



## **Télévision Française 1**

A public limited company « Société Anonyme » with a share capital of € 42 774 118 – 326 300 159 RCS Nanterre  
Registered office : 1. quai du Point du Jour – 92656 Boulogne Cedex – France  
Tel: (33) 1 41 41 12 34

### **2008 SHAREHOLDERS' GENERAL MEETING**

*The Annual Shareholders' General Meeting of TF1 will take place on:  
Thursday, 18 April 2008 t 9:30 am  
at Palais Brongniart, place de la Bourse, 75002 Paris – France.*

<p style="text-align: center;"><b>RESOLUTIONS</b> <b>SUBMITTED TO THE COMBINED GENERAL MEETING OF APRIL 18, 2008</b></p>
--

#### **ORDINARY PART**

##### **FIRST RESOLUTION**

(Approval of the company accounts)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, having heard the Board of Directors' report on the activity and situation of the company for the financial year ended December 31, 2007, the attached report of the Chairman of the Board of Directors, the Statutory Auditors' reports on the said year's accounts and on the report of the Chairman of the Board of Directors, approves these reports and the annual accounts for 2007 comprising the Balance Sheet, the Income Statement and the Notes to the Financial Statements as submitted, as well as the operations reflected in these accounts and summarised in these reports.

The General Meeting approves the Directors' management of the Company for the 2007 financial year.

##### **SECOND RESOLUTION**

(Approval of the consolidated accounts)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, having noted that the Board's report on the Group is included in the Directors' report and aware of the information contained in the Board's report and in the Statutory Auditors' report on the activity and situation of the Group for the financial year ended December 31, 2007 and on the consolidated accounts for the said financial year, approves these reports together with the consolidated accounts for 2007 comprising the Balance Sheet, the Income Statement and the Notes to the Financial Statements as submitted to them, as well as the operations reflected in these accounts and summarised in these reports.

### THIRD RESOLUTION

(Approval of agreements covered by Article L. 225-38 of the French Commercial Code)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, having noted the Statutory Auditors' special report on the agreements covered by Articles L. 225-38 of the French Commercial Code, approves the said agreements and the operations contained therein.

### FOURTH RESOLUTION

(Appropriation and distribution of profits)

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, having noted the existence of distributable profits of €302,803,577.81, taking into account the net income for the period of €203,747,737.59 and the retained earnings of €99,055,840.22, approves the following appropriation and distribution proposed by the Board of Directors:

• Appropriation to Other Reserves	€ 15,999,105.58
• Distribution of a dividend (i.e. a net dividend of €0.85 per share with a nominal value of €0.20)	€ 181,398,918.20
• Appropriation of the balance to Retained Earnings	€ 105,405,554.03
Ex-dividend date on Euronext Paris	April 25, 2008
Record date	April 29, 2008
Date of payment of dividend	April 30, 2008

The General Meeting notes that, in accordance with paragraph 2, section 3 of Article 158 of the General Tax Code, this dividend is eligible for the 40% allowance provided for individuals fiscally domiciled in France.

The General Meeting authorises the appropriation to Retained Earnings of the dividends arising on the TF1 shares that TF1 is authorised to hold as treasury shares, in accordance with Article 225-210 of the Code of Commerce.

The General Meeting notes that the dividends distributed for the last three financial years were as follows:

For the year ended	Net dividend per share	Allowance
31/12/2004	€ 0.65 *	yes*
31/12/2005	€ 0.65 **	yes**
31/12/2006	€ 0.85 **	yes **

(\*) dividend eligible for a 50% allowance for individuals fiscally domiciled in France in accordance with Article 158.3.2 of the General Tax Code

(\*\*) dividend eligible for a 40% allowance for individuals fiscally domiciled in France in accordance with Article 158.3.2 of the General Tax Code

#### **FIFTH RESOLUTION**

*(Ratification of the appointment of a Director)*

The General Meeting ratifies the appointment of Nonce Paolini as Director by the Board of Directors at its meeting of May 22, 2007, replacing Philippe Montagner, resigning Director. His term of office will be for the remaining duration of the term of office of his predecessor, ending at the close of the General Meeting called to approve the 2008 accounts.

#### **SIXTH RESOLUTION**

*(Ratification of the appointment of a Director)*

The General Meeting ratifies the appointment of Société Française de Participation et de Gestion (SFPG), represented by Philippe Montagner, as Director by the Board of Directors at its meeting of July 31, 2007, replacing Etienne Mougeotte, resigning Director. His term of office will be for the remaining duration of the term of office of his predecessor, ending at the close of the General Meeting called to approve the 2008 accounts.

#### **SEVENTH RESOLUTION**

*(Ratification of the appointment of a Director)*

The General Meeting ratifies the appointment of Bouygues, represented by Philippe Marien, as Director by the Board of Directors at its meeting of February 20, 2008, replacing Olivier Poupart Lafarge, resigning Director. His term of office will be for the remaining duration of his predecessor, ending at the close of the General Meeting called to approve the 2008 accounts.

#### **EIGHTH RESOLUTION**

*(Renewal of a Director's term of office)*

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, renews the term of office of Alain Pouyat, which expires at the end of this Meeting, for a further two years.

His new term of office shall end at the close of the General Meeting called to approve the 2009 accounts.

#### **NINTH RESOLUTION**

*(Noting of the election of Directors representing employees)*

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, after having taken cognisance of the names of the Directors representing employees elected by the electoral colleges on March 13, 2008 and communicated by the Chairman of the Board prior to the reading of this resolution, notes their election and their designation as Directors representing employees.

The terms of office of the Directors representing employees shall be two years and shall end at the time of the next announcement of the results of the election for the Directors representing employees, in accordance with Article 10 of the Articles of Association.

#### **TENTH RESOLUTION**

*(Nomination of a Statutory Auditor)*

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, appoints:

- **KPMG SA**  
Immeuble Le Palatin – 3, Cours du Triangle  
92939 La Défense Cedex - 775 726 417 RCS Nanterre

as Statutory Auditor, replacing the resigning Statutory Auditor, Salustro Reydel. The term of office will be for the remaining duration of the resigning Statutory Auditor, ending at the close of the General Meeting called to approve the 2010 accounts.

#### **ELEVENTH RESOLUTION**

*(Nomination of an Alternate Auditor)*

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, appoints:

- **Bertrand Vialatte**  
Born on August 3, 1960 at Saint Pol sur Ternoise, France  
Nationality: French  
Address: 1, Cours Valmy 92923 Paris la Défense Cedex

as Alternate Auditor, replacing the resigning Alternate Auditor, Michel Savioz. His term of office will be for the remaining duration of the resigning Alternate Auditor, ending at the close of the General Meeting called to approve the 2010 accounts.

#### **TWELFTH RESOLUTION**

*(Share buy-back)*

The General Meeting, acting in compliance with the quorum and majority rules required for ordinary general meetings, after hearing the report of the Board of Directors and in accordance with the provisions of Article L. 225-209 and the following articles of the French Code of Commerce, of regulation No. 2273/2003 dated December 22, 2003 of the European Commission in application of Directive 2003/6/CE dated January 28, 2003, and of Articles 241-1 to 241-8 of the General Regulations of the French stock exchange authority and any provision that may subsequently replace the above, authorises the Board of Directors – with delegation of powers under conditions stipulated by legislation and the company's Articles of Incorporation – to initiate the purchase by the company of its own shares up to a limit of 10% of the share capital whenever it deems appropriate. It is noted that, on the day this General Meeting is called, the 10% limit represents 21,341,049 shares.

The General Meeting rules that the Board of Directors may make these purchases, or arrange for them to be made:

- to cancel shares so acquired, as well as any shares that may have been purchased through previously authorised share buy-back programmes; this involves an authorisation given by an Extraordinary General Meeting;
- in the framework of employee participation in the fruits of company growth or with a view to allocating shares to employees and/or corporate officers, notably for share option plans or group savings schemes;
- through an independent investment services provider, acting in the name of and for the account of the company but without being influenced by the company, within the terms of a liquidity contract conforming to a code of conduct recognised by the French stock exchange authority or any other applicable provisions;
- for the delivery or exchange of shares, particularly when issuing or exercising rights attached to marketable securities entitling the holder to receive shares of the company, immediately or subsequently, or on the occasion of external growth operations, mergers, spin-offs or contributions;
- for any other purpose authorised or to be authorised by prevailing legislation or regulations. In this case, the company will advise shareholders by means of a communiqué or any other means provided for by prevailing regulations.

And to do this, the Board of Directors is authorised to keep the purchased shares, sell or transfer them by any method conforming with current rules and regulations – notably through disposal on the open market or off-market, by public offering or share exchange offer, options or derivatives – and/or cancel them, as well as those purchased under previous buy-back authorisations, subject to authorisation by an Extraordinary General Meeting.

The maximum unit purchase price is €35 and the minimum unit selling price €13. It is to be noted that these prices will not be applicable to the buy-back of shares used to satisfy the exercise of options (or to allocate free shares to employees), in which case the selling price or value will be determined according to the specific provisions applicable.

The maximum amount of funds the company may devote to this operation is € 960,347,214.

The General Meeting delegates powers to the Board of Directors to adjust these prices and this amount to take account of any operations that might impact the value of the share – notably those affecting the capital, and in particular, splitting or re-classifying shares, capital increases through incorporation of reserves or allocation of free shares. The prices and the amount will be adjusted by application of a coefficient equal to the difference between the number of shares making up the share capital before the operation and the number after the operation.

The General Meeting rules that shares may be purchased, sold or transferred by any method, including the use of options, derivatives or coupons, and notably by purchasing call options under the conditions specified by the financial market authorities. The General Meeting further rules that the proportion of the capital that can be transacted as block trades can account for the entire buy-back programme.

The General Meeting rules that the company may use this resolution and carry through the buy-back programme even in the event of a public offering on shares or securities issued or initiated by the company.

The Board of Directors is vested with full powers, including that of delegation under conditions specified by the law and the Articles of Incorporation, to execute the present resolution, to specify the terms, if necessary, and determine the process, place orders, conclude agreements, file all documents and in general do whatever is needed to fulfil this resolution.

As laid down by the law, the Board of Directors' report to the Annual General Meeting will advise shareholders of any purchases, transfers, disposals or cancellations of shares in this connection.

The present authorisation is valid until the next General Meeting of the company, convened to approve the accounts for financial year 2008.

It cancels, to the extent it has not been utilised, any prior authorisation having the same purpose.

## ***EXTRAORDINARY PART***

### **Agenda**

- Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares held by the company.
  - Powers delegated to the Board of Directors to issue share options during a public offering for shares in the company.
  - Authorisation given to the Board of Directors to proceed with the free attribution of existing shares or shares yet to be issued for the benefit of company employees and officers.
  - Authorisation given to the Board of Directors to use the delegations and authorisations to increase the capital during a public offering for shares in the company.
  - Powers for registration and formalities.
-

All shareholders may participate in the General Meetings, irrespective of the number of shares they own.

All shareholders may vote by correspondence. A shareholder may only be represented at the General Meeting by his/her spouse or another shareholder.

A. Formalities to be completed before participating in the General Meeting. Shareholders wishing to attend, to vote by correspondence or to be represented must:

- Holders of registered shares: be included in the shareholders' register of the company no later than midnight (Paris time) on Monday April 14, 2008;

- Holders of bearer shares: arrange for the authorised intermediary who manages their share account to provide a certificate of participation that specifies the inscription or accounting record of their shares no later than midnight (Paris time) on Monday April 14, 2008.

B. Participation in the General Meeting:

1. Shareholders wishing to attend the General Meeting may request an admission card as follows

- for holders of registered shares: request the admission card from TF1 - C/O BOUYGUES - Service Titres- 32 avenue Hoche - 75008 Paris (tel: +33 (0)1.44.20.11.07 - fax: +33 (0)1.44.20.12.42)

- for holders of bearer shares: ask the authorised intermediary who manages their share account to ensure that the admission card be sent to them by TF1 in view of the certificate of participation that has been delivered. Any holder of bearer shares who has not received the invitation by midnight (Paris time) on Monday April 14, 2008 at 0 o'clock Paris time, can have the certificate of participation delivered directly by the authorised intermediary who manages their share account.

2. Shareholders who will not personally attend the General Meeting and wish to be represented or vote by correspondence may:

- for holders of registered shares: return the single proxy/correspondence form sent to them with the invitation to TF1 - Service Titres - C/O BOUYGUES - 32 avenue Hoche - 75008 Paris;

- for holders of bearer shares: ask the authorised intermediary who manages their share account to provide the single proxy/correspondence form and return it, together with the participation certificate, to TF1 - Service Titres - C/O BOUYGUES - 32 avenue Hoche - 75008 Paris

- The forms for voting by correspondence must be physically received by TF1 - Service Titres - C/O BOUYGUES -32 avenue Hoche - 75008 Paris no later than midnight (Paris time) Monday April 14, 2008.

3. In accordance with article R225-85 of the "Code du Commerce", when a shareholder has already cast his/her vote by correspondence, sent a proxy, requested the admission card or a participation certificate to attend the General Meeting, he/she can no longer opt for a different form of participation.

C. Requests for inclusion of proposed resolutions

In accordance with articles R225-71 and R225-73 of the "Code du Commerce", requests for the inclusion of proposed resolutions in the agenda of the General Meeting emanating from shareholders who have shown, under legal conditions, that they possess or represent the fraction of share capital required, must be sent to the registered offices by return-receipted registered mail, within 20 days of the publication of the notice of the meeting.

Any person, acting alone or with others, who attains a holding of at least 1%, 2%, 3% and 4% of capital or of voting rights, shall, within five days of registration of the shares enabling him/her to reach or to exceed this threshold, declare to the Company by return-receipted registered mail, at its registered offices, the total number of shares and voting rights he/she possesses.

This declaration must be made, complying with the above conditions, each time the threshold of 1%, 2%, 3% and 4% is crossed upward or downward.

If not declared under the above conditions, the shares exceeding the fraction which ought to have been declared are deprived of the right to vote under the conditions laid down by law, if requested at a shareholders' meeting by one or more shareholders possessing 5% at least of the registered capital.

The Board of Directors