

**TF1 – ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 14 APRIL 2011**

|                                     |                 |
|-------------------------------------|-----------------|
| Share capital                       | 42,682,098.40 € |
| Total number of shares              | 213,410,492     |
| Number of treasury shares           | 267,839         |
| Number of shares with voting rights | 213,142,653     |
| Number of votes                     | 213,142,653     |

**1/ Results of the voting on the resolutions**

The Ordinary and Extraordinary General Meeting of Shareholders of 14 April 2011, chaired by Nonce Paolini, adopted all the resolutions proposed by the Board of Directors.

The Meeting was attended by 725 shareholders with 162,894,854 voting rights, or 76.43% of the total.

|   |             |
|---|-------------|
| Number of votes – Ordinary General Meeting      | 162,894,854 |
| Number of votes – Extraordinary General Meeting | 162,894,854 |

| Resolution  | Type     | For         | %     | Against/Abstention | %     | Total votes | Result  |
|---|----------|-------------|-------|--------------------|-------|-------------|---------|
| <i>Approval of the 2010 company financial statements</i>  |          |             |       |                    |       |             |         |
| 1   | Ordinary | 165,492,783 | 99.75 | 402,071            | 0.25  | 162,894,854 | Adopted |
| <i>Approval of the 2010 consolidated financial statements</i>   |          |             |       |                    |       |             |         |
| 2   | Ordinary | 162,827,633 | 99.96 | 67,221             | 0.04  | 162,894,854 | Adopted |
| <i>Approval of agreements and undertakings subject to Article L225-38 of the Commercial Code</i>                                |          |             |       |                    |       |             |         |
| 3   | Ordinary | 43,577,459  | 73.84 | 15,438,788         | 26.16 | 59,016,247  | Adopted |
| <i>Approval of the appropriation and distribution of earnings in 2010 (including a net dividend of €0.55 per share)</i>         |          |             |       |                    |       |             |         |
| 4   | Ordinary | 162,854,347 | 99.98 | 40,507             | 0.02  | 162,894,854 | Adopted |
| <i>Appointment of Laurence Danon as a Director</i>  |          |             |       |                    |       |             |         |
| 5   | Ordinary | 162,668,090 | 99.86 | 226,764            | 0.14  | 162,894,854 | Adopted |
| <i>Renewal of Patricia Barbizet's term of office as a Director for two years</i>  |          |             |       |                    |       |             |         |
| 6   | Ordinary | 144,992,365 | 89.01 | 17,902,489         | 10.99 | 162,894,854 | Adopted |
| <i>Renewal of Claude Berda's term of office as a Director for two years</i>   |          |             |       |                    |       |             |         |
| 7   | Ordinary | 140,778,420 | 86.42 | 22,116,434         | 13.58 | 162,894,854 | Adopted |
| <i>Renewal of Martin Bouygues' term of office as a Director for two years</i>   |          |             |       |                    |       |             |         |
| 8   | Ordinary | 145,360,277 | 89.24 | 17,534,577         | 10.76 | 162,894,854 | Adopted |
| <i>Renewal of Olivier Bouygues' term of office as a Director for two years</i>  |          |             |       |                    |       |             |         |
| 9   | Ordinary | 144,599,110 | 88.77 | 18,295,744         | 11.23 | 162,894,854 | Adopted |
| <i>Renewal of Laurence Danon's term of office as a Director for two years</i>   |          |             |       |                    |       |             |         |
| 10  | Ordinary | 162,372,248 | 99.68 | 522,606            | 0.32  | 162,894,854 | Adopted |
| <i>Renewal of Nonce Paolini's term of office as a Director for two years</i>  |          |             |       |                    |       |             |         |
| 11  | Ordinary | 150,850,507 | 92.61 | 12,044,347         | 7.39  | 162,894,854 | Adopted |
| <i>Renewal of Gilles Pélisson's term of office as a Director for two years</i>  |          |             |       |                    |       |             |         |
| 12  | Ordinary | 156,617,602 | 96.15 | 6,277,252          | 3.85  | 162,894,854 | Adopted |
| <i>Renewal of Bouygues' term of office as a Director for two years</i>  |          |             |       |                    |       |             |         |
| 13  | Ordinary | 145,868,327 | 89.55 | 17,026,527         | 10.45 | 162,894,854 | Adopted |
| <i>Renewal of the term of office of the Société Française de Participation et de Gestion (SFPG) as a Director for two years</i> |          |             |       |                    |       |             |         |
| 14  | Ordinary | 149,203,053 | 91.59 | 13,691,801         | 8.41  | 162,894,854 | Adopted |
| <i>Appointment of KPMG Audit IS as Statutory Auditor</i>  |          |             |       |                    |       |             |         |
| 15  | Ordinary | 156,454,099 | 96.05 | 6,440,755          | 3.95  | 162,894,854 | Adopted |
| <i>Appointment of KPMG Audit ID as substitute Statutory Auditor</i>   |          |             |       |                    |       |             |         |
| 16  | Ordinary | 160,053,028 | 98.26 | 2,841,826          | 1.74  | 162,894,854 | Adopted |
| <i>Authorisation of a new share buyback programme</i>   |          |             |       |                    |       |             |         |
| 17  | Ordinary | 162,534,143 | 99.78 | 360,711            | 0.22  | 162,894,854 | Adopted |

| Resolution   | Type          | For         | %      | Against/Abstention | %     | Total votes | Result  |
|--|---------------|-------------|--------|--------------------|-------|-------------|---------|
| <i>Authorisation given to the Board of Directors to reduce the share capital by cancelling treasury shares</i>   |               |             |        |                    |       |             |         |
| 18   | Extraordinary | 162,808,688 | 99.95  | 86,166             | 0.05  | 162,894,854 | Adopted |
| <i>Delegation of powers to the Board of Directors to increase the share capital, maintaining preferential subscription rights</i>  |               |             |        |                    |       |             |         |
| 19   | Extraordinary | 161,856,416 | 99.36  | 1,038,438          | 0.64  | 162,894,854 | Adopted |
| <i>Delegation of authority to the Board of Directors to increase the share capital by incorporating issue premiums, reserves or profits</i>  |               |             |        |                    |       |             |         |
| 20   | Extraordinary | 162,884,373 | 99.99  | 10,481             | 0.01  | 162,894,854 | Adopted |
| <i>Delegation of authority to the Board of Directors to increase the share capital, eliminating preferential subscription rights, by a public offering</i>   |               |             |        |                    |       |             |         |
| 21   | Extraordinary | 161,537,258 | 99.17  | 1,357,596          | 0.83  | 162,894,854 | Adopted |
| <i>Delegation of authority to the Board of Directors to increase the share capital, eliminating preferential subscription rights, by an offering as provided for by II of Article L.411-2 of the Monetary and Financial Code</i>   |               |             |        |                    |       |             |         |
| 22   | Extraordinary | 159,017,310 | 97.62  | 3,877,544          | 2.38  | 162,894,854 | Adopted |
| <i>Authorisation given to the Board of Directors to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights</i>  |               |             |        |                    |       |             |         |
| 23   | Extraordinary | 159,741,518 | 98.06  | 3,153,336          | 1.94  | 162,894,854 | Adopted |
| <i>Authorisation given to the Board of Directors to set, according to the conditions decided by the General Meeting, the issue price of capital increases, without preferential subscription rights, in a public offering or an offering as provided for by II of Article L.411-2 of the Monetary and Financial Code</i> |               |             |        |                    |       |             |         |
| 24   | Extraordinary | 124,986,857 | 76.73  | 37,907,997         | 23.27 | 162,894,854 | Adopted |
| <i>Delegation of powers to the Board of Directors to increase the share capital in order to remunerate contributions in kind consisting of shares or securities giving entitlement to shares of the capital</i>  |               |             |        |                    |       |             |         |
| 25   | Extraordinary | 161,689,296 | 99.26  | 1,205,558          | 0.74  | 162,894,854 | Adopted |
| <i>Delegation of authority to the Board of Directors to increase the share capital to remunerate contributions in shares in the event of a public offer of exchange initiated by the company</i>   |               |             |        |                    |       |             |         |
| 26   | Extraordinary | 161,487,098 | 99.14  | 1,407,756          | 0.86  | 162,894,854 | Adopted |
| <i>The setting of a limit on capital increases of 20% of the capital if preferential subscription rights are maintained, and 10% of the capital if preferential subscription rights are eliminated</i>   |               |             |        |                    |       |             |         |
| 27   | Extraordinary | 161,752,720 | 99.30  | 1,142,134          | 0.70  | 162,894,854 | Adopted |
| <i>Authorisation given to the Board of Directors to grant share subscription or purchase options</i>   |               |             |        |                    |       |             |         |
| 28   | Extraordinary | 144,673,399 | 88.81  | 18,221,455         | 11.19 | 162,894,854 | Adopted |
| <i>Authorisation given to the Board of Directors to grant free of charge existing shares or shares issued in the future</i>  |               |             |        |                    |       |             |         |
| 29   | Extraordinary | 118,012,277 | 72.45  | 44,882,577         | 27.55 | 162,894,854 | Adopted |
| <i>Delegation of authority to the Board of Directors to increase the share capital for the benefit of employees of the company or of companies in its group who are members of a company savings plan</i>  |               |             |        |                    |       |             |         |
| 30   | Extraordinary | 161,540,219 | 99.17  | 1,354,635          | 0.83  | 162,894,854 | Adopted |
| <i>Powers to carry out formalities</i>   |               |             |        |                    |       |             |         |
| 31   | Extraordinary | 162,894,667 | 100.00 | 187                | 0.00  | 162,894,854 | Adopted |

## 2/ Governance

On the recommendation of the Selection Committee, the TF1 Board of Directors met after the combined annual general meeting and voted to **appoint Nonce Paolini as Chairman and Chief Executive Officer for the duration of his directorship. The Board** appointed Laurence Danon as a member of the Audit Committee, alongside Patricia Barbizet, the Chair of the Committee, and Philippe Marien, a member.