8.3 REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE COMBINED ANNUAL GENERAL MEETING

To the shareholders,

This report is part of the management report of the Board of Directors for the General Meeting of April 19, 2012.

RESULTS FOR THE YEAR

The consolidated and individual financial statements are included in this registration document and annual financial report (chapter 4, page 97).

INFORMATION ON THE CAPITAL

See chapter 6, page 203 of this registration document and annual financial report.

ACQUISITION AND DISPOSAL OF HOLDINGS

See chapter 3, page 94 of this registration document and annual financial report.

RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE GENERAL MEETING – ORDINARY BUSINESS

Your Statutory Auditors will provide you with their reports on the accounts for 2011 and on agreements and undertakings relative to Article L. 225-38 of the French Commercial Code. See chapter 5, page 181 of this registration document and annual financial report.

In the resolutions that are submitted to you, we propose that you:

- **approve the individual and consolidated financial statements for 2011;**
- **approve the agreements and undertakings relative to Article L. 225-38 of the French Commercial Code, mentioned in the special report of the Statutory Auditors.**

These resolutions concern the approval of the agreements and undertakings, excluding routine operations, decided by the Board and in particular those entered between the company and other companies with Directors or officers in common, or between the company and shareholders owning more than 10% of capital. They are intended to prevent any conflicts of interest that may arise for a Director and/or a major shareholder entering into agreements with the company.

The Board of Directors of TF1 considers the value of each agreement to TF1 and its group, and the associated financial terms.

Accordingly, related-party agreements are subject to the authorisation of the Board of Directors of TF1, which takes the decision to sign or renew such agreements at its beginning- and end-of-year meetings. Directors concerned by the agreements do not take part in the vote. The Statutory Auditors are given notice of new agreements concluded over the course of the year and ongoing agreements authorised in previous years.

Agreements are then submitted to the TF1 Annual General Meeting for approval after having read the report of the Statutory Auditors, included in the present registration document and annual financial report (chapter 5, page 186). When the Meeting votes on the resolutions, quorum and majority are determined by deducting the number of shares held by the persons concerned by the agreements.

The agreements of assistance represent most of these agreements presented in the Statutory Auditors' special report. It seemed relevant to TF1 Directors that TF1 can access the expert services of Bouygues. Similarly, it seemed appropriate to TF1 Directors that TF1 subsidiaries can benefit from the functional structures of TF1.

Related-party agreements and undertakings subject to the vote of the Combined Annual General Meeting of April 19, 2012 are covered by separate resolutions. One resolution covers related-party agreements and undertakings between TF1 and Bouygues, while another resolution covers related-party agreements and undertakings to which Bouygues is not a party.

The related-party agreements between TF1 and its subsidiaries, described in the Statutory Auditors' report on such agreements, relate to:

- permanent access by the subsidiaries to TF1 corporate functions (General Counsel's office, Corporate Affairs, Legal, Internal Communication, Research & Statistics, Financial Control, etc.). Access to these functions is invoiced to each subsidiary in proportion to its headcount and individual-company revenues. The total amount invoiced for the year ended December 31, 2011 was €13.3 million. Additional services provided on request are invoiced on an arm's length basis;
- business management leases.

Under an agreement dated October 12, 2005, LCI may in the event of a major breaking news story switch its output to the TF1 channel so as to provide immediate news coverage. In 2011 LCI received an annual fixed fee of €5 million.

The related-party agreements between TF1 and Bouygues, as described in the Statutory Auditors' report on such agreements, cover:

- The access by TF1 to Bouygues corporate functions. In 2011 Bouygues invoiced TF1 a total of €3.5 million for corporate services, equivalent to 0.13% of the total revenue generated by the TF1 group (versus €3.5 million and 0.13% of total revenue for 2010).

  Bouygues provides the various companies in the Bouygues group with expert services in a variety of fields such as finance, legal, human resources, administration, information systems and new technologies…

  TF1 has a contractual right to call upon these services in response to issues as and when they arise, in accordance with the terms of an agreement approved annually by the Board of Directors. TF1 can consult Bouygues group experts at any time in areas where they have limited in-house expertise. As well as providing advice and assistance on request, the Bouygues group corporate functions co-ordinate activities within their areas of expertise, in particular by arranging Meetings at which specialists can exchange views, discuss technical issues and familiarise themselves with new developments; examples include contract law and accounting standards.

  In 2011 examples of this type of assistance and cooperation included the following.

  In HR, a number of senior managers from the TF1 group got the opportunity to receive training on Bouygues group techniques and values at the Bouygues Management Institute. New recruits at the TF1 group took part in a Welcome Day organised by the Bouygues group. In addition, the TF1 group Management Committee participates in the four Annual Meetings of the Bouygues group Board, and TF1 HR has access to the Bouygues HR data query system.

  The TF1 group also gets support on internal control from Bouygues. Numerous Meetings were held during 2011, particularly to ensure that the internal control system provided by the publisher satisfied the needs identified by the TF1 group. The Bouygues group also organised a day of system testing and provided training for TF1's two key users.

  In addition, Bouygues SA organised Meetings over the course of the year to talk with TF1 about the scope and methods of campaigns to assess the enforcement of internal control principles, and about risk-mapping methodology.

  Several preparatory meetings between TF1 and Bouygues SA were required in 2011 in the lead-up to a seminar on internal control on January 19, 2012. The seminar, which was attended by 60 or so TF1 group managers, was designed to make group managers more aware of internal control issues.

  The head of CSR at the TF1 group draws support from Bouygues' initiatives in the area of corporate social responsibility. In addition to providing tools to TF1, such as Enablon, Carbone4 and Green IT, Bouygues shares work performed by specialised consultancies.

  The CSR Director also heads up the Sustainable Development Committees and provides coordination in different areas, sharing experience in fields ranging from the responsible purchasing policy to regulatory intelligence.

  The TF1 group Information Systems Department benefits from synergies with Bouygues group departments, thanks to active coordination by Bouygues SA. As a result, TF1 belongs to a virus warning network and enjoys more general benefits such as IT security and global purchasing for IT hardware and tools.

  The actual cost of these shared corporate functions is recharged to TF1 using a formula tailored to the nature of the service: the ratio of TF1 headcount to total Bouygues group headcount for human resources, long-term capital for financial matters, and revenue for all other functions.

- An agreement also provides for the use granted to TF1 by the "32 avenue Hoche" joint venture of function and meeting rooms located on the 1st floor of 32 avenue Hoche, as well as for related services such as reception, computer facilities and secretarial services. For 2011, the joint venture received €9,366 (net of VAT) of consideration in this respect.

- Other agreements with Bouygues (use of executive jets, top-up executive retirement benefit plan) are described in the special report of the Statutory Auditors.

- **appropriate and distribute the profits for the year;**

In the resolutions submitted for your approval, we are asking you to approve the individual financial statements and the consolidated financial statements for the year ended December 31, 2011, and, having noted the existence of distributable profits of €405,144,172.01, comprising net profit for the period of €114,484,653.43 and retained earnings of €290,659,518.58, to appropriate this sum as follows, as proposed by the Board of Directors:

- distribution of a cash dividend of €116,013,151.65 (*i.e.* a dividend of €0.55 per €0.20 par value share);
- the balance of €289,131,020.36 to be carried forward as retained earnings.

The ex-date of the dividend on the Euronext Paris market will be April 26, 2012. 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 April 30, 2012. The payment date of the dividend will be May 2, 2012.

In accordance with paragraph 2, section 3 of Article 158.3.2 of the French General Tax Code, this dividend is fully eligible for the 40% relief available to individuals tax-resident in France.

The General Meeting is informed that individuals tax-resident in France whose dividend income is eligible for this relief may elect to have these revenues taxed at the flat rate of 21% specified in Article 117 *quater* of the French General Tax Code. This election must be made each time a dividend is received, is irrevocable, and cannot be made retrospectively.

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:

Year ended	Net dividend per share	Allowance(1)
December 31, 2008	€0.47	yes
December 31, 2009	€0.43	yes
December 31, 2010	€0.55	yes

(1) Eligible for the 40% tax relief available to individuals tax-resident in France under Article 158.3.2 of the French General Tax Code.

- **appoint Janine Langlois-Glandier as Director for a two-year term;**

Alain Pouyat's term of office as Director expires at the end of the next General Meeting. We are submitting for your approval the appointment of Janine Langlois-Glandier as Director for two years, *i.e.* until the General Meeting convened to approve the 2013 financial statements. We inform you that Ms Langlois-Glandier would qualify as a fully independent Director in accordance with the criteria set down in the AFEP/MEDEF Code.

Following the advice of the Selection Committee, we believe that Ms Langlois-Glandier's appointment to the Board of Directors would further extend the Board's expertise, owing to her in-depth knowledge of the French audiovisual environment, strengthen the Board's independence and improve the representation of women on the Board. Ms Langlois-Glandier's CV is provided in part 2.1.1 of this registration document, page 32.

A vote in favour of this proposal would mean that the Board of Directors had four independent Directors and four women, out of a total of 12 members.

- **record the election of employee-representative Directors in compliance with Article 66 of Act 86-1067 of September 30, 1986, which stipulates that two of the chairs on the Board of Directors are to be attributed to employee representatives;**

We remind you that the terms of office of employee-representative Directors Jean-Pierre Pernaut and Céline Petton expire at the end of the next General Meeting, convened to approve the 2011 financial statements.

In accordance with legal and regulatory provisions, the two employee-representative Directors must be elected by TF1 SA employees. Elections will take place on March 13, 2012 (a second round, if required, will be held on March 27, 2012).

The election rules are as follows:

- any employee with at least three months' service at the date of the election may vote;
- any employee with at least two years' service at the date of the election may run for election (one manager and one non-manager).

Chairs are assigned based on obtaining an absolute majority of eligible votes in the first round. Failing this, a second round of voting must be held, in which case chairs are assigned on a relative majority basis.

At the General Meeting on April 19, 2012, the Chairman will inform you of the names of the employee-representative Directors elected by the electoral colleges and you are required to take note of their election and appointment for two years as employee-representative Directors.

A summary of the information concerning the Directors is shown on page 26 *et seq.* of the registration document.

- **authorise a share buyback programme allowing your company to purchase its own shares on the stock market;**

This resolution permits the company to buy back its own shares, within the limits set by the shareholders and in accordance with law. It supersedes the authorisations given by the shareholders at previous General Meetings. In view of the use made of previous authorisations, the company has decided to lower the ceiling for share buybacks from 10% to 5% of the capital.

Details of the programme submitted for approval:

- securities concerned: shares;
- maximum percentage of the capital authorised for repurchase: 5%;
- maximum overall amount: €150 million;
- maximum price per share: €20.

Aims:

- cancel shares under the conditions provided for by law, subject to authorisation from the Extraordinary General Meeting;
- allocate shares to employees or corporate officers of the company or of related companies, in accordance with the requirements and procedures provided for by law, and particularly in connection with profit-sharing or stock option plans, or *via* company or intercompany savings schemes, or *via* the allotment of bonus shares;
- ensure liquidity and make a market in the company's shares, through an investment services provider operating within the framework of a liquidity agreement that complies with an AMF-recognised Code of Conduct;

- implement option plans to buy company shares;
- hold shares and, as the case may be, use them as a means of payment or exchange in acquisitions;
- hold shares and, as the case may be, allocate them following the exercise of rights attached to securities giving access to the company's capital;
- implement any market practice accepted by the AMF and, more generally, conduct any transaction that complies with current regulations.

Duration: 18 months

These transactions may be carried out in any manner, on market or over the counter, in compliance with Article L. 225-209 in the French Commercial Code and the regulations set forth by the *Autorité des Marchés Financiers* (AMF), and without using derivatives. These transactions may be carried out at any time, except during a takeover bid, a public offer of exchange or a standing market offer for the company's shares.

In 2011 the company purchased 2,473,975 of its own shares on the market for €26.5 million.

At February 15, 2012 the company did not hold any of its own shares.

RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE GENERAL MEETING – EXTRAORDINARY BUSINESS

The authorisations and delegations granted by the Combined Annual General Meeting of April 14, 2011 will not expire before the Annual General Meeting of 2013, with the exception of the authorisation to reduce capital by cancelling shares, which was the subject of the 18th resolution of the Combined Annual General Meeting of April 14, 2011 and which will expire on October 14, 2012.

The authorisations and delegations granted by the Combined Annual General Meeting of 2011 are listed in the table on page 205, chapter 6 in the registration document and annual financial report.

In the resolutions that are submitted to you, we propose that you:

- **authorise a capital reduction through the cancellation of shares;**

The purpose of this resolution is to authorise your Board of Directors to reduce the capital of the company, on one or more occasions and by up to 5% of the capital per 24-month period, by cancelling some or all of the shares acquired under the buyback programmes authorised by the General Meeting. This authorisation will be given for an 18-month period and replace the one given at the Combined Annual General Meeting of April 14, 2011. In view of the use made of previous authorisations, the company has decided to lower the ceiling for share buybacks from 10% to 5% of the capital.

Cancelling repurchased shares makes it possible, if the Board deems it appropriate, to offset the dilutive impact on shareholders arising from the creation of new shares following, for example, the exercise of stock options.

In 2011 the company bought back 2,473,975 of its own shares, then cancelled these shares, the cancellation of shares purchased in 2011 adding to the cancellation of 14,625 own shares, held since April 1, 2008, following a forward purchase to cover the 2006 plan to allot and deliver bonus shares to the plan's beneficiaries. As at February 15, 2012, no treasury shares were held.

- **delegate powers to carry out corporate formalities;**

The purpose of the resolution is to allow all legal and administrative formalities, filings and disclosures provided for by prevailing law to be carried out.

The indications on the progress of social affairs, to be provided under the law, contained in the report of management that you received.

You are asked to vote on the proposed resolutions.

The Board of Directors