



ANNUAL GENERAL MEETING OF APRIL 18, 2019

The Annual General Meeting of TF1 shareholders held on April 18, 2019, chaired by Gilles Pélisson, passed all the resolutions submitted to it by the Board of Directors.

A total of 404 shareholders participated in the meeting for Ordinary business, representing 168,232,098 shares and 168,232,098 voting rights
A total of 404 shareholders participated in the meeting for Extraordinary business, representing 168,232,098 shares and 168,232,098 voting rights equivalent to 80,26% of the total voting rights.

Results of voting on the resolutions

Total number of shares	210 035 340	
Number of own shares held	415 251	
Total number of shares with voting rights	209 620 089	
Number of shareholders present, represented, or voting by post	ordinary business	404
	extraordinary business	404
Number of shares/votes present, represented, or voting by post	ordinary business	168 232 098
	extraordinary business	168 232 098

Resolutions within the competence of the Ordinary General Meeting								
n°	résultat	Pour		Contre		Abstention		
		nombre de voix	%	nombre de voix	%	nombre de voix	%	
1	Passed	Approval of the individual financial statements and transactions for the 2018 financial year						
		168 231 134	100,00	732	0,00	232	0,00	
2	Passed	Approval of the consolidated financial statements and transactions for the 2018 financial year						
		168 231 186	100,00	680	0,00	232	0,00	
3	Passed	Approval of the related party transactions stipulated in Article L. 225-38 of the French Commercial Code(1)						
		49 344 663	72,68	26 936 662	27,32	232	0,00	
4	Passed	Appropriation of profits for the 2018 financial year and setting the amount of the dividend (€0,40 per share)						
		168 144 022	99,95	87 844	0,05	232	0,00	
5	Passed	Approval of a defined benefit pension commitment for Gilles Pélisson, Chairman and Chief Executive Officer (1)						
		49 656 191	75,10	26 625 134	24,90	232	0,00	
6	Passed	Approval of the components of remuneration and benefits paid or granted for the 2018 financial year to Gilles Pélisson as Chairman and Chief Executive Officer						
		135 207 732	80,37	33 024 134	19,63	232	0,00	
7	Passed	Approval of the remuneration policy applicable to Gilles Pélisson, Chairman and Chief Executive Officer						
		136 964 046	81,41	31 267 814	18,59	238	0,00	
8	Passed	Reappointment of Pascaline Aupepin de Lamothe Dreuzy as Director for a three-year term.						
		168 202 393	99,98	29 398	0,02	307	0,00	
9	Passed	Reappointment of Gilles Pélisson as Director for a three-year term.						
		152 899 679	90,89	15 332 182	9,11	237	0,00	
10	Passed	Reappointment of Olivier Rousat as Director for a three-year term.						
		142 120 288	84,48	26 111 573	15,52	237	0,00	
11	Passed	Appointment of Marie Pic-Pâris Allavena as Director for a three-year						
		166 954 837	99,24	1 276 949	0,76	312	0,00	
12	Passed	Reappointment of Mazars as Permanent Statutory Auditor for a term of six financial years.						
		164 450 880	97,75	3 780 981	2,25	237	0,00	
13	Passed	Expiring term for office of Thierry Colin as Alternate Auditor.						
		168 231 210	100,00	651	0,00	237	0,00	
14	Passed	Authorisation given 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						
		168 159 583	99,96	72 272	0,04	243	0,00	

(1) 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								
n°	résultat	Pour		Contre		Abstention		
		nombre de voix	%	nombre de voix	%	nombre de voix	%	
15	Passed	Authorisation given to the Board of Directors to reduce the share capital by cancelling treasury shares for an 18-month period.						
		167 544 710	99,59	687 151	0,41	237	0,00	
16	Passed	Delegation of authority granted to the Board of Directors to increase the share capital by public offer, while maintaining shareholders' preferential right of subscription, by issuing shares and any securities giving immediate or deferred access to the company's shares, for a 26-month period.						
		132 658 692	78,85	35 573 163	21,15	243	0,00	
17	Passed	Delegation of authority to the Board of Directors to increase the share capital by incorporating premiums, reserves, profits or others, for a 26-month period.						
		141 595 066	84,17	26 636 795	15,83	237	0,00	
18	Passed	Delegation of authority granted to the Board of Directors to increase the share capital by public offer, without shareholders' preferential right of subscription, by issuing shares and any securities giving immediate or deferred access to the company's shares, for a 26-month period.						
		137 809 674	81,92	30 422 187	18,08	237	0,00	
19	Passed	Delegation of authority granted to the Board of Directors to increase the share capital by private placement, without shareholders' preferential right of subscription, by issuing shares and any securities giving immediate or deferred access to the company's shares, for a 26-month period.						
		136 017 795	80,85	32 214 066	19,15	237	0,00	

20	Passed	<i>Authorisation granted to the Board of Directors to set, according to the terms determined by the General Meeting, the issue price of equity securities without shareholders' preferential right of subscription, by public offer or private placement, for immediate or deferred issue, for a 26-month period</i>	130 089 391	77,33	38 142 464	22,67	243	0,00
21	Passed	<i>Authorisation granted to the Board of Directors to increase the number of shares to issue in the event of a capital increase with or without shareholders' preferential right of subscription, for a 26-month period.</i>	131 910 980	78,41	36 320 881	21,59	237	0,00
22	Passed	<i>Delegation of authority to the Board of Directors to increase the share capital without shareholders' preferential right of subscription, with a view to remunerating contributions in kind granted to the company and consisting of equity securities or securities giving access to the capital of another company, not as part of a public exchange offer, for a 26-month period.</i>	137 875 292	81,96	30 356 563	18,04	243	0,00
23	Passed	<i>Delegation of authority to the Board of Directors to increase the share capital, without shareholders' preferential right of subscription, to remunerate securities contributed to the company as part of a public exchange offer initiated by the company, for a 26-month period.</i>	137 875 292	81,96	30 356 563	18,04	243	0,00
24	Passed	<i>Overall limitation of financial authorisations.</i>	168 112 217	99,93	119 644	0,07	237	0,00
25	Passed	<i>Delegation of authority 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.</i>	166 099 148	98,73	2 132 713	1,27	237	0,00
26	Passed	<i>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 period.</i>	134 974 151	80,23	33 257 704	19,77	243	0,00
27	Passed	<i>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.</i>	134 936 390	80,21	33 295 471	19,79	237	0,00
28	Passed	<i>Authorisations to carry out formalities.</i>	168 230 081	100,00	1 780	0,00	237	0,00

Governance

Composition of the Board of Directors and the Board committee as of April 18, 2019:

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-ARNAUD, Director - independent - Chairwoman of Primerose SAS
- Pascaline de DREUZY - Director - independent – Chairwoman of P2D Technology
- Catherine DUSSART, Director - independent – Manager of Catherine Dussart Production-CDP
- Sophie LEVEAUX TALAMONI Director - Employee Representative on the Board – Artistic Director of Acquisitions
- Marie PIC-PARIS ALLAVENA - Director - independent - Chief Executive of Eyrolles
- Olivier ROUSSAT, Director - Deputy Chief Executive Officer of BOUYGUES
- BOUYGUES SA, Director - represented by Philippe MARIEN – Deputy Chief Executive Officer of BOUYGUES

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

Composition of the Ethics and CSR Committee: Catherine DUSSART (Chair), Marie PIC-PARIS ALLAVENA and Sophie LEVEAUX TALAMONI (committee members)

Composition of the Compensation Committee: Pascaline de DREUZY (Chair), Fanny CHABIRAND and Philippe MARIEN (committee members)

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