



The Annual General Meeting of TF1 shareholders held on April 18, 2013, chaired by Nonce Paolini, passed all the resolutions submitted to it by the Board of Directors.

A total of 560 shareholders participated in the meeting for Ordinary business, representing 179,971,066 shares and 179,971,066 voting rights  
A total of 558 shareholders participated in the meeting for Extraordinary Business, representing 179,970,896 shares and 179,970,896 voting rights equivalent to 85,58% of the total voting rights.

**Results of voting on the resolutions**

Total number of shares	210,329,813	
Number of own shares held	30,000	
Total number of shares with voting rights	210,299,813	
Number of shareholders present, represented, or voting by post	ordinary business	560
	extraordinary business	558
Number of shares/votes present, represented, or voting by post	ordinary business	179,971,066
	extraordinary business	179,970,896

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 2012</b>						
		179,730,873	99.87	240,193	0.13	-	0.00	
2	Passed	<b>Approval of the consolidated accounts for 2012</b>						
		179,729,838	99.87	240,553	0.13	675	0.00	
3	Passed	<b>Approval of related-party agreements between TF1 and BOUYGUES (1)</b>						
		49,812,191	56.59	38,211,034	43.41	200	0.00	
4	Passed	<b>Approval of related-party agreements other than those between TF1 and BOUYGUES (2)</b>						
		179,301,293	99.90	175,883	0.10	875	0.00	
5	Passed	<b>Appropriation of profits and setting of the amount of dividend</b>						
		179,771,746	99.89	199,320	0.11	-	0.00	
6	Passed	<b>Appointment of Catherine DUSSART as a Director for a two-year term</b>						
		178,578,500	99.23	1,392,566	0.77	-	0.00	
7	Passed	<b>Renewal of Claude BERDA's term of office as a Director for a further two years</b>						
		161,836,409	89.92	18,133,952	10.08	705	0.00	
8	Passed	<b>Renewal of Martin BOUYGUES' term of office as a Director for a further two years</b>						
		142,529,143	79.20	37,441,248	20.80	675	0.00	
9	Passed	<b>Renewal of Olivier BOUYGUES' term of office as a Director for a further two years</b>						
		143,719,442	79.86	36,251,624	20.14	-	0.00	
10	Passed	<b>Renewal of Laurence DANON's term of office as a Director for a further two years</b>						
		178,255,789	99.05	1,715,277	0.95	-	0.00	
11	Passed	<b>Renewal of Nonce PAOLINI's term of office as a Director for a further two years</b>						
		161,750,262	89.88	18,220,129	10.12	675	0.00	
12	Passed	<b>Renewal of Gilles PELISSON's term of office as a Director for a further two years</b>						
		178,068,125	98.94	1,902,266	1.06	675	0.00	
13	Passed	<b>Renewal of BOUYGUES SA's term of office as a Director for a further two years</b>						
		144,535,096	80.31	35,435,970	19.69	-	0.00	
14	Passed	<b>Appointment of Olivier ROUSSAT as a Director for a two-year term</b>						
		160,562,181	89.22	19,408,885	10.78	-	0.00	
15	Passed	<b>Renewal of MAZARS' term of office as Statutory Auditor for a further six years</b>						
		179,730,922	99.87	240,144	0.13	-	0.00	
16	Passed	<b>Renewal of Thierry COLIN's term of office as Alternate Statutory Auditor for a further six years</b>						
		178,641,727	99.26	1,329,339	0.74	-	0.00	
17	Passed	<b>Authorisation to trade in the company's own shares</b>						
		179,762,744	99.88	200,304	0.11	8,018	0.00	

(1) The shareholders with an interest, representing 91,947,641 votes, did not take part in this vote.

Total number of shares with voting rights: 88,023,245

(2) The shareholders with an interest, representing 493,015 votes, did not take part in this vote.

Total number of shares with voting rights: 179,478,051

Resolutions within the competence of the Extraordinary General Meeting							
No.	Result	For		Against		Abstention	
		number of votes	%	number of votes	%	number of votes	%
18	Passed	<b>Authorisation to the Board of Directors to reduce the share capital by cancelling treasury shares</b>					
		179,785,077	99.90	185,619	0.10	200	0.00
19	Passed	<b>Delegation of competence to the Board of Directors to increase the share capital with preferential subscription rights</b>					
		159,484,616	88.62	20,486,280	11.38	-	0.00
20	Passed	<b>Delegation of competence to the Board of Directors to increase the share capital through capitalisation of share premium, reserves or profits</b>					
		179,785,637	99.90	185,259	0.10	-	0.00
21	Passed	<b>Delegation of competence to the Board of Directors to increase the share capital without preferential subscription rights through a public offering</b>					
		158,141,553	87.87	21,828,668	12.13	675	0.00
22	Passed	<b>Delegation of competence to the Board of Directors to increase the share capital without preferential subscription rights through a private placement</b>					
		156,764,076	87.11	23,206,820	12.89	-	0.00
23	Passed	<b>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</b>					
		133,954,170	74.43	46,016,051	25.57	675	0.00
24	Passed	<b>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</b>					
		153,935,743	85.53	26,034,478	14.47	675	0.00
25	Passed	<b>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</b>					
		158,069,926	87.83	21,900,970	12.17	-	0.00
26	Passed	<b>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</b>					
		158 259 759	87.94	21 711 137	12.06	-	0.00
27	Passed	<b>Overall ceiling of financial authorisations</b>					
		159,084,834	88.39	20,885,862	11.61	200	0.00
28	Passed	<b>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</b>					
		178,896,679	99.40	1,073,542	0.60	675	0.00
29	Passed	<b>Amendment to Article 12 of the Memorandum and Articles of Association to set an age limit of 67 years for holding the office of Chairman of the Board of Directors</b>					
		142,351,059	79.10	37,619,162	20.90	675	0.00
30	Passed	<b>Amendment to Article 16 of the Memorandum and Articles of Association to set an age limit of 67 years for holding the office of Chief Executive Officer or Deputy Chief Executive Officer</b>					
		153,047,968	85.04	26,922,253	14.96	675	0.00
31	Passed	<b>Powers for filing and formalities</b>					
		179,796,806	99.90	174,090	0.10	-	0.00

## Governance

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 for the duration of his term of office as a Director. The Board also appointed the members of the Board committees.

### Composition of the Board of Directors

As of April 18, 2013, following the Annual General Meeting and the subsequent Board meeting, the Board of Directors has the following members:

#### Chairman and Chief Executive Officer

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 - 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)  
Jean-Pierre PERNAUT - Employee Representative on the Board - Deputy Head of News  
Olivier ROUSSAT - Chief Executive Officer of BOUYGUES TELECOM  
BOUYGUES SA, represented by:  
Philippe MARIEN - Chief Financial Officer of the BOUYGUES Group - Chairman of BOUYGUES TELECOM

#### 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)