



ANNUAL GENERAL MEETING OF APRIL 17, 2014

The Annual General Meeting of TF1 shareholders held on April 17, 2014, chaired by Nonce Paolini, passed all the resolutions submitted to it by the Board of Directors.

A total of 573 shareholders participated in the meeting for Ordinary business, representing 168,287,713 shares and 168,287,713 voting rights

A total of 572 shareholders participated in the meeting for Extraordinary Business, representing 168,287,543 shares and 168,287,543 voting rights equivalent to 79,64% of the total voting rights.

Results of voting on the resolutions

Total number of shares	211 314 514	
Number of own shares held	-	
Total number of shares with voting rights	211 314 514	
Number of shareholders present, represented, or voting by post	ordinary business	573
	extraordinary business	572
Number of shares/votes present, represented, or voting by post	ordinary business	168 287 713
	extraordinary business	168 287 543

Resolutions within the competence of the Ordinary General Meeting							
No	Result	For		Against		Abstention	
		number of votes	%	number of votes	%	number of votes	%
1	Passed	<b>Approval of the company accounts for 2013</b>					
		168 115 441	99,90	172 209	0,10	63	0,00
2	Passed	<b>Approval of the consolidated accounts for 2013</b>					
		168 115 751	99,90	171 962	0,10	-	0,00
3	Passed	<b>Approval of related-party agreements between TF1 and BOUYGUES</b>					
		49 871 513	65,33	26 465 203	34,67	450	0,00
4	Passed	<b>Approval of related-party agreements other than those between TF1 and BOUYGUES (2)</b>					
		167 618 461	99,90	172 224	0,10	63	0,00
5	Passed	<b>Appropriation of profits and setting of the amount of dividend</b>					
		168 052 719	99,86	234 631	0,14	363	0,00
6	Passed	<b>Renewal of Janine LANGLOIS-GLANDIER's term of office as a Director for a further two years</b>					
		167 322 972	99,43	964 678	0,57	63	0,00
7	Passed	<b>Review of election of employee-representative Directors</b>					
		167 722 006	99,66	565 164	0,34	543	0,00
8	Passed	<b>Favorable opinion on the remuneration of Mr Nonce Paolini for the business year 2013.</b>					
		129 080 399	76,70	39 207 044	23,30	270	0,00
9	Passed	<b>Authorisation to the Board of Directors to buy back the own shares of the company</b>					
		167 908 370	99,77	378 710	0,23	633	0,00

(1) The shareholders with an interest, representing 91,950,547 votes, did not take part in this vote.

Total number of shares with voting rights: 76,337,166

(2) The shareholders with an interest, representing 496,965 votes, did not take part in this vote.

Total number of shares with voting rights: 167,790,748

Resolutions within the competence of the Extraordinary General Meeting							
No	Result	For		Against		Abstention	
		number of votes	%	number of votes	%	number of votes	%
10	Passed	<b>Authorisation to the Board of Directors to decrease the share capital by cancelling shares held by the company</b>					
		168 027 679	99,85	259 294	0,15	570	0,00
11	Passed	<b>Authorisation given to the Board of Directors to grant options to subscribe for or purchase shares in the company, with the waiver of pre-emptive subscription rights, if any</b>					
		133 683 596	79,44	34 603 044	20,56	903	0,00
12	Passed	<b>Authorisation given to the Board of Directors to proceed with the free allotment of new or existing shares, with the waiver of pre-emptive subscription rights, if any</b>					
		133 118 435	79,10	35 168 268	20,90	840	0,00
13	Passed	<b>Authorisation to carry out the formalities required by law following the Meeting</b>					
		168 115 901	99,90	171 579	0,10	63	0,00

## **Governance**

The shareholders, meeting in Annual General Meeting :

- decided to renew of Janine Langlois-Glandier's term as a Director for another two years, Janine LANGLOIS-GLANDIER, Chairwoman of the FORUM DES MEDIAS MOBILES;
- reviewed of election of employee-representative Directors.

### **Composition of the Board of Directors**

As of April 17, 2014, following the Annual General Meeting, the Board of Directors has the following members:

#### **Chairman and Chief Executive Officer**

Nonce PAOLINI

#### **Directors**

Claude BERDA - Chairman of AB Group

Martin BOUYGUES - Chairman and Chief Executive Officer of BOUYGUES

Olivier BOUYGUES - Deputy Chief Executive Officer of BOUYGUES

Fanny CHABIRAND - Employee Representative on the Board - Commercial Assistant, TF1 Works Council

Laurence DANON - Co-President of the Executive Board of LEONARDO & CO

Catherine DUSSART - Film producer

Janine LANGLOIS-GLANDIER - Chairwoman of the FORUM DES MEDIAS MOBILES (French mobile media forum)

Gilles PELISSON - Company director - Chairman of the Groupement des professions de services (French service industries association)

Sophie LEVEAUX - Employee Representative on the Board - Head of artistic for Groupe Acquisition

Olivier ROUSSAT - Chairman of BOUYGUES TELECOM

BOUYGUES SA, represented by:

Philippe MARIEN - Chief Financial Officer of the BOUYGUES Group

#### **Composition of the Director Selection Committee**

Martin BOUYGUES (Chair) and Olivier ROUSSAT (committee member)

#### **Composition of the Audit Committee**

Laurence DANON (Chair), Philippe MARIEN and Gilles PELISSON (committee members)

#### **Composition du Compensation Committee**

Gilles PELISSON (Chair) and Philippe MARIEN (committee member)