it executes and administers the relevant market transactions.

Accounting policy

Derivative financial instruments are initially recognised at fair value as of the inception date of the contract, and are subsequently measured at fair value in accordance with IFRS 13.

The Group uses derivative financial instruments such as swaps, interest rate options, forward currency purchases and currency options to hedge its exposure to fluctuations in interest rates and exchange rates. Group policy is to trade on the financial markets solely for hedging purposes related to its business activities, and not to trade for speculative purposes.

- **Derivative financial instruments designated as hedges**

For hedge accounting purposes, a hedge may be classified into one of three categories:

- fair value hedges, which hedge the exposure to changes in fair value of a recognised asset or liability or of a firm commitment, such as a fixed-rate loan or borrowing or an asset or liability denominated in a foreign currency,
- cash flow hedges, which hedge the exposure to variability in cash flows attributable to:
  - an asset or liability such as a floating-rate loan or borrowing,
  - a highly probable forecast transaction, or
  - foreign exchange risk relating to a firm commitment.
- hedges of a net investment in a foreign operation.

At the inception of a hedge, the Group formally designates the financial instrument to which hedge accounting will apply, and documents:

- the hedging relationship,
- the effectiveness of the hedging relationship, by conducting effectiveness tests both at inception and throughout all the financial reporting periods during which the hedge is designated.

Hedging instruments that qualify for hedge accounting are accounted for as follows:

- fair value hedges: changes in the fair value of the hedging instrument are recognised in profit or loss for the period symmetrically with changes in the fair value of the hedged item. The hedging instrument and the hedged item are both recognised in the balance sheet at fair value,
- cash flow hedges: the gain or loss (net of taxes) arising on the effective portion of the hedging instrument is recognised in equity, and the gain or loss on the ineffective portion is recognised in profit or loss. The amounts recognised in equity are taken to profit or loss in the period in which the hedged transaction affects the income statement,
- hedges of a net investment in a foreign operation: Hedges of a net investment in a foreign operation are accounted for in the same way as cash flow hedges.

- **Derivative financial instruments not designated as hedges**

Gains and losses arising from changes in the fair value of derivatives not designated as hedges within the meaning of IFRS 9 are recognised in the income statement.

▸ Interest rate risk

The objective of the Group's interest rate risk management strategy is to lock in a fixed rate, or to a guarantee a maximum rate, in order to minimise cost of net debt over the short and medium term.

Exposure and sensitivity to interest rate risk

The schedules below analyse financial assets and financial liabilities, and the net exposure, by interest rate type and maturity.

	Financial assets		Financial liabilities		Net pre-hedging exposure		Hedging instruments		Net post-hedging exposure	
2021 *(€m)*	**Fixed rate**	**Floating rate**	**Fixed rate(1)**	**Floating rate**	**Fixed rate**	**Floating rate**	**Fixed rate**	**Floating rate**	**Fixed rate**	**Floating rate**
Less than 1 year	0.0	384.0	(76.2)	0	(76.2)	384.0			(76.2)	384.0
1 to 5 years			(109.3)	0	(109.3)	0			(109.3)	0
TOTAL	**0.0**	**384.0**	**(185.5)**	**0**	**(185.5)**	**384.0**			**(185.5)**	**384.0**

(1) Includes commitments to buy out non-controlling interests.

	Financial assets		Financial liabilities		Net pre-hedging exposure		Hedging instruments		Net post-hedging exposure	
2020 *(€m)*	**Fixed rate**	**Floating rate**	**Fixed rate[1]**	**Floating rate**	**Fixed rate**	**Floating rate**	**Fixed rate**	**Floating rate**	**Fixed rate**	**Floating rate**
Less than 1 year	0.0	178.6	(39.0)		(39.0)	178.6	-	-	(39.0)	178.6
1 to 5 years			(140.3)		(140.3)	-	-	-	(140.3)	-
TOTAL	**0.0**	**178.6**	**(179.3)**	**-**	**(179.3)**	**178.6**	**-**	**-**	**(179.3)**	**178.6**

(1) Includes commitments to buy out non-controlling interests.

The sensitivity analysis shown below measures the theoretical impact on cost of net debt of an immediate and constant movement of 1% across the entire yield curve for 2021 and 2020.

It is defined as the impact of applying this 1% movement to the net floating-rate exposure (this exposure being assumed to be constant over one year).

	2021		2020	
(€m)	**Pre-tax impact on profit or loss**	**Pre-tax impact on equity**	**Pre-tax impact on profit or loss**	**Pre-tax impact on equity**
Impact of a movement of +1% in interest rates	3.8		1.8	-
Impact of a movement of -1% in interest rates	(3.8)[1]		(1.8)[1]	-

(1) As of 31 December 2021 and 31 December 2020, the level of short-term interest rates is such that TF1 has no material exposure to a fall in interest rates.

Interest rate derivatives

The TF1 group has not held any interest rate derivatives since 2011.

- **Foreign exchange risk**

Accounting policy

Foreign currency translation: transactions denominated in foreign currencies carried out by subsidiaries are initially translated into the functional currency of the subsidiary or entity using the exchange rate at the transaction date. At the end of the reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the closing exchange rate. Any resulting translation differences are taken to profit or loss. Non-monetary assets and liabilities denominated in a foreign currency are recognised at historical cost and translated using the exchange rate at the transaction date.

Multi-currency foreign exchange risk and risk management

The Group's exposure to operating foreign exchange risk derives from recurring cash flows under contracts denominated in U.S. dollars (multi-year broadcasting and sports transmission rights acquisition contracts, purchases of consumer goods and broadcasting rights sales); Canadian dollars (audiovisual content production); Swiss francs (advertising airtime sales); and pound sterling (audiovisual production).

In overall terms, any significant appreciation in the exchange rate of the U.S. dollar against the euro could have a negative effect on the results of the Media segment; and any significant appreciation in the exchange rate of the US dollar against the Canadian dollar would have a positive effect on the financial results of the Newen Studios segment.

Over an 18-month time horizon, the risk is managed using appropriate hedging instruments that provide protection against a deterioration in the exchange rate position and eliminate the cash effect over the duration of the hedge. At the same time, the Group is committed to reducing its exposure to the U.S. dollar by increasing the extent to which it uses the euro as the currency of payment in programme acquisition contracts.

During 2021, approximately 98.5% of cash inflows were in euros, 0.5% in Swiss francs, and 0.9% in US dollars. As regards cash outflows, approximately 98.6% (including acquisitions of broadcasting rights) were in euros, approximately 1.0% in US dollars, and 0.4% in Swiss francs.

The objective of the Group's foreign exchange risk management policy is to lock in a maximum exchange rate or guarantee a minimum exchange rate on its net long position and a minimum exchange rate on its net short position in each of the currencies used, over a rolling 12-to-18-month period.

Net investment foreign exchange risk

In 2021, Newen contracted a loan from the Bouygues group of CAD$45 million (€30 million) to finance its acquisition of Première Bobine (Reel One) in Canada, which constitutes a net investment hedging relationship.

Foreign exchange gains and losses arising from the translation of the loan and the net investment into euros were recognised directly in equity. No hedge ineffectiveness has been recognised.

Exposure and sensitivity to foreign exchange risk

The table below shows the Group's exposure to foreign exchange risk as of 31 December 2021:

Equivalent value in euros at 2021 closing exchange rates *(€m)*	USD[(1)]	CHF[(2)]	CAD	Other currencies	Total
Assets	47.7	6.7	32.5	4.4	91.2
Liabilities	(39.5)	(0.3)	(31.3)	(2.2)	(73.3)
Off balance sheet commitments	(50.7)	13.4	1.5	2.6	(33.3)
Pre-hedging position	**(42.5)**	**19.7**	**2.7**	**4.9**	**(15.3)**
Forwards and futures	3.8	(12.1)			(8.3)
Currency swaps					
NET POST-HEDGING POSITION	**(38.7)**	**7.6**	**2.7**	**4.9**	**(23.6)**

(1) Net exposure in US dollars (USD): several Group entities enter into multi-year rights acquisition contracts in the course of their ordinary activities that give rise to off balance sheet commitments. TF1 SA hedges its USD-denominated purchases.

(2) Net exposure in Swiss francs (CHF): this mainly relates to the ordinary activities of TF1 SA; forward contracts in CHF are contracted solely to hedge future cash flows.

The table below shows the Group's exposure to foreign exchange risk as of 31 December 2020:

Equivalent value in euros at 2020 closing exchange rates *(€m)*	USD	CAD	CHF	Other currencies	Total
Assets	40.2	24.0	12.4	10.5	87.1
Liabilities	(42.2)	(40.5)	(7.5)	(7.0)	(97.2)
Off balance sheet commitments	(24.6)	-	-	-	(24.6)
Pre-hedging position	**(26.6)**	**(16.5)**	**4.9**	**3.5**	**(34.7)**
Forwards and futures	1.6	-	(11.1)	-	(9.5)
Currency swaps	-	-	-	-	-
NET POST-HEDGING POSITION	**(25.0)**	**(16.5)**	**(6.2)**	**3.5**	**(44.2)**

The sensitivity analysis shown below measures the impact on profit or loss and equity of an immediate unfavourable uniform movement of 1% in the rate of the euro against all the other currencies involved, and represents the sum total of:

- the impact of applying that 1% movement to the net pre-hedging positions presented above;
- the change in the fair value of the portfolio of foreign exchange instruments in place at the end of the reporting period, applying the accounting treatments specified in IFRS 9.

	2021				2020			
	Pre-tax impact on profit or loss		Pre-tax impact on equity		Pre-tax impact on profit or loss		Pre-tax impact on equity	
(€m)	+1%	-1%	+1%	-1%	+1%	-1%	+1%	-1%
USD	0.4	(0.4)	-	-	0.2	(0.3)	-	-
CHF	(0.3)	0.1	(0.1)	(0.1)	0.2	(0.2)	-	-
CAD	-	-	-	-	0.1	(0.1)	0.1	(0.1)
Other	-	-	-	-	-	-	-	-
TOTAL	**0.1**	**(0.3)**	**(0.2)**	**(0.1)**	**0.4**	**(0.6)**	**0.1**	**(0.1)**

As of 31 December 2021, the sensitivity of the TF1 group's equity (including net profit for the period) to changes in the net foreign-currency accounting position arising from a uniform unfavourable movement of 1% in the rate of the euro against all the currencies involved would be -€0.1 million, before taking account of the effects of such a movement on the Group's future foreign-currency cash flows. The comparable figure at end 2020 was -€0.1 million.

Analysis of foreign exchange derivative instruments by currency

The tables below analyse foreign exchange hedging instruments by currency at the end of the reporting period:

		Nominal amount of hedges				Fair value *(€)*	
			Amount in euros				
31 December 2021 *(in millions)*	Currency	Total foreign-currency amount	Total	Less than 1 year	1 to 5 years	Total amount	Of which designated as cash flow hedges
Currency swaps	USD						
	CAD						
	CHF						
Forward purchases	USD	9.0	7.9	7.9		(0.4)	(0.3)
Forward sales	USD	4.7	4.1	2.4	1.7	(0.1)	0.0
	CHF	12.5	12.1	12.1		(0.7)	(0.7)
TOTAL		**26.2**	**24.1**	**22.4**	**1.7**	**(1.2)**	**(1.0)**

		Nominal amount of hedges				Fair value *(€)*	
			Amount in euros				
31 December 2020 *(in millions)*	Currency	Total foreign-currency amount	Total	Less than 1 year	1 to 5 years	Total amount	Of which designated as cash flow hedges
Currency swaps	USD	-	-	-	-	-	-
	CAD	-	-	-	-	-	-
	CHF	-	-	-	-	-	-
Forward purchases	USD	6.0	4.9	4.9	-	0.1	0.1
Forward sales	USD	4.0	3.3	3.3	-	0.0	0.0
	CHF	12.0	11.1	11.1	-	0.0	0.0
TOTAL			**19.3**	**19.3**	**-**	**0.1**	**0.1**

The nominal amount represents the amount sold or purchased forward in the currency.

Fair value is the difference between (i) the nominal amount translated into euros at a forward rate recalibrated to reflect closing exchange rates and (ii) the nominal amount translated into euros at closing exchange rates.

Accounting classification and treatment

All foreign exchange instruments used by the Group are contracted to hedge its exposure to financial risks. In accordance with IFRS 9, they are classified as fair value hedges or cash flow hedges depending on the strategy applied. However, some instruments are ineligible for hedge accounting because they do not meet the relevant criteria, in particular where there has been a reversal of the initial strategy.

Transactions designated as cash flow hedges are used by TF1 SA to hedge sports transmission rights and audiovisual rights acquisition contracts, on which the amount and timing of payments are precisely agreed on a contractual basis.

(€m)	Ineligible for hedge accounting	Designated as fair value hedges	Designated as cash flow hedges	Total fair value of financial instruments
2021				
Foreign exchange instruments – assets				
Foreign exchange instruments – liabilities			(0.4)	(0.4)
TOTAL			**(0.4)**	**(0.4)**
2020				
Foreign exchange instruments – assets	-	-	0.1	0.1
Foreign exchange instruments – liabilities	-	-	-	-
TOTAL	**-**	**-**	**0.1**	**0.1**

Change in fair value of foreign exchange instruments

Changes in the fair value of foreign exchange instruments that qualify for hedge accounting consist of two elements:

- an effective portion (i.e., the portion closely correlated to changes in the fair value of the hedged items), which is recognised in remeasurement reserves as a component of equity;
- an ineffective portion.

Change in fair value of foreign exchange instruments

(€m)	Ineligible for hedge accounting	Designated as fair value hedges	Designated as cash flow hedges	Total
2021				
Effective portion	-	-	-	-
Ineffective portion	-	-	-	-
2020	0.2		0.2	0.4
Effective portion			0.2	
Ineffective portion	0.2			

Counterparty risks

The Group applies policies designed to limit its exposure to counterparty risk, and in particular (i) the risk of non-recovery of trade receivables in connection with its ordinary activities, (ii) the risk of being unable to recover assets held by financial counterparties and (iii) the risk that financial counterparties will default on their commitments to the Group.

The Group believes that its exposure is limited, given that the cost of such risks has historically been immaterial both in overall terms and for each business segment.

In 2021, no single customer of the Group represented more than 2% of consolidated revenue.

The five largest customers represented no more than 9% of consolidated revenue.

The ten largest customers represented no more than 14% of consolidated revenue.

In 2021, no single supplier of the TF1 group represented more than 3% of consolidated revenue.

The five largest suppliers represented no more than 9% of consolidated revenue.

The ten largest suppliers represented no more than 15% of consolidated revenue; this figure reflects the specialised nature of some suppliers within the audiovisual industry, such as production studios.

Risk of non-recovery of receivables

2021 *(€m)*	Carrying amount	Not past due	Past due: Total	Past due: < 6 months	Past due: 6-12 months	Past due: > 12 months
Trade receivables	842.2	723.1	119.1	85.6	12.1	21.4
Provisions for impairment of trade receivables	(12.0)	(5.5)	(6.5)	(0.1)	(0.1)	(6.3)
TOTAL TRADE RECEIVABLES, NET	**830.2**	**717.6**	**112.6**	**85.5**	**12.0**	**15.1**

2020 *(€m)*	Carrying amount	Not past due	Past due: Total	Past due: < 6 months	Past due: 6-12 months	Past due: > 12 months
Trade receivables	739.6	644.3	95.3	48.0	21.7	25.6
Provisions for impairment of trade receivables	(14.6)	(1.1)	(13.5)	(0.2)	(0.2)	(13.1)
TOTAL TRADE RECEIVABLES, NET	**725.0**	**643.2**	**81.8**	**47.8**	**21.5**	**12.5**

In 2016, the TF1 group introduced a trade receivables management software program with recovery, risk management and financial information modules.

This program incorporates standardised reminder processes, and bolstered the resources dedicated to revenue collection.

This has helped keep the risk of non-payment by customers to less than 0.1% of total annual billings.

Advertising airtime sales

TF1 Pub sells advertising airtime on media for which it acts as agent (TV channels, radio stations and websites) to advertisers who over the years have often become regular airtime buyers, developing well-established partnerships. TF1 Pub applies risk management policies adapted to the profile of its customer base.

The policy for managing the underlying counterparty risk relies on the operating terms of TF1 Pub, of which its customers are aware. Those terms include:

- upfront payment in full, in advance of broadcast, for airtime orders placed by a new advertiser;
- upfront payment for new advertising campaigns from any advertiser with a track record of payment incidents. If those payment terms are rejected, TF1 Pub may refuse to sell airtime to the buyer;
- payment of annual rebates in the form of "end-of-order" credit notes issued at the start of the following year, the final amount of which is contingent on the buyer paying its invoices on time.

On top of these procedures, TF1 Pub has a Credit Management department which performs regular financial health checks on advertisers, issues preventive payment reminders to agencies and advertisers, and (in the event of late payment) systematically issues graded reminders, charges late payment interest, and prepares legal recovery proceedings.

Subscriptions to pay-TV channels

There is no significant risk of non-recovery as regards revenues payable by cable operators in France.

Rights sales

Rights sales within France present little risk since the main customers are French broadcasters and ISP/video operators, who are relatively few in number and are high grade counterparties with no history of payment default.

Risks are also limited as regards rights sales outside France, because the media needed to exploit the audiovisual works are not supplied until after the majority of the contractual amounts due have been paid.

There are no other significant exposures to individual customers in other Group subsidiaries that might have a lasting adverse impact on the Group's profitability.

Financial counterparties

In investing surplus cash, the TF1 group applies a policy of selecting only high-grade banks and financial institutions that meet minimum rating criteria and with which the Group has well-established relationships, including the provision of credit facilities to the Group (see Note 8.2.1 on liquidity risk).

NOTE 9 OTHER NOTES TO THE FINANCIAL STATEMENTS

9.1. OFF BALANCE SHEET COMMITMENTS

The off balance sheet commitments reported below comprise guarantee commitments given and received by the Group; reciprocal commitments not associated with the Group's operating cycles; and operating and finance lease commitments.

A commitment is reciprocal if the future commitment given by the Group is inseparable from the commitment given by the other party or parties to the contract. Reciprocal commitments given and received in connection with the Group's operating cycles are reported in the note relating to the relevant balance sheet item: Note 7.2 ("Inventories: broadcasting rights and other inventories") for purchase contracts designed to secure future programming schedules, and Note 8.2.1 ("Liquidity risk") for confirmed bank credit facilities, etc.

Off balance sheet commitments are stated at the amount of the outflow or inflow of resources specified in the contract. In the case of renewable contracts, the commitment is measured on the basis of the period until the next renewal date.

In the case of reciprocal commitments, the commitment given and the commitment received are measured on the basis of the net cash outflow or inflow for the Group.

The various types of commitments given and received by the Group are described below:

9.1.1. Guarantee commitments

This item comprises guarantees provided in connection with commercial contracts or leases.

None of the non-current assets held by TF1 (intangible assets, property, plant and equipment or financial assets) is subject to any pledge or mortgage.

9.1.2. Reciprocal contractual commitments

▸ Image transmission

Image transmission commitments relate to the supply of television transmission services (Télédiffusion de France), and to the leasing of satellite capacity and transponders from private-sector companies.

▸ Commitments relating to equity interests

This item comprises firm or optional commitments to deliver or receive securities.

▸ Other reciprocal contractual commitments

This comprises commitments given or received under various contracts not associated with the recurring operations of Group companies.

No material off balance sheet commitments, as defined in the applicable accounting standards, are omitted from the disclosures below.

9.1.3. Guarantee commitments

(€m)	Less than 1 year	1 to 5 years	More than 5 years	Total 2021	Total 2020
GUARANTEE COMMITMENTS					
Pledges, mortgages and collateral	-	-	-	-	-
Guarantees and endorsements given	17.2	2.5	4.1	23.8	19.6
Guarantee commitments given	**17.2**	**2.5**	**4.1**	**23.8**	**19.6**
Pledges, mortgages and collateral	-	-	-	-	-
Guarantees and endorsements received	-	-	-	-	-
Guarantee commitments received	**-**	**-**	**-**	**-**	**-**
GUARANTEE COMMITMENTS, NET	**17.2**	**2.5**	**4.1**	**23.8**	**19.6**

9.1.4. Reciprocal contractual commitments

(€m)	Less than 1 year	1 to 5 years	More than 5 years	Total 2021	Total 2020
Miscellaneous contractual commitments					
Image transmission	24.1	59.7	-	83.8	93.2
Operating leases	-	-	-	-	-
Other*	88.6	32.3	9.8	130.7	54.7
Miscellaneous contractual commitments given	**112.7**	**92.0**	**9.8**	**214.5**	**147.9**
Image transmission	24.1	59.7	-	83.8	93.2
Operating leases	-	-	-	-	-
Other*	88.6	32.3	9.8	130.7	54.7
Miscellaneous contractual commitments received	**112.7**	**92.0**	**9.8**	**214.5**	**147.9**
MISCELLANEOUS CONTRACTUAL COMMITMENTS, NET	**-**	**-**	**-**	**-**	**-**

* *As of 31 December 2021, this includes a new lease contract signed by Newen that qualifies as a lease under IFRS 16, but for which the right of use was not effective as of that date under the terms of the contract.*

9.2. RELATED PARTY INFORMATION

9.2.1. Executive remuneration

Total remuneration paid during 2021 to key executives of the Group (i.e., the 9 members of the TF1 Management Committee mentioned in the Universal Registration Document) was €7.8 million, comprising:

(€m)	2021	2020
Fixed remuneration	4.7	4.9
Variable remuneration and benefits in kind	3.1	3.1

Additional information:

- the portion of expenses relating to stock options and performance shares awarded to these key executives was €0.3 million;
- the portion of the total obligation in respect of retirement and other post-employment benefits relating to those key executives was €2.1 million.

The Bouygues group offers the members of its Executive Committee, who include Gilles Pélisson, a supplementary pension capped at 0.92% of the reference salary for each year's membership of the scheme, which constitutes a post-employment benefit.

The expense (re-invoiced to TF1 by Bouygues) relating to the contribution paid in 2021 was €1.1 million (including social security charges).

Apart from loans of shares made to key executives who are also members of the Board of Directors in connection with their duties, no material loans or guarantees were extended to key executives or members of the Board of Directors.

9.2.2. Transactions with other related parties

Transactions with other related parties are summarised in the table below:

	Income		Expenses		Receivables		Payables	
(€m)	2021	2020	2021	2020	2021	2020	2021	2020
Parties with an ownership interest	43.1	46.8	(34.9)	(31.8)	312.8 (1)	122.0 (1)	51.0	54.5
Joint ventures	11.9	9.6	29.7	11.7	20.7	15.7	0.5	3.6
Associates	-	-	-	-	-	-	-	-
Other related parties	-	-	-	-	-	-	-	-
TOTAL	**55.0**	**56.4**	**(5.2)**	**(20.1)**	**333.5**	**137.7**	**51.5**	**58.1**

(1) Primarily the Bouygues Relais cash pooling agreement (see Note 8.2.1).

In 2021, agreements entered into with joint ventures and associates related primarily to operating transactions in the ordinary course of business in the audiovisual sector, recharges of head office administrative expenses, and income and expenses arising from short-term cash pooling transactions.

Agreements entered into with parties with an ownership interest comprise agreements with Bouygues SA and with other Bouygues group companies that are subsidiaries of Bouygues SA. Those agreements are of an ordinary commercial nature (including in particular sales of advertising airtime to Bouygues Telecom and services purchased from Bouygues Energies & Services), except in the case of transactions with Bouygues Relais under the short-term cash pooling agreement.

In 2021, the TF1 group sublet part of the Atrium building to Bouygues Telecom, on a lease that expires on 31 December 2024. The sublease was classified as an operating lease in the TF1 financial statements; see Note 7.4.3 ("Right of use of leased assets") for further details. The off balance sheet commitments reported in Note 9.1 do not include any material commitments to related parties.

9.3. AUDITORS' FEES

The table below shows fees paid by the Group to its auditors:

	Mazars				EY				Other audit firms			
	Amount		%		Amount		%		Amount		%	
(in thousands)	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Audit of consolidated and individual company financial statements	**(1,238)**	**1,068**	**97%**	**97%**	**(994)**	**(1,013)**	**94%**	**96%**	**(55)**	**(182)**	**93%**	**96%**
• *TF1 SA*	*(279)*	*(221)*			*(225)*	*(226)*			-	-		
• *Subsidiaries*	*(959)*	*(847)*			*(769)*	*(787)*			*(55)*	*(182)*		
Other procedures and services related directly to the audit engagement	**(42)**	**(29)**	**3%**	**3%**	**(68)**	**(45)**	**6%**	**4%**	**(4)**	**(7)**	**7%**	**4%**
• *TF1 SA*	-	-			*(41)*	*(42)*			-	-		
• *Subsidiaries*	*(42)*	*(29)*			*(27)*	*(3)*			*(4)*	*(7)*		
Audit-related fees	**(1,280)**	**(1,097)**	**100%**	**100%**	**(1,062)**	**(1,058)**	**100%**	**100%**	**(59)**	**(189)**	**100%**	**100%**
Other services provided by audit firms to fully consolidated subsidiaries												
Company law, tax and employment law	-	-	-	-	-	-	-	-	-	-	-	-
Other (if > 10% of audit-related fees)	-	-	-	-	-	-	-	-	-	-	-	-
Other fees	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
TOTAL AUDITORS' FEES	**(1,280)**	**(1,097)**	**100%**	**100%**	**(1,062)**	**(1,058)**	**100%**	**100%**	**(59)**	**(189)**	**100%**	**100%**

The amount of fees paid by the TF1 group to its auditors for the statutory audit of the consolidated and individual company financial statements for the year ended 31 December 2021 was €2.3 million.

The amount of fees paid by the Group in 2021 for services other than statutory audit (other procedures and services related directly to the audit engagement, and other services provided by the audit firms to fully consolidated companies) was €0.1 million (CSR report, assurance and advisory services on corporate actions during the year).

9.4. DEPENDENCE ON LICENCES

TF1 is an audiovisual communications service that requires a licence. Initially, TF1 was awarded a 10-year licence from 4 April 1987 (under the law of 30 September 1986); that licence expired in 1997.

The licence was renewed for a further five-year period (via decision no. 96-614 of 17 September 1996) from 16 April 1997, with no requirement to submit to a competitive tendering process.

In accordance with Articles 28-1, 82 and 99 of the law of 30 September 1986 as amended, TF1's broadcasting licence has been "automatically" renewed several times.

TF1 also has a supplementary licence to broadcast in high definition (HD), awarded by the CSA (the French broadcasting regulator) in decision no. 2016-818 of 19 October 2016, for a five-year period ending 5 May 2023.

9.5. DETAILED LIST OF COMPANIES INCLUDED IN THE CONSOLIDATION

Consolidation methods

- **Subsidiaries**

Subsidiaries are entities over which TF1 exercises control. TF1 controls an entity where it has (i) power over the entity, (ii) exposure, or rights, to variable returns from its involvement with the entity, and (iii) the ability to affect those returns. Subsidiaries are included in the consolidation from the date on which control is effectively transferred to the Group. Divested subsidiaries are excluded from the consolidation from the date on which the Group ceases to have control. The Group accounts for investees over which it exercises exclusive control using the full consolidation method.

Under this method, 100% of all assets, liabilities, equity, income and expenses of each subsidiary are combined on a line-by-line basis in the consolidated financial statements. Non-controlling interests in equity and in net profit are identified separately under "Non-controlling interests" in the consolidated balance sheet and the consolidated income statement.

- **Joint ventures**

Joint ventures are equity investees over which TF1 contractually shares control with one or more other parties.

Joint ventures are accounted for by the equity method.

- **Associates**

An associate is an entity over which TF1 exercises significant influence, which means that it has the power to participate in the financial and operating policy decisions of the investee without exercising control. Significant influence is presumed to exist if the parent company holds, directly or indirectly, 20% or more of the voting power of the investee. This presumption is reviewed in light of the way in which the investee is effectively governed and managed. The Group accounts for investments in associates using the equity method.

Under this method, the investment in the associate is initially recorded in the balance sheet at acquisition cost. The carrying amount is then increased or decreased by the Group's share of the associate's profits or losses and of other changes in the equity of the associate subsequent to the acquisition date.

Translation of the financial statements of foreign entities

The financial statements of foreign operations are translated into euros, the reporting currency of the TF1 group. All assets and liabilities of foreign entities are translated at the closing exchange rate; income and expenses are translated at the average rate for the period. Translation differences arising from this treatment, and from retranslating the opening equity of foreign entities at the closing exchange rate, are taken to equity under "Share premium and reserves". On disposal of a foreign entity, these differences are taken to profit or loss as part of the gain or loss on disposal.

Company	Country	Activity	31 December 2021 % interest	31 December 2021 Method	31 December 2020 % interest	31 December 2020 Method
MEDIA						
TF1 SA	**France**	**Broadcasting**	**Parent company**	**-**	**Parent company**	**-**
ALFEMMINILE.COM	Italy	Digital content management	20.00%	Equity	100.00%	Full
APHELIE SNC	France	Real estate company	100.00%	Full	100.00%	Full
AUFEMININ	France	Digital content management	100.00%	Full	100.00%	Full
BEMFEMENINO	Brazil	Digital content management	100.00%	Full	100.00%	Full
BIGGIE HOLDING	France	Holding company	100.00%	Full	100.00%	Full
CUP INTERACTIVE SAS	France	Audiovisual production	100.00%	Full	85.64%	Full
DEVTRIBU	France	Audiovisual production	100.00%	Full	100.00%	Full
DOCTISSIMO	France	Digital content management	100.00%	Full	100.00%	Full
ENFEMENINO.COM	Spain	Digital content management	100.00%	Full	100.00%	Full
E-TF1	France	Content/broadcasting: Internet and TV services	100.00%	Full	100.00%	Full
ETOILE CASTING SAS	France	Digital content management	100.00%	Full	100.00%	Full
EXTENSION TV	France	Theme channel	50.00%	Equity	50.00%	Equity
FACTORY ELEVEN	France	Audiovisual production	100.00%	Full	85.64%	Full
GAMNED	France	Advertising airtime sales	100.00%	Full	100.00%	Full
GAMNED BENELUX	Belgium	Advertising airtime sales	100.00%	Full	100.00%	Full
GAMNED DO BRAZIL	Brazil	Advertising airtime sales	100.00%	Full	100.00%	Full
GAMNED GROUP NEW	France	Advertising airtime sales	100.00%	Full	100.00%	Full
GAMNED MIDDLE EAST	United Arab Emirates	Advertising airtime sales	100.00%	Full	100.00%	Full
GAMNED SEA	Malaysia	Advertising airtime sales	100.00%	Full	100.00%	Full
GAMNED SUISSE	Switzerland	Advertising airtime sales	100.00%	Full	100.00%	Full
GBE & W	France	Digital content management	100.00%	Full	100.00%	Full
GIE ACHAT DROITS	France	Acquisition/sale of audiovisual rights	100.00%	Full	100.00%	Full
GLOWRIA SOCIAL E-COMMERCE	France	e-commerce	100.00%	Full	-	-
GOFEMININ.DE	Germany	Digital content management	-	-	100.00%	Full
HISTOIRE	France	Theme channel	100.00%	Full	100.00%	Full
JOYCE	France	Digital content management	100.00%	Full	100.00%	Full
LA CHAINE INFO	France	Theme channel	100.00%	Full	100.00%	Full
LIVINGLY MEDIA INC	United States	Digital content management	-	-	100.00%	Full
MAGNETISM	France	Digital marketing consultancy	100.00%	Full	100.00%	Full
MARMITON	France	Digital content management	100.00%	Full	100.00%	Full
MAYANE COMMUNICATIONS	France	Digital content management	100.00%	Full	100.00%	Full
MEDIA SQUARE	France	Advertising airtime sales	13.40%	Equity	13.40%	Equity
MERCI ALFRED	France	Digital content management	100.00%	Full	100.00%	Full
MONTE CARLO PARTICIPATIONS	France	TMC holding company	100.00%	Full	100.00%	Full
MUZEEK ONE (holding)	France	Holding company	100.00%	Full	100.00%	Full
MY LITTLE BOX GmBH	Germany	e-commerce	100.00%	Full	-	-
MY LITTLE BOX KK	Japan	e-commerce	100.00%	Full	100.00%	Full
MY LITTLE PARIS	France	e-commerce	100.00%	Full	100.00%	Full

			31 December 2021		31 December 2020	
Company	Country	Activity	% interest	Method	% interest	Method
NETMUMS LTD	United Kingdom	Digital content management	100.00%	Full	100.00%	Full
NEW MEDIA AGENCY	Italy	Digital marketing consultancy	51.00%	Full	-	-
NEW MEDIA AGENCY SOCIAL	Italy	Digital marketing consultancy	51.00%	Full	-	-
NEW REPLAY	France	Digital marketing consultancy	51.00%	Full	-	-
NEWEB DEVELOPPEMENT	France	Audiovisual production	100.00%	Full	85.64%	Full
OUEST INFO	France	TV news images agency	-	-	100.00%	Full
PLAY 2	France	Music production	42.00%	Full	100.00%	Full
RAISE MEDIA INVESTMENT	France	Management of equity holdings	99.50%	Equity	99.50%	Equity
SALTO	France	Broadcasting of Internet and TV services	33.33%	Equity	33.33%	Equity
SALTO GESTION	France	Holding company	33.33%	Equity	33.33%	Equity
SOFEMININE.CO.UK	United Kingdom	Digital content management	100.00%	Full	100.00%	Full
STS EVENEMENTS	France	Commercial operation of live show venues	55.00%	Full	55.00%	Full
STUDIO 71 (formerly FINDER STUDIOS)	France	Digital content management	-	-	51.00%	Full
TF1 BUSINESS SOLUTIONS	France	Telematics, spin-off rights	100.00%	Full	100.00%	Full
TF1 DIGITAL CONTENT	France	Holding company	100.00%	Full	100.00%	Full
TF1 DISTRIBUTION (formerly PREFAS 6)	France	Distribution of TV channels	100.00%	Full	100.00%	Full
TF1 DS	France	Acquisition/sale of audiovisual rights	100.00%	Full	100.00%	Full
TF1 EVENTS	France	Event management	100.00%	Full	100.00%	Full
TF1 EXPANSION	France	Holding company	100.00%	Full	100.00%	Full
TF1 FILMS PRODUCTION	France	Movie co-production	100.00%	Full	100.00%	Full
TF1 MARKETING SERVICES	France	Holding company	100.00%	Full	-	-
TF1 ONE INNOVATION	France	Holding company	100.00%	Full	100.00%	Full
TF1 PRODUCTION (formerly GLEM)	France	Programme production	100.00%	Full	100.00%	Full
TF1 PUB	France	TF1 advertising airtime sales	100.00%	Full	100.00%	Full
TF1 SERIES FILMS	France	Theme channel	100.00%	Full	100.00%	Full
TF1 SOCIAL E-COMMERCE	France	Holding company	100.00%	Full	-	-
TF1 SPV SAS	France	Holding company	100.00%	Full	100.00%	Full
TF1 VIDEO	France	Exploitation of video rights	-	-	100.00%	Full
TFX	France	Theme channel	100.00%	Full	100.00%	Full
TMC	Monaco	Theme channel	100.00%	Full	100.00%	Full
TV BREIZH	France	Theme channel	100.00%	Full	100.00%	Full
UNE MUSIQUE	France	Publisher of music & sound recordings	100.00%	Full	100.00%	Full
UNIFY	France	Holding company	100.00%	Full	100.00%	Full
UNIFY ADVERTISING	France	Audiovisual production	100.00%	Full	85.64%	Full
UNIFY DIGITAL FACTORY	France	Digital marketing consultancy	100.00%	Full	100.00%	Full
UNIFY STUDIO (formerly aufeminin.com Prod)	France	Digital content management	100.00%	Full	100.00%	Full
USHUAIA TV	France	Theme channel	100.00%	Full	100.00%	Full
VERTICAL STATION	France	Digital content management	-	-	100.00%	Full
YKONE	France	Digital marketing consultancy	100.00%	Full	100.00%	Full

Company	Country	Activity	31 December 2021 % interest	31 December 2021 Method	31 December 2020 % interest	31 December 2020 Method
YKONE ABU DHABI	United Arab Emirates	Digital marketing consultancy	100.00%	Full	-	-
YKONE ASIA	Hong Kong	Digital marketing consultancy	25.00%	Equity	-	-
YKONE USA	United States	Digital marketing consultancy	100.00%	Full	100.00%	Full
NEWEN STUDIOS						
17 JUIN DEVELOPPEMENT	France	Holding company	-	-	-	-
17 JUIN DEVELOPPEMENT ET PARTICIPATIONS	France	Holding company	99.97%	Full	99.97%	Full
17 JUIN FICTION	France	Audiovisual production	99.97%	Full	99.97%	Full
17 JUIN MEDIA	France	Audiovisual production	99.97%	Full	99.97%	Full
ABRAFILMS	France	Audiovisual production	80.00%	Full	80.00%	Full
ADICTIV	France	Audiovisual production	70.00%	Full	-	-
AND SO ON	France	Audiovisual production	100.00%	Full	100.00%	Full
AND SO ON MEDIA	France	Audiovisual production	14.00%	Equity	-	-
BARJAC PRODUCTION	France	Audiovisual production	100.00%	Full	100.00%	Full
BARJAC PRODUCTIONS	France	Management consultancy	100.00%	Full	100.00%	Full
BIRBO	Denmark	Audiovisual production	33.33%	Equity	33.33%	Equity
BLUE JUNCTION CANADA INC	Canada	Holding company	-	-	100.00%	Full
BLUE SPIRIT LAB	France	Audiovisual production	100.00%	Full	100.00%	Full
BLUE SPIRIT LINE	France	Audiovisual production	100.00%	Full	-	-
BLUE SPIRIT PRODUCTION	France	Audiovisual production	100.00%	Full	100.00%	Full
BLUE SPIRIT STUDIO	France	Audiovisual production	100.00%	Full	100.00%	Full
BOXEUR 7	France	Audiovisual production	100.00%	Full	100.00%	Full
BRUSSELS PRODUCTIONS LTD	United Kingdom	Audiovisual production	82.50%	Full	100.00%	Full
CANADA INC.	Canada	Holding company	100.00%	Full	100.00%	Full
CAPA DEVELOPPEMENT	France	Holding company	88.09%	Full	88.09%	Full
CAPA DRAMA	France	Audiovisual production	88.09%	Full	88.09%	Full
CAPA ENTREPRISE	France	Audiovisual production	88.09%	Full	88.09%	Full
CAPA M.A.	France	Audiovisual production	88.09%	Full	-	-
CAPA PICTURES	France	Audiovisual production	79.28%	Full	79.28%	Full
CAPA PRESSE	France	Audiovisual production	88.09%	Full	88.09%	Full
CAPA PROD	France	Audiovisual production	88.09%	Full	88.09%	Full
CAPA SERIES	France	Audiovisual production	-	-	88.09%	Full
CAPA STUDIO (formerly VS3)	France	Audiovisual production	88.09%	Full	88.09%	Full
CCCP TELEVISIE BV	Netherlands	Audiovisual production	51.00%	Full	51.00%	Full
CHALKBOARD	United Kingdom	Audiovisual production	34.28%	Equity	-	-
CHAMPLAIN MEDIA INC.	Canada	Audiovisual production	25.00%	Equity	25.00%	Equity
CIBY 2000	FRANCE	Exploitation of audiovisual rights	100.00%	Full	100.00%	Full
CINETWORK	FRANCE	Development of production software	100.00%	Full	-	-
CLAPPERBOARD	United Kingdom	Audiovisual production	30.80%	Equity	-	-
COLUMN FEATURES	Netherlands	Audiovisual production	100.00%	Full	100.00%	Full
COLUMN FILM NEDERLAND BV	Netherlands	Audiovisual production	100.00%	Full	100.00%	Full
COLUMN PROJECTS	Netherlands	Audiovisual production	100.00%	Full	100.00%	Full

			31 December 2021		31 December 2020	
Company	Country	Activity	% interest	Method	% interest	Method
COSTUMES ET DECO	France	Audiovisual production	100.00%	Full	100.00%	Full
DE MENSEN	Belgium	Audiovisual production	100.00%	Full	100.00%	Full
DUJARDIN	France	Producer of board/card games	-	-	100.00%	Full
EL DISCURSO (or DISCURSO DEL REY)	Spain	Audiovisual production	79.20%	Full	-	-
EXPLORER	France	Audiovisual production	88.09%	Full	88.09%	Full
FICTION HOUSE	United Kingdom	Audiovisual production	21.67%	Equity	-	-
FLARE ENTERTAINMENT	Germany	Audiovisual production and distribution	75.00%	Full	-	-
FLARE FILM	Germany	Audiovisual production	75.00%	Full	-	-
FURTHER SOUTH PRODUCTIONS	United Kingdom	Audiovisual production	31.85%	Full	-	-
FUTURO IMPERFECTO MOVIE	Spain	Audiovisual production	79.60%	Full	-	-
GALLOP TAX SHELTER	Belgium	Holding company	100.00%	Full	100.00%	Full
GARDNER & DOMM	Belgium	Audiovisual production	100.00%	Full	100.00%	Full
HET LAASTE BEDRIJF	Belgium	Audiovisual production	100.00%	Full	100.00%	Full
HUYSEGEMS	Belgium	Real estate company	100.00%	Full	100.00%	Full
ITC PROD (formerly MI2)	France	Audiovisual production	100.00%	Full	100.00%	Full
IZEN PRODUCCIONES AUDIOVISUALES	Spain	Holding company	80.00%	Full	-	-
IZEN PRODUCTIONS LIMITED	United Kingdom	Audiovisual production	40.00%	Equity	-	-
KUBIK FILM	Spain	Audiovisual production	15.00%	Equity	-	-
LEONIS	France	Audiovisual production	100.00%	Full	100.00%	Full
LEONIS PRODUCTIONS LIMITED	United Kingdom	Audiovisual production	100.00%	Full	100.00%	Full
LES FILMS A5	France	Audiovisual production	88.09%	Full	88.09%	Full
LES GENS	Belgium	Audiovisual production	100.00%	Full	100.00%	Full
LVPB	France	Audiovisual production	-	-	100.00%	Full
MOONSHAKER II	France	Audiovisual production	35.00%	Equity	-	-
MOONSHINER PRODUCTIONS	France	Audiovisual production	35.00%	Equity	-	-
NABI PRODUCTION UK LTD	United Kingdom	Audiovisual production	100.00%	Full	100.00%	Full
NEWCO AUDIOVISUAL	Spain	Audiovisual production	56.00%	Full	-	-
NEWEN CONNECT	France	Audiovisual production	100.00%	Full	100.00%	Full
NEWEN DISTRIBUTION LTD	United Kingdom	Holding company	100.00%	Full	100.00%	Full
NEWEN FRANCE (formerly TELFRANCE & CIE)	France	Holding company	100.00%	Full	100.00%	Full
NEWEN KIDS & FAMILY (formerly BSH)	France	Audiovisual production	100.00%	Full	100.00%	Full
NEWEN PROD A	France	Audiovisual production	100.00%	Full	-	-
NEWEN STUDIOS	France	Audiovisual production	100.00%	Full	100.00%	Full
NIMBUS FILM	Denmark	Audiovisual production	33.08%	Equity	33.08%	Equity
NIMBUS FILM HOLDING	Denmark	Holding company	33.08%	Equity	33.08%	Equity
NIMBUS FILM SALES	Denmark	Audiovisual production	33.08%	Equity	33.08%	Equity
PREMIERE BOBINE INC.	Canada	Holding company	100.00%	Full	100.00%	Full
PRODUCTION VALLEY	France	Audiovisual production	100.00%	Full	100.00%	Full
PROIMA – ZEBRASTUR	Spain	Audiovisual production	80.00%	Full	-	-
PULSATIONS	France	Audiovisual production	99.97%	Full	99.97%	Full
PULSATIONS MULTIMEDIA	France	Audiovisual production	99.97%	Full	99.97%	Full

Company	Country	Activity	31 December 2021		31 December 2020	
			% interest	Method	% interest	Method
PUPKIN FILM	Netherlands	Audiovisual production	100.00%	Full	100.00%	Full
PUPKIN FILM & TELEVISIE	Netherlands	Audiovisual production	100.00%	Full	100.00%	Full
PUPKIN FILM HOLDING	Netherlands	Holding company	100.00%	Full	100.00%	Full
REAL LAVA	Denmark	Development and commercialisation of artistic projects	51.00%	Full	-	-
REEL ONE ENTERTAINMENT, INC.	United States	Programme distribution	100.00%	Full	100.00%	Full
REEL ONE INTERNATIONAL LIMITED	United Kingdom	Programme distribution	100.00%	Full	100.00%	Full
RINGSIDE MEDIA LIMITED	United Kingdom	Holding company	65.00%	Full	-	-
RINGSIDE STUDIOS LIMITED	United Kingdom	Audiovisual production	65.00%	Full	65.00%	Full
ROGER FILM	France	Audiovisual production	40.00%	Equity	-	-
ROYAL ME UP PRODUCTIONS	France	Audiovisual production	80.00%	Full	80.00%	Full
SKYLINE ENTERTAINMENT	Belgium	Audiovisual production	100.00%	Full	100.00%	Full
SLATE ENTERTAINMENT	United Kingdom	Audiovisual production	19.50%	Equity	-	-
SNC EDITIONS MUSICALES BOXEUR DE LUNE	France	Audiovisual production	100.00%	Full	100.00%	Full
STORYBOARD	United Kingdom	Audiovisual production	30.00%	Equity	-	-
STUDIO BLUE SPIRIT CANADA	Canada	Audiovisual production	100.00%	Full	100.00%	Full
STUDIOS DE MARSEILLE	France	Audiovisual production	100.00%	Full	100.00%	Full
STUDIOS DE SETE	France	Audiovisual production	100.00%	Full	100.00%	Full
STUDIOS POST & PROD	France	Audiovisual production	100.00%	Full	100.00%	Full
TEL SETE	France	Audiovisual production	100.00%	Full	100.00%	Full
TELECIP	France	Audiovisual production	100.00%	Full	100.00%	Full
TELFRANCE	France	Audiovisual production	100.00%	Full	100.00%	Full
TELFRANCE SERIE	France	Audiovisual production	100.00%	Full	100.00%	Full
TELFRANCE SERIES MARSEILLE (formerly RDVPS)	France	Audiovisual production	100.00%	Full	100.00%	Full
TF1 STUDIOS	France	Exploitation of audiovisual rights	100.00%	Full	100.00%	Full
TUVALU DIGITAL BV	Netherlands	Audiovisual production	100.00%	Full	100.00%	Full
TUVALU MEDIA BV	Netherlands	Audiovisual production	100.00%	Full	100.00%	Full
TUVALU MEDIA GROUP BV	Netherlands	Audiovisual production	100.00%	Full	100.00%	Full
TUVALU MEDIA NETHERLANDS BV	Netherlands	Holding company	100.00%	Full	100.00%	Full
TUVALU MEDIA NETHERLANDS MANAGEMENT BV	Netherlands	Holding company	100.00%	Full	100.00%	Full
UTE ZEBRA PRODUCCIONES SOYCA	Spain	Audiovisual production	40.00%	Full	-	-
VERALIA CONTENIDOS AUDIOVISUALES	Spain	Audiovisual production	80.00%	Full	-	-
YELLOW THING	France	Audiovisual production	33.34%	Equity	33.34%	Equity
ZEBRA PRODUCCIONES	Spain	Audiovisual production	80.00%	Full	-	-
ZEBRA SERIES	Spain	Audiovisual production	70.90%	Full	-	-

9.6. EVENTS AFTER THE REPORTING PERIOD

There are no events after the reporting period to report.

6.3. STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the group presented in the management report.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Year ended 31 December 2021

To the Annual General Meeting of TF1,

Opinion

In compliance with the engagement entrusted to us by your annual general meetings, we have audited the accompanying consolidated financial statements of TF1 for the year ended 31 December 2021.

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 2021 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.

The audit opinion expressed above is consistent with our report to the audit committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code *(Code de commerce)* and the French Code of Ethics for Statutory Auditors *(Code de déontologie de la profession de commissaire aux comptes)* for the period from 1 January 2021 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Emphasis of Matter

We draw your attention to Note 2.2 to the consolidated financial statements which describes the impact of the application of the conclusions of the IFRS interpretations committee relating to IAS 19 on the method of calculation of the vesting period for the rights taken into consideration in the measurement of the provision for retirement benefits.

Our opinion is not modified in respect of this matter.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the COVID-19 pandemic, the financial statements for this accounting period have been prepared and audited under special circumstances. Indeed, this crisis and the exceptional measures taken in the context of the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties regarding their prospects. These measures, such as travel restrictions and remote working, have also had an impact on companies' internal organization and on how audits are performed.

It is in this complex, evolving context that, in accordance with the requirements of Articles L. 8239 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Programmes and rights

Risk identified

Relevant notes to the consolidated financial statements: Note 7.1.1 Audiovisual rights and Note 7.2 Broadcasting rights and other inventorie

The programmes, broadcasting rights and audiovisual rights, recognized in the balance sheet or presented as off-balance-sheet commitments, constitute the programmes and rights.

- The programmes and broadcasting rights correspond to firm contracts, sometimes multi-year contracts, for the acquisition of programmes and rights to broadcast sports events taken out by the group in order to secure its programming for the coming years.

  As at 31 December 2021, these programmes and broadcasting rights are recognized in inventories for €432m when they are deemed "broadcastable", i.e., when the following criteria are met:
  - technical acceptance has been obtained,
  - the date of the opening up of the rights is reached.

  The value of the inventories is determined based on the production cost or the acquisition cost less consumptions for the year. When a programme has been purchased for two or more broadcasts, except in specific contractual cases, it is consumed according to the rules defined by the group depending on the type of programme concerned.
- The audiovisual rights mainly correspond (i) to the shares in films and audiovisual programmes produced or co-produced by the group and/or (ii) to the audiovisual rights distributed by the group.

  As at 31 December 2021, these audiovisual rights are recognized, at their historical cost, in intangible assets related to audiovisual rights for a net value of €221m. The amortization of these fixed assets is determined, by category of audiovisual rights, according to the methods set out in Note 7.1.1 to the consolidated financial statements.
- Off-balance-sheet commitments, given by the group in the amount of €935m as at 31 December 2021, concern the programmes and rights for which the group considers that the criteria described hereabove have not been met. These commitments are valued for the contractual amounts or, in the case of output deals, for the estimated amount of future disbursements after deduction of advance payments made.
- The programmes and rights are depreciated when their recoverable amount is less than their net carrying amount. The recoverable amount of these programmes and rights is determined:
  - in the case of the programmes and broadcasting rights, on the basis of their broadcasting probability assessed based on forecast programme schedules validated by management,
  - in the case of the audiovisual rights, on the basis of the analysis of the future economic benefits defined by type of right.

  We considered that the reality and the valuation of the programmes, broadcasting rights and audiovisual rights, as well as the completeness of the commitments made relating to these programmes and rights, constituted a key audit matter, given the significant share represented by these programmes and rights in the group's accounts, and the high level of estimation and judgment used by management to assess the value of these programmes, broadcasting rights and audiovisual rights.

Our response

Our work mainly consisted of the following:

- familiarizing ourselves with the internal control procedures and the information systems set up contributing to the recognition of the programmes, broadcasting rights and audiovisual rights, as well as the corresponding expenses;
- as regards the programmes and broadcasting rights:
  - conducting IT general controls on the management software involved in the recognition of the programmes and rights used by the group's most significant subsidiaries,
  - reviewing and ensuring the reliability of the transfers of data between the inventory management interfaces, as well the key reports obtained from these applications used for our audit,
  - testing the design and effectiveness of the group's key controls on the processes for the recognition and estimation of the programmes and broadcasting rights,
  - performing analytical procedures on the movements in the inventories of programmes and broadcasting rights.

On the basis of a sample, we:

- assessed the value of the fixed assets in progress by consistency with the stage of completion of the productions in progress and the related expenses;
- tested the value of the audiovisual rights in the catalogue:
  - by assessing the analysis of the future economic benefits performed by the group,
  - by examining whether the depreciation rates thus determined by type of broadcasting right were correctly applied;
- tested the correct recording in the balance sheet or in off-balance-sheet commitments by consistency with the technical acceptance and the date of the opening-up of the rights;
- tested the value of the programmes and the broadcasting rights held in inventory:
  - by reconciling the programmes present in inventory with the contracts signed,
  - by reconciling the programmes not depreciated with the programmes in the forecast schedule,
  - by performing a retrospective analysis on the unwinding of depreciation and scrapping for which no provision was recognized;
- examined the correct application of the rules on the consumption of inventories defined by the group by reconciliation with the broadcasting findings;

- assessed the value of the off-balance-sheet commitments:
  - by assessing through discussion and/or reconciliation with legal documentation, the main assumptions used within the scope of the estimation of the broadcasting rights purchased to secure programming for future years,
  - by evaluating the reasonableness of the main assumptions used within the scope of the valuation of the commitments given in respect of the output deals;
- assessed the permanence of the methods used to calculate non-GAAP indicators such as the cost of the programmes.

Media advertising revenue

Risk identified

Relevant notes to the consolidated financial statements: Note 2 Accounting principles and policies, Note 5.1 Operating revenues, Note 7.3.1 Trade and other debtors, and Note 7.3.2 Trade and other creditors»

The Media advertising revenue represents the major part of the group's revenue (€1,694m as at 31 December 2021). The group's trade debtors in terms of net value amount to €830m as at 31 December 2021. Other liabilities mainly include credit notes and discounts granted as well as deferred income.

Sales of advertising airtime are recognized when the corresponding commercials are broadcast. The group's Media advertising revenue corresponds to the amount of sales of advertising airtime invoiced to the advertisers, and is made in strict compliance with French regulations (agreement signed with the CSA - *Conseil Supérieur de l'Audiovisuel*, the French broadcasting regulatory authority).

Sales of airtime are made according to the general terms and conditions of sale, and the terms specific to each advertiser and agency. There are two main types of sales:

- sales of airtime with an audience target (guaranteed GRP) based on the reconciliation of the broadcasting information on audience levels obtained by companies that are recognized specialists in the measurement of audiences and advertising volumes;
- sales of airtime on a "spot by spot" basis, which result from negotiation between the advertisers and the broadcasters.

The implementation of pricing is subject to an estimate which integrates performance criteria relating to the achievement of the targets defined for a campaign (achievement of the guaranteed GRP, etc.). These estimates are reflected in the accounts by discounts in the form of credit notes or deferred income in respect of free commercials.

In view of the predominance, in the group's revenue, of Media advertising revenue, and as the advertising revenue is based on these various estimates, we considered its valuation to be a key audit matter.

Our response

Within the scope of our work:

- We familiarized ourselves with the procedures and information systems set up to monitor the recognition of the advertising revenue and its valuation.
- We tested the key controls, as well as the IT general controls and application controls for the main information systems, with regard to:
  - segregation of duties,
  - the entry of campaign contractual terms and prices into the system,
  - the amount of advertising revenue calculated by the system for each campaign, which we compared to the contractual commitments in terms of audience and price.
- We studied the correlation between the accounting entries justifying the revenue for the period and all the amounts collected, taking into account the variations in trade debtors, invoices to be drawn up, deferred income and VAT.
- We also performed the following procedures on a sample of contracts:
  - We analyzed the contractual clauses and reconciled the financial data with the accounting documents issued (invoices and/or credit notes).
  - We tested the compliance of the methods applied with the rules defined in the relevant notes to the consolidated financial statements.
  - We tested the level of the estimates established as at 31 December 2021 (invoices or credit notes to be issued) in view of the performances achieved by the portfolio of contracts and by testing the unwinding of the discounts provisioned from one period to the next.

Specific verifications

As required by French legal and regulatory texts, we have also verified in accordance with professional standards applicable in France the information presented in the board of directors' management report on the management of the group.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement provided for in Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the report on the management of the group, it being specified that, in accordance with Article L. 823-10 of said Code, the information contained in this statement has not been verified by us regarding its fairness or consistency with the consolidated financial statements. This information should be the subject of a report by an independent third party.

Report on Other Legal and Regulatory Requirements

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor concerning the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the CEO, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of 17 December 2018. With regard to the consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above-mentioned Regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of TF1 by your annual general meeting held on 15 May 2001 for MAZARS and on 14 April 2016 for ERNST & YOUNG Audit.

As at 31 December 2021, MAZARS was in its 21st year and ERNST & YOUNG Audit in its 6th year of total uninterrupted engagement.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the company or to cease operations.

The audit committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the board of directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code *(Code de commerce),* our statutory audit does not include assurance on the viability of the company or the quality of management of the affairs of the company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the audit committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the audit committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the audit committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as set out in particular in Articles L.822-10 to L.822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the audit committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, 10 February 2022

The Statutory Auditors

French original signed by:

MAZARS	ERNST & YOUNG Audit
Gilles Rainaut	Nicolas Pfeuty

6.4. PARENT COMPANY FINANCIAL STATEMENTS

6.4.1. Parent company income statement (French GAAP)

(€m)	Note	2021	2020
Operating income		**1,396.5**	**1,229.1**
TF1 channel advertising revenue	2.12 & 4.1	1,141.7	998.4
Revenue from other services		61.3	47.2
Income from ancillary activities		7.9	15.3
Revenue		**1,210.9**	**1,060.9**
Inventorised production		(0.3)	0.3
Capitalised production		8.2	7.8
Operating grants		0.0	0.0
Reversals of depreciation, amortisation, provisions and impairment		88.6	74.0
Cost transfers	4.2	81.1	78.9
Other income		7.9	7.2
Operating expenses		**(1,290.3)**	**(1,132.5)**
Purchases of raw materials and other supplies	4.3	(526.4)	(448.1)
Change in inventory	4.3	19.4	(11.7)
Other purchases and external charges	4.4	(257.7)	(212.0)
Taxes other than income taxes	4.5	(72.7)	(67.6)
Wages and salaries	4.6	(135.4)	(131.0)
Social security charges	4.6	(58.3)	(53.1)
Depreciation, amortisation, provisions and impairment			
• amortisation and depreciation of non-current assets		(97.4)	(75.0)
• impairment of non-current and current assets		(104.0)	(78.7)
• provisions for liabilities and charges		(9.7)	(11.6)
Other expenses	4.7	(48.1)	(43.7)
Operating profit		**106.1**	**96.6**
Share of profits/(losses) of joint operations		**0.0**	**0.0**
Financial income		287.1	42.8
Financial expenses		(180.5)	(342.8)
Net financial income/(expense)	**4.8**	**106.6**	**(300.0)**
Profit/(loss) before tax and exceptional items		**212.7**	**(203.4)**
Exceptional income		**105.9**	**14.7**
Exceptional income from operating transactions		0.8	0.0
Exceptional income from capital transactions		94.7	1.4
Reversals of provisions		10.4	13.3
Exceptional expenses		**(178.8)**	**(21.9)**
Exceptional expenses on operating transactions		0.0	(2.1)
Exceptional expenses on capital transactions		(166.2)	(6.7)
Depreciation, amortisation, provisions and impairment		(12.6)	(13.1)
Exceptional items	**4.9**	**(72.9)**	**(7.2)**
Employee profit-sharing		(3.3)	0.0
Income taxes	4.10 & 4.11	28.2	4.1
NET PROFIT/(LOSS)		**164.7**	**(206.5)**

6.4.2. Parent company balance sheet (French GAAP)

Assets

(€m)	Note	31/12/2021 Net	31/12/2020 Net
Intangible assets	**2.2 & 3.1**	**56.1**	**56.9**
Audiovisual rights		39.0	45.4
Other intangible assets		17.1	11.5
Property, plant and equipment	**2.3 & 3.2**	**67.5**	**62.5**
Technical facilities		17.6	17.3
Other property, plant and equipment		48.3	44.3
Property, plant and equipment under construction		1.6	0.9
Non-current financial assets	**2.4 & 3.3**	**1,003.2**	**1,108.5**
Investments in subsidiaries and affiliates		677.6	767.8
Other long-term investment securities		0.0	0.0
Loans receivable		90.0	105.0
Other non-current financial assets		235.6	235.7
Non-current assets		**1,126.8**	**1,227.9**
Inventories and work in progress	2.5 & 3.4	99.1	85.2
Advance payments made on orders	2.6 & 3.5.1	76.6	110.9
Trade receivables	2.7 & 3.5.2	325.6	227.1
Other receivables	3.5.3	347.2	327.3
Short-term investments and cash	2.8 & 3.6	579.7	320.1
Prepaid expenses	3.7	8.5	7.5
Current assets		**1,436.7**	**1,078.1**
Unrealised foreign exchange losses		0.0	0.0
TOTAL ASSETS		**2,563.5**	**2,306.0**

Liabilities and shareholders' equity

(€m)	Note	31/12/2021	31/12/2020
Share capital		42.1	42.0
Share premium		20.2	20.2
Legal reserve		4.3	4.3
Other reserves		771.2	771.3
Retained earnings		275.3	569.3
Net profit/(loss) for the year		164.7	(206.5)
Restricted provisions	2.10	17.2	15.0
Shareholders' equity	**3.8**	**1,295.0**	**1,215.6**
Provisions for liabilities and charges	**2.11 & 3.9**	**76.0**	**112.4**
Bank borrowings[1]		0.0	0.0
Other borrowings[2]		575.4	486.0
Trade payables		209.7	197.4
Tax and employee-related liabilities		177.5	139.0
Amounts payable in respect of non-current assets		6.5	6.9
Other liabilities		215.7	145.7
Deferred income		7.7	3.0
Liabilities	**3.10**	**1,192.5**	**978.0**
Unrealised foreign exchange gains		0.0	0.0
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**2,563.5**	**2,306.0**
(1) Of which bank overdrafts and bank accounts in credit		*0.0*	*0.0*
(2) Of which intra-group current accounts		*575.4*	*486.0*

6.4.3. Parent company cash flow statement (French GAAP)

Cash flow statement *(€m)*	2021	2020
1 – OPERATING ACTIVITIES		
• Net profit for the year	164.7	(206.5)
• Depreciation, amortisation, provisions and impairment[(1)(2)]	14.4	375.9
• Investment grants released to the income statement	0.0	0.0
• Net (gain)/loss on disposals of non-current assets	68.0	0.0
Operating cash flow before changes in working capital	**247.1**	**169.3**
• Acquisitions of television programmes[(2)]	(2.5)	2.8
• Amortisation and impairment of television programmes[(2)]	4.8	(0.6)
• Inventories	(13.9)	12.4
• Trade and other operating receivables	(119.5)	35.0
• Trade and other operating payables	125.5	(14.9)
• Advance payments received from third parties, net	34.4	(8.0)
Change in operating working capital needs	**28.8**	**26.7**
Net cash generated by/(used in) operating activities	**275.8**	**196.1**
2 – INVESTING ACTIVITIES		
• Acquisitions of property, plant & equipment and intangible assets[(1)(2)]	(119.0)	(114.0)
• Disposals of property, plant & equipment and intangible assets[(1)(2)]	0.1	0.0
• Acquisitions of investments in subsidiaries and affiliates and own shares	(0.9)	(2.1)
• Disposals/reductions of investments in subsidiaries and affiliates	94.2	0.6
• Impact of mergers	0.0	(27.2)
• Net change in amounts payable in respect of non-current assets	(0.3)	(0.7)
• Net change in other non-current financial assets	15.0	14.2
Net cash generated by/(used in) investing activities	**(11.0)**	**(129.2)**
3 – FINANCING ACTIVITIES		
• Change in shareholders' equity	0.0	0.0
• Net change in debt	89.4	109.4
• Dividends paid	(94.7)	0.0
Net cash generated by/(used in) financing activities	**(5.2)**	**109.4**
TOTAL CHANGE IN CASH POSITION	**259.6**	**176.3**
Cash position at beginning of period	320.1	143.8
Change in cash position	259.6	176.3
Cash position at end of period	579.7	320.1

(1) Excludes television programmes recognised as non-current assets.

(2) Acquisitions, consumption, disposals and retirements of television programmes, which are accounted for as non-current assets in the parent company financial statements, are included in "Changes in operating working capital needs" in this cash flow statement in order to provide a fair representation of cash flows comparable with that presented in the consolidated financial statements.

6.5. NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

The parent company financial statements for the year ended 31 December 2021 have been prepared in accordance with legal and regulatory requirements as currently applicable in France.

NOTE 1 SIGNIFICANT EVENTS

During 2021, TF1 SA returned to levels of activity comparable with those of 2019, enabling it to continue its process of adaptation.

The following divestments of equity interests took place in 2021:

- on 5 January 2021, TF1 SA transferred its entire equity interest in TF1 Studio to Newen Connect;
- on 27 October 2021, TF1 SA transferred its entire equity interest in TF1 Vidéo to eTF1.

And on 3 December 2021, TF1 absorbed its subsidiary Ouest Info, generating a negative merger premium that was recognised in "Financial expenses".

Finally, a provision for impairment was recognised against an intragroup treasury current account with a subsidiary as of 31 December 2021 (see Note 3.6), and an impairment loss was also recognised against equity investments (see Note 3.3).

NOTE 2 ACCOUNTING POLICIES

The accounting policies described below have been applied in compliance with the principles of prudence, lawfulness and fairness in order to represent faithfully the company's assets, liabilities and financial position and the results of its operations, in accordance with the following fundamental concepts:

- going concern;
- consistency of method from one period to the next;
- accrual basis of accounting;

and in accordance with the general rules applicable to the preparation and presentation of annual individual company financial statements in France.

The basic method used for measuring items recorded in the books of account is the historical cost method.

2.1. COMPARABILITY OF THE FINANCIAL STATEMENTS

Further to the option proposed by ANC recommendation 2013-02 (as amended in November 2021) on the measurement and recognition of retirement benefit obligations, TF1 SA decided to alter the period of service over which benefits vest.

Such obligations are now recognised on a straight line basis over the period immediately preceding retirement age that enables employees to reach the retirement benefit cap (thereby aligning on the method required under international financial reporting standards following the IFRS IC agenda decision of May 2021), rather than over the employee's entire period of service as was previously the case.

The impact of this change in accounting policy has been recognised in shareholders' equity, and is disclosed in the relevant notes to the financial statements.

2.2. INTANGIBLE ASSETS

2.2.1. Audiovisual rights

Audiovisual rights comprise:

- drama co-production shares;
- television programmes intended for broadcast on the TF1 channel.

▸ Drama co-production shares

This line item shows acquisitions of drama co-production shares made since the new regulations came into force in 2015, as an add-on to acquisitions of broadcasting rights for certain programmes. Such acquisitions enable TF1 SA to own certain tangible and intangible assets, in particular the exploitation rights for those programmes.

Payments for such co-production shares are definitively recognised as intangible assets when (i) technical acceptance has occurred and (ii) the rights period has opened for the broadcasting rights acquired in parallel with the co-production share. Payments made for co-production shares before those conditions are met are recognised in the balance sheet as intangible assets in progress. Intangible assets in progress also include advances paid for literary works ahead of co-production contracts.

Co-production shares are amortised over their expected useful lives. A provision for impairment is recognised if expected future revenues are lower than the net book value of the asset.

Tax depreciation is charged against co-production shares in accordance with the policies described in Note 2.10, "Restricted provisions".

▸ Television programmes

This line item shows residual drama co-production shares that pre-date the new regulations, and production shares in other programmes. Television programmes are recognised as intangible assets at the time of technical acceptance and opening of rights, and are measured at the contractual acquisition price. Payments made for rights before those conditions are met are recognised in the balance sheet as intangible assets in progress with effect from the end of shooting.

The amortisation rules applied to capitalised programmes are the same as those for programme inventories (see Note 2.5, "Inventories").

A provision for impairment is recorded once it becomes probable that a programme including a production share will not be transmitted. Probability of transmission is assessed on the basis of the most recent programming schedules approved by management. Tax depreciation is charged against television programmes not yet transmitted in accordance with the policies described in Note 2.10, "Restricted provisions".

2.2.2. Other intangible assets

Other intangible assets are measured at acquisition cost (or production cost), net of accumulated amortisation and impairment.

Software and licences are amortised on a straight line basis over their estimated useful lives. Tax depreciation may be applied on the basis specified in Note 2.10, "Restricted provisions".

2.3. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is carried at acquisition cost net of accumulated depreciation and impairment.

Depreciation methods and periods are summarised below:

Technical facilities	Straight line	3 to 7 years
Other property, plant and equipment	Straight line	3 to 10 years

2.4. NON-CURRENT FINANCIAL ASSETS

Equity investments are measured at acquisition cost, comprising the purchase price and transaction costs.

Annual impairment tests are performed on the basis of revenue and profit projections, primarily derived from business plans, using the discounted cash flow (DCF) method. If the value in use of an investment falls significantly below acquisition cost other than on a temporary basis, a provision for impairment is recorded. If necessary, this provision may be supplemented by a provision for impairment of the current account with the investee and a provision for liabilities and charges.

Tax depreciation is charged against transaction costs relating to acquisitions of equity interests in accordance with the policies described in Note 2.10, "Restricted provisions".

2.5. INVENTORIES

In order to secure programming schedules for future years, TF1 SA enters into binding contracts (in addition to production share acquisition contracts) under which it acquires (and the other party agrees to deliver) programme rights and sports transmission rights.

A programme is recognised in inventory once technical acceptance and opening of rights have occurred. Programme inventory is measured at acquisition cost or total production cost (direct costs plus indirect costs attributable to the production, but excluding borrowing costs which are recognised as an expense).

Payments made before the conditions for recognition are met are recognised in the balance sheet under "Advance payments".

Programmes acquired for a single transmission are regarded as having been consumed in full on transmission.

Where programmes are acquired for two or more transmissions, consumption is calculated as follows:

- Programmes not individually valued in contracts:

Type of programme	Dramas with a running time of at least 52 minutes	Series[(1)]	Films, TV movies and cartoons	Other programmes
• 1st transmission	80%	67%	50%	100%
• 2nd transmission	20%	33%	50%	

(1) Based on an analysis conducted using recent historical data, patterns of consumption have changed, indicating a reduction in the future economic benefits of repeat broadcasts of series. As a result, TF1 decided to adjust the pattern of consumption for series from 1 January 2021 onwards, increasing the value consumed on first transmission to 67% and reducing the value consumed on second transmission to 33% (versus the previous policy of 50% on first transmission and 50% on second transmission).

- Programmes individually valued in contracts: consumption reflects the contractual unit price.

"Other programmes" in the table above refers to children's programmes (other than cartoons), light entertainment, plays, factual and documentary programmes, news, and dramas with a running time of less than 52 minutes.

A provision for impairment is recognised:

- once it becomes probable that a programme will not be transmitted (probability of transmission is assessed on the basis of the most recent programming schedules approved by management);
- where it is probable that a programme will be resold, and its carrying value in inventory exceeds the actual or estimated selling price.

Rights acquisition contracts not recognised in inventory at the end of the reporting period are priced at the contractual amount (or the estimated future cash outflow in the case of output deal contracts) less any advance payments made in respect of the contract, which are recognised as an asset in the balance sheet in "Advance payments made on orders"; these contracts are discussed in the section on inventories.

2.6. ADVANCE PAYMENTS

This line includes (i) sums paid to acquire rights to broadcast programmes for which technical acceptance and/or opening of rights has yet to occur and (ii) sums paid for production shares in television programmes where shooting has not been completed at the end of the reporting period. A provision for impairment may be taken against advance payments where necessary.

Payments made to purchase sports transmission rights are recognised in "Advance payments" until the sporting event takes place. If the rights are resold, a provision is recorded once the sale is probable, to cover any excess of the amount of advance payments over the actual or estimated selling price.

2.7. TRADE RECEIVABLES

Trade receivables are recognised at face value.

Doubtful or disputed accounts are written down via an impairment provision that reflects the age of the debt and the situation of the debtor.

2.8. SHORT-TERM INVESTMENTS AND CASH

TF1 SA provides centralised treasury management for the Group. Treasury current account debit balances are classified as cash in order to achieve consistency with the classification of treasury current account credit balances included in "Other borrowings".

Short-term investments are measured at acquisition cost. A provision for impairment is recorded if the recoverable amount falls below acquisition cost.

2.9. FOREIGN-CURRENCY TRANSACTIONS AND UNREALISED FOREIGN EXCHANGE GAINS/LOSSES

Invoices received and issued in foreign currencies are translated into euros at the rate prevailing on the date of initial recognition, and foreign-currency payables/receivables at the end of the financial year are translated using the exchange rate prevailing as of 31 December. Unrealised foreign exchange losses and gains are recorded on the relevant lines on the assets and liabilities sides of the balance sheet.

The company also recognises unrealised gains and losses arising on currency hedges associated with payables and receivables carried in its own balance sheet or in the balance sheets of subsidiaries to which it has provided guarantees (see Note 5.2.1).

Any unrealised foreign exchange losses arising as a result are covered by a provision included in "Provisions for liabilities and charges".

2.10. RESTRICTED PROVISIONS

This item comprises:

- tax depreciation on drama co-production shares and television programmes, calculated from the first day of the month following the end of shooting. This tax depreciation is reversed on the date when the asset is definitively recognised as an intangible asset (in the case of co-production shares), or when it is transmitted or written off as no longer transmittable (in the case of television programmes).

  The tax depreciation described above is calculated in accordance with the rules defined by the French tax authorities on 3 July 1970. The monthly percentages used are:

• Month 1	20%
• Month 2	15%
• Months 3 to 9	5%
• Months 10 to 24	2%

- tax depreciation of software and licences acquired on or before 31 December 2016 or developed internally, in addition to the accounting depreciation recognised in the balance sheet;
- tax depreciation on transaction costs on acquisitions of equity interests, calculated over five years on a straight line basis.

2.11. PROVISIONS FOR LIABILITIES AND CHARGES

Provisions are recorded when there is a legal or constructive obligation to a third party arising from a past event; the obligation will certainly or probably result in an outflow of resources with no corresponding inflow of resources; and the amount of the outflow can be measured reliably. Provisions are reviewed at the end of each reporting period, and adjusted where necessary to reflect the best estimate of the obligation as of that date.

Contingent liabilities are obligations whose existence will be confirmed only by the occurrence of future events or for which the outflow of resources cannot be measured reliably. No provision is recorded for contingent liabilities.

2.11.1. Retirement benefits

The company's employees are entitled to retirement benefits under defined-contribution and defined-benefit plans, which may be partially managed by pension funds.

TF1 SA employees belong to general and supplementary French pension schemes. These are defined-contribution plans, under which the company's obligation is limited to the payment of a periodic contribution based on a specified percentage of staff costs. Those contributions are expensed in profit or loss for the period under "Staff costs".

The pension cost recognised for defined-benefit plans is determined using the projected unit credit method at the expected retirement date, based on final salary, and taking account of:

- vested benefit entitlements under collective agreements for each category of employee based on length of service;
- staff turnover rate, calculated using historical average data for employees leaving the company;
- salaries and wages, including a coefficient for employer's social security charges as currently payable;
- an annual salary inflation rate;
- life expectancy of employees, determined using statistical tables;
- a discount rate, applied to the obligation and reviewed annually.

Benefit entitlement is recognised on a straight line basis only over the final years of service over which an employee's capped benefit rights accrue.

The Group's obligation is partially covered by an insurance contract. The provision for retirement benefits recognised in the balance sheet represents the total obligation less the value of this contract.

Actuarial gains and losses arise on defined-benefit post-employment benefit plans as a result of changes in the actuarial assumptions used to measure the obligation and plan assets from one period to the next, and of differences between actual market conditions and the expected market conditions used in the assumptions. These actuarial gains and losses are recognised in the income statement, as charges to or reversals of provisions for liabilities and charges.

2.11.2. Other provisions for liabilities and charges

These mainly comprise provisions for litigation and claims. The provision is measured as the probable outflow of resources resulting from ongoing litigation or claims arising from an event prior to the end of the reporting period. They include provisions for tax and social security disputes. The amount shown on reassessment notices issued by the authorities is provided for unless the company regards it as highly probable that it will successfully defend its position against the authorities. The undisputed portion of reassessment notices is recognised as a liability as soon as the amount is known.

2.12. ADVERTISING REVENUE

Sales of advertising airtime are recognised as revenue on transmission of the advertisement or commercial. The revenue recognised is the amount invoiced by advertising sales agencies (primarily TF1 Pub) to the advertiser for the airtime, less the agency commission.

TF1 makes marginal use of barter transactions involving advertising with media other than television, such as radio or print media. Such transactions are reported on a non-netted basis in "Revenue" and in "External charges".

2.13. OFF BALANCE SHEET COMMITMENTS

Image transmission commitments represent fees payable to transmission service operators until the expiry date of their contracts.

Caution money and guarantees paid under commercial contracts are disclosed as off balance sheet commitments.

2.14. FINANCIAL INSTRUMENTS

TF1 uses financial instruments to hedge its exposure to fluctuations in interest rates and exchange rates. That exposure arises from transactions carried out by TF1 SA itself, and from foreign exchange guarantees provided to subsidiaries as part of the Group's centralised foreign exchange risk management policy.

Group policy is to trade on the financial markets solely for hedging purposes related to its business activities, and not to trade for speculative purposes.

Gains and losses on financial instruments used for hedging purposes are measured and recognised symmetrically with the recognition of gains and losses on the hedged item.

NOTE 3 NOTES TO THE BALANCE SHEET

3.1. INTANGIBLE ASSETS

3.1.1. Audiovisual rights

Audiovisual rights break down as follows:

Gross value *(€m)*	01/01/2021	Increases	Decreases	Transfers	31/12/2021
Drama co-production shares	334.6	68.5	(1.6)	29.2	430.7
Drama co-production shares in progress	31.6	23.5		(29.2)	25.9
Television programmes	2.0	6.4	(8.2)		0.2
Total	**368.2**	**98.4**	**(9.8)**	**0.0**	**456.8**

Amortisation	01/01/2021	Increases	Decreases		31/12/2021
Drama co-production shares	161.2	75.8			237.0
Television programmes	0.0	6.1	(6.1)		0.0
Total	**161.2**	**81.9**	**(6.1)**	**0.0**	**237.0**

Impairment	01/01/2021	Increases	Decreases		31/12/2021
Drama co-production shares	161.6	90.3	(71.1)		180.8
Television programmes	0.0				0.0
Total	**161.6**	**90.3**	**(71.1)**	**0.0**	**180.8**
NET VALUE	**45.4**				**39.0**

Commitments relating to drama co-production shares and television programmes for future years break down as follows:

(€m)	Less than 1 year	1 to 5 years	More than 5 years	Total 2021	Total 2020
Drama co-production shares	42.7	19.8	0.0	62.5	92.9
Television programmes	4.8	0.0	0.0	4.8	6.4

3.1.2. Other intangible assets

Movements in other intangible assets are shown below:

Gross value (€m)	01/01/2021	Increases	Decreases	Transfers	31/12/2021
Software	31.7	3.4	(0.1)	3.4	38.4
Other intangible assets	1.6	0.4	(0.8)	0.4	1.6
Intangible assets in progress	4.1	4.7		(3.8)	5.0
Total	**37.4**	**8.5**	**(0.9)**	**0.0**	**45.0**

Amortisation (€m)	01/01/2021	Increases	Decreases	Transfers	31/12/2021
Software	24.3	2.7			27.0
Other intangible assets	1.6	0.1	(0.8)		0.9
Total	**25.9**	**2.8**	**(0.8)**	**0.0**	**27.9**
NET VALUE	**11.5**				**17.1**

3.2. PROPERTY, PLANT AND EQUIPMENT

The table below shows movements in property, plant and equipment during the year, and the associated depreciation:

Gross value (€m)	01/01/2021	Increases	Decreases	Transfers	31/12/2021
Technical facilities	83.4	5.0	(3.4)	0.8	85.8
Other property, plant and equipment	125.4	11.8	(23.5)		113.7
Property, plant and equipment in progress	0.9	1.5		(0.8)	1.6
Total	**209.7**	**18.3**	**(26.9)**	**0.0**	**201.1**

Depreciation (€m)	01/01/2021	Increases	Decreases	Transfers	31/12/2021
Technical facilities	66.1	5.0	(2.9)		68.2
Other property, plant and equipment	81.1	7.7	(23.4)		65.4
Total	**147.2**	**12.7**	**(26.3)**		**133.6**
NET VALUE	**62.5**				**67.5**

3.3. NON-CURRENT FINANCIAL ASSETS

This item breaks down as follows:

(€m)	Equity investments	Other non-current financial assets	Loans receivable	Other	Total
Gross value at 1 January 2021	**1,082.5**	**234.7***	**105.0**	**1.0**	**1,423.2**
INCREASES					
• Préfas 30-31-32-33 – subscription to capital increase	0.1				0.1
• Newen	0.7				0.7
DECREASES					
• Unify – loan			(15.0)		(15.0)
• TF1 Vidéo – intragroup divestment	(23.1)				(23.1)
• TF1 Studios – intragroup divestment	(138.5)				(138.5)
• Ouest Info – on absorption into TF1 SA	(2.6)				(2.6)
• Caution money				(0.1)	(0.1)
Gross value at 31 December 2021	**919.1**	**234.7**	**90.0**	**0.9**	**1,244.7**
PROVISIONS FOR IMPAIRMENT					
1 January 2021	314.7	0.0	0.0	0.0	314.7
Ouest Info – on absorption into TF1 SA	(2.6)				(2.6)
Charges	18.4				18.4
Reversals	(89.0)				(89.0)
31 December 2021	**241.5**	**0.0**	**0.0**	**0.0**	**241.5**
NET VALUE AT 31 DECEMBER 2021	**677.6**	**234.7**	**90.0**	**0.9**	**1,003.2**

* *Negative merger premium.*

The €18.4 million of impairment losses and €89.0 million of impairment loss reversals recognised during the period relate to 100% owned subsidiaries (see Note 2.4).

3.4. INVENTORIES AND WORK IN PROGRESS

This item mainly comprises broadcasting rights yet to be consumed, and breaks down as follows:

(€m)	Acquired rights	In-house production	Total 2021	Total 2020
Inventory at 1 January	97.9	2.9	100.8	112.2
PURCHASES DURING THE YEAR	526.4	133.9	660.3	552.5
Consumption on transmission	(489.7)	(134.2)	(623.9)	(544.1)
Expired, retired and resold rights	(17.3)	0.0	(17.3)	(19.8)
TOTAL CONSUMPTION	(507.0)	(134.2)	(641.2)	(563.9)
Inventory at 31 December	**117.3**	**2.6**	**119.9**	**100.8**
CHANGE IN INVENTORY	19.4	(0.3)	19.1	(11.4)
PROVISIONS FOR IMPAIRMENT				
1 January	15.6	0.0	15.6	14.6
Charges	13.7		13.7	13.0
Reversals	(8.5)		(8.5)	(12.0)
31 December	**20.8**	**0.0**	**20.8**	**15.6**

The table below shows the maturity of broadcasting and sports transmission rights acquisition contracts entered into by TF1 to secure future programming schedules:

(€m)	Less than 1 year	1 to 5 years	More than 5 years	Total 2021	Total 2020
Programmes and broadcasting rights(1)	693.7	344.2	0.3	1,038.2	1,248.4
Sports transmission rights(2)	101.6	51.7		153.3	137.6
TOTAL	**795.3**	**395.9**	**0.3**	**1,191.5**	**1,386.0**

(1) Includes contracts entered into by GIE TF1 Acquisitions de Droits on behalf of TF1 SA and shown in that entity's assets or off balance sheet commitments.
(2) Includes contracts entered into by TF1 DS (the company that acquires rights to sporting events broadcast on TF1), and shown in that entity's assets or off balance sheet commitments.

The portion of those contracts expressed in foreign currencies is €35.6 million (all in US dollars).

3.5. ADVANCE PAYMENTS AND RECEIVABLES

3.5.1. Advance payments made on orders

This mainly comprises advance payments for programme broadcasting rights and sports transmission rights, amounting to €73.0 million.

3.5.2. Trade receivables

TF1 Pub acts as agent for TF1 SA, selling advertising airtime in return for commission indexed to actual revenues. Receivables owed by TF1 Pub to TF1 SA amounted to €282.9 million as of 31 December 2021, compared with €187.9 million as of 31 December 2020.

3.5.3. Other receivables

This item mainly comprises taxes recoverable (VAT and income taxes), and balances on current accounts with subsidiaries.

3.5.4. Provisions for impairment of advance payments and receivables

(€m)	01/01/2021	Charges	Reversals	31/12/2021
Advance payments	0.0			0.0
Trade receivables	0.1			0.1
Other receivables	0.0			0.0
TOTAL	**0.1**	**0.0**	**0.0**	**0.1**

3.5.5. Receivables by due date

(€m)	Less than 1 year	1 to 5 years	More than 5 years	Total
Non-current assets	15.0	60.0	15.0	90.0
Current assets(1)	670.3	2.6		672.9
TOTAL	**685.3**	**62.6**	**15.0**	**762.9**

(1) Includes trade and other receivables, net of impairment.

3.6. SHORT-TERM INVESTMENTS AND CASH

This item breaks down as follows:

(€m)	2021	2020
GROSS VALUE		
Short-term investments	**0.0**	**0.0**
Bank deposits (instant access)	22.1	8.6
Treasury current accounts with debit balances(1)	598.6	311.3
Advertising airtime sales	0.2	0.2
Cash	**620.9**	**320.1**
TOTAL	**620.9**	**320.1**
PROVISIONS FOR IMPAIRMENT OF CURRENT ACCOUNTS AND SHORT-TERM INVESTMENTS		
1 January	**0.0**	**0.0**
Charges(2)	41.2	0.0
Reversals	0.0	0.0
31 December	**41.2**	**0.0**
NET VALUE	**579.7**	**320.1**

(1) These current accounts include:
– cash placed with Bouygues Relais (€308.0 million as of 31 December 2021, versus €113.0 million as of 31 December 2020);
– treasury current accounts with Group companies (€242.0 million as of 31 December 2021, versus €108.3 million as of 31 December 2020);
– a current account bridging loan to TF1 subsidiary Newen (€48.6 million as of 31 December 2021, versus €90.0 million as of 31 December 2020).
(2) The impairment charge of €41.2 million during 2021 relates to an intragroup current account with a subsidiary.

3.7. PREPAID EXPENSES

Prepaid expenses amounted to €8.5 million as of 31 December 2021, compared with €7.5 million as of 31 December 2020.

3.8. SHAREHOLDERS' EQUITY

The share capital is divided into 210,485,635 ordinary shares with a par value of €0.20, all fully paid.

(€m)	31/12/2020	Change in accounting policy*	01/01/2021	Appropriation of profit (2021 AGM)	Increases	Decreases	31/12/2021
Share capital	42.0		42.0		0.1		42.1
Share premium	20.2		20.2				20.2
Legal reserve	4.3		4.3				4.3
Retained earnings	569.3	7.2	576.5	(301.2)			275.3
Other reserves	771.3		771.3			(0.1)	771.2
Net profit for the year	(206.5)		(206.5)	206.5	164.7		164.7
Sub-total	**1,200.6**	**7.2**	**1,207.8**	**(94.7)**	**164.8**	**(0.1)**	**1,277.8**
Restricted provisions	15.0		15.0		12.6	(10.4)	17.2
TOTAL	**1,215.6**	**7.2**	**1,222.8**	**(94.7)**	**177.4**	**(10.5)**	**1,295.0**
Number of shares	**210,392,991**		**210,392,991**		**92,644**		**420,878,626**

* *Relates to the provision for lump-sum retirement benefits (see Note 2.1, "Comparability of the financial statements").*

Restricted provisions comprise the following items:

(€m)	01/01/2021	Charges	Reversals	31/12/2021
Audiovisual rights	8.7	6.5	(8.7)	6.5
Transaction costs on acquisitions of equity interests	0.1			0.1
Software and licences	6.2	6.1	(1.7)	10.6
TOTAL	**15.0**	**12.6**	**(10.4)**	**17.2**

3.9. PROVISIONS FOR LIABILITIES AND CHARGES

Provisions are established using the methods described in Note 2.11. Movements during the year were as follows:

(€m)	31/12/2020	Change in accounting policy*	01/01/2021	Charges	Reversals (used)	Reversals (unused)	31/12/2021
Provisions for litigation and claims	8.4		8.4	7.4	(4.3)	(2.0)	9.5
Provisions for related entities	74.1		74.1	44.2	(74.1)		44.2
Provisions for retirement benefit obligations	29.7	(7.2)	22.5	2.3	(1.3)	(1.3)	22.2
Other provisions for liabilities and charges	0.2		0.2			(0.1)	0.1
TOTAL	**112.4**	**(7.2)**	**105.2**	**53.9**	**(79.7)**	**(3.3)**	**76.0**

* *Relates to the provision for lump-sum retirement benefits (see Note 2.1, "Comparability of the financial statements").*

Provisions for litigation and claims cover risks relating to legal and employment tribunal risks.

Provisions for related entities consist of TF1 SA's share of the losses of subsidiaries, including those established in the form of partnerships, plus provisions for risks relating to subsidiaries.

The €22.2 million provision for retirement benefit obligations represents the present value of the obligation (€27.6 million) minus the fair value of plan assets (€5.4 million). The main assumptions used in calculating the present value of the obligations are:

- discount rate: 1.013%;
- salary inflation rate: 2.00%;
- age on retirement: 62 years.

No material contingent liabilities (claims liable to result in an outflow of resources) were identified as of the balance sheet date.

3.10. LIABILITIES

3.10.1. Bank borrowings

TF1 SA had confirmed credit facilities of €910 million with various banks as of 31 December 2021, none of which was drawn down at that date; of that amount, €770 million was due to expire after more than one year and €140 million after more than five years.

3.10.2. Other borrowings

This item comprises surplus cash invested on behalf of subsidiaries under cash pooling agreements, totalling €575.4 million as of 31 December 2021 and €486.0 million as of 31 December 2020.

3.10.3. Other liabilities

This item mainly comprises credit notes and accrued discounts in favour of TF1 Pub amounting to €182.8 million (€112.3 million as of 31 December 2020).

3.10.4. Liabilities by maturity

(€m)	Less than 1 year	1 to 5 years	More than 5 years	Total
Other borrowings	575.4			575.4
Trade payables	209.7			209.7
Tax and employee-related liabilities	177.5			177.5
Amounts payable in respect of non-current assets	6.5			6.5
Other liabilities	215.3	0.4		215.7
TOTAL	**1,184.4**	**0.4**	**0.0**	**1,184.8**

3.10.5. Accrued income and expenses

(€m)			
ACCRUED INCOME INCLUDED IN:		ACCRUED EXPENSES INCLUDED IN:	
Trade receivables	6.7	Trade payables	76.6
Other receivables	38.3	Tax and employee-related liabilities	91.6
		Amounts payable in respect of non-current assets	3.6
		Other liabilities	182.8

3.11. DEFERRED INCOME

Deferred income (€7.7 million) relates to the subsidiary TF1 Pub, and represents commitments to provide advertising slots to customers free of charge. The corresponding amount as of 31 December 2020 was €3.0 million.

NOTE 4 NOTES TO THE INCOME STATEMENT

4.1. REVENUE

Advertising revenue of €1,141.7 million was recognised in 2021 (including €24.0 million with non-French customers), compared with €998.4 million in 2020 (including €20.9 million with non-French customers).

4.2. COST TRANSFERS

This item (€81.1 million in 2021, versus €78.9 million in 2020) mainly comprises reimbursements of costs incurred by TF1 SA on behalf of its subsidiaries.

4.3. PURCHASES OF RAW MATERIALS AND OTHER SUPPLIES AND CHANGES IN INVENTORY

These items relate to broadcasting rights consumed during the period, amounting to €507.0 million (2020: €459.9 million). See Note 3.4.

4.4. OTHER PURCHASES AND EXTERNAL CHARGES

This item includes costs of €46.4 million relating to sports transmission rights in 2021, compared with €18.0 million in 2020; the main reason for the year-on-year difference is the screening in 2021 of the European football championship.

It also includes transmission costs of €7.4 million (including occasional provision of circuits), of which €0.8 million were recharged to other entities within the TF1 group. The net amount was therefore €6.6 million in 2021, compared with €8.0 million in 2020.

4.5. TAXES OTHER THAN INCOME TAXES

The main item included on this line is the contribution to the French cinematographic industry support fund (€58.5 million in 2021, compared with €50.9 million in 2020).

4.6. WAGES, SALARIES AND SOCIAL SECURITY CHARGES

This item includes an accrued expense of €11.6 million for the voluntary profit-sharing scheme, versus €10.5 million in 2020.

4.7. OTHER EXPENSES

This item includes payments to copyright-holders and holders of related rights, amounting to €46.9 million in 2021 (versus €43.1 million in 2020).

4.8. NET FINANCIAL INCOME/EXPENSE

The components of net financial income/expense are as follows:

(€m)	2021	2020
Dividends and transfers of profits/losses from partnerships	119.0	9.6
Net interest paid or received	3.6	2.5
Provisions for impairment of equity investments(1)	70.6	(238.3)
Provisions for impairment of current accounts	(41.2)	0.0
Provisions for risks relating to shares of partnership losses	(44.2)	(74.0)
Negative merger premium(2)	(1.4)	0.0
Foreign exchange losses and provisions for unrealised foreign exchange losses	0.2	0.2
NET	**106.6**	**(300.0)**

(1) See Note 3.3.
(2) Arising on the absorption of the subsidiary Ouest Info (see Note 1, "Significant events").

Interest received from related companies in 2021 was €3.6 million, compared with €2.4 million in 2020.

4.9. EXCEPTIONAL ITEMS

Exceptional items break down as follows:

(€m)	2021	2020
Retirement/expiration of rights and gains/losses on disposals of intangible assets	(3.5)	(5.6)
Retirement and gains/losses on disposals of property, plant and equipment	(0.6)	(0.3)
Net change in provisions (including accelerated tax depreciation)(1)	(2.2)	0.3
Gains/(losses) on disposals of non-current financial assets(2)	(67.4)	0.6
Miscellaneous income/(expenses)	0.8	(2.2)
NET	**(72.9)**	**(7.2)**

(1) The net change in provisions during 2021 represents a net charge to accelerated tax depreciation of €2.2 million. In 2020, the net change in provisions comprised a net reversal of provisions for claims and litigation of €2.2 million, and a net charge to accelerated tax depreciation of €1.9 million.

(2) The €67.4 million of losses on disposals of non-current financial assets relate to intragroup divestments, and should be seen in the context of the reversals of provisions presented in Note 3.3.

4.10. INCOME TAXES

This item breaks down as follows:

(€m)	2021	2020
Income tax expense incurred by the tax group (net of tax credits)	(23.5)	(15.6)
Income tax credit receivable from subsidiaries	21.6	19.3
TF1 SA tax credit against expenditure incurred in 2020 on creation of audiovisual and cinematographic works	28.3	0.0
Income tax credit/(expense) from prior periods	1.8	0.5
Net change in provision for income taxes	0.0	0.0
INCOME TAXES	**28.2**	**4.1**
Profit before tax and profit-sharing	139.8	(210.6)
Effective tax rate	-20.17%	-1.95%

Exceptional items generated a tax gain of €1.5 million.

TF1 made a group tax election on 1 January 1989. Under the group tax election agreement, the tax liability borne by each company included in the election is the same as it would have borne had there been no group tax election. The group tax election included 62 companies as of 31 December 2021.

The tax group had no tax losses available for carry-forward as of 31 December 2021.

The difference between the standard French tax rate and the effective tax rate, in both 2021 and 2020, is due to (i) deductions of income and add-backs of expenses not taxed at the full rate (mainly dividends and long-term capital gains and losses) and (ii) adjustments related to the tax group (tax savings arising from the losses of tax group member companies, and eliminations/ reinstatements of intragroup transactions).

The total amount of tax losses of subsidiaries that generated savings for the tax group in 2021 and may generate a tax liability in the future is €70.4 million.

4.11. DEFERRED TAX POSITION

The table below shows future tax effects that have not yet been recognised by TF1 SA but will be recognised when the underlying transactions are recognised in the income statement, calculated using the tax rate applicable in 2022 (25.83%).

(€m)	Future increases in tax liability	Future reductions in tax liability
Restricted provisions	4.4	-
Provisions for risks		0
Accrued employee profit-sharing, holiday pay entitlement and social solidarity contributions, unrealised foreign exchange gains and losses	-	15.1

NOTE 5 OTHER INFORMATION

5.1. OFF BALANCE SHEET COMMITMENTS

The tables below show off balance sheet commitments by type and maturity as of 31 December 2021:

Commitments given (€m)	Less than 1 year	1 to 5 years	More than 5 years	Total 2021	Total 2020
Operating leases	27.6	101.7	9.5	138.8	148.2
Image transmission contracts	5.5	17.0	0.0	22.5	25.9
Guarantees[1]	17.2	2.5	4.0	23.7	19.6
Other commitments[2]	1.2			1.2	0.0
TOTAL	**51.5**	**121.2**	**13.5**	**186.2**	**193.7**

(1) This item relates to guarantees provided by TF1 SA against default by its subsidiaries.
(2) Other commitments given and received mainly comprise the fair value of currency instruments (see Note 5.2.1).

Commitments received (€m)	Less than 1 year	1 to 5 years	More than 5 years	Total 2021	Total 2020
Operating leases	27.6	101.7	9.5	138.8	148.2
Image transmission contracts	5.5	17.0	0.0	22.5	25.9
Other commitments[1]	0.2			0.2	0.0
TOTAL	**33.3**	**118.7**	**9.5**	**161.5**	**174.1**

(1) Other commitments given and received mainly comprise the fair value of currency instruments (see Note 5.2.1).

Other reciprocal commitments relating to the operating cycle are reported in the notes relating to the relevant balance sheet item (in particular, commitments to secure future programming schedules) and to the financing of those items (see Note 3.10.1).

TF1 SA had not contracted any complex commitments as of 31 December 2021.

5.2. USE OF HEDGING INSTRUMENTS

5.2.1. Hedging of foreign exchange risk

TF1 is exposed to fluctuations in exchange rates as a result of:

- making and receiving commercial payments in foreign currencies;
- providing subsidiaries with a guaranteed annual exchange rate per currency, applied to annual projections of their foreign-currency cash needs or surpluses.

At the end of each reporting period, TF1 recognises:

- the foreign exchange loss or gain arising from the application of the foreign exchange guarantees described above;
- unrealised foreign exchange gains and losses arising on payables and receivables carried in its own balance sheet or in the balance sheets of subsidiaries to which it has provided guarantees.

Periodically, TF1 updates its consolidated net exposure and reassesses its foreign exchange risk. The strategy applied is to lock in or guarantee a maximum exchange rate on its net long position and a minimum exchange rate on its net short position in each of the currencies used, over a rolling 12-to-18-month period depending on market opportunities.

TF1 buys and sells currency forward and contracts swaps to protect itself against exchange rate fluctuations.

As of 31 December 2021, the equivalent value of such hedging instruments contracted with banks was €24.1 million:

- €7.9 million of forward purchases, all in US dollars and valued at the closing exchange rate;
- €16.2 million of forward sales, comprising €12.1 million in Swiss francs and €4.1 million in US dollars, both valued at the closing exchange rate.

5.3. EMPLOYEES

The average headcount of TF1 SA is as follows:

	2021	2020
Clerical and administrative	103	96
Supervisory	178	193
Managerial	858	851
Journalists	235	237
Interns	31	26
Intermittent employees	64	64
TOTAL	**1,469**	**1,467**

5.4. EXECUTIVE REMUNERATION

Total remuneration paid during 2021 to key executives of the TF1 group (i.e., the nine members of the TF1 Management Committee mentioned in the Annual Report) was €7.8 million.

The portion of the total obligation in respect of retirement and other post-employment benefits relating to those key executives was €2.1 million.

The Bouygues group offers the members of its Executive Committee, who include Gilles Pélisson, a supplementary pension capped at 0.92% of the reference salary for each year's membership of the scheme, which represents a post-employment benefit. The expense (invoiced to TF1 by Bouygues) relating to the contribution paid in 2021 was €1.1 million, including social security charges.

No material loans or guarantees have been extended to key executives or members of the Board of Directors.

5.5. STOCK OPTIONS AND PERFORMANCE SHARE PLANS

Disclosures about stock options and performance shares awarded to employees are provided in the "Report on stock options and performance shares" in the TF1 Registration Document.

5.6. REMUNERATION OF CORPORATE OFFICERS FOR SERVING AS DIRECTORS

The amount paid during 2021 to corporate officers for serving as directors was €0.3 million.

5.7. AUDITORS' FEES

The amount of fees paid by TF1 SA to its auditors for the financial year was €0.4 million.

5.8. CONSOLIDATION

TF1 SA is consolidated in the financial statements of the Bouygues group, using the full consolidation method.

5.9. LIST OF SUBSIDIARIES, AFFILIATES AND OTHER EQUITY INVESTMENTS

Company/Group	Currency	Share capital	Equity other than share capital and profit/loss	Share of capital held	Gross book value of investment[1]	Net book value of investment[1]	Outstanding loans and advances	Guarantees provided[2]	Revenues for most recent financial year	Profit/(loss) for most recent financial year	Dividends received during the year
(in thousands of euros or other currency as specified)											
I. SUBSIDIARIES (AT LEAST 50% OF THE CAPITAL HELD BY TF1 SA)											
• TF1 Pub		2,400	36,820	100.00%	3,038	3,038	-	-	1,703,331	22,997	30,000
• TF1 Films Production		2,550	30,477	100.00%	1,768	1,768	-	-	40,383	554	7,000
• TF1 Business Solutions		3,000	609	100.00%	3,049	3,049	-	-	15,000	16,954	11,900
• e-TF1		1,000	6,873	100.00%	1,000	1,000	-	-	146,698	30,897	50,000
• TF1 Expansion		269	247,545	100.00%	291,292	291,292	-	-	1,741	(2,667)	-
• La Chaîne Info		4,500	1,867	100.00%	2,059	59	10,564	-	30,866	(23,385)	-
• TF1 Production		10,080	6,463	100.00%	39,052	39,052	-	-	83,885	10,577	6,000
• TF1 Management		40	(24)	100.00%	80	80	-	-	0	(5)	-
• PRÉFAS 20		40	(30)	100.00%	40	40	-	-	0	(4)	-
• Unify		80,337	1,112	100.00%	312,697	87,055	-	-	2,249	(13,248)	-
• PRÉFAS 25		40	(19)	100.00%	40	40	-	-	0	(4)	-
• TF1 Marketing Services		40	(1)	100.00%	40	40	104,456	-	0	(36)	-
• TF1 Social E-Commerce		40	(1)	100.00%	40	40	61,355	-	0	(721)	-
• PRÉFAS 30		40	0	100.00%	40	40	-	-	0	0	-
• PRÉFAS 31		40	0	100.00%	40	40	-	-	0	0	-
• PRÉFAS 32		40	0	100.00%	40	40	-	-	0	0	-
• PRÉFAS 33		40	0	100.00%	40	40	-	-	0	0	-
• TF1 Distribution		2,040	893	100.00%	2,040	2,040	-	-	119,603	331	-
• TF1 DS		100	0	100.00%	100	100	-	-	51,221	(27)	-
• Newen Studios		30,830	51,329	99.30%	34,806	34,806	119,600	-	11,482	76,414	-
• SPV		1,003	(11,340)	100.00%	1,003	0	41,160	-	1,500	(28,435)	-
• Monte Carlo Participation		33,700	182,401	100.00%	213,827	213,827	-	-	41	35,022	14,000
• GIE Acquisition de droits		0	0	92.00%	0	0	146,613	-	281,394	(22,999)	-
II. AFFILIATES (10% TO 50% OF THE CAPITAL HELD BY TF1 SA)											
• Médiamétrie[3]		14,880	27,762	10.80%	44	44	-	-	94,844	2,307	51
• A1 International		N/D**	N/D**	50.00%	12,809	0	-	-	N/D**	N/D**	-
• SMR6		75	16	20.00%	15	15	5	-	78	2	-
III. OTHER EQUITY INVESTMENTS (LESS THAN 10% OF THE CAPITAL HELD BY TF1 SA)											
• Médiamétrie Expansion[3]		843	(482)	2.42%	91	0	-	-	0	(36)	-
• Extension TV		50	384	0.004%	2	2	-	-	10,268	1,398	-
• Aphélie		2	65,978	0.05%	0	0	15,775	-	20,010	14,463	-
• Sofiouest[4]		5,640	72,785	0.0057%	19	19	-	-	1,345	17,017	-
TOTAL SUBSIDIARIES, AFFILIATES & EQUITY INVESTMENTS					**919,111**	**677,566**	**499,528**	**0**	**-**	**-**	**118,951**

(1) Includes any transaction costs.
(2) "Guarantees provided" represent guarantees given by TF1 SA to cover possible default by a subsidiary and disclosed in off balance sheet commitments.
(3) "Share capital", "Equity other than share capital and profit/loss", revenues, and profit/loss all relate to the 2020 financial year.
(4) "Share capital", "Equity other than share capital and profit/loss", revenues, and profit/loss all relate to the 2019 financial year.

NOTE 6 EVENTS AFTER THE REPORTING PERIOD

None.

6.6. STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

This is a translation into English of the statutory auditors' report on the financial statements of the company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to the shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Year ended 31 December 2021

To the Annual General Meeting of TF1,

Opinion

In compliance with the engagement entrusted to us by your annual general meetings, we have audited the accompanying financial statements of TF1 for the year ended 31 December 2021.

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 2021 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the audit committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*) for the period from 1 January 2021 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5, section 1, of Regulation (EU) No. 537/2014.

Emphasis of Matter

We draw your attention to Note 2-1 to the financial statements which describes the impact of the change in accounting method concerning the averaging period for the retirement benefit commitment related to the application of ANC Recommendation No. 2013-02 amended in November 2021.

Our opinion is not modified in respect of this matter.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the COVID-19 pandemic, the financial statements for this accounting period have been prepared and audited under special conditions. Indeed, this crisis and the exceptional measures taken in the context of the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties regarding their future prospects. These measures, such as travel restrictions and remote working, have also had an impact on companies' internal organization and on how audits are performed.

It is in this complex, evolving context that, in accordance with the requirements of Articles L. 823 9 and R. 823 7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Measurement of equity investments

Risk identified

Relevant notes to the financial statements: Note 2.4 – Financial assets and Note 3.3 Financial assets.

As at 31 December 2021, the equity investments and other financial assets recorded in assets for the net carrying amount of €913.3m, represent 36% of the total balance sheet of TF1. They are recognized at the date of their entry at acquisition cost, corresponding to the cost of purchase plus any acquisition expenses, to which additional tax depreciation is applied over five years. These equity investments are depreciated when their value in use is significantly less than their net carrying amount, thus representing a provision of €18m for the year ended 31 December 2021.

As stated in Note 2.4 to the financial statements, the value in use of each equity investment is determined on the basis of the forecasts established by the company, according to the business outlook and profitability prospects measured notably on the basis of the business plans and the discounted cash flows method.

The determination of the value in use of each equity investment is based on the assumptions and estimates drawn up by management, notably the projected cash flows derived from the business plans, the growth rate used for these projected cash flows and the discount rate applied to them.

We considered the measurement of the equity investments to be a key audit matter, given the high degree of estimation and judgement used by management and the sensitivity of the values in use to changes in the projection assumptions.

Our response

In order to assess the estimate of the values in use of the equity investments, based on the information provided to us, our work consisted mainly of the following:

- familiarizing ourselves with the budget process and the key controls related to said process;
- obtaining the methods of calculation of the values in use and, in particular, the projected cash flows for the companies to which these equity investments relate, in order to:
  - evaluate their consistency with the medium-term business plans approved by management and presented to the board of directors of TF1 for approval;
  - examine the consistency of the assumptions used with the economic environment at closing date;
  - assess the assumptions used for the determination of the normative cash flow, beyond the medium-term business plan;
  - compare the forecasts used for prior periods as well as for the financial year ended 31 December 2021 with the corresponding actual figures in order to assess the achievement of past targets;
  - check the permanence of the methods used;
- assessing, with the support of our valuation specialists, the discount rates used for the calculation of the value in use;
- verifying the arithmetical accuracy of the calculations of the values in use used by your company;
- verifying the sensitivity analyses, in particular relating to the equity investments whose recoverable amounts are close to their carrying amounts;
- assessing the appropriateness of the disclosures in the notes to the financial statements.

Programmes and rights

Risk identified

Relevant notes to the financial statements: Note 2.2.1 and Note 3.1.1 Audiovisual rights, Note 2.5 and Note 3.4 Inventories and work in progress, Note 2.6 Advance payments, Note 3.5.1 Advance payments.

- The programmes, broadcasting rights and audiovisual rights, recognized in the balance sheet or presented as off-balance-sheet commitments, constitute the programmes and rights.

  The programmes and broadcasting rights correspond to firm contracts, sometimes multi-year contracts, for the acquisition of programmes and rights to broadcast sports events taken out by TF1 in order to secure its programming for the coming years.

  As at 31 December 2021, these programmes and broadcasting rights are recognized in inventories for €99.1m when they are deemed "broadcastable", i.e., when the following criteria are met:
  - technical acceptance has been obtained,
  - the date of the opening-up of the rights is reached.

The value of the inventories is determined based on the production cost or the acquisition cost less consumptions for the year. When a programme has been purchased for a single broadcast, it is 100% amortized upon its broadcast. When the purchase is for two or more broadcasts, except in specific contractual cases, the programme is consumed according to the rules defined by TF1 depending on the type of programme concerned.

The audiovisual rights mainly correspond (i) to television programmes for broadcast and (ii) to the producers' shares invested by TF1.

As at 31 December 2021, these audiovisual rights are recognized, at their contractual acquisition cost, in intangible assets related to audiovisual rights for a net value of €39m. The amortization of these fixed assets is determined, by category of audiovisual rights, according to the methods set out in Note 2.2.1 to the financial statements.

- Off-balance-sheet commitments, given directly or indirectly by TF1, concern the programmes and rights for which the company considers that the criteria described hereabove have not been met. These commitments are valued for the contractual amounts or, in the case of output deals, for the estimated amount of future disbursements after deduction of advance payments made. Contracts for the acquisition of programmes and rights, in respect of securing the programming for the coming years, amount to €1,191.5m as at 31 December 2021, including advances and prepayments.
- Programmes and rights are written down when their recoverable amount is less than their carrying amount. The recoverable amount of programmes and rights is determined:
  - for programmes and broadcasting rights: when it is probable that a programme will not be broadcast, based on an assessment of the probability of transmission derived from programming schedules approved by management;
  - for drama coproduction shares: based on projected revenues.

We considered that the reality and the valuation of the programmes, broadcasting rights and audiovisual rights, as well as the completeness of the commitments made relating to these programmes and rights constituted a key audit matter, given the significant share represented by these programmes and rights in TF1's accounts, and the high level of estimation and judgement used by management to assess the value of these programmes, broadcasting rights and audiovisual rights.

Our response

Our work mainly consisted of the following:

- familiarizing ourselves with the internal control procedures and the information systems set up contributing to the recognition of the programmes, broadcasting rights and audiovisual rights, as well as the corresponding expenses;
- for the programmes and broadcasting rights:
  - conducting IT general controls on the management software involved in the recognition of the programmes and rights used by TF1,
  - testing and ensuring the reliability of the transfers of data between the inventory management interfaces, as well the key reports obtained from these applications used for our audit,
  - testing the design and effectiveness of the key controls set up by TF1 on the processes for the recognition and estimation of the programmes and broadcasting rights;
- performing analytical procedures on the movements in the inventories of programmes and rights.

On the basis of a sample, we:

- assessed the value of the fixed assets in progress by consistency with the stage of completion of the productions in progress and the related expenses;
- tested the value of the audiovisual rights in TF1's catalogue:
  - by assessing the analysis of the future economic benefits performed by TF1,
  - by examining whether the inventory depreciation rates determined by type of broadcasting right were correctly applied;
- tested the correct recording in the balance sheet or in off-balance-sheet commitments by consistency with the technical acceptance and the date of the opening-up of the rights;
- tested the value of the programmes and the broadcasting rights held in inventory:
  - by reconciling the programmes present in inventory with the contracts signed,
  - by reconciling the programmes not depreciated with the programmes in the forecast schedule,
  - by performing a retrospective analysis on the unwinding of depreciation and scrapping for which no provision was recognized;
- examined the correct application of the rules on the consumption of inventories defined by TF1 by reconciliation with the broadcasting findings;
- assessed the value of the off-balance-sheet commitments and prepayments on trade orders:
  - by assessing through discussion and/or reconciliations with legal documentation, the main assumptions used within the scope of the estimation of the broadcasting rights purchased to secure programming for future years,
  - by evaluating the main assumptions used within the scope of the valuation of the commitments given in respect of the rights purchase agreements.

Advertising revenue

Risk identified

Relevant notes to the financial statements: Note 2.7 Trade debtors, Note 2.12 Advertising, Note 3.5.2 Trade debtors, Note 3.10.3 Other liabilities, Note 3.11 Deferred income and Note 4.1 Revenue.

Advertising revenue represents the major part of TF1's revenue (€1.142m as at 31 December 2021). The company's trade debtors owed by TF1 Pub in terms of net value amount to €283m as at 31 December 2021. Other liabilities mainly include credit notes and discounts granted as well as deferred income.

Sales of advertising airtime are recognized when the corresponding commercials are broadcast. The advertising revenue recognized by the entity corresponds to the amount of sales of advertising airtime invoiced to the advertisers less the agency commission, and is made in strict compliance with French regulations (agreement signed with the CSA - *Conseil Supérieur de l'Audiovisuel*, the French broadcasting regulatory authority).

Sales of airtime are made according to the general terms and conditions of sale, and the terms specific to each advertiser and agency. There are two main types of sales:

- sales of airtime with an audience target (guaranteed GRP) based on the reconciliation of the broadcasting information on audience levels obtained by companies that are recognized specialists in the measurement of audiences and advertising volumes;
- sales of airtime on a "spot by spot" basis, which result from negotiation between the advertisers and the broadcasters.

The implementation of pricing is subject to an estimate which integrates performance criteria relating to the achievement of the targets defined for a campaign (achievement of the guaranteed GRP, etc.). These estimates are reflected in the accounts by discounts in the form of credit notes or deferred income in respect of free commercials.

In view of the predominance of advertising revenue in TF1's revenue, and as this advertising revenue is based on various estimates, we considered its valuation to be a key audit matter.

Our response

Within the scope of our work:

- We familiarized ourselves with the procedures and information systems set up to monitor the recognition of the advertising revenue and its valuation.
- We tested the key controls, as well as the IT general controls and application controls for the main information systems, with regard to:
  - segregation of duties,
  - the entry of campaign contractual terms and prices into the system,
  - the amount of advertising revenue calculated by the system for each campaign, which we compared to the contractual commitments in terms of audience and price.
- We assessed the correlation between the accounting entries justifying the revenue for the period and all the amounts collected, taking into account the variations in trade debtors, invoices to be drawn up, deferred income and VAT.
- We also performed the following procedures on a sample of advertising contracts:
  - We analyzed the contractual clauses and reconciled the financial data with the accounting documents issued (invoices and/or credit notes).
  - We tested the compliance of the methods applied with the rules defined in the relevant notes to the financial statements.
  - We tested the level of the estimates established as at 31 December 2021 (invoices or credit notes to be issued) in view of the performances achieved by the portfolio of contracts and by testing the unwinding of the discounts provisioned from one period to the next.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

Information given in the management report and in the other documents provided to shareholders with respect to the financial position and the financial statements

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 of the board of directors and in the other documents provided to the shareholders with respect to the financial position and the financial statements.

We attest that the information relating to payment times referred to in article D. 441-46 of the French Commercial Code (*Code de commerce*) is fair and consistent with the financial statements.

Information on Corporate Governance

We attest that the Corporate Governance section of the board of directors' management report sets out the information required by Articles L. 225-37-3 and L. 225-37-4 of the French Commercial Code (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (*Code de commerce*) relating to remunerations and benefits received by or allocated to the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlled by it that are included in the consolidation scope. Based on this work, we attest the accuracy and fair presentation of this information.

With respect to the information given in accordance with the requirements of Article L. 22-10-11 of the French Commercial Code (*Code de commerce*) relating to the items that your company considered likely to have an impact in the event of a public tender or exchange offer, we have agreed this information to the source documents provided to us. Based on these procedures, we have nothing to report on this information.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Report on Other Legal and Regulatory Requirements

Format of presentation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor concerning the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the CEO, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of TF1 by your annual general meeting held on 15 May 2001 for MAZARS and on 14 April 2016 for ERNST & YOUNG Audit.

As at 31 December 2021, MAZARS was in its 21st year and ERNST & YOUNG Audit in its 6th year of total uninterrupted engagement.

Responsibilities of Management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the company or to cease operations.

The audit committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the board of directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the company or the quality of management of the affairs of the company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit a report to the audit committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the audit committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the audit committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as set out in particular in Articles L.822-10 to L.822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors *(Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the audit committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, 10 February 2022

The Statutory Auditors

French original signed by:

MAZARS	ERNST & YOUNG Audit
Gilles Rainaut	Nicolas Pfeuty

SHARE OWNERSHIP AND STOCK MARKET INFORMATION AFR

7

7.1. Share ownership

7.1.1. General information

Legal environment

Under the terms of Article 39 of law no. 86-1067 of 30 September 1986 as amended, no single natural or legal person acting alone or in concert may directly or indirectly hold more than 49% of the capital or voting rights of a company that holds a licence to operate a national terrestrial television service whose average annual audience (terrestrial, cable and satellite) exceeds 8% of the total television audience.

Under the terms of Article 40 of law no. 86-1067 of 30 September 1986 as amended, no natural or legal person of non-European nationality may make any acquisition that has the effect of directly or indirectly increasing to more than 20% the percentage interest held by foreigners in the capital of a company that holds a licence to operate a terrestrial television service.

Under the terms of Article 41 of the law of 30 September 1986 as amended, no single natural or legal person may directly or indirectly hold more than seven individual licences to operate a national Digital Terrestrial Television service.

Management of TF1 shares

As the issuing company, TF1 provides its own registrar and paying agent services.

Shareholder agreements relating to the capital of TF1

As far as the company is aware there are at present no shareholder agreements or concert parties relating to the capital of TF1, and no agreements that if implemented could result in a change of control of the company at a future date.

7.1.2. Shareholders and ownership structure

NUMBER OF SHARES AND VOTING RIGHTS

Date	Total number of shares	Total number of voting rights	
		Theoretical(1)	Exercisable(2)
31 December 2021	210,485,635	210,485,635	210,485,635
31 December 2020	210,392,991	210,392,991	210,392,991
31 December 2019	210,242,074	210,242,074	210,242,074

(1) In compliance with Article 223-11 of the AMF General Regulation, the number is based on the total number of shares to which voting rights are attached, including shares from which voting rights have been stripped.

(2) This number, provided for information purposes, excludes shares from which voting rights have been stripped.

There are no double voting rights.

To the best of the company's knowledge, no TF1 shares have been pledged and TF1 has pledged none of its subsidiaries' shares.

The control structure of the company is described below. However, the company considers that there is no risk of abuse of control. A substantial percentage of Independent Directors is present in the Board of Directors and in the Board Committees. In addition, the company refers to the recommendations of the AFEP/MEDEF Corporate Governance Code, which are appended to the rules of procedure of the Board of Directors.

To the best of the company's knowledge, there has been no material change in the ownership structure since 31 December 2021.

Changes in ownership structure

To the best of the knowledge of the Board of Directors, changes in the company's share ownership structure over the past three years are as indicated below:

	31 December 2021			31 December 2020			31 December 2019		
	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights
Bouygues	91,946,297	43.7%	43.7%	91,946,297	43.7%	43.7%	91,946,297	43.7%	43.7%
Free float – foreign[(1)]	66,041,808	31.4%	31.4%	53,568,607	25.5%	25.5%	62,019,036	29.5%	29.5%
Free float – France[(1)(2)]	33,372,022	15.9%	15.9%	46,856,677	22.3%	22.3%	39,711,812	18.9%	18.9%
TF1 employees	19,137,508	9.1%	9.1%	18,021,410	8.6%	8.6%	16,564,929	7.9%	7.9%
via FCPE TF1 Actions[(3)]	*18,743,303*	*8.9%*	*8.9%*	*17,645,441*	*8.4%*	*8.4%*	*16,294,686*	*7.8%*	*7.8%*
as registered shares[(4)]	*394,205*	*0.2%*	*0.2%*	*375,969*	*0.2%*	*0.2%*	*270,243*	*0.1%*	*0.1%*
Treasury shares	-	-	-	-	-	-	-	-	-
Total	**210,485,635**	**100%**	**100%**	**210,392,991**	**100%**	**100%**	**210,242,074**	**100%**	**100%**

(1) Estimates based on Euroclear statements.
(2) Including unidentified holders of bearer shares.
(3) Shares held by employees under the employee share ownership scheme. FCPE TF1 Actions, the fund associated with the scheme, receives voluntary contributions from employees and the top-up contribution paid by the company. It invests in TF1 shares by buying them directly on the market. The Supervisory Board of the FCPE TF1 Actions fund exercises the voting rights attached to the equity securities in its portfolio and decides whether to tender the securities into a public offer.
(4) Employees holding registered shares exercise their voting rights individually.

Declarations of crossing of share ownership thresholds

Declarations of the crossing of share ownership thresholds by registered intermediaries or fund managers brought to the attention of TF1 in 2021, including statutory declarations brought to the attention of the AMF and declarations required under the TF1 Articles of Association brought to the attention of the company, were as follows.

Date of declaration	Date of transaction on the market	Registered intermediary or fund manager	Threshold	Nature of change	Number of shares	% of capital	Total number of voting rights	% of voting rights
05/01/2021	04/01/2021	Blackrock Investment Management UK	1%	Down	1,864,586	0.89%	1,864,586	0.89%
08/01/2021	07/01/2021	Dimensional Fund Advisors LP	1%	Down	2,081,158	0.99%	2,081,158	0.99%
12/01/2021	11/01/2021	Blackrock Investment Management UK	1%	Up	2,174,016	1.03%	2,174,016	1.03%
13/01/2021	12/01/2021	Blackrock Investment Management UK	1%	Down	1,989,999	0.95%	1,989,999	0.95%
20/01/2021	19/01/2021	Blackrock Investment Management UK	1%	Up	2,130,476	1.01%	2,130,476	1.01%
08/02/2021	05/02/2021	Blackrock Investment Management UK	1%	Down	1,968,665	0.94%	1,968,665	0.94%
09/02/2021	05/02/2021	Chargeurs	1%	Down	1,743,848	0.83%	1,743,848	0.83%
10/02/2021	08/02/2021	Schroders plc	3%	Down	6,272,513	2.98%	6,272,513	2.98%
22/02/2021	19/02/2021	Blackrock Investment Management UK	1%	Up	2,114,707	1.01%	2,114,707	1.01%
25/03/2021	24/03/2021	Blackrock Investment Management UK	1%	Down	2,061,677	0.98%	2,061,677	0.98%
26/03/2021	25/03/2021	Blackrock Investment Management UK	1%	Up	2,153,137	1.02%	2,153,137	1.02%
30/03/2021	29/03/2021	Blackrock Investment Management UK	1%	Down	1,811,148	0.86%	1,811,148	0.86%
01/04/2021	31/03/2021	Blackrock Investment Management UK	1%	Up	2,134,643	1.01%	2,134,643	1.01%
06/04/2021	01/04/2021	Blackrock Investment Management UK	1%	Down	1,911,345	0.91%	1,911,345	0.91%
15/04/2021	14/04/2021	Schroders plc	2%	Down	4,144,208	1.97%	4,144,208	1.97%
30/04/2021	29/04/2021	Schroders plc	1%	Down	1,939,542	0.92%	1,939,542	0.92%
25/05/2021	24/05/2021	Blackrock Investment Management UK	1%	Up	2,244,118	1.07%	2,244,118	1.07%
27/05/2021	26/05/2021	Blackrock Investment Management UK	1%	Down	1,853,889	0.88%	1,853,889	0.88%
31/05/2021	28/05/2021	DNCA Investments	3%	Down	6,310,996	3.00%	6,310,996	3.00%
29/06/2021	04/06/2021	VESA Equity Investment Sarl	2%	Up	4,242,420	2.02%	4,242,420	2.02%
29/06/2021	28/06/2021	VESA Equity Investment Sarl	3%	Up	6,392,358	3.04%	6,392,358	3.04%
26/07/2021	21/07/2021	DNCA Investments	2%	Down	3,966,723	1.88%	3,966,723	1.88%
04/08/2021	30/07/2021	VESA Equity Investment Sarl	4%	Up	8,441,451	4.01%	8,441,451	4.01%
14/09/2021	13/09/2021	VESA Equity Investment Sarl	5%	Up	10,633,473	5.05%	10,633,473	5.05%
18/10/2021	11/10/2021	Groupe Caisse de Dépôts	2%	Down	4,205,079	1.998%	4,205,079	1.998%
28/12/2021	27/12/2021	Groupe Caisse de Dépôts	1%	Down	2,032,612	0.97%	2,032,612	0.97%

Declarations of the crossing of share ownership thresholds by registered intermediaries or fund managers brought to the attention of TF1 since 1 January 2022 are as follows:

Date of declaration	Date of transaction on the market	Registered intermediary or fund manager	Threshold	Nature of change	Number of shares	% of capital	% of voting rights
18/01/2022	18/01/2022	Amundi	1%	Down	2,039,638	0.97%	0.97%
19/01/2022	19/01/2022	Amundi	1%	Up	2,132,178	1.01%	1.01%
25/01/2022	24/01/2022	Schroders plc	1%	Up	2,145,059	1.02%	1.02%
28/01/2022	25/01/2022	DNCA Investments	1%	Down	2,000,000	0.95%	0.95%
14/02/2022	14/02/2022	Amundi	1%	Down	2,078,907	0.98%	0.98%
03/03/2022	01/03/2022	Groupe Caisse de Dépôts	1%	Up	2,105,261	1.00%	1.00%

To the best of the company's knowledge, there are no shareholders other than Bouygues, the FCPE TF1 Actions fund and VESA Equity Investment Sarl holding more than 5% of the voting rights.

FCPE TF1 Actions, the vehicle for the TF1 group employee share ownership scheme, held 8.9% of the share capital as of 31 December 2021.

7.2. Stock market information

7.2.1. Description of TF1 shares

TF1 shares are quoted on Euronext Paris, compartment A.

ISIN: FR0000054900, CFI: ESVUFN, ICB: 403010, Media.

Ticker: TFI.

As of 31 December 2021, TF1 shares were listed in various stock market indices including the SBF 120, CAC Mid 60, CAC Mid & Small, Next 150 and Euro Stoxx® Total Market Media.

There is currently no request pending for admission to another stock exchange.

7.2.2. Share price and volumes

On 31 December 2021, TF1 shares closed at a price of €8.73. This represents an increase of 32.4% year on year, compared with an increase of 28.9% for the CAC 40 index and 26.2% for the SBF 120.

In 2021, the share price averaged €8.17 and daily training of TF1 shares so the Euronext platform averaged 275,411, down 42% compared with 2020. The biggest trading day for TF1 shares in 2021 was 11 May, when 4,327,251 trades were made (including OTC, MTF, Euronext and Blackpool trades).

At 31 December 2021, the market value of the TF1 group was €1,838m. At the same date, the PER (based on net profit attributable to the Group) was 8, compared with 26 on 31 December 2020.

The table below shows trends in share prices and trading volumes in TF1 shares during 2021:

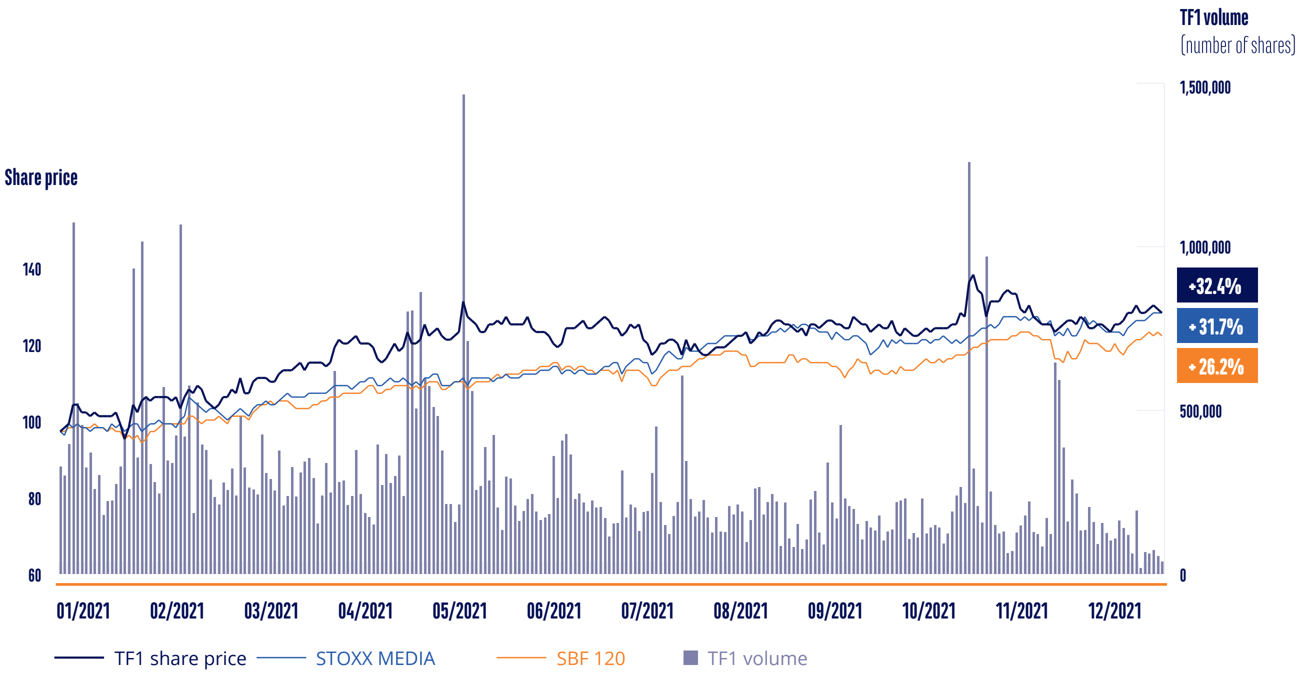
2021	High(1) *(in €)*	Low(1) *(in €)*	Closing price *(in €)*	Average number of shares traded(2)	Market capitalisation(3) *(€m)*
January	7.16	6.56	7.16	427,674	1,506
February	7.44	7.04	7;23	395,893	1,520
March	7.89	7.32	7.77	296,183	1,635
April	8.41	7.85	8.21	339,721	1,727
May	8.95	8.20	8.55	447,433	1,799
June	8.65	8.10	8.53	246,789	1,795
July	8.64	7.97	8.06	228,727	1,697
August	8.61	7.99	8.50	185,351	1,789
September	8.66	8.34	8.51	177,371	1,791
October	9.32	8.33	9.32	221,353	1,962
November	9.36	8.40	8.50	243,581	1,789
December	8.84	8.41	8.73	128,280	1,838
Full year	**9.36**	**6.56**	**8.73**	**275,411**	**1,838**

Source: Euronext.

(1) Highs and lows represent the highest and lowest values recorded at close of trading.

(2) The volume of shares traded refers to average daily trading volumes on Euronext.

(3) Calculation based on the monthly closing price multiplied by the number of shares reported at the end of the month.



7.2.3. Dividends and yield

No interim dividends were paid out of 2021 profits.

Dividends are remitted to shareholders from their date of payment, either by TF1 for pure registered shares or by financial institutions for managed registered shares and bearer shares.

Dividends that are not claimed within five years are remitted to the government.

Year	Total number of shares as of 31 December	Dividend paid for the year *(net, in €)*	Payment date	Market price *(in €)* High	Market price *(in €)* Low	Closing price	Yield based on closing price
2019	210,242,074	-(1)	-	10.08	6.40	7.40	-
2020	210,392,991	0.45	5 May 2021	7.73	4.15	6.59	6.8%
2021	210,485,635	0.45(2)	25 April 2022	9.36	6.56	8.73	5.2%

(1) In response to the COVID-19 crisis, the TF1 Board of Directors Meeting held on 31 March 2020 decided to abandon the proposed dividend distribution at the Annual General Meeting of 17 April 2020.

(2) Subject to approval by the Annual General Meeting of 14 April 2022

7.3. Relations with the financial community

7.3.1. Overview of the year

Financial communication at the TF1 group is based on the principle of providing the market with fair, accurate and precise information, as described in section 2.3.2.3 ("Process for managing published financial information") of this Universal Registration Document.

Our Investor Relations team is in close ongoing dialogue with the financial community, from analysts to actual or potential institutional and individual investors.

Twelve analysts regularly follow the TF1 group.

We meet our investors in various ways: roadshows, general and industry-specific conferences, face-to-face meetings and telephone calls. Investor events are normally held in Paris, or in other important European financial markets such as London, Frankfurt, Milan, Madrid and Zurich. In 2020, most such events took place remotely, given the public health implications of the COVID-19 pandemic. Our Investor Relations team was in most cases accompanied by our CEO and/or CFO. During the year, the team took part in over twenty events, each of which included a number of meetings with investors.

Because CSR is a core concern for the TF1 group, our CSR team has for several years operated its own communications policy, built on three pillars: solidarity, diversity, and sustainability. Our Investor Relations team, supported by our Head of CSR, regularly participates in investor events devoted to CSR issues.

In 2021, the TF1 group placed second in the rankings of the most responsible companies in France and was the top ranked media group. These rankings are published by the financial daily *Le Point* and take account of three main criteria: the environment, social aspects and governance. The TF1 group stands as a key player in the media sector and a driver of change on the vital question of occupational gender equality. The Group ranked 15th in the 2020 rankings of SBF 120 companies with the largest percentage of women in executive bodies, having gained seven places relative to 2019, a sign of recognition for its determined and ambitious policy on support for women employees in their professional and personal development.

7.3.2. Documents available to the public

Every quarter, we prepare a presentation of our financial results, which is available to the public on the TF1 corporate website (www.groupe-tf1.fr/en): go to the "Investors" page and click on "Results and Publications"/"Investor Presentations".}

During the period of validity of this Universal Registration Document, the following documents can be consulted online on our corporate website: www.groupe-tf1.fr/en, by clicking on Investors/Governance or Investors/Regulated Information and/or at the company headquarters at 1, quai du Point-du-Jour – 92100 Boulogne-Billancourt in accordance with the prevailing legal and regulatory conditions (tel.: +33 (0)1 41 41 40 75):

- the latest version of our Articles of Association;
- all reports, letters and other documents, evaluations and declarations issued by the Statutory Auditors or other experts commissioned by TF1 of which parts are included or cited in the Universal Registration Document.

Historical financial information for 2019 and 2020

Pursuant to Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129, the following information is incorporated by reference in this Universal Registration Document:

- the selected financial information and consolidated financial statements for the year ended 31 December 2019 and the Statutory Auditors' report on those consolidated financial statements, as presented respectively on pages 151 to 156 and 162 to 240 of our 2019 Universal Registration Document filed with the AMF on 10 March 2020 under number D.20-0118.
- the selected financial information and consolidated financial statements for the year ended 31 December 2020 and the Statutory Auditors' report on those consolidated financial statements, as presented respectively on pages 166 to 171 and 176 to 257 of our 2020 Universal Registration Document filed with the AMF on 10 March 2021 under number D.21-0107.

Those documents are available on the TF1 corporate website: www.groupe-tf1.fr/en, click on Investors/Regulated Information.

Registered share service

Registered share service: Gaëlle Pinçon – Marie-Caroline Thabuy

- Toll-free number: 0 805 120 007 (free from a landline);
- email: relationsactionnaires@tf1.fr or servicetitres.actionnaires @bouygues.com

Our Registered Share Service gives shareholders owning pure registered shares direct access to their securities account free of charge.

Access is via the Olis-Actionnaires website, which allows shareholders to consult their share account in real time, and to access their personal detail and documents in just a few clicks.

To access the site, go to https://serviceactionnaires.tf1.fr/.

Holding shares in registered form guarantees that you are regularly sent information about the company and are automatically invited to Shareholders' General Meetings.

Shareholders wishing to convert their shares to pure registered shares are advised to send a request to that effect to their financial intermediary.

Since the General Assembly of April 15, 2021, shareholders will have the option of using the VotAccess platform to vote online at shareholder meetings, and to obtain their Notice of Meeting packs electronically.

Shareholders who do not hold their shares in registered form can vote using VotAccess if the financial intermediary managing their account has signed up to the platform.

7.4. Authorisations and corporate actions

7.4.1. Amount of share capital and category of shares

Share capital as of 31 December 2020	**€42,078,598.20, divided into 210,392,991 shares with a par value of €0.20.**
Number of voting rights as of 31 December 2020	210,392,991*
Share capital as of 31 December 2021	**€42,097,127, divided into 210,485,635 shares with a par value of €0.20.**
Number of voting rights as of 31 December 2021	210,485,635*

* *Includes shares from which voting rights have been stripped, in compliance with the calculation methods specified in Article 223-11 of the AMF General Regulation.*

There are no founders' shares, profit certificates, convertible or exchangeable bonds, voting right certificates, investment certificates, double voting rights, or preference shares.

Shares are freely negotiable subject to the applicable legal and regulatory restrictions and specifically to the conditions stipulated by law no. 86-1067 of 30 September 1986 as amended. Shareholders are bound to comply with specific requirements relating to ownership or acquisition of the company's shares as contained in the Articles of Association and in laws and regulations.

To ascertain the profile of its share owners, TF1 periodically reviews its registered and bearer shareholder base, as identified through Euroclear.

7.4.2. Share buybacks

The Annual General Meetings of 17 April 2020 and 15 April 2021 approved share buyback programmes authorising the Board of Directors (as permitted under Articles L. 22-10-62 et seq. of the French Commercial Code) to buy on or off market a quantity of the company's shares capped at 10% of the share capital on the date the buyback programme is used, for the purposes specified in European Regulation 596/2014 and in connection with market practices authorised by the AMF. The Annual General Meetings of 17 April 2020 and 15 April 2021 authorised the Board of Directors to reduce the share capital by cancelling repurchased shares, up to a limit of 10% of the share capital per 18-month period.

The table below, prepared pursuant to Article L. 225-211 of the French Commercial Code, summarises transactions carried out under those share buyback authorisations in 2021. No transaction was carried out in 2021.

Transactions in its own shares by TF1 during 2021

Number of own shares held by the company as of 31 December 2021	**-**
Number of shares bought during 2021	-
Number of shares cancelled during 2021	-
Number of shares sold during 2021	-
Number of own shares held by the company as of 31 December 2021	-
Value (at purchase price) of own shares held by the company as of 31 December 2021	-
ANALYSIS OF TRANSACTIONS BY PURPOSE	
Cancellation of own shares	-
Number of shares cancelled during 2021	-
nominal value:	-
percentage of share capital:	-
Reallocated to other purposes	-
Number of own shares held by the company as of 31 December 2021 outside the liquidity contract	-
Liquidity contract	-

The authorisation to buy back the company's own shares granted by the Annual General Meeting of 15 April 2021 expires on 15 October 2022. Accordingly, a proposal will be submitted to the next Annual General Meeting on 14 April 2022 to renew that authorisation on the basis described below.

7.4.3. Description of the new share buyback programme submitted for approval by the annual general meeting on 14 April 2022

Pursuant to Articles 241-2 and 241-3 of the AMF General Regulation, the company hereby provides a description of the share buyback programme that will be submitted for approval by the Annual General Meeting on 14 April 2022. This programme will replace that approved by the Annual General Meeting of 15 April 2021 in its 13th resolution.

Number of own shares and percentage of capital held by TF1 – Open positions in derivatives

At 31 December 2021, the company did not hold any of its shares. It did not have an open position in derivatives.

Authorisation requested from the Annual General Meeting of 14 April 2022

The Board of Directors is requesting from the Annual General Meeting of 14 April 2022 authorisation to buy back the company's own shares, up to a maximum of 10% of the share capital.

That authorisation would cover various objectives, including those mentioned in Article 5 of Regulation 596/2014/EU on market abuse and Article L. 22-10-62 of the French Commercial Code, or a market practice recognised by the AMF.

Those objectives are:

- reduce the share capital by cancelling shares under the conditions provided for by law, subject to authorisation by the Extraordinary General Meeting;
- grant shares to employees or corporate officers of the company or affiliated companies, in particular as part of profit-sharing schemes, stock option schemes, corporate or group savings plans, or through the allotment of free shares;
- retain shares and, where appropriate, use them subsequently as payment or exchange for acquisitions, mergers, demergers or transfers of assets, in compliance with regulatory requirements;
- promoting market liquidity and the regularity of listings of the company's equity securities, and avoiding any pricing discrepancies not justified by market trends, by implementing a liquidity contract managed by an investment service provider acting in compliance with a market practice accepted by the AMF;
- fulfil obligations related to debt securities, in particular securities giving entitlement to company shares through redemption, conversion or exchange, or in any other manner;
- implementing any market practice accepted by the AMF and more generally, conducting any transaction that complies with applicable regulations.

Objectives of the new buyback programme

Subject to approval by the Annual General Meeting of the resolution relating to share buybacks, the Board of Directors Meeting of 10 February 2022 decided to set the objectives of the new buyback programme as follows:

- reduce the share capital by cancelling shares under the conditions provided for by law, subject to authorisation by the Extraordinary General Meeting;
- grant shares to employees or corporate officers of the company or affiliated companies, in particular as part of profit-sharing schemes, stock option schemes, corporate or group savings plans, or through the allotment of free shares;

The Board of Directors reserves the right to extend the programme to other objectives included among those submitted to the Annual General Meeting of 14 April 2022 for approval. If this were to occur, the company would inform the market via a press release.

Maximum percentage of share capital – maximum number and characteristics of the shares that the company is proposing to acquire – maximum purchase price

The programme allows the company to buy back its own shares at a price of up to €15 per share, subject to adjustments relating to corporate actions.

The Board of Directors has set the maximum amount of funds allocated to the buyback programme at €300 million, equivalent to a maximum of 20,000,000 shares based on the price of €20 per share submitted to the Annual General Meeting for approval.

As required by law, the total number of shares held at any given date may not exceed 10% of the share capital at that same date.

The shares acquired may be reallocated or transferred subject to the conditions set by the AMF, and in particular those contained in AMF Position-Recommendation DOC-2017–04, "Guidance on trading by listed issuers in their own securities and stabilisation measures".

Repurchased shares retained by TF1 are stripped of voting rights and are not entitled to payments of dividend.

Shares may be acquired, sold, transferred or exchanged by any means subject to AMF rules, on market or off market, via multilateral trading facilities or systematic internalisers or over the counter, by means of derivative financial instruments, and at any time, except during the period of a public tender offer or public exchange offer for the company's shares. The portion of the programme that may be carried out through block trades is not restricted and may extend to the entire programme.

Duration of the buyback programme

Eighteen months starting from the Annual General Meeting of 14 April 2022.

7.4.4. Trading in TF1 shares during 2021 by directors and key executives or by persons referred to in Article L. 621-18-2 of the French Monetary and Financial Code

In accordance with Article 223-26 of the AMF General Regulation, the following table sets out transactions in TF1 shares carried out in 2021 by directors and key executives or persons of equivalent status:

Person involved	Office held	Transaction – Date	Nature of transaction	Number of transactions	Number of shares	Gross amount before taxes and fees *(in €)*
Christine BELLIN	Executive Vice President, Strategy and Customer Distribution until 30/06/2021	In a personal capacity on 06/06/2021	Vesting of performance shares*	1	4,620	N/A*
Philippe DENERY	Executive Vice President, Finance and Procurement.	In a personal capacity on 08/06/2021	Vesting of performance shares*	1	5,544	N/A*

* *Shares vested following confirmation by the Board of Directors Meeting on 10 February 2021 that the performance conditions for the 2018 performance share plan had been met. Opening quoted market price of TF1 shares on 8 June 2021: €8.56.*

7.4.5. Financial authorisations and delegations

Financial authorisations and delegations in effect as of the date of the Annual General Meeting of 14 April 2022

The following table summarises financial authorisations and delegations granted by the General Meeting to the Board of Directors and still in effect, and the use made of such authorisations in 2021.

None of these authorisations or delegations was used in 2021.

SHARE BUYBACKS AND CAPITAL REDUCTIONS							
Purchase by the company of its own shares	10% of capital		18 months	6 months 15/10/2022	15/04/2021	13	Authorisation not used
Capital reduction through cancellation of treasury shares	10% of share capital per 24-month period		18 months	6 months 15/10/2022	15/04/2021	14	Authorisation not used
ISSUANCE OF SECURITIES							
Capital increase with PR(2)	€8.4m	€900m	26 months	14 months 15/06/2023	15/04/2021	15	Authorisation not used
Capital increase by incorporation on share premium, reserves or profits	€400m		26 months	14 months 15/06/2023	15/04/2021	16	Authorisation not used
Capital increase without PR(2) by public offering	€4.2m	€900m	26 months	14 months 15/06/2023	15/04/2021	17	Authorisation not used
Capital increase without PR(2) by private placement	10% of share capital per 12-month period €4.2m	€900m	26 months	14 months 15/06/2023	15/04/2021	18	Authorisation not used
Setting of issue price without PR(2) of equity or other securities	10% of capital		26 months	14 months 15/06/2023	15/04/2021	19	Authorisation not used
Increase in number of securities to be issued in the event of a capital increase with or without PR(2)	15% of initial issue		26 months	14 months 15/06/2023	15/04/2021	20	Authorisation not used
Capital increase without PR(2) to remunerate in-kind contributions granted to TF1 and consisting of shares or securities giving access to the capital of another company outside of a public exchange offer	10% of capital	€900m	26 months	14 months 15/06/2023	15/04/2021	21	Authorisation not used
Capital increase without PR(2) to remunerate securities tendered as part of a public exchange offer initiated by TF1	€4.2m	€900m	26 months	14 months 15/06/2023	15/04/2021	22	Authorisation not used
ISSUES RESERVED FOR EMPLOYEES AND EXECUTIVE OFFICERS							
Grants of stock options and/or share purchases	3% of capital		38 months	2 months 18/06/2022	18/04/2019	26	1,262,000 options were granted (0.60% of capital)
Awards of performance shares, whether existing or to be issued(3)	3% of capital		38 months	2 months 18/06/2022	18/04/2019	27	250,000 performance shares were granted (0.12% of capital)
Capital increase without PR(2) reserved for employees and/or corporate officers of TF1 or related companies participating in a company savings scheme (PEE)	2% of capital		26 months	14 months 15/06/2023	15/04/2021	24	Authorisation not used

(1) Starting from the vote at the Annual General Meeting of 14 April 2022.

(2) PR: pre-emptive rights.

(3) Awarded subject to performance conditions. Common ceiling. No grants were awarded to the Chairman and CEO.

Authorisations and delegations submitted to the Annual General Meeting of 14 April 2022.

The table below summarises the financial authorisations and delegations to be given to the Board of Directors by the Annual General Meeting of 14 April 2022.

These new authorisations replace previous resolutions with the same purpose and are in the same vein as similar ones authorised at previous Annual General Meetings, while remaining consistent with customary practice and recommendations as regards amount, ceiling and duration.

The company will not be permitted to buy back its own shares during the period of a public tender offer or public exchange offer. In addition, share buybacks may be carried out through the use of derivatives. The Board of Directors has taken the view that the terms offered by such use might be in the financial interest of the company and shareholders. The Board of Directors proposes that the ceiling be maintained at 10% and the amount allocated at €300 million to ensure ample room for manoeuvre.

Authorisations and delegations	Maximum nominal amount of capital increases	Maximum nominal amount of debt securities	Validity of authorisation	Time remaining(1) Expiration date	Combined General Meeting giving the authorisation	Resolution no.
SHARE BUYBACKS AND CAPITAL REDUCTIONS						
Purchase by the company of its own shares	10% of capital		18 months	18 months 14/10/2023	14/04/2022	16
Capital reduction through cancellation of treasury shares	10% of capital		18 months	18 months 14/10/2023	14/04/2022	17
ISSUES RESERVED FOR EMPLOYEES AND EXECUTIVE OFFICERS						
Capital increase reserved for employees and/or corporate officers participating in a company savings scheme (PEE)	2% of capital		26 months	26 months 14/06/2024	14/04/2022	18
Granting of stock options and/or share purchases to the employees and corporate officers of TF1 or related companies	3% of capital		38 months	38 months 14/06/2025	14/04/2022	19
Granting of existing free shares or free shares to be issued to the employees or corporate officers of TF1 or related companies without PR(2)(3)	3% of capital		38 months	38 months 14/06/2025	14/04/2022	20

(1) Starting from the vote at the Annual General Meeting of 14 April 2022.
(2) PR: pre-emptive rights.
(3) Awarded subject to performance conditions. Common ceiling. No grants were awarded to the Chairman and CEO.
€m: millions of euros.

7.4.6. Potential share capital

As of 31 December 2021, there were no stock subscription options outstanding with an exercise price lower than the market price at 31 December 2021 (the last quoted price in the financial year) of €8.73.

Information about stock options outstanding is provided in Note 7.5.4.2. to the consolidated financial statements, in section 6 of this universal registration document.

7.4.7. Changes in share capital during the last five years

CHANGES IN SHARE CAPITAL TO 31 DECEMBER 2021

Date	Corporate action	Number of shares	Increase/(decrease) in share capital (€) Nominal value	Share premium/ incorporation of reserves	Total share capital after change (in €)	Total number of shares
From 01/01/2017 to 31/12/2017	Exercise of stock options in 2011 plan at €12.47	30,000	6,000	368,100	41,889,508	209,447,542
	Exercise of stock options in 2012 plan (no. 13) at €6.17	418,200	83,640	2,496,654	41,973,148	209,865,742
From 01/01/2018 to 31/12/2018	Exercise of stock options in plan no. 13 at €6.17	63,198	12,640	377,292	41,985,788	209,928,940
07/06/2019	Vesting of performance shares	160,100	32,020	32,020	42,017,808	210,089,040
From 01/01/2019 to 12/06/2019	Exercise of stock options in plan no. 13 at €6.17	568,285	113,657	3,392,661	42,131,465	210,657,325
29/10/2019	Cancellation of own shares	(415,251)	(83,050)	(3,445,855)	(42,048,414)	210,242,074
11/06/2020	Vesting of performance shares	155,500	31,100	31,100	42,079,515	210,397,574
28/10/2020	Cancellation of own shares	(4,583)	(917)	(24,173)	42,078,598	210,392,991
08/06/2021	Vesting of performance shares from the plan of 25 April 2018	92,644	18,528	18,528	42,097,127	210,485,635

7.5. Other information

7.5.1. General information

Name: TÉLÉVISION FRANÇAISE 1 – TF1

Registered office: 1, quai du Point du jour 92100 Boulogne-Billancourt, France

Telephone: +33 (0)1 41 41 26 45

Registration number: 326 300 159 RCS Nanterre

APE code (principal business): 6020A – General interest broadcaster

Legal Entity Identifier (LEI) code: 969500WQFC6OAQYG7E65

Legal form: société anonyme (public limited company)

Date of incorporation: 17 September 1982

Expiration date: 31 January 2082

Financial year: 1 January to 31 December

Legislation: French-law company

Corporate website: https://groupe-tf1.fr/en

NB: Information provided on the corporate website does not form part of this Universal Registration Document, unless incorporated in the prospectus by reference.

7.5.2. Corporate purpose (Article 2 of the Articles of Association)

The purpose of the company shall be:

- to operate an audiovisual communication service as authorised by applicable laws and regulations including in particular the conception, production, scheduling and broadcasting of television programmes, including advertising messages and announcements;
- to carry out, in France or abroad, industrial, commercial, financial, movable property or real property operations or transactions relating directly or indirectly to that purpose or to purposes which are similar, related or complementary or which may facilitate the attainment or development thereof or to any company asset, including:
  - assessing, producing, acquiring, selling, renting and exploiting recordings of images and/or sound, news reports and films intended for television, cinema or radio broadcasting:
  - undertaking advertising sales transactions;
  - providing services of all kinds for radio and television broadcasting.

All of these directly or indirectly, on its own behalf or on behalf of third parties, either alone or with third parties, through the creation of new companies, capital contributions, limited partnerships, subscriptions, purchase of company shares or rights, mergers, alliances, joint ventures, inward or outward franchising of assets or rights, or by any other means.

The company shall act in accordance with its terms of reference and with applicable legislation.

7.5.3. Distribution of profits (Article 25 of the Articles of Association)

Five per cent of the net profit for the financial year minus any prior-year losses shall be appropriated to constitute the legal reserve. Such appropriation shall cease to be mandatory once the legal reserve reaches an amount equal to one-tenth of the share capital. It shall become mandatory again when for any reason the reserve falls below one-tenth of the share capital.

Distributable earnings shall comprise net profit for the financial year minus (i) any prior-year losses and (ii) any amounts appropriated to reserves in compliance with the law and the Articles of Association, plus any retained earnings brought forward.

Those earnings shall be distributed between all shareholders in proportion to the number of shares they own.

7.5.4. General Meetings (Articles 18 to 23 of the Articles of Association)

Shareholders' Meetings shall be convened in accordance with the rules stipulated by law. General Meetings shall be open to all shareholders irrespective of the number of shares they own.

In accordance with Article L. 22-10-10-5 of the French Commercial Code, the specific procedures for the participation of shareholders in General Meetings that are included in the Articles of Association are provided below.

Article 18 – General Meetings

Collective decisions of the shareholders shall be taken in General Meetings, qualified as Ordinary or Extraordinary depending on the nature of the decisions they are required to take.

Each regularly constituted General Meeting shall represent the shareholders as a whole.

The deliberations of General Meetings shall be binding on all shareholders, even if absent, dissenting or legally incapable.

Article 19 – Notification to attend and venue for General Meetings

General Meetings shall be convened and reach decisions as provided by law.

General Meetings shall be held at the Registered Office or any other place indicated in the notification to attend.

Article 20 – Access to General Meetings

All shareholders may participate in General Meetings, irrespective of the number of shares they own, in person or by proxy, on condition that they provide proof of identity and of ownership of their shares, in the form and place indicated in the notification to attend meeting, at the latest five days before the date of the General Meeting, as provided by law regarding the participation of shareholders in General Meetings. However, the Board of Directors may reduce or waive this time limit provided that it does so for all shareholders.

Shareholders that are legal entities shall participate in Meetings through their legal representatives or any person appointed for this purpose by the latter.

Any shareholder may, as provided by the law and regulations, vote by proxy or by correspondence at any General Meeting, either on paper or (upon the decision of the Board of Directors published in the notification of the Meeting and notification to attend, or as the case may be, in the personal notification of the Meeting) by remote transmission.

Article 21 – Quorum – Voting – Number of votes

I. In Ordinary and Extraordinary General Meetings, the quorum shall be calculated on the entire number of shares constituting the share capital, excluding non-voting shares as provided by law.

Where votes by correspondence are concerned, only voting slips received by the Company before the Meeting, within the time limit and pursuant to the conditions provided by law, will be counted.

For the purposes of calculating the quorum and the majority, shareholders participating in the Meeting by videoconference, Internet or by telecommunication links enabling them to be identified of which the nature and conditions comply with the prevailing laws and regulations, shall be considered as present.

II. Voting rights attached to shares are proportional to the capital they represent. At equal nominal value, each equity or dividend share entitles the holder to one vote. There are no double voting rights.

III. If shares are held in usufruct, the voting rights attached to these shares shall belong to the beneficial owners in Ordinary General Meetings and to the bare owners in Extraordinary General Meetings.

7.5.5. Rights attached to shares (Articles 7 to 9 of the Articles of Association)

Each share shall confer the right to a portion of the profits or capital proportional to the amount of the capital which it represents. It confers the right to vote in and be represented at Shareholders' Meetings, in accordance with legal and statutory requirements. Pecuniary and non-pecuniary rights may be restricted by law or under the Articles of Association. Under Article 7 b of the Articles of Association, shareholders whose identity has not been declared to the company are stripped of voting rights. Article 8 of the Articles of Association refers to Article 40 of law no. 86-1067 of 30 September 1986, as amended, which stipulates a mechanism for capping voting rights for non-French nationals.

7.5.6. Crossing of ownership thresholds specified in the articles of association (Article 7 of the articles of association)

Any person acting alone or in concert who obtains at least 1%, 2%, 3% or 4% of the capital or voting rights shall within the five days following registration in their account of the shares that caused them to attain or exceed that threshold declare to the company, by sending a registered letter with acknowledgement of receipt to the registered office, the total number of shares and the number of voting rights they possess.

Such declaration must be made on the conditions stipulated above every time the threshold of 1%, 2%, 3% or 4% is crossed either upwards or downwards.

In the event of failure to make a declaration as stipulated above, those shares in excess of the thresholds that should have been declared shall be stripped of voting rights on the conditions stipulated by law if one or more shareholders holding at least 5% of the capital so request at a General Meeting.

7.5.7. Shareholder agreements and agreements made

SALTO shareholder agreement

TF1, M6 and France Télévisions have entered into a shareholder agreement relating to their respective equity interests (1/3% for TF1) in SALTO, a French-law company whose corporate purpose is to distribute paid-for linear and non-linear audiovisual services and content in metropolitan France, overseas departments and territories, Monaco and Andorra. The principal terms of the agreement as regards TF1 are:

TF1 has the right to designate two of the six members of the SALTO Supervisory Board.

The customary cash-out mechanisms are available to TF1, subject to certain conditions, if it decides to exit the equity of SALTO. However, TF1 (like the other shareholders) has committed to retain an equity stake for at least five years from the date SALTO obtains a licence, except in certain specific circumstances.

Agreements on the creation of a new ensemble of audiovisual activities

On 8 July 2021, the Bouygues and RTL groups signed agreements with a view to creating a new ensemble bringing together the broadcasting businesses of the TF1 group and those of the Métropole Télévision group. As part of this initiative, TF1 has signed an agreement with Métropole Télévision providing for reciprocal commitments aimed at the proper completion of the phases involved in the creation of the new entity in accordance with the relevant laws.

7.5.8. Factors liable to have an impact in the event of a public offer

TF1 is an audiovisual communication service subject to authorisation (see details in Chapter 1.6). In accordance with the provisions of Article 42-3 of the Act of 30 September 1986 on the freedom of communication as amended, TF1's licence to operate a national terrestrial television service may be withdrawn by the CSA (the French broadcasting regulator) without notice in the event of a substantive change in the data on the basis of which the licence was issued, including changes in the share ownership structure.

Pursuant to Article L. 22-10-11 of the French Commercial Code, the factors liable to have an impact in the event of a public tender or exchange offer for the company's shares are as follows:

- **ownership structure:** the relevant information on the ownership structure and voting rights is provided in section 7.1.2. The principal shareholders of TF1 are Bouygues and TF1 group employees (via the "TF1 Actions" employee share ownership fund). The exercise of their votes could have an impact in the event of a public offer for TF1 shares;
- **restrictions on the exercise of voting rights:** under Article 7 of the Articles of Association, summarised in section 7.5.6, voting rights are stripped from shareholders who fail to declare that they have crossed a threshold of 1%, 2%, 3% or 4% of the company's share capital or voting rights. Those restrictions could have an impact in the event of a public offer for TF1 shares. A change to Article 7 of the Articles of Association will be proposed at the Annual General Meeting of 14 April 2022 to make it mandatory to declare any upward or downward crossing of the threshold of 1% and any threshold constituting a multiple of 1% up to a cap of 30%;
- **restrictions on share transfers under the Articles of Association and contractual clauses notified to the company pursuant to Article L. 233-11 of the French Commercial Code:** not applicable;
- **direct or indirect holdings in the share capital of which TF1 is aware, pursuant to Articles L. 233-7 and L. 233-12 of the French Commercial Code**: this information is provided in section 7.1.2;
- **list of holders of securities conferring special control rights, and description of those rights:** not applicable;
- **control mechanisms stipulated as part of employee share ownership schemes:** the rules of the "TF1 Actions" employee share ownership fund stipulate that (i) decisions relating to the exercise of voting rights attached to the company's shares are taken solely by employee members of the fund's Supervisory Board representing holders of units in the fund and (ii) in accordance with Article L. 214-165 of the Monetary and Financial Code, such votes are taken after discussion with the company's representatives on the Supervisory Board but without those representatives being present. It is the fund's Supervisory Board (not the employees themselves) that decides whether to tender shares into a public offer; the fund held 8.9% of the voting rights as of 31 December 2021;
- **agreements between shareholders of which the company is aware and which could place restrictions on the transfer of shares and the exercise of voting rights:** not applicable;
- **rules applicable to the appointment and replacement of members of the Board of Directors:** the company is administered by a Board of Directors with between three and eighteen members, subject to the dispensations stipulated by law, plus employee representative Directors and an employee shareholder representative Director (see sections 3.1.1 and 3.1.2 of this Universal Registration Document);

- **rules applicable to amendments to the company's Articles of Association:** under Article L. 225-96 of the French Commercial Code, only an Extraordinary General Meeting of the shareholders has authority to amend the Articles of Association; any clause that stipulates otherwise is deemed null and void;
- **powers of the Board of Directors to issue and buy back shares:** refer to the tables summarising authorisations and delegations of powers presented in section 7.4.5. In particular:
  - the authorisation to buy back the company's own shares up to a limit of 10% of the share capital on the date such authorisation is used, as granted by the Annual General Meeting of 15 April 2021 (13th resolution), prohibits any order being placed during the period of a public offer for the company's shares; the Annual General Meeting scheduled for 14 April 2022 will be asked to replace that authorisation with a new authorisation with the same purpose (16th resolution) up to a limit of 10% of the share capital on the date such authorisation is used,
  - as regards issuance of debt securities by public offering or private placement, it is appropriate that the Board of Directors should be able to act in the corporate interest by using the delegations of powers or authorisations granted by the Annual General Meeting of 15 April 2021 (15th, 17th, 18th and 20th resolutions),
  - there is no current or pending resolution whereby the General Meeting of shareholders would delegate powers to the Board of Directors to issue share warrants during the period of a public offer for the company's shares;
- **agreements entered into by the company that would be amended or lapse in the event of a change of control:** the licensing regime is detailed in section 1.6.Article 42-3 of 30 September 1986 on the freedom of communication as amended states that TF1's licence to operate a national terrestrial television service may be withdrawn by the CSA without notice in the event of a substantive change in the data on the basis of which the licence was issued, including changes in the share ownership structure;
- **agreements under which directors or employees would be entitled to compensation if they resign or are dismissed without genuine and serious cause or if their employment is terminated as a result of a public offer:** not applicable.

7.5.9. Agreements entered into by corporate officers or shareholders with subsidiaries or sub-subsidiaries of TF1

Pursuant to Article L. 225-37-4 of the French Commercial Code, any agreements entered into directly or via an intermediary between (i) the Chief Executive Officer, a Director, or a shareholder holding more than 10% of the voting rights of TF1 SA and (ii) any other company of which TF1 directly or indirectly owns more than half of the share capital, must be disclosed in the report on Corporate Governance unless such agreements relate to ordinary transactions contracted on an arm's length basis.

7.5.10. Articles of Association

The TF1 Articles of Association can be consulted at the company's registered office and are also available on the corporate website at: http://www.groupe-tf1.fr/en/investors/governance.

7.6. STATUTORY AUDITORS' REPORT ON THE REDUCTION IN CAPITAL

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Combined General Meeting of 14 April 2022

Seventeenth resolution

To the Extraordinary General Meeting,

In our capacity as Statutory Auditors of your company and in compliance with Article L. 22-10-62 of the French Commercial Code (*Code de commerce*) in respect of the reduction in capital by the cancellation of repurchased shares, we hereby report on our assessment of the terms and conditions of the proposed reduction in capital.

Your Board of Directors proposes that it be authorized, for a period of 18 months as from the date of this Shareholders' Meeting, to proceed with the cancellation of shares the company was authorised to repurchase, representing an amount not exceeding 10% of its total share capital, by periods of 24 months in compliance with the article mentioned above

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying that the terms and conditions for the proposed reduction in capital, which should not compromise equality among the shareholders, are fair.

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

Done at Paris La Défense, 8 March 2022

The Statutory Auditors

French original signed by:

ERNST & YOUNG Audit	MAZARS
Nicolas Pfeuty	Marc Biasibetti

7.7. STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES OR SECURITIES RESERVED TO MEMBERS OF A COMPANY SAVINGS PLAN

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Combined General Meeting of 14 April 2022

Eighteenth resolution

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 228-92 and L. 225-135 *et seq*. of the French Commercial Code (*Code de commerce*), we hereby report on the proposed delegation of authority to your Board of Directors to decide whether to proceed with an issue of shares or securities with cancellation of preferential subscription rights, reserved for the employees and corporate officers of TF1 and for the employees and corporate officers of the French or foreign companies that are related to it within the meaning of the legislation in force, who are members of any company or group savings scheme or of any intercompany savings scheme, for a (maximum) amount of 2% of the share capital existing as at the date on which the Board of Directors makes its decision, an operation on which you are called to vote.

This operation is submitted for your approval in accordance with articles L. 225-129-6 of the French Commercial Code (*Code de commerce*) and L. 3332-18 *et seq.* of the French Labour Code (*Code du travail*).

Your Board of Directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months as from the date of this general meeting to decide on whether to proceed with an issue and to cancel your preferential subscription rights to the securities to be issued. If applicable, it shall determine the final conditions of this issue.

It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113 *et seq*. of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this operation and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issue that may be decided, we have no matters to report as to the methods used to determine the issue price for the equity securities to be issued provided in the Board of Directors' report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Board of Directors has exercised this authorization in the event of the issue of shares or securities that are equity securities giving access to other equity securities, and in the event of the issue of securities giving access to equity securities to be issued.

Paris La Défense, 18 February 2022

The Statutory Auditors

French original signed by:

MAZARS	ERNST & YOUNG Audit
Gilles Rainaut	Nicolas Pfeuty

7.8. STATUTORY AUDITORS' REPORT ON THE DELEGATION OF AUTHORITY TO GRANT STOCK OPTIONS

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Ordinary and Extraordinary General Meeting of Shareholders of 14 April 2022Nineteenth resolution

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-177 and R. 225-144 of the French Commercial Code (*Code de commerce*), we hereby report on the delegation of authority to grant stock options reserved, on the one hand, for the salaried employees or certain categories of employees and, on the other hand, for the corporate officers (or certain corporate officers), as defined by law, both of TF1 and of the companies and economic interest groupings directly related to the latter under the conditions provided for in article L. 225-180 of the French Commercial Code (*Code de commerce*), an operation on which you are called to vote.

The total number of options thus granted may not represent more than 3% of the company's share capital at the date of grant by the Board of Directors, it being specified that this is an overall cap taking into account both the stock options and the performance shares allocated free of charge pursuant to the twentieth resolution of this general meeting.

The total number of options that may be granted to corporate officers pursuant to this delegation of authority may not give entitlement to a total number of shares representing more than 5% of the total allocations made by the Board of Directors over a period of thirty-eight months.

On the basis of its report, your Board of Directors proposes that it be authorized, for a period of thirty-eight months, to grant stock options.

It is the responsibility of the Board of Directors to prepare a report on the grounds for granting stock options and on the proposed method of determining the share subscription or purchase price. Our role is to give our opinion on the proposed method of determining the share subscription or purchase price.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted notably in verifying that the proposed method of determining the share subscription or purchase price is described in the Board of Directors' report and that it complies with the relevant legal and regulatory provisions.

We have no matters to report as to the proposed method of determining the share subscription or purchase price.

Paris La Défense, 18 February 2022

The Statutory Auditors

French original signed by:

MAZARS	ERNST & YOUNG Audit
Gilles Rainaut	Nicolas Pfeuty

7.9. STATUTORY AUDITORS' REPORT ON THE FREE ALLOCATION OF EXISTING SHARES OR SHARES TO BE ISSUED

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Ordinary and Extraordinary General Meeting of Shareholders of 14 April 2022

Twentieth resolution

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed authorization for the free allocation of existing shares or shares to be issued, reserved, on the one hand, for the salaried employees or certain categories of employees and, on the other hand, for the corporate officers (or certain corporate officers), as defined by law, both of TF1 and of the companies and economic interest groupings related to the latter within the meaning of article L. 225-197-2 of the French Commercial Code (*Code de commerce*), an operation upon which you are called to vote.

The total number of shares that may be allocated in respect of this authorization may not represent more than 3% of the company's share capital (at the date on which the Board of Directors makes this decision), it being specified that, where applicable, throughout the duration of validity of this authorization, shares subscribed or acquired within the context of the options granted pursuant to the twentieth resolution of this meeting of shareholders will be deducted from said limit.

The total number of shares that may be allocated free of charge to corporate officers, pursuant to this authorization, may not exceed 0.03% of the share capital over a period of thirty-eight months.

On the basis of its report, your Board of Directors proposes that it be authorized, for a period of thirty-eight months, to allocate, free of charge, existing shares or shares to be issued.

It is the responsibility of the Board of Directors to prepare a report on the proposed operation. Our role is to report on any matters relating to the information thus provided to you regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the Board of Directors' report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the Board of Directors' report relating to the proposed delegation of authority for the free allocation of shares.

Paris La Défense, 18 February 2022

The Statutory Auditors

French original signed by:

MAZARS	ERNST & YOUNG Audit
Gilles Rainaut	Nicolas Pfeuty

GENERAL MEETING _8

8.1. AGENDA

Ordinary business

1. Approval of the financial statements for the 2021 financial year.
2. Approval of the consolidated financial statements for the 2021 financial year.
3. Appropriation of profits for the 2021 financial year and setting the amount of the dividend.
4. Approval of regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code.
5. Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2021 financial year to Gilles Pélisson as Chairman and Chief Executive Officer.
6. Approval of the information concerning the remuneration of the corporate officers described under Article L.22-10-9 of the French Commercial Code.
7. Approval of the remuneration policy applicable for Gilles Pélisson, Chairman and Chief Executive Officer.
8. Approval of the remuneration policy for directors.
9. Reappointment of Gilles Pélisson as Director for a three-year term.
10. Reappointment of Marie-Pic-Pâris as Director for a three-year term.
11. Reappointment of Olivier Roussat as Director for a three-year term.
12. Appointment of Orla Noonan as Director for a three-year term.
13. Recording of the appointment of employee representative Directors for a two-year term.
14. Reappointment of Ernst & Young Audit as Permanent Statutory Auditor for a term of six financial years.
15. Non-reappointment of Auditex as Alternate Auditorx.
16. 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.

Extraordinary business

17. Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares, for an 18-month period.
18. 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.
19. Authorisation granted to the Board of Directors to grant stock subscription or purchase options to employees or corporate officers of the company or affiliated companies, for a 38-month periods.
20. Authorisation granted to the Board of Directors to carry out awards of performance shares, issued or that may be issued, without shareholders' preferential right of subscription, in favour of employees or corporate officers of the company or affiliated companies, for a 38-month period.
21. Amendment of Article 7 of the Articles of Association concerning the procedures for declaring the crossing of thresholds.
22. Authorisation to carry out formalities.

8.2. REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR APPROVAL TO THE COMBINED GENERAL MEETING OF 14 APRIL 2022

Ordinary business

Resolutions 1 and 2 – Approval of the 2021 financial statements

Subject and purpose

We propose that you approve the individual and consolidated financial statements for the financial year 2021.

The activities of TF1 and its Group during the past financial year, their situation and the results of the activities are presented in chapters 1 and 5; the individual and consolidated financial statements are included in chapter 6. Your Statutory Auditors will present their reports on the 2021 financial statements. These report are included in chapters 3 and 6. All of this documentation is also available on the website groupe-tf1.fr/

Resolution 3 – Appropriation of profits for the 2021 financial year and setting the amount of the dividend (€0.45 per share)

Subject and purpose

We propose, after noting the existence of a distributable profit of €439,967,056.48, taking into account the net loss for the financial year of €164,656,869.91 and the retained earnings of €275,310,186.57, to decide the following allocation and distribution:

- distribution in cash of a dividend of €94,718,535.75 (a dividend of €0.45 per share of €0.20 nominal value), on the basis of the 210,485,635 shares outstanding at 31 December 2021;
- allocation of the balance to retained earnings of €345,248,520.73.

The ex-dividend date on the Euronext Paris market will be 21 April 2022. The dividend will be payable in cash on 25 April 2022 to shareholders of record at the close of business on 22 April 2022.

The entire dividend is eligible, upon option, for the 40% rebate mentioned in Section 3–2, Article 158 of the French General Tax Code.

In accordance with Article 243 *bis* of the French General Tax Code, the amount of dividends distributed in respect of the three previous financial years is indicated below in the third resolution.

We remind you that the unit amount of the dividends per share for the financial years 2018 and 2020 were respectively €0.40 and €0.45. No dividends were paid in respect of the 2019 financial year.

Resolution 4 – Approval of regulated agreements

Subject and purpose

We propose that you approve the so-called related-party agreements entered into during the financial year 2021 between TF1 and one of its corporate officers (executive, director), a company in which a TF1 corporate officer also holds an office or a shareholder holding a fraction of the voting rights greater than 10% or, in the case of a shareholding company, the controlling company.

This approval fits within the framework of the special procedure for related-party agreements, the purpose of which is to prevent any conflicts of interest.

In accordance with the law, these agreements were subject to prior authorisation by the Board of Directors, since the directors concerned neither attended nor took part in the vote.

The Statutory Auditors' special report on related-party agreements is presented in Section 3.3. The agreements mentioned in this special report and already approved by previous General Meetings are not resubmitted to the vote of the General Meeting.

The Board of Directors has authorised the renewal, for the year 2022, of the related-party agreements described below; as in previous years, we ask you to approve these agreements.

Corporate Services Agreement with Bouygues

Interest

This agreement, a common feature of corporate groups, allows TF1 to benefit from the services, expertise and coordination that Bouygues makes available to the different companies within its group, in different areas such as management, human resources, finance, communications, sustainable development, corporate sponsorship, new technologies, insurance, legal counsel, innovation consulting and others.

Each year, TF1 enters into this agreement to enjoy access to this expertise and services.

Authorisation and financial conditions

In its meeting held on 28 October 2021, the TF1 Board of Directors authorised the renewal of this agreement for one year beginning on 1 January 2022.

This agreement is based on rules of allocation and invoicing of the shared service costs, including specific services invoiced to TF1 under normal business terms (market price), and payment of residual shared costs reinvoiced to TF1, according to allocation keys, and limited to a percentage of TF1's revenue. Invoicing of the shared costs is subject to a 10% margin for high-added-value services and 5% for low-added-value services.

In 2021, Bouygues invoiced TF1 a total of €3.5 million, equivalent to 0.14% of the TF1 group's total revenue (compared with €3.0 million in 2020, also equivalent to 0.14% of consolidated revenue), this amount being equally shared between the different services mentioned in "Subject" hereafter.

Subject

Expertise and cross-functional coordination

Bouygues provides TF1 with services and expertise in several areas such as management, human resources, finance, communications, sustainable development, corporate sponsorship, new technologies, insurance, auditing, legal counsel, and innovation consulting.

Depending on its needs and in accordance with the agreement authorised annually by the Board of Directors, TF1 makes use of these services by requesting them from the experts at any time throughout the year as questions, issues or discussions arise.

In addition to the advice and assistance provided, the joint services provide leadership for all of the Group's business lines, including by organising meetings between professionals to promote exchanges, technical discussions or take ownership of changes to regulations.

In respect of 2021, these services were mainly contributed to the following divisions:

- Executive Vice President, **Human Resources and CSR Division**
  - **Human relations:** Bouygues SA provides the HR Department of the TF1 group with its services and expertise in the following areas: HR development and training, legal affairs, remuneration policy and employee benefits, and HRIS. In this context, Bouygues SA leads many expert committees ("Mobility", "Training", "Employee Data", "HRIS", "Remuneration & Benefits", "Employee Relations", "Academic Relations", "Diversity/CSR" and others), for the purposes of coordinating HR initiatives, ensuring legal and regulatory monitoring and sharing expertise and best practice in all of these areas. These committees meet several times a year. The following events and functional seminars are included in these common service fees:
    - In 2021, TF1 group executives took part in training sessions at the Bouygues Management Institute, a training institute for Bouygues group management methods and values.
    - Each year, the Legal Affairs Department of Bouygues holds a training session as part of the "legal affairs refresher course" for TF1's HR Directors and Managers. HR executives also receive coaching at the "Vaugouard" HR induction seminars.
    - Bouygues SA also endeavours to integrate new hires by means of the "Bouygues Group Welcome Days";
    - Lastly, the Bouygues group meets every year, when circumstances permit, for a forum to promote internal mobility, called "Opportunity";
  - **Corporate social responsibility** (CSR) : the TF1 group's CSR Director relies on the initiatives put in place by the Bouygues group's Sustainable Development Department. She also draws on the expertise developed by the Bouygues group in this area, notably in the development of relevant monitoring indicators, the development and monitoring of the Group's carbon strategy, and with regard to the relationship with non-financial ratings agencies and other stakeholders.
- Audit and Internal Control Division
  - **Internal control**: the TF1 group receives support from Bouygues concerning internal control and risk management tools and methodologies, including:
    - meetings organised and led by Bouygues so that representatives of the businesses can:
      - dialogue on the guidelines and common control tool and any upgrades;
      - share knowledge of external benchmarks in relation to internal control and risk mapping to assess Group methods and compare these with other companies' practices;
      - share information on regulatory changes, particularly in relation to the French law on the duty of diligence and France's Sapin II Act;
    - in addition, a half-day training module on internal control is provided each year by the head of internal control of Bouygues SA with the auditors of each of the Group's business lines. The topics covered concern the objectives of internal control, the methodology, the principles and the regulatory framework;
    - the TF1 group also benefited from Bouygues group support on ethical issues, support in the implementation of procedures, and employee training on these vital topics.
- **The Technology Division** of TF1 group benefits from numerous synergies with the corresponding divisions of other Bouygues group subsidiaries, thanks to "cross-functional coordination" provided by Bouygues SA. This cross-functional coordination consists of:
  - a Strategy Committee that is dedicated to sharing feedback on the methods and technology adopted in the various entities;
  - a Group IT Security Committee which brings together the cybersecurity teams of each entity to enable the sharing of best practices, the exchange of information in real time (particularly in the event of a virus attack), and the selection and implementation of common solutions;
  - a purchasing working group, which steers negotiations of Group contracts with the major global technology suppliers;
  - a Careers Committee, which periodically examines mobility opportunities among entities in the group of IT experts;
  - a community of employees who, under the "Bytech" brand, ensures the function's external visibility for the purposes of attracting and recruiting people with backgrounds in IT and digital technology.
- The **TF1 group Reporting, Accounts and Financial Statements Division** also benefited in 2021 from the sharing of expertise between teams on the European Single Electronic Format. This led to the drafting of common guidelines in step with regulatory changes, such that the TF1 group is now able to publish financial statements in XHTML format for the 2021 financial year. Similarly, as part of the introduction of the European Taxonomy in 2021, a working group common to all Bouygues group business segments was set up. Through extensive dialogue between business segments and with Bouygues SA, enhanced by external advice provided to TF1, common guidelines, which can be adapted by business segment, were drawn up on the identification of green indicators.

Also in 2021, the Bouygues group, as a major shareholder, regularly offered its support, both formally and/or informally, with operational issues, particularly in the areas of legal and finance.

Persons concerned

- Olivier Bouygues, Pascal Grangé (permanent representative of Bouygues) and Olivier Roussat.
- Bouygues is a shareholder.

For the use of aircraft held by AirBy

In its meeting held on 28 October 2021, the TF1 Board of Directors authorised the renewal of the agreement to use the planes owned by AirBy for one year beginning on 1 January 2022.

This agreement gives TF1 the possibility of contacting AirBy, which is indirectly owned by Bouygues and SCDM, and the operator of a Global 6000 aircraft, or, failing that, an equivalent aircraft including the plane itself and all flight-related costs.

No amount was invoiced for 2021. TF1 has not used this possibility since 2009.

Persons concerned

- Charlotte Bouygues (permanent representative of SCDM), Olivier Bouygues, Pascal Grangé (permanent representative of Bouygues) and Olivier Roussat.
- Bouygues and SCDM are associates.

Resolutions 5 and 6 – Approval of 2021 remuneration of corporate officers (*say on pay ex-post*)

Subject and purpose

The 2021 universal registration document features, in Section 3.4, the required information on remuneration paid or granted to corporate officers (Chairman and Chief Executive Officer and Directors) for the 2021 financial year.

In the 5th resolution, we invite you to approve the fixed, variable and exceptional components of the total remuneration and benefits in-kind paid or granted for the year ended 31 December 2021 to Gilles Pélisson as Chairman and Chief Executive Officer.

In the 6th resolution, we invite you to approve all of the information on 2021 remuneration.

Resolutions 7 and 8 – Approval of the remuneration policy for corporate officers (*say on pay ex ante*)

The remuneration of corporate officers is rightly the focus of growing attention from shareholders and investors and recent regulations have increased the requirements for transparency over such remuneration as well as the powers of the General Meeting.

The principles for compensating corporate officers detailed in Section 3.5 and the draft resolutions that we invite you to approve have factored in these changes.

In the 7th resolution, you are asked to approve the remuneration policy, the principles and criteria for determining, distributing and granting the fixed, variable, and exceptional components of the total remuneration and the benefits in-kind attributable to Gilles Pélisson in relation to his term of office as Chairman and Chief Executive Officer.

In the 8th resolution, we propose that you approve the remuneration policy for directors.

This policy has been passed by the Board of Directors, based on proposals from the Nominating and Remuneration Committee. It contributes to the Company's sustainability and fits into its business strategy.

Resolutions 9 to 13 – Terms of office of directors

Subject and purpose

As is the case every year, the Board considered the desirable balance between its composition and that of its committees, particularly in terms of diversity (balanced representation of women and men, ages, qualifications and professional experience).

The Board of Directors seeks to improve the standard and effectiveness of corporate governance at TF1 by regularly reviewing its composition and diversity, together with the Directors' competencies, experience, commitment, motivation and accountability. Other issues assessed include the proportion of independent Directors and gender balance, and adopting the Board practices that are best suited to the Company.

At its meeting held on 10 February 2022, the Board of Directors reviewed the terms of office of Directors that were expiring at the next General Meeting, taking into account its composition, organisation and functioning with regard to the rules of governance set forth in the Articles of Association, the Internal Procedures and the recommendations of the AMF, the High Committee for Corporate Governance, the AFEP/MEDEF Corporate Governance Code and market practices, as well as the expertise of current directors, their availability and their involvement and the need to maintain the same level of independent Directors and women.

The Board paid particular attention to the experience and knowledge of the Group's businesses that each Director needs in order to contribute effectively to the work of the Board and its 3 committees.

Overall, the Board of Directors has sought to maintain a balanced membership that can address the challenges facing the Group.

The Board of Directors first obtained the opinion of the Nominating and Remuneration Committee, which reviewed the offices held with regard to the independence criteria defined by the AFEP/MEDEF Code.

Director CVs are presented in Section 3.1.3.

The latest composition of the Board of Directors can be viewed at any time on the corporate website: https://www.groupe-tf1.fr/en/investors/governance/board-directors.

Reappointment for three years of three Directors

In the 9th, 10th and 11th resolutions, you are asked to approve the reappointment for three years of Gilles Pélisson, Marie Pic-Pâris Allavena and Olivier Roussat, whose terms of office come to an end after the 14 April 2022 Annual General Meeting.

Your Board of Directors has previously obtained the opinion of the Nominating Committee, which has decided that these three Directors, Gilles Pélisson, Marie Pic-Pâris Allavena and Olivier Roussat, contribute to the Board's work and that of its Committees their experience and their ability to understand the challenges and risks of the TF1 group's business lines.

Gilles Pélisson has been a Director since 2009 and Chairman and Chief Executive Officer since 19 February 2016. The Board stressed the extent of the work he has achieved in the last six years at the helm of TF1, by accelerating the company's transformation and implementing the multi-channel, multi-media and multi-business strategy in a highly complex environment marked by considerable technological, regulatory, competitive and commercial changes. He reinforced TF1's positions as a leader in television and the Group's development in production and digital technology while boosting its profitability (9th resolution).

Marie Pic-Pâris Allavena has been a Director at TF1 since April 2019 and Chairwoman of the Selection and Remuneration Committee since April 2021, contributing her recognised skills in finance to the Board.

The Board of Directors has decided that Marie Pic-Pâris Allavena will continue to carry out her role as independent direct as she will continue to fulfil the criteria defined in the AFEP/MEDEF Code (10th resolution).

Olivier Roussat, a Director and member of the Selection Committee since April 2013, has been Chief Executive Officer of Bouygues SA since February 2021 (and before that Deputy Chief Executive Officer since August 2016) and a Director of Bouygues Telecom (and before that Chairman of the Board of Directors since January 2019), Bouygues Construction and Colas since 2021. He contributes to the Board his skills and knowledge, in France and internationally, of the telecommunications and media sectors and the industrial world (11th resolution).

The Board of Directors, in accordance with the recommendations of the Selection and Remuneration Committee, considers that these Directors fully participate in the Board's work; their contribution is particularly appreciated and their knowledge of the media and the French audiovisual environment informs the work of the Board.

In 2021, the attendance rate of these 3 Directors was 100% at the meetings of the Board of Directors and the Committees on which they sit.

The Board of Directors, acting on the recommendation of the Selection and Remuneration Committee, is asking the shareholders to approve the reappointment of these Directors for a further three-year term of office expiring at the end of the General Meeting held in 2025 to approve the 2024 financial statements.

The vote to reappoint these Directors will strengthen the expertise of the Board.

Appointment, for three years, of an Independent Director

Your Board took into account the proportion of Independent Directors and the objective to reflect the changing business activity of the Group in the composition of the Board.

After hearing the opinion of the Selection and Remuneration Committee, the Board of Directors is asking the shareholders (12th resolution) to appoint Orla Noonan as a Director for a period of three years, i.e., until the Annual General Meeting held in 2025 to approve the 2024 financial statements.

The Board of Directors considers that the professional career of Orla Noonan, who served as Chief Executive Officer of Groupe AB until 2018 and supported the group's strategic shift towards premium content, together with her recognised experience in digital technologies and her role as Chair of the Board of Directors of Adevinta since 2018, will boost the effectiveness of the Board's work by contributing her expertise to the TF1 group.

The Board of Directors has also reviewed Orla Noonan's situation with regard to the independence criteria set out by the AFEP/MEDEF Code. It notably concluded that she had no business relationship with the TF1 group and thus confirmed her qualification for Independent Director.

Orla Noonan's curriculum vitae

Orla Noonan is an Irish businesswoman. She currently chairs the Board of Directors of Adevinta, a world leader in online ads. She is also an Independent Director at SMCP (since 2017), Agence France Presse (AFP, since 2019) and Believe (since 2021). She previously served as Chair of NT1 (from 2005 to 2010), held a range of positions at Groupe AB, notably as Chief Executive Officer from 2014 to 2018, and was an Independent Director at Iliad until 2021. Orla Noonan is a graduate of HEC Paris (1994) and holds a Bachelor of Arts (Economics) from Trinity College in Dublin (1992).

- Chairwoman of the Board of Directors of Adevinta
- Independent Director of Believe, Chair of the Remuneration Committee
- Independent Director of SMCP, Chair of the Audit Committee
- Member of the Board of Directors of AFP, appointed by the High Council of AFP

Former directorships and positions held in the past five years

- Independent Director of Iliad from 2009 to 2021, Chair of the Audit Committee
- Independent Director of Schibsted Media Group from 2017 to 2019
- Chief Executive Officer of Groupe AB from 2014 to 2018

Number of TF1 shares held

Orla Noonan stated that she will acquire the 100 TF1 shares required for each Director consistent with the Rules of Procedure of the Board of Directors.

Designation for two years of two Employee representative Directors

Since the privatisation of TF1, 2 Directors represent the employees on the Board of Directors. In accordance with the legal and statutory provisions as amended following the entry into force of Order no. 2020-1642 of 21 December 2020, they are designated by each of the two trade unions having obtained the most votes in the first round of the Works Council elections organised at TF1 and its subsidiaries.

The terms of office of Sophie Leveaux and Sabrina Zerbib expire in 2022.

The Employee Representative Directors designated by the two most representative trade unions are Farida Fekih and Sophie Leveaux.

You are asked to take note of these designations, for a two-year period.

Farida Fekih's curriculum vitae

Farida Fekih earned a Master's in IT and Electronics from Université Paris 8 in 1997. She also obtained a Master 2 diploma in Management, Work and Social Development from Université Paris Dauphine in 2017. Farida Fekih joined the TF1 group in 2000 as Web Project Manager at e-TF1. She transferred to TF1 SA in 2007 as a project Manager in change management and organisation. She has led a range of projects with the Group's IT Division and business lines. Farida Fekih is currently responsible for product strategy at the Content Product Unit (at the Tech Division) and heads the change management team for the Broadcasting and Médiafactory business lines. From 2013 to 2018, she also managed the alternate functions for the TF1 SA Works Council and also served as a trade union delegate for the CFDT.

Other directorships and positions

None

Former directorships and positions held in the past five years

None

Number of TF1 shares held

Farida Fekih stated that she will acquire the 10 TF1 shares required for each Employee Representative Director consistent with the Rules of Procedure of the Board of Directors.

Composition of the Board of Directors after the Annual General Meeting

Subject to approval by the Annual General Meeting of the 9th to 13th resolutions, the composition of the Board of Directors after the Annual General Meeting will be as follows:

- 3 Independent Directors: Catherine Dussart, Orla Noonan and Marie Pic-Pâris Allavena;
- 2 Employee Representative Directors: Farida Fekih and Sophie Leveaux;
- 1 Employee Shareholder Representative Director: Marie-Aude Morel;
- 1 Chief Executive Officer: Gilles Pélisson;
- 4 Directors representing the controlling shareholder: Olivier Bouygues, Olivier Roussat, Bouygues, represented by Pascal Grangé and SCDM, represented by Charlotte Bouygues.

Among its Directors not representing employees, the Board of Directors of TF1 would have 3 independent Directors, a proportion of 37.5%, and also 4 women, a proportion of 50% (Employee representative Directors and employee shareholder representative Director are not counted in determining the percentages).

The average age would be reduced from 57 to 56; the average seniority would be 6 years (calculation at the date of the Annual General Meeting of 14 April 2022).

The composition of the Board of Directors is updated regularly on the company's website www.groupe-tf1.fr/en, Investors > Governance > Board of Directors

14th and 15th resolutions– Statutory Auditor appointments

Subject and purpose

In the 14th resolution, you are asked to reappoint Ernst & Young Audit as Statutory Auditor for six financial years, a period expiring after the Annual General Meeting held to approve the financial statements of 2027.

The Board of Directors, on a recommendation from the Audit Committee, proposes that Ernst & Young Audit be reappointed as Statutory Auditor. The Board has noted that the experience and technical skills of the partners and managers enable efficient and relevant audit work and make a useful contribution to TF1.

The Board also considers that the Group's relationship with Ernst & Young Audit forms a continuity and source of stability, a factor decisive to the quality of audit work.

The fees paid to the Statutory Auditors by TF1 and its subsidiaries are shown in Chapter 6.2, Note 9.3 of this of the Appendices to the consolidated financial statements.

The current mandate of Mazars, the second Statutory Auditor, expires after the audit of the 2024 financial statements.

In the 15th resolution, we ask you to take note of the end of the mandate of Auditex, alternate Statutory Auditor to Ernst& Young Audit.

As the appointment of an alternate Statutory Auditor is no longer required by regulation, your Board of Directors, on an opinion from the Audit Committee, is asking you to take note of the expiry of the mandate of alternate Statutory Auditor of Auditex and not to renew its mandate.

Resolution 16 – Purchase of treasury shares

Subject and purpose

In the 16th resolution submitted for your approval, we invite you to renew the authorisation given each year to the Company to purchase treasury shares under a buyback programme.

The objectives of the buyback programme would be to:

- reduce the share capital by cancelling shares under the conditions provided for by law, subject to authorisation by the Extraordinary General Meeting;
- grant shares to employees or corporate officers of the Company or affiliated companies, in particular as part of profit-sharing schemes, stock option schemes, corporate or group savings plans, or through the allotment of free shares;
- retain shares and, where appropriate, use them subsequently as payment or exchange for acquisitions, mergers, demergers or transfers of assets, in compliance with regulatory requirements;
- promote market liquidity and regularity in the Company's equity securities listings and avoid price variances not justified by market trends, by making use of a liquidity agreement to be managed by an investment service provider acting in compliance with AMF-approved market practice;

- fulfil obligations related to debt securities, in particular securities giving entitlement to Company shares through redemption, conversion or exchange, or in any other manner;
- implement any market practice accepted by the AMF and generally to carry out any other transaction in compliance with prevailing regulations.

Meeting on 10 February 2022, your Board of Directors decided to limit the objectives of the buyback programme to the first two points above. It reserves the right to extend the programme to other objectives. In such circumstances, the Company would inform the market.

At 31 December 2021, as throughout the 2021 financial year, the company did not own any treasury shares.

Ceiling for the authorisation

The authorisation will be granted within the following limits:

- maximum percentage of the share capital authorised for repurchase: 10% of share capital;
- maximum price per share: €15;
- maximum overall amount: €300 million;
- duration: 18 months.

These transactions may be carried out at any time, except during a public offer for the Company's shares.

Treasury shares have no voting rights and dividends accruing to them are carried forward as retained earnings.

Extraordinary business

Resolution 17 – Option to reduce share capital by cancelling treasury shares

Subject and purpose

We invite you to approve the delegation, for a period of 18 months, all powers to the Board of Directors, for the purpose of cancelling all or part of the Company shares acquired as part of the share purchase programmes authorised by the General Meeting.

The purpose of the 17th resolution is to authorise the Board of Directors, if it deems appropriate, to reduce the share capital of the company, on one or more occasions and by up to 10% of the share capital per 24-month period, by cancelling some or all of the shares acquired under the share purchase programmes authorised by the General Meeting. This authorisation would be given for an 18-month period. It would replace that given previously by the Annual General Meeting of 15 April 2021.

This new delegation is in the same vein as similar ones authorised at previous Annual General Meetings and remain consistent with usual practices and recommendations concerning the amount, ceiling and duration (18 months).

The company will not be permitted to buy back its own shares during the period of a public tender offer or public exchange offer. In addition, share buybacks may be carried out through the use of derivatives. The Board of Directors has taken the view that the terms offered by such use might be in the financial interest of the Company and shareholders. The 10% limit and €300m allocation have both been maintained to ensure that the Board of Directors retains ample room for manoeuvre.

Cancelling repurchased shares makes it possible to offset the dilutive impact on shareholders arising from the creation of new shares following, for example, the exercise of stock options.

Ceiling for the authorisation

The authorisation will be granted within the following limits:

- authorisation limit: 10% of the share capital per period of 24 months;
- duration of the authorisation: 18 months.

Resolution 18 – Delegation to increase capital to benefit employees belonging to a group savings plan

Subject and purpose

In the 18th resolution, we invite you to renew the authorisation granted to the Board of Directors, for a term of 26 months and up to 2% of the share capital, to carry out capital increases reserved for employees of the TF1 group who are members of the group corporate savings plan (PEE/PEG).

The subscription price may be determined by applying the maximum legal discount on the market price, in exchange for a lock-up period. The company is convinced that it is important that employees share in the success of the Group, in which they are the key players. The employee savings plans and capital increases reserved for employees enable them to generate savings and hold a direct stake in the Group's performance, which increases their commitment and motivation.

The 18th resolution aims to once again authorise the Board of Directors, for a term of 26 months, to carry out, in the proportion and at the time it will deem fit, one or more capital increases reserved for employees of the TF1 group who are members of the corporate group savings plan (PEE/PEG), within a maximum limit of 2% of the share capital, without any preferential right of subscription.

In accordance with Article L. 3332-19 of the French Labour Code, the subscription price will be equal to the average listed price on the Euronext Paris Eurolist market during the twenty trading sessions prior to the date of the decision setting the opening date of the subscriptions, along with a maximum discount of 20% (or 30% if the lock-up period stipulated in the plan is greater than or equal to ten years.)

At 31 December 2021, 65.96% of employees with access to the TF1 savings plan (100% workforce coverage) were members of the "FCPE TF1 Actions" plan. Employees held 8.9% of the share capital and voting rights. The management company of the FCPE TF1 Actions company investment savings plan purchases, without discount, on the market, the TF1 shares held by the investment savings plan. The planned ceiling of 2% of the share capital is independent of the granting of performance shares and stock options.

Resolution 19 – Possibility of granting stock options to certain employees or executives

Subject and purpose

In the 19th resolution, we ask you to authorise the Board of Directors to award, to the individuals it shall designate from among staff members and the corporate officers of the Company, and companies or groups related to it, options to subscribe to purchase Company shares, i.e., stock options.

The aim is to motivate and earnt he loyalty of the main senior executives of COMGT.

The options would be awarded without a discount. Depending on the case, the subscription price or 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.

The period for exercising the options granted shall not exceed ten years, starting from the date of grant. The authorisation to grant options proposed for renewal provides for a common overall ceiling for the granting of performance shares, equal to 3% of the share capital. The number of options that may be granted to executive officers shall not represent more than 5% of total grants.

The 19th resolution also stipulates that the Board of Directors shall determine the performance conditions applying to all beneficiaries.

In 2021, the Board of Directors, on a proposal from the Selection and Remuneration Committee, granted, under two performance conditions, 1,262,000 options to subscribe to shares, or 0.60% of the share capital, to the main senior executives of COMGT, most of whom were beneficiaries of previous stock option plans (with the exception of the Chairman).

Information on the granting of stock options and the general policy followed by the Company is specified in Section 3.4 of the 2021 Universal Registration Document.

Resolution 20 – Possibility of granting performance shares to certain employees or executives

Subject and purpose

In the 20th resolution, we ask you to authorise the Board of Directors, for a period of 38 months, to award, on one or more occasions, performance shares of the Company to the individuals it shall designate from among staff members and the corporate officers of the Company, and related companies or groups, and to carry out, where applicable, a capital increase.

The aim of granting of performance shares to the main senior executives of the Executive Committee and CODG is to create collective goals and involve each individual in the need to pursue the transformation of the business over the long term.

Awarded shares may be existing shares, held by the Company as part of a buyback programme, or new shares to be issued via capital increases without pre-emptive rights.

Beneficiaries own the shares only after a minimum one-year vesting period, set by the Annual General, followed by a lock-up period to be set by the Board, during which beneficiaries may not sell their shares.

The total duration of the vesting period and lock-up period may not be less than two years (exceptions in the event of death or disability are stipulated by the law).

The proposed authorisation to grant performance shares provides for a common overall ceiling for the granting of stock options equal to 3% of the share capital. The number of performance shares granted to executive officers shall not exceed 0.03% of the capital.

The 20th resolution also stipulates that the Board of Directors shall determine the performance conditions applying to all beneficiaries.

In 2021, the Board of Directors, on a proposal from the Selection and Remuneration Committee, granted, under two performance conditions, 250,000 performance shares, or 0.12% of the share capital, to the main members of the Executive Committee and CODG of TF1 (with the exception of the Chairman).

Information on the granting of performance shares and the general policy followed by the Company is specified in Section 3.4 of the 2021 Universal Registration Document.

Resolution 21 – Changes to the Articles of Association

Subject and purpose

In the 21st resolution, we ask you to change Article 7 of the Articles of Association on the reporting of the crossing of thresholds in order to specify the procedures of this reporting.

Under the French Commercial Code, each shareholder of a company whose shares are listed for trading on a regulated market is required to inform the company when he or she crosses, either upwards or downwards, thresholds on share capital ownership and voting rights. The threshold concerned is set freely by the Articles of Association.

As currently drafted, Article 7 of the Company's Articles of Association requires reporting on the part of shareholders from a threshold of 1% to 5%.

To improve the Company's knowledge of changes in share ownership, the new Article 7 requires shareholders to report when crossing, either upwards or downwards, a threshold of 1% and any threshold of a multiple of 1%. Statutory reporting obligations shall apply to shareholders owning less than 30% of the share capital or voting rights.

Resolution 22 – Authorisations to carry out formalities

Subject and purpose

In the 22nd resolution submitted for your approval, you are invited to authorise the completion of all legal or administrative formalities and all filing and publishing requirements contained in current legislation.

Information on the company's operations, to be provided under the law, is included in the management report that you received.

You are asked to vote on the proposed resolutions.

The Board of Directors.

8.3. DRAFT RESOLUTIONS

Ordinary business

First resolution

(Approval of the financial statements for the 2021 financial year)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors and the Statutory Auditors' reports, approves the individual financial statements for the year ended 31 December 2021 as presented, as well as the transactions reflected in those financial statements and summarised in those reports, generating net profit of €164,656,869.91.

Second resolution

(Approval of the consolidated financial statements for the 2021 financial year)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the consolidated financial statements for year ended 31 December 2021 and the Board of Directors' and statutory auditors' reports, approves the consolidated financial statements for the 2021 financial year as presented, as well as the transactions reflected in those financial statements and summarised in those reports, generating net profit attributable to the Group of €225.3 million.

Third resolution

(Appropriation of profits for the 2021 financial year and setting the amount of the dividend)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, notes that, taking into account net profit for the financial year ending 31 December 2021 of €164,656,869.91 and retained earnings of €275,310,186.57, distributable profit totals €439,967,056.48.

in €	
Net profit for the year	164,656,869.91
Retained earnings	275,310,186.57
Ordinary dividend [a]	94,718,535.75
Retained earnings	345,248,520.73

(a) €0.45 x 210,485,635 shares (number of shares at 31 December 2021)

The ex-dividend date on the Euronext Paris market will be 21 April 2022. The dividend will be payable in cash on 25 April 2022 to shareholders of record at the close of business on 22 April 2022.

With this option, the entire dividend is eligible for the 40% rebate mentioned in Section 3–2, Article 158 of the French General Tax Code, if the option has been taken for paying tax according to the sliding scale for income tax

The General Meeting authorises the appropriation to retained earnings of the dividends on the shares that TF1 is authorised to hold as treasury shares, in accordance with Article L. 225-210 of the French Commercial Code.

In accordance with the law, the General Meeting notes that the dividends paid out in respect of the three previous financial years were as follows:

	2018	2019	2020
Number of shares	209,928,940	210,242,074	210,392,991
Dividend per share	€0.40	€0	€0.45
Total dividend [(a)(b)]	€83,971,576.00	€0	€94,676,845.95

(a) Dividends actually paid, with deduction where applicable for shares held by TF1 not entitled to distribution.
(b) DIvidends eligible for the 40% rebate provided for in Article 158.3.2 of the French General Tax Code.

Fourth resolution

(Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having reviewed the special auditors' report on related-party agreements covered by article L. 225-38 et seq. of the commercial code, approves the related-party agreements presented in this report and not yet approved by the General Meeting.

Fifth resolution

(Approval of the components of total remuneration and benefits of any nature paid in or granted for the 2021 financial year to Gilles Pélisson as Chairman and Chief Executive Officer)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having reviewed the corporate governance report, refered to in Article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid during the course of or allocated for the financial year ended on 31 December 2021 to Gilles Pélisson in his role as Chairman and Chief Executive Officer, as presented in Section 3.4 of the 2021 universal registration document.

Sixth resolution

(Approval of the information concerning the remuneration of the corporate officers described under Article L. 22-10-9 of the French Commercial Code)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, in accordance with Article L. 22-10-34 I of the French Commercial Code, having acknowledged the corporate governance report, approves the information published pursuant to Article L. 22-10-9 of the French Commercial Code, as presented in Section 3.4 of the 2021 universal registration document.

Seventh resolution

(Approval of the remuneration policy applicable for Gilles Pélisson, Chairman and Chief Executive Officer)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, in accordance with Article L. 22-10-8 of the French Commercial Code, having acknowledged the corporate governance report, approves the remuneration policy for Gilles Pélisson in his role as Chairman and Chief Executive Officer, described in Section 3.5 of the 2021 universal registration document.

Eighth resolution

(Approval of the remuneration policy for Directors)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, in accordance with Article L. 22-10-8 of the French Commercial Code, having acknowledged the corporate governance report, approves the remuneration policy for Directors, described in Section 3.5 of the 2021 universal registration document.

Ninth resolution

(Reappointment of Gilles Pélisson as Director for a three-year term)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, reappoints Gilles Pélisson as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called to approve, in 2025, the financial statements for the 2024 financial year.

Tenth resolution

(Reappointment of Marie-Pic-Pâris Allavena as Director for a three-year term)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, reappoints Marie Pic-Pâris Allavena as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called, in 2025, to approve the financial statements for the 2024 financial year.

Eleventh resolution

(Reappointment of Olivier Roussat as Director for a three-year term)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, reappoints Olivier Roussat as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called, in 2025, to approve the financial statements for the 2024 financial year.

Twelfth resolution

(Appointment of Orla Noonan as Director for a three-year term)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, appoints Orla Noonan as Director for a three-year term of office expiring at the end of the Ordinary General Meeting called, in 2025, to approve the financial statements for the 2024 financial year.

Thirteenth resolution

(Recording of the appointment of employee representative Directors for a two-year term)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, having acknowledged the Board of Directors' report, records the appointment of Farida Fekih and Sophie Leveaux as Employee Representative Directors made in accordance with Article L.225-27-1 of the French Commercial Code and Article 10 of the Articles of Association, for a two-year term of office.

Fourteenth resolution

(Reappointment of Ernst & Young Audit as Permanent Statutory Auditor for a term of six financial years)

The General Meeting, ruling in compliance with the quorum and majority rules required for Ordinary General Meetings, reappoints Ernst and Young Audit as Permanent Statutory Auditor, for a term of six financial years, expiring at the end of the General Meeting called in 2028 to approve the financial statements for the 2027 financial year.

Fifteenth resolution

(Non-reappointment of Auditex as Alternate Auditor)

The General Meeting, ruling in compliance with the quorum and majority rules required for Ordinary General Meetings, notes that the term of office of Auditex as Alternate Auditor expires at the end of this Meeting, and decides not to reappoint it.

Sixteenth resolution

(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)

The General Meeting, ruling in compliance with the quorum and majority rules for Ordinary General Meetings, pursuant to Article L. 22-10-62 of the French Commercial Code, having reviewed the Board of Directors' report including the description the treasury share buyback programme:

1. hereby authorises the Board of Directors to carry out or have the Company carry out the buybacks, under the conditions set out below, of a number of shares representing up to 10% of the Company's share capital at the date of the buyback, in compliance with the prevailing legal and regulatory conditions applicable at that date;
2. resolves that this authorisation may be used for the following purposes, corresponding either to a market practice accepted by the AMF (French financial markets authority) or an objective provided for in Article 5 of Regulation (EU) No. 596/2014 on market abuse, or an objective specified in Article L. 22-10-62 of the French Commercial Code:
   - reduce the share capital by cancelling shares under the conditions provided for by law, subject to authorisation by the Extraordinary General Meeting;
   - fulfil obligations related to debt securities, in particular securities giving entitlement to company shares through redemption, conversion or exchange, or in any other manner;
   - grant shares to employees or corporate officers of the Company or affiliated companies under the terms and conditions laid down by law, in particular as part of profit-sharing schemes, stock option schemes, through an allotment of shares, or corporate or Group savings plans;
   - promote market liquidity and regularity in the company's equity securities listings and avoid price variances not justified by market trends, by making use of a liquidity agreement to be managed by an investment service provider acting in compliance with AMF-approved market practice;
   - retain shares and, where appropriate, use them subsequently as payment or exchange for acquisitions, mergers, demergers or transfers of assets, in compliance with regulatory requirements;
   - implement any market practice accepted by the AMF and generally to carry out any other transaction in compliance with prevailing regulations;
3. resolves that the vesting, sale, transfer or exchange of these shares may be carried out, on one or several occasions, in compliance with rules issued by the AMF in its position/recommendation No. 2017-04, on- or off-market, including on a multilateral trading facility (MTF) or via a systematic "internaliser", or over the counter, in any manner, including the acquisition or disposal of blocks of shares, by using derivative financial instruments, and at any time, including during a takeover bid for the Company's shares. The entire programme may be carried out through block trades;
4. resolves that the purchase price may not exceed €15 (fifteen euros) per share, subject to any adjustments relating to share capital transactions. If share capital is increased by incorporating premiums, earnings, reserves or free shares into capital, or in the event of a stock split or reverse stock split, the price indicated above shall be adjusted by a multiplication factor equal to the ratio of the number of shares making up the share capital before the transaction to the number of shares after the transaction;
5. sets at €300,000,000 (three hundred million euros), the maximum amount of funds intended to carry out the share buyback programme thus authorised;
6. notes that, in accordance with law, the total shares held at any given date may not exceed 10% of the share capital outstanding at that date;

7. gives full powers to the Board of Directors, with the power to sub-delegate, in accordance with applicable law, to implement this authorisation, place all stock orders, conclude all agreements, in particular with a view to the registration of purchases and sales of shares, to complete all declarations and formalities with the AMF or any other body, and in general to take all necessary measures to execute the decisions taken within the scope of this authorisation;
8. resolves that the Board of Directors shall inform the General Meeting of the transactions carried out, in accordance with applicable regulations;
9. sets the duration of this delegation at eighteen months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, and replaces any previous delegation of powers for the same purpose.

Extraordinary business

Seventeenth resolution

(Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares, for an 18-month period)

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, pursuant to Article L. 22-10-62 of the French Commercial Code, having acknowledged the Board of Directors' report and the Statutory Auditors' report:

1. hereby authorises the Board of Directors to cancel, at its sole discretion, in one or more instances, all or part of the shares that the Company holds or might come to hold as a result of the use of the various authorisations to buy up its own shares granted by the General Meeting to the Board of Directors, to the extent of up to 10% of the total number of the shares comprising the company's share capital on the date of the operation, in any given period of twenty-four months;
2. authorises the Board of Directors to charge the difference between the purchase value of the cancelled shares and their nominal value to all available premium and reserve funds;
3. delegates to the Board of Directors, with the power to subdelegate under and in accordance with applicable law, full powers to carry out the capital reduction(s) resulting from cancellations of shares authorised by this resolution, to have the relevant entries made in the financial statements, to amend the Articles of Association accordingly, and generally to attend to all necessary formalities;
4. sets the period of validity of this delegation at eighteen months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, and replaces any previous delegation of powers for the same purpose.

Eighteenth resolution

(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)

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-129-6 (paragraph 1) and L. 225-138-1, and Articles L. 3332-1 et seq. of the French Labour Code:

1. delegates to the Board of Directors the authority to decide, at its sole discretion, in the proportion and at the time it will deem fit, one or more share capital increases, within a maximum limit of 2% of share capital existing on the date the decision is made, by issuing ordinary shares or securities giving access to the capital under the conditions established by law, reserved to TF1 employees and corporate officers and employees and corporate officers of French or foreign companies which are affiliated to TF1 according to the legislation in force, who belong to a company or group savings plan or any inter-company savings plan;
2. resolves that the subscription price for new shares as set by the Board of Directors or its delegate, in accordance with the provisions of Article L. 3332-19 of the French Labour Code, upon each issue, may not be above the average opening listed price for the share on the Euronext Paris market over the twenty trading days preceding the date on which the decision to establish the opening date of the subscription is made nor below this average plus the maximum premium set by law;
3. notes that this resolution cancels shareholders' preferential right of subscription for the benefit of the employees and corporate officers for whom the capital increase is reserved and waives all rights to other shares and securities giving access to the performance shares issued under this resolution;
4. delegates all powers to the Board of Directors to:
   - decide the date and terms of the issues performed under this resolution; in particular to decide whether the shares will be subscribed directly or through the intermediary of a common investment fund or of another entity in accordance with current legislation,
   - decide and set the terms of issue of other securities giving access to the share capital, pursuant to the authorisation granted in point 1, above; set the issue price of new shares to be issued pursuant to the rules defined above, the opening and closing dates of subscriptions, the vesting dates, the time period for payment, within the limit of a maximum of three years, and set the maximum number of shares that can be subscribed by each employee, per issue,
   - record the completion of capital increases to reflect the amount of shares actually subscribed,
   - complete, directly or indirectly, all transactions and formalities,
   - amend the Articles of Association accordingly,
   - charge the costs of the capital increases against the amount of the premium relating to each increase and deduct from such amount the necessary amounts so that the legal reserve is equal to one-tenth of the new amount of share capital after each increase,
   - and generally do whatever is necessary.

Within the limits established by law and those that it may have previously set, the Board of Directors may delegate to the Chief Executive Officer or, with the latter's agreement, to one or several Deputy Chief Executive Officers, the powers granted to it under the terms of this resolution;

5. sets the period of validity of this delegation at twenty-six months from the date of this General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, any previous delegation of powers for the same purpose.

Nineteenth resolution

(Authorisation granted to the Board of Directors to grant stock subscription or purchase options to employees or corporate officers of the company or affiliated companies, for a 38-month periods)

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-177 to L. 225-186-1 of the French Commercial Code:

1. authorises the Board of Directors to grant, on one or more occasions, to those beneficiaries which it will name among the employees and corporate officers of the company and/or companies or groupings directly or indirectly connected with it pursuant to Article L. 225-180 of the French Commercial Code, stock options granting a right, of its choosing, to subscribe for new company shares to be issued as part of capital increase, or to purchase existing company shares resulting from a buyback of shares carried out by the company;
2. resolves that the total number of stock options that may be granted by virtue of the present authorisation cannot entitle the holders to subscribe or purchase a number of ordinary shares representing, on the allocation date and in light of the stock options already granted under the present delegation, more than 3% of share capital on the date of the Board of Directors' decision, it being specified that this ceiling is shared with that set for the performance shares awarded under the twentieth resolution of this General Meeting;
3. tresolves that the total number of stock options that may be granted to the company's Executive Directors by virtue of the present authorisation cannot entitle the holders to subscribe or purchase a number of ordinary shares representing, on the allocation date and in light of the stock options already granted under the present delegation, more than 5% of the total allocations made by the Board of Directors for thirty-eight months, it being specified that this ceiling will be, as applicable, shared with that set for the performance shares awarded to the corporate officers under the twentieth resolution of this General Meeting.
4. resolves that if a stock option is granted, the subscription price paid by the beneficiaries will be set by the Board of Directors, without discount, on the day on which the stock options will be granted; this price cannot be lower than the average share price listed on the Euronext Paris stock exchange – or any other market which may come to replace this – during the twenty trading days preceding the day on which the stock options will be granted;
5. resolves that if a stock option is granted, the stock purchase price paid by the beneficiaries will be set by the Board of Directors, without discount, on the day on which the stock options will be granted and cannot be lower than the average share price listed on the Euronext Paris stock exchange – or any other market which may come to replace this – during the twenty trading days preceding the day on which the stock options will be granted, nor than the average purchase price of shares held by the company under Articles L. 225-208 and L. 225-209 of the French Commercial Code;
6. resolves that the length of the exercise period of the stock options granted under this authorisation, as recorded by the Board of Directors, cannot exceed ten years from their grant date;
7. notes that in accordance with Article L. 225-178 of the French Commercial Code, the present authorisation includes, for the beneficiaries of subscription options, an express waiver of their preferential right of subscription to shares which may be issued as the options are exercised;
8. delegates all powers to the Board of Directors, with the power to subdelegate within the legal limits, to set the other conditions and terms for the allocation of options and their exercise and in particular to:
   - determine the performance criteria applicable to the beneficiaries of the stock options, be they employees or corporate officers,
   - determine the other conditions under which the stock options will be granted and exercised, and draw up the list of beneficiaries of the stock options; in particular for stock options granted, as applicable, to corporate officers of the company, ensure that stock options cannot be exercised before their terms of office have ended, or determine the quantity of shares that must be held in bearer form until their terms of office have ended,
   - determine the periods for exercising the stock options, and, as appropriate, establish clauses prohibiting the immediate resale of any or all of the shares,
   - set the vesting date, even retroactively, of the new shares resulting from the exercise of the options;
   - decide on the terms and conditions under which the price and number of shares to be subscribed or purchased shall be adjusted, in particular in the cases provided for in the applicable laws in force;
   - provide for the right to temporarily suspend the exercise of options in the event of financial transactions or securities transactions;
   - limit, restrict or prohibit the exercise of options during certain periods or following certain events and its decision may cover all or part of the options and concern all or some of the beneficiaries;
   - enter into any agreement and take all measures, and complete all formalities to finalise the capital increase(s) that may be performed by virtue of the authorisation granted under the present resolution; amend the Articles of Association accordingly and generally do all that is necessary;
   - as it sees fit, charge the costs of the capital increases to the corresponding premiums and deduct from this amount the sums required to bring the legal reserve to one-tenth of the new capital following each increase;
9. set the maximum period for use of this authorisation by the Board of Directors at thirty-eight months from the date of the present General Meeting, it being specified that this delegation cancels, to the extent of the unused amounts, any previous authorisation for the same purpose.

Twentieth resolution

(Authorisation granted to the Board of Directors to carry out awards of performance shares, issued or that may be issued, without shareholders' preferential right of subscription, in favour of employees or corporate officers of the company or affiliated companies, for a 38-month period)

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code:

1. authorises the Board of Directors to grant, on one or more occasions, to the beneficiaries indicated below, allocations of free shares, issued or that may be issued, in the company;
2. resolves that the beneficiaries of the shares, who will be named by the Board of Directors, may be salaried employees (or certain categories of employees) and/or corporate officers (or some of them) from both the TF1 company and the companies or economic interest groupings related to it, within the meaning of Article L. 225-197-2 of the French Commercial Code;
3. resolves that, under this authorisation, the Board of Directors can award a total number of shares representing not more than 3% of share capital in the company (as it exists when such a decision is made), it being specified that this ceiling will be, as applicable, during the period of validity of this authorisation, shared with that set for the shares that may be subscribed or acquired as part of the options granted under the nineteeth resolution of this General Meeting;
4. resolves that the total number of options that may be awarded to the company's corporate officers by virtue of the present authorisation cannot apply to more than 0.03% of the company's share capital under this authorisation, it being specified that this ceiling will be, as applicable, during the period of validity of this authorisation, shared with that set for the shares that may be subscribed or acquired by the Executive Directors under the options granted by virtue of the nineteeth resolution of this General Meeting.
5. resolves that the award of these shares to their beneficiaries will not vest until the end of a vesting period, the length of which will be set by the Board of Directors and cannot be less than one year;
6. resolves that the Board of Directors may, in addition, require a minimum holding period by the beneficiaries from the vesting of the shares;
7. resolves that, pursuant to law, the total duration of the vesting periods and, as applicable, holding periods of the shares cannot be less than two years ;
8. resolves that award of performance shares will be awarded immediately, before the end of the vesting period, if the beneficiary has a disability as classified in the second or third category set forth in Article L. 341-4 of the French Social Security Code. In such circumstances, moreover, the shares will be immediately transferable;
9. authorises the Board of Directors to make use of the authorisations given or to be given by the General Meeting, pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code;
10. notes that the present authorisation duly includes, for the beneficiaries of ordinary shares that may be issued, an express waiver by the shareholders of their preferential right of subscription to ordinary shares which may be issued as the shares are vested, and of any right to the ordinary shares awarded on the basis of this authorisation;
11. resolves that the Board of Directors will have all powers to implement this authorisation in accordance with the laws and regulations, specifically for the purpose of:
    - draw up the list of beneficiaries of the shares issued or that may be issued, set the performance conditions and criteria applicable to them,
    - set the seniority conditions that the beneficiaries must fulfill,
    - provide for the option of temporarily suspending entitlements,
    - set all other conditions and terms by which the shares will be allocated,
    - complete all formalities to carry out the share buybacks and/or finalise the capital increase(s) that may be performed by virtue of the present authorisation, amend the Articles of Association accordingly, and generally do all that is necessary, with the option of subdelegation, in accordance with the law;
12. set the period of validity of the present authorisation at thirty-eight months from the date of the present General Meeting;
13. take note that this delegation cancels, as from this date, to the extent of any unused amounts, any previous delegation of powers for the same purpose.

Twenty-oneth resolution

(Amendment of Article 7 of the Articles of Association concerning the procedures for declaring the crossing of thresholds)

The General Meeting, ruling in compliance with the quorum and majority rules for Extraordinary General Meetings, having acknowledged the report of the Board of Directors, hereby resolves to make the statutory amendments relating to declarations of crossing of tresholds in order to complete the procedure of these declarations.

Consequently, the General Meeting hereby resolves to amend Article 7 " Form of Shares - Shareholding ", as follows:

Previous version

ARTICLE 7 – Form of shares – Shareholding

(a) The Company's shares may be registered or bearer shares.

The shares and all other securities issued by the company shall be registered in their holders' names or, if appropriate, in the name of an intermediary, under the conditions set forth in the applicable legal and regulatory texts.

(b) All persons, acting alone or in concert, who acquire at least 1%, 2%, 3% or 4% of the capital or voting rights shall be bound, within five days of the registration on their account of the shares causing them to attain or exceed this threshold, to declare to the company the total number of shares and the number of voting rights they possess by means of a return-receipted registered letter sent to the registered office.

This declaration must be undertaken under the conditions stipulated above every time the threshold of 1%, 2%, 3% or 4% is overstepped in either direction.

If they have not been declared in accordance with the above conditions, shares exceeding the proportion that should have been declared shall forfeit their voting rights as provided by law, if one or several shareholders holding at least 5% of the capital so requests during the General Meeting.

This provision is in addition to the legal provisions for declarations relative to the overstepping of shareholding thresholds.

For the implementation of the statutory reporting requirements set forth in this Article, the equivalent cases and calculation methods set forth by Articles L. 233-7 and L. 233-9 of the French Commercial Code or by the AMF General Regulation shall be applied.

(c) Cash shares shall be paid up under legal conditions.

(d) Holders of fractional shares resulting from the exchange, consolidation, allotment or subscription of shares shall be responsible for their aggregation and any necessary purchases or sales of shares and/or rights.

New version

ARTICLE 7 – Form of shares – Shareholding

(a) The Company's shares may be registered or bearer shares.

The shares and all other securities issued by the company shall be registered in their holders' names or, if appropriate, in the name of an intermediary, under the conditions set forth in the applicable legal and regulatory texts.

Any individual person or legal entity, acting alone and/or in concert, who comes to own or control, directly or indirectly, in any way whatsover, according to Articles L. 233-7 et seq. of the French Commercial Code, a number of shares or voting rights representing a fraction equal to one percent (1%) of the capital or voting rights of the company or any multiple of this percentage, is required to inform the company in accordance with legal and regulatory provisions. The same declaration must be made each time these thresholds are crossed downwards.

Any individual person or legal entity, acting alone and/or in concert, who owns or controls, directly or indirectly, a number of shares or voting rights equal to or greater than 30% of the capital or voting rights of the company, shall be exempt from the statutory disclosure requirements set out in this Article.

Failure to comply with these obligations, which are in addition to the legal obligations, shall result, at the request of one or more shareholders holding five percent (5%) of the voting rights of the company, under the conditions provided for in the first two paragraphs of Article L. 233-14 of the French Commercial Code, in the deprivation of the voting rights attached to the undeclared shares, in all general meetings held until the expiry of a period of two years following the date of the regularisation of the notification.

The intermediary registered as the holder of shares in accordance with the seventh paragraph of Article L. 228-1 of the Commercial Code shall be required, without prejudice to the obligations of the owners of shares, to make the declarations provided for in this Article, for all the shares of the company in respect of which it is registered.

(b) Cash shares shall be paid up under legal conditions.

(c) Holders of fractional shares resulting from the exchange, consolidation, allotment or subscription of shares shall be responsible for their aggregation and any necessary purchases or sales of shares and/or rights.

Twenty-second resolution

(Authorisation to carry out formalities)

The General Meeting, ruling in compliance with the quorum and majority rules required for Extraordinary General Meetings, hereby grants all powers to the bearer of an original, a copy or a transcript of the minutes of this General Meeting to accomplish all legal or administrative formalities and to make all publications and registrations required by the prevailing legislation.

ADDITIONAL INFORMATION _ 9

9.1. PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND INFORMATION ON THE VERIFICATION OF THE FINANCIAL STATEMENTS AFR

9.1.1. Statement by the person responsible for the Universal Registration Document

I hereby certify that the information contained in this universal registration document is, to the best of my knowledge, consistent with the facts and does not contain any omissions likely to affect its import.

I hereby certify that, to the best of my knowledge, the financial statements have been prepared in compliance with applicable accounting standards and give a true and fair view of the assets, financial position and results of the company and the consolidated companies, and that the management report for which a cross-reference table indicates the content (see Section 9.6 of this document), presents a true and fair view of the development and performance of the business, results and financial position of the company and the consolidated companies and that it describes the main risks and uncertainties facing them.

Boulogne-Billancourt, 9 March 2022

Chairman and Chief Executive Officer

Gilles C. Pélisson

9.1.2. Information concerning Statutory Auditors

Holders	Date of first appointment	Expiry date of term
Ernst & Young Represented by Nicolas Pfeuty Tour First, 1, Place des Saisons– 92400 Courbevoie Paris La Défense, France	General Meeting of 14 April 2016	General Meeting voting on the 2021 financial statements
Mazars Represented by Gilles Rainaut Tour Exaltis – 61, Rue Henri-Regnault – 92075 Paris La Défense, France	General Meeting of 15 May 2001	General Meeting voting on the 2024 financial statements
Alternates	**Date of first appointment**	**Expiry date of term**
Auditex (EY Group) Tour First, 1, Place des Saisons– 92400 Courbevoie Paris La Défense, France	General Meeting of 14 April 2016	General Meeting voting on the 2021 financial statements

The fees paid to the Statutory Auditors by TF1 and its subsidiaries are shown in Chapter 6, Note 9.3 of this document.

9.1.3. Name of the independent third-party verifier of social, environmental and societal information

The social, environmental and societal information has been verified by the firm EY & Associés, Sustainable Development Department. Ernst & Young & Associés is the independent verifier whose accreditation request has been approved by the French National Accreditation Body (COFRAC) under number 3-1681.

9.2. CALENDAR

14 April 2022: Combined General Meeting of shareholders

28 April 2022: 2022 first-quarter results

28 July 2022: 2022 first-half results

27 October 2022: 2022 nine-month results

These dates may be subject to change.

9.3. INFORMATION INCLUDED BY REFERENCE

Pursuant to Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129, the following information is incorporated by reference in this Universal Registration Document:

- the consolidated financial statements for the financial year ended 31 December 2020, the relevant report of the Statutory Auditors and the Group's management report included on pages 175 to 284 of the registration document filed with the French Financial Markets Authority (AMF) on 10 March 2021 under number D. 21-0107;
- the consolidated financial statements for the financial year ended 31 December 2019, the relevant report of the Statutory Auditors and the Group's management report included on pages 161 to 240 of the registration document filed with the French Financial Markets Authority (AMF) on 10 March 2020 under number D. 20-0118;

9.4. FINANCIAL PRESS RELEASES PUBLISHED IN 2021

Date of release	Subject
10 February 2021	Bouygues Telecom & TF1 group announces the signature of a segmented TV agreement
10 February 2021	Jumbodiset enters into exclusive discussions with the TF1 group with a view to acquiring TF1 Games and Dujardin, the leading toy and game publishers in France
11 February 2021	TF1 group 2020 full-year results
15 April 2021	The TF1 group completes the sale of TF1 games and Dujardin to Jumbodiset
27 April 2021	Newen acquires a majority stake in the iZen group
28 April 2021	TF1 group Q1 2021 results
17 May 2021	TF1, M6, Bouygues and RTL announce that they have signed agreements to enter into exclusive negotiations to merge the activities of TF1 and M6
17 June 2021	TF1 group and Free extend their partnership by signing a new distribution agreement
23 June 2021	Changes to the structure of the TF1 group
25 June 2021	A+E Networks acquires a stake in Newen's subsidiary Reel One
8 July 2021	Signing of the agreements relating to the proposed merger between the TF1 group and the M6 group
19 July 2021	Ground-breaking agreement between TF1 group and film industry bodies
28 July 2021	TF1 group 2021 first-half results
3 September 2021	TF1 group acquires rights for the next two rugby World Cups
15 September 2021	Newen acquires a majority stake in German production company Flare Film
28 October 2021	TF1 group results for the first nine months of 2021
3 November 2021	Play Two announces a strategic partnership with Believe, acquiring a minority stake in the share capital
30 November 2021	Launch of MYTF1 MAX, the first ad-free extended catch-up offer available on PCs, mobiles and on TV sets via the cast function.
17 December 2021	TFI Pub and SFR sign a partnership on segmented TV

All regulated information is available on the website https://groupe-tf1.fr/en/investissors/regulated-information

9.5. ADDRESSES OF MAIN SUBSIDIARIES AND HOLDINGS

- **1, quai du Point du jour 92100 Boulogne-Billancourt, France**
  e-TF1
  Histoire
  La Chaîne Info – LCI
  Monte-Carlo Participation – MCP
  STS Événements
  TF1 Acquisitions de Droits (GIE)
  TF1 Digital Content
  TF1 Studio
  TF1 Distribution
  TF1 DS
  TF1 Business Solutions (formerly TF1 Entertainment)
  TF1 Factory (formerly TF1 Events)
  TF1 Films Production
  TF1 One Innovation
  TF1 Production
  TF1 Pub
  TF1 Séries Films
  TV Breizh
  TFX
  Une Musique
  Unify
  Ushuaïa TV
- **48, Rue du Faubourg du Temple, 75011 Paris, France**
  Unify Digital Factory
  Neweb Développement
- **18-34, Quai du Point du jour 92100 Boulogne-Billancourt, France**
  Salto
- **63 bis Rue de Sèvres, 92100 Boulogne-Billancourt, France**
  Play two
- **89, Avenue Charles-de-Gaulle, 92200 Neuilly-sur-Seine**
  Extension TV – Série club
- **71, Rue de la Victoire, 75009 Paris, France**
  Newen Studios
- **6 bis, Quai Antoine-Ier, 98 090 Monaco**
  Télé Monte-Carlo – TMC
- **4th floor Ariel House, 74a Charlotte St., Bloomsbury, London W1T 4QJ, Regno Unito, United Kingdom**
  EBX
- **8-10, Rue Saint Fiacre/33-35, Rue du Sentier, 75002 Paris, France**
  aufeminin
  Doctissimo
  Marmiton
  Mayane Communication
  Unify Advertising
  Ykone
- **13, Boulevard de Rochechouart, 75009 Paris**
  My Little Paris
- **5, Rue Cyrano-de-Bergerac, 75018 Paris, France**
  Gamned!
- **20/22, Rue des Bons Enfants, 75001 Paris, France**
  Newen Kids & Family (formerly Blue Spirit)
- **195, Rue Jean-Jacques-Rousseau, 92130 Issy-les-Moulineaux, France**
  17 Juin Production
- **80, Rue de la Croix Nivert, 75015 Paris, France**
  CAPA
- **14, Avenue Gustave Eiffel, 78180 Montigny-Le-Bretonneux**
  Telfrance
- **Calle Enrique Jardiel Poncela 4, 28016 Madrid (Spain)**
  iZen
- **Moermanskkade 111, 1013 BC Amsterdam (The Netherlands)**
  Tuvalu
- **Wezembeekstraat 3, 1930 Zaventem, Belgium**
  De Mensen
- **100-486 Sainte-Catherine Street West, Montréal, Québec H3B 1A6**
  Première Bobine

9.6. CROSS-REFERENCE TABLES AFR

9.6.1. Appendix 1 to the delegated regulation No. 2019/980

The cross-reference table below summarises the categories provided for in Appendix I of the delegated regulation (EU) 2019/980 and refers to page numbers in this Universal Registration Document (URD) where information is provided for each of these categories.

	Information required by Appendix 1 of delegated regulation 2019/980	Page numbers of the Universal Registration Document
1	**Responsible persons**	**318**
1.1	Persons responsible for the Universal Registration Document (URD)	318
1.2	Statement by the responsible persons	318
1.3	Information regarding any person acting as an expert for whom a statement or report is included in the URD	318
1.4	Declaration regarding third-party information	318
1.5	URD filed with the AMF	318
2	**Statutory Auditors of the financial statements**	**100-101, 243, 250-254, 275-280, 297, 298, 299**
2.1	Name, address, member of a professional body	100-101
2.2	Information to provide in the event of resignation, termination or lack of renewal	
3	**Risk factors**	**52-67**
3.1	Description of key risk factors specific to the issuer	52-67
4	**Information about the issuer**	**1, 3-24, 25-27, 48-50, 293, 318**
4.1	Company name	293
4.2	Legal Entity Identifier (LEI) code	293
4.3	Date of incorporation and term	293
4.4	Registered office, legal form, legislation, country in which the issuer is incorporated, address, telephone number, website, disclaimer	293
5	**Business overview**	**5, 6, 11-21, 28-40, 41-48, 176-177, 178-181, 198-199, 210-211, 244, 263-265**
5-1	Main activities	6, 28-40, 178-181
5.1.1	Nature of business conducted and main activities	
5.1.2	New important products and/or services launched on the market	
5-2	Main markets	28-38, 198-199
5-3	Material events in the development of activities	176-177
5-4	Strategy and objectives	12-21, 41-48
5-5	Dependence on patents, contracts or new production processes	244
5-6	The basis for statements made by the issuer regarding its competitive position	5, 11-21, 28-40
5-7	Investments	39-40, 210-211, 263-265
5.7.1	Main completed investments	
5.7.2	Main ongoing investments for which firm commitments have already been made	
5.7.3	Joint ventures and companies in which the issuer holds a stake which could significantly impact the valuation of its assets, liabilities, financial position and earnings	
5.7.4	Environmental issues likely to impact the issuers' use of property, plant and equipment	

	Information required by Appendix 1 of delegated regulation 2019/980	Page numbers of the Universal Registration Document
6	**Organisational structure**	**6, 244-249, 273**
6-1	Summary	6
6.2	List of main subsidiaries	244-249, 273
7	**Review of financial position and earnings**	**188-249, 255-274**
7-1	Financial position	188-249, 255-274
7.1.1	Trends in results of issuer activities and its situation	
7.1.2	a) Future probable trends in the issuer's activities	
	b) Research and Development activities	
7-2	Operating profit	188-249, 255-274
7.2.1	Material factors significantly impacting operating income	
7.2.2	Historical financial information reflecting material changes significantly impacting operating income	
8	**Cash and capital resources**	**10-11, 190, 227-230, 231-241, 258, 288-296, 293-296**
8.1	Capital resources information	10-11, 227-230, 288-296
8.2	Sources and amounts of cash flows	190, 258
8.3	Financing needs and structure	231-241
8.4	Information on any restrictions on the use of capital resources that have materially affected or could materially affect the issuer's operations	293-296
8.5	Anticipated sources of financing	231-241
9	**Regulatory environment**	**49-50**
9.1	Description of the regulatory environment that may significantly affect its activities	49-50
10	**Trend information**	**5-21, 28-38, 176-185**
10.1	Main recent trends affecting production, sales and inventories, costs and selling prices, and any significant changes in financial performance between the end of the last financial year and the date of the URD	12-21
10.2	Trends for the current financial year	28-38, 176-185
11	**Profit forecasts or estimates**	**24, 181**
11.1	Forecast or estimate publication	24, 181
11.2	New profit forecast or estimate publication	24, 181
11.3	Basis for forecast or estimate	24, 181
12	**Administrative, management and supervisory bodies and Executive Management**	**22, 70-82, 83-99**
12.1	Information on these bodies	22, 70-82
12.2	Conflict of interest for these bodies	83-99
13	**Remuneration and benefits**	**23, 100-101, 102-116, 225-227, 241-242, 303-309**
13.1	Amount of remuneration paid and benefits in kind	102-116, 241-242, 303-309
13.2	Total amounts set aside or accrued for pensions, retirement or other benefits	225-227

	Information required by Appendix 1 of delegated regulation 2019/980	Page numbers of the Universal Registration Document
14	**Board and management practices**	**70-82, 83-99, 100-101, 303-309**
14.1	Date of expiration of current terms of office and duration of positions	70-82, 303-309
14.2	Service contracts binding members of the administrative bodies, management and supervisory bodies	100-101
14.3	Information about the Audit Committee and Remuneration Committee	95-99
14.4	Corporate governance compliance statement	100-101
14.5	Impact on corporate governance and future changes to the composition of administrative and management bodies and committees	70-82
15	**Employees**	**150, 102-116, 154-155, 228-230, 288-293**
15.1	Number of employees	150
15.2	Shareholdings and stock options	102-116, 288-293
15.3	Agreements providing for employee holdings in the share capital of the issuer	154-155
16	**Main shareholders**	**282-285**
16.1	Shareholders owning more than 5% of share capital and voting rights	282-285
16.2	Different voting rights	282-285
16.3	Control of the issuer	282-285
16.4	Agreements known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer	282-285
17	**Transactions with related parties**	**293-296 242-243**
18	**Financial information concerning the assets and liabilities, financial position and results of the issuer**	**5-7, 176-186, 178, 188-280, 250-254, 275-280**
18.1	Historical financial information	5-7, 176-186, 188-280
18.1.1	For the last 3 financial years	
18.1.2	Change in accounting reference date	
18.1.3	Accounting standards	
18.1.4	Change in accounting standards	
18.1.5	Balance sheet, income statement, shareholders' equity, cash flows, accounting policies and explanatory notes	
18.1.6	Consolidated financial statements	
18.1.7	Most updated financial information	
18.2	Interim and other financial information (quarterly and half-yearly)	176-186, 188-280
18.3	Audit of historical annual financial information	250-254, 275-280
18.3.1	Independent audit	
18.3.2	Statutory Auditors' audit	
18.3.3	Non-audited financial information	
18.4	Pro forma financial information (significant changes to gross amounts)	176-186, 188-280
18.5	Dividend policy (amount of dividend per share)	178, 182-184, 228, 286, 303, 310-311
18.6	Legal and arbitration proceedings	55-57, 216-217
18.7	Significant changes in the trading or financial position	sans objet

	Information required by Appendix 1 of delegated regulation 2019/980	Page numbers of the Universal Registration Document
19	**Additional information**	**227, 288-296**
19.1	Share capital	227, 288-296
19.1.1	Issued share capital and share data	
19.1.2	Non-equity shares	
19.1.3	Shares held by the issuer or its subsidiaries	
19.1.4	Convertible or exchangeable securities or securities with warrants	
19.1.5	Information on the terms of any acquisition rights and/or obligations over authorised but unissued share capital	
19.1.6	Information on the share capital of any member of the Group under option or under an agreement to place it under option	
19.1.7	History of share capital	
19.2	Memorandum and Articles of Association	293-296
19.2.1	Corporate purpose	
19.2.2	Rights, benefits and restrictions with respect to each share category	
19.2.3	Provisions likely to delay, defer or prevent a change of control	
20	**Major contracts**	**197**
21	**Documents available**	**287, 296, 320**

9.6.2. Annual Financial Report AFR

The cross-reference table below identifies, in this Universal Registration Document, the information that constitutes the Annual Financial Report (AFR) to be published by listed companies in accordance with Articles L. 451-1-2 of the French Monetary and Financial Code *("Code Monétaire et Financier")* and 222-3 of the French Financial Markets Authority (Autorité des Marchés Financiers – AMF) General Regulation.

Information included in the AFR required by Article L. 451-1-2 of the French Monetary and Financial Code and by Article 222-3 of the French Financial Markets Authority (AMF) General Regulation	Pages of the Universal Registration Document
Annual financial statements	255-274
Consolidated financial statements	188-249
Management report	see 9.6.3
Declaration of the natural person assuming responsibility for the aforementioned documents	318
Statutory Auditors' report on the annual financial statements	275-280
Statutory Auditors' report on the consolidated financial statements	250-254

9.6.3. Management report of the Board of Directors

This cross-reference table identifies the information that constitutes the management report in accordance with Articles L. 225-100 et seq., L. 22-10-35 et seq., and L. 232-1 et seq. of the French Commercial Code *("Code de Commerce")*.

Items required by the French Commercial Code and the French Monetary and Financial Code, the French General Tax Code and the General Regulation of the French Financial Markets Authority	Page numbers of the Universal Registration Document
Company and Group situation and activity	
Analysis of changes to the business, the results and the financial position of the company and the Group during the past financial year (L. 225-100-1 I 1°, L. 232-1-II, L. 233-26)	3-38, 176-185
Financial and non-financial key performance indicators (L. 225-100-1 I 2°)	5, 28-40
Material events occurring between the closing date of the financial year and the date on which the management report was prepared (L. 232-1-II, L. 233-26)	182, 260
Main shareholders and holders of voting rights at General Meetings and changes made during the financial year (L. 233-13)	282-283, 288-290, 312-316
Branches (L. 232-1, II)	not applicable
Significant equity investments in companies headquartered in France (L. 233-6 paragraph 1)	197
Cross-shareholdings: (L. 233-29, L. 233-30 et R. 233-19)	not applicable
Foreseeable developments, outlook (L. 232-1-II, L. 233-26)	24, 181
Research and Development activities (L. 232-1 II, L. 233-26)	10
TF1 results over the last five financial years (R. 225-102)	184
Payment terms for suppliers and clients (D. 441-4)	185
Amount of inter-company loans granted by TF1 and Statutory Auditor's statement: (L. 511-6 and R. 511-2-1-3 of the French Monetary and Financial Code)	not applicable
Internal Control and Risk Management	
Main risks and uncertainties (L. 225-100-1, I, pt 3)	52-57
Financial risks related to the effects of climate change (L. 22-10-35, pt 1)	not applicable
Internal control and risk management procedures relating to the preparation and processing of financial and accounting information (L. 22-10-35, pt 2)	59-67
Information on the objectives and policy concerning the hedging of each main category of transactions and on exposure to price, credit, liquidity and cash flow risks; use of financial instruments by the company (L. 225-100-1, pt 4)	188-249
Anti-corruption provision (French law No. 2016-1691 of 9 December 2016, France's "Sapin 2" law)	98, 124
Vigilance plan (L. 225-102-4)	not applicable

Items required by the French Commercial Code and the French Monetary and Financial Code, the French General Tax Code and the General Regulation of the French Financial Markets Authority	Page numbers of the Universal Registration Document
Share capital and share ownership structure	
Structure, changes in the company's share capital and crossing of thresholds Article L. 233-13 of the French Commercial Code	282-285
Acquisition and disposal by the company of its own shares Article L. 225-211 of the French Commercial Code	288-290
Employee shareholding (L. 225-102, paragraph 1)	282-283
Statement of any adjustments for securities giving access to the share capital in the event of share buybacks or financial transactions (R. 228-90; R. 228-91)	not applicable
Information on transactions by executives and related persons in the company's shares (L. 621-18-2 of the French Monetary and Financial Code)	291-292
Dividends paid over the previous three financial years (Article 243 bis of the French General Tax Code – *"Code Général des Impôts"*)	182-184
Non-financial performance statement (NFPS)	
Business model (L. 225-102-1 and R. 225-105 I)	10-11
Description of the main risks associated with the Company's or the Group's business, including, where relevant and proportionate, the risks created by business relationships, products and services (L. 225-102-1 and R. 225-105 I pt 1)	126, 167-170
Information on the manner in which the Company or the Group factors in the social and environmental impacts of its business, and the effects of such with regard to respect for human rights and the fight against corruption (description of the policies applied and due diligence procedures implemented to prevent, identify and mitigate the main risks associated with the Company's or the Group's business) (L. 225-102-1 III, R. 225-104 and R. 225-105 I pt 2)	120-125, 140, 150, 166-170
Results of policies implemented by the Company or the Group, including key performance indicators (L. 225-102-1 and R. 225-105 I pt 3)	10, 120-121, 172-174
Social information (employment, work organisation, health and safety, labour relations, training, equal treatment) (L. 225-102-1 and R. 225-105 II A pt 1)	140-165
Environmental information (overall environmental policy, pollution, circular economy, climate change) (L. 225-102-1 and R. 225-105, II A pt 2)	126-139
Societal information (societal commitments to sustainable development, subcontracting and suppliers, fair practices) (L. 225-102-1 and R. 225-105 II, A pt 3)	166-170
Information regarding the fight against corruption (L. 225-102-1 and R. 225-105 II B pt 1)	166-170
Information regarding actions in support of human rights (L. 225-102-1 and R. 225-105 II B pt 2)	150-163
Collective agreements signed within the company and their impacts on company business performance as well as employee working conditions (L. 225-102-1 III and R. 225-105)	140-149
Statement of the independent third-party verifier on the information in the NFPS (L. 225-102-1 III and R. 225-105-2)	172-173
Other information	
Injunctions or financial penalties for anti-competitive practices outlined by the French Competition Authority and required to be included in the Annual Report: (L. 464-2)	not applicable
Additional tax information (223 *quater* and 223 *quinquies* of the French General Tax Code)	182

9.6.4. Corporate governance

The cross-reference table below refers to the items of the report on corporate governance in accordance with Articles L. 225-37 and seq. of the French Commercial Code.

Items required by Articles L. 225-37-2 to L. 225-37-5 of the French Commercial Code or the AFEP/MEDEF Code	Page numbers of the Universal Registration Document
Remuneration information	
Remuneration policy for corporate officers (L. 22-10-8 I paragraph 2)	102-108
Remuneration and benefits in kind paid by TF1 during the financial year or granted to each corporate officer during the financial year (L. 22-10-9, pt 1)	102-108
Relative proportion of fixed and variable remuneration (L. 22-10-9, I., pt 2)	23, 102-108
Use of the option to request the return of variable remuneration (L. 22-10-9, I., pt 3 of the French Commercial Code)	not applicable
Commitments made by TF1 to its corporate officers (L. 22-10-9, I., pt 4 of the French Commercial Code)	104-106
Remuneration paid or allocated by a company included in the scope of consolidation within the meaning of Article L. 233-16 (L. 22-10-9, I., pt 5)	not applicable
Pay ratio (L. 22-10-9, I., pt 6)	106
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9.7. GLOSSARY

ASDL: *Asymmetric Digital Subscriber Line*,high-speed network connection providing access to the Internet, fixed-line telephone, and television services.

AMF: Autorité des Marchés Financiers,the French Financial Markets Authority. Independent public authority which regulates financial players and products on the French stock market.

ARCOM: The French audiovisual and digital advertising regulator created from the merger on 1 January 2022 of the Conseil supérieur de l'audiovisuel (CSA), the French broadcasting regulatory authority and the Haute autorité pour la diffusion des œuvres et la protection des droits sur Internet (HADOPI), France's High Authority for the Dissemination of Works and Protection of Rights on Internet.

ARPP: Autorité de Régulation Professionnelle de la Publicité, the French Regulatory Authority for Advertising, strives to foster legal, honest and truthful advertising in the interests of consumers, the public and advertising professionals.

WCR: Current assets minus current liabilities (including current provisions but excluding current cash, current debt and debt hedging instruments).

Book of orders (Newen Studios): represents the volume of work needed, in hours, to complete projects for which a firm order (signed contract or deal memo) has been placed and that are worth over €1 million individually, excluding Reel One.

Free cash flow: net operating cash flow (determined after cost of net debt, after interest expense on lease obligations and after income tax expense paid) minus net operating investments as well as repayments of lease obligations. It is calculated before working capital requirement (WCR).

Free cash flow after WCR: net operating cash flow (determined after cost of net debt, after interest expense on lease obligations and after income tax expense paid) minus net operating investments as well as repayments of lease obligations. It is calculated after changes in working capital requirement (WCR).

Gross advertising revenue: catalogue prices given by sellers of ad sales houses in accordance with their general conditions of sale, excluding discounts and reductions, applied to a volume of advertising sold.

Net advertising revenue: gross advertising revenue minus discounts granted to advertisers.

CNC: Centre National du Cinéma et de l'image animée. A public administrative body that implements the government's policy regarding cinema and other animation arts and industries, notably audiovisual, video and multimedia.

AFEP/MEDEF Corporate Governance Code: A set of recommendations on corporate governance and the remuneration of the corporate officers of listed companies, published by the Association Française des Entreprises Privées (AFEP, the French association of large companies) and the Mouvement des Entreprises de France (MEDEF, the French business confederation).

Cost of programmes: the sum of the cost of the programmes broadcast on the Group's free-to-air channels and the cost of written-off or rights-expiring programmes, provisions made for programming (excluding sports events) and capital gains or losses from intra-Group disposals.

CSA: Conseil Supérieur de l'Audiovisuel. Independent administrative authority created pursuant the Act of 17 January 1989, whose purpose is to guarantee the freedom of audiovisual communication in France under the conditions defined in Act 86-1067 of 30 September 1986. From 1 January 2022, the CSA merged with the Haute Authorité pour la Diffusion des Oeuvres et la Protection des droits sur Internet (HADOPI) and became the Autorité Publique Francaise de Régulation de la Communication Audiovisuelle et Numérique (ARCOM).

Display: includes all marketing methods (programming and non-programming related), all devices (mobile, desktop, IPTV) and is broken down into 3 formats: classic display (banners, recommended content and content links), video display (instream and outstream formats) and special operations.

Individual viewing times (IVT): a ratings indicator measuring the average television viewing time per day of the individuals of a given population.

Internet service providers (ISP): company that provides Internet access, via ADSL, cable or optical fibre.

W<50PDM: advertising target of women aged under 50 purchasing decision-makers.

Goodwill: difference between the acquisition price of a company and its net book value.

GRI: Global Reporting Initiative. A global initiative for reporting on economic, environmental and social performance.

GRP: *Gross Rating Point*. Indicator measuring the advertising pressure of a campaign on a given target. The GRP is equal to the average number of opportunities for an advertising campaign to generate contacts with its target, expressed in points of penetration. It is calculated by multiplying coverage of the target by average repetition.

High Definition (HD): image resolution with definition in excess of 720 lines. A Full HD picture may have up to nearly 2.1 million pixels, almost 5 times more than a standard image.

IFRS : *International Financial Reporting Standards*. The accounting standards that must be applied by listed companies in the preparation of their financial statements, in order to harmonise their presentation.

IPTV: Internet Protocol Television: access to television channels and services (such as catch-up) through a telecom operator's box.

Interactivity: TV programme or website that seeks audience participation (voting, taking part in a game, etc.).

OTT: *Over The Top*. Method of distributing content via the Internet without the involvement of an intermediate distributor.

Sponsoring: When an advertiser links their brand to a programme for visibility and possibly image enhancement, depending on the type of programme.

Audience share: percentage of audience of a medium (television, radio, etc.) calculated in relation to the total audience for that medium.

Advertising market share: advertising investments made by an ad sales house or entity in a media market (television, radio, etc.).

Prime time: Part of the schedule when the audience is largest. In France, television prime time is in the evening, generally from 8.45 pm. "Access prime time" is between 5.00 pm and 8.00 pm.

SACD: Société des Auteurs et Compositeurs Dramatiques, is a French copyright management collective. Its main focus is to receive and distribute copyright for SACD members working in the live entertainment and audiovisual industries.

SVOD: Subscription Video on Demand. Video on demand subscription service. Paying subscribers can access a catalogue of videos on demand, free of advertising.

Catch-up television: replay or catch-up TV. Programmes that have recently been broadcast on TV can be viewed again in full. A free or pay service, it may also include supplements not shown with the original programme, such as summaries.

Connected television: refers both to a television set connected directly or indirectly to the Internet and the television offering from Internet providers, broadcast via Internet protocol television (see entry).

DTT: Digital Terrestrial Television. Digital method of broadcasting television using the terrestrial network. A box, which may or may not be built into the television set, can reproduce images compressed at source.

Net cash: Available cash after the deduction of total debt.

Unique visitors: the total number of individuals who have visited a website or used an application at least once during the period under consideration. Individuals who visit the same website or use the same application several times are counted only once.

9.8. INDEX

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