



ANNUAL GENERAL MEETING OF APRIL 13, 2017

Disclaimer This amended version dated May 3rd, 2017 includes some adjustments regarding the count of votes. All resolutions remain passed.

The Annual General Meeting of TF1 shareholders held on April 13, 2017, chaired by Gilles PELISSON, passed all the resolutions submitted to it by the Board of Directors.

A total of 478 shareholders participated in the meeting for Ordinary business, representing 178,442,047 shares and 178,442,047 voting rights
A total of 477 shareholders participated in the meeting for Extraordinary business, representing 178,441,937 shares and 178,441,937 voting rights equivalent to 85,16% of the total voting rights.

Results of voting on the resolutions

Total number of shares	209 538 357	
Number of own shares held	-	
Total number of shares with voting rights	209 538 357	
Number of shareholders present, represented, or voting by post	ordinary business	478
	extraordinary business	477
Number of shares/votes present, represented, or voting by post	ordinary business	178 442 047
	extraordinary business	178 441 937

Resolutions within the competence of the Ordinary General Meeting							
n°	Result	For		Against		Abstention	
		number of votes	%	number of votes	%	number of votes	%
1	Passed	Approval of the company accounts for 2016					
		178 307 896	99,93	132 854	0,07	1 297	0,00
2	Passed	Approval of the consolidated accounts for 2016					
		178 307 896	99,93	132 854	0,07	1 297	0,00
3	Passed	Approval of related-party agreements (1)					
		62 864 629	72,68	23 628 580	27,32	1 297	0,00
4	Passed	Appropriation of profits and setting of the amount of dividend of €0,28 per share					
		178 404 390	99,98	36 360	0,02	1 297	0,00
5	Passed	Approval of a defined benefit pension commitment for Gilles Pélisson, Chairman and Chief Executive Officer (2)					
		64 954 593	75,10	21 534 569	24,90	2 344	0,00
6	Passed	Opinion on the remuneration due or granted to Nonce Paolini, Chairman and Chief Executive Officer up to 18 February 2016, for the 2016 financial year					
		152 196 366	85,29	26 243 317	14,71	2 364	0,00
7	Passed	Opinion on the remuneration due or granted to Gilles Pélisson, Chairman and Chief Executive Officer from 19 February 2016, for the 2016 financial year					
		162 495 517	91,06	15 944 166	8,94	2 364	0,00
8	Passed	Remuneration policy for the Chairman and Chief Executive Officer: approval of the principles and criteria for determining, distributing and granting of the fixed, variable and exceptional components of the total remuneration and benefits of any kind attributable to Gilles PELISSON					
		149 324 351	83,68	29 115 352	16,32	2 344	0,00
9	Passed	Renewal of Catherine DUSSART's term of office as a Director for three years					
		177 375 545	99,40	1 063 987	0,60	2 515	0,00
10	Passed	Renewal of Olivier BOUYGUES's term of office as a Director for three year					
		162 343 688	90,98	16 096 716	9,02	1 643	0,00
11	Passed	Expiring terms of office for the permanent Statutory Auditors (KPMG AUDIT IS) and alternate auditors (KPMG AUDIT ID)					
		178 405 180	99,98	35 540	0,02	1 327	0,00
12	Passed	Authorisation to the Board of Directors to buy back the own shares of the company					
		178 437 612	100,00	3 138	0,00	1 297	0,00

(1) The shareholders with an interest, representing 91,947,541 votes, did not take part in this vote.

(2) The shareholders with an interest, representing 91,950,541 votes, did not take part in this vote.

Resolutions within the competence of the Extraordinary General Meeting							
No	Result	For		Against		Abstention	
		number of votes	%	number of votes	%	number of votes	%
13	Passed	Authorisation to the Board of Directors to decrease the share capital by cancelling shares held by the company					
		178 440 030	100,00	580	0,00	1 327	0,00
14	Passed	Delegation of authority to the Board of Directors to increase the share capital with preferential subscription rights through a public offering					
		154 130 593	86,38	24 310 047	13,62	1 297	0,00
15	Passed	Delegation of authority to the Board of Directors to increase the share capital through capitalisation of share premium, reserves or profits					
		160 051 584	89,69	18 389 056	10,31	1 297	0,00
16	Passed	Delegation of authority to the Board of Directors to increase the share capital without preferential subscription rights through a public offering					
		143 967 553	80,68	34 472 040	19,32	2 344	0,00
17	Passed	Delegation of authority to the Board of Directors to increase the share capital without preferential subscription rights through a private placement					
		142 546 162	79,88	35 893 253	20,11	2 522	0,00

18	Passed	Authorisation to the Board of Directors to set, on the terms decided by the General Meeting, the issue price for capital increases without preferential subscription rights				
		141 181 169	79,12	37 258 276	20,88	2 492
19	Passed	Authorisation for 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				
		144 070 578	80,74	34 369 917	19,26	1 442
20	Passed	Delegation of powers to the Board of Directors to increase the share capital as consideration for contributions in kind consisting of shares of another company				
		144 451 614	80,95	33 987 726	19,05	2 597
21	Passed	Delegation of competence to the Board of Directors to increase the share capital as consideration for securities tendered to a public exchange offer initiated by the company				
		143 982 573	80,69	34 457 847	19,31	1 517
22	Passed	Limitation of total financial authorisations				
		177 069 482	99,23	1 371 158	0,77	1 297
23	Passed	Delegation of competence to the Board of Directors to increase the share capital to the benefit of employees who are members of a company savings scheme				
		176 213 894	98,75	2 226 746	1,25	1 297
24	Passed	Authorisation granted to the Board of Directors to grant stock subscription or purchase options				
		148 485 124	83,21	29 955 591	16,79	1 222
25	Passed	Authorisation to carry out the formalities required by law following the Meeting				
		178 405 100	99,98	35 540	0,02	1 297

Governance

The shareholders, meeting in Annual General Meeting, decided to renew the term of office for a period of three years of Catherine DUSSART and Olivier BOUYGUES.

Composition of the Board of Directors and the Board committee as of April 13, 2017:

Chairman and Chief Executive Officer : Gilles PELISSON

Directors:

- Martin BOUYGUES, Director – Chairman and Chief Executive Officer of BOUYGUES
- Olivier BOUYGUES, Director – Deputy Chief Executive Officer of BOUYGUES
- Fanny CHABIRAND, Director – Employee Representative on the Board - Commercial Assistant, TF1 Works
- Laurence DANON, Director - independent
- Pascaline de DREUZY - Director - independent – Pediatrician, Strategic Consultant in the field of health
- Catherine DUSSART, Director - independent – Manager of Catherine Dussart Production-CDP
- Janine LANGLOIS-GLANDIER Director - independent – Chairwoman of the FORUM DES MEDIAS MOBILES
- Sophie LEVEAUX TALAMONI Director - Employee Representative on the Board – Artistic Director of Acquisitions
- Olivier ROUSSAT, Director - Deputy Chief Executive Officer of BOUYGUES - Chief Executive Officer of BOUYGUES TELECOM
- BOUYGUES SA, Director - represented by Philippe MARIEN – Deputy Chief Executive Officer of BOUYGUES

Composition of the Audit Committee: Laurence DANON (Chair), Pascaline de DREUZY and Philippe MARIEN (committee members)

Composition of the Ethics and CSR Committee: Janine LANGLOIS-GLANDIER (Chair), Catherine DUSSART and Sophie LEVEAUX TALAMONI (committee members)

Composition of the Compensation Committee: Catherine DUSSART (Chair), Fanny CHABIRAND and Philippe MARIEN (committee members)

Composition of the Director Selection Committee: Martin BOUYGUES (Chair) and Olivier ROUSSAT (committee member)