



ANNUAL GENERAL MEETING OF APRIL 16, 2015

The Annual General Meeting of TF1 shareholders held on April 16, 2015, chaired by Nonce Paolini, passed all the resolutions submitted to it by the Board of Directors.

A total of 584 shareholders participated in the meeting for Ordinary business, representing 165,648,278 shares and 165,648,278 voting rights
A total of 584 shareholders participated in the meeting for Extraordinary business, representing 165,648,278 shares and 165,648,278 voting rights equivalent to 78,25% of the total voting rights.

Results of voting on the resolutions

Total number of shares	211 682 939	
Number of own shares held	-	
Total number of shares with voting rights	211 682 939	
Number of shareholders present, represented, or voting by post	ordinary business	584
	extraordinary business	584
Number of shares/votes present, represented, or voting by post	ordinary business	165 648 278
	extraordinary business	165 648 278

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	Approval of the company accounts for 2014					
		165 299 586	99,79	348 482	0,21	210	0,00
2	Passed	Approval of the consolidated accounts for 2014					
		165 299 796	99,79	348 482	0,21	-	0,00
3	Passed	Approval of related-party agreements between TF1 and BOUYGUES (1)					
		41 800 249	56,72	31 897 482	43,28	-	0,00
4	Passed	Approval of related-party agreements other than those between TF1 and BOUYGUES (2)					
		165 062 632	99,65	581 386	0,35	110	0,00
5	Passed	Appropriation of profits and setting of the amount of dividend of €1,50 per share					
		165 064 928	99,65	583 350	0,35	-	0,00
6	Passed	Renewal of Claude BERDA's term of office as a Director for one year					
		135 103 106	81,56	30 544 882	18,44	290	0,00
7	Passed	Renewal of Gilles PELISSON's term of office as a Director for one year					
		165 129 257	99,69	518 991	0,31	30	0,00
8	Passed	Renewal of Olivier ROUSSAT's term of office as a Director for one year					
		133 953 242	80,87	31 695 036	19,13	-	0,00
9	Passed	Renewal of Olivier BOUYGUES's term of office as a Director for a further two years					
		127 607 486	77,04	38 040 792	22,96	-	0,00
10	Passed	Renewal of Catherine DUSSART's term of office as a Director for a further two years					
		165 132 635	99,69	515 643	0,31	-	0,00
11	Passed	Renewal of Nonce PAOLINI's term of office as a Director for a further two years					
		134 127 799	80,97	31 520 479	19,03	-	0,00
12	Passed	Renewal of Martin BOUYGUES's term of office as a Director for a further three years					
		130 274 640	78,65	35 373 638	21,35	-	0,00
13	Passed	Renewal of Laurence DANON's term of office as a Director for a further three years					
		165 152 284	99,70	495 718	0,30	276	0,00
14	Passed	Renewal of BOUYGUES SA's term of office as a Director for a further three years					
		133 426 300	80,55	32 221 978	19,45	-	0,00
15	Passed	Favorable opinion on the remuneration of Mr Nonce Paolini for the business year 2014					
		161 702 659	97,62	3 945 619	2,38	-	0,00
16	Passed	Authorisation to the Board of Directors to buy back the own shares of the company					
		165 135 619	99,69	512 659	0,31	-	0,00

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

(2) The shareholders with an interest, representing 4,150 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	%
17	Passed	Authorisation to the Board of Directors to decrease the share capital by cancelling shares held by the company					
		165 148 408	99,70	499 870	0,30	-	0,00
18	Passed	Delegation of authority to the Board of Directors to increase the share capital with preferential subscription rights					
		150 150 434	90,64	15 497 844	9,36	-	0,00
19	Passed	Delegation of authority to the Board of Directors to increase the share capital through capitalisation of share premium, reserves or profits					
		154 314 273	93,16	11 334 005	6,84	-	0,00
20	Passed	Delegation of authority to the Board of Directors to increase the share capital without preferential subscription rights through a public offering					
		150 517 251	90,87	15 130 582	9,13	445	0,00

21	Passed	Delegation of authority to the Board of Directors to increase the share capital without preferential subscription rights through a private placement					
		148 859 492	89,86	16 788 661	10,14	125	0,00
22	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					
		121 618 296	73,42	44 029 982	26,58	-	0,00
23	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					
		150 201 805	90,68	15 446 453	9,32	20	0,00
24	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					
		152 411 014	92,01	13 236 939	7,99	325	0,00
25	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					
		152 594 377	92,12	13 053 606	7,88	295	0,00
26	Passed	Limitation of total financial authorisations					
		163 784 790	98,88	1 863 468	1,12	20	0,00
27	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					
		162 163 837	97,90	3 484 135	2,10	306	0,00
28	Passed	Modification of Article 22 of the Articles of Association so as not to institute double voting rights					
		165 390 769	99,84	257 339	0,16	170	0,00
29	Passed	Modification of Article 10 of the Articles of Association to increase the terms of office of Directors who do not represent the personnel from two to three years					
		125 887 832	76,00	39 760 356	24,00	90	0,00
30	Passed	Harmonisation of the Articles of Association with the statutory and regulatory provisions governing the representation of shareholders at General Meetings					
		165 260 962	99,77	387 316	0,23	-	0,00
31	Passed	Authorisation to carry out the formalities required by law following the Meeting					
		165 393 453	99,85	254 825	0,15	-	0,00

Governance

The shareholders, meeting in Annual General Meeting :

- decided to approve a lengthening of the duration of the mandates of the directors who are not employee representatives from 2 to 3 years, subject to the proviso that exceptionally, as part of the renewal of the Directors' mandates at this General Meeting, the duration of the mandates of three of the Directors shall be limited to one year, and those of three other Directors shall be limited to two years.

- decided to renew the term of office for a period of one year of Claude Berda, Gilles Pélisson and Olivier Roussat, the term of office for a period of two years of Olivier Bouygues, Catherine Dussart and Nonce Paolini, the term of office for a period of three years of Martin Bouygues, Laurence Danon and Bouygues SA

The TF1 Board of Directors, meeting after the end of the Annual General Meeting, decided to appoint Nonce PAOLINI as Chairman and Chief Executive Officer. The Board also appointed the members of the Board committees.

Composition of the Board of Directors and the Board committee as of April 16, 2015:

Chairman and Chief Executive Officer, Director: Nonce PAOLINI

Directors

- Claude BERDA - Chairman of Groupe AB
- 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 – Chairman of the Board of Directors of Leonardo & Co
- Catherine DUSSART – Manager of Catherine Dussart Production-CDP
- Janine LANGLOIS-GLANDIER, Chairwoman of the FORUM DES MEDIAS MOBILES (French mobile media forum)
- Sophie LEVEAUX TALAMONI - Employee Representative on the Board – TF1's Artistic Director of Acquisitions
- Gilles PELISSON - Company director
- Olivier ROUSSAT - Chief Executive Officer of BOUYGUES TELECOM
- BOUYGUES SA, represented by Philippe MARIEN, Chief Financial Officer of the BOUYGUES Group

Composition of the Audit Committee: Laurence DANON (Chair), Philippe MARIEN and Gilles PELISSON (committee members)

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

Composition of the Compensation Committee: Gilles PELISSON (Chair) and Philippe MARIEN (committee member)

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